Trejhara

28th August,2019

To,
The Secretary,
The National Stock Exchange of India Ltd,
Exchange Plaza,
Plot no C/1, G Block, Bandra-Kurla Complex,
Bandra(E),Mumbai - 400 051.
NSE CODE: TREJHARA

Respected Sir,

Sub: Notice of Annual General Meeting ,Book Closure & E-voting

We would like to inform you that the 2nd Annual General Meeting is scheduled to be held on Friday, 20th September,2019, at 12 noon at Hotel Ramada, 156,Millennium Hall no.M3 1st Floor, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai-400710.

We further inform you that, pursuant to Section 91 of the Companies Act, 2013, and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 14th September, 2019 to Saturday, 21st September, 2019 (both days inclusive), due to declaration of dividend, if any.

Further, we have made arrangements for providing remote e-voting facilities to the shareholders of the Company for voting for the resolutions proposed at the 2nd AGM scheduled to be held on Friday,20th September, 2019 as per following schedule:

E-voting at the web-site of NSDL: www.evoting.nsdl.com

Cut-off Date for remote e-voting: 13th September, 2019

Date of commencement of e-voting: 17th September, 2019
Start Time: 09.00 A.M.

Date of end of e-voting: 19th September, 2019
End Time: 05.00 P.M.

Notice of AGM is enclosed herewith.

Thanking you,

Yours faithfully,

For Trejhara Solutions Limited

Nilesh Kharche
Company Secretary

TREJHARA SOLUTIONS LIMITED

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: U72900MH2017PLC292340

Notice of Annual General Meeting

Notice is hereby given that, the Second Annual General Meeting of Trejhara Solutions Limited will be held at Hotel Ramada, 156, Millennium Hall No. M3, 1st Floor, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai – 400710 on Friday, 20th September, 2019, at 12 noon to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve & adopt the Balance Sheet as at 31st March 2019, and the Profit and Loss Account for the financial year ended on that date, along with the report of the Board of Directors & Auditors thereon.

2. To declare dividend for the year ended 31st March 2019.

3. To appoint a Director in place of Mr. Paresh Zaveri (DIN 01240552), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. AMIT SHETH AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 196, 197 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("including any statutory modification(s) or re-enactment thereof, for the time being in force") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Amit Sheth, (DIN 00122623), be and is hereby appointed as the Whole Time Director of the Company on the following terms.:

A. Tenure:

The proposed appointment will be for a period of five (5) years commencing from 20th December, 2018, with the liberty to the either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration and Perquisite:

Mr. Amit Sheth will not draw any remuneration from the Company, however, he may be entitled for the perquisite, allowances, re-imbursements and such other benefits to be determined by the Board of Directors, within the limits and parameters prescribed under Schedule V of the Companies Act 2013.

"RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

5. RE-CLASSIFICATION OF THE SHAREHOLDING OF CERTAIN PROMOTERS OF TREJHARA SOLUTIONS LIMITED

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), provisions of the Companies Act, 2013 (including rules made thereunder) and any other laws and regulations as may be applicable, the relevant provisions of the Articles of Association of the Company and subject to the approval of the Stock Exchanges, and such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to re-classify the below named persons, by removing them from the category of "Promoter and Promoter" group and classifying them under the appropriate segment of "Non-Promoter / Public" category in the shareholding pattern of the Company :

Name	Category
Bhavesh Rameshchandra Talsania	Promoter
Sanjay Anantrai Desai	Promoter
Anantrai Dayalji Desai	Promoter Group [Person Acting in Concert for Sanjay Desai]
Arti Sanjay Desai	Promoter Group [Person Acting in Concert for Sanjay Desai]
Jagrat Sanjay Desai	Promoter Group [Person Acting in Concert for Sanjay Desai]

"RESOLVED FURTHER THAT that the abovementioned promoters seeking re-classification along with their person acting in concert do / will not:

i. hold more than ten per cent percent of the total voting rights in the Company;

ii. exercise control over the affairs of the Company directly or indirectly;

iii. have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreement;

iv. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval."

