

**27<sup>th</sup> August,2020**

To,  
The Secretary,  
The Bombay Stock Exchange Limited,  
25th Floor, P. J. Towers,  
Fort, Mumbai: 400 001.  
**BSE CODE: 542233**

Dear Sir/Madam,

**Sub: Notice of Annual General Meeting("AGM") along with Annual Report, Book Closure & E-voting**

We would like to inform you that the 3<sup>rd</sup> Annual General Meeting is scheduled to be held on Friday, 18<sup>th</sup> September,2020, at 12 noon (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

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,12<sup>th</sup> September, 2020 to Saturday, 19<sup>th</sup> September, 2020 (both days inclusive).

Further, we have made arrangements for providing remote e-voting facilities to the shareholders of the Company for voting on the resolutions proposed at the 3<sup>rd</sup> AGM scheduled to be held on Friday,18<sup>th</sup> September, 2020 as per following schedule:

E-voting at the web-site of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

[Cut-off Date for remote e-voting: 11<sup>th</sup> September, 2020](#)

Date of commencement of remote e-voting: 15<sup>th</sup> September, 2020  
Start Time: 09.00 A.M.

Date of end of remote e-voting: 17<sup>th</sup> September,2020  
End Time: 05.00 P.M.

Notice of AGM along with Annual Report is enclosed herewith.

Thanking you,

Yours faithfully,

For Trejhara Solutions Limited

  
**Nileshe Kharche**  
Company Secretary



# Trejhara



**ANNUAL  
REPORT  
2019-20**



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## Chairman's Letter



Dear Stakeholders,

Trejhara had embarked upon a journey two years back with a mission to make Trejhara a new age technology company helping organizations to expand their digital footprint through innovation and analytical capabilities. In the pursuit of this mission, we had adopted two pronged strategy viz to consolidate and to grow. The focus during FY 19 remained on consolidation as we were focused on ensuring smooth transition of operations post demerger and strengthening our capabilities. Having firmly footed after consolidation we are focusing firmly on the growth priorities. The performance for the FY 20 was satisfactory as our revenue from operations grew by more than 20% during the year FY 20 and we also expanded our clientele and presence in newer geographies. Trejhara has now positioned itself as a leading technology solutions provider with rapidly growing customer base, which includes more than 25 Fortune 500 Customers spread across the globe.

Our offerings:

**Interact DX:** Our Customer Communication Management product suite is an innovative platform in the digitization domain, which provides comprehensive interactive personalized communication including audio video Technology, multilingual communications such as bills, statements, targeted advertisements, policy kits, welcome kits, receipts, loyalty/rewards, KYC forms, advisory and notifications are delivered through this platform across multiple channels such as email, web, mobile, print and kiosk. Our clientele in this space includes marquee names from Telecom, Banking and Retails sectors globally.

**SCM Profit:** Our logistic solution allows to streamline and enhance logistics operations by improving efficiency and optimizing working capital. Take control of supply chain by streamlining and enhancing logistics operations and gain an unfair edge over competitors. We provide our service and solutions in different segments such as warehousing, freight forwarding, project logistics, manufacturing, distribution, Supplier Collaboration & Visibility, etc.

The sudden outbreak of COVID-19 pandemic at the beginning of 2020 is expected to impact global economic growth across all the sectors, including IT sector. According to the report by Gartner Inc, the worldwide IT spending is expected to decline during the year 2020, however, it is expected to cross into \$4 trillion territory next year. The report further states that the spending on forms of software that are not cloud based may grow at slower space compared to the SaaS and cloud based offerings. The pandemic and the necessity of maintaining to social distancing has accelerated the pace of digitization across the globe and businesses are rapidly adopting digital, cloud based offerings. Trejhara has employed a strong team of domain and technology experts in different regions and have also built a network of partners, coupled with the aggressive sales and marketing strategy, we are best placed to grab the immense opportunities created in this sector post pandemic world.

We do not expect the pandemic to have significant impact on our businesses. I take this opportunity to thank our entire work force for their continued hard work in providing quality services to the customers inspite of the disruptions caused due to the pandemic. I also wish to thank all the shareholders, customers, vendors, Board of Directors and all other stakeholders for lending their support in this critical time. I pray for the wellbeing and safety of all our stakeholders. Stay Healthy, Stay Safe.

# Board of Directors and Executive Management



## Mr. Amit Sheth

### Chairman & Whole Time Director

Mr. Amit Sheth brings over 22+ years of enriched experience in corporate finance, equities and technology, and domain expertise in IT enabled services. Prior to Trejhara, Mr. Amit Sheth has 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. Mr. Amit Sheth holds a graduation in engineering and a postgraduate degree in finance.



## Mr. Paresh Zaveri

### Non-Executive Director

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. Mr. Paresh Zaveri holds a degree in engineering as well as an MBA in finance.



## Dr. Mahendra Mehta

### Independent & Non-Executive Director

Dr. Mahendra Mehta holds a PHD in Electrical Engineering and has been associated with consulting & executive education since February, 2002, focusing primarily on Analytics, Mathematical finance, Treasury Management, Financial Risk Management, Derivatives, Portfolio Management that includes Market, Credit and Operational Risk Management. He conducts regular short term courses in more than 23 countries. He is visiting faculty at S P Jain Global School of management.



## Mrs. Kalpana Sah

### Independent & Non-Executive Director

Mrs. Kalpana Sah, is a Chartered Accountant having vast experience in Taxation, Accounts and Internal Audits of manufacturing and Pharma Industry. She has over 18+ years of experience in the industry and is currently working as Senior Vice President – M&A Pharma at Quest Profin Advisors Pvt Ltd, a Private Equity and M&A Advisory Firm.



## Ms. Nisha Sidhwani

### Head – Interactive Communication

Ms. Nisha Sidhwani heads the overall operations for Customer Communication product portfolio across USA, UK, Europe, APAC, Middle East and Africa. Nisha Sidhwani was the founder of SEEinfobiz Pvt. Ltd. a global software Product & Services Company. She is an acknowledged management visionary and a radical thinker. She holds Masters degree in MIS from Long Island University, New York and is a seasoned technology executive with over 15+ years of experience in Data Warehousing, Business Intelligence, Customer Communication, Customer Self Service and Web based software applications.



## Mr. Snehal Pandit

### Head – Supply Chain Solutions (Logistics)

Mr. Snehal Pandit leads the Supply Chain and Logistics arm and his extensive experience in APAC regions are a great asset for defining key growth areas and developing new partnerships to extend Supply Chain footprint in other geographies. He has 20+ years of rich experience across Product Development, Project Management, Business Strategy and Sales. He has demonstrated expertise in Logistics and Supply Chain with strong capability of solution selling for Logistics, Distribution and Warehousing space. Snehal is Bachelor in commerce from Mumbai University and has done Masters in Computers.

# Company Information

## BOARD OF DIRECTORS

### Mr. Amit Sheth

Chairman & Whole Time Director

### Mr. Paresh Zaveri

Non-Executive Director

### Dr. Mahendra Mehta

Independent & Non-Executive Director

### Mrs. Kalpana Sah

Independent & Non-Executive Director

### Mr. Vimal Garachh

Chief Financial Officer

### Mr. Nilesh Kharche

Company Secretary

## BOARD COMMITTEES

### Audit Committee

Dr. Mahendra Mehta (Chairman)

Mrs. Kalpana Sah

Mr. Amit Sheth

### Nomination & Remuneration/ Compensation Committee

Mrs. Kalpana Sah (Chairperson)

Dr. Mahendra Mehta

Mr. Paresh Zaveri

### Stakeholders Relationship/Investors Grievances & Share Transfer Committee

Mrs. Kalpana Sah (Chairperson)

Mr. Paresh Zaveri

Mr. Amit Sheth

### Corporate Social Responsibility Committee (CSR)

Mrs. Kalpana Sah (Chairperson)

Mr. Amit Sheth

Mr. Paresh Zaveri

### Bankers

HDFC Bank Ltd.

State Bank of India

Axis Bank Ltd.

### Registered Office

Unit no. 601, Sigma IT Park,

Plot No. R-203, R-204

T.T.C. Industrial Estate,

Rabale Navi Mumbai - 400701

### Statutory Auditors

M/s. Bajrang Paras & Co.

Chartered Accountants, Mumbai

### Registrars & Transfer Agents

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building,

Opp.Vasant Oasis, Makwana Road,

Marol, Andheri (E) Mumbai, 400059.

### Internal Auditors

D. Kothary & Co.

Chartered Accountants, Mumbai



# Management Discussion and Analysis

## 1. OVERVIEW:

Trejhara Solutions Limited (“Trejhara”) financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 (“the Act”), read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other provisions of the Act to the extent notified and applicable. The management of Trejhara accepts responsibility for objectivity and integrity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and operations. The forward looking statements contained herein are subject to certain risks and uncertainties, including but not limited to, the risks inherent in Company’s growth strategy, external economic and business environment and other risk factors stated in this report. The readers are cautioned not to place undue reliance on the forward looking statements, which reflects Trejhara management’s analysis only as on date hereof.

## 2. INDUSTRY TRENDS AND DEVELOPMENTS:

According to the latest forecast by the Gartner Inc, the worldwide IT Spending is expected to decline by 7.3% compared to 2019. The sharp decline is witnessed due to the economic disruptions caused due to the sudden outbreak of the COVID-19 pandemic. Overall IT spending is still expected to sharply decline in 2020 but will recover in a faster and smoother manner than the economy. The uncertainties posed by the pandemic has forced companies to preserve budgeted funds to meet contingences. However, as soon as economies begin to recover, the backlog of the spending is expected to be made up and the companies will resume spending during the year 2021. The companies are expected to gravitate towards spending on subscription products and cloud services to lower upfront costs. The pandemic has forced the organizations to rapidly adopt digital technologies which has accelerated the momentum towards digitization and cloud based services.

## 3. TREJHARA BUSINESS OFFERINGS:

Trejhara is a technology products and solutions provider that helps enterprises Accelerate Digital Innovation, Securely and Efficiently. Our products are focused to help organizations accelerate their digital footprint and customer experience through interactive presentation and offline analytical capabilities. We target our customers, partners, dealers and agents for their needs and goals.

**Interact Dx** – Our Customer Communication Management product suite is an innovative platform in the digitization domain, which satisfies ever-evolving demand for technology. It provides comprehensive interactive personalized communication including audio video Technology across multiple segments such as Banking, Insurance, Telecom, Utility and Retail globally.

Multilingual communications such as bills, statements, targeted advertisements, policy kits, welcome kits, receipts, loyalty/rewards, KYC forms, advisory and notifications are

delivered through this platform across multiple channels such as email, web, mobile, print and kiosk.

**SCMProfit** – Our logistic solution allows to streamline and enhance logistics operations by improving efficiency and optimizing working capital. Take control of supply chain by streamlining and enhancing logistics operations and gain an unfair edge over competitors.

We provide our service and solutions in different segments such as warehousing, freight forwarding, project logistics, manufacturing, distribution, Supplier Collaboration & Visibility, etc.

## 4. OPPORTUNITIES AND THREATS:

The IT industry is fiercely competitive and Trejhara, like all vendors in the market, is subject to the inherent challenges, risks, and uncertainties over the normal course of business. A fluctuating geographic demand and constantly changing economic conditions, the company is susceptible to variations in our operational results and our financial performance. To limit the company’s exposure to unavoidable and unforeseen factors, the Trejhara Executive Management team has employed disciplined risk management strategies to deliver the highest returns possible to our shareholders and customers.

The outbreak of Coronavirus (COVID- 19) pandemic is causing significant disturbances leading to slowdown of economic activities globally. However, the same has not majorly impacted the businesses of the Company. We are able to continue our operations by enabling resources to work from home. The extent of impact on the future operational and financial performance will depend on certain developments, including duration and spread of the pandemic, the impact on customers, vendors, employees, all of which are uncertain and cannot be predicted. The management remains watchful of the evolving situation and will keep evaluating challenges and opportunities posed to us.

## 5. RISKS AND CONCERNS:

The chief risks and uncertainties facing the company’s business include:

- The COVID-19 pandemic has delivered an unprecedented shock to the global economy. The nationwide lockdowns, travel restrictions have paralyzed global trade. The world is still grappling with the pandemic and in the absence of vaccine in sight, the world will have to learn to strike the difficult balance between health of the citizens and the economic activities. Amid these uncertainties, businesses may turn conservative in its investment plans and tend to postpone discretionary spending. This may result in prolonged phase slowdown and the same may impact businesses of the Company.
- The world is changing fast, particularly after COVID-19 crisis. The broken global supply chains, intensified trade wars amongst large economies, rising protectionism amid economic uncertainties due to COVID-19 shock are adding to the economic disruptions. The businesses may have to be watchful of these developments and will have to be resilient to adapt to these dynamics and revise strategies to quickly respond thereto.



- Keeping pace with a rapidly advancing technology landscape: The technology landscape is evolving at a rapid pace and digital technologies are fast gaining adoption. The digital consumer is leading this change. For Trejhara to maintain its ability to stay competitive in the marketplace, we need to invest significantly to keep our offerings and talent in alignment with market and client expectations. All industry players face the same challenges. Customer attrition and failure to attract new business may result if Trejhara is not able to maintain its current level of innovation and product and service level execution. Trejhara aims to adopt a positive and proactive stance by doing two things – firstly, to launch newer, more relevant product offerings to market and secondly, by improving upon its customer-centricity to be the partner of choice in areas such as digital innovation and Cybersecurity.
- Increasing competition: Trejhara faces strong competition in the markets and industries it serves. Its biggest vertical of focus – Financial Services has strong competitors who seek to win over Trejhara share of customer's budget. The most effective strategy has been to focus on providing exceptional customer experience and adopt a model of co-owning the customer's business objectives and rally to deliver, exceed them.
- Dependence on key personnel: Trejhara operations are dependent upon the company's ability to attract and retain highly skilled individual contributors and managers. The loss of key individuals, especially to one of our competitors, could materially impact our business. We adopt a risk-reward model for all our top management and managers thereby creating additional incentives for them to drive the company's objectives forward.

## 6. OUTLOOK:

Cloud computing a computing model in which users purchase IT resources as a service, allowing them to take a pay-as-you-go approach has deservedly garnered a lot of attention recently in both the private and public sector. Often referred to as simply "the cloud," cloud computing allows users to access IT resources at any time and from multiple locations, track their usage levels, and scale up their IT capacity as needed without large upfront investments in software or hardware. This increased flexibility and efficiency, and hence 20-30% saving in IT budgets, has been driving the growth of cloud and platform opportunity globally.

An easy way to categorize cloud computing is by the type of service provisioned as under. Note that the specific firms may offer a range of services falling across multiple categories, and that many other cloud providers offer similar products.

Software-as-a-service (SaaS) enables a user to remotely access software applications from a cloud provider. The client may do so from different locations or devices, and the experience in this instance generally involves logging in and gaining access to some form of software interface. Prominent examples include Microsoft's Office 365 web-based e-mail and scheduling products, or Salesforce.com's customer relationship management offerings.

Users of platform-as-a-service (PaaS) solutions gain virtual access to programming resources and tools, provided and controlled by the cloud vendor that enables them to develop their own web applications. These applications are hosted through the vendor's cloud infrastructure. Google's App Engine and Red Hat's OpenShift are examples.

Finally, infrastructure-as-a-service (IaaS) enables users to virtually access more foundational computing resources to support their operations. Among other potential IaaS offerings, a vendor may provide file storage, processing power, or networking-related services. Some examples would be Amazon Web Services' Elastic Compute Cloud (EC2), VMware's vCloud Air, or IBM's SoftLayer.

With most of the Global organizations going for "Cloud First" strategy, all the above listed cloud offerings are shaping the IT industry globally. In such a scenario, traditional IT services companies which are able to transition their offerings to cloud based services stands good chance of riding the growth wave.

Trejhara has well established Cloud product lines and established customers, Trejhara stands a good chance of riding the wave of Cloud Adoption across the world. Trejhara's Cloud business already has an access to many fortune 500 customers through various product portfolio. Key industries to target for this business will be Telecom, Banks and Financial Institutions, Manufacturing, Utility and Logistics industry. With a focused approach in these industry, we are confident of gaining this opportunity.

## DISCUSSION ON CONSOLIDATED FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

### Revenue from Operation

Our revenues are derived from information technologies & consultancy services and sale of software licenses. During the year, the total revenue from operations was ₹ 5,848.94 Lakhs against ₹ 7,722.93 Lakhs for the previous year.

### Operating and Other Expense

Our operating and other expense comprises of Software licenses and material costs, Administration and other general functions, travelling, communication, legal and professional charges, rent, repairs and maintenance, recruitment and training and other allocated infrastructure expenses.

During the year, the operating and other expense were ₹ 2,148.02 Lakhs as against ₹ 3,859.18 Lakhs in the previous year.

### Employee Benefit Expense

During the year, employee cost was ₹ 2,690.73 lakhs as against ₹ 2,249.09 lakhs in the previous year.

### Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA) excluding Other Income

During the year, our operating Profit was ₹ 1,010.19 Lakhs as against ₹ 1,614.66 Lakhs on 31 March, 2019.

## Management Discussion & Analysis (Contd.)

### Depreciation and Amortisation Expense

Depreciation on Property Plant & Equipment(PPE) and Intangible Assets was ₹ 97.60 Lakhs for the year as against ₹ 95.62 Lakhs during the previous year. As percentage of revenue, depreciation was 1.67% and 1.24% for the year and previous year respectively.

### Other Income

Other Income primarily consists of interest income, dividend income, Foreign exchange fluctuation gain and other miscellaneous income. Other income for the year was ₹ 399.03 Lakhs compared to ₹ 621.55 Lakhs for the previous year.

### Tax Expense

Current tax expense was ₹ 140.65 Lakhs as against ₹ 246.27 Lakhs for the previous year and Deferred tax (credit)/charge was ₹ (12.74) lakhs as against ₹ 73.87 lakhs for the previous year.

### Profit Before Tax (PBT)

Net Profit/(Loss) before tax from Continue Operations for the year was ₹ 821.88, Lakhs i.e.14.05 % of revenue, ₹ 1,546.75, lakhs, i.e. 20.03% of Revenue for the previous year.

### Profit After Tax (PAT)

Net Profit/(Loss) after tax for the year was ₹ 693.97 Lakhs, i.e. 11.86% of revenue, ₹ 1,229.23, i.e. 15.92% of Revenue for the previous year.

### Equity

Equity as at 31 March,2020 increased to ₹ 45,275.77 Lakhs as compared with ₹ 40,613.24 Lakhs as at 31 March, 2019.

### Short-Term and Long-Term Borrowing including Current maturities of Long-Term Borrowings

The total short-term and long-term borrowing as at 31 March,2020 was ₹ 3,365.24 Lakhs as against ₹ 5,558.59 as at 31 March, 2019.

### Trade Payable and Other Current Liabilities excluding Current Maturities of Long-Term Borrowings

The total Trade Payable and other current liabilities (financial and Non-Financials) increased by ₹ 4,000.23 Lakhs from ₹ 6,239.51 lakhs on 31 March,2019 to 10,239.74 Lakhs on 31 March, 2020.

### Property, Plant and Equipment (PPE), Intangible Assets and Intangible Assets under Development

The Net Block of PPE, Other Intangible Assets and Intangible Assets under development increased by ₹ 3,141.28 Lakhs from ₹ 11,698.12 Lakhs as on 31 March, 2019 to ₹ 14,839.40 Lakhs on 31 March, 2020.

### Non-Current Investments (Net)

There was no movement in non current investments.

### Other Non-Current Assets (Financials and Non Financials)

There was an increase in Long-term loans and advances

from ₹ 9,836.81 on 31 March,2019 to ₹ 10,503.75 Lakhs on 31 March, 2020.

### Trade Receivables

Trade receivables as on 31 March, 2020 was ₹ 2,656.74 Lakhs against ₹ 2,969.86 Lakhs on 31 March, 2019. In the opinion of management, all the Trade receivables are good, recoverable and necessary provision has been made for debts considered to be bad and doubtful. The level of receivables is normal and is in tune with business requirements and trends.

### Cash and Cash equivalents

The cash and bank balances lying with the company as on 31 March,2020 were ₹ 126.66 Lakhs as against ₹ 64.29 Lakhs in the previous year.

### Key Financial Ratios

Sr no.	Ratio	31 March, 2020	31 March, 2019
1	Debtors Turnover Ratio	2.08	2.17
2	Current Ratio	3.07	2.96
3	Debt Equity Ratio*	0.07	0.14
4	Interest Coverage Ratio	2.06	2.56
5	Operating profit margin	31.58%	29.45%
6	Net Profit Margin*	11.9%	15.9%
7	Return on Net Worth*	1.5%	3.0%

([\*] [\*\*] Considered Significant, as defined under the amended SEBI (LODR) Regulations i.e. over 25% compared to previous year.)

\* This is on account of decrease in debt resulting to lower interest expense.

\*\* This is on account of decrease in sale of product licence as compared to previous year.

### 7. Internal control systems and their adequacy.

Your Company has placed considerable emphasis and efforts on internal control systems. On the Finance part, the internal checks and balances are augmented by a formal system of internal audit. The Audit Committee of the Board reviews and will continue to review the adequacy and effectiveness of the internal control systems and suggest improvements for strengthening them. We also have a well-defined delegation of power with authority limits for approving revenue as well as expenditure. The Company has re-appointed M/s D. Kothary & Co. Chartered Accountants to oversee and carry out internal audit of the Company's activity. The audit is based on an internal audit plan, which is reviewed each year in consultation with the statutory auditors (Bajrang Paras & Co, Chartered Accountants) and the audit committee. The planning and conduct of internal audit is oriented towards the review of controls in the management of risks and opportunities in our Company's activities. The internal audit process is designed to review the adequacy of internal



control checks in the system and covers all significant areas of our operations such as software delivery, accounting and finance, procurement, employee engagement and IT process. Safeguarding of assets and their protection against unauthorized use are also a part of these exercise.

We have an audit committee, the details of which are provided in the Corporate Governance Report which reviews audit reports submitted by the auditors of our Company. The committee also meets our Company's statutory auditors to ascertain their views on the adequacy of internal control system in the Company and keeps the board of Directors informed of its major observation from time to time.

**8. Material developments in Human Resources / Industrial Relations front, including number of people employed.**

The Employees being our critical asset for any organization specially an IT company. Trejhara has built a strong team consisting of domain experts. Our personal policies are focused on creating an environment which will derive best returns for the organization as well as the concerned employees. The Company had strengthened its workforce by employing 203 permanent employees as compared to 193 employees in the preceding year.

## Notice of Annual General Meeting

Notice is hereby given that, the Third Annual General Meeting of Trejhara Solutions Limited will be held on Friday, 18 September, 2020 at 12.00 Noon (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), as per the detailed instructions stated hereinafter, to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider, approve & adopt the Balance Sheet as at 31 March, 2020, 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 appoint a director in place of Mr. Paresh Zaveri (DIN 01240552), who retires by rotation and being eligible offers himself for re-appointment.

**By Order of the Board of Directors**

**Nilesh Kharche**  
**Company Secretary**

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

### 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. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. In view of the continuing restrictions on the movement of persons at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs ("MCA") has vide its general circular no. 20/2020 dated 05 May, 2020 read with general circular no. 14/2020 dated 08 April, 2020 and general circular no. 17/2020 dated 13 April, 2020 (collectively referred to as "MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India ("SEBI"), companies are allowed to hold the AGM through VC/OAVM during this year without the physical presence of members at the common venue. In accordance with the MCA Circulars, SEBI Regulations, the AGM of the Company is being conducted through VC/OAVM.
3. As the AGM shall be conducted through VC/OAVM, the Attendance Slip and the Route Map of the venue are not annexed to this Notice. Further, the facility of appointment of proxy by the Member is not available for the meetings held through VC/OAVM, hence the Proxy Form is not annexed to this Notice.
4. Institutional/Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution/s

authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at investor@trejhara.com.

5. In accordance with, the General Circular No. 20/2020 dated 5 May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
6. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at www.trejhara.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com.
7. The Register of Members and the Share Transfer Register shall remain closed from Saturday, 12 September, 2020 to Saturday 19 September, 2020 both days inclusive.
8. Participation of members through VC/OAVM will be reckoned for the purpose of quorum of the AGM as per section 103 of the Act.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act shall be available for inspection of the Members of the Company. The Members may send request for the inspection of the referred documents by sending mail at investor@trejhara.com.
10. The Members are advised to avail of nomination facility in respect of shares held by them.
11. Members are requested to:
  - a) Quote ledger folio numbers/DP ID and Client ID numbers in all their correspondence.
  - b) To avoid inconvenience, get the shares transferred in joint names, if they are held in a single name and/or appoint a nominee.
12. In terms of Section 124 of the Act:
  - a) the amount of dividend remaining unclaimed or unpaid, for a period of seven years from the date of transfer to the unpaid dividend account, are required to be transferred to the Investor Education and Protection Fund; and
  - b) the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to the Investor Education and Protection Fund;

Therefore, the members who has unclaimed dividends or who has not received dividend for the previous financial years are requested to send back their dividend draft or make their claims to our Registrar & Share Transfer Agent ("RTA") viz., Big Share Services Pvt. Ltd., 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Andheri (E) Mumbai – 400059, email at investor@bigshareonline.com.



13. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), and MCA Circulars the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the National Securities Depository Limited (“NSDL”). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
14. 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 i.e. Friday, 11 September, 2020 only shall be entitled to vote via remote e-voting facility or voting at the day of AGM.
15. The remote e-voting period commences on Tuesday 15 September, 2020 (9:00 a.m. IST) and ends on Thursday, 17 September, 2020 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Friday, 11 September, 2020 (cut-off date for determining eligibility of Shareholders for remote e-voting or voting at the AGM) may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on Friday, 11 September, 2020.
16. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not casted their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
17. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 11 September, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
18. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from 01<sup>st</sup> 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.
19. 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/<br>Phone No. | Request letter along with self-attested copy of Permanent Account Number (PAN) card                      |
| 2      | Updating Address                              | Request letter along with old address proof and new address proof (Aadhar card/<br>Electricity Bill etc) |
| 3      | Updating Bank Details                         | Request letter along with cancel cheque (bearing Name of Holder) and self-attested copy of PAN card      |
- Above mentioned documents can share at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or dispatch at 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri(E), Mumbai-400059. Tel no. 022-62638200.
20. Pursuant to the provisions of the Act, read with Companies (Significant Beneficial Owners) amendments Rules, 2019 (“the Rules”) notified by the Ministry of Corporate Affairs on 08 February, 2019, 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 individually or together 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](http://www.trejhara.com).
- The aforesaid Rules and the relevant provisions of the Act are available at <http://ebook.mca.gov.in/default/asp>.
- For any clarification the Members may contact the Company by writing an Email on [investor@trejhara.com](mailto:investor@trejhara.com).

