



May 30, 2025

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| To, National Stock Exchange of India Limited Exchange Plaza'. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. NSE SYMBOL: TREJHARA | To, The BSE Limited, 25th Floor, P. J. Towers, Fort, Mumbai: 400 001. SCRIP CODE: 542233 |
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Sub: Annual Secretarial Compliance Report for the year ended March 31, 2025

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2025 issued by Mr. Harshvardhan Tarkas, a Peer Reviewed Practicing Company Secretary.

Request you to take the same on your records.

Thanking You,

Yours faithfully,

For Trejhara Solutions Limited

**Shardul Inamdar
Company Secretary**

HARSHVARDHAN TARKAS

Practicing Company Secretary

Office: 161, 2nd floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648; Mob: 9594441611/ Email: cshtarkas@gmail.com

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SECRETARIAL COMPLIANCE REPORT
TREJHARA SOLUTIONS LIMITED
(CIN: L72900MH2017PLC292340)
FOR THE YEAR ENDED MARCH 31, 2025

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **TREJHARA SOLUTIONS LIMITED (CIN: L72900MH2017PLC292340)** (hereinafter referred as ‘the listed entity’), having its Registered Office at **Unit No. 601, Plot No. R-203, Sigma IT Park, R-204 T.T.C. Industrial Estate, Rabale, Navi Mumbai, Maharashtra, 400701**. The Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity’s books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2025**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Harshvardhan Tarkas, Practicing Company Secretary, ACS 30701; COP: 24169, have examined:

- (a) all the documents and records made available to me and explanation provided by **TREJHARA SOLUTIONS LIMITED (CIN: L72900MH2017PLC292340)** (“the listed entity”).
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

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for the financial year ended **March 31, 2025** (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable as the Listed Entity has not bought back/propose to Buy-back any of its securities during the Financial Year under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Listed Entity)**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Listed Entity)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. **(Not applicable as the Listed Entity has not delisted/propose to delist its Equity Shares from any Stock Exchange during the financial year under review)**

and circulars/ guidelines issued thereunder;

and based on the above examination, I, hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure - A:-**

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(b) The listed entity has taken the actions as mentioned in Annexure – B to comply with the observations made in previous reports:

(c) I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|---|-------------------------------|-------------------------------|
| 1. | <u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | YES | None |
| 2. | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI | YES | None |
| 3. | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided in annual corporate governance reports under | YES | None |

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| | Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website | | |
| 4. | <u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Listed Entity. | Yes | None |
| 5. | <u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | YES | None |
| 6. | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015 | YES | None |
| 7. | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | YES | None |
| 8. | <u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions | Yes | Refer Annexure "A" |

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| | (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee | NA | No such transactions |
| 9. | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | YES | None |
| 10. | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | YES | None |
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | YES | None |
| 12. | <u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have | Yes Yes | None None |

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| | complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | | |
| 13. | <u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | Yes | None |

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

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Harshvardhan Tarkas
Practicing Company Secretary
ACS 30701
CP. No: 24169
P.R. No: 5745/2024
UDIN: A030701G000498729

Place: Mumbai
Dated: May 30, 2025

HARSHVARDHAN TARKAS

Practicing Company Secretary

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Annexure - A

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations /circulars/ guidelines including specific clause) | Regulation /Circular No. | Deviations | Action Taken By | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|--|--------------------------|---|-----------------|----------------|---|-------------|---|--|---------|
| 01 | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) | Regulation 23 | Approval of shareholders not obtained before entering into material related party | None | None | Approval of shareholders not obtained before entering into material related party transactions. | None | The related party transactions were reviewed and were in conformity with the omnibus approvals granted by the Audit Committee. However, it is observed that, in certain instances, multiple transactions with the same related party – although approved separately by the | The Company is in the process of obtaining legal opinion in this matter and will make appropriate disclosures and if | None |

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| Regulations, 2015 | transaction s | | | | | | Audit Committee are, in aggregate, exceed the prescribed materiality thresholds as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). It is recommended that the Company evaluate the applicability of the materiality provisions under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and ensure full compliance with the relevant regulatory requirements. | required shall obtain approvals at the forthcoming Annual General Meeting |
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Annexure - B

