

TRACXN TECHNOLOGIES LIMITED

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Bengaluru, Karnataka- 560102

Tel: +91 90360 90116 Email: compliance-officer@tracxn.com

CIN: L72200KA2012PLC065294 Website: www.tracxn.com

NOTICE OF 13TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 13TH (THIRTEENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF TRACXN TECHNOLOGIES LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, SEPTEMBER 29, 2025 AT 5:00 PM IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Neha Singh (DIN: 05331824), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To appoint M/s. BMP & Co. LLP, Practicing Company Secretary as Secretarial Auditors for a period of up to five (5) consecutive years and to fix the remuneration thereof and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based upon the recommendation of Board of Directors, consent of the Members of the Company be and is hereby accorded for appointment of M/s. BMP & Co. LLP, Peer Reviewed Firm of Practicing Company Secretary (Firm Registration No.: L2017KR003200 and Peer Review No.: 6387/2025) as Secretarial Auditors of the Company for a period of five (5) consecutive years commencing from FY 2025-26 till FY 2029-30, who shall conduct Secretarial Audit and issue the Secretarial Audit Reports of the Company for the said period, at a remuneration as may be mutually decided between the said Auditor and the Board of Directors of the Company, in addition to reimbursement of all out-of-pocket expenses, to be incurred by them in connection with the Secretarial Audit.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto, as may be necessary."

4. To approve the re-appointment of Ms. Neha Singh (DIN: 05331824) as the Managing Director of the Company and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 2(51), 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, Regulation 17 and other applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time and subject to the Articles of Association of the Company and such other provisions as may be applicable and subject to other approvals and permissions, as may be required and based upon the recommendation of the Nomination and Remuneration Committee, approval of the Audit Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded for the re-appointment of Ms. Neha Singh (DIN: 05331824), Chairperson of the Company, as the Managing Director of the Company, liable to retire by rotation, for a further term of 5 (Five) consecutive years with effect from August 06, 2026 up to August 05, 2031 (both days inclusive) on the terms and conditions as mentioned below:

- a. **Fixed Salary:** Fixed salary of a sum not exceeding ₹1,50,00,000.00 (Rupees One Crore Fifty Lakhs Only) per annum in any financial year with suitable annual increments as may be determined by the Nomination and Remuneration Committee and /or the Board of Directors from time to time.

- b. **Benefits, Perquisites and allowances:** In addition to the fixed salary, Ms. Neha Singh shall also be entitled to the perquisites, allowances and other benefits including retirement benefits like gratuity, contribution to provident fund etc. in accordance with the Company's policies which are applicable to all the employees.
- c. Grant of leaves and encashment of earned leave, as per the Company's policy.
- d. **Reimbursement of out of pocket expenses:** Entitlement to the reimbursement of expenses incurred by her, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by her in India and abroad, for the business of the Company.
- e. The terms and conditions of appointment and/or remuneration may be varied/ altered by the Board on review and recommendations of Nomination and Remuneration Committee in such manner as may be mutually agreed between the Board and Managing Director subject to the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year, Ms. Neha Singh shall be entitled to receive remuneration including the salary, perquisites and other allowances/ benefits up to the limits as approved by the members and as mentioned aforesaid, as minimum remuneration for a period not exceeding 3 (three) years from the date of re-appointment, subject to the receipt of requisite approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter, vary and modify the terms and conditions of re-appointment and the remuneration payable (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling from time to time in such manner as they deem fit, subject to such approvals as may be required by law.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto, as may be necessary."

- 5. To approve the re-appointment of Mr. Abhishek Goyal (DIN: 00423410) as an Executive Director of the Company and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 2(51), 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, Regulation 17 and other applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time and subject to the Articles of Association of the Company and such other provisions as may be applicable and subject to other approvals and permissions, as may be required and based upon the recommendation of the Nomination and Remuneration Committee, approval of the Audit Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded for the re-appointment of Mr. Abhishek Goyal (DIN: 00423410) as an Executive Director of the Company, liable to retire by rotation, for a further term of 5 (Five) consecutive years with effect from August 06, 2026 up to August 05, 2031 (both days inclusive) on the terms and conditions as mentioned below:

- a. **Fixed Salary:** Fixed salary of a sum not exceeding ₹ 1,50,00,000.00 (Rupees One Crore Fifty Lakhs Only) per annum in any financial year with suitable annual increments as may be determined by the Nomination and Remuneration Committee and /or the Board of Directors from time to time.
- b. **Benefits, Perquisites and allowances:** In addition to the fixed salary, Mr. Abhishek Goyal shall also be entitled to the perquisites, allowances and other benefits including retirement benefits like gratuity, contribution to provident fund etc. in accordance with the Company's policies which are applicable to all the employees.
- c. Grant of leaves and encashment of earned leave, as per the Company's policy.
- d. **Reimbursement of out of pocket expenses:** Entitlement to the reimbursement of expenses incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, for the business of the Company.
- e. The terms and conditions of appointment and/or remuneration may be varied/ altered by the Board on review and recommendations of Nomination and Remuneration Committee in such manner as may be mutually agreed between the Board and Executive Director subject to the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year, Mr. Abhishek Goyal shall be entitled to receive remuneration including the salary, perquisites and other allowances/ benefits up to the limits as approved by the members and as mentioned aforesaid, as minimum remuneration for a period not exceeding 3 (three) years from the date of re-appointment, subject to the receipt of requisite approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter, vary and modify the terms and conditions of re-appointment and the remuneration payable (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling from time to time in such manner as they deem fit, subject to such approvals as may be required by law.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto, as may be necessary.”

6. To approve the re-appointment of Mr. Brij Bhushan (DIN: 03624436) as an Independent Director of the Company and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) along with rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions thereof, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board, Mr. Brij Bhushan (DIN: 03624436), who was appointed as an Independent Director of the Company at an Extra-Ordinary General Meeting of the Company held on August 06, 2021 and who holds office up to August 05, 2026 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years w.e.f August 06, 2026 up to August 05, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Brij Bhushan shall be entitled to receive the sitting fees of such amount for attending the meetings of the Board or any committee thereof as may be decided by the Board from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto, as may be necessary.”

7. To approve the re-appointment of Mr. Nishant Verman (DIN: 05128414) as an Independent Director of the Company and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 along with rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions thereof, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board, Mr. Nishant Verman (DIN: 05128414), who was appointed as an Independent Director of the Company at an Extra-Ordinary General Meeting of the Company held on August 06, 2021 and who holds office up to August 05, 2026 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years w.e.f August 06, 2026, up to August 05, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Nishant Verman shall be entitled to receive the sitting fees of such amount for attending the meetings of the Board or any committee thereof as may be decided by the Board from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto, as may be necessary.”