## Notice (Contd.)

### INSTRUCTIONS FOR JOINING THE AGM THROUGH VC / OAVM:

21. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholder's/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
22. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.
23. Members are requested to join the Meeting through Laptops for better experience.
24. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
25. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

### THE INSTRUCTIONS FOR MEMBERS 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 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto: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 "EVEN" of company for which you wish to cast your vote.
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](mailto:rsmp.pcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.nsd.com](http://www.evoting.nsd.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.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990 or send a request to [at.evoting@nsdl.co.in](mailto:at.evoting@nsdl.co.in) or contact to below officials.

Mr. Pratik Bhat - Assistant Manager 022 24994738

Ms. Pallavi Mhatre - Manager 022 24994545

Mr. Amit Vishal - Senior Manager 022 24994360

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
  3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote in the AGM.
  4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
26. Other Instructions:
- a) Institutional Members are requested to attend and vote at the AGM through VC / OAVM. In case any Institutional Members, facing issues for participating in AGM can write to [investor@trejhara.com](mailto:investor@trejhara.com).
  - b) 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.
  - c) 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).
  - d) Mr. Rakesh Sanghani, Practicing Company Secretary and failing him Mr. Marmik Patel, Practicing Company



## Notice (Contd.)

Secretary, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting process in a fair and transparent manner.

- e) The Scrutinizer shall after the conclusion of e- voting at the AGM, 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.
- f) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.trejhara.com](http://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.
- g) As per the Companies (Amendment) Act 2017, the requirement of ratification of the appointment as aforesaid has been omitted with effect from 7 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.
- h) The Securities and Exchange Board of India ("SEBI") has mandated submission of 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 RTA.
- i) In respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the RTA of any change in their address, telephone number, e-mail id, nominees or joint holders, as the case may be.
- j) 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 RTA in this regard.

### **PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to send their questions/queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [investor@Trejhara.com](mailto:investor@Trejhara.com). The questions / queries received by the Company till 5.00 p.m. on Friday, 11 September, 2020 shall be considered and responded during the AGM.

**By Order of the Board of Directors**

**Nilesh Kharche**  
**Company Secretary**

Place : Navi Mumbai

Date : 23<sup>rd</sup> June, 2020

#### **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 2- Appointment of Director in Place of Retiring Director

In terms of the provisions of Section 152 of the Act, Mr. Paresh Zaveri (DIN 01240552), retires by rotation at this AGM and being eligible offers himself for re- appointment.

### Profile:

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 MBA in finance.

Mr. Paresh Zaveri is not related to any Director of the Company.

Mr. Paresh Zaveri holds 17,59,651 Equity shares of the Company.

Mr. Zaveri holds Directorship in below listed Companies;

Name of Company	Designation	Membership in Committees
Aurionpro Solutions Limited	Managing Director	Nil
Quest Softech (India) Limited	Independent Director	Audit Committee Stakeholder Committee Nomination and Remuneration Committee

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 re-appoint 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 of the Company.

Except Mr. Paresh Zaveri, being an appointee and his relative, 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.

### By Order of the Board of Directors

**Nilesh Kharche**

**Company Secretary**

Place : Navi Mumbai

Date : 23<sup>rd</sup> June, 2020

### Registered Office:

Unit No. 601, Sigma IT Park,

Plot No. R-203, R-204

T.T.C. Industrial Estate,

Rabale Navi Mumbai - 400701.

## Directors' Report



To the Members of Trejhara Solutions Limited,

The Directors present Third Annual Report of the Company, together with its audited financial statements for the year ended 31 March, 2020.

### 1. FINANCIAL STATEMENT

The highlights of the Standalone Financial Statement are as under:

Particulars	(₹ lakhs)	
	31 March, 2020	31 March, 2019
<b>Income</b>		
Revenue from Operations	3,343.80	2,725.64
Other Income	731.81	1,315.59
<b>Total Income</b>	<b>4,075.61</b>	<b>4,041.23</b>
<b>Expenses</b>		
Operating Expenses	96.51	563.10
Employee Benefits Expense	2,543.51	1,878.53
Finance Costs	268.69	217.00
Depreciation and Amortisation Expenses	79.21	77.50
Other Expenses	642.45	479.53
<b>Total Expenses</b>	<b>3,630.37</b>	<b>3,215.66</b>
<b>Profit Before Tax</b>	<b>445.24</b>	<b>825.57</b>
<b>Income Tax Expense:</b>		
(a) Current Tax	128.60	235.00
(b) Deferred Tax (Credit) / Charge	(12.74)	73.87
<b>Profit After Tax</b>	<b>329.38</b>	<b>516.70</b>
Other Comprehensive Income (net of tax)	(24.28)	45.79
<b>Total Comprehensive Income</b>	<b>305.10</b>	<b>562.49</b>



The highlights of the Consolidated Financial Statement are as under:

Particulars	(₹ lakhs)	
	31 March, 2020	31 March, 2019
<b>Income</b>		
Revenue from Operations	5,848.94	7,722.93
Other Income	399.03	621.55
<b>Total Income</b>	<b>6,247.97</b>	<b>8,344.48</b>
<b>Expenses</b>		
Operating Expenses	1,311.26	3,199.59
Employee Benefits Expense	2,690.73	2,249.09
Finance Costs	489.74	593.84
Depreciation and Amortisation Expenses	97.60	95.62
Other Expenses	836.76	659.59
<b>Total Expenses</b>	<b>5,426.09</b>	<b>6,797.73</b>
<b>Profit Before Tax, Minority Interest and Exceptional Item</b>	<b>821.88</b>	<b>1,546.75</b>
Less: Exceptional Item	-	-
<b>Profit Before Tax and Minority Interest</b>	<b>821.88</b>	<b>1,546.75</b>
<b>Income Tax Expense:</b>		
(a) Current Tax	140.65	246.27
(b) Deferred Tax (Credit) / Charge	(12.74)	71.25
<b>Profit After Tax</b>	<b>693.97</b>	<b>1,229.23</b>
Other Comprehensive Income (net of tax)	(38.86)	94.85
<b>Total Comprehensive Income</b>	<b>655.11</b>	<b>1,324.08</b>

## 2. MATERIAL CHANGES & COMMITMENTS

The pandemic caused due to novel corona virus ("COVID-19") has impacted the economies across the globe. The Board has assessed the impact of COVID-19 on the businesses and there is no impact as of the balance sheet date. The Company continues to provide the services to its customers with some disruptions on account of lock-downs and other restrictions imposed in various geographies. The Company has put in place plans to minimize the adverse impact on both revenue and profitability.

There are no other material changes or commitments affecting the financial position of the Company between the end of the financial year and the date of the report.

## 3. DIVIDEND & RESERVES

In the wake of economic uncertainties and disruptions caused by the COVID-19, the Board of Directors felt it appropriate to conserve its resources in order to meet any unforeseen contingencies. Therefore, the Board of Directors do not recommend any dividend for the financial 2019-20.

The profit after tax for the year ended 31 March, 2020, was ₹ 329.38 Lakhs and the same has been transferred to the Retained Earnings

## 4. STATE OF COMPANY'S AFFAIRS

The Company has delivered a sustained performance for the year ended 31 March, 2020 despite of the adversities caused by the COVID-19 with a consolidated revenue at ₹ 5848.94 Lakhs. The COVID-19 pandemic has impacted the entire world to which we are no exception. However, the management is constantly monitoring the situation and is preparing the organization to mitigate the resultant risks.

## 5. SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ('the Act') a statement containing the salient features of financial statements of the Company's subsidiaries in Form No. AOC-1 is attached to the financial statements of the Company.

## Directors' Report (Contd.)

### 6. ANNUAL RETURN

The extract of the annual return as annexed to this report as Annexure-1. In addition to extract of annual return, the copy of the annual return will be available on the website of the Company i.e. [www.trejhara.com](http://www.trejhara.com).

### 7. CORPORATE GOVERNANCE

The Report on corporate governance as per the requirements of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR") forms part of this Annual Report. Further, the requisite certificate from M/s Yogesh D. Dabholkar & Co, Practicing Company Secretaries, confirming the compliance with the conditions of corporate governance has been included in the said Report.

### 8. MANAGEMENT DISCUSSION AND ANALYSIS (MDA)

Management Discussion and Analysis for the year under review, as required under Regulation 34 (2) (e) of the LODR, has been covered in a separate section forming part of this Annual Report.

### 9. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In accordance with the provisions of Section 135 read with Schedule VII of the Act the Company has adopted a CSR Policy outlining various CSR activities to be undertaken by the Company. The CSR Policy of the Company is available on the website of the Company at [www.trejhara.com](http://www.trejhara.com).

During the year under review, the Company has contributed ₹ 5 Lakhs to Aadhar Foundation towards the activities in the area of promoting education, including special education and employment enhancing vocation skills especially among children, woman, elderly and the differently abled.

The Board has constituted a 'CSR committee' which comprises of following directors:

Mrs. Kalpana Sah	- Chairperson
Mr. Amit Sheth	- Member
Mr. Paresh Zaveri	- Member

The CSR Committee, inter alia determines the budget for funding various charitable activities and the recommends the contributions to be made to various initiatives.

The disclosures, as required under Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, has been enclosed to this Report as "Annexure 2".

### 10. INTERNAL CONTROL SYSTEM & THEIR ADEQACY

The Company has an internal control system which is commensurate with size, scale and nature of its operations. The Internal Audit Team monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

### 11. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the provisions of Section 134(3)(c) of the Act, the Board confirms that:

- I. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- II. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31 March, 2020 and of the profit and loss of the Company for that period;
- III. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. the Directors had prepared the annual accounts on a going concern basis; and
- V. the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- VI. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



## 12. DIRECTORS/KEY MANAGERIAL PERSONNEL (KMP)

None of the directors of the Company is disqualified under the provisions of the Act or under the LODR.

### Re-appointment on account of retirement by rotation

In accordance with the provisions of the Act and Articles of Association of the company, Mr. Paresh Zaveri retires by rotation and being eligible, offers himself for re-appointment.

All Independent Directors have given declarations affirming that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR.

The information as required to be disclosed under Regulation 36 of the LODR and brief profile of directors in case of reappointment of director is incorporated in explanatory statement of Annual General Meeting Notice forming part of the Annual Report.

### KMP

Pursuant to the provisions of Section 203 of the Act, as on the date of this Report, the Key Managerial Personnel of the Company comprised of Mr. Amit Sheth, Chairman and Whole Time Director, Mr. Nilesh Kharche, Company Secretary and Mr. Vimal Garachh, Chief Financial Officer.

## 13. PERFORMANCE EVALUATION

The Company's policy relating to appointment and remuneration of Directors, KMPs and other employees including criteria for determining qualifications, positive attributes and independence of Directors are covered under the Corporate Governance Report which forms part of this Annual Report.

The Board of Directors annually evaluate its own performance and that of its committees and individual Directors.

The Board has formulated the Nomination and Remuneration Policy for the selection and appointment of Directors, senior management personnel and their remunerations. This policy is available on the website of the Company at [www.trejhara.com](http://www.trejhara.com).

## 14. MEETINGS

During the year the Board met four times and the gap between two meetings did not exceed 120 days. For details of meetings of the Board, please refer to the Corporate Governance Report, which is part of this report.

## 15. COMMITTEES

As on the date of this report, the Board has four committees:

- I. Audit Committee;
- II. Nomination and Remuneration/Compensation Committee;
- III. Stakeholders' Relationship/Investor Grievance and Share Transfer Committee;
- IV. Corporate Social Responsibility Committee.

The detailed information in relation to these committees, including composition and the terms of reference and other details are provided in Corporate Governance Report.

## 16. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has established the necessary vigil mechanism and has put in place a 'Whistle Blower policy' in order to enable the employees and Directors of the Company to report their concerns about the management, operations and other affairs of the Company. In terms of the Whistle Blower Policy, the whistle blowers are provided an access to the Audit Committee to lodge their complaints. This policy is available on the website of the Company at [www.trejhara.com](http://www.trejhara.com).

## 17. RISK MANAGEMENT POLICY

The Company has formulated a comprehensive Risk Management Policy to identify, assess and mitigate various risks associated with the Company. This policy is available on the website of the company at [www.trejhara.com](http://www.trejhara.com).

## 18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT

The details of loans, guarantees and investments, covered under the provisions of Section 186 of the Act, are given under the note no. 31 to the standalone financial statements forming part of this Annual Report.

## Directors' Report (Contd.)

### 19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. During the financial year, the Company has not entered into any contract/arrangement, transactions with related parties which could be considered material in accordance with the policy of the Company as to related party transactions. The details of all related party transactions are placed before the Audit Committee for approval. The policy as to Related Party Transactions, as approved by the Board, is available on the Company's website at [www.trejhara.com](http://www.trejhara.com).

### 20. PUBLIC DEPOSITS

During the year, the Company has neither invited nor accepted any public deposits.

### 21. REPORTING OF FRAUD BY AUDITORS

The Statutory Auditors of the Company has stated in their report that, during the course of Audit no fraud on or by the Company has been noticed or reported.

### 22. SECRETARIAL AUDIT

Secretarial Audit was carried out by M/s. Yogesh D. Dabholkar & Co, Company Secretary in Practice The Report of the Secretarial Audit is annexed herewith as "Annexure 3".

The observations raised by the Secretarial Auditor and Board's response thereto are as under:

Observation 1: The Company has appointed Chief Financial Officer (CFO) as per the provisions of Section 203 of Companies Act, 2013 with effect from 1<sup>st</sup> June, 2019.

Response: The Company was in search of suitable candidate for the position of CFO and has appointed Mr. Vimal Garachh as Chief Financial Officer of the Company w.e.f. 1<sup>st</sup> June, 2019.

Observation 2: The chairperson of nomination and remuneration committee and stakeholder's relationship committee did not attend Annual General Meeting.

Response: Due to personal emergencies the chairperson of nomination and remuneration committee and stakeholder's relationship committee could not attend Annual General Meeting.

Observation 3: The company could not complete the filing in respect of appointment of Independent Director on the Board of unlisted material subsidiary incorporated outside India.

Response: The Company has appointed Independent Directors on the Board of unlisted material subsidiary incorporated outside India and the filing formalities relating to the same are in process.

### 23. PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Act read with the Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is provided in a separate annexure forming part of this Report. Having regard to the provision of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. In terms of Section 136 of the Act, the said annexure is open for inspection. Any Member interested in obtaining a copy of the same may write to the Company Secretary at [investor@trejhara.com](mailto:investor@trejhara.com).

The disclosures pertaining to the remuneration and other details as required under section 197(12) of the Act read with Rule 5(1) of the of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been provided in the Annual Report as "Annexure 4".

### 24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In terms of section 134(3)(m) of the Act read with rule 8 of the Chapter IX the Companies (Accounts) Rules, 2014, the Directors furnish herein below the required additional information:

#### I. Conservation of Energy

Although the operations of the Company are not energy intensive, the management is highly conscious of the criticality of the conservation of energy at all operational levels. The requirement of disclosure of particulars with respect to conservation of energy as prescribed in Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is not applicable to the Company and hence are not provided.



## II. Technology Absorption

The Company continues to adopt latest technologies and innovations for improving the productivity and quality of its products and service offerings. The Company is also partnering with major technology providers in global markets.

## III. Foreign Exchange Earnings and Outgo

The details of foreign exchange earned and spent by the Company during the period are given below:

### Earnings in foreign currency (on accrual basis)

Particulars	(₹ lakhs)	
	31 March, 2020	31 March, 2019
Revenue From Operations	679.87	828.08
Interest and Other Income	267.10	372.05

### Expenditure in foreign currency (on accrual basis)

Particulars	(₹ lakhs)	
	31 March, 2020	31 March, 2019
Software License and Services Cost	27.42	13.19
Travelling and Other Expenses	34.36	30.51

## 25. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has framed a Policy as required under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year under review, the Company has not received any complaints under the policy.

## 26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

## 27. COST RECORDS

The Company is not required to maintain cost records specified by Central Government under section 148(1) of the Act.

## 28. DISCLAIMER AND FORWARD-LOOKING STATEMENT

The statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply, input costs, availability, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

## 29. ACKNOWLEDGEMENTS

The Directors would like to place on record their sincere appreciation for the continued co-operation, support and assistance provided by all the stakeholders including Company's employees, the financial institutions, banks, customers, vendors, members and other government departments and authorities.

## For and on behalf of the Board of Directors

**Amit Sheth**  
Chairman & Whole Time Director

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

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



## Annexure -1

**Form No. MGT-9 EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31 March, 2020**

[Pursuant to section 92(3) of the Companies Act, 2013, and rule 12(1)  
of the Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS

i. CIN	L72900MH2017PLC292340
ii. Registration Date	10 March, 2017
iii. Name of the Company	Trejhara Solutions Limited
iv. Category / Sub-Category of the Company	Company Limited by shares
v. Address of the Registered office	Unit no. 601, Sigma IT Park, Plot no. R-203, R-204 T.T.C. Industrial Estate, Rabale Navi Mumbai - 400701.
vi. Contact details	Tel: 91 22 4040 8080 Fax: 91 22 4040 8081
vii. Whether listed company	BSE Limited and National Stock Exchange of India Limited
viii. Name, Address and Contact details of Registrar and Share Transfer Agent, if any	Bigshare Services Pvt Ltd 1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road Marol, Andheri (E) Mumbai - 400059. Tel:+91-022-62638200 Fax: +91-022-62638299

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Information technologies and consultancy services	8920	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of Shares held	Applicable Section
1	Auroscient Outsourcing Ltd., India	U74999MH2006PLC163024	Subsidiary	100%	2(87)
2	AurionPro Solutions SPC,Bahrain	Foreign Company	Subsidiary	100%	2(87)
3	Trejhara Pte. Ltd. Singapore	Foreign Company	Subsidiary	100%	2(87)



#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) as on 31 March, 2020

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A) Promoter</b>									
<b>(1) Indian</b>									
a) Individual / HUF	14,84,801	-	14,84,801	12.57	10,05,436	-	10,05,436	8.51	(4.06)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(1):</b>	<b>14,84,801</b>	<b>-</b>	<b>14,84,801</b>	<b>12.57</b>	<b>10,05,436</b>	<b>-</b>	<b>10,05,436</b>	<b>8.51</b>	<b>(4.06)</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	18,13,151	-	18,13,151	15.34	18,13,151	-	18,13,151	15.34	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	3,87,024	-	3,87,024	3.28	3,87,024	-	3,87,024	3.28	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2):</b>	<b>22,00,175</b>	<b>-</b>	<b>22,00,175</b>	<b>18.62</b>	<b>22,00,175</b>	<b>-</b>	<b>22,00,175</b>	<b>18.62</b>	<b>-</b>
<b>Total Shareholding of Promoters (A) = (A)(1) + (A)(2)</b>	<b>36,84,976</b>	<b>-</b>	<b>36,84,976</b>	<b>31.19</b>	<b>32,05,611</b>	<b>-</b>	<b>32,05,611</b>	<b>27.13</b>	<b>(4.06)</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	25,764	-	25,764	0.22	25,774	-	25,774	0.22	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others – Foreign Portfolio Investor	16,939	-	16,939	0.14	16,939	-	16,939	0.14	-
<b>Sub-Total (B)(1):</b>	<b>42,703</b>	<b>-</b>	<b>42,703</b>	<b>0.36</b>	<b>42,713</b>	<b>-</b>	<b>42,713</b>	<b>0.36</b>	<b>-</b>
<b>(2) Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	11,00,427	-	11,00,427	9.31	13,37,189	-	13,37,189	11.32	2.01
ii) Overseas	2,97,992	3,00,000	5,97,992	5.06	2,97,992	3,00,000	5,97,992	5.06	-
<b>b) Individuals</b>									
i) Individual Shareholders holding nominal share capital upto ₹ 1 lakhs	18,40,099	8,579	18,48,678	15.65	18,68,519	6,216	18,74,735	15.87	0.22
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	30,38,114	-	30,38,114	25.71	32,11,343	-	32,11,343	27.18	1.47
<b>C) NBFCs Registered with RBI</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## Annexure - 1 (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>d) Others (specify)</b>									
NRIs	11,83,412	45,188	12,30,600	10.39	12,61,386	40,188	13,01,574	11.02	0.63
Clearing Member	1,07,407	-	1,07,407	0.91	77,740	-	77,740	0.66	(0.25)
Directors/Relatives	1,26,419	-	1,26,419	1.07	1,26,419	-	1,26,419	1.07	-
Trust	-	-	-	-	-	-	-	-	-
Foreign Trust	38,886	-	38,886	0.33	38,886	-	38,886	0.33	-
Foreign Nationals	-	2,000	2,000	0.02	-	2,000	2,000	0.02	-
IEPF	96	-	96	0.00	96	-	96	0.00	-
<b>Sub-Total (B)(2):</b>	<b>77,32,852</b>	<b>3,55,767</b>	<b>80,88,619</b>	<b>68.45</b>	<b>82,19,570</b>	<b>3,48,404</b>	<b>85,67,974</b>	<b>72.51</b>	<b>4.06</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>77,75,555</b>	<b>3,55,767</b>	<b>81,31,322</b>	<b>68.81</b>	<b>82,62,283</b>	<b>3,48,404</b>	<b>86,10,687</b>	<b>72.87</b>	<b>4.06</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>1,14,60,531</b>	<b>3,55,767</b>	<b>1,18,16,298</b>	<b>100.00</b>	<b>114,67,894</b>	<b>3,48,404</b>	<b>118,16,298</b>	<b>100</b>	<b>-</b>

## (ii) Shareholding of Promoters as on 31 March, 2020

Sr No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Amit Sheth	7,88,402	6.67	32.03	8,38,812	7.10	30.10	0.43
2	Paresh Zaveri	17,59,651	14.89	47.74	17,59,651	14.89	47.74	-

Note: Mr. Bhavesh Rameshchandra Talsania and Mr. Sanjay Desai along with the persons acting in concert with Mr. Sanjay Desai as mentioned below were reclassified into the category of "public shareholders" from the "promoter and promoter group" pursuant to the approval of shareholders at the Annual General Meeting of the Company held on 20 September, 2019 and vide approval of the BSE Limited and National Stock Exchange of India Limited dated 09 December, 2019 pursuant to Regulation 31A of the LODR.

Persons Acting in concert with Mr. Sanjay Desai

1. Anantra Dayalji Desai (HUF)
2. Anantra Dayalji Desai
3. Arti Sanjay Desai
4. Jagrat Sanjay Desai



## (iii) Change in Promoters' Shareholding as on 31 March, 2020

Sr. No.	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1)	<b>Amit Sheth - Promoter, Chairman and Whole Time Director</b>				
	At the beginning of the year	7,88,402	6.67	7,88,402	6.67
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Purchase of 8000 shares on 14 August,2019	8,000	0.07	7,96,402	6.74
	Purchase of 655 shares on 16 August,2019	655	0.01	7,97,057	6.75
	Purchase of 1049 shares on 19 August,2019	1,049	0.01	7,98,106	6.75
	Purchase of 482 shares on 20 August,2019	482	0.00	7,98,588	6.76
	Purchase of 5000 shares on 21 August,2019	5,000	0.04	8,03,588	6.80
	Purchase of 5538 shares on 22 August,2019	5,538	0.05	8,09,126	6.85
	Purchase of 13479 shares on 23 August,2019	13,479	0.11	8,22,605	6.96
	Purchase of 1161 shares on 26 August,2019	1,161	0.01	8,23,766	6.97
	Purchase of 1018 shares on 27 August,2019	1,018	0.01	8,24,784	6.98
	Purchase of 1066 shares on 29 August,2019	1,066	0.01	8,25,850	6.99
	Purchase of 12962 shares on 30 August,2019	12,962	0.11	8,38,812	7.10
	At the End of the year	8,38,812	7.10	8,38,812	7.10
2)	<b>Paresh Zaveri - Promoter and Non-Executive Director</b>				
	At the beginning of the year	17,59,651	14.89	17,59,651	14.89
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	17,59,651	14.89	17,59,651	14.89

## iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs) as on 31 March, 2020

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	% change in shareholding during the year
1	Naresh Nagpal	5,74,505	4.86	5,74,505	4.86	-
2	Ajay Dilkush Sarupria	5,21,547	4.41	5,21,547	4.41	-
3	Sam Financial Services	3,99,133	3.38	3,99,133	3.38	-
4	Insight Holdings Pte Ltd	3,00,000	2.54	3,00,000	2.54	-
5	Indusvaley Holdings Pte Ltd	2,97,992	2.52	2,97,992	2.52	-
6	Naishadh Jawahar Paleja	2,90,000	2.45	2,90,000	2.45	-
7	Vistra ITCL	58,500	0.50	2,63,104	2.23	1.73
8	Bhaves Rameshchandra Talsania	2,42,120	2.05	2,42,120	2.05	-
9	Adesh Ventures LLP	2,33,501	1.98	2,33,501	1.98	-
10	Daga Sandeep Ramdas	1,76,098	1.49	1,76,098	1.49	-

## Annexure - 1 (Contd.)

## (v) Shareholding of Directors and Key Managerial Personnel as on 31 March, 2020

Sr. No.	No. of shares	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1)	<b>Dr. Mahendra Mehta - Independent and Non-Executive Director</b>				
	At the beginning of the year	1,26,419	1.07	1,26,419	1.07
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	1,26,419	1.07	1,26,419	1.07
2)	<b>Kalpna Sah - Independent and Non-Executive Director</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	Nil	Nil	Nil	Nil
3)	<b>Vimal Garachh – Chief Financial Officer</b>				
	At the beginning of the year	13	0	13	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	13	0	13	0
4)	<b>Nilesh Kharche - Company Secretary</b>				
	At the beginning of the year	1	0	1	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	1	0	1	0

## V. INDEBTEDNESS

## Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1,638.46	214.64	-	1,853.10
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not Due	15.00	-	-	15.00
<b>Total (i+ii+iii)</b>	<b>1,653.46</b>	<b>214.64</b>	<b>-</b>	<b>1,868.10</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	-	25.00	-	25.00
• Reduction	(301.22)	(46.29)	-	(347.51)
<b>Net Change Indebtedness at the end of the financial year</b>				
i) Principal Amount	1,340.24	192.85	-	1,533.09
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	12.00	0.50	-	12.50
<b>Total (i+ii+iii)</b>	<b>1,352.24</b>	<b>193.35</b>	<b>-</b>	<b>1,545.59</b>



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director / Whole Time Director / Manager:

(₹ Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Amit Sheth - Chairman and Whole Time Director		
1.	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24.50		24.50
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-		-
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2.	Stock Option	-		-
3.	Sweat Equity	-		-
4.	Commission	-		-
	- as % of profit			
	- others			
5.	Others	-		-
	<b>Total</b>	<b>24.50</b>		<b>24.50</b>

B. Remuneration to other Directors: Details of sitting fees is provided in Corporate Governance Report.

### C. Remuneration to Key Managerial Personnel other than MD/ WTD/Manager

(₹ Lakhs)

Sr. no.	Particulars of Remuneration	Name of Key Managerial Person		
		Vimal Garachh (CFO)	Nilesh Kharche (CS)	Total
1.	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income- tax Act, 1961	14.93	10.77	25.70
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit			
	- others			
5.	Others	-	-	-
	<b>Total</b>	<b>14.93</b>	<b>10.77</b>	<b>25.70</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

For and on behalf of the Board of Directors

**Amit Sheth**  
Chairman & Whole Time Director

Place : Navi Mumbai

Date : 23<sup>rd</sup> June, 2020

## Annexure – 2

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.**

The CSR Policy of the Company has been framed upon the recommendation of the Corporate Social Responsibility Committee. The CSR policy is uploaded on the website: [www.trehara.com](http://www.trehara.com).

2. **Composition of the CSR Committee:**

Mrs. Kalpana Sah – Chairperson

Mr. Paresh Zaveri – Member

Mr. Amit Sheth - Member

3. **Prescribed CSR Expenditure:**

Two percent of the average net profit of the company for the last two financial years.

4. **Details of CSR spend for the financial year – 2019-20**

a) Total amount spent for the financial year: ₹ 5 lakhs

b) Amount unspent, if any: NIL

**Manner in which the amount spent during the financial year is detailed below: -**

(1) Sr. No.	(2) CSR project or activity identified	(3) Sector in which the Project is overed	(4) Projects or programs  (1) Local area or other  (2) Specify the State and district where projects or programs was undertaken	(5) Amount (₹) outlay (budget) project or programs wise	(6) Amount (₹) spent on the projects or programs Sub-heads:  (1) Direct expenditure on projects or programs  (2) Overheads:	(7) Cumulative expenditure (₹) up to the reporting period.	(8) Amount spent: Direct or through implementing agency
1	In the field of promoting education including special education, employment enhancing vocation skills especially among youth, children and woman and enable them access to government schemes, health services.	Cl.3. Contributing or collaborating with registered trust. Cl.6. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.	Ahmedabad, Gujrat, India	5 lakhs	5 lakhs	5 lakhs	Aadhar Foundation

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

**Mr. Amit Sheth,  
Chairman & Whole Time Director**

**Mr. Paresh Zaveri,  
Non-Executive Director**

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020



## Annexure - 3

### FORM NO. MR-3

#### Secretarial Audit Report

#### For the Financial Year ended 31 March, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Trejhara Solutions Limited  
Unit No. 601, Sigma IT Park, Plot No. R-203,  
R-204 T.T.C. Industrial Estate, Rabale,  
Navi Mumbai Thane, Maharashtra -400701.

Dear Sir,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TREJHARA SOLUTIONS LIMITED (CIN: L72900MH2017PLC292340)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company, during the audit period covering the financial year ended on 31 March, 2020 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended 31 March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; ;(Not applicable to the Company during the Audit period)
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
  - (f) 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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit period); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit period);
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulation");



## Annexure - 3 (Contd.)

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

Observation 1: The Company has appointed Chief Financial Officer (CFO) as per the provisions of Section 203 of Companies Act, 2013 with effect from 1<sup>st</sup> June, 2019.

Observation 2: The chairperson of nomination and remuneration committee and stakeholder's relationship committee did not attend Annual General Meeting.

Observation 3: The company could not complete the filing in respect of appointment of Independent Director on the Board of unlisted material subsidiary incorporated outside India.

**I further report that**, on examination of the relevant documents and records on test-check basis, the Company has complied with the Information Technology Act, 2000 which is applicable specifically to the Company.

**I further report that**, the Board of Directors of the Company is constituted with balance of Executive Directors, Non-Executive Directors and Independent Directors. There is no change in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board meetings and committee meetings are carried out unanimously or as recorded in the minutes of the meeting of Board of Directors or committee of the Board, as the case may be.

**I further report that** there are systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period, the Company has no event having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

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

**Yogesh D. Dabholkar**  
**Proprietor**  
**FCS No: 6336**  
**COP No: 6752**

**UDIN:** F006336B000402743

**Place :** Dombivli  
**Date :** 30<sup>th</sup> June, 2020

This report is to be read with our letter of even date which is annexed as **Annexure** and forms an integral part of this report.

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

**ANNEXURE**

To,  
The Members,  
Trehara Solutions Limited  
Unit No. 601, Sigma IT Park, Plot No. R-203,  
R-204 T.T.C. Industrial Estate, Rabale,  
Navi Mumbai Thane, Maharashtra -400701.

My report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. I believe that the process and practices followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

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

**Yogesh D. Dabholkar**  
**Proprietor**  
**FCS No: 6336**  
**COP No: 6752**

**UDIN:** F006336B000402743

**Place :** Dombivli  
**Date :** 30<sup>th</sup> June, 2020

## Annexure – 4

### PARTICULARS OF EMPLOYEES

Disclosures pertaining to the remuneration and other details as required under section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are as follows:

**1) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31 March, 2020:**

Remuneration to Executive Director:

Mr. Amit Sheth, Chairman and Whole Time Director\*: ₹ 24,57,136/-

Median remuneration of employee is ₹ 6,70,000/-

Independent Directors did not received remuneration, except sitting fees for attending Board Meetings, the ratio of which to the median remuneration is as follows:

Name of the Director	Ratio to median Remuneration
Mr. Amit Sheth, Chairman and Whole Time Director *	0.27:1
Dr. Mahendra Mehta – Independent and Non- Executive Director	16.75:1
Mrs. Kalpana Sah - Independent and Non- Executive Director	22.30:1

**2) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

Name of the Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager	Percentage Increase in Remuneration
Mr. Amit Sheth (Chairman and Whole Time Director)*	Nil
Mr. Vimal Garachh (Chief Financial Officer)**	Nil
Mr. Nilesh Kharche (Company Secretary)	26%

- 3) The percentage increase in the median remuneration of employees in the financial year: 5%
- 4) The number of permanent employees on the rolls of company as on 31 March, 2020 were 203.
- 5) Average percentile increase already made in the salaries of the employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Average percentile increase in salaries of employees other than managerial personnel was 4% and increase in the salary of managerial personnel was at 26% .
- 6) The Company affirms remuneration is as per the remuneration policy of the Company.

**Note:**

\* Company has paid remuneration to Mr.Amit Sheth, Chairman & Whole Time Director w.e.f 01<sup>st</sup> December, 2019.

\*\* Mr. Vimal Garachh, Chief Financial Officer of the Company was appointed w.e.f. 01<sup>st</sup> June, 2019.



# Corporate Governance Report

## 1. Company's Philosophy on Corporate Governance

Corporate Governance implies the conduct in which a company is managed to the paramount interest of all the concerned stakeholders. The Board of Directors and the Executive Management are committed to run the affairs of the Company in a fair, transparent and ethical manner and Trejhara has formulated set of systems, procedures to ensure that the affairs of the Company and managed in compliance with the laws and regulations.

## 2. Composition and Category Directors

Board of Directors as on the date of this Report, the Board consists of Four Directors. None of the Directors or KMP of the Company are related inter- se.

The Details of attendance of Directors at Board Meetings, last Annual General Meeting ("AGM") and number of other directorships and the Committee positions of each Director in various companies and other requisite details are as under:

Sr. No.	Name of the director	Category	No. of Meeting held during the year	No of Board meeting Attended during the year	Attendance at the last AGM	List and Category of Directorship in other Listed Companies	Chairman / Member of Committees in other Listed Company (Audit and Stakeholder Committee)	Core skills/ expertise/ competencies identified by the board of directors as required in the context of its business(es) and sector
1	Mr. Paresh Zaveri	Promoter and Non- Executive Director	4	1	Yes	1) Aurionpro Solutions Limited (Managing Director) 2) Quest Softech (India) Limited (Independent Director)	Chairmanship - Nil Membership - 2	Corporate Finance, Supply Chain and General Management
2	Mr. Amit Sheth	Promoter, Chairman and Whole Time Director	4	4	Yes	1) Aurionpro Solutions Limited (Non- Executive Director)	Chairmanship - Nil Membership - 2	Leadership, Overall Business Management and Strategic Guidance
3	Dr. Mahendra Mehta	Independent and Non-executive Director	4	4	Yes	1) Aurionpro Solutions Limited (Independent Director)	Chairmanship - 1 Membership - 2	Finance acumen
4	Mrs. Kalpana Sah	Independent and Non-executive Director	4	3	No	-	-	Finance acumen

## 3. Directors Profile proposed to be re- appointed in ensuing Annual General Meeting

The information as required to be disclosed under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR") and brief profile of directors in case of appointment/reappointment of director is incorporated in explanatory statement of AGM Notice forming part of the Annual Report.

## 4. Board Appointment/ Reappointment, Familiarization

At the time of appointing a Director, a formal letter of appointment is given which inter alia explains the role, functions, duties and responsibilities expected of him as a director of the Company. Periodic presentations are made at the board and committee meetings on business and performance updates of the Company, global business environment, business strategy and risk involved. The familiarization program is conducted to provide insights into the Company to enable the Directors to understand its business and contribute significantly to the Company.

The details of familiarization program imparted to Independent directors is available on following link; [www.trejgara.com](http://www.trejgara.com)

## Corporate Governance Report (Contd.)

### 5. Confirmation by the Board on Fulfillment of Independence of the Independent Director

The Board hereby confirms that the Independent Directors of the Company fulfill all the conditions specified in the LODR and are Independent of the Management.

### 6. Board Meetings

There were four Board meetings held during the Financial Year 2019-20 on viz. 28 May, 2019, 09 August, 2019, 08 November, 2019 and 04 February, 2020.

The gap between two meetings did not exceed 120 days.

The Board meetings are generally held at the registered office of the Company. In order to facilitate participation, the Company makes available video/audio conferencing facility to its outstation Directors. Necessary compliances as required under the Companies Act, 2013, ("the Act") and the Companies (Meetings of the Board and its Powers) Rules, 2014, were followed in this regard. The participation through tele conferencing is not considered for the purpose of quorum as per the provisions of the Act. The dates of the Board meetings are fixed in advance and in order to facilitate informed deliberations, necessary information along with the agenda is sent to the Board members before the meeting. Further, presentations made by the executive management on various strategic and operational matters.

### 7. Remuneration and Number of Share held by Directors

#### a) Payment to the Non-Executive Directors and Independent Directors;

During the year ended 31 March, 2020 the Company did not pay any remuneration by way of commission or sitting fees to the Executive and Non-Executive Directors. However, the terms of appointment of Mr. Amit Sheth were modified vide resolution passed by the Members of the Company through postal ballot, the result of which were declared on 10 June, 2020, and pursuant to which Members have approved the payment of remuneration of ₹ 75 Lakh per annum to Mr. Amit Sheth with effect from 01<sup>st</sup> December, 2019. Independent Directors were paid sitting fees of ₹ 10,000/- per meeting, for each of the Board Meetings attended by them. The Company had paid sitting fees to the Independent Directors during the year 2019 –20.

The details of remuneration and sitting fees paid to Directors are as below:

₹ in Lakhs				
Sr. No.	Name of Director	Total Sitting Fees	Basic Salary	Other Allowance
1	Dr. Mahendra Mehta	0.40	-	-
2	Mrs. Kalpana Sah	0.30	-	-
3	Amit Sheth	-	8.56	16.01

#### b) Number of Equity Shares held by Directors as on 31 March, 2020 are as follows;

Sr. No	Name of Director	No of Shares	No of Warrants	% of Holding
1	Mr. Paresh Zaveri	17,59,651	0	14.89
2	Mr. Amit Sheth	8,38,812	0	7.10
3	Dr. Mahendra Mehta	1,26,419	0	1.07
4	Mrs. Kalpana Sah	0	0	0

### 8. Performance Evaluation

The Nomination and Remuneration Committee has devised criteria for the evaluation of the performance of the Directors including Independent Directors. The said criteria provide certain parameters like attendance, effective participation, Experience of Directors, qualifications etc.



## 9. Board Committees

The composition and terms of reference of Audit Committee, Stakeholders' Relationship/Investor Grievances & Share Transfer Committee, Nomination and Remuneration/Compensation Committee and Corporate Social Responsibility Committee are set out below;

### i. Audit Committee:

Brief description of terms of reference:

- (1) oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to financial statements;
  - f) disclosure of any related party transactions;
  - g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the Company, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;

## Corporate Governance Report (Contd.)

- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (21) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision

The Committee also reviews other matters as required by the LODR and other laws, rules and regulations.

The Composition of the Audit Committee as on 31 March, 2020, is as follows.

Sr. No.	Name of Director	Category	Designation
1	Dr. Mahendra Mehta	Independent Director	Chairman
2	Mrs. Kalpana Sah	Independent Director	Member
3	Mr. Amit Sheth	Director	Member

The qualifications and expertise of the Committee members are as per the Regulation 16(1)(b) of the LODR and Section 177 of the Act. The Chairman of the Committee is an Independent Director. The Company Secretary acts as the Secretary to the Committee. The Chairman of the Audit Committee had attended the previous Annual General Meeting held on 20 September, 2019, to respond to the queries of the Members.

During the year, four meetings of the Audit Committee were held on 28 May, 2019, 09 August, 2019, 08 November, 2019 and 04 February, 2020 and the attendance was as follows: -

Sr. No.	Name	No of Meetings entitled to attend	No of Meeting Attended
1	Dr. Mahendra Mehta	4	4
2	Mrs. Kalpana Sah	4	3
3	Mr. Amit Sheth	4	4

### ii. Stakeholders Relationship/Investors Grievances & Share Transfer Committee

The Committee reviews matters involving the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends.

The Committee performs, inter alia, the functions specified in Regulation 20 of the LODR and section 178 of the Act.

Brief description of terms of reference:

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The composition of Stakeholders Relationship/Investors Grievances & Share Transfer Committee as on 31 March, 2020, is as follows.

Sr. No.	Name of Director	Category	Designation
1	Mrs. Kalpana Sah	Independent Director	Chairperson
2	Mr. Amit Sheth	Director	Member
3	Mr. Paresh Zaveri	Director	Member



During the period ended on 31 March, 2020, the Company has not received complaint from the Investor.

Mr. Nilesh Kharche is the Compliance Officer of the Company.

During the year, one meeting of the Stakeholders Relationship/Investors Grievances & Share Transfer Committee were held on 04 February, 2020 and the attendance was as follows:

Sr. No.	Name of Director	No of Meeting entitled to attend	No of meeting attended
1	Mrs. Kalpana Sah	1	1
2	Mr. Amit Sheth	1	1
3	Mr. Paresh Zaveri	1	0

### iii. Nomination & Remuneration/ Compensation Committee

The Committee performs, inter alia, the functions specified in Regulation 19 of the LODR and section 178 of the Act.

Brief description of terms of reference:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (6) recommend to the board, all remuneration, in whatever form, payable to senior management.

The Composition of the Nomination & Remuneration/Compensation Committee as on 31 March, 2020, was as follows.

Sr. No.	Name of Director	Category	Designation
1	Mrs. Kalpana Sah	Independent Director	Chairperson
2	Dr. Mahendra Mehta	Independent Director	Member
3	Mr. Paresh Zaveri	Director	Member

During the year, Committee met two times on 28 May, 2019 and 04 February, 2020 and the attendance was as follows: -

Sr. No.	Name	No of Meetings entitled to attend	No of Meeting Attended
1	Mrs. Kalpana Sah	2	1
2	Dr. Mahendra Mehta	2	2
3	Mr. Paresh Zaveri	2	1

#### Performance evaluation criteria for independent directors

The performance evaluation criteria for independent directors is determined by the Board.

Board has identified some factors on which evaluation is carried out which includes active participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.



## Corporate Governance Report (Contd.)

## iv. Corporate Social Responsibility (CSR) Committee.

The Board has constituted Corporate Social Responsibility (CSR) Committee, to contribute to sustainable economic development and to produce an overall positive impact on society. The details of such committee are given under point 9 in the Directors Report.

The Committee performs the functions contemplated under the Companies (Corporate Social Responsibility Policy) Rules, 2014 or as may be amended from time to time.

Brief description of terms of reference:

- (1) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company, specified in Schedule VII of the Companies Act, 2013;
- (2) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- (3) monitor the Corporate Social Responsibility Policy of the company from time to time.

The Composition of the CSR Committee as on 31 March, 2020, was as follows.

Sr. No.	Name of Director	Category	Designation
1	Mrs. Kalpana Sah	Independent Director	Chairperson
2	Mr. Paresh Zaveri	Director	Member
3	Mr. Amit Sheth	Director	Member

During the year, the Committee met on 13 February, 2020.

## 10. General Body Meetings

Year	Day, Date and Time	Location	No of Special Resolutions passed	Information regarding Special Resolutions
2017-18	28 August, 2018	Unit no. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale Navi Mumbai - 400701	Nil	Nil
2018-19	20 September, 2019	Hotel Ramada, 156, Millennium Hall No. M3, 1 <sup>st</sup> Floor, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai - 400710	3	a) Grant of authority to Board under section 180 (1) (a) of the Act. b) Grant of authority to board under section 180 (1) (c) of the Act. c) Grant of authority to board under section 186 of the Act.

## 11. Postal Ballot

During the year two resolutions were passed by the Members with requisite majority through Postal Ballot. The result of the said postal ballot was declared on 10 June, 2020, details of which are as under.

## a) Change in terms of appointment of Mr. Amit Sheth - Whole Time Director of the Company.

Particulars	No. of Shares	Percentage %
Total number of shares polled in favour of Ordinary resolution	36,67,670	100
Total number of shares polled against Ordinary resolution	1	0

## b) To Increase Investment Limit In Company By Foreign Portfolio Investors, Non-Resident Indians.

Particulars	No. of Shares	Percentage %
Total number of shares polled in favour of Special resolution	45,06,482	100
Total number of shares polled against Special resolution	1	0

The Company conducted the postal ballot exercise in the manner provided under the provisions of Section 110 and other applicable provisions, if any, of the Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014.



In all above Postal Ballot conducted, the Company had also offered e-voting facility, through National Securities Depository Limited, to enable the shareholders to cast their votes electronically. The Board had appointed M/s. RS & MP Associates as the scrutinizer to conduct the Postal Ballot process.

No business is proposed to be transacted through postal ballot at the forthcoming Annual General Meeting.

## 12. Other disclosures

- **Related Party Transactions:** During the year there were no material significant transactions with the related parties viz. Promoters, Directors and their relatives, their Subsidiaries, conflicting with the Company's interest. The policy as to Related Party Transactions, as approved by the Board, is available on the Company's website at [www.trejhara.com](http://www.trejhara.com) and the policy for determining material subsidiaries is disclosed on the Company's Website that is [www.trejhara.com](http://www.trejhara.com).

Necessary disclosures as to related party transactions, as required have been made in the standalone notes to accounts of the Annual Report.

- **Details of Non-compliance, Penalties, Strictures by Stock Exchange/SEBI/Any Authority on matter related to capital markets, during the last three years:** the Company has not been subjected to any penalties or strictures from the stock exchanges, SEBI or any other statutory/regulatory authority on matters related to capital markets.
- **Vigil Mechanism / Whistle Blower Policy:** The Company has in place a Vigil Mechanism/Whistle Blower policy pursuant to which employees can raise their concerns about the management, operations and other affairs of the Company. No employee has been denied access to the Audit Committee in this regard.
- **Compliance with Mandatory Requirements of the LODR: Company has Complied with requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 except as below:**
  1. **Regulation 19(3) and Regulation 20(3) of the LODR:** The Chairperson of nomination and remuneration committee and stakeholder's relationship committee did not attend annual general meeting.
    - Response:** The Chairperson of nomination and remuneration committee and stakeholder's relationship committee could not attend the annual general meeting, due to personal emergencies.
  2. **Regulation 24(1) of the LODR:** The Company could not complete the filing in respect of appointment of Independent Director on the Board of unlisted material subsidiary.
    - Response:** The Company has appointed Independent Directors on the Board of unlisted material subsidiary incorporated outside India and the filing formalities relating to the same are in process.
- **Compliance with Non – Mandatory and Adoption of discretionary requirement:** The Company is committed to implement the best governance practices and in addition to the mandatory requirements. The Board and the management strives to implement other non-mandatory requirements in future.
- **Web link where containing policy for determining 'material' subsidiaries:** Company has placed policy relating material subsidiaries on the website [www.trejhara.com](http://www.trejhara.com).
- **Commodity Price Risks or Foreign Exchange Risks and Hedging Activities:** The details of foreign currency exposure have been disclosed in note no 36 of Consolidated notes to accounts of the Annual Report.
- **Certificate from Practicing Company Secretary:** The Company has obtained a Certificate pursuant to the Regulation 34(3) read with Schedule V of the LODR, from M/s Yogesh Dabholkar & Co., Practicing Company Secretaries, confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as Directors of the companies either by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such statutory authority.
- **Fees paid to Statutory Auditors:** The fees paid to the statutory auditors are given under the note no. 36 of the standalone financial statement forming part of this Annual Report.
- **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:** Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, forms part of Directors Report.
- **Compliance with Schedule V:** The Company is in compliance of all the requirements mentioned in sub-paras (2) to (10) of section C of Schedule V of the LODR except as mentioned above
- **Code of Conduct for prevention of Insider Trading:** The Code of Conduct pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations 2015 has been put in place and adhered to.

## Corporate Governance Report (Contd.)

- **Declaration Regarding Compliance with the company's code of conduct:** A Code of Business Conduct & Ethics has been adopted for Directors and the Senior Management and posted on the website of the Company [www.trejhara.com](http://www.trejhara.com). All Board members and senior management have affirmed compliance with the code for the period ended 31 March, 2020.
- **Compliance Certificate:** Pursuant to the provisions of Regulation 17(8) of the LDOR, Mr. Amit Sheth, Whole Time Director and Mr. Vimal Garachh, Chief Financial Officer of the Company has issued a certificate to the Board, for the period ended 31 March, 2020.

**13. Equity Shares in the Suspense Account**

In terms of Clause F of the Schedule V of the of the LODR, the details in respect of equity shares lying in the suspense accounts which were issued in demat form and physical form, respectively, are as under:

Particulars	Demat		Physical	
	Number of Shareholders	Number of Equity shares	Number of shareholders	Number of Equity shares
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on 1 <sup>st</sup> April, 2019.	1	35	Nil	Nil
Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the period under review.	Nil	Nil	Nil	Nil
Number of shareholders and aggregate number of shares transferred to the Unclaimed Suspense Account during the period under review.	Nil	Nil	Nil	Nil
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on 31 March, 2020	1	35	Nil	Nil

**14. Means of communication**

Quarterly, half-yearly and annual financial results of the Company are communicated to the stock exchanges immediately after the same are approved by the Board and those published in prominent English (Free Press Journal) and Marathi (NavShakti) newspapers. The results and other news releases are also posted on the Company's website, [www.trejhara.com](http://www.trejhara.com).

**15. General shareholder Information**

- **Company Registration Details:** The Company is registered in the State of Maharashtra. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L72900MH2017PLC292340.
- **Annual General Meeting:** The 3<sup>rd</sup> Annual General Meeting is scheduled on 18 September, 2020 at 12.00 noon (IST) through Video Conference / Other Audio Visual Means, in accordance with the MCA general circular no. 20/2020 dated 5 May, 2020 read with general circular no. 14/2020 dated 8 April, 2020 and general circular no. 17/2020 dated 13 April, 2020 (collectively referred to as 'MCA Circulars') permitting the holding of AGM through VC/OAVM, without the physical presence of members at the common venue during this times of Covid-19 pandemic and resultant restrictions on the movement of people at several places in the country.
- Financial Year: 01<sup>st</sup> April, 2020 to 31 March, 2021
- Financial Calendar: (Tentative)
  - First quarter results : 9 August, 2020
  - Second quarter results : 13 November, 2020
  - Third quarter results : 13 December, 2020
  - Fourth quarter results : 28 May, 2021
  - Annual General Meeting : 20 September, 2021
- **Book Closure:** The Register of Members and the Share Transfer Register will remain closed from Saturday, 12 September, 2020 to Saturday, 19 September, 2020 both days inclusive.



➤ **Shares Listed at:** The equity shares of the Company are listed on below stock exchanges.

BSE Limited (BSE)	National Stock Exchange of India Ltd (NSE)
Phiroze Jeejeebhoy Towers, Dalal Street, Kala Ghoda, Fort, Mumbai, Maharashtra 400001	Exchange Plaza Block G, C 1, Bandra Kurla Complex, G Block BKC, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400051

➤ **Payment of Listing Fees:** Annual listing fee for the year 2019-20 has been paid by the Company to BSE Limited and to National Stock Exchange of India Limited.

➤ **Stock Code:**

BSE Limited (BSE)	542233
National Stock Exchange of India Limited (NSE)	TREJHARA
Demat ISIN Number in NSDL & CDSL for Equity Shares	INE00CA01015

➤ **Market Price Data:**

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2019	30.80	22.85	29.85	24.05
May 2019	31.00	22.65	30.15	22.00
June 2019	27.90	19.85	30.20	19.75
July 2019	22.00	13.20	22.45	12.40
August 2019	15.29	11.11	16.95	10.60
September 2019	18.40	14.12	17.85	14.80
October 2019	15.45	12.20	16.20	11.50
November 2019	15.48	13.30	17.30	13.85
December 2019	14.27	11.17	15.90	11.10
January 2020	14.00	10.25	13.20	10.50
February 2020	13.23	7.40	12.60	7.00
March 2020	8.99	5.70	8.45	4.45

➤ **Share Price Performance in comparison to broad-based indicat es – BSE Sensex and NSE Nifty (Month-end closing)**

Month	BSE		NSE	
	BSE Monthly ₹	BSE - Sensex	NSE Monthly ₹	NSE - Nifty
April 2019	26.00	39,031.55	25.55	11,748.15
May 2019	26.60	39,714.20	25.00	11,922.80
June 2019	22.00	39,394.64	20.95	11,788.85
July 2019	13.90	37,481.12	12.45	11,118.00
August 2019	14.16	37,332.79	15.45	11,023.25
September 2019	16.25	38,667.33	15.90	11,474.45
October 2019	13.55	40,129.05	14.75	11,877.45
November 2019	13.72	40,793.81	15.25	12,056.05
December 2019	11.33	41,253.74	11.30	12,168.45
January 2020	11.12	40,723.49	11.50	11,962.10
February 2020	7.80	38,297.29	7.30	11,201.75
March 2020	5.70	29,468.49	5.80	8,597.75

(Source: BSE & NSE websites)

➤ **Registrar and Transfer Agent**

**Bigshare Services Private Limited,**  
1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp.Vasant Oasis, Makwana Road,  
Marol, Andheri (E), Mumbai - 400059  
Tel: 022-62638200 Fax: 022-62638299  
Website: www.bigshareonline.com.

