Trejhara

July 17, 2026

To BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 **Scrip Code- 542233**	To National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 **NSE Symbol- TREJHARA**

Sub: Intimation of Postal Ballot Notice.

Dear Sir/Madam,

This is to inform you that pursuant to section 110 of the Companies Act, 2013 ("Act") and other applicable provisons of the Act, read with rules framed thereunder and Regulation 30 of the SEBI Listing Regulations, we enclosed herewith, the Postal Ballot Notice for seeking approval of the Members by way of Special Resolutions. The Postal Ballot Notice is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on Friday, July 10, 2026 **("Cut-off date)**

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to its Members. The remote e-voting period commences on Saturday, July 18, 2026 from 9.00 a.m. (IST) and ends on Sunday, August 16, 2026 at 5.00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter. The results of the Postal Ballot will be declared on or before Tuesday, August 18, 2026.

The Postal Ballot Notice is available on the Company's website www.trejhara.com and the website of NSDL at www.evoting.nsdl.com.

This is for your information and record

For Trejhara Solutions Limited

Shardul Vidyadhar Inamdar

Digitally signed by Shardul Vidyadhar Inamdar
Date: 2026.07.17 15:19:14 +05'30'

Shardul Inamdar
Company Secretary

Trejhara Solutions Limited
Unit No. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale,Navi Mumbai - 400701.MH-INDIA.
Phone +91 22 4040 8080
Fax +91 22 4040 8081
investor@trejhara.com
www.trejhara.com
CIN: L72900MH2017PLC292340

TREJHARA SOLUTIONS LIMITED
(CIN: L72900MH2017PLC292340)

Registered Office: Unit No. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale, Thane, Navi Mumbai, Maharashtra, India, 400701

Tel:+91-22-4040-8080.**Fax:**+91-22-4040-8081.**Email:**investor@trejhara.com
Website: www.trejhara.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and MCA Circulars.]

VOTING STARTS ON	VOTING ENDS ON
Saturday, July 18, 2026, at 9:00 a.m. (IST)	**Sunday, August 16, 2026, at 5:00 p.m. (IST)**

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Trejhara Solutions Limited ("the Company") by means of Postal Ballot, only through remote e-voting process ("E-Voting"), pursuant to section 108, 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 09/2023 dated 25th September, 2023 and subsequent circulars issued in this regard by the Ministry of Corporate Affairs ("MCA"), the latest being General Circular No. 03/2025 dated 22nd September, 2025 (collectively referred to as "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other circulars issued by Securities Exchange Board of India ("SEBI") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable Laws, Rules and Regulations (including any statutory modification or re- enactment thereof for the time being in force).

An explanatory statement pursuant to the provisions of Sections 102 and other applicable provisions, if any, of the Act pertaining to the special resolution setting out the material facts, along with instructions/procedure for Remote E-voting is annexed for your consideration. In accordance with the MCA Circulars referred above, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on Friday, July 10, 2026 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories.

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Board of Directors has appointed, Mr. Harshvardhan Tarkas (Membership No. ACS 30701) Practicing Company Secretary as the Scrutinizer for scrutinizing the postal ballot voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the postal ballot shall be final.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The Members are requested to read the instructions in the notes annexed to this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. (IST) on Sunday, August 16, 2026 (the last day to cast vote electronically) to be eligible for being considered.

In compliance with the provisions of Section 108 of the Act read with the Rules and Regulation 44 of the SEBI Listing Regulations as amended from time to time, the Company is providing remote e-voting facility to its Members for voting on the resolutions contained in this Postal Ballot Notice. The Company has made an arrangement with National Securities Depository Ltd ("NSDL") for facilitating e-voting for the Members to enable them to cast their votes electronically. The communication of assent / dissent of the members can only be given through the remote e-voting system.

The Company is also extending the facility to register the email addresses of the members (please refer to the notes to the Notice) who have not yet registered the same with the Company/ Depository Participants/the Registrar & Transfer Agents (RTA), in order to enable the members to cast their votes through remote e-voting facility.

The Notice of the Postal Ballot has been uploaded on the Company's website www.trejhara.com under 'Investors Section'. Please read the instructions provided in the notes to the Notice and record your assent or dissent by means of remote e-voting facility provided by the Company. Upon completion of the scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or the Company Secretary.

The result of the e-voting conducted through postal ballot will be announced by the Chairman or the Company Secretary of the Company on or before Tuesday, August 18, 2026 on the website of the Company, BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed and on the website of NSDL.

