

July 09, 2025

**BSE Limited**

P. J. Tower

Dalal Street, Fort

Mumbai – 400 001

**BSE Scrip Code: 543638****National Stock Exchange of India Limited**

Plot No. C/1, G Block

Bandra – Kurla Complex

Bandra (East), Mumbai – 400 051

**NSE Trading Symbol: TRACXN**

Dear Sir/Madam,

**Sub: Submission of Public Announcement for buyback of 11,42,857 (Eleven Lakhs Forty-Two Thousand Eight Hundred and Fifty Seven Only) fully paid-up Equity Shares of the face value of INR 1 each (“Equity Shares”) of Tracxn Technologies Limited (the “Company”) at a price of INR 70 (Indian Rupees Seventy Only) per Equity Share payable in ‘cash’ on proportionate basis (“Buy-back”).**

This is in furtherance to our intimation dated May 26, 2025 informing the Stock Exchanges, that the Board of Directors of the Company, subject to approval from shareholders of the Company, approved the proposal of buy-back of 11,42,857 fully paid-up equity shares of the Company of face value of INR 1/- each at a price of INR 70/- per equity share, on a proportionate basis, through the tender offer route, in accordance with the provisions of the Companies Act, 2013, and rules made thereunder, the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the “SEBI Buyback Regulations”) as amended from time to time, and other applicable laws. Subsequently, the shareholders of the Company approved the aforesaid Buyback by way of a special resolution dated July 03, 2025, through a postal ballot (e-voting), whose results were declared on July 07, 2025, as communicated vide our letter dated July 07, 2025.

Referring to the captioned subject and the Buyback, a copy of Public Announcement dated July 08, 2025 (the “PA”) released today i.e., July 09, 2025 in compliance with the provisions under Regulation 7 of the Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018 in the following newspapers:

Financial Express	English Daily – All editions
Jansatta	Hindi Daily – All editions
Prajavahini	Kannada Daily – Bangalore edition

A copy of the said Public Announcement is enclosed herewith for your records and dissemination on your website.

This is for your information and records.

Thanking You,

Yours truly,

For **Tracxn Technologies Limited**

**Megha Tibrewal**

**Company Secretary and Compliance Officer**

**Membership No. A39158**



# TRACXN TECHNOLOGIES LIMITED

Corporate Identification Number (CIN): L72200KA2012PLC065294

Registered Office: L-248, 2nd Floor, 17th Cross, Sector 6, H.S.R. Layout, Bengaluru, Karnataka, 560102

Telephone: +91- 9036090116; Email: compliance-officer@tracxn.com; Website: www.tracxn.com

Contact Person: Megha Tibrewal, Company Secretary and Compliance Officer

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF TRACXN TECHNOLOGIES LIMITED FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement ("Public Announcement" or "PA") is being made pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), and contains the disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

**OFFER TO BUYBACK NOT EXCEEDING 11,42,857 (ELEVEN LAKHS FORTY TWO THOUSAND EIGHT HUNDRED AND FIFTY SEVEN ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 1/- (INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 70/- (INDIAN RUPEES SEVENTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM TO THE PUBLIC SHAREHOLDERS OF THE COMPANY ("BUYBACK").**

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

### 1. DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

1.1 The Board of Directors of Tracxn Technologies Limited (the "Company") at its meeting held on May 26, 2025 ("Board Meeting") has, in accordance with Article 15 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant Rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("SEBI"), the stock exchanges on which the Equity Shares of the Company are listed, being BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), Reserve Bank of India ("RBI") and/or other authorities, institutions or bodies (together with SEBI and RBI, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board of Directors of the Company, and subject to the approval of the shareholders of the Company by way of special resolution through postal ballot including e-voting process, the Board of Directors of the Company ("Board"), which term shall be deemed to include any committee of the Board and/or officials, which the Board may constitute/authorize to exercise its powers, including the powers conferred by this resolution, hereby approves the Buyback by the Company of its fully paid-up equity shares having a face value of, INR 1 (Indian Rupee One only) each ("Equity Shares"), for an amount of INR 7,99,99,990/- (Indian Rupees Seven Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax and other taxes (if any), stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. ("Transaction Costs") (such amount hereinafter referred to as the "Buyback Size"), being 23.70% of the aggregate of the total paid-up equity share capital and free reserves as per the latest audited standalone financial statements of the Company as at March 31, 2025, at a Buyback price not exceeding, INR 70/- (Indian Rupees Seventy Only) per Equity Share ("Buyback Price"), payable in cash, from the shareholders / beneficial owners of the Equity Shares of the Company as on a July 18, 2025 ("Record Date"), through the "Tender Offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "Buyback").