8. To approve the re-appointment of Ms. Payal Goel (DIN: 09196284) as an Independent Director of the Company and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV of the Companies Act, 2013 along with rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions thereof, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board, Ms. Payal Goel (DIN: 09196284), who was appointed as an Independent Director of the Company at an Extra-Ordinary General Meeting of the Company held on August 06, 2021 and who holds office up to August 05, 2026 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years w.e.f August 06, 2026 up to August 05, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Ms. Payal Goel shall be entitled to receive the sitting fees of such amount for attending the meetings of the Board or any committee thereof as may be decided by the Board from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto, as may be necessary.”

9. To approve the re-appointment of Mr. Rohit Jain (DIN: 06876642) as an Independent Director of the Company and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 along with rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions thereof, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board, Mr. Rohit Jain (DIN: 06876642), who was appointed as an Independent Director of the Company at an Extra-Ordinary General Meeting of the Company held on August 06, 2021 and who holds office up to August 05, 2026 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby reappointed as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years w.e.f August 06, 2026 up to August 05, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Rohit Jain shall be entitled to receive the sitting fees of such amount for attending the meetings of the Board or any committee thereof as may be decided by the Board from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto, as may be necessary.”

10. To consider and approve the remuneration to be paid to Non-Executive Independent Directors and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 149, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, Regulation 17 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration of a sum not exceeding ₹ 12,00,000.00 (Rupees Twelve Lakhs Only) per annum to each Non-Executive Independent Director of the Company, excluding the fees payable for attending the meeting of the Board or Committees thereof, for a period of 3 (three) years commencing from August 06, 2026 till August 05, 2029.

RESOLVED FURTHER THAT where in any financial year, during the tenure of Non-Executive Independent Directors, the Company has no profits or its profits are inadequate, the remuneration payable to them as noted above shall be paid as minimum remuneration, subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013, or such other limits as may be prescribed by the Government from time to time and applicable to the Company;

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto, as may be necessary.”

By order of the Board of Directors
For **Tracxn Technologies Limited**

Surabhi Pasari

Company Secretary and Compliance Officer

Membership No.: F11215

Place: Bengaluru
Date: May 26, 2025

NOTES:

1. Pursuant to the Ministry of Corporate Affairs (“MCA”) vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 and Circular 09/ 2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively referred as “SEBI Circulars”), have permitted the holding of the Annual General Meeting (“AGM”) of a company through Video Conferencing (“VC”) /Other Audio Visual means (“OAVM”), without the physical presence of the Members at a common venue.

Thus, in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI Circulars read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 13th Annual General Meeting (“AGM”) of the Company is being conducted through VC / OAVM which does not require physical presence of the Members at a common venue. The Registered Office of the Company shall be deemed to be the venue for the 13th AGM of the Company.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for providing the facility for remote e-voting, for participation in the AGM through VC / OAVM and for e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained below.
3. In terms of the MCA Circulars, since the requirement of physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. Hence, the Proxy form and the attendance slip are not annexed to this Notice.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email at scrutinizer@mgconsulting.in with a copy marked to compliance-officer@tracxn.com at least 48 hours before the commencement of the AGM. Further, they can also upload their Board Resolution/ Authority Letter by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act.
8. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, in respect of the businesses under Item Nos. 3, 4, 5, 6, 7, 8 & 9 set above is annexed hereto.
9. A Statement giving details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is attached as **Annexure A** to the Notice.
10. The following documents / registers will be available for online inspection by the Members of the Company during the AGM:
 - a) The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangement in which Directors are interested;
 - b) All the documents referred to in this AGM Notice; and
 - c) A certificate from M/s. BMP & Co. LLP, Practicing Company Secretaries, Secretarial Auditors of the Company, in terms of Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("the SBEBSE Regulations"), certifying that the Employee Stock Options Plans of the Company have been implemented in accordance with the SBEBSE Regulations and the respective resolution(s) passed in the general meeting(s) of the Company in this regard.

Members who wish to inspect any of the above mentioned documents may do so upon login on the website of NSDL at www.evoting.nsdl.com.

11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who wish to inspect relevant documents referred to in this Notice, are requested to write to the Company on or before Monday, 22nd September 2025, through email on compliance-officer@tracxn.com. The same will be replied by the Company suitably.
12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to the Company's Registrar & Transfer Agents. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.
13. Members may please note that SEBI vide its circular SEBI/HO/MIRSD-RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests such as issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service request by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://w.tracxn.com/investor-relations/shareholder-services#shareholder--service-request-forms> and under general tab on the website of the Company's Registrar and Transfer Agents, MUFG Intime India Private Limited at <https://web.in.mpms.mufg.com/client-downloads.html> . It may be noted that the service request can be processed only after the folio is KYC compliant.
14. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel

the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or SH-14 as the case may be. Members may give request for registering PAN, KYC details or changes or updation thereof through Form No. ISR-1. The said forms can be downloaded from the Company's website <https://w.tracxn.com/investor-relations/shareholder-services#shareholder-service-request-forms>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Tracxn Technologies Limited at compliance-officer@tracxn.com in case the shares are held in physical form.

15. SEBI has issued Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, which establishes an Online Dispute Resolution Portal ("ODR Portal") for resolving disputes in the Indian Securities Market. Disputes between investors and companies, registrars and share transfer agents, or specified intermediaries/regulated entities (excluding Clearing Corporations and its constituents) must first go through the grievance redressal cell. If the grievance is not resolved satisfactorily, it can be escalated through the SCORES Portal. If still not satisfied, the investor can initiate dispute resolution through the ODR Portal. Registration and resolution of complaints/disputes will begin on September 16, 2023. The ODR portal link will be displayed on the Company's website at <https://w.tracxn.com/investor-relations/shareholder-services#online-dispute-resolution>.
16. To support the 'Green Initiative' and to disseminate all the communication promptly, Members who have not registered their email IDs so far, are requested to register the same with DP / RTA for receiving all the communications including Annual Reports, Notices etc. electronically. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
17. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the 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 can submit their PAN details to the Company's Registrar and Transfer Agent, Link Intime (India) Private Limited.
18. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.
19. In compliance with the MCA and the SEBI Circulars the Notice of the AGM along with the Annual Report for the Financial Year 2024-25 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any member requests for the physical copy of the same, in which case the Notice of the AGM along with the Annual Report for the Financial Year 2024-25 will be physically dispatched upon advance payment of the estimated actual expenses of delivery of the documents at least 10 days in advance of dispatch of such documents by the Company. A letter with a web link and the exact steps to access the full details of the Annual Report shall be sent to the members who have not registered their email IDs. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2024-25 will also be available on the Company's website www.tracxn.com, website of the Stock Exchanges at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
20. The Board of Directors have appointed Mr. Mannish L. Ghia, Partner of M/s. Manish Ghia & Associates, Company Secretaries, to act as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
21. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting through e-voting 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 48 hours 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.

The results declared along with the report of the scrutinizer shall be placed on the website of the Company <https://w.tracxn.com/investor-relations/shareholder-services#stock-exchange-disclosures> and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairperson or a person authorised by them in writing. The Company shall simultaneously forward the results to NSE and BSE where the shares of the Company are listed.

22. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for remote e-voting.

23. 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 during the AGM.
24. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.
25. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the notice calling the AGM has been uploaded on the website of the Company at <https://w.tracxn.com/investor-relations/shareholder-services#annual-general-meeting>. The notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Friday, September 26, 2025 at 5:00 am and ends on Sunday, September 28, 2025 at 5:00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 22, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 22, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.

Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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.nsdl.com.
 - b) "**Physical User Reset Password**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.nsdl.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.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Amit Vishal at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance-officer@tracxn.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance-officer@tracxn.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 at 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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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 network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at compliance-officer@tracxn.com

officer@tracxn.com by Friday, 26th September, 2025, 05:00 p.m. The same will be replied by the company suitably.

6. Shareholders who would like to express their views/ask questions during the meeting should register themselves as a speaker by logging on to www.evoting.nsdl.com and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from 09:00 a.m. on Monday, 22nd September, 2025, to 05:00 p.m. on Saturday, 27th September, 2025.
7. Only shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. However, the Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

In terms of the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company is required to obtain a Secretarial Audit Report from a Practising Company Secretary for every financial year.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, which came into effect on December 13, 2024, significant amendments were introduced to the SEBI LODR Regulations, including Regulation 24A(1C), which mandates that listed entities appoint or re-appoint a Peer Reviewed Secretarial Auditor for a continuous term, subject to approval by the shareholders at the Annual General Meeting (AGM), thereby aligning the governance oversight framework with that of statutory auditors.

In compliance with these provisions and to ensure continuity and consistency in the Secretarial Audit process, the Audit Committee and the Board of Directors at their respective meetings held on May 26, 2025 have approved and recommended the appointment of M/s. BMP & Co. LLP, Peer Reviewed Firm of Practising Company Secretary (Firm Registration No.: L2017KR003200 and Peer Review No.: 6387/2025) as Secretarial Auditors of the Company for a term of up to 5 (Five) consecutive years commencing from FY 2025-26 till FY 2029-30 to conduct Secretarial Audit and issue the Secretarial Audit Reports of the Company for the said period.

The details required to be disclosed as per the provisions of Regulation 36(5) of the SEBI Listing Regulations, 2015 are as under:

Sr. No.	Particulars	Details
1.	Proposed Secretarial Auditors	The Board has recommended the appointment of M/s. BMP & Co. LLP, Peer Reviewed Firm of Practising Company Secretary
2.	Basis of Recommendation for appointment	<p>BMP & Co., LLP (BMP) is a well-established firm of Practising Company Secretaries with offices in Bengaluru, Mumbai, and Delhi (NCR). Founded in 2017, the firm comprises 5 partners and a dedicated team of 60 employees. Specializing in Company Secretarial services and having undergone peer review, BMP delivers comprehensive consulting and advisory services in corporate law. Our expertise encompasses a wide spectrum, including Corporate Secretarial Services, Secretarial Audit, SEBI compliances, Initial Public Offerings (IPO), Foreign Direct Investment (FDI) and Overseas Direct Investment (ODI) under FEMA, Mergers & Amalgamations, Business Setup, and Fund Raise compliance.</p> <p>BMP has earned the trust of industry leaders across diverse sectors, including listed corporates, multinational companies, start-ups, venture capital firms, and esteemed law firms, establishing itself as a trusted partner in the corporate landscape.</p> <p>The appointment of M/s. BMP & Co. LLP as the Secretarial Auditor of the Company is being recommended based on their compliance with the eligibility criteria and qualifications as prescribed under the Companies Act, 2013 read with Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant notifications and circulars by ICSI and SEBI from time to time in this regard. The Audit Committee and Board has recommended their appointment taking into account the credentials of the firm, including the qualifications and experience of its full-time partners, its capability and resources, past experience in conducting Secretarial Audits, and an independent assessment of the quality of audit work previously undertaken by them.</p> <p>Accordingly, the recommendation for their appointment as Secretarial Auditor is based on their proven track record and ability to deliver quality Secretarial Audit services to companies of comparable size and complexity.</p>
3.	Details relating to Credentials of Secretarial Auditor	M/s. BMP & Co. LLP is a firm of Company Secretaries in Practice having Firm Registration No. L2017KR003200 and holding Peer Review Certificate No. 6387/2025 issued by the Peer Review Board of the Institute of Company Secretaries of India.

Sr. No.	Particulars	Details
4.	Terms of Appointment	To be appointed for the period of up to 5 (Five) consecutive from FY 2025-26 till FY 2029-30 to conduct Secretarial Audit and issue the Secretarial Audit Reports of the Company for the said period.
5.	Proposed Fees payable	Up to ₹ 3,00,000.00 (Rupees Three Lakhs only) plus applicable taxes, reimbursement of travelling and other out of pocket expenses incurred in connection with the Secretarial Audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as may be decided by the Board of Directors of the Company in consultation with the Secretarial Auditors on recommendation of the Audit Committee.

M/s. BMP & Co. LLP have given their consent to act as the Secretarial Auditors of the Company and have confirmed that their appointment, if made, shall be within the prescribed limits under the Companies Act, 2013 read with the Rules made thereunder and the SEBI Listing Regulations. They have also confirmed that they are not disqualified from being appointed as Secretarial Auditors in accordance with the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations, and the relevant notifications and circulars issued by SEBI and ICSI from time to time.

None of the Director/ Key Managerial Personnel/ their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 of the Notice for approval of the Members as an Ordinary Resolution.

Item No. 4

Ms. Neha Singh (DIN: 05331824) was appointed as the Director of the Company with effect from June 14, 2016 and re-appointed as the Managing Director of the Company for a period of five years with effect from August 06, 2021, along with approval of remuneration for a period of 3 years effective from the appointment date, as per the provisions read with Schedule V of the Companies Act, 2013, pursuant to the resolution passed by the members of the Company at its Extra-Ordinary General Meeting ('EGM') held on August 06, 2021. Based on the recommendation of Nomination and Remuneration Committee and as approved by the Board of Directors at their respective meetings held on August 30, 2024, the members of the Company in the 12th Annual General Meeting of the Company held on September 26, 2024, had approved the revision in remuneration of Ms. Neha Singh effective from June 01, 2025 till the end of her current tenure i.e. August 05, 2026.

The present term of Ms. Neha Singh as Managing Director of the Company will expire by efflux of time on August 05, 2026 and will be due for re-appointment. Ms. Neha Singh has been associated with the Company since past years and has contributed a great value in the growth and success of the Company with her rich expertise in the industry where the company operates. Keeping in view of her vast experience, role and responsibilities, leadership capabilities, entrepreneurship skills, and contribution in the performance of the Company, the Board is of the opinion that the leadership and guidance of Ms. Neha Singh is required by the Company and it will be in the best interest of the Company and its stakeholders that Ms. Neha Singh continues as Managing Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 26, 2025, have approved the re-appointment of Ms. Neha Singh as Managing Director of the Company for a further term of 5 (five) years effective from August 06, 2026 up to August 05, 2031 (both days inclusive), subject to the approval of members of the Company.

Pursuant to the amended provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") vide SEBI Notification dated December 12, 2024, the Audit Committee at its meeting held on May 26, 2025 approved the remuneration payable to Ms. Neha Singh (DIN:05331824) as Managing Director for a period of 3 (three) years w.e.f August 06, 2026. The said approval was granted in accordance with Regulation 23(2)(e) of the SEBI Listing Regulations. The remuneration to Ms. Neha Singh, Chairperson and Managing Director of the Company shall be payable as follows:

- a. **Fixed Salary:** Fixed salary of a sum not exceeding ₹ 1,50,00,000.00 (Rupees One Crore Fifty Lakhs Only) per annum in any financial year with suitable annual increments as may be determined by the Nomination and Remuneration Committee and /or the Board of Directors from time to time.
- b. **Benefits, Perquisites and allowances:** In addition to the fixed salary, Ms. Neha Singh shall also be entitled to the perquisites, allowances and other benefits including retirement benefits like gratuity, contribution to provident fund etc. in accordance with the Company's policies which are applicable to all the employees.

- c. Grant of leaves and encashment of earned leave, as per the Company's policy.
- d. **Reimbursement of out of pocket expenses:** Entitlement to the reimbursement of expenses incurred by her, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by her in India and abroad, for the business of the Company.
- e. The terms and conditions of appointment and/or remuneration may be varied/ altered by the Board on review and recommendations of Nomination and Remuneration Committee in such manner as may be mutually agreed between the Board and Managing Director subject to the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations.

Ms. Neha Singh satisfies all the conditions set out in Part I of Schedule V to the Act and also conditions set out under Section 196 of the Act for being eligible for her appointment. She is not disqualified from continuing as a Director in terms of Section 164 of the Act, and has consented to continue as a Director of the Company. She is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority. The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Ms. Neha Singh in terms of Section 190 of the Act.

In the event of absence of profits and/ or inadequacy of profits in any financial year during the tenure of Ms. Neha Singh, Managing Director, the payment of above remuneration, perquisites, statutory benefits and other Company benefits, and stated reimbursements shall be made as minimum remuneration for a period not exceeding three (3) financial years, subject to compliance with disclosure requirements and other conditions stated therein, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or SEBI Listing Regulations or under any other laws for the time being in force, if any.

The Company has also received notice pursuant to Section 160 of the Act from a member of the Company proposing the candidature of Ms. Neha Singh for appointment as Managing Director.

The additional information as required by Schedule V to the Act is provided in **Annexure-I** of this Notice.

A brief profile of Ms. Neha Singh and the disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as **Annexure-II** to the AGM Notice.

None of the Director/key managerial personnel/ their relatives, except Ms. Neha Singh to whom this resolution is related and Mr. Abhishek Goyal, being her spouse, are concerned or interested, financially or otherwise, in the special resolution set out in Item No. 04 of the Notice.

Item No. 5

Mr. Abhishek Goyal (DIN: 00423410) was appointed as the Director of the Company with effect from January 02, 2013 and re-appointed as the Executive Director of the Company for a period of five years with effect from August 06, 2021, along with approval of remuneration for a period of 3 years effective from the appointment date, as per the provisions read with Schedule V of the Companies Act, 2013, pursuant to the resolution passed by the members of the Company at its Extra-Ordinary General Meeting ('EGM') held on August 06, 2021. Based on the recommendation of Nomination and Remuneration Committee and as approved by the Board of Directors at their respective meetings held on August 30, 2024, the members of the Company in the 12th Annual General Meeting of the Company held on September 26, 2024, had approved the revision in remuneration of Mr. Abhishek Goyal effective from June 01, 2025 till the end of his current tenure i.e. August 05, 2026.

The present term of Mr. Abhishek Goyal as an Executive Director of the Company will expire by efflux of time on August 05, 2026 and will be due for re-appointment. Mr. Abhishek Goyal has previously served as a consultant with 3i Infotech Limited and Erasmi Consulting Private Limited and has also worked with organisations such as Amazon Development Centre (India) Private Limited, Yahoo Software Development India Private Limited, Accel India Management LLP and Andale Information Technologies Private Limited. The governance and monitoring mechanisms of the Company have been greatly enhanced with his valuable insights and suggestions. Taking in view an active involvement of Mr. Abhishek Goyal in the overall management, growth and functioning of the Company, the Board of Directors of the Company has approved the appointment of him as an Executive Director of the Company, subject to the approval of the members of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 26, 2025, have approved the re-appointment of Mr. Abhishek Goyal as an Executive Director of the Company for a further term of 5 (five) years effective from August 06, 2026 up to August 05, 2031 (both days inclusive), subject to the approval of members of the Company.

Pursuant to the amended provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") vide SEBI Notification

dated December 12, 2024, the Audit Committee at its meeting held on May 26, 2025 approved the remuneration payable to Mr. Abhishek Goyal (DIN: 00423410) as an Executive Director for a period of 3 (three) years w.e.f August 06, 2026. The said approval was granted in accordance with Regulation 23(2)(e) of the SEBI Listing Regulations.

The remuneration to Mr. Abhishek Goyal, Executive Director of the Company shall be payable as follows:

- a. **Fixed Salary:** Fixed salary of a sum not exceeding ₹ 1,50,00,000.00 (Rupees One Crore Fifty Lakhs Only) per annum in any financial year with suitable annual increments as may be determined by the Nomination and Remuneration Committee and /or the Board of Directors from time to time.
- b. **Benefits, Perquisites and allowances:** In addition to the fixed salary, Mr. Abhishek Goyal shall also be entitled to the perquisites, allowances and other benefits including retirement benefits like gratuity, contribution to provident fund etc. in accordance with the Company's policies which are applicable to all the employees.
- c. Grant of leaves and encashment of earned leave, as per the Company's policy.
- d. **Reimbursement of out of pocket expenses:** Entitlement to the reimbursement of expenses incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, for the business of the Company.
- e. The terms and conditions of appointment and/or remuneration may be varied/ altered by the Board on review and recommendations of Nomination and Remuneration Committee in such manner as may be mutually agreed between the Board and Executive Director subject to the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations.

In the event of absence of profits and/ or inadequacy of profits in any financial year during the tenure of Mr. Abhishek Goyal, Executive Director, the payment of above remuneration, perquisites, statutory benefits and other Company benefits, and stated reimbursements shall be made as minimum remuneration for a period not exceeding three (3) financial years, subject to compliance with disclosure requirements and other conditions stated therein, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or under the provisions of SEBI Listing Regulations or under any other laws for the time being in force, if any.