ITEM NO.01

APPROVAL OF TREJHARA SOLUTIONS LIMITED - EMPLOYEE STOCK PURCHASE SCHEME 2026 ("TSL ESPS 2026") AND ITS IMPLEMENTATION THROUGH TRUST.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the enabling clauses of the memorandum and articles of association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "SEBI Listing Regulations"), the circulars/ guidelines issued by the Securities and Exchange Board of India ("SEBI"), the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA") and such other rules, regulations, notifications, guidelines and laws as may be applicable in this regard from time to time, and subject to such approvals, consents, permissions, sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals or permissions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, and pursuant to the recommendation of the NRC, approval of the Board and consent of the shareholders of the Company, consent be and is hereby accorded to: (i) Introduce, Adopt and Implement Employee Stock Purchase Scheme of the Company i.e., "Trejhara Solutions Limited - Employee Stock Purchase Scheme 2026" ("TSL ESPS 2026"/ "Scheme"/ "Plan") to be implemented and administered through an Employee Welfare Trust (hereinafter referred to as "ESPS Trust") to be set-up by the Company in compliance with the provisions of all applicable laws, including without limitation, Indian Trusts Act,1882, as amended, the SEBI Regulations, the Act and the rules made thereunder and (ii) the Board to create, issue, offer and allot under the scheme, from time to time, in one or more tranches, not exceeding 10,00,000 (Ten Lakh only) ("ESPS Pool"), employee stocks (or such other adjusted figure for any bonus, stock splits or consolidation or other reorganization of the capital structure of the Company as may be applicable from time to time), entitling purchase of not exceeding 10,00,000 (Ten Lakhs Only), fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten) each of the Company ("Equity Shares") [or such other adjusted figure for any bonus, stock splits or consolidation or other reorganization of the capital structure of the Company as may be applicable from time to time], being [4.15]% of the total paid-up equity share capital of the Company as at March 31, 2026; to such individuals who are eligible employees of the Company and/or of its group company(ies), as such designated by the Company within the scheme, who is exclusively working in India or outside India, (including a director, whether whole time director or not, including a Non-Executive Director who is not a promoter or member of the promoter group but excluding an independent directors and directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company, as provided under TSL ESPS 2026), [hereinafter referred to as an "Employee(s)] by the said proposed trust, on such terms and conditions as may be fixed or determined by the Board in accordance with the scheme and all the applicable provision of law who in turn will be (iii) and the proposed ESPS trust to subscribe, acquire, hold and deal in fully-paid up Equity Shares of the Company ("Equity Shares") for the purpose of implementation and administration of TSL ESPS 2026 or any other share based employee benefit plan which may be introduced by the Company from time to time or for any other purpose(s) as contemplated herein and in due compliance with the provisions of the SEBI SBEB Regulations, the Act (including rules framed thereunder) and other applicable laws and regulations;

RESOLVED FURTHER THAT the implementation and administration of TSL ESPS 2026 shall be through irrevocable ESPS Trust to be set up by the Company and Board of Directors be and is hereby delegated and authorized to approve and execute the Trust Deed, appoint trustees, determine the powers, rights and obligations of the trustees, approve rules, policies and operational procedures of the Trust and do all such acts, deeds and things as may be necessary for constitution and operationalization of the said Trust;

RESOLVED FURTHER THAT the NRC of the Company shall act as the Compensation Committee for the purposes of the SEBI SBEB Regulations and shall, subject to shareholders' approval, administer, supervise, interpret and implement the Scheme and exercise all powers in relation thereto in accordance with the Scheme and applicable laws;

RESOLVED FURTHER THAT the Company may provide loan to the ESPS Trust from time to time, on such terms as it may think fit, to enable the ESPS Trust to purchase and hold the Equity Shares of the Company as issued and allotted by the Company for the implementation of the scheme and benefit of an Employee(s), in compliance with limits approved by the shareholders of the Company under Section 186 of the Act;

RESOLVED FURTHER THAT the Equity Shares issued and allotted by the Company to the ESPS Trust and subsequent transfer of Equity Shares from ESPS Trust to an Employee(s) upon acceptance of offer by an Employee(s) from time to time in accordance with the TSL ESPS 2026, shall rank pari passu in all respects with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT the number of Equity Shares that may be offered to an Employee(s), during any one financial year, under TSL ESPS 2026 shall not equal to or exceed 1% of the total issued equity share capital in a financial year (excluding outstanding warrants and conversions) of the Company as at the time of offer except prior approval from shareholders by way of separate resolution in the general meeting;

RESOLVED FURTHER THAT the offer that have lapsed either by reason of non-acceptance of offer or non-subscription of Equity Shares be added back to the ESPS Pool for future offer to Employee(s);

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation and others, if any, resulting in the increase or decrease in the equity share capital of the Company then a fair and reasonable adjustment to the ESPS Pool shall be deemed to be increased or decreased in proportion to the resultant Equity Shares pursuant to the aforesaid corporate action(s) and consequently the offer to Employee(s) shall be adjusted accordingly without affecting any other rights or obligations of an Employee(s);

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, the number of equity shares to be transferred to an Employee(s) on acceptance of an offer under the "TSL ESPS 2026" shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employee(s);

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the "TSL ESPS 2026";

RESOLVED FURTHER THAT the Board or Nomination and Remuneration Committee or any other Committee authorized by Board time to time be and are hereby severally authorised to bring into effect the TSL ESPS 2026 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the TSL ESPS 2026 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the TSL ESPS 2026 and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares issued and allotted under the TSL ESPS 2026 on the stock exchanges, where the Equity Shares of the Company are listed as per the provisions of the SEBI Listing Regulations and other applicable laws, guidelines, rules and regulations;

RESOLVED FURTHER THAT the Board or Nomination and Remuneration Committee or any other Committee authorized by Board be and are hereby severally authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing to appoint various intermediaries, advisors, consultants or representatives for effective implementation and administration of TSL ESPS 2026 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorised to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution".

