

31st July, 2020

To,
Deptt. of Corporate Services- Listing
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051

Sub: Annual Secretarial Compliance Report for the year ended 31st March,2020.

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 31st March,2020 issued by M/s Yogesh D. Dhabolkar & Co. – Practicing Company Secretary.

For Trejhara Solutions Limited

Nilesh Kharche
Nilesh Kharche
Company Secretary





Secretarial Compliance Report of Trejhara Solutions Limited

For the Financial Year Ended 31st March, 2020

I 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, for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:
 - a) Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - b) 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 ("LODR");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable to listed entity during review period**);
- (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 to listed entity during review period**);





- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. (Not Applicable to listed entity during review period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to listed entity during review period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013. (Not Applicable to listed entity during review period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulation");

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 below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1)	Regulation 19(3) and 20 (3) of LODR The Chairperson of the Nomination and Remuneration Committee and Stake Holder Relationship Committee may be present at the annual general meeting to answer shareholders queries.	The chairperson of Nomination and Remuneration Committee (NRC) and Stakeholder's Relationship Committee (SRC) could not attend annual general meeting.	As informed to me, by Management, due to personal emergencies the Chairperson of NRC and SRC could not attend the meeting.
2)	Regulation 24(1) of LODR: At least one independent director on the board of directors of listed entity shall be a director on a board of directors of an unlisted material	The company could not complete the filing in respect of appointment of Independent Director on the Board of unlisted material subsidiary	As informed to me by Management, the Company has appointed Independent Director on the Board of unlisted material subsidiary incorporated outside India; however, the filing formalities relating to





	subsidiary, whether incorporated in India or not.	incorporated outside India.	the same are in process.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended (the years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the practicing Company Secretary on the actions taken by the listed entity
1)	Regulation 30(5) of LODR The Company has disclosed the contact details to of Key Managerial Personnel for the purpose of determining materiality to BSE and NSE on 29 th May, 2019.	31 st March, 2019	The Company has disclosed the contact details to of Key Managerial Personnel for the purpose of determining materiality to BSE and NSE on 29 th May, 2019.	The action taken is satisfactory.
2)	Regulation 33(1)(d) of LODR The listed entity is required to submit to the stock exchange(s) on a quarterly or annual basis, limited review and audit reports	31 st March, 2019	The peer Review of Auditor has been carried out. Auditor holds a valid certificate issued by the Peer Review Board of the Institute of	The action taken is satisfactory.





	given only by an auditor who has subjected himself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.		Chartered Accountants of India dated 23 rd August, 2019.	
3)	Regulation 8(2) of PIT Regulation The Company is required to intimate the Original Code of practices and procedures for fair disclosure of unpublished price sensitive information to the BSE and NSE.	31 st March, 2019	The Company has intimated the Original Code of practices and procedures for fair disclosure of unpublished price sensitive information to the BSE and NSE.	The action taken is satisfactory.

- (e) The listed entity has modified the terms of appointment of an auditor so as to give effect to provisions of para 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

Place: Dombivli
Date: 30/06/2020
UDIN:F006336B000402842

For Yogesh D. Dabholkar & Co.,
Practicing Company Secretary



Yogesh D. Dabholkar

Yogesh D. Dabholkar
Proprietor
FCS No. 6336
CP No. 6752

Note: This report is issued on the basis of information/ documents made available to us in electronic form by secretarial team of the company due to nationwide lockdown situation due to outbreak of COVID-19 pandemic.