



COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,

The Members,

Tracxn Technologies Limited

CIN: L72200KA2012PLC065294

L-248, 2nd Floor 17th Cross, Sector 6,

HSR Layout Bengaluru- 560102

We BMP & Co. LLP, Company Secretaries in practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on 01st August 2023 by the Board of Directors of Tracxn Technologies Limited (hereinafter referred to as '**the Company**'), having CIN L72200KA2012PLC065294 and having its registered office at L-248, 2nd Floor 17th Cross, Sector 6, HSR Layout Bengaluru- 560102. This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as '**the Regulations**'), for the year ended 31st March 2024.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented Tracxn Employee Stock Option Plan 2016 viz Employee Stock Option Scheme in accordance with the Regulations and the Special Resolution(s) passed by the members at the General Meeting(s) of the Company held on 05th October, 2016 , 12th March, 2021, 06th August, 2021, 30th November, 2021 and 21st January 2023 respectively.



For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. Scheme(s) received from/furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders resolutions passed at the General Meeting(s);
5. Shareholders resolution passed at General Meetings w.r.t variation in the scheme (if any);
6. Minutes of the meetings of the Compensation Committee/ Nomination and Remuneration Committee;
7. Trust Deed- Not applicable as the Company has implemented the Scheme through Direct route instead of Trust route;
8. Details of trades in the securities of the company executed by the trust through which the scheme is implemented- Not applicable as the Company has implemented the Scheme through Direct route instead of Trust route;
9. Relevant Accounting Standards as prescribed by the Central Government;
10. Detailed terms and conditions of the scheme as approved by Compensation Committee/ Nomination and Remuneration Committee;
11. Bank Statements towards Application money received under the scheme(s);
12. Valuation Report;
13. Exercise Price / Pricing formula;
14. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
15. Disclosure by the Board of Directors;
16. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
17. Other relevant document / filing / records / information as sought and made available to us and the explanations provided by the Company.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the Tracxn Employee Stock Option Plan 2016 in accordance with the applicable provisions of the Regulations and Resolution(s) of the Company in the General Meeting(s).



Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For **BMP & Co. LLP**,
Company Secretaries



A handwritten signature in black ink, appearing to be "Biswajit Ghosh", written over the stamp.

CS Biswajit Ghosh
Designated Partner

Place: Bengaluru

Date: 30th August 2024

UDIN: F008750F001083978

FCS No.: 8750 CP. No.: 8239

Peer Review Certificate No. 736/2020

Firm Registration Number: L2017KR003200