



## **TRACXN TECHNOLOGIES LIMITED**

**CIN:** L72200KA2012PLC065294

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

**Tel:** +91 90360 90116; **Email:** [compliance-officer@tracxn.com](mailto:compliance-officer@tracxn.com)

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

### **NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]*

Dear Member(s),

**NOTICE** is hereby given that pursuant to Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**), read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'the Rules'**), including any statutory modification(s) or re-enactment(s) of the Act or Rules for the time being in force, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 9/2023 dated September 25, 2023 and the latest one being 09/2024 dated September 19, 2024, read with subsequent relevant circulars issued by the Ministry of Corporate Affairs (**'MCA Circulars'**) as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**) and all other applicable laws, rules and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the Ordinary Resolution as appended hereto is proposed to be passed by the members of Tracxn Technologies Limited (**'the Company'**) through Postal Ballot only by way of voting through electronic means.

The Explanatory Statement, pursuant to the provisions of Section 102 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed and additional information as required under SS-2 is also attached with this Postal Ballot Notice (**'the Notice'** or **'the Postal Ballot Notice'**).

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 & Rule 22 of the Rules, the MCA Circulars and Regulation 44 of the Listing Regulations, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company/ Depository Participant (**'DP'**). The details of the procedure to cast the vote forms part of the Notes to this Notice.

For the purpose of e-voting, the Company has engaged the services of MUFG Intime India Private Limited (**'MUFG Intime'**). Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

**The e-voting facility will be available during the following period:**

Commencement of e-voting period	<b>9.00 a.m. (IST) on Friday, February 28, 2025</b>
Conclusion of e-voting period	<b>5.00 p.m. (IST) on Saturday, March 29, 2025</b>
Cut-off date for eligibility to vote	<b>Friday, February 21, 2025</b>

The e-voting facility will be disabled by MUFG Intime immediately after 5.00 p.m. IST on Saturday, March 29, 2025.

The last date of e-voting, i.e. Saturday, March 29, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved, by the requisite majority. Further, resolutions passed by the members through postal ballot shall be deemed to have been passed as if they are passed at a General Meeting of the Members.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company, has appointed CS Mannish L. Ghia (Membership No.: FCS 6252), Partner at M/s. Manish Ghia & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner.

The Scrutinizer will submit the report, after the completion of scrutiny, to the Chairperson of the Company, or any person authorized by the Chairperson. The results of the Postal Ballot will be announced within two working days from the conclusion of the e-voting. The said results along with the Scrutinizer's Report would be intimated to BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at [www.tracxn.com](http://www.tracxn.com) and on the website of MUFG Intime at <https://instavote.linkintime.co.in>.

**SPECIAL BUSINESS**

**1. APPROVAL FOR THE REMUNERATION TO BE PAID TO NON-EXECUTIVE INDEPENDENT DIRECTORS:**

*To consider and if thought fit, to pass with or without modification(s), 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, and pursuant to the approval of the Board of Directors on the basis of recommendation of Nomination & Remuneration Committee and in continuation of the earlier resolution passed by the shareholders on August 06, 2021, the consent of shareholders of the Company be and is hereby accorded to approve the continuation of payment of remuneration of a sum not exceeding Rs. 10,00,000/- (Rupees Ten Lakhs) per annum to each Non-Executive Independent Directors of the Company, excluding the fees payable for attending the meeting of the Board or Committees thereof, for the remaining period of their current tenure i.e. till August 05, 2026.

**RESOLVED FURTHER THAT** where in any financial year, during the remaining 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** Ms. Neha Singh, Chairperson and Managing Director, and/or Mr. Abhishek Goyal, Director, and/or Mr. Prashant Chandra, Chief Financial Officer, and/or Ms. Surabhi Pasari, Company Secretary and Compliance Officer, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be expedient to do in this regard.”

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

**Sd/-**

**Surabhi Pasari**

Company Secretary & Compliance Officer

Membership No.: F11215

Place: Bengaluru

Date: February 24, 2025

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out all the material facts and reasons in respect of the Resolution mentioned in this Postal Ballot Notice and additional information as required under SS-2 on General Meetings is annexed hereto and forms part of Postal Ballot Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode only to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, February 21, 2025 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/Depository Participants. A person who is not a member on the cut-off date should treat this notice for information purposes only. Members holding shares in dematerialised mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP). Members may note that this Notice will also be available on the Company's website at [www.tracxn.com](http://www.tracxn.com), 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 on the website of MUFG Intime at <https://instavote.linkintime.co.in>.
3. In accordance with the MCA Circulars, physical copies of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India on General Meetings, the Company is pleased to provide e-voting facility to the Members to exercise their votes electronically. For this purpose, the Company has availed the service of MUFG Intime India Private Limited, Registrar and Share Transfer Agent (RTA) of the Company for facilitating e-voting to enable the Members to cast their votes electronically.
5. 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 MUFG Intime. Changes intimated to the DP will then be automatically reflected in the Company's database. 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, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.
6. The Voting rights of members will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, February 21, 2025, being the cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes. Shareholders whose email IDs are not registered, are requested to contact the Depository or can update the same at <https://swayam.linkintime.co.in/>
7. The e-voting period commences on Friday, February 28, 2025, at 9:00 A.M. (IST) and ends on Saturday, March 29, 2025 at 5:00 P.M. (IST) During this period, members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date i.e., Friday,

February 21, 2025, may cast their vote by e-voting. The e-voting module shall be disabled by MUFG Intime after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

8. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Saturday, March 29, 2025. Further, the resolution passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.
9. The declared results along with the Report of the Scrutinizer shall be uploaded on the Stock Exchange viz. BSE Limited and National Stock Exchange of India Limited and also on the website of the Company i.e., [www.tracxn.in](http://www.tracxn.in) and website of MUFG Intime at <https://instavote.linkintime.co.in>.
10. **Instructions for Members for voting electronically are as under:**
  - a. Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
  - b. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

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

**Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

**Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) 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.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
  - a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
  - b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **Individual Shareholders holding securities in demat mode with CDSL**

### **METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

#### **Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

#### **Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL  
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> /  
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.

- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

#### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

#### **A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

#### **B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

#### **C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

#### **D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in NSDL form, shall provide ‘D’ above*

*\*\*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’ shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice  
(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.
- A. User ID: Enter your User ID
  - B. Password: Enter your Password
  - C. Enter Image Verification (CAPTCHA) Code
  - D. Click “Submit”
- d) Cast your vote electronically:
- A. After successful login, you will be able to see the “Notification for e-voting”.
  - B. Select ‘View’ icon.
  - C. E-voting page will appear.
  - D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
  - E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, IN00000012345678
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

- B. 'Investor's Name - Enter Investor's Name as updated with DP.
- C. 'Investor PAN' - Enter your 10-digit PAN.
- D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

### **STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Votes Entry"** tab under the Menu section.
- c) Enter the **"Event No."** for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter **"16-digit Demat Account No."** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**OR**

#### **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select **"View"** icon for **"Company's Name / Event number"**.
- d) E-voting page will appear.
- e) Download sample vote file from **"Download Sample Vote File"** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### **Helpdesk:**

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding

securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in">evoting@nsdl.co.in</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 22 55 33

### Forgot Password:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer; PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

#### User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘**Login**’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).

- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT,  
2013 AND ADDITIONAL INFORMATION AS PER SCHEDULE V OF THE ACT AND SS-2  
ISSUED BY ICSI**

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in this Postal Ballot Notice:

**ITEM NO. 1:**

The shareholders at the 3<sup>rd</sup> 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 Rs. 10,00,000/- (Rupees Ten Lakhs) per annum for a period of three years effective from that date.

As per the recommendation of the Nomination and Remuneration Committee and in continuation of the earlier resolution passed by the shareholders on August 06, 2021, 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 Rs. 10,00,000/- (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, 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 other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided in **Annexure - I** of this Notice and additional information as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’) is provided in **Annexure - II** of this Notice.

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

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. 1 of this Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at Item No. 1 of this Notice.