The Company has also received notice pursuant to Section 160 of the Act from a member of the Company proposing the candidature of Mr. Abhishek Goyal for appointment as Executive Director.

The additional information as required by Schedule V to the Act is provided in **Annexure-I** of this Notice.

A brief profile of Mr. Abhishek Goyal and the disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as **Annexure-II** to the AGM Notice. The terms as set out in the resolution and Explanatory Statement may be treated as an abstract of the terms of employment pursuant to Section 190 of the Act.

None of the Director/key managerial personnel/ their relatives, except Mr. Abhishek Goyal to whom this resolution is related and Ms. Neha Singh, being his spouse, are concerned or interested, financially or otherwise, in the special resolution set out in Item No. 05 of the Notice.

ITEM NO. 6:

Mr. Brij Bhushan was appointed as an Independent Director of the Company vide resolution passed by the Board of Directors at their meeting held on August 02, 2021 and the Members at the Extra-Ordinary General Meeting ("EGM") held on August 06, 2021, for a period of five (5) consecutive years w.e.f August 06, 2021 up to August 05, 2026. The current tenure of appointment of Mr. Brij Bhushan is due to expire on August 05, 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 26, 2025 approved the re-appointment of Mr. Brij Bhushan (DIN: 03624436) as an Independent Director of the Company for a second term of 5 (Five) consecutive years, with effect from August 06, 2026 up to August 05, 2031 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution, based on his skills, experience, knowledge and positive outcome of performance evaluation.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received declaration from Mr. Brij Bhushan that he meets the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 ('Act') read with the Rules framed thereunder and

Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and that he is not disqualified/ debarred from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, or by any order of the Securities and Exchange Board of India or any other authority and has given his consent to act as Director in terms of Section 152 of the Act, subject to the approval of re-appointment by the Members. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Brij Bhushan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Brij Bhushan has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). The Company has received notice in writing from a member under Section 160 of the Act, proposing his candidature for office of Director of the Company.

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Brij Bhushan's qualifications and experience in the areas as mentioned in brief resume meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Brij Bhushan continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

A brief profile of Mr. Brij Bhushan and the disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as **Annexure-II** to the AGM Notice.

The draft letter of appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on compliance-officer@tracxn.com.

The Board recommends the passing of the Special Resolution as set out in Item No. 6 of the Notice.

Except Mr. Brij Bhushan, being an appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, in this resolution as set out at Item No. 6.

ITEM NO. 7:

Mr. Nishant Verman was appointed as an Independent Director of the Company vide resolution passed by the Board of Directors at their meeting held on August 02, 2021 and the Members at the Extra-Ordinary General Meeting ('EGM') held on August 06, 2021, for a period of five (5) consecutive years w.e.f August 06, 2021 up to August 05, 2026. The current tenure of appointment of Mr. Nishant Verman is due to expire on August 05, 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 26, 2025 approved the re-appointment of Mr. Nishant Verman (DIN: 05128414) as an Independent Director of the Company for a second term of 5 (Five) consecutive years, with effect from August 06, 2026 up to August 05, 2031 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution, based on his skills, experience, knowledge and positive outcome of performance evaluation.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received declaration from Mr. Nishant Verman that he meets the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 ('Act') read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and that he is not disqualified/ debarred from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, or by any order of the Securities and Exchange Board of India or any other authority and has given his consent to act as Director in terms of Section 152 of the Act, subject to the approval of re-appointment by the Members. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Nishant Verman has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Nishant Verman has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). The Company has received notice in writing from a member under Section 160 of the Act, proposing his candidature for office of Director of the Company.

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance

evaluation, concluded and recommended to the Board that Mr. Nishant Verman's qualifications and experience in the areas as mentioned in brief resume meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Nishant Verman continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

A brief profile of Mr. Nishant Verman and the disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as **Annexure-II** to the AGM Notice.

The draft letter of appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on compliance-officer@tracxn.com.

The Board recommends the passing of the Special Resolution as set out in Item No. 7 of the Notice.

Except Mr. Nishant Verman, being an appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, in this resolution as set out at Item No. 7.

ITEM NO. 8:

Ms. Payal Goel was appointed as an Independent Director of the Company vide resolution passed by the Board of Directors at their meeting held on August 02, 2021 and the Members at the Extra-Ordinary General Meeting ('EGM') held on August 06, 2021, for a period of five (5) consecutive years w.e.f August 06, 2021 up to August 05, 2026. The current tenure of appointment of Ms. Payal Goel is due to expire on August 05, 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 26, 2025 approved the re-appointment of Ms. Payal Goel (DIN: 09196284) as an Independent Director of the Company for a second term of 5 (Five) consecutive years, with effect from August 06, 2026 up to August 05, 2031 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution, based on her skills, experience, knowledge and positive outcome of performance evaluation.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received declaration from Ms. Payal Goel that she meets the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 ('Act') read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and that she is not disqualified/ debarred from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, or by any order of the Securities and Exchange Board of India or any other authority and has given her consent to act as Director in terms of Section 152 of the Act, subject to the approval of re-appointment by the Members. In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Payal Goel has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Payal Goel has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). The Company has received notice in writing from a member under Section 160 of the Act, proposing her candidature for office of Director of the Company.

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Ms. Payal Goel's qualifications and experience in the areas as mentioned in brief resume meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Ms. Payal Goel continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

A brief profile of Ms. Payal Goel and the disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as **Annexure-II** to the AGM Notice.

The draft letter of appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on compliance-officer@tracxn.com.

The Board recommends the passing of the Special Resolution as set out in Item No. 8 of the Notice.

Except Ms. Payal Goel, being an appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, in this resolution as set out at Item No. 8.

ITEM NO. 9:

Mr. Rohit Jain was appointed as an Independent Director of the Company vide resolution passed by the Board of Directors at their meeting held on August 02, 2021 and the Members at the Extra-Ordinary General Meeting ("EGM") held on August 06, 2021, for a period of five (5) consecutive years w.e.f August 06, 2021 up to August 05, 2026. The current tenure of appointment of Mr. Rohit Jain is due to expire on August 05, 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 26, 2025 approved the re-appointment of Mr. Rohit Jain (DIN: 06876642) as an Independent Director of the Company for a second term of 5 (Five) consecutive years, with effect from August 06, 2026 up to August 05, 2031 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution, based on his skills, experience, knowledge and positive outcome of performance evaluation.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received declaration from Mr. Rohit Jain that he meets the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 ('Act') read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and that he is not disqualified/ debarred from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, or by any order of the Securities and Exchange Board of India or any other authority and has given his consent to act as Director in terms of Section 152 of the Act, subject to the approval of re-appointment by the Members. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Rohit Jain has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Rohit Jain has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). The Company has received notice in writing from a member under Section 160 of the Act, proposing his candidature for office of Director of the Company.

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Rohit Jain's qualifications and experience in the areas as mentioned in brief resume meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Rohit Jain continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

A brief profile of Mr. Rohit Jain and the disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as **Annexure-II** to the AGM Notice.

The draft letter of appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on compliance-officer@tracxn.com.

The Board recommends the passing of the Special Resolution as set out in Item No. 9 of the Notice.

Except Mr. Rohit Jain, being an appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, in this resolution as set out at Item No. 9.

ITEM NO. 10:

The shareholders at the 3rd Extra-Ordinary General Meeting held on August 06, 2021 had approved the payment of remuneration to Non-Executive Independent Directors of the Company of a sum not exceeding ₹ 10,00,000.00 (Rupees Ten Lakhs Only) per annum for a period of three years effective from that date.

Later, the Board of Directors of the Company at its meeting held on February 10, 2025 has approved the payment of same remuneration i.e. a sum not exceeding ₹ 10,00,000.00 (Rupees Ten Lakhs) per annum to each Non-Executive Independent Director of the Company for the remaining period of their current tenure i.e. till August 05, 2026. The same was approved by the members of the Company as an Ordinary Resolution via Postal Ballot on March 29, 2025.

Now, due to the re-appointment of Non-Executive Independent Directors and the expiry of approval of members for the remuneration payable to Non-Executive Independent Directors, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 26, 2025 has approved the payment of remuneration i.e. a sum not exceeding ₹ 12,00,000.00 (Rupees Twelve lakhs) per annum to each Non-Executive Independent Director of the Company, for a period of 3 (three) years commencing from August 06, 2026 till August 05, 2029, in accordance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and taking into account the roles and responsibilities of the Non-Executive Independent Directors.

The aforesaid remuneration shall not include payment of sitting fees to Non-Executive Independent Directors and reimbursement of expenses w.r.t. attending Board/Committee meetings if made within the limits prescribed under the Act.

Pursuant to the provisions of Section 197 read with Schedule V of the Act, a company can pay remuneration to Non-Executive Directors including Independent Directors, in the event of profits in the company as well as in the event of no profits or inadequacy of profits on the basis of limits provided in Schedule V, with the approval of members. Schedule V of the Act provides the monetary limits applicable to a company on the basis of effective capital. Further, as per Regulation 17(6) of the Listing Regulations, all fees and compensation paid to non-executive directors (including independent directors) needs to be approved by the members of the company.

The Company has kept the remuneration to be paid to Non-Executive Independent Directors under the limits prescribed in Schedule V of the Companies Act, 2013.

The additional information as required by Schedule V to the Act is provided in **Annexure-I** and the disclosure required under the Secretarial Standard on General Meetings are provided as **Annexure-II** to the AGM Notice.

All the Non-Executive Directors and their relatives shall be deemed to be concerned or interested in this resolution.

The Board recommends the passing of the Ordinary Resolution as set out in Item No. 10 of the Notice.

None of the other Directors, Key Managerial Personnel of the Company or their relatives, except above are concerned or interested financially or otherwise in the resolution set out at Item No. 10 of this Notice.

Annexure I

The additional information as required by Schedule V to the Act has been provided as under:

I. General information:

1. Nature of industry

The Company is a leading private market intelligence platform providing data & software for the private markets globally. The customer segment of the Company includes private market investors & investment banks (venture capital funds, private equity funds, investment banks); and M&A, corporate development, and innovation teams at large corporations, including many Fortune 500 companies.

2. Date or expected date of commencement of commercial production

Date of commercial production is not applicable since the Company is a service provider.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable (the Company is an existing Company)

4. Financial performance based on given indicators

(In Rs Lakhs)

Particulars	For Financial Year Ended	
	31 st March 2025	31 st March 2024
Total Income	9036.93	8703.67
Profit/(loss) before exceptional items & tax	662.19	868.29
Profit/(loss) for the year	(954.41)	650.14

5. Foreign investments or collaborations, if any

None

II. Additional Information:

Particulars	Ms. Neha Singh	Mr. Abhishek Goyal
Background details	<p>She holds a bachelor's and master's degree in technology, with specialisations in computer science and engineering, from the Indian Institute of Technology Bombay, as part of its dual degree program, as well as a master's degree in business administration from the Leland Stanford Junior University.</p> <p>She has previously served as an associate with The Boston Consulting Group (India) Private Limited, and an investment analyst with Sequoia Capital India Advisors Private Limited. In 2016, she was profiled as an 'Outstanding Woman' by Outlook Business, and as being amongst 'The 40 who matter in the Indian start-up ecosystem' by Mint. She was recognised as part of the '40 under 40' list by Fortune India in 2018 and 2019. She was also recognised as being amongst 'The Most Powerful Women', as part of the 'Rising Stars' category by Business Today in 2019.</p>	<p>He holds a bachelor's degree in technology, specialising in computer science and engineering, from the Indian Institute of Technology, Kanpur. He has previously served as a consultant with 3i Infotech Limited and Erasmic Consulting Private Limited, and has also worked with organisations such as Amazon Development Centre (India) Private Limited, Yahoo Software Development India Private Limited, Accel India Management LLP and Andale Information Technologies Private Limited.</p>
Past remuneration in FY 2024-25 excluding sitting fees	65.01 Lakhs	6.74 Lakhs
Recognition or awards	Refer to the section on Background details	
Job profile and suitability	Ms. Neha Singh is a founder of the Company. Considering her deep knowledge of the Company's operations and its industry, Ms. Neha Singh is well suited to her role.	Mr. Abhishek Goyal is a founder of the Company. Considering his deep knowledge of the Company's operations and its industry, Mr. Abhishek Goyal is well suited to his role.
Remuneration proposed	Refer Remuneration Section as stated above	
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of their origin)	Ms. Neha Singh has a deep understanding of the industry the Company operates in, and has been recognized in various forums as mentioned in her profile above. Considering these factors, the proposed remuneration is in line with comparatively placed Companies in India.	Mr. Abhishek Goyal has a deep understanding of the industry the Company operates in, and has been recognized in various forums as mentioned in his profile above. Considering these factors, the proposed remuneration is in line with comparatively placed Companies in India.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Ms. Neha Singh is the Chairperson and Managing Director of the Company, and holds 16.84% of the equity shares of the Company. She is married to Mr. Abhishek Goyal, who is an Executive Director of the Company.	Mr. Abhishek Goyal is an Executive Director of the Company, and holds 17.34% of the equity shares of the Company. He is married to Ms. Neha Singh, who is the Chairperson and Managing Director of the Company.

