

CORRIGENDUM TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING NO. 01/2025-26

Dear Shareholder,

This corrigendum (“Corrigendum”) is issued in continuation to the notice dated November 05, 2025 (“Notice”) and issued to the Members on November 10, 2025 convening the Extraordinary General Meeting No. 01/2025-26 of Trejhara Solutions Limited (“Company”) on Wednesday, December 03, 2025 at 11:00 AM (IST), through video conferencing / other audio-visual means, for seeking shareholders’ approval for the matters contained in the Notice.

The Company has applied for In-principal approval with National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) for issue and allotment of 6,11,112 (Six Lakhs Eleven Thousand One Hundred Twelve) Equity Shares and 79,97,000 (Seventy-Nine Lakhs Ninety-Seven Thousand) fully convertible warrants (“Warrants/ Convertible Warrants”) into Equity Shares on preferential basis.

Pursuant to further communication received from the stock exchanges, the Company is issuing this Corrigendum to provide certain amendments, modifications and/or additional information to the disclosures contained in the Explanatory Statement annexed to the Notice. The Notice shall be read in conjunction with this Corrigendum.

All other contents of the Notice, including the text of resolutions, and the Explanatory Statement, save and except as clarified by this Corrigendum, shall remain unchanged. Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Notice and the Explanatory Statement, as the case may be.

The Company through this communication wishes to bring to the notice of the Shareholders, following changes in the said EGM Notice.

Changes to Explanatory Statement to Item No 2&3

Point 1 of the Explanatory Statement of EGM notice shall be read as under:

Objects of the Preferential Issue:

The proceeds from the Preferential Issue shall be used, inter alia towards Strategic Acquisitions aimed at pursuing inorganic growth opportunities, including the acquisition of entities, assets, or technologies, businesses in the similar or complimentary businesses, Capital Expenditure for setting up of expanded office premises, working capital requirements & general corporate purposes including issue expenses and such other purpose(s) as may be permissible under applicable laws as follows:

Sr. No.	Description of Object	Estimated Amount (in INR Crores)*	Reason for providing Broad Range, if applicable	Tentative timeline for utilisation of issue proceeds	Mode in which funds will be kept until utilisation
1.	Strategic Acquisition aimed at pursuing inorganic growth opportunities, including the acquisition of complementary businesses, assets, or technologies	110.00	NA	Within 15months from date of receipt of funds for the Equity Shares & Warrants (as set out herein)	Funds will be kept in fixed deposits with scheduled commercial banks, liquid / debt mutual funds,
2.	Capital Expenditure for setting up of expanded office premises	5.00			
3.	Working Capital	25.93			

4.	General Corporate Purposes and Issue Expenses	45.00			
----	---	-------	--	--	--

***Estimation which may vary by +/- 10%.**

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. Further, the total amount of the issue allocated to the above-stated objects shall not be added to General Corporate Purposes (GCP).

Monitoring the utilisation of funds

In terms of Regulation 162A of the SEBI ICDR Regulations, the Company has identified a Credit Rating Agency duly registered with the SEBI as the monitoring agency to monitor the use of the proceeds of the Issue. The monitoring agency shall submit its report to the Company on a quarterly basis, till 100% of the proceeds of the issue are utilized.

Point 4 of the Explanatory Statement of EGM notice shall be read as under:

Basis or justification for the price (including the premium, if any) has been arrived at:

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding Ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Pursuant to the provisions of Regulation 164(1) of ICDR Regulations, the floor price shall not be less than higher of the following:

90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited (‘NSE’) preceding the Relevant Date: i.e. INR 211.02/- per Equity Share/Warrant;

10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited (‘NSE’) preceding the Relevant Date: i.e. INR 215.10/- per Equity Share/Warrant.

In accordance with the provisions enshrined in the Articles of Association of the Company and in compliance with Regulation 166A of SEBI ICDR Regulation has undertaken a valuation as on relevant date i.e. November 03, 2025. The valuation report dated November 05, 2025 has been issued by Mr. Bhavesh M. Rathod, Independent Registered Valuer (Reg. No. IBBI/RV/06/2019/10708), determining the price at INR 215.10 (Rupees Two Hundred Fifteen and Ten Paise).

In terms of the applicable provisions of the SEBI ICDR Regulations, the volume weighted average price (“VWAP”) for the Preferential Issue is INR 215.10 per Equity Share. The price per Equity Share/Warrant to be issued pursuant to the Preferential Issue is fixed at INR 216 per Equity Share/Warrant being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations and valuation report obtained from the registered valuer.

A copy of the report issued by the Registered Valuer is available on the website of the Company at [Corporate Announcement FY 2025-2026 | Trejhara](#)

Point 8 of the Explanatory Statement of EGM notice shall be read as under:

8. Intention/ Contribution of promoters/ directors/ key managerial personnel to subscribe to the offer:

The promoter and member of the promoter group of the Company have expressed their intention to participate in the proposed preferential issue as a reflection of their commitment and confidence in the Company's growth prospects. Their participation is also aligned with the Company's objective of raising funds to support its strategic initiatives.