## **ANNEXURE-I**

The additional information as required under Section II of Part II of Schedule V of the Companies Act, 2013 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	
	March 31, 2024	March 31, 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:**

Particulars	Mr. Brij Bhushan	Mr. Nishant Verman	Ms. Payal Goel	Mr. Rohit Jain
Background details and recognition or rewards, if any	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 is the Co-founder of	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	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. She is currently working as a Principal of Corporate	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. He is the Co-founder and Partner at Pravega Ventures, a technology focused Venture Capital

	<p>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 &amp; 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>Arbor. 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>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>Fund. He has more than 15 years of technology and product experience having worked at companies like Google, Microsoft, and IBM Research, across US &amp; 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 2023-24 excluding sitting fees	INR 10 Lakhs	INR 10 Lakhs	INR 10 Lakhs	INR 10 Lakhs
Job profile and suitability	<p>Job Profile: Non-Executive Independent Directors. 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</p>			
Remuneration proposed	INR 10 Lakhs each per annum (excluding the payment of sitting fees and reimbursement of expenses w.r.t. attending Board/Committee meetings)			
Comparative	Taking into account the experience and responsibilities of the said Directors, the			

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)	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.

**ANNEXURE- II**

Details of the Director for fixation of their remuneration as required under Secretarial Standard-2 on General Meetings:

<b>Particulars</b>	<b>Mr. Brij Bhushan</b>	<b>Mr. Nishant Verman</b>	<b>Ms. Payal Goel</b>	<b>Mr. Rohit Jain</b>
DIN	03624436	05128414	09196284	06876642
Age	44 years	45 years	42 years	50 years
Qualifications	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.
Experience (including expertise in specific functional area) / Brief Resume	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	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.	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,	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

	services sector.		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.	companies like NoBroker, Walnut, Qikwell, CoverFox and AutoNinja.
Terms and Conditions of Appointment	NA	NA	NA	NA
Remuneration last drawn (including sitting fees, if any) in FY 2023-24	INR 16 Lakhs	INR 14.50 Lakhs	INR 13.50 Lakhs	INR 15.25 Lakhs
Remuneration proposed to be paid (excluding sitting fees)	INR 10 Lakhs p.a	INR 10 Lakhs p.a	INR 10 Lakhs p.a	INR 10 Lakhs p.a
Date of first appointment on the Board	August 06, 2021	August 06, 2021	August 06, 2021	August 06, 2021
Shareholding in the Company including shareholding as a beneficial owner as on date of notice	NIL	NIL	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	None	None	None	None
Number of meetings of the Board attended during the financial year (FY 2024-25 till the date of this Postal B allot Notice)	No. of meetings entitled to attend: 5 No. of meetings attended: 4	No. of meetings entitled to attend: 5 No. of meetings attended: 5	No. of meetings entitled to attend: 5 No. of meetings attended: 3	No. of meetings entitled to attend: 5 No. of meetings attended: 4
Directorships of other Boards as on date of notice	None	Overleap Networks Private Limited (Whole-time Director)	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 the date of Postal Ballot Notice	<u>Tracxn Technologies Limited</u> <ul style="list-style-type: none"> <li>● Stakeholders' Relationship Committee - Chairperson</li> <li>● Audit Committee – Member</li> <li>● Nomination &amp;</li> </ul>	<u>Tracxn Technologies Limited</u> <ul style="list-style-type: none"> <li>● Nomination &amp; Remuneration Committee – Member</li> <li>● Corporate Social Responsibility Committee –</li> </ul>	<u>Tracxn Technologies Limited</u> <ul style="list-style-type: none"> <li>● Nomination &amp; Remuneration Committee – Chairperson</li> <li>● Audit Committee – Member</li> </ul>	<u>Tracxn Technologies Limited</u> <ul style="list-style-type: none"> <li>● Audit Committee – Chairperson</li> <li>● Stakeholders' Relationship Committee – Member</li> </ul>

	Remuneration Committee – Member	Member		
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Place: Bengaluru  
Date: February 24, 2025

By Order of the Board of Directors  
**For Tracxn Technologies Limited**  
Sd/-  
**Surabhi Pasari**  
Company Secretary & Compliance Officer  
Membership No.: F11215