"RESOLVED FURTHER THAT upon receipt of the approval of the Stock Exchanges and other requisite approvals, the Company will be compliant with Minimum

Public Shareholding (MPS) requirement as prescribed under Regulation 38 and trading in shares will not be suspended."

"RESOLVED FURTHER THAT upon receipt of the approval of the Stock Exchanges and other requisite approvals, the Company shall effect such reclassification, with immediate effect, in the Statement of Shareholding Pattern and in all other filings to be made by the Company including those under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and under any other applicable provisions."

"RESOLVED FURTHER THAT Mr. Amit Sheth, Director and Mr. Nilesh Kharche, Company Secretary, be and are hereby authorized severally to perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation to Stock Exchange(s), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolutions."

6. GRANT OF AUTHORITY TO BOARD UNDER SECTION 180 (1) (a)

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED that pursuant to Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 or any other law for the time being in force, consent of the Members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages, Pledge, and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, if any, on movable and immovable properties, and the whole or part of the undertaking of the Company, both present and future and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/ foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/ or securities linked to Ordinary Shares/ and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans"), provided that the aggregate amount of Loans shall not, at any time exceed ₹ 500 crores (Rupees Five Hundred Crores only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or any of Committee thereof be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the charge/mortgage aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

7. GRANT OF AUTHORITY TO BOARD UNDER SECTION 180 (1) (c)

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED that pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 or any other law for the time being in force and the Articles of Association of the Company consent of the Members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing, whether by way of Term Loan/Equipment Finance/Cash Credit facilities or the like, from time to time, any sum or sums of money at its discretion from National/International Financial Institutions/ Banks or from Public/Bodies Corporate or from Government Body/Corporation or Govt. of India or by way of issue of Bonds from Domestic/International sources, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not exceed in the aggregate at any time ₹ 500 crores (Rupees Five Hundred Crores Only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorised to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

8. GRANT OF AUTHORITY TO BOARD UNDER SECTION 186

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meeting of Board and its Powers) Rules, 2014, including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force, consent of the Members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include, any committee thereof), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other

body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, as the Board of Directors may think fit, provided that the total of such loans or investments made, guarantee given, security provided, shall not at any time exceed ₹ 500 Crores (Rupees Five Hundred Crores only) or limits so prescribed under section 186 (as may be amended from time to time), whichever is higher."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

"**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors

Nilesh Kharche
Company Secretary

Place: Navi Mumbai
Date : 9th August 2019

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

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy/Proxies to attend and vote on a poll instead of himself/herself. Such a proxy/ proxies need not be a Member of the Company. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Members/Proxies should bring attendance slip sent herewith, duly filled in, for attending the meeting. The Members, who wish to send their authorized representatives to attend and vote at the meeting are required to enclose necessary authorization in the form of Board Resolution, Letter of Authority, Power of Attorney.

3. The Register of Members and the Share Transfer Register shall remain closed from Saturday, 14th September, 2019 to Saturday, 21st September, 2019, both days inclusive.

4. Dividend for the year ended 31st March, 2019, if declared at the Annual General Meeting, shall be paid within the prescribed time limit, to those members, whose names appear:

   a. As beneficial owners at the end of business day on Friday, 13th September, 2019, as per lists furnished by NSDL and CDSL in respect of shares held in electronic form.

   b. On the register of members of the Company as on Friday, 13th September, 2019, in respect of shares held in physical form.

   c. The members are advised to encash dividend warrants promptly.

5. Members are advised to avail of nomination facility in respect of shares held by them.

6. Members are requested to:

   a. Intimate the Registrar and Share Transfer Agents of the Company – Bigshare Services Pvt. Ltd., of any changes, in their registered addresses at an early date for shares held in physical form. For shares held in electronic form, changes if any may be communicated to respective DPs.

   b. Quote ledger folio numbers/DP ID and Client ID numbers in all their correspondence.

   c. To avoid inconvenience, get the shares transferred in joint names, if they are held in a single name and/ or appoint a nominee.

7. Members desirous of obtaining any information concerning the accounts and operations of the Company, are requested to address their communications to the Registered Office of the Company, so as to reach at least seven days before the date of the meeting, so that the required information can be made available at the meeting, to the extent possible.

8. Members, who hold shares in electronic form, are requested to bring their Client ID and DP ID numbers at the meeting for easier identification.

9. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (the "AGM") by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (the "remote e-voting") will be provided by National Securities Depository Limited (NSDL).

10. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

11. Members who are holding equity shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, Big Share Services Pvt.Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Andheri(E), Mumbai-400059.

12. Pursuant to the provisions of the Companies Act, 2013 ("the Act"), read with Companies (Significant Beneficial Owners) amendments Rules, 2019 ("the Rules") notified by the Ministry of Corporate Affairs on 08th February, 2019, The Rules, inter alia, provide that an Individual, who acting alone or together, or through one or more persons or trusts, Body Corporates, HUF, Partnership firms, Investment vehicle, becomes a significant beneficial owner or where his/her significant beneficial ownership undergoes any change in Company, shall file declaration in prescribed forms with the Company. The significant beneficial ownership for this purpose shall mean holding of 10% or more of the shares or voting rights in the Company.

    Therefore, if applicable, the Members are requested to file necessary declaration in BEN -1 with the Company.

    Format of BEN-1 is available at the website of the Company at **www.trejhara.com/investors**

    The aforesaid Rules and the relevant provisions of the Act are available at http://ebook.mca.gov.in/default.aspx.

    For any clarification the Members may contact the Company by writing an Email on **investor@trejhara.com** or at Registered office of the Company.

13. Instructions for remote e-voting are as under:

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

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

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

Details on Step 1 is mentioned below:

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

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password 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.

4. 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 111430 then user ID is 111430001***

5. Your password details are given below:

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

    b) 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.

    c) How to retrieve your 'initial password'?

        (i) 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'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) 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**.

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

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

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

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

8. Now, you will have to click on "Login" button.

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

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select E-voting Event Number "EVEN" of Trejhara Solutions Limited which is 111430.

4. Now you are ready for e-Voting as the Voting page opens.

5. 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. 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 **rsmp.pcs@gmail.com** with a copy marked to **evoting@nsdl.co.in**.

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 toll free no.: 1800-222-990 or send a request at **evoting@nsdl.co.in**

14. Other Instructions:

a. If you are already registered with NSDL for remote e voting then you can use your existing user ID and password/PIN for casting your vote.

b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

c. The remote e-voting period will commence at 9.00 A.M. on Tuesday, 17th September, 2019, and will end at 5.00 P.M. on Thursday, 19th September, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 13th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

d. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 13th September, 2019.

e. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 13th September, 2019, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on **www.evoting.nsdl.com** or contact NSDL at the following toll free no.: 1800-222-990.

f. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

g. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

h. Mr. Rakesh Sanghani, Practicing Company Secretary and failing him Mr. Marmik Patel, Practicing Company Secretary, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

i. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

j. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company **www.trejhara.com** and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

k. All documents referred to in the Notice shall be open for inspection at the Registered Office of the Company on all working days (except Saturday) between 11 A.M. to 1 P.M. up to the date of the meeting.

l. As per the Companies (Amendment) Act 2017, the requirement of ratification of the appointment as aforesaid has been omitted with effect from 7th May, 2018. Therefore, the ratification of the appointment of Statutory Auditors by the shareholder of the Company in this AGM is not required and also not presented in this notice.

m. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.

n. In respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar of any change in their address, telephone number, e-mail id, nominees or joint holders, as the case may be.

o. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for better management of the securities. Members can write to the Company's Registrar in this regard.

