

30<sup>th</sup> May, 2024

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
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**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2024.**

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2024 issued by M/s Yogesh D. Dhabolkar & Co. – Practicing Company Secretary.

**For Trejhara Solutions Limited**

Inamdar  
Shardul  
Vidyadhar

Digitally signed by  
Inamdar Shardul  
Vidyadhar  
Date: 2024.05.30  
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**Shardul Inamdar**  
**Company Secretary**



**Secretarial Compliance Report of Trejhara Solutions Limited**

**For the Financial Year Ended 31<sup>st</sup> March, 2024**

To,  
Board of Directors,  
**TREJHARA SOLUTIONS LIMITED**  
Unit No. 601, Sigma IT Park, Plot No. R-203,  
R-204 T.T.C. Industrial Estate,  
Rabale, Navi Mumbai  
Thane 400701

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Trejhara Solutions Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Unit No. 601, Sigma IT Park, Plot No. R-203,R-204 T.T.C. Industrial Estate, Rabale, Navi Mumbai, Thane 400701. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Yogesh D. Dabholkar, Proprietor of M/s. Yogesh D. Dabholkar & Co., Practicing Company Secretary have examined:

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

for the financial year ended 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and



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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018-**Not Applicable to listed entity during review period;**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 -**Not Applicable to listed entity during review period;**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable to listed entity during review period;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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



- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure-1**.
- (b) The listed entity has taken the actions as mentioned in **Annexure-2** to comply with the observations made in previous reports.
- (c) I hereby report that, during the Review Period the Compliance Status of the listed entity with following requirements:

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



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
	<ul style="list-style-type: none"> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.</li> </ul>	Yes	None
4)	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director(s) of the Listed entity/are disqualified under Section 164 of Companies Act, 2013 as confirmed by Listed entity.</p>	Yes	None
5)	<p><b><u>Details related to Subsidiaries of listed Entity w.r.t.:</u></b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	None
6)	<p><b><u>Preservation of Documents:</u></b></p> <p>As per the confirmations given by the listed entity, and on our test check basis, it is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under Listing Regulations.</p>	Yes	None
7)	<p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations.</p>	Yes	None



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
8)	<p><b><u>Related Party Transactions:</u></b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction was subsequently approved/ ratified/ rejected by the Audit committee</p>	<p>Yes</p> <p>Not Applicable</p>	<p>None</p> <p>Prior approval of Audit Committee was obtained</p>
9)	<p><b><u>Disclosure of events or information:</u></b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>No</p>	<p>Refer Annexure-1</p>
10)	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>Yes</p>	<p>None</p>
11)	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	<p>Yes</p>	<p>Refer Annexure-1</p>



12)	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary (ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not Applicable	No such event during the review period
13)	<b><u>No additional Non-compliances, if any:</u></b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

**Assumptions & Limitation of scope and Review:**

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

Place: Dombivli.  
Date: 30/05/2024.



For YOGESH D. DABHOLKAR & Co.

*YDabholkar*

YOGESH D. DABHOLKAR

FCS No. - 6336

C.P No. - 6752

UDIN: F006336F000503107

PR No.:990/2020

Annexure-1

<b>Sr. No.</b>	One
<b>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</b>	Listing Regulations
<b>Regulation/ Circular No.</b>	Regulation 17(1)(a), 17(1)(c), 17(1E), 19(1)(a), 19(1)(c), 19(2), 20(2), 20(2A) and 20(3)
<b>Deviations</b>	1) Composition of Board of Directors, Nomination and Remuneration Committee, Stakeholders Relationship Committee was not in conformity with the Listing Regulations. 2) Vacancy in the Office of Director was not filled within prescribed time. 3) The Chairperson of the Stakeholders Relationship Committee was not present at the annual general meeting.
<b>Action Taken by</b>	BSE Limited ("BSE") and National Stock Exchange India Limited("NSE") for Regulation 17(1)(a), 19(1), 19(2), 20(2) and 20(2A)
<b>Type of Action</b>	Fine levied for Non-compliance of Regulation 17(1)(a), 19(1), 19(2), 20(2) and 20(2A) by BSE and NSE





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<b>Details of Violation</b>	<p>1) For the period from 28<sup>th</sup> August, 2023 till 11<sup>th</sup> December, 2023, Composition of <b>Board of Directors</b> (with regard to Woman Director and Minimum Number of Directors on Board), <b>Nomination and Remuneration Committee</b> (with regard to minimum number of Directors, Independent Directors in the committee and Chairperson of the Committee), <b>Stakeholders Relationship Committee</b> (with regard to Chairperson of the Committee and minimum number of Directors, Independent Directors in the committee) was not in conformity with the Listing Regulations.</p> <p>2) The office of one of the Director on the Board was vacated on 27<sup>th</sup> August, 2023 which was not filled within prescribed time of 3 months from the date of such vacancy.</p> <p>3) The chairperson of Stakeholders Relationship Committee was not present for the Annual General Meeting held on 29<sup>th</sup> September, 2023.</p>
<b>Fine Amount</b>	<p><b>For Regulation 17(1)(a), 19(1), 19(2), 20(2) and 20(2A):</b></p> <p>BSE Limited: Rs.11,25,720 (Including GST) National Stock Exchange India Limited: Rs. 11,25,720/- (Including GST).</p>
<b>Observations/ Remarks of the Practicing Company Secretary</b>	<p>Fine amount was paid by the Company.</p>



