



**TRACXN TECHNOLOGIES LIMITED**

Registered Office: No. L-248, 2<sup>nd</sup> Floor, 17<sup>th</sup> Cross, Sector 6, HSR Layout, Bengaluru,  
Karnataka- 560102

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CIN: L72200KA2012PLC065294 Website: [www.tracxn.com](http://www.tracxn.com)

## **NOTICE OF THE 12<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT 12<sup>th</sup> (TWELFTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF TRACXN TECHNOLOGIES LIMITED (“THE COMPANY”) WILL BE HELD ON THURSDAY, 26<sup>th</sup> SEPTEMBER 2024 AT 5:00 PM IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

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### **ORDINARY BUSINESS(ES):**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, along with the reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Mr. Abhishek Goyal (DIN: 00423410 ), who retires by rotation and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS(ES):**

3. To approve the remuneration payable to Ms. Neha Singh, Chairperson and 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 Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Act 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, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, 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 and as approved by the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded for payment of remuneration to Ms. Neha Singh (DIN: 05331824), Chairperson and Managing Director on the terms and conditions as detailed in the explanatory statement annexed to this notice.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Ms. Neha Singh passed at the Extra Ordinary General Meeting of the Company held on August 06, 2021 shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorized to modify the terms and conditions of remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorised to do all acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

4. To approve the remuneration payable to Mr. Abhishek Goyal, 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 Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Act 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, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, 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 and as approved by the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded for payment of remuneration to Mr. Abhishek Goyal (DIN: 00423410), Executive Director on the terms and conditions as detailed in the explanatory statement annexed to this notice.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Abhishek Goyal passed at the Extra Ordinary General Meeting of the Company held on August 06, 2021 shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorised to do all acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

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

**Surabhi Pasari**

Place: Bengaluru

Company Secretary and Compliance Officer

Date: August 30, 2024

Membership No.: F11215

## **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 (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 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023 (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 12<sup>th</sup> 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 12<sup>th</sup> 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](mailto:scrutinizer@mgconsulting.in) with a copy marked to [compliance-officer@tracxn.com](mailto: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 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](http://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 Thursday, 19<sup>th</sup> September 2024 through email on [compliance-officer@tracxn.com](mailto: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, Link Intime India Private Limited. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, Link 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, Link Intime India Private Limited at <https://liiplweb.linkintime.co.in/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](mailto: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 2023-24 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 2023-24 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. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2023-24 will also be available on the Company's website [www.tracxn.com](http://www.tracxn.com), website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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 Monday, September 23, 2024 at 9:00 am and ends on Wednesday, September 25, 2024 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. Thursday, September 19, 2024, 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 Thursday, September 19, 2024.**

### **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"><li data-bbox="539 539 1374 1055">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li><li data-bbox="539 1099 1374 1240">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="539 1285 1374 1832">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li></ol>

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](http://www.evoting.nsdl.com).
  - b) **“Physical User Reset Password”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 whose 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](mailto:scrutinizer@mgconsulting.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Amit Vishal at [evoting@nsdl.com](mailto: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](mailto: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](mailto: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](mailto: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 the 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. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may login in the NSDL e-voting system by following the remote e-voting instructions mentioned above under **Access to NSDL e-Voting system**. After successful login, you are requested to click on "**VC/OAVM Link**" placed under "**Join Meeting**" against the Company's name. Please note that the members who do not have their User ID and Password for e-voting or have forgotten their User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice of the AGM 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 the 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 have any questions may send their questions in advance mentioning their name, demat account number, email id and mobile number at [compliance-officer@tracxn.com](mailto:compliance-officer@tracxn.com) by Monday, 23rd September 2024, 05:00 p.m. The same will be replied to by the company suitably.
6. Shareholders who would like to express their views or ask questions during the meeting should register themselves as a speaker by logging on to [www.evoting.nsdl.com](http://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 Thursday, 19th September 2024, to 05:00 p.m. on Tuesday, 24th September, 2024.
7. Only shareholders who have registered themselves as a speaker will be allowed to express their views or 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**

The members at its Extra-Ordinary General Meeting ('EGM') held on August 06, 2021, approved the appointment of Ms. Neha Singh as Chairperson and Managing Director of the Company for a period of 5 (five) years effective from that date.

Further, at the Extra-Ordinary General Meeting held on June 29, 2022, the members had approved the remuneration payable to Ms. Neha Singh for an amount not exceeding Rs. 1,50,00,000/- in any financial year, effective from June 01, 2022, for a period of three years. Approval is being sought for the remaining period of her tenure.

The remuneration to Ms. Neha Singh, Chairperson and Managing Director of the Company shall be payable as follows:

- a. Period:** With effect from June 01, 2025 till the end of her current tenure i.e August 05, 2026
- b. Fixed Salary:** Fixed salary of a sum not exceeding Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh) per annum in any financial year
- c. Benefits, Perquisites & Allowances:** In addition to the fixed salary, Ms. Neha Singh shall also be entitled to perquisites, allowances and other benefits including retirement benefits like gratuity, contribution to provident fund etc. as per the Company's internal policies which are applicable to all its employees.
- d. Reimbursement of out of pocket expenses:** The Company will reimburse to Ms. Neha Singh all out of pocket expenses incurred by her in the course of legitimate business of the Company whether in India or abroad.
- e. Minimum Remuneration:** In any financial year, during the tenure of Ms. Neha Singh as the Chairperson and Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to her by way of salary, perquisites & allowances as noted above shall be paid as minimum remuneration, subject to the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Government from time to time and applicable to the Company."