ITEM NO.02

APPROVAL OF EXTENSION OF PURCHASE OPTION IN TERMS OF TREJHARA SOLUTIONS LIMITED - EMPLOYEE STOCK PURCHASE SCHEME 2026" ("TSL ESPS 2026") TO THE EMPLOYEES OF THE EXISTING AND FUTURE SUBSIDIARY COMPANY(IES) OF THE COMPANY IN INDIA OR OUTSIDE INDIA

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the memorandum and articles of association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "SEBI Listing Regulations"), the circulars/ guidelines issued by the Securities and Exchange Board of India ("SEBI"), the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA") and such other rules, regulations, notifications, guidelines and laws as may be applicable in this regard, from time to time and subject to such approvals, consents, permissions, sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals or permissions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution) and pursuant to recommendation and approval of NRC and Board, the consent of the shareholders of the Company be and is hereby accorded to extend the benefits of Trejhara Solutions Limited - Employee Stock Purchase Scheme 2026 ("TSL ESPS 2026") to the employees including directors whether whole time or otherwise, (other than Promoter(s) or belonging to the Promoter Group of the Company, Independent

Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of existing and future subsidiary company(ies) of the Company, whether in India or outside India (hereinafter referred to as an "Employee(s)"), within the overall ceiling limit of [10,00,000] (Ten Lakhs Only) fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten) each of the Company ("Equity Shares") under the TSL ESPS 2026, to be transferred to the Employee(s) by an Employee Welfare Trust (herein after referred to as "ESPS Trust") to be set-up by the Company, at such price or prices and on such terms and conditions as may be decided by the Board or the NRC and in accordance with the provisions of the TSL ESPS 2026, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations;

RESOLVED FURTHER THAT the Board or Nomination and Remuneration Committee or any other Committee authorized by Board be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the shareholders of the Company and the Board be and is hereby further authorised to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution."

ITEM NO.03

APPROVAL OF PROVISIONS OF MONEY TO THE ESPS TRUST BY THE COMPANY FOR PURCHASE ITS OWN EQUITY SHARES FOR IMPLEMENTATION OF THE TREJHARA SOLUTIONS LIMITED - EMPLOYEE STOCK PURCHASE SCHEME 2026 ("TSL ESPS 2026").

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 62(1)(b), 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, the memorandum and articles of association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "SEBI Listing Regulations"), the circulars/ guidelines issued by the Securities and Exchange Board of India ("SEBI"), the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA") and such other rules, regulations, notifications, guidelines and laws as may be applicable in this regard, from time to time subject to limits approved for granting loan by shareholders under Section 186 of the Act and subject to such approvals, consents, permissions, sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals or permissions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution), pursuant to the recommendation of the NRC and approval of the Board, the consent of the shareholders of the Company be and is hereby accorded for making an interest free provision of money by way of loan, not exceeding 5% of the aggregate of the paid-up equity share capital and free reserves of the Company, from time to time, to the proposed Employee Welfare Trust (hereinafter referred to as "ESPS Trust") to be set-up by the Company , from time to time,, in one or more tranches for acquisition and subscription of Equity Shares of the Company by such trust,, for implementation of Trejhara Solutions Limited - Employee Stock Purchase Scheme 2026 ("TSL ESPS 2026") subject to the overall limits specified under SEBI SBEB Regulations and other applicable laws;

RESOLVED FURTHER THAT the loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the TSL ESPS 2026;

RESOLVED FURTHER THAT the ESPS Trust shall not deal in secondary acquisition of Equity Shares and shall undertake transactions as permitted by SEBI SBEB Regulations;

RESOLVED FURTHER THAT the Trustees of the ESPS Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, the Act and rules framed there under and all other applicable laws at all times in connection with dealing with the Equity Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed;

RESOLVED FURTHER THAT the Board or Nomination and Remuneration Committee or any other Committee authorized by Board be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the shareholders and the Board be and is hereby further authorised to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution."

Registered Office: Unit No. 601, Sigma IT Park,
Plot No. R-203, R-204 T.T.C. Industrial Estate,
Rabale, Thane, Navi Mumbai, Maharashtra,
India, 400701

CIN : L72900MH2017PLC292340
Date: May 21, 2026

By Order of the Board
For Trejhara Solutions Limited

Sd/-

Shardul Inamdar
Company Secretary

NOTES AND INSTRUCTIONS:

1. Explanatory statement pursuant to Sections 102 and 110 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposal set out under the Postal Ballot Notice is annexed hereto.

2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on Friday, July 10, 2026 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, July 10, 2026 ("Cut-Off Date"). A member cannot exercise his/ her vote by proxy on Postal Ballot.

3. As per Section 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, as amended from time to time, the Postal Ballot Notice be served on the members through electronic means only. Accordingly, Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP").