## Corporate Governance Report (Contd.)

### ➤ Share Transfer System:

The Stakeholders Relationship/Investors Grievances & Share Transfer Committee approve transfer of shares.

Valid share transfer documents, if any, are processed and duly endorsed share certificate are dispatched to the respective transferees, within prescribed time. In terms of Regulation 40(9) of the LODR, a practicing Company Secretary audits share transfer process, every six months, and issues a certificate, which is submitted to the stock exchanges.

### ➤ Shareholding Profile as on date of this report.

#### a. Distribution of Shareholding:

Range	No. of Shareholders	Percentage % of Total Holders	Total Capital in Rupees	% of Total Capital	
1	5,000	7,132	88.82	57,73,480	4.88
5,001	10,000	321	3.99	25,25,280	2.13
10,001	20,000	230	2.86	33,34,180	2.82
20,001	30,000	81	1.00	20,63,050	1.74
30,001	40,000	52	0.64	18,35,440	1.55
40,001	50,000	37	0.46	17,13,750	1.45
50,001	1,00,000	58	0.72	41,29,080	3.49
1,00,001	999999999	118	1.46	9,67,88,720	81.91

#### b. Holding Profile

Mode	Demat	(%)	Physical	(%)	Total
Shares	1,14,67,894	97.05	3,48,404	2.95	100
Members	7,797	99.19	63	0.81	7,860

#### c. Dividend Profile

Financial Year	Dividend Declared (₹)	Date of Declaration	Dividend Payment Date
2018 - 19	₹ 0.50 per Equity share of ₹ 10 each	20 September, 2019	30 September, 2019

### ➤ Dematerialization of Shares and Liquidity

The Company's shares are traded compulsorily in dematerialized form and are available for trading with both the depositories, namely, National Securities Depository Limited (NSDL) and Central Depository Services of (India) Limited (CDSL).

### ➤ Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity: NIL

### ➤ Credit Ratings

Company has not obtained any credit rating.

### ➤ Plant Locations

In view of the nature of the Company's business viz. Information Technology Services, the Company operates from various offices in India and abroad and does not have any manufacturing plant.

### ➤ Contact Person for Enquires

Mr. Nilesh Kharche - Company Secretary

Email: investor@trejhara.com

The above email address is a designated email address where investors can mark their grievances.

### ➤ Address for Correspondence

#### Trejhara Solutions Limited

Registered Office:

Unit no. 601, Sigma IT Park,

Plot no. R-203, R-204

T.T.C. Industrial Estate, Rabale,

Navi Mumbai - 400701



# Certification

## The Board of Directors of Trejhara Solutions Limited

We the undersigned, in our respective capacities as Whole Time Director and Chief Financial Officer of Trejhara Solutions Limited (“the Company”) to the best of our knowledge and belief certify that:

- a. We have reviewed (Standalone and Consolidated) financial statements and the cash flow statement for the year ended 31 March, 2020 and that to the best of our knowledge and belief:
  - (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
  - (1) There are no significant changes in internal control over financial reporting during the year;
  - (2) There are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) There have been no instances of significant fraud and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- e. We hereby declare that all the members of the Board of Directors and senior management personnel have confirmed compliance with code of conduct of the Board of Directors and senior management personnel.

## For Trejhara Solutions Limited

**Amit Sheth**  
Chairman & Whole Time Director

**Vimal Garachh**  
Chief Financial Officer

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

## Certificate on Corporate Governance

### COMPLIANCE CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE UNDER PARA E OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

To,  
The Members,  
Trejhara Solutions Limited  
Unit No. 601, Sigma IT Park, Plot No. R-203,  
R-204 T.T.C. Industrial Estate, Rabale, Navi Mumbai  
Thane, Maharashtra -400701.

We have examined the compliance of conditions of Corporate Governance by Trejhara Solutions Limited ("the Company") having CIN: L72900MH2017PLC292340 and having registered office at Unit No. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale, Navi Mumbai, Thane, Maharashtra-400701 for the financial year ended on 31 March, 2020 as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred as 'SEBI Listing Regulations, 2015').

The compliance of conditions of Corporate Governance is the responsibility of Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to explanations given to us, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015, as applicable for the financial year ended on 31 March, 2020 except in respect of matters specified below:

- 1. Regulation 19(3) and Regulation 20(3) of the LODR:** The Chairperson of nomination and remuneration committee and stakeholder's relationship committee did not attend annual general meeting.
- 2. Regulation 24(1) of the LODR:** The Company could not complete the filing in respect of appointment of Independent Director on the Board of unlisted material subsidiary incorporated outside India.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which management has conducted the affairs of the company.

This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

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

**Yogesh D. Dabholkar**  
**Proprietor**  
**FCS No: 6336,**  
**COP No: 6752**

**UDIN:** F006336B000402908

Place : Dombivli  
Date : 30<sup>th</sup> June, 2020

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



# STANDALONE FINANCIALS



# Independent Auditor's Report

To the Members of  
Trejhara Solutions Limited

## Report on the Financial Statements

### Opinion

We have audited the accompanying financial statements of **Trejhara Solutions Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2020, and its profit, total comprehensive income, its cash flows and changes in equity for the year ended on that date.

### Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There are no key audit matters to be disclosed.

### Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so,

consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2020 taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations on its financial position in its financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There is no amount due to transfer to the Investor Education and Protection Fund by the Company during the year ended 31<sup>st</sup> March, 2020.

**For Bajrang Paras & Co.**  
Chartered Accountants  
(Firm Registration No. 118663W)

**Bansi Khandelwal**  
**Partner**  
Membership No. 138205  
UDIN: 20138205AAAABZ6769

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

## Annexure A to Independent Auditors' Report

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

- i. In respect of its Property, plant & Equipment:
  - a) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant & equipment on the basis of available information.
  - b) As explained to us, all the property, plant & equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - a) According to the documents provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings, are held in the name of the Company as at the balance sheet date.
- ii. The Company does not hold any inventories during the year, hence this clause is not applicable.
- iii. According to the information and explanations given to us, the Company has granted unsecured loans to three body corporate, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which :
  - a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
  - b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
  - c) There is no overdue amount remaining outstanding as at the year-end
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. The Company has not accepted any deposits from the public.
- vi. To the best of our knowledge and belief, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Act, in respect of the goods sold and services rendered by the Company.
- vii. According to the information and explanations given to us in respect of statutory dues:
  - a) In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing applicable undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities during the year, except that in certain instances there have been delays.
- b) There are no statutory dues pending to be deposited on account of disputes pending with the various forums.
- viii. Based on our audit procedures and as per the information and explanations given by management, the Company has not defaulted in repayment of dues to any financial institution.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. The Company has paid/provided for managerial remuneration in the books of accounts in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Bajrang Paras & Co.**  
Chartered Accountants  
(Firm Registration No. 118663W)

**Bansi Khandelwal**  
Partner  
Membership No. 138205  
UDIN: 20138205AAAABZ6769

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

## Annexure - B to the Auditors' Report

To the Members of  
Trehara Solutions Limited

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Trehara Solutions Limited** ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Bajrang Paras & Co.**  
Chartered Accountants  
(Firm Registration No. 118663W)

**Bansi Khandelwal**  
Partner  
Membership No. 138205  
UDIN: 20138205AAAABZ6769

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

## Balance Sheet as at 31 March, 2020

	Note	As at 31 March, 2020	As at 31 March, 2019
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	3	15.69	7.01
(b) Other Intangible Assets	4	132.95	209.10
(c) Financial Assets			
(i) Investments	5	16,296.87	7,715.72
(d) Non Current Tax Assets (net)		10.68	53.03
(e) Deferred Tax Assets (net)	6	59.56	46.82
(f) Other Non Current Assets	7	8,038.90	5,168.96
		<b>24,554.65</b>	<b>13,200.64</b>
<b>Current Assets</b>			
(a) Financial Assets			
(i) Trade Receivables	8	315.83	548.91
(ii) Cash and Cash Equivalents	9	21.23	35.33
(iii) Bank Balance other than (ii) above	10	0.41	-
(iv) Loans	11	6,006.97	16,491.37
(v) Other Financial Assets	12	75.05	20.94
(b) Other Current Assets	13	31.11	25.63
		<b>6,450.60</b>	<b>17,122.18</b>
<b>TOTAL</b>		<b>31,005.25</b>	<b>30,322.82</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	14	1,181.63	1,181.63
(b) Other Equity	15	25,937.12	25,703.24
		<b>27,118.75</b>	<b>26,884.87</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	941.15	1,365.80
(b) Provisions	17	160.46	127.96
		<b>1,101.61</b>	<b>1,493.76</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	18	14.64	14.64
(ii) Trade Payables	19		
- Due to Micro and Small Enterprise		6.04	22.33
- Due to Others		111.93	82.60
(iii) Other Financial Liabilities	20	1,315.96	1,129.83
(b) Other Current Liabilities	21	1,272.47	595.77
(c) Provisions	22	46.92	53.63
(d) Current Tax Liabilities (net)		16.93	45.39
		<b>2,784.89</b>	<b>1,944.19</b>
<b>TOTAL</b>		<b>31,005.25</b>	<b>30,322.82</b>
Basis of preparation, measurement and significant accounting policies	2		

The accompanying notes form an integral part of these financial statements.

As per our attached report of even date  
FOR **BAJRANG PARAS & CO.**  
Chartered Accountants  
Firm Registration No. 118663W

For and on behalf of the Board of Directors of Trejhara Solutions Limited  
CIN- L72900MH2017PLC292340

**Bansi Khandelwal**  
Partner  
Membership No 138205

**Amit Sheth**  
Chairman & Director  
DIN : 00122623

**Paresh Zaveri**  
Director  
DIN : 01240552

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

**Nilesh Kharche**  
Company Secretary

**Vimal Garachh**  
Chief Financial Officer

# Statement of Profit and Loss for the year ended 31 March, 2020

	Note	For the year ended 31 March, 2020	For the year ended 31 March, 2019
<b>1 Income</b>			
(a) Revenue From Operations	23	3,343.80	2,725.64
(b) Other Income	24	731.81	1,315.59
(c) <b>Total Income ((a)+(b))</b>		<b>4,075.61</b>	<b>4,041.23</b>
<b>2 Expenses</b>			
(a) Operating Expenses	25	96.51	563.10
(b) Employee Benefits Expense	26	2,543.51	1,878.53
(c) Finance Costs	27	268.69	217.00
(d) Depreciation and Amortisation Expense	3,4	79.21	77.50
(e) Other Expenses	28	642.45	479.53
(f) <b>Total Expenses ((a) to (e))</b>		<b>3,630.37</b>	<b>3,215.66</b>
<b>3 Profit Before Exceptional Items and Tax (1(c)-2(f))</b>		445.24	825.57
<b>4 Exceptional Items</b>		-	-
<b>5 Profit Before Taxation (3-4)</b>		<b>445.24</b>	<b>825.57</b>
<b>6 Tax Expense:</b>			
(a) Current Tax		128.60	235.00
(b) Deferred Tax (Credit) / Charge		(12.74)	73.87
<b>Total Tax Expenses</b>		<b>115.86</b>	<b>308.87</b>
<b>7 Profit After Tax (5-6)</b>		<b>329.38</b>	516.70
<b>8 Other Comprehensive Income</b>			
Remeasurement Employee Benefits		(24.28)	45.79
<b>9 Total Comprehensive Income</b>		<b>305.10</b>	<b>562.49</b>
<b>10 Earnings per equity share of par value ₹ 10 each fully paid up</b>	<b>34</b>		
Basic (₹)		2.79	4.37
Diluted (₹)		2.79	4.37

The accompanying notes form an integral part of these financial statements.

As per our attached report of even date  
FOR **BAJRANG PARAS & CO.**  
Chartered Accountants  
Firm Registration No. 118663W

For and on behalf of the Board of Directors of Trejhara Solutions Limited  
CIN- L72900MH2017PLC292340

**Bansi Khandelwal**  
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**Amit Sheth**  
Chairman & Director  
DIN : 00122623

**Paresh Zaveri**  
Director  
DIN : 01240552

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

**Nilesh Kharche**  
Company Secretary

**Vimal Garachh**  
Chief Financial Officer

## Statement of Changes in Equity for the period ended 31 March, 2020

### (a) Equity share capital

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Balance at the beginning of the year</b>	1,181.63	-
Add: Issue of Equity Shares	-	1,181.63
<b>Balance at the end of the year</b>	<b>1,181.63</b>	<b>1,181.63</b>

### (b) Other Equity

Particulars	Attributable to the equity holders							Total
	Reserves and Surplus						Other Comprehensive Income	
	Capital Reserve	Share Suspense Account	Securities Premium	General Reserve	Capital Redemption Reserve	Retained Earnings	Remeasurement of Actuarial gain/ (Loss)	
<b>Balance as at March 31, 2018</b>	<b>1,307.26</b>	<b>25,766.79</b>	-	-	-	<b>213.79</b>	<b>4.70</b>	<b>27,292.54</b>
Surplus/ (Deficit) of Statement of Profit and Loss	-	-	-	-	-	516.70	-	516.70
Issue of Equity Share	-	(25,766.79)	-	-	-	-	-	(25,766.79)
Premium received on issue of equity shares	-	-	24,585.16	-	-	-	-	24,585.16
Additions/ (Deduction) during the year	(970.16)	-	-	-	-	-	45.79	(924.36)
<b>Balance as at March 31, 2019</b>	<b>337.10</b>	<b>-</b>	<b>24,585.16</b>	<b>-</b>	<b>-</b>	<b>730.49</b>	<b>50.49</b>	<b>25,703.24</b>
Surplus/ (Deficit) of Statement of Profit and Loss	-	-	-	-	-	329.38	-	329.38
Dividend (including dividend distributed tax)	-	-	-	-	-	(71.22)	-	(71.22)
Additions/ (Deduction) during the year	-	-	-	-	-	-	(24.28)	(24.28)
<b>Balance as at March 31, 2020</b>	<b>337.10</b>	<b>-</b>	<b>24,585.16</b>	<b>-</b>	<b>-</b>	<b>988.65</b>	<b>26.21</b>	<b>25,937.12</b>

The accompanying notes form an integral part of these financial statements.

As per our attached report of even date

FOR **BAJRANG PARAS & CO.**

Chartered Accountants

Firm Registration No. 118663W

For and on behalf of the Board of Directors of Trehara Solutions Limited

CIN- L72900MH2017PLC292340

**Bansi Khandelwal**

Partner

Membership No 138205

**Amit Sheth**

Chairman & Director

DIN : 00122623

**Paresh Zaveri**

Director

DIN : 01240552

Place : Navi Mumbai

Date : 23<sup>rd</sup> June, 2020

**Nilesh Kharche**

Company Secretary

**Vimal Garachh**

Chief Financial Officer

## Statement of Cash Flow for the period ended 31 March, 2020

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
<b>A Cash Flow from Operating Activities</b>		
Net Profit Before Tax	445.24	825.57
<b>Adjustments :</b>		
Depreciation and Amortisation Expenses	79.21	77.50
Interest Income	(228.18)	(709.27)
Interest Expenses	204.62	212.25
Provision for doubtful debts	14.38	(50.72)
Foreign exchange gain (net)	(408.08)	(560.10)
<b>Operating Profit before working capital changes</b>	<b>107.17</b>	<b>(204.77)</b>
<b>Movements in Working Capital</b>		
(Increase) / Decrease in Trade Receivables and Other Advances	(907.57)	1,053.18
Increase in Trade Payables, Other Liabilities	773.58	1,059.37
	<b>(133.99)</b>	<b>2,112.55</b>
<b>Cash (used in) / generated from Operations</b>	<b>(26.82)</b>	1,907.77
Income taxes paid (net of refund)	(114.71)	(218.16)
<b>Net Cash (used in) / generated from Operating Activities</b>	<b>(141.53)</b>	<b>1,689.61</b>
<b>B Cash Flow from Investing Activities</b>		
Purchase of PPE, Other Intangible Assets	(11.74)	(4.87)
Increase in Capex Advance	(2,869.27)	(2,931.30)
Loans/ Advances given to Subsidiaries	3,425.52	735.96
Interest Received	181.28	709.27
<b>Net Cash generated / (used in) from Investing Activities</b>	<b>725.79</b>	<b>(1,490.94)</b>
<b>C Cash Flow from Financing Activities</b>		
Proceeds/(Repayment) of Long-Term Borrowings (Net)	(320.01)	(51.48)
Dividend and Dividend Distribution Tax	(70.82)	-
Interest Paid	(207.12)	(217.13)
<b>Net Cash used in from Financing Activities</b>	<b>(597.95)</b>	<b>(165.65)</b>
<b>Net (Decrease) / Increase in Cash and Cash Equivalents</b>	<b>(13.69)</b>	<b>33.02</b>
Cash and Cash Equivalents at beginning of year	35.33	2.31
<b>Cash and Cash equivalents at end of year</b>	<b>21.64</b>	<b>35.33</b>

### Notes:

- The Cash Flow Statement has been prepared under the indirect method set out in Indian Accounting Standard (Ind AS) 7 "Statement of Cash Flows"
- Cash and cash equivalent consists of cash on hand and balances with banks. Refer Note 9 and 10 for details of cash and cash equivalent at the beginning and end of the year.

The accompanying notes form an integral part of these financial statements.

As per our attached report of even date

FOR **BAJRANG PARAS & CO.**

Chartered Accountants

Firm Registration No. 118663W

For and on behalf of the Board of Directors of Trejhora Solutions Limited

CIN- L72900MH2017PLC292340

**Bansi Khandelwal**

Partner

Membership No 138205

**Amit Sheth**

Chairman & Director

DIN : 00122623

**Paresh Zaveri**

Director

DIN : 01240552

Place : Navi Mumbai

Date : 23<sup>rd</sup> June, 2020

**Nilesh Kharche**

Company Secretary

**Vimal Garachh**

Chief Financial Officer



## Notes to the Financial Statements

### General Information and Significant Accounting Policies

#### 1. Company Overview

Trejhara Solutions Limited ('Trejhara' or 'the Company') is a public limited company incorporated and domiciled in India and has 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 Maharashtra, India.

The Company is a technology products and solutions provider that helps enterprises Accelerate Digital Innovation, Securely and Efficiently. The Company's new age technology helping organizations to expand their digital footprint through innovation and analytical capabilities. The Company's Interact DX is an advanced customer communication product suite that provides any business with the ability to create all forms of customer communication that can be delivered across print, email, mobile and web and Supply Chain Management product provides end-to-end integrated logistics solutions to its key customers across the globe. The Company has also offered IT consulting and provide resources to corporation in multiple segments such as Banking, Insurance, Telecom, Utility and Retail.

#### 2. Significant Accounting Policies

##### 2.1 Statement of Compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 ("the Act"), read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards Amendment) Rules 2016 and Other provisions of the Act to the extent notified and applicable as well as applicable guidance note and pronouncements of the Institute of Chartered Accountants of India (ICAI).

##### 2.2 Basis of Preparation & Presentation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out under Ind AS and in the Schedule III to the Act. Based on the nature of the services and their realisation in Cash and Cash Equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

Company's financial statements are presented in Indian Rupees (₹), which is also its functional currency. All amounts have been rounded off to the nearest lakhs unless otherwise indicated.

##### 2.3 Key Accounting Estimate and Judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported balances of Assets and Liabilities, Disclosure relating to Contingent Liabilities as at date of financial statements and

reported statement of Income and Expense for the period presented. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Estimates & underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements pertaining to investments, useful life of property, plant and equipment including intangible asset (Note 3 and Note 4), current tax expense and tax provisions, recognition of deferred tax assets and Provisions and contingent liabilities. Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Impairment of Investments: The Company reviews its carrying value of investments in subsidiaries and other entities at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Useful life of Property, Plant and Equipment including intangible asset: Residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Taxes: The Company provides for tax considering the applicable tax regulations and based on probable estimates.

The recognition of deferred tax assets is based on availability of sufficient taxable profits in the Company against which such assets can be utilized.

Provisions and contingent liabilities: Provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

##### 2.4 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

##### 2.5 Revenue Recognition

###### Ind AS 115 – 'Revenue from Contracts with Customers'

The Ministry of Corporate Affairs (MCA) has notified on 28<sup>th</sup> Mar'18 Ind AS 115 - Revenue from Contracts with Customers. This Standard will be applicable from the financial years beginning on or after April 1, 2018. Ind AS 115 replaces Ind AS 18 (Revenue) and Ind AS 11 (Construction Contracts). The Company has adopted Ind AS 115 using the

## Notes to the Financial Statements

cumulative effect method and applied to contracts that were not completed as of April 1, 2018.

The core principle of Ind AS 115 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard specifically adopts a five step model as below for recognising revenue:

- a) Identify the contract(s) with a customer
- b) Identify the performance obligations in contract
- c) Determine the transaction price
- d) Allocate the transaction price to the performance obligations in the contract
- e) Recognise revenue when (or as) the entity satisfies a performance obligation

Revenue from software development and consulting services is recognized either on time and material basis or fixed price basis, as the case may be. Revenue on time and material and job contracts is recognized as and when the related services are performed (units delivered, efforts expended, number of transactions processed etc.) and revenue from the end of last invoicing to reporting date is recognized as unbilled revenue. Invoicing in excess of revenues are recognized as unearned revenues. Revenue on fixed price contracts is recognized where performance obligations are satisfied over time and there is no uncertainty as to measurement or collectability of consideration on the percentage of completion method. Efforts and costs expended have been used to measure progress towards completion since there is direct relationship between input and productivity.

Revenue from sale of licenses, where the customer obtains a "right to use" the licenses is recognized at the point in time when the related license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period.

Arrangements to deliver software products generally have three elements: license, implementation and annual maintenance. In accordance with the principles of Ind AS 115, when implementation services are provided in conjunction with the licensing arrangement, the license and implementation have been identified as two separate performance obligations. The transaction price for such contracts are allocated to each performance obligations based on their respective selling prices. Maintenance revenue in respect of software products and other products/equipment is recognised on pro rata basis over the period of the underlying maintenance agreement. Revenue is net of discounts/ price incentives which are estimated and accounted based on the terms of the contracts and excludes applicable indirect taxes other than Excise duty.

Revenue from leasing income is recognised on pro-rata basis over the period of the contract.

Unearned and deferred revenue represents contractual billings/money received in excess of revenue recognised as per the terms of the contract.

Dividend income is recognised when the Company's right to receive payment is established.

Interest income is recognised on a time proportion basis using effective interest rate method.

### 2.6 Property, Plant and Equipment

Property plant and equipment (PPE) are stated at cost less accumulated depreciation and impairment losses if any. Cost includes expenditure directly attributable to the acquisition of the asset and cost incurred for bringing the asset to its present location and condition for its intended use.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress" and are stated at cost.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- i. Computers is depreciated in 6 years based on technical evaluation of useful life done by the management.
- ii. Individual assets costing up to Rupees five thousand are depreciated in full in the period of purchase.

The residual values, useful lives and method of depreciation of PPE is reviewed at each financial year end and adjusted prospectively, if appropriate.

### 2.7 Intangible Assets

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues, if not, it is impaired or changed prospectively basis revised estimates.

Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. Computer Software is amortised over a period of 5 years or over license period, whichever is lower.

### 2.8 Leases

#### The Company as a Lessee

The Company has adopted Ind AS 116-Leases effective 1<sup>st</sup> April, 2019, using the modified retrospective method. The Company has applied the standard to its leases with the cumulative impact recognised on the date of initial application (1<sup>st</sup> April, 2019). Accordingly, previous period information has not been restated.

## Notes to the Financial Statements

The Company's lease asset classes primarily consist of leases for Land and Buildings and Plant & Machinery. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has the right to obtain substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.
- (iv) the Company has the right to operate the asset; or
- (v) the Company designed the assets in a way that predetermined how and for what purpose it will be used.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### The Company as a Lessor

Leases under which the Company is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

For leases under which the Company is an intermediate lessor, the Company accounts for the head-lease and the sub-lease as two separate contracts. The sub-lease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

### 2.9 Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. Income Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Management periodically evaluates positions taken in tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding tax base used for computation of taxable Income.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/appeals.

The Company uses estimates and judgements based on the relevant rulings in the areas of allowances and disallowances which are exercised while determining the provision for income tax.

### 2.10 Foreign Currency Transactions

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the year is recognized in the Statement of Profit and Loss.

Monetary assets and liabilities in foreign currency which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss in the year in which they arise.

Non-monetary foreign currency items are carried at cost.

## Notes to the Financial Statements

### 2.11 Employee Benefits

#### i. Short-Term Employee Benefits

Employee benefits payable wholly within twelve months of availing employee service are classified as short-term employee benefits. This benefits includes salaries and wages, bonus and ex- gratia. The undiscounted amount of short-term employee benefits to be paid in exchange of employees services are recognised in the period in which the employee renders the related service.

#### ii. Long Term Employee Benefits

##### Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which employee renders the related service.

##### Defined Benefit Plan

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

When the calculation results in a benefit to the Company, the recognised asset is limited to the net total of any unrecognised actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

Remeasurement which comprise of actuarial gain and losses, the return of plan assets (excluding interest) and the effect of asset ceiling ( if any, excluding interest) are recognised in OCI.

Plan Assets of Defined Benefit Plans have been measured at fair value.

### 2.12 Earnings Per Share (EPS)

In determining Earnings per Share, the Company considers net profit after tax and includes post tax effect of any exceptional item. Number of shares used in computing basic earnings per share is the weighted average number of the shares, excluding the shares owned by the Trust, outstanding during the period. Dilutive earning per share is computed and disclosed after adjusting effect of all dilutive potential equity shares, if any except when result will be anti - dilutive. Dilutive potential equity Shares are deemed converted as at the beginning of the period, unless issued at a later date.

### 2.13 Provisions, Contingent Liabilities and Contingent Assets

The Company creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are disclosed only when an inflow of economic benefit is probable.

### 2.14 Cash and Cash Equivalents

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### 2.15 Impairment of Non-Financial Assets

Intangible assets that have an indefinite useful life are tested annually for impairment or more frequently if events or changes in circumstances indicate that they may be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is increased/ reversed where there has been change in the estimate of recoverable value. The recoverable value is the higher of the assets' net selling price and value in use.

