

The BSE Limited, Phiroje Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001  Scrip Code: 542233	National Stock Exchange of India Limited, Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051  Symbol: TREJHARA
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Dear Sir / Madam,

**Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, of Scheme of Amalgamation ("Scheme") of LP Logistics Plus Chemical SCM Private Limited ("Transferor Company") with Trejhara Solutions Limited ("Company" or "Transferee Company"): Outcome of Board Meeting**

Pursuant to Regulation 30 read with Schedule III Part A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the Board of Directors of the Company its meeting held today i.e. March 26, 2024, inter alia, have considered and approved the aforesaid Scheme pursuant to Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder and SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, for the amalgamation of the LP Logistics Plus Chemical SCM Private Limited, Transferor Company, into and with the Company, subject to the requisite statutory and regulatory approvals.

It may be noted that the proposed Scheme has been reviewed and recommended for approval by the Audit Committee and the Committee of Independent Directors of the Company.

The Scheme is subject to necessary statutory and regulatory approvals including the approvals of Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), Hon'ble National Company Law Tribunal ("NCLT"), the shareholders and/or the creditors, as applicable of each of the companies.

The meeting also considered and approved various reports, resolution etc. pertaining to the proposed amalgamation.

The disclosure as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD POD1/P/CIR/2023/123 dated July 13, 2023 is attached as per **Annexure A**.



The meeting commenced at 12.45 p.m. and concluded at 04.40 p.m.

The above is for your information and record.

Thanking you,

Yours faithfully,  
**For Trejhara Solutions Limited.**

**Shardul Inamdar**  
**Company Secretary & Compliance Officer**

**Annexure A**

**Details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023**

Sr. No.	Particulars	Details												
1	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.	<p><b>LP Logistics Plus Chemical SCM Private Limited ('Transferor Company')</b> (CIN: U74999MH2018PTC317013) is a private company, limited by shares, incorporated on November 13, 2018 in accordance with the Companies Act, 2013. The registered office of the Transferor Company is situated at Centrum Office No.709, 7th Floor, Opp. TMC Majiwade Prabhag Samiti Office, Wagle Indl Estate, Thane- 400604.</p> <p><b>Trejhara Solutions Limited ('Transferee Company')</b> (CIN: L72900MH2017PLC292340) is a listed Company incorporated on March 10, 2017, under the Companies Act, 2013 and a public company within the meaning of the Companies Act, 2013. The registered office of the Transferee Company is situated at Unit No.601, Sigma IT Park, Plot No. R-203, R-204, T.T.C., Industrial Estate, Rabale, Thane, Navi Mumbai-400701.</p> <p>As on nine months ended December 31, 2023, net worth and revenue from operations of the Transferor Company and net worth and revenue from continuing operations of Transferee Company is as hereunder:</p> <table border="1"> <thead> <tr> <th>Sr. No</th> <th>Name</th> <th>Net Worth (in INR lakhs) (Standalone)</th> <th>Revenue from Operations (in INR lakhs) (Standalone)</th> </tr> </thead> <tbody> <tr> <td align="center">1</td> <td>Transferor Company</td> <td align="right">518.01</td> <td align="right">3,051.42</td> </tr> <tr> <td align="center">2</td> <td>Transferee Company</td> <td align="right">21,740.79</td> <td align="right">742.35</td> </tr> </tbody> </table>	Sr. No	Name	Net Worth (in INR lakhs) (Standalone)	Revenue from Operations (in INR lakhs) (Standalone)	1	Transferor Company	518.01	3,051.42	2	Transferee Company	21,740.79	742.35
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2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>The Transferor Company is a Private Limited Company in which Director is a Director and/ or Member of the Transferee Company.</p> <p>The transactions shall not attract the requirements of Section 188 of the Companies Act, 2013 (related party transactions) pursuant to the clarification provided in General Circular No.30/2014 dated July 17, 2014 by the Ministry of Corporate Affairs.</p> <p>However, the transaction shall be considered a 'related party</p>												

		<p>transaction' under SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015.</p> <p>The consideration under the Scheme is finalized based on Valuation Report of Registered valuer under Section 247 of Companies Act, 2013 and accordingly, the same is on arm's length basis.</p>
3	Area of business of the entity(ies)	<p>The Transferor Company is a freight forwarding company in the logistics sector. It acts as Freight and Forwarding agent for various companies in different industries.</p> <p>The Transferee Company is a logistics solutions provider that helps enterprises to accelerate digital innovation, securely and efficiently. The Transferee Company provides service and solutions in different segments such as warehousing, freight forwarding, project logistics, etc. The logistics solutions of the Transferee Company help distributors to maximize efficiency across warehousing and distribution operations. The Company's Supply Chain Management product provides end-to-end integrated logistics solutions to its key customers across the globe. The Company also offers IT consulting to its clients.</p>
4	Rationale for amalgamation/ merger;	<p>This Scheme seek to diversify the market presence and product/service offerings both for Transferor company and Transferee company in the logistics sector.</p> <p>The key rationales are as under:</p> <ol style="list-style-type: none"> <li>Enabling the Transferee Company to acquire the rapidly growing logistics business of the Transferor Company, having large operations in India and Middle-East,</li> <li>Availability of financial resources, technological upgradation, technological capabilities as well as the managerial, technical, distribution and marketing resources.</li> <li>Improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.</li> <li>Leading to reduction in costs, pooling of business and strategic resources, greater cost-efficient services,</li> <li>Greater degree of operational efficiency and optimum utilization of resources.</li> </ol> <p>In view of the aforesaid, the Board of Directors of the Transferor Company and the Transferee Company have considered and proposed the amalgamation of the Transferor Company with the</p>

		Transferee Company in order to benefit the stakeholders of both the companies. Accordingly, the Board of Directors of the Transferor Company and the Transferee Company have formulated this Scheme for the transfer and vesting of the entire Undertaking and business of Transferor Company with the Transferee Company pursuant to the provisions of section 230 to section 232 and other relevant provisions of the Act.																											
5	In case of cash consideration – amount or otherwise share exchange ratio;	<p>Upon coming into effect of this Scheme and in consideration of the amalgamation of the Transferor Company in the Transferee Company, the Transferee Company shall, without any further application, act or deed, issue and allot to the shareholders of the Transferor Company whose names are recorded in the register of members as a member of the Transferor Company on the Record Date (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of Directors of the Transferee Company), in the following manner:</p> <p>“02 (Two) fully paid-up equity shares of face value of Rs.10/- each of the Transferee Company for every 01 (One) equity shares of face value of Rs.10/- each held in the Transferor Company.”</p>																											
6	Brief details of change in shareholding pattern (if any) of listed entity.	<table border="1"> <thead> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre-Amalgamation</th> <th colspan="2">Post-Amalgamation</th> </tr> <tr> <th>Number of Shares</th> <th>% of Holding</th> <th>Number of Shares</th> <th>% of Holding</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>33,48,337</td> <td>23.07</td> <td>55,14,529</td> <td>23.46</td> </tr> <tr> <td>Public Shareholders</td> <td>1,11,67,961</td> <td>76.93</td> <td>1,79,91,113</td> <td>76.54</td> </tr> <tr> <td>Total</td> <td>1,45,16,298</td> <td>100</td> <td>2,35,05,642</td> <td>100</td> </tr> </tbody> </table>				Category	Pre-Amalgamation		Post-Amalgamation		Number of Shares	% of Holding	Number of Shares	% of Holding	Promoter	33,48,337	23.07	55,14,529	23.46	Public Shareholders	1,11,67,961	76.93	1,79,91,113	76.54	Total	1,45,16,298	100	2,35,05,642	100
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