1.2 The Company sought approval of its shareholders for the Buyback, by a special resolution through postal ballot. The shareholders approved the proposal of Buyback of Equity Shares on July 03, 2025, and the results of the postal ballot were announced on July 07, 2025.

1.3 In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buyback Committee, may till 1 (one) working day prior to the Record Date, increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.4 The Equity Shares are listed on the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") (hereinafter together referred to as the "Stock Exchanges").

1.5 The Buyback is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI and the Stock Exchanges.

1.6 The Buyback shall be undertaken on a proportionate basis from all the equity shareholders/beneficial owners of the Company, excluding the members of the Promoter Group, who hold Equity Shares as at July 18, 2025 (the "Record Date") (such shareholders "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(vi)(a) of the SEBI Buyback Regulations and shall be implemented using the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular SEBI/HO/CFD/POD-2/P/CIR/2023/35 dated March 08, 2023, such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force ("SEBI Circulars"). In this regard, the Company will request the Stock Exchanges to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and, for the purposes of this Buyback, NSE will be the exclusively designated stock exchange ("Designated Stock Exchange").

1.7 Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received under Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f. October 01, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the Income Tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to Resident shareholders on buy-back of the shares. In respect of consideration payable to Non-resident shareholders, tax shall be withheld at the rate of 20% plus surcharge and cess as per the ITA or as per the rate in the respective Tax Treaty, whichever is beneficial subject to availability of prescribed documents by such non-residents. Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.10% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.8 The Buyback from the Eligible Public Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

1.9 In terms of the SEBI Buyback Regulations, under the tender offer route, the members of the Promoter, Promoter Group and persons in control of the Company have the option to participate in the Buyback. In this regard, members of the Promoter and Promoter Group and persons in control of the Company, vide their letters dated May 26, 2025, have expressed their intention not to participate in the Buyback. To the extent of Buyback Entitlement to Promoters and Promoter Group shall be now given to the Public Shareholders of the Company.

1.10 The Buyback will not result in any benefit to the members of the Promoter, Promoter Group and persons in control of the Company or any directors of the Company except to the extent of increase in their shareholding percentage as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. The Buyback would not be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 35 of the Listing Regulations. Any change in voting rights of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.11 A copy of this Public Announcement is available on the website of the Company (www.tracxn.com), and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com) and on the website of the Manager to the Buyback (www.systematicgroup.in).

### 2. OBJECTIVE/NECESSITY FOR THE BUYBACK

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner.

The Buyback is being undertaken for the following reasons:

- a) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- b) The Buyback will help the Company to optimise the capital structure;
- c) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of the number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- d) The Buyback may help in improving financial ratios like earning per share, return on capital employed and return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- e) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

### 3. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, AND ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

3.1 The maximum amount required for Buyback will not exceed INR 7,99,99,990/- (Indian Rupees Seven Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety only) excluding Transaction Costs. The Buyback Size (in value terms) constitutes 23.70% of the aggregate of the total paid-up share capital and free reserves, as per the latest audited financial statements of the Company of March 31, 2025. Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2) (b) of the Act, the Board sought approval of the shareholders of the Company, by way of a special resolution through postal ballot on July 03, 2025 and the results of the postal ballot were announced on July 07, 2025.

3.2 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company and/ or such other sources as may be permitted by law. Funds borrowed from banks and financial institutions, if any, will not be used for the Buyback.

3.3 The Company shall transfer from its free reserves and/ or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

### 4. MAXIMUM PRICE FOR THE BUYBACK OF EQUITY SHARES AND BASIS OF ARRIVING AT THE BUY-BACK PRICE

4.1 The Equity Shares of the Company are proposed to be bought back at a price of INR 70/- (Indian Rupees Seventy Only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

4.2 The Buyback Price represents:

- Premium of 29.33% and 27.96% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding Wednesday, May 21, 2025, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
- Premium of 16.55% and 17.59% over the closing price of the Equity Shares on NSE and BSE, respectively, as on Tuesday, May 20, 2025, being the day preceding the Intimation Date.
- Premium of 11.25% and 11.09% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Board Meeting i.e., Monday, May 26, 2025, when the Buyback was approved.

In accordance with Regulation 5(via) of the SEBI Buyback Regulations, the Board/ Buyback Committee may increase the maximum Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Size, till 1 (One) working day prior to the record date (as defined below) fixed for the purpose of Buyback.

### 5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

At the Buyback Price and Buyback Size, the Indicative maximum Buyback Shares that can be bought back would be 11,42,857 (Eleven Lakhs Forty Two Thousand Eight Hundred and Fifty Seven) fully paid-up Equity Shares, representing 1.07% of the fully paid-up Equity Shares of the Company as on March 31, 2025. However, the actual bought back Equity Shares may be less than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is more than the Maximum Buyback Price, subject to the number of Equity Shares bought back shall not exceed 25% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size. The Buyback is proposed to be completed within 12 (twelve) months of the date of special resolution approving the proposed Buyback.

### 6. METHOD ADOPTED FOR BUYBACK

The Equity Shares will be bought back on a proportionate basis from all the Public Shareholders through the "Tender Offer" method, as prescribed under Regulation 4(vi)(a) of the SEBI Buyback Regulations, and, subject to applicable laws, facilitated through the stock exchange mechanism as specified under the "Mechanism for acquisition of share through Stock Exchanges" prescribed under the SEBI Circulars. Please refer to Paragraph 14 below for details regarding the Record Date and shareholders entitlement for tender in the Buyback.

### 7. DETAILS OF SHAREHOLDING OF PROMOTER AND PROMOTER'S GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON ACTING IN CONTROL AND DETAILS OF TRANSACTIONS IN THE EQUITY SHARES OF THE COMPANY AND INTENTION TO PARTICIPATE IN THE BUYBACK

7.1 The aggregate shareholding in the Company of (a) Promoters and the members of the Promoter and persons in control of the Company; (b) the director(s) of the Promoters, where the promoter is a company; (c) directors and key managerial personnel of the Company, as on the date of the Postal Ballot Notice, i.e., June 03, 2025, is as follows:

#### a) Aggregate shareholding of the Promoters and the members of the Promoter Group persons who are in control of the Company:

Sr. No	Name	Category	Number of Equity Shares Held	% of Shareholding
1.	Abhishek Goyal	Promoter	1,84,64,782	17.26
2.	Neha Singh	Promoter	1,79,28,615	16.76
<b>Total</b>			<b>3,63,93,397</b>	<b>34.02</b>

#### b) Aggregate shareholding of the Directors of companies which are a part of the Promoters and Promoter Group

Not Applicable, as there are no Corporate Promoters forming part of the Promoter and Promoter Group of the Company.

#### c) Aggregate shareholding of the directors and key managerial personnel of the Company

Sr. No	Name of Shareholder	Designation	Number of Equity Shares Held	% of shareholding
1.	Abhishek Goyal	Executive Director	1,84,64,782	17.26
2.	Neha Singh	Chairperson and Managing Director	1,79,28,615	16.76
3.	Rohit Jain	Independent Director	Nil	Nil
4.	Payal Goel	Independent Director	Nil	Nil
5.	Nishant Verma	Independent Director	Nil	Nil
6.	Brij Bhushan	Independent Director	Nil	Nil
7.	Prashant Chandra	Chief Financial Officer	13,31,496	1.24
8.	Megha Tibrewal	Company Secretary and Compliance Officer	11,034	0.01
<b>Total</b>			<b>3,77,35,927</b>	<b>35.27</b>

7.2 Aggregate shares purchased or sold by any of the promoters, members of the promoter group, directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company and Directors and Key Managerial Personnel of the Company during a period of six months preceding the date of the Board Meeting at which the Buyback was approved i.e. May 26, 2025 and the date of the Postal Ballot Notice, i.e., June 03, 2025.

#### a) Aggregate of Equity Shares purchased or sold by the Promoters and Promoter Group of the Company:

Name of Shareholder	Aggregate No. of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Maximum Price (₹)	Date of Minimum Price
Abhishek Goyal	159,639	Purchase	75.84	14-Nov-2024	52.75	10-Mar-2025
Neha Singh	27,355	Purchase	77.20	20-Dec-2024	51.60	03-Mar-2025

#### b) Aggregate shares purchased or sold by the Directors of companies which are part of the Promoters and Promoter Group:

Not Applicable, as there are no Corporate Promoters forming part of the Promoter and Promoter Group of the Company.

#### c) Aggregate shares purchased or sold by the Directors and Key Managerial Personnel of the Company:

Except as disclosed below, none of our directors and key managerial personnel have purchased or sold any Equity Shares in the last six months preceding the date of the Board Meeting at which the Buyback was approved, i.e., May 26, 2025, and the date of the Postal Ballot Notice, i.e., June 03, 2025.

Sr. No	Name of Shareholder	No. of Equity Shares	Nature of Transaction	Date of Transaction	Price Per Equity Share
1	Abhishek Goyal	14,639	Purchase	14-Nov-2024	75.84
2	Abhishek Goyal	10,000	Purchase	18-Nov-2024	74.50
3	Abhishek Goyal	20,000	Purchase	21-Nov-2024	74.75
4	Abhishek Goyal	15,000	Purchase	22-Nov-2024	74.00
5	Abhishek Goyal	10,000	Purchase	14-Feb-2025	63.00
6	Abhishek Goyal	20,000	Purchase	17-Feb-2025	60.50
7	Abhishek Goyal	10,000	Purchase	18-Feb-2025	59.50
8	Abhishek Goyal	20,000	Purchase	20-Feb-2025	60.25
9	Abhishek Goyal	20,000	Purchase	21-Feb-2025	60.00
10	Abhishek Goyal	20,000	Purchase	10-Mar-2025	52.75
11	Neha Singh	6,000	Purchase	21-Nov-2024	75.00
12	Neha Singh	2,000	Purchase	25-Nov-2024	75.10
13	Neha Singh	3,886	Purchase	20-Dec-2024	77.20
14	Neha Singh	1,366	Purchase	23-Dec-2024	73.20
15	Neha Singh	3,333	Purchase	20-Feb-2025	60.00
16	Neha Singh	3,500	Purchase	27-Feb-2025	58.00
17	Neha Singh	4,250	Purchase	28-Feb-2025	55.24
18	Neha Singh	3,000	Purchase	03-Mar-2025	51.80

### 8. INTENTION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK

8.1 In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. However, the Promoter and Promoter Group of the Company have expressed their intention that they do not wish to participate in the Buyback vide their letters dated May 26, 2025.

8.2 The Buyback will not result in any benefit to Promoter and Promoter Group or any Directors of the Company except to the extent of increase in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

### 9. NO DEFAULTS

The Company does not have any deposits or debt instruments or preference shares or has paid dividend earlier or taken any term loans, and accordingly, there are no defaults subsisting in the repayment of any deposits (including interest thereon), redemption of debentures or preference shares, payment of dividend, or repayment of any term loans to any shareholder, financial institution, or banking company (including interest thereon), as applicable.