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations/ Remarks of the Practicing Company Secretary | Observations made in the secretarial compliance report for the year ended 31.03.2024 (the years are to be mentioned) | Compliance Requirement (Regulations/c irculars/ guide lines including specific clause) | Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|---|---|---|--|---|---|
| 01 | 1) For the period from 28 th August, 2023 till 11 th December, 2023, Composition of Board of Directors (with regard to Woman Director and Minimum Number of Directors on Board), Nomination and Remuneration Committee (with regard to minimum number of Directors, Independent Directors in the committee and | 1) For the period from 28 th August, 2023 till 11 th December, 2023, Composition of Board of Directors (with regard to Woman Director and Minimum Number of Directors on Board), Nomination and Remuneration Committee (with regard to minimum number of Directors, Independent Directors in the committee and Chairperson | Regulation 17(1)(a), 17(1)(c), 17(1E), 19(1)(a), 19(1)(c), 19(2), 20(2), 20(2A) and 20(3) | Fine levied for Non-compliance of Regulation 17(1)(a), 19(1), 19(2), 20(2) and 20(2A): BSE Limited: Rs.11,25,720 (Including GST) National Stock Exchange India Limited: Rs.11,25,720 | Fine amount was paid by the Company. | The appointment of Ms. Chetana Dasare on 12 th December, 2023 restored the composition of the Board, Nomination and Remuneration Committee, Stakeholders Relationship Committee was reconstituted by appointing Ms. Chetana Dasare as the Chairperson of the Committees. |

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| | <p>Chairperson of the Committee), Stakeholders Relationship Committee (with regard to Chairperson of the Committee and minimum number of Directors, Independent Directors in the committee) was not in conformity with the Listing Regulations.</p> <p>2) The office of one of the Director on the Board was vacated on 27th August, 2023 which was not filled within prescribed time of 3 months from the date of such vacancy.</p> <p>3) The chairperson of Stakeholders Relationship Committee was not present for the Annual General Meeting held on 29th September, 2023.</p> | <p>of the Committee), Stakeholders Relationship Committee (with regard to Chairperson of the Committee and minimum number of Directors, Independent Directors in the committee) was not in conformity with the Listing Regulations.</p> <p>2) The office of one of the Director on the Board was vacated on 27th August, 2023 which was not filled within prescribed time of 3 months from the date of such vacancy.</p> <p>3) The chairperson of Stakeholders Relationship Committee was not present for the Annual General Meeting held on 29th September, 2023.</p> | | (Including GST). | | <p>The company complied with the requirement of Regulation 17,19 and 20 of the SEBI(LODR) Regulations 2015 effective from the appointment date.</p> |
| 02 | <p>Independent director of the listed entity, was not appointed on the board of directors of Aurionpro Solutions W.L.L., being the</p> | <p>Independent director of the listed entity, was not appointed on the board of directors of Aurionpro Solutions W.L.L., being the</p> | Regulation 24(1) | -- | -- | <p>During the financial year 2023-24, the Company was in the process of disinvesting its 100 % stake in Aurionpro Solutions W.L.L. The</p> |

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| | material subsidiary of the listed entity. | material subsidiary of the listed entity. | | | | divestment was successfully completed within the same financial year. Consequently, the applicability of Regulation 24 is no longer relevant, and the matter stands closed. |
|----|--|--|------------------|----|----|---|
| 03 | Compulsorily Convertible Debentures issued by the Auroscient Outsourcing Limited (“Subsidiary Company”) amounting to Rs.63,95,00,000 which was subscribed by the Listed Entity being the event which was material for Listed Entity was not disclosed under Regulation 30. | Compulsorily Convertible Debentures issued by the Auroscient Outsourcing Limited (“Subsidiary Company”) amounting to Rs.63,95,00,000 which was subscribed by the Listed Entity being the event which was material for Listed Entity was not disclosed under Regulation 30. | Regulation 30(9) | -- | -- | None |

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