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 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
Total Income	8703.67	8118.09
Profit/(loss) before exceptional items & tax	868.29	545.66
Profit/(loss) for the year	650.14	3308.91

**5. Foreign investments or collaborations, if any**

None

**II. Additional Information:**

**1. Background details**

Ms. Neha Singh is the Chairperson and Managing Director of our Company and is a founder of our Company. 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. 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.

## **2. Past remuneration**

The remuneration paid to Ms. Neha Singh in FY 2023-24 was Rs. 6.45 lakhs

## **3. Recognition or awards**

Refer to the section on Background details

## **4. 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.

## **5. Remuneration proposed**

Refer to the Remuneration Section as stated above.

## **6. 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.

## **7. 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 17.12% of the equity shares of the Company. She is married to Mr. Abhishek Goyal, who is an Executive Director of the Company.

### **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 2023-24

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. 03 of the Notice.

### **Item No. 4**

The members at its Extra-Ordinary General Meeting ('EGM') held on August 06, 2021, approved the appointment of Mr. Abhishek Goyal as Executive Director of the Company for a period of 5 (five) years effective from that date.

Further, at the Extra-Ordinary General Meeting held on June 29, 2022, the members had approved the remuneration payable to Mr. Abhishek Goyal for an amount not exceeding Rs. 1,50,00,000/- in any financial year, effective from June 01, 2022, for a period of three years. Approval is being sought for the remaining period of his tenure.

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

- a. Period:** With effect from June 01, 2025 till the end of his current tenure i.e August 05, 2026
- b. Fixed Salary:** Fixed salary of a sum not exceeding Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh) per annum in any financial year
- c. Benefits, Perquisites & Allowances:** In addition to the fixed salary, Mr. Abhishek Goyal shall also be entitled to perquisites, allowances and other benefits including retirement benefits like gratuity, contribution to provident fund etc. as per the Company's internal policies which are applicable to all its employees.

- d. Reimbursement of out of pocket expenses:** The Company will reimburse to Mr. Abhishek Goyal all out of pocket expenses incurred by him in the course of legitimate business of the Company whether in India or abroad.
- e. Minimum Remuneration:** In any financial year, during the tenure of Mr. Abhishek Goyal as the Executive Director, the Company has no profits or its profits are inadequate, the remuneration payable to him by way of salary, perquisites & allowances as noted above shall be paid as minimum remuneration, subject to the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Government from time to time and applicable to the Company.”

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 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
Total Income	8703.67	8118.09
Profit/(loss) before exceptional items & tax	868.29	545.66
Profit/(loss) for the year	650.14	3308.91

## **5. Foreign investments or collaborations, if any**

None

## **II. Additional Information:**

### **1. Background details**

Mr. Abhishek Goyal is the Vice Chairman and Executive Director on the Board of our Company and is a founder of our Company. 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.

### **2. Past remuneration**

The remuneration paid to Mr. Abhishek Goyal in FY 2023-24 was Rs. 6.46 lakhs

### **3. Recognition or awards**

Refer to the section on Background details

### **4. Job profile and suitability**

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.

### **5. Remuneration proposed**

Refer to the Remuneration Section as stated above.

### **6. 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)**

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.

### **7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any**

Mr. Abhishek Goyal is an Executive Director of the Company, and holds 17.51% of the equity shares of the Company. He is married to Ms. Neha Singh, who is the Chairperson and Managing Director of the Company.

### **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 2023-24

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. 04 of the Notice.

**ANNEXURE- A TO THE NOTICE DATED 30TH AUGUST, 2024**

**In pursuance of the provisions of Regulation 36 (3) of the SEBI Listing Regulations and SS-2 issued by the ICSI, details of Director seeking re-appointment at the ensuing Annual General Meeting (AGM) is as below:**

Particulars	Mr. Abhishek Goyal
DIN	00423410
Age	About 43 years
Qualifications	He holds a bachelor's degree in technology, specialising in computer science and engineering, from the Indian Institute of Technology, Kanpur.
Experience (including expertise in specific functional area) / Brief Resume	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 and Conditions of Appointment	Executive Director liable to retire by rotation, and being eligible, offers himself for re-appointment
Remuneration last drawn (including sitting fees, if any)	INR 6,45,600
Remuneration proposed to be paid	Not Applicable
Date of first appointment on the Board	02nd January,2013
Shareholding in the Company including shareholding as a beneficial owner as on date of notice	1,83,05,143 shares
Relationship with other Directors / Key Managerial Personnel	Spouse - Ms.. Neha Singh (Chairperson and Managing Director)

<b>Particulars</b>	<b>Mr. Abhishek Goyal</b>
Number of meetings of the Board attended during the financial year (FY 2023-24)	4
Directorships of other Boards as on date of notice	1 (Reindeer Software Solutions Private Limited)
Listed entities from which the Director has resigned in the past three years	Nil
Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	Business expertise, management and leadership, corporate strategy & planning, finance & accounts/audit, governance & risk, technology & innovation, diversity mapping
Membership / Chairmanship of Committees of all public limited companies including Tracxn Technologies Limited as on March 31, 2024	Member - Corporate Social Responsibility Committee (Tracxn Technologies Limited)

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

**Surabhi Pasari**

Company Secretary and Compliance Officer  
Membership No.: F11215

Place: Bengaluru

Date: August 30, 2024