

30th June, 2021

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

Sub: Annual Secretarial Compliance Report for the year ended 31st March,2021.

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith Annual Secretarial Compliance Report for the year ended 31st March,2021 issued by M/s Yogesh D. Dhabolkar & Co. – Practicing Company Secretary.

For Trejhara Solutions Limited


Nilesh Kharche
Company Secretary





Annual Secretarial Compliance Report of Trejhara Solutions Limited

For the Financial Year Ended 31st March, 2021

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

I have examined:

- (a) all the documents and records made available to us through scanned copies by email or through permitted access to the Company's computer system through internet and explanation provided by **TREJHARA SOLUTIONS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR");



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- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable to listed entity during review period);**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to listed entity during review period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to listed entity during review period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to listed entity during review period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable to listed entity during review period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulation");
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

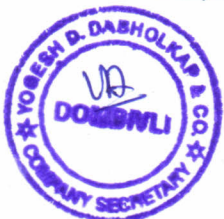
and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:



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COMPANY SECRETARY

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

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1)	Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Board of Directors of Top 2000 Companies should Comprise of minimum Six Directors.	The Company has Complied with the regulation with effect from 9 th October, 2020.
2)	Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The listed entity is required appoint one independent director on the board of directors of the listed entity on the board of directors of an unlisted material subsidiary	As informed to me by Management, the Company has appointed Independent Director on the Board of unlisted material subsidiaries incorporated outside India; however, the filling formalities relating to appointment was delayed due to COVID-19 restriction and lock-downs.
3)	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Outcome of Board Meeting submitted to Stock Exchanges should contain the time of commencement and conclusion of the Board meeting.	The Outcome for Board Meeting submitted to Stock Exchanges as per regulation 30 should contain the time of commencement and conclusion of the meeting as per SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9 th September, 2015.



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Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
4)	Regulation 33(3)(h) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The each of consolidated revenue, assets and profits reported in quarterly consolidated financial results should be subject to limited review of atleast eighty percent.	Consolidated financial results have been subjected to limited review to the extent of sixty-nine percentages in respect of profit/loss after tax for fourth quarter and forty-five percentages of assets for first three quarter and Sixty-three percentage for last quarter
5)	Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The listed entity is required to submit the Voting Result within forty eight hours from the Conclusion of the meeting.	The listed entity has submitted the voting results for postal ballot conducted after the forty eight hours from the conclusion of the voting period provided for postal ballot.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.



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Sr. No.	Action taken by	Details of violation	Details of action taken	Observations/ remarks of the Practicing Company Secretary, if any.
1)	National Stock Exchange of India Limited	The listed entity is required to appoint minimum six number of Director with effect from 1 st April, 2020 as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Total fine of Rs. 11,26,900 (inclusive of 18% GST) has been imposed on the listed entity by the National Stock Exchange of India Limited.	The listed entity has paid the necessary fine and has complied with requirement of minimum six number of directors on the Board of the Company with effect from 9 th October, 2020.

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1)	Regulation 19(3) and 20 (3) of LODR The Chairperson of the Nomination and Remuneration Committee and Stake Holder Relationship Committee	31/03/2020	The Chairperson of the Nomination and Remuneration Committee and Stake Holder Relationship have attended the Annual General	



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COMPANY SECRETARY**

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	may be present at the annual general meeting to answer shareholders queries.		Meeting held for the year ended 31 st March, 2020.	Action taken by Listed entity is Satisfactory
2)	<p>Regulation 24(1) of LODR: At least one independent director on the board of directors of listed entity shall be a director on a board of directors of an unlisted material subsidiary, whether incorporated in India or not.</p>	31/03/2020	The Listed Entity has appointed independent director on the board of directors of listed entity on the Board of Director of the one of the material subsidiary, but could not complete the filling in respect of appointment of Independent Director on Board of unlisted material subsidiary.	As informed to me by Management, the Company has appointed Independent Director on the Board of unlisted material subsidiary incorporated outside India. however, the filling formalities relating to appointment are in process and were delayed due to COVID-19 restriction and worldwide lock-downs.



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COMPANY SECRETARY**

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

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



Yogesh D. Dabholkar

Yogesh D. Dabholkar
Proprietor
FCS No. 6336
CP No. 6752

Place: Dombivli
Date: 30th June, 2021.
UDIN: F006336C000553454

Note:

Due to restricted movement amid COVID-19 pandemic, we conducted the secretarial Audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct.