

30<sup>th</sup> May, 2022

To,  
Deptt. of Corporate Services- Listing  
BSE Limited  
1<sup>st</sup> Floor, Rotunda Building,  
Dalal Street,  
Mumbai – 400001

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March,2022.**

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,2022 issued by M/s Yogesh D. Dhabolkar & Co. – Practicing Company Secretary.

For Trejhara Solutions Limited

  
Nilesh Kharche  
Company Secretary





**Secretarial Compliance Report of Trejhara Solutions Limited**

**For the Financial Year Ended 31<sup>st</sup> March, 2022**

To,  
The 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 examined:

- (a) all the documents and records made available to us through scanned copies by email or through permitted access to the Company's computer system through internet and explanation provided by **TREJHARA SOLUTIONS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2022 ("Review Period") in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable to listed entity during review period;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 -**Not Applicable to listed entity during review period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014(upto 12<sup>th</sup>August, 2021) & The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (with effect from 13<sup>th</sup>August, 2021)- **Not Applicable to listed entity during review period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (upto 15<sup>th</sup>August, 2021) - **Not Applicable to listed entity during review period;**
- (g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013(upto 15<sup>th</sup>August, 2021) -**Not Applicable to listed entity during review period;**
- (h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16<sup>th</sup>August, 2021) - **Not Applicable to listed entity during review period;**
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



(j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

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

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1)	Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The listed entity is required to appoint one independent director of the listed entity, on the board of directors of an unlisted material subsidiary.	The formalities pertaining to the filing of necessary documents and forms with the respective authorities is not been completed.
2)	Regulation 33(3)(h) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The each of consolidated revenue, assets and profits reported in quarterly consolidated financial results should be subject to limited review of atleast eighty percent.	<b>For the year ended 31/03/2021:</b> Limited review to the extent of Sixty Three percent for assets and Sixty Nine percent of Profit after Tax <b>For quarter ended June 2021:</b> Limited review to the extent of around Thirty Seven in respect of Consolidated assets.



Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
			<p><b>For quarter ended September 2021:</b> Limited review to the extent of around Forty Two percent for Consolidated Revenue and around Fifty percent for Net profit after Tax.</p> <p><b>For quarter ended December 2021:</b> Limited review to the extent of around Thirty Nine percent for Consolidated revenue and around Forty percent for Consolidated net profit after tax</p>

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.



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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1)	<b>Regulation 17(1) of LODR</b> Board of Directors of Top 2000 Companies should Comprise of minimum Six Directors.	31/03/2021	The Company has appointed the Two Directors on the Board of the Company with effect from 9 <sup>th</sup> October, 2020.	Action taken by Listed entity is Satisfactory
2)	<b>Regulation 24(1) of LODR:</b> At least one independent director on the board of directors of listed entity shall be a director on a board of directors of an unlisted material subsidiary, whether incorporated in India or not.	31/03/2020 and 31/03/2021	The formalities pertaining to the filing of necessary documents and forms with the respective authorities is in the process.	Action taken by the Company is self-explanatory.



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
3)	<b>Regulation 30 of LODR:</b> The Outcome of Board Meeting submitted to Stock Exchanges should contain the time of commencement and conclusion of the Board meeting.	31/03/2021	The Listed entity has started disclosing the time of commencement and conclusion of the Board meeting in the Outcome of Board Meeting submitted to Stock Exchanges.	Action taken by Listed entity is Satisfactory
4)	<b>Regulation 33(3)(h) of LODR:</b> The each of consolidated revenue, assets and profits reported in quarterly consolidated financial results should be subject to limited review of atleast eighty percent.	31/03/2021	Not applicable	Not applicable



**YOGESH D. DABHOLKAR & Co.**  
**COMPANY SECRETARY**

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
5)	<b>Regulation 44(3) of LODR:</b>  The listed entity is required to submit the Voting Result within forty eight hours from the Conclusion of the meeting.	31/03/2021	Not applicable	Not applicable

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

Date: 29/05/2022.  
Place: Dombivli  
UDIN: F006336D000421674.



For **YOGESH D.DABHOLKAR & CO.**

Practicing Company Secretary

YDabholkar

YOGESH D.DABHOLKAR

PROPRIETOR

FCS NO. 6336

COP NO. 6752

PR No: 990/2020