### 10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF SEBI BUYBACK REGULATIONS AND THE ACT

- i. All the Equity Shares of the Company are fully paid up.
- ii. The Company shall not issue and allot any Shares or other specified securities including by way of bonus, till the expiry of the Buyback period except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
- iii. Unless otherwise specifically permitted by any relaxation issued by SEBI and/ or any other regulatory authority, the Company shall not raise further capital for a period of one year, as prescribed under the provisions of Regulation 24(f) of the Buyback Regulations, from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations;
- iv. The Company, as per the provisions of Section 68(8) of the Act, will not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares.
- v. The Company shall not withdraw the Buyback after the letter of offer is filed with SEBI or public announcement of the offer to Buyback is made, except where any event or restriction may render Company unable to affect Buyback;
- vi. The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Act within the specified timelines;
- vii. The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- viii. The consideration for the Buyback shall be paid by the Company only in cash;
- ix. The Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deals whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of Buyback;
- x. The Company does not have any deposits or outstanding loans or debt instruments or preference shares or has paid dividend earlier or taken any term loans, and accordingly, there are no defaults subsisting in the repayment of any deposits (including interest thereon), redemption of debentures or preference shares, payment of dividend, or repayment of any term loans to any shareholder, financial institution, or banking company (including interest thereon), as applicable.;
- xi. that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- xii. the aggregate amount of the Buyback i.e. up to INR 7,99,99,990/- (Indian Rupees Seven Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Only) does not exceed 25% of the aggregate of the fully paid-up equity share capital, securities premium and free reserves of the Company as per the latest audited financial statements of the Company as of March 31, 2025;
- xiii. the maximum number of Equity Shares proposed to be purchased under the Buyback (up to 11,42,857 Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up equity share capital of the Company as of March 31, 2025;
- xiv. the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;
- xv. the Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- xvi. the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/ or the Buyback Regulations and any other applicable laws;
- xvii. the Buyback shall be completed within a period of one year from the date of passing of Special resolution in Shareholder meeting approving the Buyback;
- xviii. there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act, as on date;
- xix. the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid-up capital and free reserves after the Buyback, based on audited financial statements of the Company, as prescribed under the Act and rules made thereunder and Buyback Regulations.
- xx. the Company is not buying back its Equity Shares so as to delist its shares or other specified securities from the Stock Exchanges;
- xxi. the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies, or through an investment company or group of investment companies; and
- xxii. as per Regulation 24(i)(e) of the Buyback Regulations, the Promoters, and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters) from the date of passing of Special resolution in Shareholder meeting approving the Buyback till the closing of the Buyback offer.

### 11. CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

As required by Clause (x) of Schedule I of the SEBI Buyback Regulations, the Board hereby confirms that it has made full enquiry into the affairs and prospects of the Company and has formed an opinion, that:

- i. immediately following the date of Board Meeting ("Board Meeting") i.e., May 26, 2025 and the date on which the result of the shareholder's resolution passed by way of postal ballot ("Shareholders meeting") i.e., July 07, 2025 approving the buyback offer will be announced, there will be no grounds on which the Company can be found unable to pay its debts;
- ii. as regards the Company's prospects for the year immediately following the date of Board meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the buyback of shares i.e., May 26, 2025 and within a period of one year from date of passing of the postal ballot resolution for the buyback and
- iii. in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act, or the Insolvency and Bankruptcy Code, 2016, as applicable.

### 12. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the Report dated May 26, 2025, of Price Waterhouse Chartered Accountants LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

#### Quote

The Board of Directors  
Tracxn Technologies Limited  
L-248, 2nd Floor 17th Cross Sector 6, HSR Layout Bengaluru - 560102

#### Statutory Auditors' Report on proposed Buy Back of Equity Shares pursuant to the requirement of Schedule I to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended ("the Buyback Regulations") and Section 68 and 70 of the Companies Act 2013 ("the Act")

- 1. This report is issued in accordance with our engagement letter dated May 26, 2025.
- 2. We have been engaged by Tracxn Technologies Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment as detailed in the accompanying Statement of Permissible Limit of Capital Payment ("Annexure A") in connection with the proposed buy back by the Company of its equity shares in pursuance of Sections 68 and 70 of the Act and The Companies (Share Capital and Debentures) Rules, 2014 (including statutory modifications thereto or re-enactments thereof for the time being in force) and the regulations as specified in the Buyback Regulations' and on the opinions expressed by the Board of Directors of the Company, as required under the Regulations. We have initiated the Annexure A for identification purposes only.