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<b>Management Response</b>	<p>Ms. Kalpana Sah, an Independent Director of the Company retired effective from August 27, 2023. She was also the chairperson of Nomination and Remuneration Committee and Stakeholders Relationship Committee ("Committees") of the Company. Due to the retirement of Ms. Kalpana Sah the Composition of the Board and the Committees were not in the conformity with SEBI (Listing Obligation Disclosure Requirements) Regulation, 2015. The appointment of Ms. Chetana Dasare on 12<sup>th</sup> December, 2023 restored the composition of the Board. The Committees were also reconstituted by appointing Ms. Chetana Dasare as the Chairperson of the Committees.</p> <p>The company complied with the requirement of Regulation 17, 19 and 20 of the SEBI (LODR) Regulations 2015 effective from the appointment date.</p>
<b>Remarks</b>	None

<b>Sr.No.</b>	Two
<b>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</b>	Listing Regulations
<b>Regulation/ Circular No.</b>	Regulation 24(1)
<b>Deviations</b>	The listed entity was required to appoint one independent director of the listed entity, on the board of directors of an unlisted material subsidiary.
<b>Action Taken by</b>	None



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<b>Type of Action</b>	None
<b>Details of Violation</b>	Independent director of the listed entity, was not appointed on the board of directors of Aurionpro Solutions W.L.L., being the material subsidiary of the listed entity.
<b>Fine Amount</b>	Nil
<b>Observations/ Remarks of the Practicing Company Secretary</b>	Filing formalities for appointment were not completed.
<b>Management Response</b>	As a part of business reorientation strategy, the management had identified Aurionpro Solutions WLL as non-core subsidiary from the commencement of FY 24. Considering the above, the Board of Directors in-principally agreed to divest Aurionpro Solutions WLL on 06th September, 2023 for which the final approval was given by the Board of Directors on 09th November, 2023 and the same was subsequently approved by the Shareholders on 06 <sup>th</sup> March, 2024. Hence, the independent director was not appointed in Aurionpro Solutions WLL owing to the intentions of the Management to divest the entity.
<b>Remarks</b>	None



<b>Sr.No.</b>	Three
<b>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</b>	Listing Regulations
<b>Regulation/ Circular No.</b>	Regulation 30(9)
<b>Deviations</b>	Event of the Subsidiary which was material for the Listed Entity was not disclosed.
<b>Action Taken by</b>	None
<b>Type of Action</b>	None
<b>Details of Violation</b>	Compulsorily Convertible Debentures issued by the Auroscient Outsourcing Limited ("Subsidiary Company") amounting to Rs. 63,95,00,000/- which was subscribed by the Listed Entity being the event which was material for Listed Entity was not disclosed under Regulation 30.
<b>Fine Amount</b>	Nil
<b>Observations/ Remarks of the Practicing Company Secretary</b>	Event of subsidiary being the material for listed entity was required to be disclosed to the exchanges under Regulation 30(9).



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<b>Management Response</b>	The Company had reported the subscription of Compulsorily Convertible Debentures which was issued by its wholly-owned subsidiary Auroscient Outsourcing Limited in the Notes to Accounts of the Financial Results for the quarter and half- year ended on 30 <sup>th</sup> September, 2023 and the same was also reported in the Related Party Transaction details for the half year ended 30 <sup>th</sup> September, 2023.
<b>Remarks</b>	None



**Annexure-2**

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1)	There were Two Material related party Transaction entered by the Listed entity for which Listed entity was required to obtain prior approval of shareholders.	31 <sup>st</sup> March, 2023	Regulation 23(4) of Listing Regulation	The Listed entity has entered into Material Related Party Transaction without obtaining prior approval of shareholders.	No such specific remedial action was taken.	None



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Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
2)	For 2022: None  For 2023: Filing formalities are not yet completed.	31 <sup>st</sup> March, 2022 and 31 <sup>st</sup> March, 2023	Regulation 24(1) of Listing Regulation	Filing formalities relating to appointment of One Independent Director, on the Board of One of the Unlisted Material Subsidiary is yet to be completed.	No such specific remedial action was taken.	None



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Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
3)	<p><b>For 2022:</b> None</p> <p><b>For 2023:</b> 80% of Consolidated Assets were not subject to audit for Mar 22 quarter and limited review for June 22, Sep 22 and Dec 22 quarter.</p>	31 <sup>st</sup> March, 2022 and 31 <sup>st</sup> March, 2023	Regulation 33(3)(h) of Listing Regulation	<p><b>For 2022:</b> The each of consolidated revenue, assets and profits reported in quarterly consolidated financial results for Mar 21, June 21, Sep 21 and Dec 21 was not subject to limited review of atleast eighty percent.</p>	No such specific remedial action was taken.	None





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Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
3)				<p><b>For 2023:</b></p> <p>% of Consolidated Assets which were subject to audit (Mar 22) and limited review were as follows:            Mar 22: 63%            June 22: 37%            Sep 22: 62%            Dec 22: 62%</p>	No such specific remedial action was taken.	None