4. The Postal Ballot Notice has been uploaded on the website of the Company, www.trejhara.com website of Stock Exchanges i.e. www.bseindia.com and www.nseindia.com and on website of NSDL, at. www.evoting.nsdl.com.

5. The remote e-voting shall commence on Saturday, July 18, 2026 at 9.00 am (IST) and shall end on Sunday, August 16, 2026 at 5.00 pm (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

6. Members, whose names appear in the Register of Members / list of Beneficial Owners received on the cut-off date i.e. Friday, July 10, 2026 (as on close of working hours) will be considered for the purpose of e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only.

7. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above-mentioned Resolution in accordance with the process specified in this Notice.

8. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and SEBI Listing Regulations the Company is offering e-voting facility to all its Members to exercise their right to vote. For this purpose, the Company has entered into an arrangement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice. A Member shall only avail this facility as per the instructions provided herein.

9. Mr. Harshvardhan Tarkas, (Membership No. ACS 30701) Practicing Company Secretary have been appointed as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.

10. Upon completion of the scrutiny of electronic responses, the Scrutinizer will submit report to the Chairman or the Company Secretary of the Company. The results of the Postal Ballot will be declared on or before Tuesday, August 18, 2026. The said result along with scrutinizer's report(s) will be displayed on the Company's website viz., www.trejhara.com and on the website of NSDL www.evoting.nsdl.com. The results shall simultaneously be communicated to the BSE Limited and National Stock Exchange of India

Limited.

11. The decision of the Scrutinizer on the validity of e-voting and any other related matter shall be final.

12. The said resolutions, if passed by the requisite majority shall be deemed to have been passed on the last date specified for remote e-voting i.e. Sunday, August 16, 2026

13. Members holding shares in demat mode, who have not registered their email addresses or wish to change/update communication details (Address, Bank details, Phone No. etc) are requested to contact their depository participants.

Members who are holding equity shares in physical form and who have not registered their email addresses or wish to change/ update communication details (Address, Bank details, Phone No. etc) are advised to submit below documents to the RTA of the Company M/s. Bigshare Services Pvt Ltd.

Sr. No	Type of Change	Documents Required
1	Change/Registered Email Address/Phone No.	Request letter along with self-attested copy of Permanent Account Number (PAN), and Aadhar card
2	Updating Address	Request letter along with old address proof and new address proof (Aadhar card/Electricity Bill etc.)
3	Updating Bank Details	Request letter along with canceled cheque (bearing Name of Holder) and self-attested copy of PAN card, Aadhar Card

Above mentioned documents can share be shared at investor@bigshareonline.com or dispatch at Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, Maharashtra 400093Tel no. 022-62638200.

Contact details of the persons responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:

Company	Registrar and Share Transfer Agent:
Company Secretary and Compliance Officer Trejhara Solutions Limited Unit No. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale, Thane, Navi Mumbai, Maharashtra, India, 400701 **Tel:**+91-22-4040-8080 **Email:**investor@trejhara.com **Website:** www.trejhara.com	Bigshare Services Pvt. Ltd Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, Maharashtra 400093 **Tel:** 022 6263 8200 Email: prasadm@bigshareonline.com Website: https://www.bigshareonline.com/

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Saturday, July 18, 2026 at 09:00 A.M. and ends on Sunday, August 16, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, July 10, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 10, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then user your existing my easi username and password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Trejhara

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

How to retrieve your ‘initial password’?

If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

Now, you will have to click on “Login” button.

After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

<u>How to cast your vote electronically on NSDL e-Voting system?</u>
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle. 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period. 3. Now you are ready for e-Voting as the Voting page opens. 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted. 5. Upon confirmation, the message "Vote cast successfully" will be displayed. 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote. General Guidelines for shareholders 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cshtarkas@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login. 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password. 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Prajakta Pawle at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to to RTA of the Company M/s. Bigshare Services Pvt. Ltd. at investor@bigshareonline.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Bigshare Services Pvt. Ltd at investor@bigshareonline.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 & SECTION 110 OF COMPANIES ACT,2013:

ITEM NOS 1 TO 2 –

In the present competitive scenario, Equity based compensation is considered to be an integral part of employee compensation / benefits across sectors which enables alignment of personal goals of the Employees with the organizational objectives by giving them an opportunity to participate in the ownership of the Company through share-based incentive plan. The Company recognizes that its Employees are its most valuable resources and their steadfast commitment and highly motivated performance is instrumental in sustained growth of the Company. It is therefore essential to retain, motivate and reward deserving employees to ensure long-term commitment to the Company and to contribute to the growth and development of the Company.

The Company believes in rewarding its Employees including directors of the Company for their continuous hard work, dedication and support, which would lead the Company on the growth path. The Board of Directors of the Company (hereinafter referred to as the "Board") has identified the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the overall growth and profitability of the Company and to create a sense of ownership and participation amongst them.

In view of the above, it is proposed to implement Trejhara Solutions Limited - Employee Stock Purchase Scheme 2026 (“TSL ESPS 2026”) with a view to retain, motivate and reward business critical and high potential employees of the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Board and Nomination and Remuneration Committee of the Company approved the said introduction, adoption and implementation of the scheme on May 21, 2026. The Company shall implement the Scheme upon receipt of the necessary approvals from the shareholders and the applicable stock exchange(s).