### 2.16 Impairment of Financial Assets

The Company recognised loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for the trade receivables with no significant financing component is measured at amount equal to life time ECL. For all other financial assets, ECLs are measured at an amount equal to the 12 month ECL, unless there has been significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at reporting date

## Notes to the Financial Statements

to the amount that is required to be recognised is recognised as an impairment gain or loss in profit and loss.

### 2.17 Measurement of Fair Value of Financial Instruments

The Company's accounting policies and disclosures require measurement of fair values for the financial instruments. The Company has an established control framework with respect to measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses evidence obtained from third parties to support the conclusion that such valuations meet the requirements of Ind AS, including level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If inputs used to measure fair value of an asset or a liability fall into different levels of fair value hierarchy, then fair value measurement is categorised in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of fair value hierarchy at the end of the reporting period during which the change has occurred.

### 2.18 Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts.

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

#### (i) Financial Assets at Amortised Cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### (ii) Financial Assets at Fair Value Through Other Comprehensive Income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### (iii) Financial Assets at Fair Value Through Profit or Loss (FVTPL)

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts.

#### (iv) Investment in Subsidiaries, Associates and Joint Venture

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost.

#### (v) Financial Liabilities

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### (vi) Equity Instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

#### (vii) Derecognition of Financial Instruments

The Company derecognizes a financial liability (or a part of a financial liability) from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

## Notes to the Financial Statements

<b>Note 3.</b>					<b>Note 4</b>
<b>Property, Plant and Equipment</b>					<b>Other Intangible Assets</b>
<b>Particulars</b>	<b>Computers</b>	<b>Office Equipment</b>	<b>Leasehold Improvement</b>	<b>Total</b>	<b>Computers Software</b>
<b>Gross Carrying value</b>					
Balance as at 31 March, 2018	132.52	-	-	132.52	360.99
Additions/ (Deductions)	-	0.23	4.64	4.87	-
Balance as at 31 March, 2019	132.52	0.23	4.64	137.39	360.99
Additions/ (Deductions)	11.61	0.12	-	11.73	-
<b>Balance as at 31 March, 2020</b>	<b>144.13</b>	<b>0.35</b>	<b>4.64</b>	<b>149.12</b>	<b>360.99</b>
<b>Accumulated Depreciation / Amortisation</b>					
Balance as at 31 March, 2018	128.82	-	-	128.82	75.94
Depreciation / Amortisation	1.09	0.01	0.46	1.56	75.94
Balance as at 31 March, 2019	129.91	0.01	0.46	130.38	151.89
Depreciation / Amortisation	2.06	0.06	0.93	3.05	76.15
<b>Balance as at 31 March, 2020</b>	<b>131.97</b>	<b>0.07</b>	<b>1.39</b>	<b>133.43</b>	<b>228.04</b>
<b>Net Block</b>					
As at 31 March, 2019	2.61	0.22	4.18	7.01	209.10
<b>As at 31 March, 2020</b>	<b>12.16</b>	<b>0.28</b>	<b>3.25</b>	<b>15.69</b>	<b>132.95</b>

### Note 5. Non-Current Investments

	<b>As at 31 March, 2020</b>	<b>As at 31 March, 2019</b>
<b>Equity instruments in subsidiary companies carried at cost (unquoted and fully paid up)</b>		
62,848 (31 March, 2019: 17,848) fully paid-up ordinary equity shares of par value BHD 100 each in Aurionpro Solutions SPC	10,753.77	2,172.62
50,000 (31 March, 2019: 50,000) fully paid-up equity shares of par value ₹ 10 each in Auroscient Outsourcing Limited	5.00	5.00
8,628,311 (31 March, 2019: 8,628,311) fully paid-up ordinary shares of par value USD 1 each in Trejhara Pte.Limited	5,528.82	5,528.82
<b>Equity instruments in Others carried at cost (unquoted and fully paid up)</b>		
The Saraswat Co-Operative Bank Limited	0.25	0.25
2,500 (31 March, 2019: 2,500) equity shares of par value 10 each		
The New India Co-Op Bank Limited	9.03	9.03
90,300 (31 March, 2019: 90,300) equity shares of par value ₹ 10 each		
	<b>16,296.87</b>	<b>7,715.72</b>
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments	<b>16,296.87</b>	<b>7,715.72</b>

## Notes to the Financial Statements

## Information as required under paragraph 17 (b) of Ind AS 27 for investments in subsidiaries :

The name of the investees	Country of incorporation	The principal place of business	As at 31 March, 2020	As at 31 March, 2019
<b>Investments in subsidiaries</b>			<b>Proportion of the ownership interest</b>	
Auroscient Outsourcing Limited	India	Unit No. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale, Navi Mumbai Thane MH 400701 IN	100%	100%
Aurionpro Solutions SPC	Bahrain	Flat 17, Building 254, Road 2007, Block 320, Hoora Rasha Plaza Business Centre, Kingdom of Bahrain.	100%	100%
Trejhara Pte.Limited	Singapore	438B Alexandra Road, Alexandra Technopark, #05-11 Singapore 119968.	100%	100%

## Note 6. Deferred Tax Assets

Particulars	For the year ended 31 March, 2020	For the year ended 31 March, 2019
<b>(A) Deferred Tax Assets</b>		
Related to timing difference on depreciation/ amortisation on PPE/ Other Intangible Assets	(19.51)	(33.04)
Related to Employee Benefit Provisions	52.19	52.88
Related to Provisions for Doubtful Debts	26.88	26.98
<b>Net Deferred Tax Assets</b>	<b>59.56</b>	<b>46.82</b>

- Significant management judgement considered in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income for the period over which deferred income tax assets will be recovered.
- The Company has recognised deferred tax assets based on revised rate of tax as per section 115BAA of the Income Tax Act, 1961.

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
<b>(B) Amounts recognised in Statement of Profit and Loss</b>		
(i) Current income tax	128.60	235.00
(ii) Deferred income tax (credit)/charge (net)	(12.74)	73.87
<b>Tax expense for the year</b>	<b>115.86</b>	<b>308.87</b>
<b>(C) Reconciliation of Tax Expenses</b>		
<b>Profit before Tax</b>	445.24	825.57
<b>Applicable Tax Rate</b>	25.17%	29.12%
Computed Tax Expenses	112.06	240.41
Add/ (Less): Expenses disallowed / (allowed)	16.54	(5.41)
<b>Current Tax Provision (i)</b>	<b>128.60</b>	<b>235.00</b>
Incremental Deferred Tax Charge/ (credit) on account of Tangible and Intangible Assets	73.87	(120.69)
Incremental Deferred Tax (credit) / Charge on account of Other Assets/ Liabilities	(86.61)	194.56
<b>Deferred tax (credit) / charge (ii)</b>	<b>(12.74)</b>	<b>73.87</b>
<b>Income Tax Expenses (i+ii)</b>	<b>115.86</b>	<b>308.87</b>

The Company's weighted average tax rates for the years ended March 31, 2020 and 2019 has been 26% and 37% respectively. The effective tax rate for the year ended March 31, 2020 has been lower primarily as a result of the facts mentioned above.

## Notes to the Financial Statements

### Note 7. Other Non Current Assets

	As at 31 March, 2020	As at 31 March, 2019
(Unsecured and Considered good)		
Capital Advances	8,022.77	5,153.50
Deposits	16.13	15.46
	<b>8,038.90</b>	<b>5,168.96</b>

### Note 8. Trade Receivables (Refer Note 40)

	As at 31 March, 2020	As at 31 March, 2019
(Unsecured and Considered good unless otherwise mentioned)		
Considered Good	315.83	548.91
Considered doubtful	106.80	92.65
Less: Provisions for doubtful receivables	(106.80)	(92.65)
	<b>315.83</b>	<b>548.91</b>

### Note 9. Cash and Cash Equivalents

	As at 31 March, 2020	As at 31 March, 2019
Cash in Hand	1.15	2.50
Bank Balance in Current Account	20.08	32.83
	<b>21.23</b>	<b>35.33</b>

### Note 10. Bank Balance other than Cash and Cash Equivalents

	As at 31 March, 2020	As at 31 March, 2019
Earmarked Balance-Unpaid Dividend	0.41	-
	<b>0.41</b>	-

### Note 11. Loans

	As at 31 March, 2020	As at 31 March, 2019
(Unsecured and Considered good)		
Loans to Related Parties	4,870.97	16,491.37
Loans to Others	1,136.00	-
	<b>6,006.97</b>	<b>16,491.37</b>

### Note 12. Other Financial Assets

	As at 31 March, 2020	As at 31 March, 2019
(Unsecured and Considered good unless otherwise mentioned)		
Unbilled Revenue	20.94	11.60
Other Receivables	54.11	9.34
	<b>75.05</b>	<b>20.94</b>



## Notes to the Financial Statements

### Note 13. Other Current Assets

	As at 31 March, 2020	As at 31 March, 2019
(Unsecured and Considered good unless otherwise mentioned)		
Prepaid Expenses	31.11	25.63
	<b>31.11</b>	<b>25.63</b>

### Note 14. Share Capital

	As at 31 March, 2020	As at 31 March, 2019
<b>Authorised Capital</b>		
13,000,000 (31 March, 2019 : 13,000,000) equity shares of par value of ₹ 10 each	1,300.00	1,300.00
<b>Issued, Subscribed and Paid-up</b>		
11,816,298 (31 March, 2019: 11,816,298) equity shares of par value of ₹ 10 each, fully paid-up	1,181.63	1,181.63
	<b>1,181.63</b>	<b>1,181.63</b>

#### i) Details of Shareholders holding more than 5% shares in the Company

	No. of Shares	%	No. of Shares	%
Mr. Amit Sheth	8,38,812	7.10	7,88,402	6.67
Mr. Paresh Zaveri	17,59,651	14.89	17,59,651	14.89

#### ii) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### iii) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the year-end:

	2019	2018	2017
- Share allotted on account of demerger	1,181.63	-	-

#### iv) Shares reserved for issue under options: Nil

#### v) Reconciliation of Equity Shares outstanding at the beginning and at the end of the reporting period

	March 31, 2020		March 31, 2019	
	Number	₹ in lakhs	Number	₹ in lakhs
<b>At the beginning of the year</b>	1,18,16,298	1,181.63	-	-
Add:- Share allotted on account of demerger	-		1,18,16,298	1,181.63
<b>At the end of the year</b>	<b>1,18,16,298</b>	<b>1,181.63</b>	<b>1,18,16,298</b>	<b>1,181.63</b>

(vi) The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to stakeholders through the optimisation of the equity balance.

## Notes to the Financial Statements

### Note 15. Other Equity

	As at 31 March, 2020	As at 31 March, 2019
<b>Capital Reserve</b>		
At the commencement of the year	337.10	1,307.26
Deduction during the year	-	(970.16)
At the end of the year	<b>337.10</b>	<b>337.10</b>
<b>Security Premium</b>		
At the commencement of the year	24,585.16	-
Additions during the year	-	24,585.16
At the end of the year	<b>24,585.16</b>	<b>24,585.16</b>
<b>Surplus in Retained Earnings</b>		
At the commencement of the year	730.49	213.79
Add: Profit for the year	329.38	516.70
Less: Equity Dividends (including Tax on Dividends)	(71.22)	-
At the end of the year	<b>988.65</b>	<b>730.49</b>
<b>Other Comprehensive Income</b>		
At the commencement of the year	<b>50.49</b>	<b>4.70</b>
Additions/ (Deduction) during the year	(24.28)	45.79
At the end of the year	<b>26.21</b>	<b>50.49</b>
	<b>25,937.12</b>	<b>25,703.24</b>

#### Note 15.1

##### (i) Capital Reserve

The Company recognise profit and loss on sale, purchase and cancellation of the Company's own equity instruments to capital reserve.

##### (ii) Securities Premium

Securities Premium is used to record premium on issuance of shares. The reserve is utilised in accordance with provisions of the Companies Act, 2013.

##### (iii) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

##### (iv) Other Comprehensive Income

Other Comprehensive Income refers to items of income and expenses that are not recognised as a part of the profit and loss account.

#### Note 15.2

Dividend on Equity Shares	For the year ended 31 March, 2020	For the year ended 31 March, 2019
Dividend on equity shares paid during the year :		
Final dividend of ₹ 0.50 per share for FY 2018-19 (2017-18: ₹ Nil)	58.66	-
Dividend distribution tax on final dividend	12.15	-
Proposed dividend on equity shares not recognised as liability		
Final dividend of ₹ Nil for FY 2019-20 (2018-19: ₹ 0.50 per Share)	-	59.07
Dividend distribution tax on final dividend	-	12.15

## Notes to the Financial Statements

### Note 16. Borrowings-Non Current

	As at 31 March, 2020	As at 31 March, 2019
<b>Loans from:</b>		
Bank (secured)	845.24	1,210.96
Bank (unsecured)	11.52	-
Financial Institution (unsecured)	84.39	154.84
	<b>941.15</b>	<b>1,365.80</b>

#### Note 16.1

Loan from Bank of ₹ 1,340.24 lakhs secured by equitable mortgage on the underlying properties.

#### Note 16.2

Repayment Schedule of Long Term Borrowings

Rate of Interest	Within 1 year	1 - 2 years	3-5 years
13%	495.00	720.00	125.24
17%	11.85	11.52	-
18%	70.45	84.39	-

### Note 17. Provisions -Non Current

	As at 31 March, 2020	As at 31 March, 2019
Employee Benefits	160.46	127.96
	<b>160.46</b>	<b>127.96</b>

#### Note 17.1

Provision for employee benefits includes for defined benefits plans.

### Note 18. Borrowings-Current

	As at 31 March, 2020	As at 31 March, 2019
Loans from Related Parties	14.64	14.64
	<b>14.64</b>	<b>14.64</b>

#### Note 18.1

Loans and advances from related parties are interest free and repayable on demand.

## Notes to the Financial Statements

### Note 19. Trade Payables (Refer Note 40)

	As at 31 March, 2020	As at 31 March, 2019
- Due to Micro and Small Enterprises	6.04	22.33
- Due to Others	111.93	82.60
	<b>117.97</b>	<b>104.93</b>

### Note 19.1 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

The Company has amounts due to suppliers under The Micro, Small and Medium Enterprises Development Act, 2006, [MSMED Act] as at March 31, 2020. The disclosure pursuant to the said Act is as under:

	As at 31 March, 2020	As at 31 March, 2019
(i) Principal amount due to any supplier as at the year end	6.04	22.33
(ii) Interest due on the principal amount unpaid at the year end to any supplier	0.17	0.03
(iii) Amount of Interest paid by the Company in terms of Section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
(iv) Payment made to the enterprises beyond appointed date under Section 16 of MSMED	-	-
(v) Amount of Interest due and payable for the period of delay in making payment, which has been paid but beyond the appointed day during the year, but without adding the interest specified under MSMED	-	-
(vi) Amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(vii) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED.	-	-

### Note 20. Other Financials Liabilities

	As at 31 March, 2020	As at 31 March, 2019
<b>Current Maturities of Long-Term Borrowings</b>		
a) From Bank (secured)	495.00	427.50
b) From Bank (unsecured)	11.85	-
c) From Financial Institution (unsecured)	70.45	45.16
	<b>577.30</b>	<b>472.66</b>
<b>Others</b>		
Interest Accrued and not due on Borrowing	12.50	15.00
Employee Payable	442.87	117.56
Unclaimed Dividend	0.41	-
Provision for Expenses	282.88	524.61
	<b>738.66</b>	<b>657.17</b>
	<b>1,315.96</b>	<b>1,129.83</b>

## Notes to the Financial Statements

### Note 21. Other Current Liabilities

	As at 31 March, 2020	As at 31 March, 2019
Revenue Received in Advance	365.35	259.08
Advance Received from Related Parties	805.19	-
Statutory Dues Payable	101.93	336.69
	<b>1,272.47</b>	<b>595.77</b>

### Note 22. Provisions

	As at 31 March, 2020	As at 31 March, 2019
Employee Benefits	46.92	53.63
	<b>46.92</b>	<b>53.63</b>

#### Note 22.1

Provision for employee benefits includes for defined benefits plans and compensated absences.

### Note 23. Revenue from Operations

	As at 31 March, 2020	As at 31 March, 2019
Sale of Software Licence and Services	3,343.80	2,725.64
	<b>3,343.80</b>	<b>2,725.64</b>

#### Note 23.1 Disaggregate Revenue Information

	As at 31 March, 2020	As at 31 March, 2019
<b>The disaggregated revenue from contracts with the customers</b>		
<b>(i) Product and Services wise</b>		
Sales of Software Licence and Services	3,343.80	2,725.64
<b>Total</b>	<b>3,343.80</b>	<b>2,725.64</b>
<b>(ii) Geography wise</b>		
Asia-Pacific	3,255.12	2,661.80
Rest of World	88.68	63.84
<b>Total</b>	<b>3,343.80</b>	<b>2,725.64</b>

## Notes to the Financial Statements

Revenues in excess of invoicing are classified as contract assets (which is referred as unbilled revenues). Changes in contract assets are directly attributable to revenue recognised based on the accounting policy defined and the invoicing done during the year. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures as the revenue recognised corresponds directly with the value to the customer of the Company's performance completed to date.

### Impact of COVID-19:

While the Company believes strongly that it has a good portfolio of services to partner with customers, the impact on future revenue streams could come from :

- the inability of our customers to continue their businesses due to financial resource constraints or their services no-longer being availed by their customers
- prolonged lock-down situation resulting in its inability to deploy onsite resources at different locations due to restrictions in mobility
- customers postponing their discretionary spend due to change in priorities

The company has a resilient business model in place with mission critical solutions deployed majorly across banking, financial services, government and shared services verticals. The Company does not have major exposure in the verticals which are impacted due to COVID 19. The Company has considered such impact to the extent known and available currently. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and the Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

### Note 24. Other Income

	As at 31 March, 2020	As at 31 March, 2019
Interest Income on:		
- Working Capital Loans to Subsidiaries	275.08	709.27
- Interest on Other Advances	46.90	-
Dividend Income	0.99	0.04
Credit Balance Written back	0.76	50.72
Foreign exchange fluctuation gain (net)	408.08	555.56
	<b>731.81</b>	<b>1,315.59</b>

### Note 25. Operating Expenses

	As at 31 March, 2020	As at 31 March, 2019
Software Licence and Services Cost	96.51	563.10
	<b>96.51</b>	<b>563.10</b>

### Note 26. Employee Benefits Expense

	As at 31 March, 2020	As at 31 March, 2019
Salaries and Wages and Bonus	2,404.69	1,795.05
Contributions to Provident and Other Funds	110.88	63.46
Staff Welfare Expenses	27.94	20.02
	<b>2,543.51</b>	<b>1,878.53</b>

## Notes to the Financial Statements

### Note 27. Finance Costs

	As at 31 March, 2020	As at 31 March, 2019
Interest Expense on:		
- Borrowings	204.62	196.80
- Delayed Payment of Taxes	57.71	15.45
Other Borrowing Charges	6.36	4.75
	<b>268.69</b>	<b>217.00</b>

### Note 28. Other Expenses

	As at 31 March, 2020	As at 31 March, 2019
Travelling and Conveyance Expenses	183.54	196.84
Legal and Professional Charges	130.38	64.17
Business Promotion Expenses	8.16	17.78
Bad debts	-	67.54
Electricity Charges	88.47	28.14
Insurance Charges	17.16	0.14
Printing and Stationery	16.77	1.83
Housekeeping Charges	11.04	7.12
Rent, Rates and Taxes	20.48	28.65
Membership and Subscription Charges	11.38	9.70
Communication Expenses	59.47	10.31
Repairs and Maintenance	49.06	20.29
Provisions for doubtful debts	14.38	-
Auditor's Remuneration (refer note 36)	15.00	15.00
CSR Expenses (refer note 33)	5.00	-
Others Miscellaneous Expenses	12.16	12.02
	<b>642.45</b>	<b>479.53</b>

### Note 29

#### Contingent Liabilities and Commitment (as represented by the Management)

	As at 31 March, 2020	As at 31 March, 2019
(i) Guarantees given by the Company on behalf of its Subsidiary	-	-
(ii) Disputed Liabilities not provided for direct /indirect Tax	-	-
(iii) Commitments:		
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	9,217.81	12,306.01

## Notes to the Financial Statements

### Note 30 Foreign Currency Earnings and Expenditure

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
<b>(a) Earnings in Foreign Currency</b>		
(i) Revenue from Operations	679.87	828.08
(ii) Interest and Other Income	267.10	372.05
<b>(b) Expenditure in Foreign Currency</b>		
(i) Software Licence and Services Cost	27.42	13.19
(ii) Travelling and Other Expenses	34.36	30.51

### Note 31

Disclosures required by Clause 34 (3) and 53 (f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Loans and Advances in the nature of Loans to Subsidiary Companies

Name of the Company	As at 31 March, 2020	As at 31 March, 2019	Maximum Balance during the current year	Maximum Balance during the Previous year
(i) Aurionpro Solutions SPC	925.71	9 201.42	9,580.71	9,734.20
(ii) Auroscient Outsourcing Limited	3 637.41	6 658.39	6,663.39	9,555.88
(iii) Trejhara Pte. Limited	307.85	282.47	307.85	302.16

Note:- There is no investment in shares of the Company by such parties

### Note 32 Segment Reporting

Disclosure as per Ind AS 108 "Operating Segments" is reported in Consolidated Accounts of the Company. Therefore, the same has not been separately disclosed in line with the provision of Ind AS.

### Note 33 Corporate Social Responsibility

The Company has paid ₹. 5 lakhs (Previous year ₹ Nil) towards various scheme of Corporate Social Responsibility (CSR) as prescribed under:

- Gross amount required to be paid by the Company during the year : ₹ 4.63 lakhs (Previous year Nil)
- Amount paid during the year on:

	For the year ended 31 March, 2020		For the year ended 31 March, 2019	
	In cash /payable	Yet to be paid in cash	In cash /payable	Yet to be paid in cash
(i) Construction/Acquisition of any asset	-	-	-	-
(ii) For purposes other than (i) above	5.00	-	-	-

The Company does not carry any provisions for CSR expenses for current year and previous year.



## Notes to the Financial Statements

### Note 34

#### Earnings Per Share (EPS)

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
<b>Basic and Diluted EPS</b>		
(a) Profit/(Loss) attributable to Equity Shareholders	329.38	516.70
(b) Weighted average number of Equity Shares (Basic and Diluted)	1,18,16,298	1,18,16,298
(c) Earnings per Share		
- Basic Earnings per Share of ₹ 10 each	2.79	4.37
- Diluted Earnings per Share of ₹ 10 each	2.79	4.37

### Note 35

#### Disclosure as per Section 186 of the Companies Act, 2013:

The details of loans, guarantees and investments under section 186 of the companies Act, 2013 read with the companies Rules, 2014 are as follows.

- Details of investment made are given in Note no. 5
- Detail of loans given by company are as follows.

	As at 31 March, 2020	As at 31 March, 2019	Purpose
(i) Aurionpro Solutions SPC	925.71	9 201.42	Working Capital Loans
(ii) Auroscient Outsourcing Limited	3 637.41	6 658.39	Working Capital Loans
(iii) Trejhara Pte. Limited	307.85	282.47	Working Capital Loans

- The Company has not issued any guarantees under Section 186 of the Act read with rules issued thereunder other than those disclosed in sub-note (i) of Note no. 29.

### Note 36

#### Auditors Remuneration and Reimbursement

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
Statutory Audit Fees	10.00	10.00
Fees for Other Audit related Services	5.00	5.00
	<b>15.00</b>	<b>15.00</b>

### Note 37

#### Capital Management

Equity share capital and other equity are considered for the purpose of Company's capital management. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The Company monitors capital using gearing ratio, which is net debt divided by total capital.

	As at 31 March, 2020	As at 31 March, 2019
(i) Debt	1,533.09	1,853.10
Less : Cash and Cash equivalents, Bank Deposit	21.23	35.33
<b>Net Debt (A)</b>	<b>1,511.84</b>	<b>1,817.76</b>
(ii) Equity (B)	27,118.75	26,884.87
Capital Gearing Ratio ( A/B )	5.57%	6.76%

## Notes to the Financial Statements

### Note 38

#### Financial Instruments

##### (i) Valuation

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between the willing parties, other than in a forced or liquidation sale.

The fair value of investment in quoted Equity Shares, Bonds, Government Securities, Treasury Bills and Mutual Funds is measured at quoted price or NAV.

The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and

Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The carrying values of the financial instruments by categories were as follows:

Particulars	As at 31 March, 2020		As at 31 March, 2019	
	Carrying Amount	Level of input used in Level 1,2,3	Carrying Amount	Level of input used in Level 1,2,3
<b>Financial Assets</b>				
<b>At Amortised Cost</b>				
(i) Investments	16,296.87	-	7,715.72	-
(ii) Trade Receivables	315.83	-	548.91	-
(iii) Cash and Bank Balance	21.64	-	35.33	-
(iv) Loans	6,006.97	-	16,491.37	-
(v) Other Financial Assets	75.05	-	20.94	-
<b>At FVTPL</b>	Nil	-	Nil	-
<b>At FVOCI</b>	Nil	-	Nil	-
<b>Financial Liabilities</b>				
<b>At Amortised Cost</b>				
(i) Borrowings	1,533.09	-	1,853.10	-
(ii) Trade Payables	117.97	-	104.93	-
(iii) Other Financial Liabilities	738.66	-	657.17	-
<b>At FVTPL</b>	Nil	-	Nil	-
<b>At FVOCI</b>	Nil	-	Nil	-

##### (ii) Financial Risk Management

The Company's business activities expose it to a variety of financial risks, namely market risks, credit risk and liquidity risk,.

The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The Company's financial liabilities comprise of borrowings, trade payable and other liabilities to manage its operation and the financial assets include trade receivables, deposits, cash and bank balances, other receivables etc. arising from its operation.

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: Foreign currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk.

## Notes to the Financial Statements

**Foreign Currency Risk :** Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The carrying amounts of the Company's net foreign currency exposure (net of forward contracts) denominated monetary assets and monetary liabilities at the end of the reporting period as follows:

### Foreign Currency Risk from Financial Instruments as of:

	As at 31 March, 2020		As at 31 March, 2019	
	USD	Other Currency	USD	Other Currency
(i) Trade Receivables	47.25	84.77	382.57	43.99
(ii) Loans Receivable	1,233.56	-	9,572.07	-
(iii) Trade Payables	(25.42)	-	(30.34)	-
(iv) Advance received from Related Parties	(56.63)	-	-	-
<b>Total</b>	<b>1,198.76</b>	<b>84.77</b>	<b>9,924.31</b>	<b>43.99</b>

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments as mentioned below.