#### Board of Directors Responsibility

- 3. The Board of Directors of the Company is responsible for the following:
  - i. The amount of capital payment for the buy-back is properly determined within the permissible capital payment limits computed in accordance with the Act and the Buyback Regulations;
  - ii. It has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the buyback ("Board Meeting") and even from the date on which the results of the shareholders' resolution passed by way of a postal ballot including electronic voting will be declared (hereinafter referred to as the "date of the Postal Ballot Resolution"); and
  - iii. A declaration is signed by at least two directors of the Company that the Board of Directors has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of Board Meeting and even from date of the Postal Ballot Resolution and in forming the opinion, it has taken into account the liabilities as if the Company was being wound up under the provisions of the Act.

#### Auditor's Responsibility

4. Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":

- i. whether the amount of capital payment for the buy-back, as mentioned in the Annexure A, is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Buyback Regulations (which is Rs. 843.96 Lakhs) based on audited financial statements for the year ended March 31, 2025, respectively; and
- ii. whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Board Meeting held on May 26, 2025 and even from date of the Postal Ballot Resolution.
- 5. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:
  - i. Examined authorisation for buyback in the Articles of Association of the Company;
  - ii. Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within the permissible limit computed in accordance with the provisions of Section 68 of the

**PUBLIC NOTICE**

Notice is hereby given that Jain Finscap Private Limited CIN: U65910GJ1995PTC026442, having its registered office at Office No. 604, 6th Floor, Fortune Business Hub, Nr. Satyamey Elysium, Sola, Ahmedabad-380 060 (Gujarat, India), has changed its name to Truway Finance Private Limited with effect from 7th July, 2025, pursuant to approval granted by the Registrar of Companies and the Reserve Bank of India.

All existing contracts, agreements, and obligations entered into by Jain Finscap Private Limited shall remain valid and binding on Truway Finance Private Limited.

For any correspondence, please contact the registered office at the above address.

**Balmer Lawrie & Co. Ltd.**  
(A Government of India Enterprise)

**LOGISTICS SERVICES**

NRO, 1<sup>st</sup> Floor, NBCC Centre  
Plot No. 21, Okhla Phase 1, New Delhi - 110020  
Regd. office - 21, NS Road, Kolkata - 700001  
Email: [info@balmerlawrie.com](mailto:info@balmerlawrie.com); Ph: 911-42524167

**NOTICE FOR VENDOR REGISTRATION**

SBU: Logistics Services (Delhi) invites application for vendor registration for transportation (FTL & PTL), domestic transportation service by surface and air loading / unloading services, packaging (normal & DG) / CHA Services and other logistics related services from experienced vendors. Interested firms / parties are requested to submit the Vendor Registration Form along with supporting documents as per the details available on [www.balmerlawrie.com](http://www.balmerlawrie.com).  
Last date for submission: 28.07.2025  
Amendments / corrigendum, if any, will be uploaded on the above-mentioned website.

**NMDC Limited**  
(A Government of India Enterprise)  
"Khanij Bhavan", 10-3/311/A, Castle Hills, Masab Tank, Hyderabad - 500 028.  
Corporate Identity Number (CIN) - L13100T01958GOI001674

**WORKS DIVISION - CONTRACTS DEPARTMENT**

**E-Tender Notice (Open Tender Enquiry for Domestic Bidding)**

**Tender Enquiry No.: HQ(Works)/CONTRACTS/HPMMBROM/2024/1058/269 Dated 08/07/2025**

NMDC Limited, A "NAVARATNA" Public Sector Company under Ministry of Steel, Govt. of India, invites online bids through **MSTC Portal** from experienced domestic bidders for the work of Hiring of Plant & Mining Machineries for Crushing of 40LT of BROM ((+10mm to (-) 150mm), screening of size ore, transportation, weight and stacking of sized ore and fines at stockpile at Loading Plant, **BIOM Bacheli Complex** for a period of two years.

The detailed NIT and Bid documents can be viewed and / or downloaded from **08-07-2025 to 29-07-2025 from following website links;**

1. NMDC website - <https://nmdcportals.nmdc.co.in/nmdcender>
2. Central Public Procurement portal - <https://www.eprocure.gov.in/> publish/appal and search tender enquiry number
3. MSTC Portal - <https://www.mstc.com/procurement/>

For accessing the bid document from MSTC portal, bidders to visit MSTC website (use Microsoft Edge browser for compatibility) and search Tender Event No. **NMDC/Head Office/Contract/1/25-26/ET/132**. The bidders are requested to submit their bids online through MSTC Portal. The details of submission of bid through online are given in NIT. The Bidders on regular basis are required to visit the NMDC's website/CPP Portal/ MSTC Portal for corrigendum, if any, at a future date.