Except as following, none of promoters, directors or key managerial personnel of the issuer intent to subscribe to the offer:

Sr. No.	Name	Category	Type of Security	No. of Security
1	Mr. Paresh Zaveri	Promoter	Convertible	25,00,000
2	Ms. Niharika Zaveri	Promoter Group	Warrants	1,00,000

Point 18 of the Explanatory Statement of EGM notice shall be read as under:

18. Lock-in:

The equity shares to be issued and allotted on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

Further the equity shares to be issued and allotted pursuant to conversion of warrants shall also be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval in terms of provisions of Regulation 167(6) of SEBI ICDR Regulations, 2018.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities in terms of provisions of Regulation 167(6) of SEBI ICDR Regulations, 2018.

Point 22 of the Explanatory Statement of EGM notice shall be read as under:

As required in Regulation 163(2) of the SEBI ICDR Regulations, a certificate from CS Deepak Rane (Membership No. ACS 24110), a Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations, shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link:

[Corporate Announcement FY 2025-2026 | Trejhara](#)

Point 23 of the Explanatory Statement of EGM notice shall be read as under:

23. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of Investor	Ultimate Beneficial Owner	Category of Investor	PAN	Pre-issue Holding	% of shares held of pre-preferential capital	No. of shares/warrants to be allotted	Post-issue holding	% of share held of post preferential capital
Equity Shares									
1	Mr. Prakash Shah	--	Non-Promoter (Resident Individual)	AMPPS3514G	--	--	4,09,723	4,09,723	1.28
2	Ms. Suparna Duttgupta	--	Non-Promoter (Resident Individual)	ADRPD8150C	--	--	2,01,389	2,01,389	0.63
Warrants									
1	Mr. Paresh Zaveri	--	Promoter (Non Resident Individual)	AAEPZ5587B	17,59,651	7.49	25,00,000	42,59,651	13.26
2	Ms. Niharika Zaveri	--	Promoter Group (Resident Individual)	ABJPZ4581F	95,674	0.41	1,00,000	1,95,674	0.61
3	Mr. Ajay Sarupria	--	Non-Promoter (Resident Individual)	AKMPS1636E	7,00,000	2.98	28,00,000	35,00,000	10.90
4	Ms. Bhakti Zaveri	--	Non Promoter (Resident Individual)	AAOPZ3573F	500	0.00	5,00,000	5,00,500	1.56
5	Ms. Parul Parmar	--	Non promoter (Resident Individual)	AJBPP5813E	1,00,010	0.43	5,00,000	6,00,010	1.87
6	Barclays Wealth Trustees India Private Limited (Lotus Family Trust)	Ms. Madhuri Kela (PAN:ADGPK 4711M)	Trust	AABTL4517C	--	--	10,00,000	10,00,000	3.11
7	Bay Business Consultancy LLP	Mr. Siddharth Mehta (PAN:AQBPM 9747R)	Body Corporate	AAXFB0692C	--	--	3,00,000	3,00,000	0.93
8	Birch Tree	Mr. Bhavik	Body	AANCB2637C	--	--	75,000	75,000	0.23

	Ventures Private Limited	Mehta (PAN:AQUPM 4129J)	Corporate						
9	Mr. Ajay Kumar Choudhary	--	Non Promoter (Resident Individual)	ACJPC9603L	--	--	50,000	50,000	0.16
10	Ms. Dhara Baval	--	Non Promoter (Resident Individual)	AIHPB4372k	--	--	50,000	50,000	0.16
11	Whass Esolutions Private Limited	Mr. Akshay Widhani PAN:AAQPW 3231P) Ms. Sabena Widhani (PAN:AIRPC8 268R)	Body Corporate	AACCW1245 Q	--	--	25,000	25,000	0.08
12	Mr. Aditya Shukla	--	Non Promoter (Resident Individual)	BMOPS5036H	12,329	0.05	25,000	37,329	0.12
13	Ms. Mamta Hingarh	--	Non Promoter (Resident Individual)	AAAPH8691N	--	--	50,000	50,000	0.16
14.	Ms. Genelia Ritesh Deshmukh	--	Non Promoter (Resident Individual)	AEMPD5463L	--	--	12,000	12,000	0.04
15.	Mr. Neil Dsouza	--	Non Promoter (Resident Individual)	AACPD2343R	10,000	0.04	10,000	20,000	0.06

* The pre-preferential shareholding percentages of the proposed allottees have been calculated considering enhanced number of shares post allotment of 89,89,344 equity shares pursuant to Scheme of Amalgamation. (i.e 2,35,05,642 equity shares)

**The shareholding numbers and percentages indicated under the 'Post-Preferential Holding' column have been computed on the assumption that all the warrants proposed to be issued to the respective allottees will be fully converted into equity shares.

By Order of the Board of Directors

Shardul Inamdar
Company Secretary

Registered Office:

Unit No. 601, Sigma IT Park,
Plot No. R-203, R-204,
T.T.C. Industrial Estate,
Rabale, Navi Mumbai – 400701

Place: Navi Mumbai

Date: November 25, 2025