Particulars	Mr. Brij Bhushan	Mr. Nishant Verman	Ms. Payal Goel	Mr. Rohit Jain
Background details	<p>He holds a Bachelor's degree in Computer Science and Engineering, from Maharshi Dayanand University, Rohtak and Post-Graduate Diploma in Management from the Indian Institute of Management, Bengaluru.</p> <p>He is the Co-founder of Magicpin. He has over 15 years of professional experience in strategy, venture capital and growth technology. Previously he was an investor with the venture capital fund Nexus Venture Partners. He has also worked at Bain & Co. in San Francisco, USA and India, as a Consultant for Strategy and Operations for clients across Consumer, Technology, Education, Retail and Telecom services sector.</p>	<p>He has an M.B.A. degree from the Kellogg School of Management in International Business & Marketing. He also holds a Master's degree in Computer Science from Stanford University, and a Bachelor's degree from The University of Michigan, Ann Arbor.</p> <p>He is presently the CEO and Co-founder of Bazaar.com. In his previous stint, he has held the position of the Director of Corporate Development at Flipkart, where he also joined the board of directors of MapMyIndia as a representative of Flipkart. He has also worked on various strategy, investments and corporate development related roles at Canaan Partners and Microsoft and as an Investment Banker with Morgan Stanley, in the USA.</p>	<p>She holds a Bachelor's degree in Arts, with Honors, from the University of Delhi and Post-Graduate Program in Management from the Indian School of Business, Hyderabad.</p> <p>She is currently working as a Principal of Corporate Development at Google India, where she has led multiple transactions including Google's investment into Bharti Airtel, Open Money, NoBroker and Glance. She has more than 15 years of experience, out of which 13 years as an investor working with Private Equity, Venture Capital and Corporate Development teams. She brings with her rich investing experience that spans different sectors and stages, while evaluating and collaborating with companies on their growth journey. She has previously worked at Peepul Capital Advisors, Aspada Investment Advisors Private Limited and Flipkart Internet Private Limited.</p>	<p>He holds a B-tech degree in Computer Science from the Indian Institute of Technology, Delhi and a Master's degree in Computer Science from the University of North Carolina.</p> <p>He is the Co-founder and Partner at Pravega Ventures, a technology focused Venture Capital Fund. He has more than 15 years of technology and product experience having worked at companies like Google, Microsoft, and IBM Research, across US & India. He holds multiple patents and has also published a number of research papers. In the past as an Investor at SAIF Partners (currently Elevation Capital), he led investments and served on boards of many companies like NoBroker, Walnut, Qikwell, CoverFox and AutoNinja.</p>
Past remuneration in FY 2024-25 excluding sitting fees	10 lakhs	10 lakhs	10 lakhs	10 lakhs
Recognition or awards	Refer to the section on Background details			
Job profile and suitability	All four independent directors are persons of great repute who have served on the boards of technology and high-growth companies. Additionally, they have outstanding academic backgrounds, having graduated from top institutions such as IITs, IIMs, and ISB. With extensive experience in operating and managing companies, either as investors or founders, their contributions to the board have been highly valuable.			
Remuneration proposed	₹ 12 Lakhs each per annum (excluding the payment of sitting fees and reimbursement of expenses w.r.t. attending Board/Committee meetings)			

Particulars	Mr. Brij Bhushan	Mr. Nishant Verman	Ms. Payal Goel	Mr. Rohit Jain
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of their origin)	Taking into account the experience and responsibilities of the said Directors, the remuneration being proposed to be paid to them is reasonable and in line with remuneration levels in the industry			
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	There is no pecuniary relationship of any Non-Executive Independent Directors with Company or with any managerial personnel other than remuneration proposed to be paid to the Independent Directors, as mentioned in the aforesaid resolution.			

III. Other information:

1. Reasons of loss or inadequate profits

The Company is currently profitable. However, net profit calculated according to Section 198 of the Companies Act is inadequate as losses incurred in prior financial years are yet to be set-off.

2. Steps taken or proposed to be taken for improvement

The Company has adopted various initiatives to grow the revenue, such as setting up specialized sales teams for high potential customer segments, scaling organic traffic and inbound leads pipeline, launch of Tracxn Lite for creating awareness of the richness of our platform, and improving our platform features such as increased coverage of financials and captables across countries, and launch of a legal entity database.

3. Expected increase in productivity and profits in measurable terms

The increase in productivity or profits cannot be forecast accurately in measurable terms. However, with the steps taken for improvement, the outlook is expected to improve.

IV. Disclosure:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. is given in the Corporate Governance Report forming part of the Annual Report 2024-25

ANNEXURE II

Details of the Directors seeking re-appointment at 13th Annual General Meeting of the Company pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India

Name of the Director	Ms. Neha Singh	Mr. Abhishek Goyal
Relevant item no. of the Notice	Item No. 2, 4	Item No. 5
Brief Resume	Refer Annexure 1 point 2	Refer Annexure 1 point 2
DIN	05331824	00423410
Age (in years)	40	44
Qualification	She holds a bachelor's and master's degree in technology, with specialisations in computer science and engineering, from the Indian Institute of Technology Bombay, as part of its dual degree program, as well as a master's degree in business administration from the Leland Stanford Junior University.	He holds a bachelor's degree in technology, specialising in computer science and engineering, from the Indian Institute of Technology, Kanpur.
Date of first Appointment on the Board	June 14, 2016	January 02, 2013
Expertise in specific functional areas	She has previously served as an associate with The Boston Consulting Group (India) Private Limited, and an investment analyst with Sequoia Capital India Advisors Private Limited. In 2016, she was profiled as an 'Outstanding Woman' by Outlook Business, and as being amongst 'The 40 who matter in the Indian start-up ecosystem' by Mint. She was recognised as part of the '40 under 40' list by Fortune India in 2018 and 2019. She was also recognised as being amongst 'The Most Powerful Women', as part of the 'Rising Stars' category by Business Today in 2019.	He is a founder of our Company. He has previously served as a consultant with 3i Infotech Limited and Erasmic Consulting Private Limited, and has also worked with organisations such as Amazon Development Centre (India) Private Limited, Yahoo Software Development India Private Limited, Accel India Management LLP and Andale Information Technologies Private Limited.
Terms & Conditions of Appointment /Re-Appointment	<ol style="list-style-type: none"> Chairperson & Managing Director liable to retire by rotation Re-appointment as Managing Director of the Company for second consecutive term and other conditions as mentioned in Notice and Explanatory Statement at Item No. 2 & 4 	Re-appointment as an Executive Director of the Company for second term and other conditions as mentioned in Notice and Explanatory Statement at Item No. 5
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer the Explanatory Statement given in Item no. 4 of this Notice	Refer the Explanatory Statement given in Item no. 5 of this Notice
Remuneration last drawn, for the financial year 2024-25 including sitting fees	₹ 65.01 lakhs	₹ 6.74 Lakhs
Remuneration Sought to be Paid	₹ 1.50 Crores	₹ 1.50 Crores
Shareholding in the Company (As on the date of this Notice)	1,79,28,615 Shares	1,84,64,782 Shares
No. of Board Meetings attended during the FY 2024-25	No. of meetings held: 5 No. of meetings attended: 5	No. of meetings held: 5 No. of meetings attended: 5
Relationship with other Directors, Manager and Key	Spouse – Mr. Abhishek Goyal (Executive Director)	Spouse – Ms. Neha Singh (Chairperson and