Impact of 2% increase in exchange rate	26.24	1.70	198.49	0.88
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If exchange rate is unfavorably affected with decrease by 2%, gain shall also accordingly be affected.

### Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

### Exposure to Interest Rate Risk

Interest rate risk of the Company arises from borrowings. The Company endeavor to adopt a policy of ensuring that maximum of its interest rate risk exposure is at fixed rate. The Company's interest-bearing financial instruments are reported as below:

	As at 31 March, 2020	As at 31 March, 2019
<b>Fixed Rate Instruments</b>		
Financial Assets	4,891.05	16,175.11
Financial Liabilities	1,533.09	1,853.10
<b>Floating Rate Instruments</b>		
Financial Assets	-	-
Financial Liabilities	-	-

### Fair Value Sensitivity Analysis for Fixed-Rate Instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

**Cash Flow Sensitivity Analysis for Floating-Rate Instruments:** Since there is not any floating-rate instruments, hence impact for the reporting period is Nil.

### Equity Price Risk

The Company is exposed to equity price risks arising from equity investments which is not material

## Notes to the Financial Statements

### Derivative Financial Instruments

The Company does not hold derivative financial instruments

The Company offsets financial asset and financial liability when it currently has a legally enforceable right to set off the recognized amounts and the Company intends either to settle on a net basis or realise the asset and settle the liability simultaneously.

### Credit Risk

Credit risk arises from the possibility that the counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and ageing of accounts receivable.

### Trade Receivables

Our historical experience of collecting receivables is that credit risk is low. Hence, trade receivables are considered to be a single class of financial assets. Credit risk has always been managed by each business segment through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

### Other Financial Assets

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by international and/or domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units, quoted bonds issued by Government and Quasi Government organizations and certificates of deposit which are funds deposited at a bank for a specified time period.

### Liquidity Risk

Liquidity risk refers to risk of financial distress or extra ordinary high financing cost arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and require financing. The Company's objective is to maintain at all times optimum levels of liquidity to meet its cash and collateral requirements. Processes and policies related to such risk are overseen by senior management and management monitors the Company's net liquidity position through rolling forecast on the basis of expected cash flows.

The tables below analyse the Company's financial liabilities into relevant maturities based on their contractual maturities for:

Particulars	As at 31 March, 2020	Less than 1 year	1-2 years	2-5 years
(i) Borrowings	1,533.09	591.94	815.91	125.23
(ii) Trade Payables	117.97	117.97	-	-
(iii) Other Financial Liabilities	738.66	738.66	-	-

Particulars	As at 31 March, 2019	Less than 1 year	1-2 years	2-5 years
(i) Borrowings	1,853.10	487.30	561.41	804.39
(ii) Trade Payables	104.93	104.93	-	-
(iii) Other Financial Liabilities	657.17	657.17	-	-

### Note 39

#### Employee Benefits

##### Defined Contribution Plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund, ESIC and other funds which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognized as an expense towards contribution to provident fund, ESIC and other funds for the year aggregated to ₹ 110.88 lakhs (31 March 2019: ₹ 63.46).

## Notes to the Financial Statements

### Defined Benefit Plans

The Company has a scheme for payment of gratuity to all its employees as per the provisions of the Payment of Gratuity Act, 1972. The Company provides for period end liability using the projected unit credit method as per the actuarial valuation carried out by independent actuary. The gratuity plan is a funded plan."

The following table sets out the status of the Gratuity Plan as required under Indian Accounting Standard ("Ind AS") 19 "Employee Benefits".

Particulars	Gratuity	
	As at 31 March, 2020	As at 31 March, 2019
<b>(i) Reconciliation of opening and closing balances of the present value of the defined benefit obligation</b>		
Obligation at the beginning of the year	131.02	150.66
Interest Cost	10.21	11.07
Current Service Cost	25.06	20.22
Past Service Cost	-	-
Liability Transferred in from other Company	-	-
Liability Transferred out to other Company	-	-
Actuarial (gain) / loss recognised in other comprehensive income	-	-
- Change in Demographic Assumptions	1.62	35.32
- Change in financial assumptions	14.97	(51.39)
- Experience adjustments	7.69	(29.73)
Benefits Paid	(7.18)	(5.13)
Liabilities Extinguished on Settlement	-	-
Obligation at the end of the year	<b>183.39</b>	<b>131.02</b>
<b>(ii) Change in plan assets</b>		
Plan assets at the beginning of the year, at fair value	-	-
Interest income	-	-
Expected return on plan assets	-	-
Actuarial gain / (loss) recognised in other comprehensive income	-	-
Contributions	-	-
Assets Transferred in from other Company	-	-
Assets Transferred out to other Company	-	-
Benefits paid from the fund	-	-
Assets distributed on settlement	-	-
Plan assets at the end of the year, at fair value	-	-
<b>(iii) Reconciliation of present value of the obligation and the fair value of the plan assets</b>		
Fair value of plan assets at the end of the year	-	-
Present value of the defined benefit obligation at the end of the year	183.39	131.02
Net Liability recognized in the Balance Sheet	<b>183.39</b>	<b>131.02</b>
<b>(iv) Expense Recognised in Profit or Loss</b>		
Current Service Cost	25.06	20.22
Past Service Cost	-	-
Net Interest Cost	10.21	11.07
<b>Total</b>	<b>35.27</b>	<b>31.29</b>
<b>(v) Amount Recognised in Other Comprehensive Income</b>		
Actuarial (gain) / loss recognised in other comprehensive income	(24.28)	(45.79)
Expected return on plan assets	-	-
<b>Total</b>	<b>(24.28)</b>	<b>(45.79)</b>

## Notes to the Financial Statements

Particulars	Gratuity	
	As at 31 March, 2020	As at 31 March, 2019
(vi) <b>Assumptions</b>		
Interest rate	6.82%	7.79%
Estimated return on plan assets	NA	NA
Salary growth rate	7.37%	7.37%
Employee turnover rate	For service 4 year and below 15.25%, and 6.50%, thereafter	For service 4 year and below 8.45%, and 2.35%, thereafter

The estimates, of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

(vii) **Particulars of the amounts for the year and Previous years**

	Gratuity				
	As at March 31				
	2020	2019	2018	2017	2016
Present Value of benefit obligation	183.39	131.02	150.66	-	-
Fair value of plan assets	-	-	-	-	-
Excess of obligation over plan assets (plan assets over obligation)	183.39	131.02	150.66	-	-

(viii) **Sensitivity Analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	As at 31 March, 2020	As at 31 March, 2019
Discount rate (+ 1% movement)	(15.40)	(17.02)
Discount rate (- 1% movement)	18.04	20.61
Future salary growth (+ 1% movement)	15.54	18.08
Future salary growth (- 1% movement)	(14.29)	(16.17)
Employee turnover (+ 1% movement)	(0.83)	0.71
Employee turnover (- 1% movement)	0.88	(0.90)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

(ix) **Maturity analysis of defined benefit plan (fund)**

Project benefit payable in future from the date of reporting

1 <sup>st</sup> following year	22.93	3.06
2 <sup>nd</sup> following year	10.18	3.42
3 <sup>rd</sup> following year	10.99	3.81
4 <sup>th</sup> following year	11.37	4.27
5 <sup>th</sup> following year	11.63	4.59
Sum of 6 to 10 years	64.22	34.14
Sum of 11 years and above	269.18	441.93

## Notes to the Financial Statements

### Note 40 : Related Parties

#### (A) List of Related Parties : where control exists

##### Name of the Subsidiary Companies

##### (i) Direct Subsidiary Companies

- 1 Auroscient Outsourcing Ltd
- 2 Aurionpro Solutions SPC
- 3 Trejhara Pte Ltd.

##### (ii) Group Companies

- 1 Aurionpro Solutions Limited
2. Intellvisions Software LLC

##### (iii) Key Managerial Person (KMP)

- 1 Amit Sheth (Chairman and Director)
- 2 Paresh Zaveri (Director)
- 3 Vimal Garachh (Chief Financial Officer)
- 4 Nilesh Kharche (Company Secretary)

#### (B) Transactions during the year with Related Parties

Sr. No	Nature of Transactions	Subsidiaries	Group Company	KMP / Individual	Total
<b>1</b>	<b>Investments</b>				
	As at March 31, 2019	7,706.44	-	-	7,706.44
	Given / (Adjusted) during the Year	8,581.15	-	-	8,581.15
	As at March 31, 2020	16,287.59	-	-	16,287.59
<b>2</b>	<b>Trade Receivable</b>				
	As at March 31, 2019	329.06	151.38	-	480.44
	As at March 31, 2020	-	40.48	-	40.48
<b>3</b>	<b>Loans and Advances</b>				
	<b>Loans</b>				
	As at March 31, 2019	16,142.28	349.09	-	16,491.37
	Given / (Adjusted) during the Year	(3,076.47)	(349.09)	-	(3,425.56)
	Converted into equity	(8,581.15)	-	-	(8,581.15)
	Foreign Exchange Fluctuation	386.31	-	-	386.31
	As at March 31, 2020	4,870.97	-	-	4,870.97
<b>4</b>	<b>Borrowing- Current</b>				
	As at March 31, 2019	-	-	14.64	14.64
	Given / (Adjusted) during the Year	-	-	-	-
	As at March 31, 2020	-	-	14.64	14.64
<b>5</b>	<b>Other Financial Liabilities</b>				
	Provisions for Expenses				
	As at March 31, 2019	-	500.00	-	500.00
	As at March 31, 2020	-	244.00	-	244.00
<b>6</b>	<b>Other Current Liabilities</b>				
	<b>Advance received from Related Parties</b>				
	As at March 31, 2019	-	-	-	-
	As at March 31, 2020	56.63	748.56	-	805.19

## Notes to the Financial Statements

Sr. No	Nature of Transactions	Subsidiaries	Group Company	KMP / Individual	Total
<b>7</b>	<b>Revenue from Operations</b>				
	For the year ended March 31, 2019	329.55	1,495.73	-	1,825.28
	For the year ended March 31, 2020	569.22	2,065.03	-	2,634.26
<b>8</b>	<b>Other Income</b>				
	For the year ended March 31, 2019	709.27	-	-	709.27
	For the year ended March 31, 2020	275.08	-	-	275.08
<b>9</b>	<b>Operating Expenses</b>				
	For the year ended March 31, 2019	-	500.00	-	500.00
	For the year ended March 31, 2020	-	26.84	-	26.84
<b>10</b>	<b>Recovery of Expenses</b>				
	For the year ended March 31, 2019	-	-	-	-
	For the year ended March 31, 2020	129.20	-	-	129.20
<b>11</b>	<b>Employee Benefit Expense</b>				
	For the year ended March 31, 2019	-	-	-	-
	For the year ended March 31, 2020	-	295.21	-	295.21
<b>12</b>	<b>Other Expenses</b>				
	For the year ended March 31, 2019	-	-	-	-
	For the year ended March 31, 2020	8.85	273.04	-	281.89
<b>13</b>	<b>Dividend Paid</b>				
	During the FY 2018-19	-	-	-	-
	During the FY 2019-20	-	-	4.19	4.19
<b>14</b>	<b>Managerial Remuneration</b>				
	For the year ended March 31, 2019	-	-	5.96	5.96
	For the year ended March 31, 2020	-	-	50.20	50.20

The following table describes the components of compensation paid or payable to key management personnel for the services rendered during the year ended:

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
Salaries and other benefits	48.89	5.89
Contributions to defined contribution plans	1.31	0.07
Share-based payments expense	-	-

Some of the key management personnel of the Company are also covered under the Company's Gratuity Plan along with the other employees of the Company. Proportionate amounts of gratuity accrued under the Company's Gratuity Plan have not been separately included in the above disclosure.



## Notes to the Financial Statements

### Note 41. Impact of COVID-19

The World Health Organization declared the outbreak of COVID-19 as a public health emergency of international concern and a pandemic. The Government of India announced a nation-wide lockdown on March 24, 2020 and imposed several restrictions.

The Company has operationalised the Business Continuity Plan (BCP) and has ensured continuity of services to its customers. Presently, our focus is to ensure safety of our employees and preserve continuity of operations with minimum possible disruptions. Further, the Company has also facilitated work from home for majority of the workforce which has ensured that operational continuity amidst disruptions. The Company is ensuring seamless customer services by leveraging digital connectivity to successfully execute each stage of project deployments., there has been no impact on the functioning of the Company.

The Management has considered the possible effects, if any, that may result from the pandemic on the carrying amounts of its current and non-current assets, after considering internal and external sources of information as at the date of approval of these financial statements. The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of Trade Receivables. In assessing recoverability of trade receivables, the Company has considered subsequent recoveries, past trends and credit risk profiles of the clients and all internal and external information available up to the date of issuance of these financial statements. Based on the above assessment, the Company is of the view that carrying amounts of trade receivables are expected to be realisable. The impact of COVID-19 may be different from that estimated as at the date of approval of these financial statements, and the Company will continue to closely monitor the developments.

### Note 42. Prior Periods Comparative

The previous figures have been regrouped / restated to the extent possible to confirm to current year presentation.

### Note 43. Authorisation of Financial Statements

The financial statements for the year ended 31 March, 2020 were approved by the Board of Directors on 23 June, 2020.

As per our attached report of even date

FOR **BAJRANG PARAS & CO.**

Chartered Accountants

Firm Registration No. 118663W

For and on behalf of the Board of Directors of Trejhara Solutions Limited

CIN- L72900MH2017PLC292340

**Bansi Khandelwal**

Partner

Membership No 138205

**Amit Sheth**

Chairman & Director

DIN : 00122623

**Paresh Zaveri**

Director

DIN : 01240552

Place : Navi Mumbai

Date : 23<sup>rd</sup> June, 2020

**Nilesh Kharche**

Company Secretary

**Vimal Garachh**

Chief Financial Officer

# CONSOLIDATED FINANCIALS



# Independent Auditor's Report

To the Members of  
Trejhara Solutions Limited

## Report on the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of **Trejhara Solutions Limited** (herein after referred as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") , which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flow, the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "the Consolidated Ind AS Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31<sup>st</sup> March, 2020, their consolidated profit (including other comprehensive income), their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date

### Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There are no key audit matters to be disclosed.

### Information other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from

material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its subsidiaries to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its subsidiaries to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its subsidiaries entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the

consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matter

- a) We did not audit the financial statements of two subsidiaries included in the consolidated year to date results, whose interim financial statements reflect total assets of ₹ 38,645.33 Lakhs as at March 31, 2020; as well as the total revenue of ₹ 1,110.85 Lakhs as at March 31, 2020. This interim financial statements and other financial information have been audited by other auditors whose report has been furnished to us, and our opinion on the financial statements, to the extent they have been derived from such financial statements is based solely on the report of such other auditors.
- b) We did not audit the financial statements of one subsidiary included in the consolidated year to date results, whose interim financial statements reflect total assets of ₹ 13,423.62 Lakhs as at March 31, 2020; as well as the total revenue of ₹ 1,992.13 Lakhs as at March 31, 2020. These financial statement and other financial information have not been audited and have been presented solely based on information compiled by the Management and approved by the Board of Directors. Accordingly, we are unable to comment on the impact, if any, on the statement of audited consolidated financial results if the same has been audited.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial information certified by the management.

## Independent Auditors' Report (Contd.)

### Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements and the other financial information of a subsidiary as noted in the 'other matter' paragraph, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flow and Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules there under.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary company covered under the Act, none of the directors of the Group companies are disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of the internal financial controls with reference to financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements as also the other financial information of a subsidiary, as noted in the 'Other matter' paragraph:
  - i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There is no amount due to transfer to the Investor Education and Protection Fund by the Holding Company during the year ended 31<sup>st</sup> March, 2020.

For **Bajrang Paras & Co.**  
Chartered Accountants  
(Firm Registration No. 118663W)

**Bansi Khandelwal**  
Partner  
Membership No. 138205  
UDIN: 20138205AAAACA5942

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

## Annexure A to Independent Auditors' Report

### Annexure - A

#### To the Independent Auditor's Report on the Consolidated Ind AS Financial Statements of Trejhara Solutions Limited

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Trejhara Solutions Limited** ("the Company") as of 31<sup>st</sup> March 2020 in conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company, are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company, internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system with reference to financial statements.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company, have in all material respects, an adequate internal financial control system with reference to consolidated financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31<sup>st</sup> March 2020, based on the internal controls with reference to financial statements criteria established by the Company, considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

For **Bajrang Paras & Co.**  
Chartered Accountants  
(Firm Registration No. 118663W)

**Bansi Khandelwal**  
Partner  
Membership No. 138205  
UDIN: 20138205AAAACA5942

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

## Consolidated Balance Sheet as at 31 March, 2020

	Note	As at 31 March, 2020	As at 31 March, 2019
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	3	18.42	23.81
(b) Other Intangible Assets	4	227.63	313.34
(c) Intangible Assets under Developments	4	14,593.35	11,360.97
(d) Financial Assets			
(i) Investments	5	9.28	9.28
(e) Non Current Tax Assets (net)		16.80	61.42
(f) Other Non Current Assets	6	10,503.75	9,836.81
		<b>25,369.23</b>	<b>21,605.63</b>
<b>Current Assets</b>			
(a) Financial Assets			
(i) Trade Receivables	7	2,656.74	2,969.86
(ii) Cash and Cash Equivalents	8	126.66	64.29
(iii) Bank Balance other than (ii) above	9	0.41	-
(iv) Other Financial Assets	10	83.30	41.99
(b) Other Current Assets	11	31,390.56	28,494.64
		<b>34,257.68</b>	<b>31,570.78</b>
<b>TOTAL</b>		<b>59,626.91</b>	<b>53,176.41</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	12	1,181.63	1,181.63
(b) Other Equity	13	44,094.14	39,431.61
<b>Equity Attributable to Equity Shareholders</b>		<b>45,275.77</b>	<b>40,613.24</b>
<b>Non Controlling Interest</b>		-	-
<b>Total Equity</b>		<b>45,275.77</b>	<b>40,613.24</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	14	2,578.46	1,365.80
(b) Deferred Tax Liabilities (net)	15	438.91	410.56
(c) Provisions	16	192.70	127.96
		<b>3,210.07</b>	<b>1,904.32</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	17	209.48	3,720.12
(ii) Trade Payables	18		
- Due to Micro and Small Enterprise		6.04	22.33
- Due to Others		1,455.41	1,134.33
(iii) Other Financial Liabilities	19	8,086.07	4,784.69
(b) Other Current Liabilities	20	1,269.51	770.82
(c) Provisions	21	46.92	137.04
(d) Current Tax Liabilities (net)	22	67.64	89.52
		<b>11,141.07</b>	<b>10,658.85</b>
<b>TOTAL</b>		<b>59,626.91</b>	<b>53,176.41</b>
Basis of preparation, measurement and significant accounting policies	2		

The accompanying notes form an integral part of these financial statements.

As per our attached report of even date  
FOR **BAJRANG PARAS & CO.**  
Chartered Accountants  
Firm Registration No. 118663W

For and on behalf of the Board of Directors of Trejhara Solutions Limited  
CIN- L72900MH2017PLC292340

**Bansi Khandelwal**  
Partner  
Membership No 138205

**Amit Sheth**  
Chairman & Director  
DIN : 00122623

**Paresh Zaveri**  
Director  
DIN : 01240552

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

**Nilesh Kharche**  
Company Secretary

**Vimal Garachh**  
Chief Financial Officer

**Statement of Consolidated Profit and Loss for the year ended 31 March, 2020**

	Note	For the year ended 31 March, 2020	For the year ended 31 March, 2019
<b>1 Income</b>			
(a) Revenue From Operations	23	5,848.94	7,722.93
(b) Other Income	24	399.03	621.55
(c) <b>Total Revenue ((a)+(b))</b>		<b>6,247.97</b>	<b>8,344.48</b>
<b>2 Expenses</b>			
(a) Operating Expenses	25	1,311.26	3,199.59
(b) Employee Benefits Expense	26	2,690.73	2,249.09
(c) Finance Costs	27	489.74	593.84
(d) Depreciation and Amortisation Expense	3,4	97.60	95.62
(e) Other Expenses	28	836.76	659.59
(f) <b>Total Expenses ((a) to (e))</b>		<b>5,426.09</b>	<b>6,797.73</b>
<b>3 Profit Before Exceptional Items and Tax (1(c)-2(f))</b>		821.88	1,546.75
4 Exceptional Items		-	-
<b>5 Profit Before Taxation (3-4)</b>		<b>821.88</b>	<b>1,546.75</b>
<b>6 Tax Expense:</b>	15		
(a) Current Tax		140.65	246.27
(b) Deferred Tax (Credit) /Charge		(12.74)	71.25
<b>Total Tax Expenses</b>		<b>127.91</b>	<b>317.52</b>
<b>7 Profit After Tax (5-6)</b>		<b>693.97</b>	<b>1,229.23</b>
<b>8 Other Comprehensive Income / (Loss)</b>		-	-
(a) Remeasurement Employee Benefits		(24.28)	45.79
(b) Exchange difference on translation of financial statements of foreign subsidiaries		(14.58)	49.06
<b>9 Total Comprehensive Income</b>		<b>655.11</b>	<b>1,324.08</b>
<b>10 Earnings per equity share of par value ₹ 10 each fully paid up</b>	32		
- Basic ₹		5.87	10.40
- Diluted ₹		5.87	10.40

The accompanying notes form an integral part of these financial statements.

As per our attached report of even date  
FOR **BAJRANG PARAS & CO.**  
Chartered Accountants  
Firm Registration No. 118663W

For and on behalf of the Board of Directors of Trejhara Solutions Limited  
CIN- L72900MH2017PLC292340

**Bansi Khandelwal**  
Partner  
Membership No 138205

**Amit Sheth**  
Chairman & Director  
DIN : 00122623

**Paresh Zaveri**  
Director  
DIN : 01240552

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

**Nilesh Kharche**  
Company Secretary

**Vimal Garachh**  
Chief Financial Officer



## Consolidated Statement of Changes in Equity for the period ended 31 March, 2020

(Currency: In lakhs of Indian Rupees)

(a) Particulars	For the year ended		For the year ended						
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019					
<b>Equity Share Capital</b>									
Balance at the beginning of the year			1,181.63	-					
Add: Issue of Equity Shares			-	1,181.63					
<b>Balance at the end of the year</b>			<b>1,181.63</b>	<b>1,181.63</b>					
<b>(b) Other Equity</b>									
<b>Particulars</b>	<b>Attributable to the equity holders of the parent</b>								
	<b>Share Suspense Account</b>	<b>Equity Component of Financial Instrument</b>	<b>Security Premium</b>	<b>Capital Reserve</b>					
	<b>Statutory Reserve</b>	<b>Retained Earnings</b>	<b>Foreign Currency Translation Reserve</b>	<b>Other Comprehensive Income</b>					
			<b>Remeasurement of Actuarial gain/ (Loss)</b>	<b>Foreign Exchange Gain/Loss</b>					
				<b>Total</b>					
Balance as at March 31, 2018	25,766.79	-	1,307.26	1,534.29	10,030.93	377.81	4.70	(14.41)	39,007.37
Surplus/ (Deficit) of Statement of Profit and Loss	-	-	-	-	1,229.23	-	-	-	1,229.23
Issue of Equity Shares	(25,766.79)	-	24,585.16	-	-	-	-	-	(1,181.63)
Additions on account of demerger	-	-	(970.16)	-	-	-	-	-	(970.16)
Additions/ (Deduction) during the year	-	-	-	97.91	-	1,154.04	45.79	49.06	1,346.80
<b>Balance as at March 31, 2019</b>	<b>-</b>	<b>-</b>	<b>24,585.16</b>	<b>1,632.20</b>	<b>11,260.16</b>	<b>1,531.85</b>	<b>50.49</b>	<b>34.65</b>	<b>39,431.61</b>
Surplus/ (Deficit) of Statement of Profit and Loss	-	-	-	-	693.97	-	-	-	693.97
Equity component of financial instrument	-	1,862.69	-	-	-	-	-	-	1,862.69
Dividend (including dividend distributed tax)	-	-	-	-	(71.22)	-	-	-	(71.22)
Additions/ (Deduction) during the year	-	-	-	123.34	-	2,092.61	(24.28)	(14.58)	2,177.09
<b>Balance as at March 31, 2020</b>	<b>-</b>	<b>1,862.69</b>	<b>24,585.16</b>	<b>1,755.54</b>	<b>11,882.91</b>	<b>3,624.46</b>	<b>26.21</b>	<b>20.07</b>	<b>44,094.14</b>

The accompanying notes form an integral part of these financial statements.

As per our attached report of even date

FOR **BAJRANG PARAS & CO.**

Chartered Accountants

Firm Registration No. 118663W

For and on behalf of the Board of Directors of Trejhara Solutions Limited

CIN- L72900MH2017PLC292340

**Bansi Khandelwal**  
Partner

Membership No 138205

**Amit Sheth**  
Chairman & Director  
DIN : 00122623

**Paresh Zaveri**  
Director  
DIN : 01240552

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

**Nilesh Kharche**  
Company Secretary

**Vimal Garachh**  
Chief Financial Officer

**Consolidated Statement of Cash Flow** for the period ended 31 March, 2020

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
<b>A Cash Flow from Operating Activities</b>		
Net Profit Before Tax (after exceptional items)	821.88	1546.75
<b>Adjustments :</b>		
Depreciation and Amortisation	97.60	95.62
Interest Income	(58.82)	(64.65)
Interest Expenses	439.82	589.08
Provision for doubtful debts	14.38	83.67
Foreign exchange gain (net)	(337.99)	(503.46)
<b>Operating Profit before working capital changes</b>	<b>976.86</b>	<b>1,747.01</b>
<b>Movements in Working Capital</b>		
Increase in Trade Receivables and Other Advances	(124.10)	(889.31)
Increase in Trade Payables, Other Liabilities	4,010.92	2,910.79
	<b>3,886.82</b>	<b>2,021.48</b>
<b>Cash generated from Operations</b>	<b>4,863.68</b>	<b>3,768.49</b>
Income Taxes paid (net of refund)	(117.91)	(214.15)
<b>Net Cash generated from Operating Activities (A)</b>	<b>4,745.77</b>	<b>3,554.33</b>
<b>B Cash flow from Investing Activities</b>		
Purchase of PPE, Intangible Assets	(3,238.87)	(932.52)
(Increase) / Decrease in Capital Advances	(666.27)	135.29
Interest Received	58.82	64.65
<b>Net Cash used in Investing Activities (B)</b>	<b>(3,846.32)</b>	<b>(732.57)</b>
<b>C Cash Flow from Financing Activities</b>		
(Repayment of)/ Proceeds Long-Term Borrowings (net)	(320.01)	51.49
Repayment of Short-Term Borrowings (net)	(10.64)	(2,302.62)
Dividend and Dividend Tax paid	(70.82)	-
Interest Paid	(435.19)	(576.69)
<b>Net cash used in from Financing Activities (C)</b>	<b>(836.67)</b>	<b>(2,827.81)</b>
<b>Net Increase / (Decrease) In Cash and Cash Equivalents (A+B+C)</b>	<b>62.78</b>	<b>(6.05)</b>
Cash and Cash Equivalents at beginning of year	64.29	70.34
<b>Cash and Cash Equivalents at end of year</b>	<b>127.07</b>	<b>64.29</b>

a Cash and cash equivalent consists of cash on hand and balances with banks. Refer Note 8 and 9 for details of cash and cash equivalent at the beginning and end of the year.

b Statement of Cash Flow has been prepared under the Indirect Method as set out in the Indian Accounting Standard (Ind AS) 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.

The accompanying notes form an integral part of these financial statements.

As per our attached report of even date

FOR **BAJRANG PARAS & CO.**

Chartered Accountants

Firm Registration No. 118663W

For and on behalf of the Board of Directors of Trejhara Solutions Limited

CIN- L72900MH2017PLC292340

**Bansi Khandelwal**  
Partner  
Membership No 138205

**Amit Sheth**  
Chairman & Director  
DIN : 00122623

**Paresh Zaveri**  
Director  
DIN : 01240552

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

**Nilesh Kharche**  
Company Secretary

**Vimal Garachh**  
Chief Financial Officer

## Notes to the Consolidated Financial Statements

### General Information and Significant Accounting Policies

#### 1. Company Overview

Trejhara Solutions Limited ("hereinafter referred to as "the Company" or "the Parent Company") and its subsidiaries and Joint ventures (hereinafter collectively referred to as "the Group") is a public limited company incorporated and domiciled in India and has its registered office at Unit No. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale, Navi Mumbai 400701, Maharashtra, India.

The Group is a technology products and solutions provider that helps enterprises Accelerate Digital Innovation, Securely and Efficiently. The Group's new age technology helping organizations to expand their digital footprint through innovation and analytical capabilities. The Group's Interact DX is an advanced customer communication product suite that provides any business with the ability to create all forms of customer communication that can be delivered across print, email, mobile and web and Supply Chain Management product provides end-to-end integrated logistics solutions to its key customers across the globe. The Group has also offered IT consulting and provide resources to corporation in multiple segments such as Banking, Insurance, Telecom, Utility and Retail.

#### 2. Significant Accounting Policies

##### 2.1 Statement of Compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 ("the Act"), read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards Amendment) Rules 2016 and Other provisions of the Act to the extent notified and applicable as well as applicable guidance note and pronouncements of the Institute of Chartered Accountants of India (ICAI).

These consolidated financial statements for the year ended March 31, 2020 are the first financial statement that the Group has prepared under Ind AS.

##### 2.2 Basis of Preparation & Presentation

These consolidated financial statements have been prepared on the historical cost basis, except for certain assets and liabilities which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out under Ind AS and in the Schedule III to the Act. Based on the nature of the services and their realisation in Cash and Cash Equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

The Group's financial statements are presented in Indian Rupees (₹), which is also its functional currency. All amounts have been rounded off to the nearest lakhs unless otherwise indicated.

#### 2.3 Principles of Consolidation

The Consolidated Financial Statements relate to the Group. The Company controls an entity when it is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. Interest in associates and the joint venture are accounted for using the equity method. The financial statements of entities are included in the consolidated financial statements from the date on which control commences and until the date on which control ceases. The Consolidated Financial Statements have been prepared on the following bases.

- (a) The financial statements of the Company and its subsidiaries are consolidated by combining like items of assets, liabilities, incomes and expenses and cash flows after fully eliminating intra group balances and intra group transactions resulting in unrealized profit or loss in accordance with the Indian Accounting Standard ("Ind AS") 110 "Consolidated Financial Statements" as referred to in the Indian Accounting Standards Rules, 2015 and as amended from time to time.
- (b) Investments in subsidiaries are eliminated and differences between the costs of investment over the net assets on the date of investment or on the date of the financial statements immediately preceding the date of investment in subsidiaries are recognised as Goodwill or Capital Reserve, as the case may be. Investment in associates and joint ventures are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the Consolidated Financial Statements include the Group's share of profit or loss and other comprehensive income (OCI) of equity accounted investees, until the date on which significant influence or joint control ceases. When the Group's share of loss in an equity accounted investment equals or exceeds its interest in the entity, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.
- (c) Changes in ownership interests for transactions with non-controlling interests that do not result in loss of control are treated as the transactions with the equity owners of the Group. For purchases from non -controlling interests, the difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to consolidate or equity account for an investment because of loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair

## Notes to the Consolidated Financial Statements

value becomes initial carrying amount for the purpose of subsequent accounting for the retained interest as an associate, joint venture or financial asset.

- (d) Share of Non-Controlling Interest in net profit or loss of consolidated subsidiaries for the year is identified and adjusted against income of the Group in order to arrive at the net income attributable to the Equity Shareholders of the Company.
- (e) Share of Non-Controlling Interest in net assets of consolidated subsidiaries is identified and presented in the consolidated statement of profit or loss, consolidated statement of changes in equity and consolidated balance sheet respectively as a separate item from liabilities and the Shareholders' Equity.
- (f) The Consolidated Financial Statements are prepared using uniform Accounting Policies for like transactions and other events in similar circumstances and are presented in the same manner as far as possible, as the standalone financial statements of the Company.

### 2.4 Key Accounting Estimate and Judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported balances of Assets and Liabilities, Disclosure relating to Contingent Liabilities as at date of financial statements and reported statement of Income and Expense for the period presented. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Estimates & underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements pertaining to investments, useful life of property, plant and equipment including intangible asset (Note 3 and Note 4), current tax expense and tax provisions, recognition of deferred tax assets (Note 6) and Provisions and contingent liabilities. Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

**Impairment of Investments:** The Group reviews its carrying value of investments in subsidiaries and other entities at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

**Useful life of Property, Plant and Equipment including intangible asset:** Residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**Taxes:** The Group provides for tax considering the applicable tax regulations and based on probable estimates.

The recognition of deferred tax assets is based on availability of sufficient taxable profits in the Group against which such assets can be utilized.

**Provisions and contingent liabilities:** Provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

### 2.5 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

### 2.6 Revenue Recognition

#### Ind AS 115 – 'Revenue from Contracts with Customers'

The Ministry of Corporate Affairs (MCA) has notified on 28<sup>th</sup> Mar'18 Ind AS 115 - Revenue from Contracts with Customers. This Standard will be applicable from the financial years beginning on or after April 1, 2018. Ind AS 115 replaces Ind AS 18 (Revenue) and Ind AS 11 (Construction Contracts). The Company has adopted Ind AS 115 using the cumulative effect method and applied to contracts that were not completed as of April 1, 2018.

The core principle of Ind AS 115 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard specifically adopts a five step model as below for recognising revenue:

- a) Identify the contract(s) with a customer
- b) Identify the performance obligations in contract
- c) Determine the transaction price
- d) Allocate the transaction price to the performance obligations in the contract
- e) Recognise revenue when (or as) the entity satisfies a performance obligation

Revenue from software development and consulting services is recognized either on time and material basis or fixed price basis, as the case may be. Revenue on time and material and job contracts is recognized as and when the related services are performed (units delivered, efforts expended, number of transactions processed etc.) and revenue from the end of last invoicing to reporting date is recognized as unbilled revenue. Invoicing in excess of revenues are recognized as unearned revenues. Revenue on fixed price contracts is recognized where performance obligations are satisfied over time and there is no uncertainty as to measurement or collectability of consideration on the percentage of completion method. Efforts and costs expended have been used to measure progress towards completion since there is direct relationship between input and productivity.

Revenue from sale of licenses, where the customer obtains a "right to use" the licenses is recognized at the point in time

## Notes to the Consolidated Financial Statements

when the related license is made available to the customer. Revenue from licenses where the customer obtains a “right to access” is recognized over the access period.

Arrangements to deliver software products generally have three elements: license, implementation and annual maintenance. In accordance with the principles of Ind AS 115, when implementation services are provided in conjunction with the licensing arrangement, the license and implementation have been identified as two separate performance obligations. The transaction price for such contracts are allocated to each performance obligations based on their respective selling prices. Maintenance revenue in respect of software products and other products/equipment is recognised on pro rata basis over the period of the underlying maintenance agreement. Revenue is net of discounts/ price incentives which are estimated and accounted based on the terms of the contracts and excludes applicable indirect taxes other than Excise duty.

Revenue from leasing income is recognised on pro-rata basis over the period of the contract.

Unearned and deferred revenue represents contractual billings/money received in excess of revenue recognised as per the terms of the contract.

Dividend income is recognised when the Company’s right to receive payment is established.

Interest income is recognised on a time proportion basis using effective interest rate method.

### 2.7. Property, Plant and Equipment

Property plant and equipment (PPE) are stated at cost less accumulated depreciation and impairment losses if any. Cost includes expenditure directly attributable to the acquisition of the asset and cost incurred for bringing the asset to its present location and condition for its intended use.

Other Tangible Assets are restated retrospectively. Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as “Capital work-in-progress” and are stated at cost.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- i. Computers is depreciated in 6 years and Plant and machinery is depreciated in 5 years based on technical evaluation of useful life done by the management.
- ii. Individual assets costing up to Rupees five thousand are depreciated in full in the period of purchase.

The residual values, useful lives and method of depreciation of PPE is reviewed at each financial year end and adjusted prospectively, if appropriate.

### 2.8. Intangible Assets

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business

combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues, if not, it is impaired or changed prospectively basis revised estimates.

Finite-life intangible assets are amortised on a straightline basis over the period of their expected useful lives. The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. Computer Software is amortised over a period of 5 years or over license period, whichever is lower.

Goodwill is initially recognised based on the accounting policy for business combinations. These assets are not amortised but are tested for impairment annually.

### 2.09 Business Combinations

The Group accounts for its business combinations under the acquisition method of accounting using fair valuation of the net asset taken over as per Ind AS 103, Business Combination. Intangible assets acquired in a business combination are recognized and reported separately from goodwill

Goodwill represents the cost of the acquired businesses in excess of the fair value of identifiable tangible and intangible net assets purchased.

### 2.10. Inventories

Inventories include traded goods and are valued at lower of cost or net realisable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventory to their present location and condition. Cost is determined on the first-in, first-out (FIFO) basis.

### 2.11 Leases

#### The Group as a Lessee

The Group have adopted Ind AS 116-Leases effective 1<sup>st</sup> April, 2019, using the modified retrospective method. The Group has applied the standard to its leases with the cumulative impact recognised on the date of initial application (1<sup>st</sup> April, 2019). Accordingly, previous period information has not been restated.

The Group’s lease asset classes primarily consist of leases for Land and Buildings and Plant & Machinery. The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Group has the right to obtain substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Group has the right to direct the use of the asset.

## Notes to the Consolidated Financial Statements

- (iv) the Group has the right to operate the asset; or
- (v) the Group designed the assets in a way that predetermined how and for what purpose it will be used

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### The Group as a Lessor

Leases under which the Group is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

For leases under which the Group is an intermediate lessor, the Group accounts for the head-lease and the sub-lease as two separate contracts. The sub-lease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

### 2.12. Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. Income Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity. Foreign subsidiaries recognize current tax/

deferred tax liabilities and assets in accordance with the applicable local laws.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Management periodically evaluates positions taken in tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding tax base used for computation of taxable Income.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments / appeals.

The Company uses estimates and judgements based on the relevant rulings in the areas of allowances and disallowances which are exercised while determining the provision for income tax.

### 2.13. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### 2.14. Foreign Currency Transactions

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the year is recognized in the Statement of Profit and Loss.

## Notes to the Consolidated Financial Statements

Monetary assets and liabilities in foreign currency which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss in the year in which they arise.

Non-monetary foreign currency items are carried at cost.

### 2.15. Employee Benefits

#### i. Short-Term Employee Benefits

Employee benefits payable wholly within twelve months of availing employee service are classified as short-term employee benefits. This benefits includes salaries and wages, bonus and ex- gratia. The undiscounted amount of short-term employee benefits to be paid in exchange of employees services are recognised in the period in which the employee renders the related service.

#### ii. Long Term Employee Benefits

##### Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which employee renders the related service.

##### Defined Benefit Plan

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

When the calculation results in a benefit to the Company, the recognised asset is limited to the net total of any unrecognised actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

Remeasurement which comprise of actuarial gain and losses, the return of plan assets (excluding interest) and

the effect of asset ceiling (if any, excluding interest) are recognised in OCI. Plan Assets of Defined Benefit Plans have been measured at fair value.

### 2.16. Earnings Per Share (EPS)

In determining Earnings per Share, the Group considers net profit after tax and includes post tax effect of any exceptional item. Number of shares used in computing basic earnings per share is the weighted average number of the shares, excluding the shares owned by the Trust, outstanding during the period. Dilutive earning per share is computed and disclosed after adjusting effect of all dilutive potential equity shares, if any except when result will be anti - dilutive. Dilutive potential equity Shares are deemed converted as at the beginning of the period, unless issued at a later date.

### 2.17. Provisions, Contingent Liabilities and Contingent Assets

The Group creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are disclosed only when an inflow of economic benefit is probable.

### 2.18. Cash and cash Equivalents

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### 2.19. Impairment of Non-Financial Assets

Intangible assets that have an indefinite useful life are tested annually for impairment or more frequently if events or changes in circumstances indicate that they may be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is increased/ reversed where there has been change in the estimate of recoverable value. The recoverable value is the higher of the assets' net selling price and value in use.

### 2.20. Impairment of Financial Assets

The Group recognised loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for the trade receivables with no significant financing component is measured at amount equal to life time ECL. For all other financial assets, ECLs are measured at an amount equal to the 12 month ECL, unless there has been significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at reporting date

## Notes to the Consolidated Financial Statements

to the amount that is required to be recognised is recognised as an impairment gain or loss in profit and loss.

### 2.21. Measurement of Fair Value of Financial Instruments

The Group's accounting policies and disclosures require measurement of fair values for the financial instruments. The Group has an established control framework with respect to measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses evidence obtained from third parties to support the conclusion that such valuations meet the requirements of Ind AS, including level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If inputs used to measure fair value of an asset or a liability fall into different levels of fair value hierarchy, then fair value measurement is categorised in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of fair value hierarchy at the end of the reporting period during which the change has occurred.

### 2.22. Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts.

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

#### (i) Financial Assets at Amortised Cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### (ii) Financial Assets at Fair Value Through Other Comprehensive Income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### (iii) Financial Assets at Fair Value Through Profit or Loss (FVTPL)

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts.

#### (iv) Financial Liabilities

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### (v) Equity Instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Group are recognised at the proceeds received net off direct issue cost.

#### (vi) Derecognition of Financial Instruments

Financial liability (or a part of a financial liability) derecognizes from the Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires



## Notes to the Consolidated Financial Statements

(Currency: In lakhs of Indian Rupees)

## Note 3. Property, Plant and Equipment

Particulars	Computers	Furniture and fixtures	Office Equipments	Leasehold Improvement	Total
<b>Gross Carrying value</b>					
Balance as at 31 March, 2018	643.57	2.59	9.39	-	655.55
Additions/ (Deductions)	-	-	0.23	4.64	4.87
Other adjustments	2.40	-	-	-	2.40
Balance as at 31 March, 2019	645.97	2.59	9.62	4.64	662.82
Additions/ (Deductions)	11.61	-	0.13	-	11.74
Other adjustments	0.09	0.18	-	2.73	3.00
<b>Balance as at 31 March 2020</b>	<b>657.67</b>	<b>2.77</b>	<b>9.75</b>	<b>7.37</b>	<b>677.56</b>
<b>Accumulated Depreciation</b>					
Balance as at 31 March, 2018	636.64	2.35	9.39	-	648.38
Depreciation for the period	1.58	-	0.09	0.46	2.13
Other adjustments	(11.50)	-	-	-	(11.50)
Balance as at 31 March, 2019	626.72	2.35	9.48	0.46	639.01
Depreciation for the year	2.59	0.06	0.07	0.93	3.65
Other adjustments	13.61	0.22	(0.08)	2.73	16.48
<b>Balance as at 31 March, 2020</b>	<b>642.92</b>	<b>2.63</b>	<b>9.47</b>	<b>4.12</b>	<b>659.14</b>
<b>Net Block</b>					
As at 31 March, 2019	19.25	0.24	0.14	4.18	23.81
<b>As at 31 March, 2020</b>	<b>14.75</b>	<b>0.14</b>	<b>0.28</b>	<b>3.25</b>	<b>18.42</b>

## Note 4. Other Intangible Assets and Intangible Assets under Development

Particulars	Computers Software	Intangible assets under developments
<b>Gross Carrying value</b>		
Balance as at 31 March, 2018	644.97	10,680.28
Additions/ (Deductions)	-	-
Other adjustments	10.36	680.69
Balance as at 31 March, 2019	655.33	11,360.97
Additions	-	3,232.38
Other adjustments	15.62	-
<b>Balance as at 31 March, 2020</b>	<b>670.95</b>	<b>14,593.35</b>
<b>Accumulated Amortisation</b>		
Balance as at 31 March, 2018	245.56	-
Amortisation for the period	93.49	-
Other adjustments	2.95	-
Balance as at 31 March, 2019	341.99	-
Amortisation for the year	93.95	-
Other adjustments	7.38	-
<b>Balance as at 31 March, 2020</b>	<b>443.32</b>	<b>-</b>
<b>Net Block</b>		
As at 31 March, 2019	313.34	-
<b>As at 31 March, 2020</b>	<b>227.63</b>	<b>-</b>

## Notes to the Consolidated Financial Statements

### Note 5. Non-Current Investments (valued at cost unless stated otherwise)

	As at 31 March, 2020	As at 31 March, 2019
<b>Investment</b>		
<b>Investment in Equity Instruments</b>		
<b>Equity Investment in Others carried at cost (unquoted and fully paid up)</b>		
The Saraswat Co-Operative Bank Limited 2,500 (31 March, 2019: 2,500) equity shares of par value of ₹ 10 each	0.25	0.25
The New India Co-Op. Bank Limited 90,300 (31 March, 2019: 90,300) equity shares of par value of ₹ 10 each	9.03	9.03
	<b>9.28</b>	<b>9.28</b>
<b>Aggregate book value of unquoted non-current investments</b>	9.28	9.28

### Note 6. Other Non-Current Assets

	As at 31 March, 2020	As at 31 March, 2019
(Unsecured and Considered good)		
Capital Advances	10,487.37	9,821.10
Security Deposits	16.38	15.71
	<b>10,503.75</b>	<b>9,836.81</b>

### Note 7. Trade Receivables (Refer Note 37)

	As at 31 March, 2020	As at 31 March, 2019
(Unsecured and Considered good unless otherwise mentioned)		
Considered Good	2,656.74	2,969.86
Considered doubtful	480.57	440.16
Less : Provisions for doubtful receivables	(480.57)	(440.16)
	<b>2,656.74</b>	<b>2,969.86</b>

### Note 8. Cash and Cash Equivalents

	As at 31 March, 2020	As at 31 March, 2019
Cash in Hand	8.43	8.85
Bank Balance in Current Accounts	118.23	55.44
	<b>126.66</b>	<b>64.29</b>

### Note 9. Bank Balance other than Cash and Cash Equivalents

	As at 31 March, 2020	As at 31 March, 2019
Earmarked Balance- Unpaid Dividend	0.41	-
	<b>0.41</b>	-

## Notes to the Consolidated Financial Statements

## Note 10. Other Financial Assets

	As at 31 March, 2020	As at 31 March, 2019
Interest Accrued on Loans & Advance	55.15	21.05
Unbilled Revenue	20.94	11.60
Other Advance	7.21	9.34
	<b>83.30</b>	<b>41.99</b>

## Note 11. Other Current Assets

	As at 31 March, 2020	As at 31 March, 2019
Advance to Supplier	18,054.81	15,700.32
Prepaid Expenses	31.10	25.63
Security Deposits	2.60	2.42
Indirect Tax Receivables	7.55	7.38
Others Receivables	13,294.50	12,758.89
	<b>31,390.56</b>	<b>28,494.64</b>

## Note 12. Share Capital

	As at 31 March, 2020	As at 31 March, 2019
<b>Authorised Capital</b> 13,000,000 (31 March, 2019 : 13,000,000) equity shares of par value of ₹ 10 each	1,300.00	1,300.00
<b>Issued, Subscribed and Paid-up</b> 11,816,298 (31 March, 2019: 11,816,298) equity shares of par value ₹ 10 each, fully paid-up	1,181.63	1,181.63
	<b>1,181.63</b>	<b>1,181.63</b>

## (i) Details of Shareholders holding more than 5% shares in the Company

	No. of Shares	%	No. of Shares	%
Mr. Amit Sheth	8,38,812	7.10	7,88,402	6.67
Mr. Paresh Zaveri	17,59,651	14.89	17,59,651	14.89

## (ii) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

## (iii) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the year-end:

	2019	2018	2017
- Share allotted on account of demerger	<b>1,181.63</b>	-	-

## (iv) Reconciliation of Equity Shares outstanding at the beginning and at the end of the reporting period

	31 March, 2020		31 March, 2019	
	Number	₹ in lakhs	Number	₹ in lakhs
<b>At the beginning of the year</b>	1,18,16,298	1,181.63	-	-
Add:- Share allotted on account of demerger	-	-	1,18,16,298	1,181.63
<b>At the end of the year</b>	<b>1,18,16,298</b>	<b>1,181.63</b>	<b>1,18,16,298</b>	<b>1,181.63</b>

## (v) The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to stakeholders through the optimisation of the equity balance. The Company is not subject to any externally imposed capital requirements. The Company's risk management committee reviews the capital structure of the Company on an ongoing basis. As part of this review, the committee considers the cost of capital and the risks associated with capital.

## Notes to the Consolidated Financial Statements

### Note 13. Other Equity

	As at 31 March, 2020	As at 31 March, 2019
<b>Capital Reserves</b>		
At the commencement of the year	337.10	1,307.26
Deduction during the year	-	(970.16)
At the end of the year	<b>337.10</b>	<b>337.10</b>
<b>Security Premium</b>		
At the commencement of the year	24,585.16	-
Additions during the year	-	24,585.16
At the end of the year	<b>24,585.16</b>	<b>24,585.16</b>
<b>Statutory Reserve</b>		
At the commencement of the year	<b>1,632.20</b>	1,534.29
Additions during the year	123.34	97.91
At the end of the year	<b>1,755.54</b>	<b>1,632.20</b>
<b>Foreign Currency Translation Reserve</b>		
At the commencement of the year	1,531.85	377.81
Additions during the year	2,092.61	1,154.04
At the end of the year	<b>3,624.46</b>	<b>1,531.85</b>
<b>Equity Component of Financial Instrument</b> (refer note 37)	<b>1,862.69</b>	-
<b>Surplus in Retained Earnings</b>		
At the commencement of the year	11,260.16	10,030.93
Add: Profit for the year	693.97	1,229.23
Less: Equity Dividends (including Tax on Dividends)	(71.22)	-
At the end of the year	<b>11,882.91</b>	<b>11,260.16</b>
<b>Other Comprehensive Income</b>		
At the commencement of the year	85.14	(9.71)
Additions /(deduction) during the year	(38.86)	94.85
At the end of the year	<b>46.28</b>	<b>85.14</b>
	<b>44,094.14</b>	<b>39,431.61</b>

#### Note 13.1

**(i) Capital Reserve**

The Company recognise profit and loss on sale, purchase and cancellation of the Company's own equity instruments to capital reserve.

**(ii) Securities Premium**

Securities Premium is used to record premium on issuance of shares. The reserve is utilised in accordance with provisions of the Companies Act, 2013.

**(iii) Retained Earnings**

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

**(iv) Other Comprehensive Income**

Other Comprehensive Income refers to items of income and expenses that are not recognised as a part of the profit and loss account.

## Notes to the Consolidated Financial Statements

## Note 14. Borrowings-Non Current

	As at 31 March, 2020	As at 31 March, 2019
(i) Redeemable Optionally Convertible Debentures (OCDs) (refer note 37)	1,637.31	-
(ii) Loans from:		
Bank (secured)	845.24	1,210.96
Bank (unsecured)	11.52	154.84
Financial institution (unsecured)	84.39	-
	<b>2,578.46</b>	<b>1,365.80</b>

## Note 14.1

Unsecured redeemable optionally convertible fixed rate debentures (privately placed):

Face value per Debenture (in ₹)	10
Debenture Units	3,50,00,000
Interest Rate	2% fixed coupon rate
Date of allotment	31 March, 2020
Terms of repayment for Debentures: Redeemable on or before completion of 10 years of their issuance at par and no premium	

## Note 14.2

Loan from Bank of ₹ 1,340.24 lakhs secured by equitable mortgage on the underlying properties.

## Note 14.3

Repayment Schedule of Long Term Borrowings from Bank and Financial Institution

Rate of Interest	Within 1 year	1 - 2 years	3-5 years
13%	495.00	720.00	125.24
17%	11.85	11.52	-
18%	70.45	84.39	-

## Note 15. Deferred Tax Liabilities

	As at 31 March, 2020	As at 31 March, 2019
<b>(A) Deferred Tax Assets/ (Liabilities)</b>		
Related to timing difference on depreciation/ amortisation on PPE and Other Intangible Assets	359.84	330.70
Related to Employee Benefits Provisions	52.19	52.88
Related to Provisions for Doubtful Debts	26.88	26.98
<b>Net Deferred Tax Liabilities</b>	<b>438.91</b>	<b>410.56</b>
	<b>For the year ended 31 March, 2020</b>	<b>For the year ended 31 March, 2019</b>
<b>(B) Amounts recognised in Statement of Profit and Loss</b>		
(i) Current Income Tax	140.65	246.27
(ii) Deferred Tax (Credit) / Charge	(12.74)	71.25
<b>Tax Expense for the year</b>	<b>127.91</b>	<b>317.53</b>
<b>(C) Reconciliation of Tax Expenses</b>		
<b>Profit Before Tax</b>	<b>821.88</b>	<b>1,546.75</b>
<b>Applicable Tax Rate</b>	25.17%	29.12%
Computed Tax Expenses	206.85	450.41
Add/ (Less): Tax effect of Expenses disallowed	(66.20)	(204.14)
<b>Current Tax Provision (i)</b>	<b>140.65</b>	<b>246.27</b>
Incremental Deferred Tax charge/ (credit) on account of Tangible and Intangible Assets	71.25	(125.65)
Incremental Deferred Tax (credit)/ charge on account of Other Assets/ Liabilities	(83.99)	196.90
<b>Deferred Tax (Credit) / Charge (ii)</b>	<b>(12.74)</b>	<b>71.25</b>
<b>Income Tax Expenses (i+ii)</b>	<b>127.91</b>	<b>317.53</b>

The Company's weighted average tax rates for the years ended March 31, 2020 and 2019 has been 20% and 25% respectively. The effective tax rate for the year ended March 31, 2020 has been lower primarily as a result of the facts mentioned above.