Further the Company proposes to extend the benefits of the ESPS to eligible employees of its subsidiary(ies) (present and future) to foster a unified ownership culture, align their interests with the long-term growth of the Company, and recognize their contribution to the overall growth and performance of the Company and its group. The proposed extension is expected to retain and motivate key talent across the group while promoting long-term value creation.

TSL ESPS 2026 shall be implemented through Board of Directors and/or Nomination and Remuneration Committee of the Company (“NRC”) and administered through the registered employee welfare trust to be set up by the Company (“ESPS Trust”) in accordance with the applicable laws.

The main features and other particulars of the TSL ESPS 2026 as required under Regulation 6(2) read with Part C of Schedule I of the SEBI SBEB & SE Regulations and Section 62 of the Act read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, are as under:

1. **Brief Description of the Scheme – TSL ESPS 2026.**

1.1. Eligibility, implementation and administration:

Trejhara Solutions Limited - Employee Stock Purchase Scheme 2026 (“TSL ESPS 2026” / “Scheme”) provides for an offer of Equity Shares (‘Offer’) to such persons who are in permanent employment of the Company and its existing and future subsidiary company(ies) whether in India or outside India, including any director, whether whole time or otherwise (other than promoters and promoter group of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company). TSL ESPS 2026 shall be implemented by the Company through Board of Directors of the Company and/or Nomination and Remuneration Committee of the Company (“NRC”) and administered through an registered Employee Welfare Trust (“ESPS Trust”) to be set-up by the Company and in accordance with the applicable laws, wherein the trust shall subscribe and / or acquire shares of the Company, fresh allotment by the Company which will subsequently be transferred to employees upon valid purchase of shares under the scheme. The scheme will be administered by the Nomination and Remuneration Committee of the Company, wherein the committee shall delegate its power to the Trust to the extend as applicable under the scheme.

1.2. Issue of Letter of Offer, acceptance of offer and subscription of Equity Shares:

On fulfilment of offer conditions, the NRC shall issue offer letter for inviting such Offeree to subscribe to the Equity Shares on such terms and conditions as may be decided by NRC at its discretion and as may be mentioned in such letter of offer. The letter of offer shall contain such details with respect to TSL ESPS 2026 and Offer which may include the number of Equity Shares offered, offer date, offer price, offer conditions, offer period, lock-in period, mode and manner of payment, formalities to be fulfilled, etc. and such other terms and conditions with respect to the acceptance of the Offer and subscription of the Equity Shares.

The Offer shall be available for subscription immediately by such Offeree or after such period as may be decided by the NRC and mentioned in the letter of offer.

2. Total number of shares to be granted

The aggregate number of Equity Shares to be offered under TSL ESPS 2026 shall not exceed 10,00,000 (Ten Lakhs) fully paid-up equity shares of the Company of face value of ₹ 10/- (Rupees Ten), being 4.15 % of the total outstanding equity shares of the Company as at March 31, 2026. (“**ESPS Pool**”).

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

‘Eligible Employees’ means an Employee who has been identified by the NRC as detailed below, for Offer of Shares in pursuance of the Scheme and who has a right but not an obligation to accept the Offer and apply for Shares and shall deem to include Nominees of such Eligible Employee in case of death of Eligible Employee to the extent provisions of the Scheme is applicable.

Following classes of employees are entitled to participate in TSL ESPS 2026:

a. an employee as designated by the Company, who is exclusively working in India or outside India; or
b. a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
c. an employee as defined in clause (a) or (b) of a group company including subsidiary or its associate company, in India or outside India, or of a holding company.;

but does not include:

a. an employee who is a promoter or a person belonging to the promoter group; or
b. a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding Equity Shares of the Company;

The Employees to whom the Equity Shares shall be offered and their eligibility criteria shall be determined by the NRC.

4. Requirements of vesting/offer and period of vesting/offer

Offer conditions shall be the parameters laid down by the NRC and mentioned in the offer letter to analyse and evaluate whether an Employee is eligible to receive an Offer under this Scheme. Offer under TSL ESPS 2026 shall be made only to those Employees who fulfil and comply with the Offer conditions. Offer under TSL ESPS 2026 shall be available for subscription immediately by the Offeree on acceptance of Offer or after such period as may be decided by the NRC which shall not extend beyond the date of commencement of payment window as mentioned in the letter of offer. Shares may be subscribed in one or more tranches by such Offeree on issue of letter of offer by the NRC.

The NRC shall determine the dates for commencement and closure of the offer period which shall not extend beyond the date of commencement of payment window. The offer period shall be specified in the offer letter communicated to each Eligible Employee. Further, each offer under the scheme shall be made in writing by the authorized representative of the NRC on behalf of the Company to the Eligible Employees by way of an offer letter containing specific details as to offer period, purchase price, payment window, and other pertinent details

The NRC shall determine the offer period within which the Eligible Employee shall accept the offer by delivering to the Company a duly signed acceptance form. The Eligible Employee shall further pay the exercise price within the payment window as may be specified in the offer letter. An offer made shall lapse and shall be deemed to have been cancelled in case:

(i) The Eligible Employee does not submit duly filled-in acceptance form and other requisite documents within the offer period, unless the NRC determines otherwise; or
(ii) The Eligible Employee, after submission of duly filled-in acceptance form and other requisite documents, does not make payment of the purchase price within the payment window, unless the NRC determines otherwise; or
(iii) There is termination or cessation of employment of the Eligible Employee within the offer period.