By Order of the Board of Directors

Nilesh Kharche
Company Secretary

Place: Navi Mumbai
Date : 9th August 2019

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO 3- TO APPOINT DIRECTOR IN PLACE OF MR. PARESH ZAVERI (DIN 01240552), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

Mr. Paresh Zaveri focuses on providing financial, operational, and strategic oversight to the senior leadership team. He brings 20+ years of experience in corporate finance, supply chain, general management, and strategic planning to his role with the Company, and is also influential in advising a number of industry-related organizations and enterprises. Based in Singapore, Mr. Paresh Zaveri holds a degree in engineering as well as an MBA in finance.

Mr. Paresh Zaveri holds 17,69,651 Equity shares of the Company.

The Board and Nomination and Remuneration/Compensation Committee of the Company considers that his continued association would be of immense benefit to the Company and it is desirable to continue him as Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Paresh Zaveri Director, for the approval by the shareholders.

Mr. Zaveri is not related to any Director of the Company. Except Mr. Zaveri, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO 4- APPOINTMENT OF MR. AMIT SHETH AS WHOLE TIME DIRECTOR OF THE COMPANY

Mr. Amit Sheth brings over 22 years of experience in corporate finance, equities and technology, and domain expertise in IT enabled services. Mr. Amit Sheth had held key positions with Twentieth Century Finance and Lloyds Securities. An acclaimed thought leader in the banking industry.

Mr. Amit Sheth is a regular contributor to regional banking conferences, panel discussions, and trade publications.

The Board and Nomination and Remuneration/Compensation Committee of the Company considers that his appointment/ Re- Designation as Whole Time Director would be of immense benefit to the Company and it is desirable to appoint/Re-Designate as Whole Time Director. The Board has designated Mr. Amit Sheth as the Whole Time Director subject to the approval of the Members in this General Meeting. Accordingly, the Board recommends the resolution in relation to appointment/ Re – Designation of Mr. Amit Sheth, for the approval by the shareholders.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment/Re- Designation of Mr. Sheth as Whole Time Director of the Company.

The terms and conditions of Mr. Sheth's appointment/ Re Designation as Whole Time Director as set out in the resolution is subject to your approval.

Mr. Amit Sheth Holds 788402 Equity shares of the Company.

Mr. Amit Sheth is not related to any other Director and Key Managerial Personnel of the Company.

ITEM NO 5 - RE-CLASSIFICATION OF THE SHAREHOLDING OF CERTAIN PROMOTERS OF TREJHARA SOLUTIONS LIMITED

Regulation 31A of the The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") has provided a regulatory mechanism for the re-classification of the persons from the Promoters & Promoter group to Non-Promoter / Public Shareholders, subject to the fulfilment of conditions as provided therein.

In this regard, the Company has received applications, from/ on behalf of the persons ("Applicants") as set out below pursuant to Regulation 31A of the Listing Regulations, requesting re-classification of them and respective shareholdings in the Company, by removing them and the Persons Acting in Concert with them, from the "Promoter and Promoter Group" category to the appropriate segment of "Non-Promoter/Public" category in the Shareholding Pattern.

The details of shareholding of the Applicants, on the date of this Notice are as under:

Name	Category	No of Shares Held	% of Holding
Bhavesh Talsania	Promoter	242120	2.05
Sanjay Desai	Promoter	191316	1.62
Aarti Desai	Promoter Group [Person Acting in Concert for Sanjay Desai]	80198	0.68
Anantrai Desai	Promoter Group [Person Acting in Concert for Sanjay Desai]	11140	0.09
Jagrat Desai	Promoter Group [Person Acting in Concert for Sanjay Desai]	5501	0.05

The Applicants do not hold more than ten per cent of the voting rights in the Company and also shall not hold more than ten percent post reclassification.

The Company will be compliant with Minimum Public Shareholding (MPS) requirement as prescribed under Regulation 38 and trading in shares will not be suspended."