## Notes to the Consolidated Financial Statements

### Note 16. Provisions -Non Current

	As at 31 March, 2020	As at 31 March, 2019
Employee Benefits	192.70	127.96
	<b>192.70</b>	<b>127.96</b>

**Note 16.1**  
Provision (Non Current) for employee benefits includes for defined benefits plans.

### Note 17. Borrowings-Current

	As at 31 March, 2020	As at 31 March, 2019
Rupee Loans from Related Parties (Unsecured)	101.19	3,593.62
Rupee Loans from Other (Unsecured)	108.29	126.50
	<b>209.48</b>	<b>3,720.12</b>

**Note 17.1**  
Loans and advances from related parties are interest free and repayable on demand.

### Note 18. Trade Payables (Refer Note 37)

	As at 31 March, 2020	As at 31 March, 2019
- Due to Micro and Small Enterprises	6.04	22.33
- Due to Others	1,455.41	1,134.33
	<b>1,461.45</b>	<b>1,156.66</b>

### Note 18.1 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

The Company has amounts due to suppliers under The Micro, Small and Medium Enterprises Development Act, 2006, [MSMED Act] as at March 31, 2020. The disclosure pursuant to the said Act is as under:

(i) Principal amount due to any supplier as at the year end	6.04	22.33
(ii) Interest due on the principal amount unpaid at the year end to any supplier	0.17	0.03
(iii) Amount of Interest paid by the Company in terms of Section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
(iv) Payment made to the enterprises beyond appointed date under Section 16 of MSMED	-	-
(v) Amount of Interest due and payable for the period of delay in making payment, which has been paid but beyond the appointed day during the year, but without adding the interest specified under MSMED	-	-
(vi) Amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(vii) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED.	-	-

## Notes to the Consolidated Financial Statements

## Note 19. Other Financials Liabilities

	As at 31 March, 2020	As at 31 March, 2019
<b>Current Maturities of Long-Term Borrowings</b>		
a) From Bank (secured)	495.00	427.50
b) From Bank (unsecured)	11.85	-
c) From Financial Institution (unsecured)	70.45	45.16
	<b>577.30</b>	<b>472.66</b>
<b>Others</b>		
a) Interest Accrued but not due on Loans	48.86	44.23
b) Unclaimed Dividend	0.41	-
c) Provisions for Expenses	817.22	529.91
d) Salary Payables	11.22	127.85
e) Due to Group Companies	6631.06	3610.04
	<b>7508.77</b>	<b>4312.03</b>
	<b>8,086.07</b>	<b>4,784.69</b>

## Note 20. Other Current Liabilities

	As at 31 March, 2020	As at 31 March, 2019
Revenue Received in Advance	419.40	287.93
Advance Received from Related Parties	748.56	-
Payable to Tax Authorities	101.55	482.88
	<b>1,269.51</b>	<b>770.82</b>

## Note 21. Provisions

	As at 31 March, 2020	As at 31 March, 2019
Provision for Employee Benefits	46.92	137.04
	<b>46.92</b>	<b>137.04</b>

## Note 21.1

Provision for employee benefits includes for defined benefits plans and Compensated absences.

## Note 22. Current Tax Liabilities (net)

	As at 31 March, 2020	As at 31 March, 2019
Current Tax Liabilities (net)	67.64	89.52
	<b>67.64</b>	<b>89.52</b>

## Notes to the Consolidated Financial Statements

### Note 23. Revenue from Operations

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
Sale of Software Licence and Services	5,848.94	7,722.93
	<b>5,848.94</b>	<b>7,722.93</b>

### Note 23.1 Disagregate Revenue Information

The disaggregated revenue from contracts with the customers for the year ended 31 March, 2020.

<b>(i) Product and Services wise</b>		
Sales of Software Licence and Services	5,848.94	7,722.93
<b>Total</b>	<b>5,848.94</b>	<b>7,722.93</b>
<b>(ii) Geography wise</b>		
Asia-Pacific	5,348.52	4,152.48
Rest of World	500.42	3,570.45
<b>Total</b>	<b>5,848.94</b>	<b>7,722.93</b>

Revenues in excess of invoicing are classified as contract assets (which is referred as unbilled revenues). Changes in contract assets are directly attributable to revenue recognised based on the accounting policy defined and the invoicing done during the year. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures as the revenue recognised corresponds directly with the value to the customer of the Company's performance completed to date.

### Impact of COVID-19:

While the Company believes strongly that it has a good portfolio of services to partner with customers, the impact on future revenue streams could come from :

- the inability of our customers to continue their businesses due to financial resource constraints or their services no-longer being availed by their customers
- prolonged lock-down situation resulting in its inability to deploy onsite resources at different locations due to restrictions in mobility
- customers postponing their discretionary spend due to change in priorities

The company has a resilient business model in place with mission critical solutions deployed majorly across banking, financial services, government and shared services verticals. The Company does not have major exposure in the verticals which are impacted due to COVID 19. The Company has considered such impact to the extent known and available currently. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and the Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

### Note 24. Other Income

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
Interest Income from Investments	58.82	64.65
Foreign exchange fluctuation gain (net)	337.99	503.46
Dividend Income	0.99	0.04
Credit Balance Written back	1.23	50.72
Miscellaneous Income	-	2.68
	<b>399.03</b>	<b>621.55</b>



## Notes to the Consolidated Financial Statements

### Note: 25 Operating Expenses

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
Software Licence and Services Cost	1,311.26	3,199.59
	<b>1,311.26</b>	<b>3,199.59</b>

### Note 26. Employee Benefits Expense

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
Salaries (Including Managerial Remuneration)	2,551.89	2,145.60
Contribution to Provident and Other Funds	110.92	72.51
Staff Welfare Expenses	27.92	30.98
	<b>2,690.73</b>	<b>2,249.09</b>

### Note 27. Finance Costs

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
<b>Interest Expense on :</b>		
- Borrowings	425.08	573.63
- Delayed Payment of Taxes	57.71	15.44
Other Borrowing Charges	6.95	4.77
	<b>489.74</b>	<b>593.84</b>

### Note 28. Other Expenses

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
Travelling and Conveyance Expenses	235.90	230.40
Legal and Professional Charges	168.93	99.68
Rent, Rates and Taxes	110.24	108.26
Electricity Charges	92.51	28.14
Insurance Charges	27.05	19.15
Printing and Stationery	17.32	1.83
Housekeeping Charges	11.04	7.12
Communication Expenses	62.60	10.31
Repairs and Maintainance	50.46	20.71
Membership and Subscription Charges	11.38	9.70
Bad debts	-	83.67
Provisions for doubtful debts	14.38	-
CSR Expenses (refer note 31)	5.00	-
Other Miscellaneous Expense	29.95	40.62
	<b>836.76</b>	<b>659.59</b>

## Notes to the Consolidated Financial Statements

### Note 29

	As at 31 March, 2020	As at 31 March, 2019
<b>Contingent Liabilities and Commitment (as represented by the Management)</b>		
(i) Guarantees given by the Company on behalf of its Subsidiary	-	-
(ii) Disputed Liabilities not provided for direct /indirect Tax	-	-
(iii) Commitments:		
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	9,217.81	12,306.01

### Note 30

#### Segment Reporting

The Company operated in Software Consultancy business which is the only reportable segment. Therefore, the same has not been separately disclosed in line with provision of Ind AS 108 'Operating Segment'.

### Note 31

#### Corporate Social Responsibility

The Company has paid ₹ 5 lakhs (Previous year ₹ Nil) towards various scheme of Corporate Social Responsibility (CSR) as prescribed under:

- i. Gross amount required to be paid by the Company during the year : ₹ 4.63 lakhs (Previous year: Nil)
- ii. Amount paid during the year on:

	For the year ended 31 March, 2020		For the year ended 31 March, 2019	
	In cash / payable	Yet to be paid in cash	In cash / payable	Yet to be paid in cash
(i) Construction/Acquisition of any asset	-	-	-	-
(ii) For purposes other than (i) above	5.00	-	-	-

The Company does not carry any provisions for CSR expenses for current year and previous year.

### Note 32 Earnings Per Share (EPS)

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
<b>Basic and Diluted EPS</b>		
(a) Profit/(Loss) attributable to Equity Shareholders	693.97	1,229.23
(b) Weighted average number of Equity Shares (Basic and Diluted)	1,18,16,298	1,18,16,298
(c) Earnings per Share		
- Basic Earnings per Share of ₹ 10 each	5.87	10.40
- Diluted Earnings per Share of ₹ 10 each	5.87	10.40

## Notes to the Consolidated Financial Statements

### Note 33

#### Leases

##### Operating Leases as Lessee:

The Company has taken a commercial property on non-cancellable operating lease. The lease agreement provides for an option to the Company to renew the lease period at the end of non-cancellable period. There are no exceptional/restrictive covenants in the lease agreements. The future minimum lease payments in respect of lease property as at 31 March, 2020 is as follows:

Particulars	For the year ended 31 March, 2020	For the year ended 31 March, 2019
Not later than one year	-	14.63
Later than one year but not later than five years	-	-
Later than five years	-	-
<b>Total</b>	<b>-</b>	<b>14.63</b>

##### Operating Leases as Lessor: Nil

### Note 34

#### Capital Management

Equity share capital and other equity are considered for the purpose of Company's capital management. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The Company monitors capital using gearing ratio, which is net debt divided by total capital.

	For the year ended 31 March, 2020	For the year ended 31 March, 2019
(i) Debt	3,365.24	5,558.59
Less : Cash and Marketable Securities	118.23	55.44
<b>Net Debt (A)</b>	<b>3,247.01</b>	<b>5,503.14</b>
(ii) Equity (B)	45,275.77	40,613.24
(iii) Capital Gearing Ratio ( A/B )	7%	14%

## Notes to the Consolidated Financial Statements

### Note 35

#### Employee Benefits

##### Defined Contribution Plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund, ESIC and other funds which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognized as an expense towards contribution to provident fund, ESIC and other funds for the year aggregated to ₹ 110.92 lakhs (31 March 2019: ₹ 72.51).

##### Defined Benefit Plans

The Company has a scheme for payment of gratuity to all its employees as per the provisions of the Payment of Gratuity Act, 1972. The Company provides for period end liability using the projected unit credit method as per the actuarial valuation carried out by independent actuary. The gratuity plan is a funded plan.

The following table sets out the status of the Gratuity Plan as required under Indian Accounting Standard ("Ind AS") 19 "Employee Benefits".

Particulars	Gratuity	
	As at 31 March, 2020	As at 31 March, 2019
(i) <b>Reconciliation of opening and closing balances of the present value of the defined benefit obligation</b>		
Obligation at the beginning of the year	131.02	150.66
Interest Cost	10.21	11.07
Current Service Cost	25.06	20.22
Past Service Cost	-	-
Liability Transferred in from Other Company	-	-
Liability Transferred out to Other Company	-	-
Actuarial (gain) / loss recognised in other comprehensive income	-	-
- Change in Demographic Assumptions	1.62	35.32
- Change in Financial Assumptions	14.97	(51.39)
- Experience Adjustments	7.69	(29.73)
Benefits Paid	(7.18)	(5.13)
Liabilities Extinguished on Settlement	-	-
Obligation at the end of the year	<b>183.39</b>	<b>131.02</b>
(ii) <b>Change in plan assets</b>		
Plan assets at the beginning of the year, at fair value	-	-
Interest income	-	-
Expected return on plan assets	-	-
Actuarial gain / (loss) recognised in other comprehensive income	-	-
Contributions	-	-
Assets Transferred in from other Company	-	-
Assets Transferred out to other Company	-	-
Benefits paid from the fund	-	-
Assets distributed on settlement	-	-
Plan assets at the end of the year, at fair value	-	-
(iii) <b>Reconciliation of present value of the obligation and the fair value of the plan assets</b>		
Fair value of plan assets at the end of the year	-	-
Present value of the defined benefit obligation at the end of the year	183.39	131.02
Net Liability recognized in the Balance Sheet	<b>183.39</b>	<b>131.02</b>

## Notes to the Consolidated Financial Statements

Particulars	Gratuity	
	As at 31 March, 2020	As at 31 March, 2019
<b>(iv) Expense Recognised in Profit or Loss</b>		
Current Service Cost	25.06	20.22
Past Service Cost	-	-
Net Interest Cost	10.21	11.07
<b>Total</b>	<b>35.27</b>	<b>31.29</b>
<b>(v) Amount Recognised in Other Comprehensive Income</b>		
Actuarial (gain) / loss recognised in other comprehensive income	(24.28)	(45.79)
Expected return on plan assets	-	-
<b>Total</b>	<b>(24.28)</b>	<b>(45.79)</b>
<b>(vi) Assumptions</b>		
Interest rate	6.82%	7.79%
Estimated return on plan assets	NA	NA
Salary growth rate	7.37%	7.37%
Employee turnover rate	For service 4 year and below 15.25%, and 6.50%, thereafter	For service 4 year and below 8.45%, and 2.35%, thereafter

The estimates, of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

**(vii) Particulars of the amounts for the year and Previous years**

	As at 31 March				
	2020	2019	2018	2017	2016
Present Value of benefit obligation	183.39	131.02	150.66	-	-
Fair value of plan assets	-	-	-	-	-
Excess of obligation over plan assets (plan assets over obligation)	183.39	131.02	150.66	-	-

**(viii) Sensitivity Analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	As at 31 March, 2020	As at 31 March, 2019
Discount rate (+ 1% movement)	(15.40)	(17.02)
Discount rate (- 1% movement)	18.04	20.61
Future salary growth (+ 1% movement)	15.54	18.08
Future salary growth (- 1% movement)	(14.29)	(16.17)
Employee turnover (+ 1% movement)	(0.83)	0.71
Employee turnover (- 1% movement)	0.88	(0.90)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

## Notes to the Consolidated Financial Statements

	As at 31 March, 2020	As at 31 March, 2019
<b>(ix) Maturity analysis of defined benefit plan (fund)</b>		
Project benefit payable in future from the date of reporting		
1 <sup>st</sup> following year	22.93	3.06
2 <sup>nd</sup> following year	10.18	3.42
3 <sup>rd</sup> following year	10.99	3.81
4 <sup>th</sup> following year	11.37	4.27
5 <sup>th</sup> following year	11.63	4.59
Sum of 6 to 10 years	64.22	34.14
Sum of 11 years and above	269.18	441.93

### Note 36

#### Financial Instruments

##### (i) Valuation

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between the willing parties, other than in a forced or liquidation sale.

The fair value of investment in quoted Equity Shares, Bonds, Government Securities, Treasury Bills and Mutual Funds is measured at quoted price or NAV.

The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

The financial instruments are categorized into two levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and

Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The carrying values of the financial instruments by categories were as follows:

Particulars	As at 31 March, 2020		As at 31 March, 2019	
	Carrying Amount	Level of input used in Level 1,2,3	Carrying Amount	Level of input used in Level 1,2,3
<b>Financial Assets</b>				
<b>At Amortised Cost</b>				
(i) Investments	9.28	-	9.28	-
(ii) Trade Receivables	2,656.74	-	2,969.86	-
(iii) Cash and Bank Balance	126.66	-	64.29	-
(iv) Other Financial Assets	83.30	-	41.99	-
<b>At FVTPL</b>	Nil	-	Nil	-
<b>At FVOCI</b>	Nil	-	Nil	-
<b>Financial Liabilities</b>				
<b>At Amortised Cost</b>				
(i) Borrowings	3,365.24	-	5,558.59	-
(ii) Trade Payables	1,461.45	-	1,156.66	-
(iii) Other Financial Liabilities	7,508.78	-	4,312.03	-
<b>At FVTPL</b>	Nil	-	Nil	-
<b>At FVOCI</b>	Nil	-	Nil	-

## Notes to the Consolidated Financial Statements

### (ii) Financial Risk Management

The Company's business activities expose it to a variety of financial risks, namely market risks, credit risk and liquidity risk.

The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The Company's financial liabilities comprise of borrowings, trade payable and other liabilities to manage its operation and the financial assets include trade receivables, deposits, cash and bank balances, other receivables etc. arising from its operation.

- (i) Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: Foreign currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk.
- (ii) Foreign currency risk : Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The carrying amounts of the Company's net foreign currency exposure (net of forward contracts) denominated monetary assets and monetary liabilities at the end of the reporting period as follows:

#### Foreign Currency Risk from Financial Instruments as of:

	As at 31 March, 2020		As at 31 March, 2019	
	USD	Other Currency	USD	Other Currency
(i) Trade Receivables	120.17	2,352.75	382.57	43.99
(ii) Loans Receivable	-	-	9,572.07	-
(iii) Trade Payables	(62.37)	(1,299.63)	(30.34)	-
<b>Total</b>	<b>57.80</b>	<b>1,053.12</b>	<b>9,924.31</b>	<b>43.99</b>

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments as mentioned below.

Impact of 2% increase in exchange rate	198.49	0.88	182.61	0.93
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If exchange rate is unfavorably affected with decrease by 2%, gain shall also accordingly be affected.

#### Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

#### Exposure to Interest Rate Risk

Interest rate risk of the Company arises from borrowings. The Company endeavor to adopt a policy of ensuring that maximum of its interest rate risk exposure is at fixed rate. The Company's interest-bearing financial instruments are reported as below:

	As at 31 March, 2020	As at 31 March, 2019
<b>Fixed Rate Instruments</b>		
Financial Assets	118.23	55.44
Financial Liabilities	3,365.24	5,558.59
<b>Floating Rate Instruments</b>		
Financial Assets	-	-
Financial Liabilities	-	-

## Notes to the Consolidated Financial Statements

### Fair Value Sensitivity Analysis for Fixed-Rate Instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

**Cash flow sensitivity analysis for floating-rate instruments :** Since there is not any floating-rate instruments, hence impact for the reporting period is Nil.

### Derivative Financial Instruments

The Company does not hold derivative financial instruments

The Company offsets financial asset and financial liability when it currently has a legally enforceable right to set off the recognized amounts and the Company intends either to settle on a net basis or realise the asset and settle the liability simultaneously.

### Credit Risk

Credit risk arises from the possibility that the counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and ageing of accounts receivable.

### Trade Receivables

Our historical experience of collecting receivables is that credit risk is low. Hence, trade receivables are considered to be a single class of financial assets. Credit risk has always been managed by each business segment through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

### Other Financial Assets

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by international and/or domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units, quoted bonds issued by Government and Quasi Government organizations and certificates of deposit which are funds deposited at a bank for a specified time period.

### Liquidity Risk

Liquidity risk refers to risk of financial distress or extra ordinary high financing cost arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and require financing. The Company's objective is to maintain at all times optimum levels of liquidity to meet its cash and collateral requirements. Processes and policies related to such risk are overseen by senior management and management monitors the Company's net liquidity position through rolling forecast on the basis of expected cash flows.

The tables below analyse the Company's financial liabilities into relevant maturities based on their contractual maturities for:

Particulars	As at March 31, 2020	Less than 1 year	1-2 years	2-5 years
(i) Borrowings	3,365.24	2,401.60	568.41	395.23
(ii) Trade Payables	1,461.45	1,461.45	-	-
(iii) Other Financial Liabilities	7,508.78	7,508.78	-	-

Particulars	As at March 31, 2019	Less than 1 year	1-2 years	2-5 years
(i) Borrowings	5,558.59	4,192.80	565.45	800.34
(ii) Trade Payables	1,156.66	1,156.66	-	-
(iii) Other Financial Liabilities	4,312.03	4,312.03	-	-



## Notes to the Consolidated Financial Statements

### Note 37

#### Related Parties

##### (A) List of Related Parties: where control exists

###### (i) Key Managerial Person

1. Amit Sheth (Chairman and Director)
2. Paresh Zaveri ( Director)
3. Nilesh Kharche ( Company Secretary)
4. Vimal Garachh (Chief Financial Officer)

###### (ii) Other Related Parties

1. Aurionpro Solutions Limited
2. Aurofidel Outsourcing Limited
3. Aurionpro Solutions Pte. Limited
4. Cyberinc Corporation
5. PT Aurionpro Solutions
6. Integro Technologies Pte. Ltd.
7. Intellvisions Software LLC
8. Aurionpro Fintech inc.

##### (B) Transactions during the year with Related Parties

Particulars	As at 31 March, 2020	As at 31 March, 2019
i) Revenue from Operations	4,062.24	3,458.30
ii) Operating Expenses	998.87	899.05
iii) Employee Benefit Cost	295.21	283.24
iv) Finance Cost	204.94	460.60
v) Other Expenses	342.53	101.22
vi) Trade Receivable	946.84	993.27
vii) Intangible Assets under Developments	2,336.96	-
viii) Other Current Assets	529.56	668.99
ix) Other Equity	1,862.69	-
x) Borrowing-Non Current	1,637.31	-
xi) Borrowing-Current	101.19	3,593.62
xii) Trade Payables	1,014.34	943.08
xiii) Other Financial Liabilities	6,875.06	4,110.03
xiv) Other Current Liabilities	748.56	-
xv) Dividend paid to KMP	12.99	-
xvi) Managerial Remuneration		
(i) Salaries and Other Benefits	48.89	5.89
(ii) Contributions to Defined Plans	1.31	0.07

Some of the Key Managerial Personnel (KMP) of the company are also covered under the Company's Gratuity Plan along with the other employees of the Company. Proportionate amount of gratuity accrued under the Company's Gratuity Plan have not been separately included in the above disclosure.

## Notes to the Consolidated Financial Statements

### Note 38. Impact of COVID-19

The World Health Organization declared the outbreak of COVID-19 as a public health emergency of international concern and a pandemic.

The Group has operationalised the Business Continuity Plan (BCP) and has ensured continuity of services to its customers. Presently, our focus is to ensure safety of our employees and preserve continuity of operations with minimum possible disruptions. Further, the Group has also facilitated work from home for majority of the workforce which has ensured that operational continuity amidst disruptions. The Group is ensuring seamless customer services by leveraging digital connectivity to successfully execute each stage of project deployments., there has been no impact on the functioning of the Group.

The Management has considered the possible effects, if any, that may result from the pandemic on the carrying amounts of its current and non-current assets, after considering internal and external sources of information as at the date of approval of these financial statements. The Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of Trade Receivables. In assessing recoverability of trade receivables, the Group has considered subsequent recoveries, past trends and credit risk profiles of the clients and all internal and external information available up to the date of issuance of these financial statements. Based on the above assessment, the Group is of the view that carrying amounts of trade receivables are expected to be realisable. The impact of COVID-19 may be different from that estimated as at the date of approval of these financial statements, and the Group will continue to closely monitor the developments.

### Note 39. Prior Periods Comparative

The previous figures have been regrouped / restated to the extent possible to confirm to current year presentation.

### Note 40. Authorisation of Financial Statements

The financial statements for the year ended 31 March, 2020 were approved by the Board of Directors on 23 June, 2020.

### Note 41

#### Financial information pursuant to Schedule III of Companies Act, 2013

Sr. No.	Name of Entity	Net Assets i.e Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of Consolidated Net Assets	Amount (₹ in lakhs)	As % of Consolidated Profit & Loss	Amount (₹ in lakhs)	As % of Other Comprehensive Income	Amount (₹ in lakhs)	As % of Total Other Comprehensive Income	Amount (₹ in lakhs)
<b>A</b>	<b>Parents</b>								
1	Trejhara Solutions Limited	59.90%	27,118.75	47.46%	329.38	62.48%	(24.28)	46.57%	305.10
<b>B</b>	<b>Indian Subsidiaries</b>								
2	Auroscient Outsourcing Limited	0.51%	233.07	(31.68%)	(219.83)	-	-	(33.56%)	(219.83)
<b>C</b>	<b>Foreign Subsidiaries</b>								
3	Trejhara Pte Ltd	21.52%	9,744.06	8.66%	60.10	-	-	9.17%	60.10
4	Aurionpro Solutions SPC	54.19%	24,533.40	87.40%	606.52	-	-	92.58%	606.52
5	Less: 'Consolidation adjustments/ Elimination	(36.12%)	(16,353.51)	(11.84%)	(82.20)	37.52%	(14.58)	(14.76)	(96.78)
	<b>Total</b>	<b>100%</b>	<b>45,275.77</b>	<b>100%</b>	<b>693.97</b>	<b>100%</b>	<b>(38.86)</b>	<b>100%</b>	<b>655.11</b>

As per our attached report of even date  
FOR **BAJRANG PARAS & CO.**  
Chartered Accountants  
Firm Registration No. 118663W

**Bansi Khandelwal**  
Partner  
Membership No 138205

Place : Navi Mumbai  
Date : 23<sup>rd</sup> June, 2020

For and on behalf of the Board of Directors of Trejhara Solutions Limited  
CIN- L72900MH2017PLC292340

**Amit Sheth**  
Chairman & Director  
DIN : 00122623

**Nilesh Kharche**  
Company Secretary

**Paresh Zaveri**  
Director  
DIN : 01240552

**Vimal Garachh**  
Chief Financial Officer

**Form AOC-I (Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

(Currency: In lakhs of Indian Rupees)

Sr. No	Name of the subsidiary company	Reporting currency	Exchange rate	Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before Taxation	Provisions for Taxation (including deferred tax)	Profit/ (Loss) after Taxation	Proposed Dividend	% of Shareholding
1	Auroscient Outsourcing Ltd.	INR	1.00	5.00	228.07	6,021.35	5,788.28	-	-	(219.83)	-	(219.83)	-	100%
2	AurionPro Solutions SPC	BHD	196.72	12,363.51	12,169.88	32,623.98	8,090.59	-	1,077.16	606.52	-	606.52	-	100%
3	Trejhara Pte. Ltd.	USD	75.39	6,504.53	3,239.53	13,423.62	3,679.56	-	1,997.21	72.15	12.05	60.10	-	100%

(i) Names of subsidiaries which are yet to commence operations: Nil

(ii) Names of subsidiaries which have been liquidated or sold during the year : Nil





## **Trejhara Solutions Limited**

(CIN: L72900MH2017PLC292340)

### **Registered Office:**

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