5. Maximum period within which the benefits shall be vested

On fulfilment of offer conditions and issue of letter of offer, the Offer under TSL ESPS 2026 shall be available for subscription immediately by the Offeree or after such period as may be decided by the NRC and mentioned in the letter of offer. The NRC shall determine the offer conditions which may be different for different Employees or class thereof. The NRC shall always have a right, at its sole discretion, to vary the offer conditions in respect of any Offer subject to TSL ESPS 2026 and applicable regulations.

6. Purchase price or pricing formula for arriving at the same

The consideration payable by an Offeree for subscribing to Equity Shares would be the Price, if any, which shall be as mentioned in the letter of offer **(“Offer Price”).** Offer Price and/or any amount payable upon acceptance of Offer by an Eligible Employee and the manner thereof, shall be determined by the NRC, from time to time and which may be different for different Offeree or class thereof. The purchase price shall not be less than the face value of the equity shares and shall not exceed the market price of the equity shares as on one day prior to offer date.

It shall be inclusive of applicable taxes and levies, if any, other than the income tax chargeable on the applicable perquisite value on account of exercise of offer in the hands of the Eligible Employee.

7. Offer Period and the process of acceptance of offer

The Offer Period shall be the time frame mentioned in the letter of offer, within which the Offer can be accepted by an Offeree. In certain cases, if an Offeree does not accept the Offer within the Offer Period, the Offer shall lapse. The NRC may extend the Offer Period at its sole discretion to permit the Offeree to accept the Offer. An Offeree to whom an Offer is made shall communicate his/her acceptance of such Offer within 7 working days from the date of the letter of offer or such period as may be decided by the NRC and mentioned in the letter of offer, in the form and manner prescribed. If such acceptance is not made within the time period mentioned therein, the Offer shall lapse, unless the NRC determines otherwise. An Offer may happen in one or more tranches.

Offer under this Scheme shall be available for subscription immediately by the Offeree or after such period as may be decided by the NRC and mentioned in the letter of offer.

On accepting the Offer, the Offeree shall forthwith pay the purchase price for all the part of shares, in one or more tranches, from time to time but within the payment window, as determined by the NRC to the Trust the Offer Price, if any payable, within the time frame permitted in the letter of offer. Upon acceptance of the Offer by the Offeree and receipt of Offer Price, if any, by the Trust, NRC shall issue instructions to the Trust to transfer the Equity Shares to the Offeree.

8. Conditions under which the purchase offer may lapse:

The Purchase Offer granted under the Scheme may lapse in the following circumstances:

a. Termination of employment of the eligible employee for cause, including on account of negligence, fraud, professional misconduct, moral turpitude or material breach of the terms of employment;

b. Resignation or cessation of employment of the eligible employee prior to allotment of Shares, in cases where the Scheme provides for lapse of the Purchase Offer;

c. Failure of the eligible employee to submit the duly completed Acceptance Form and other prescribed documents within the Offer Period or the Extended Offer Period, unless otherwise determined by the NRC;

d. Failure of the eligible employee to pay the Purchase Price within the prescribed Payment Window or such extended period as may be permitted by the NRC;

e. Failure to purchase the Shares within the Purchase Window, resulting in lapse of the Purchase Offer upon closure of the issue;

g. Non-compliance with the terms and conditions of the Scheme or any applicable laws, rules or regulations governing the Scheme; and

h. Such other circumstances as may be determined by the NRC in accordance with the provisions of the Scheme.

9. The appraisal process for determining the eligibility of employees for the scheme

The Employees to whom the Offer shall be made and their eligibility criteria shall be determined by the NRC. The eligibility criteria may be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the NRC at its sole discretion, from time to time.

10. Maximum number of shares to be offered and issued per employee and in aggregate

The maximum number of Equity Shares to be offered per Employee will be determined by the NRC. However, the maximum number of Equity Shares, that may be offered to Offeree under TSL ESPS 2026, in any financial year shall not equal to or exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions, if any) of the Company at the time of offer, if the prior specific approval from shareholders of the Company through a special resolution to this effect is not obtained.

The aggregate number of Equity Shares to be issued and allotted by the Company to the ESPS Trust and subsequent transfer of Equity Shares to the Offeree upon acceptance of Offer under TSL ESPS 2026 shall not exceed 10,00,000

Trejhara Solutions Limited
Unit No. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale,Navi Mumbai - 400701.MH-INDIA.
Phone +91 22 4040 8080
Fax +91 22 4040 8081
investor@trejhara.com
www.trejhara.com
CIN: L72900MH2017PLC292340

(Ten Lakhs) Shares, being 4.15% of the total outstanding equity shares of the Company as at 31st March,2026.

11. Maximum quantum of benefits to be provided per employee under the Scheme

The maximum number of shares that may be offered and transferred to an individual employee in any financial year shall not be equal to or exceed 2,41,167 Shares i.e., 1% (One percent) of paid-up equity capital as on March 31, 2026, under the scheme or any other such scheme, approved in past and/or to be approved in future, of the Company.

12. Whether the Scheme is to be implemented and administered directly by the company or through a trust

TSL ESPS 2026 shall be implemented and administered by the registered employee welfare trust to be set up by the Company ("**ESPS Trust**") in accordance with the applicable laws.

The NRC/ ESPS Trustees (in consultation with the NRC), as the case may be, shall in exercise of the powers conferred on them, solely and exclusively administer, manage and operate TSL ESPS 2026.

The NRC is constituted for implementation and superintendence of TSL ESPS 2026 and to formulate detailed terms and conditions of the TSL ESPS 2026. All the rights, powers, duties, or liabilities of the Board, to the extent delegated, shall be discharged by the NRC.

13. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both

The TSL ESPS 2026 contemplates fresh issuance of Equity Shares by the Company to ESPS Trust in accordance with the provisions of the applicable laws. The ESPS Trust shall not deal in secondary acquisition of Equity Shares from secondary market.

14. The amount of loan to be provided for implementation of the Scheme to the trust its tenure, utilization repayment terms, etc.

The Company may provide an interest free loan to the ESPS Trust for implementation of TSL ESPS 2026. The NRC shall decide on the amount, tenure, utilization, repayment and other terms of loan to be provided to the ESPS Trust for implementation of TSL ESPS 2026. However, the proposed amount of loan shall not exceed 5% of the aggregate of the paid-up equity share capital and free reserves of the Company, from time to time. The money provided will be utilized solely for the purpose of acquiring shares of the Company for implementation of scheme.

15. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Scheme

The ESPS Trust shall not deal in secondary acquisition of Equity Shares.

16. Accounting Policies/Standards

The Company confirms that it shall adhere to the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including "Guidance Note on Accounting for employee share-based payments" with respect to implementation of the scheme including compliance with the disclosure requirements prescribed under applicable laws.

Trejhara Solutions Limited
Unit No. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale,Navi Mumbai - 400701.MH-INDIA.
Phone +91 22 4040 8080
Fax +91 22 4040 8081
investor@trejhara.com
www.trejhara.com
CIN: L72900MH2017PLC292340

17. The method which the Company shall use to value its Shares

The Company shall use an appropriate fair value method for valuation of Equity Shares on the date of the transfer of Equity Shares from ESPS Trust to Offeree, to calculate the employee compensation cost.

18. Period of lock-in.

Equity Shares subscribed to / acquired by the Offeree shall be subjected to lock-in for a minimum period of 1 (one) year from the date of transfer of Equity Shares from ESPS Trust to the Offeree or such longer period as NRC may decide and as mentioned in the letter of offer.

19. Terms & conditions for buyback, if any, of specified securities covered under these regulations.

There are no buyback conditions in TSL ESPS 2026 pursuant to which the Company is obligated to buyback Equity Shares allotted to the Offeree under TSL ESPS 2026.

Regulation 6(1) of the SEBI SBEB Regulations requires that every share based employee benefit scheme shall be approved by the shareholders of the company by passing a special resolution. Accordingly, the Special Resolution set out at Item No. 1 of this Notice is proposed for approval by the shareholders.

As per the SEBI SBEB Regulations, approval of shareholders by way of a separate Special Resolution is also required to be obtained by the Company, if (i) the benefits of the TSL ESPS 2026 are to be extended to the employees of the subsidiary companies;

Equity shares for the purpose of the TSL ESPS 2026 shall be acquired by fresh issuance by the Company to the ESPS Trust.

The special resolution set out at Item No. 2 proposes to cover the employees of the existing and future subsidiary company(ies) of the Company under the TSL ESPS 2026. Accordingly, Special Resolutions set out at Item No. 2 is seeking your approval for the said purposes respectively.

The Equity Shares to be offered under the TSL ESPS 2026 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The TSL ESPS 2026 confirms to the SEBI SBEB Regulations.

Directors / key managerial personnel of the Company / their relatives who may be offered Equity Shares under the TSL ESPS 2026 may be deemed to be concerned or interested in the Special Resolutions at Item No. 1 and 2 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

The Board recommends the Special Resolutions set out at Item Nos. 1 and 2 of this Notice for approval by the shareholders of the Company.

Trejhara Solutions Limited
Unit No. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale,Navi Mumbai - 400701.MH-INDIA.
Phone +91 22 4040 8080
Fax +91 22 4040 8081
investor@trejhara.com
www.trejhara.com
CIN: L72900MH2017PLC292340

Item No. 3

For enabling the employee welfare trust to be set up by the Company ("ESPS Trust") to subscribe and / or acquire Equity Shares, for the purpose of implementation of Trejhara Solutions Limited - Employee Stock Purchase Scheme 2026 ("TSL ESPS 2026"), ESPS Trust may need financial assistance.