Name of the Director	Ms. Neha Singh	Mr. Abhishek Goyal
Managerial Personnel of the Company		Managing Director)
Directorships in other Companies as on March 31, 2025	Reindeer Software Solutions Private Limited (Director)	Reindeer Software Solutions Private Limited (Director)
Membership / Chairmanship of committees of all public limited companies including Tracxn Technologies Limited as on March 31, 2025	<u>Tracxn Technologies Limited</u> <ul style="list-style-type: none"> Stakeholders' Relationship Committee - Member Audit Committee – Member 	<u>Tracxn Technologies Limited</u> <ul style="list-style-type: none"> Corporate Social Responsibility Committee - Member
Name of listed entities from which the person has resigned in the past three years	Nil	Nil

Name of the Director	Mr. Brij Bhushan	Mr. Nishant Verman	Ms. Payal Goel	Mr. Rohit Jain
Relevant item no. of the Notice	Item No. 6, 10	Item No. 7, 10	Item No. 8, 10	Item No. 9, 10
Brief Resume	Refer Annexure 1 point 2	Refer Annexure 1 point 2	Refer Annexure 1 point 2	Refer Annexure 1 point 2
DIN	03624436	05128414	09196284	06876642
Age (in years)	44	45	42	51
Qualification	He holds a Bachelor's degree in Computer Science and Engineering, from Maharshi Dayanand University, Rohtak and Post-Graduate Diploma in Management from the Indian Institute of Management, Bengaluru.	He has an M.B.A. degree from the Kellogg School of Management in International Business & Marketing. He also holds a Master's degree in Computer Science from Stanford University, and a Bachelor's degree from The University of Michigan, Ann Arbor.	She holds a Bachelor's degree in Arts, with Honors, from the University of Delhi and Post-Graduate Program in Management from the Indian School of Business, Hyderabad.	He holds a B-tech degree in Computer Science from the Indian Institute of Technology, Delhi and a Master's degree in Computer Science from the University of North Carolina.
Date of first Appointment on the Board	August 06, 2021	August 06, 2021	August 06, 2021	August 06, 2021
Expertise in specific functional areas	He is the Co-founder of Magicpin. He has over 15 years of professional experience in strategy, venture capital and growth technology. Previously he was an investor with the venture capital fund Nexus Venture Partners. He has also worked at	He is presently the CEO and Co-founder of Bazaar.com. In his previous stint, he has held the position of the Director of Corporate Development at Flipkart, where he also joined the board of directors of MapMyIndia as a representative of Flipkart. He has also worked on	She is currently working as a Principal of Corporate Development at Google India, where she has led multiple transactions including Google's investment into Bharti Airtel, Open Money, NoBroker and Glance. She has more than 15 years of	He is the Co-founder and Partner at Pravega Ventures, a technology focused Venture Capital Fund. He has more than 15 years of technology and product experience having worked at companies like Google, Microsoft, and IBM Research,

Name of the Director	Mr. Brij Bhushan	Mr. Nishant Verman	Ms. Payal Goel	Mr. Rohit Jain
	Bain & Co. in San Francisco, USA and India, as a Consultant for Strategy and Operations for clients across Consumer, Technology, Education, Retail and Telecom services sector.	various strategy, investments and corporate development related roles at Canaan Partners and Microsoft and as an Investment Banker with Morgan Stanley, in the USA.	experience, out of which 13 years as an investor working with Private Equity, Venture Capital and Corporate Development teams. She brings with her rich investing experience that spans different sectors and stages, while evaluating and collaborating with companies on their growth journey. She has previously worked at Peepul Capital Advisors, Aspada Investment Advisors Private Limited and Flipkart Internet Private Limited.	across US & India. He holds multiple patents and has also published a number of research papers. In the past as an Investor at SAIF Partners (currently Elevation Capital), he led investments and served on boards of many companies like NoBroker, Walnut, Qikwell, CoverFox and AutoNinja.
Terms & Conditions of Appointment /Re-Appointment	Re-appointment as an Independent Director for a second consecutive term, and other conditions as mentioned in Notice and Explanatory Statement at Item No. 6 & 10	Re-appointment as an Independent Director for a second consecutive term, and other conditions as mentioned in Notice and Explanatory Statement at Item No. 7 & 10	Re-appointment as an Independent Director for a second consecutive term, and other conditions as mentioned in Notice and Explanatory Statement at Item No. 8 & 10	Re-appointment as an Independent Director for a second consecutive term, and other conditions as mentioned in Notice and Explanatory Statement at Item No. 9 & 10
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer the Explanatory Statement given in Item no. 6 of this Notice	Refer the Explanatory Statement given in Item no. 7 of this Notice	Refer the Explanatory Statement given in Item no. 8 of this Notice	Refer the Explanatory Statement given in Item no. 9 of this Notice
Remuneration last drawn, for the financial year 2024-25 including sitting fees	₹ 15.75 Lakhs	₹ 15.75 Lakhs	₹ 14.50 lakhs	₹ 15.25 Lakhs
Remuneration Sought to be Paid	₹ 12 Lakhs	₹ 12 Lakhs	₹ 12 Lakhs	₹ 12 Lakhs
Shareholding in the Company (As on the date of this Notice)	NIL	NIL	NIL	NIL
No. of Board Meetings attended during the FY 2024-25	No. of meetings held: 5 No. of meetings attended: 4	No. of meetings held: 5 No. of meetings attended: 5	No. of meetings held: 5 No. of meetings attended: 3	No. of meetings held: 5 No. of meetings attended: 4

Name of the Director	Mr. Brij Bhushan	Mr. Nishant Verman	Ms. Payal Goel	Mr. Rohit Jain
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None	None
Directorships in other Companies as on March 31, 2025	None	Overleap Networks Private Limited (Whole-time Director)	None	<ul style="list-style-type: none"> JSM Advisers Private Limited (Director) Fyle Technologies Private Limited (Nominee Director)
Membership / Chairmanship of committees of all public limited companies including Tracxn Technologies Limited as on March 31, 2025	<u>Tracxn Technologies Limited</u> <ul style="list-style-type: none"> Stakeholders' Relationship Committee - Chairperson Audit Committee - Member Nomination & Remuneration Committee - Member 	<u>Tracxn Technologies Limited</u> <ul style="list-style-type: none"> Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee - Member 	<u>Tracxn Technologies Limited</u> <ul style="list-style-type: none"> Nomination & Remuneration Committee - Chairperson Audit Committee - Member 	<u>Tracxn Technologies Limited</u> <ul style="list-style-type: none"> Audit Committee - Chairperson Stakeholders' Relationship Committee - Member
Name of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil	Nil

By order of the Board of Directors
For **Tracxn Technologies Limited**

Surabhi Pasari
Company Secretary and Compliance Officer
Membership No.: F11215

Place: Bengaluru
Date: May 26, 2025