The Applicant are neither the 'immediate relatives' nor are they controlled by the remaining Promoters of the Company. The Applicants are financially independent persons, who take independent investment decisions and are no way related to any of the business carried out by the Company.

None of the above mentioned Applicants hold any key managerial position or executive representations on the Board of Directors of the Company. None of the abovementioned Applicants is engaged in management or day to day affairs of the Company and none of them have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of their shareholding. None of the Applicant is or will be represented on the board of directors (including as a nominee director) and shall not act as Key Managerial Person in the Company for a period of 3 years from the date of such re-classification.

None of their act influences the decision taken by the Company and they do not have any special right through, formal or informal arrangements with the Company or with any other Promoters of the Company.

In consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company, have approved the applications received from the Applicants, subject to approval by the Members and relevant regulatory authorities.

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the Company as on date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement.

Further, in accordance with the Regulation 31A of the Listing Regulations, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification.

The Board recommends the passing of the resolutions as set out in the notice for the approval of the Members as a Special Resolution.

None of the Directors or Key managerial personnel is concerned or interested in the said resolutions except to the extent and manner set out in the resolution.

The Applicants are not 'willful defaulter' as per the Reserve Bank of India Guidelines and should not be a fugitive economic offender.

The Applicants are not entitled to vote on the proposed resolution of reclassification.

You are requested to communicate your assent or dissent for the aforesaid proposed resolution, in accordance with the instructions set out herein.

ITEM NO. 6 & 7 - GRANT OF AUTHORITY TO BOARD UNDER SECTION 180 (1) (A) AND GRANT OF AUTHORITY TO BOARD UNDER SECTION 180 (1) (c)

The Company may in the course of business, would be required to avail loans or raise debt funds to finance it's growth as well as for general business purpose. Borrowings by a company, in general, is required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

Provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Rules, if any, made thereunder ("the Act") provide that the Company shall not, except with the consent of Members by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), exceeding the aggregate of the paid-up share capital, free reserves and securities premium, and sell, lease or otherwise dispose off whole or substantially the whole of the undertaking of the company.

The mortgage and/or charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company or of any of its holding, subsidiary, affiliate or associate company, with a power to the charge holders to take over the management of the business and concern of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of section 180(1)(a) of the Companies Act, 2013.

Accordingly, consent of the Members is sought by way of Special Resolution as set out in Item Nos. 6 & 7 of the accompanying Notice. These resolutions enable the Board of Directors of the Company to borrow funds (apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business) which may at any time not exceed ₹ 500 Crores (Rupees Five Hundred Crores Only) also to secure the same by creating mortgage/charge on whole or substantially the whole of the undertaking of the Company.

None of the Directors, Manager and Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions, except to the extent of their equity share holdings in the Company.

The Board accordingly recommends the proposed Special Resolutions for the approval of the Members.

ITEM NO. 08 - GRANT OF AUTHORITY TO BOARD UNDER SECTION 186

In terms of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014, no company shall directly or indirectly:

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% of its paid up share capital and free reserves including securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

Any loans/investments/guarantees, involving amount exceeding such threshold will require prior approval of members by way of special resolution. The members may note that in the course of business the Company may be required to give loan(s)/guarantee(s) or make investment(s) in other body corporate(s) including its subsidiaries. The Company may also have to make investment(s) or provide financial support to its subsidiary companies from time to time. Therefore, the members are requested to delegate appropriate powers to the Board of Directors to implement such transactions provided the aggregate of such loan(s)/guarantee(s) or investment(s) does not exceed ₹ 500 Crore (Rupees Five Hundred Crore).

None of the Directors, Key managerial personnel of the Company or their relatives is concerned or interested in the said resolution.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The members are requested to consider and approve the proposed resolution as Special Resolution.

By Order of the Board of Directors

Nilesh Kharche
Company Secretary

Place: Navi Mumbai
Date : 9th August 2019

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