Considering the above, the Company proposes to make an interest free provision of money by way of loan, not exceeding 5% of the aggregate of the paid-up equity share capital and free reserves of the Company, from time to time, in one or more tranches, to the ESPS Trust for subscription and / or acquisition of equity shares of the Company for implementation of TSL ESPS 2026, subject to the overall limits specified under the applicable laws. The money so provided to the ESPS Trust by the Company shall be repayable to the Company by the ESPS Trust in the manner as may be determined by the Board of Directors (including the Nomination and Remuneration Committee of the Company ["NRC"]).

Disclosures as required under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014:

1. **The class of employees for whose benefit the Scheme is being implemented and money is being provided for purchase of shares:**

Following classes of employees are entitled to participate in TSL ESPS 2026:

a. an employee as designated by the Company, who is exclusively working in India or outside India; or
b. a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
c. an employee as defined in clause (a) or (b) of a group company including subsidiary or its associate company, in India or outside India, or of a holding company.;

but does not include:

a. an employee who is a promoter or a person belonging to the promoter group; or
b. a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding Equity Shares of the Company;

The Employees to whom the Equity Shares shall be offered and their eligibility criteria shall be determined by the NRC.

2. **Particulars of the Trustee(s) in whose favor such shares are to be registered**

The ESPS Trust will subscribe and / or acquire the Equity Shares in form of fresh issuance of equity shares by the Company to ESPS Trust in accordance with the provisions of the applicable laws. The Equity Shares will be registered in the name of all or any of the ESPS Trustees of the ESPS Trust.

If the Equity Shares are registered in the name of all or any of the ESPS Trustees, such ESPS Trustee(s) shall hold Equity Shares of the Company for and on behalf of the ESPS Trust.

The Equity Shares acquired by the ESPS shall be transferred to the Offeree on acceptance of Offer and registered in their respective names upon such transfer.

3. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the Promoters, Directors or Key Managerial Personnel, if any

An Irrevocable Trust is proposed to be set-up having its office at such place as may be decided by the Board.

The trustee(s) of the ESPS Trust would be appointed by the Board / NRC and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI SBEB Regulations. A person shall not be appointed as a trustee, if he is a director, key managerial personnel or promoter of the Company or its group company including its holding, subsidiary or associate company or any relative of such director, key managerial personnel or promoter or beneficially holds ten percent or more of the paid-up equity share capital or the voting rights of the company.

The Board shall be authorised to establish the ESPS Trust, appoint and/or replace the trustee(s), determine the terms of the Trust, execute all deeds, documents and agreements, and undertake all such acts, deeds, matters and things as may be necessary, desirable or expedient for the establishment, operation, administration and implementation of the ESPS through the Trust, in accordance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws.

4. Any interest of key managerial personnel, directors or promoters in Scheme or trust and effect thereof

As per the SEBI Regulations, the promoters and independent directors of the Company are not eligible to receive shares under the scheme. The key managerial personnel and directors are interested in the TSL ESPS 2026 only to the extent of Equity Shares, if any, that may be offered to them under the TSL ESPS 2026, if they will fall under the category of eligible employees for this purpose.

None of the Key Managerial Personnel, Directors or Promoters is interested in the Trust.

5. The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme

The Equity Shares offered to an Offeree under TSL ESPS 2026 shall be subject to offer conditions. After fulfilling the offer conditions and acceptance of Offer, the ESPS Trust/ ESPS Trustees shall transfer corresponding number of Equity Shares to the Offeree at the Offer Price, if any, as per the terms of the letter of offer. The Employees would get the benefit on sale of such Equity Shares depending on sale price / market price of such Equity Shares.

6. Details about who would exercise and how the voting rights in respect of the shares to be purchased under the scheme would be exercised

In compliance with SEBI SBEB Regulations, the ESPS Trustees shall not vote in respect of Equity Shares held by the ESPS Trust. In these circumstances, the voting rights can be exercised by an Employee only when the Equity Shares are transferred to them after fulfilling the offer conditions and due process of acceptance of offer.

In terms of Section 67 of the Act read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act and the rules made thereunder, approval of the shareholders of the Company is sought by way of special resolution for provision of money to the ESPS Trust for acquisition of equity shares of the Company for implementation of the TSL ESPS 2026.

Directors / key managerial personnel of the Company / their relatives who may be offered Equity Shares under the TSL ESPS 2026 may be deemed to be concerned or interested in the Special Resolution at Item No.1 to 3 of this Notice. Save as aforesaid, none of the Directors / key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

The Board recommends the Special Resolution set out at Item No. 3 of this Notice for approval by the shareholders of the Company.

By Order of the Board
For Trejhara Solutions Limited
Sd/-

Shardul Inamdar
Company Secretary

Date: May 21, 2026
Place: Navi Mumbai
Registered Office: Unit No. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale, Thane, Navi Mumbai, Maharashtra, India, 400701
CIN : L72900MH2017PLC292340
Tel : +91 22 4040 8080
Fax : +91 22 4040 8081
Email : investor@trejhara.com
Website : www.trejhara.com