For further clarification, the following can be contacted -  
**General Manager (Contracts)**, NMDC Limited, Hyderabad, Fax No. 040 - 2353 4746, Telephone No. 040 - 23532800, email: [contracts@nmdc.co.in](mailto:contracts@nmdc.co.in).  
**Executive Director (Works)**

**BF UTILITIES LIMITED**  
Regd. Off.: Mundhwa, Pune Cantonment, Pune-411036  
CIN: L40108PN2000PLC015323  
Website : [www.bfutilities.com](http://www.bfutilities.com); Tel: +91 7719004777  
Email: [Secretarial@bfutilities.com](mailto:Secretarial@bfutilities.com)

**Notice of Special Window for Re-lodgement of Transfer Requests of Physical Shares**

Notice is hereby given to inform that in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD/PoD/P/CIR/2025/97 dated July 2, 2025 has opened a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/for otherwise, for a period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as of date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demat requests. The Company and the RTA have formed focused teams to attend such requests.

You may contact RTA for attending these requests by sending email at [pune@in.mpmf.mufg.com](mailto:pune@in.mpmf.mufg.com) or Ms. Pragati S. Rai at [Secretarial@bfutilities.com](mailto:Secretarial@bfutilities.com). The same will also be made available on the Company's website [www.bfutilities.com](http://www.bfutilities.com). This is for your information.

**For BF Utilities Limited**

**Pragati S. Rai**  
Company Secretary,  
Membership No: A66887

Place : Pune  
Date : July 07, 2025

**International Travel House**  
INTERNATIONAL TRAVEL HOUSE LIMITED  
CIN: L63040DL1981PLC011941  
Regd. Office: Travel House, T-2, Community Centre, Sheikh Sarai, Phase-I, New Delhi - 110 017  
Tel: 011-2601 7808  
E-mail: [Investor\\_TH@th.co.in](mailto:Investor_TH@th.co.in) | Website: [www.internationaltravelhouse.in](http://www.internationaltravelhouse.in)

**Transfer of Unclaimed Dividend and Equity Shares of the Company to the Investor Education and Protection Fund**

Members are hereby informed that unclaimed dividend for the financial year 2017-18 and the Equity Shares of the Company in respect of which dividend entitlements have remained unclaimed for seven consecutive years from the date of transfer to Unpaid Dividend Account of the Company will be due for transfer to the Investor Education and Protection Fund of the Central Government (IEPF) on 11<sup>th</sup> October, 2025, pursuant to the provisions of Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The relevant details of such unclaimed dividend and the shares are available on the Company's website [www.internationaltravelhouse.in](http://www.internationaltravelhouse.in) under the section 'Investor Relations' in sub-section 'General Information'. Individual letters in this regard have been sent to the concerned Members at the address registered with the Company / the Depository Participants.

Members are advised to lodge their claims in respect of the above, along with the required documents as mentioned in the letter, by writing to the Company at the registered address or to the Company's Registrar and Share Transfer Agent- M/s. MCS Share Transfer Agent Limited at 17/8-19/0, 3<sup>rd</sup> Floor, DSIDC Shed, Okhla Industrial Area, Phase-1, New Delhi 110 020, Tel. 011-4140 6195, email: [helpdeskdelhi@mcscsregistrars.com](mailto:helpdeskdelhi@mcscsregistrars.com) by 8<sup>th</sup> October, 2025. If no claim along with all relevant documents is received by that date, the Company, in accordance with the aforesaid provisions of law, shall transfer such dividend and shares to the IEPF.

**International Travel House Limited**  
Abhishek Chawla  
Company Secretary

Date: 8<sup>th</sup> July, 2025

**RajCOMP Info Services Limited (RISL)**  
C-Block, 1st Floor, Yojana Bhawan, Tilak Marg, C-Scheme, Jaipur.

RISL invites ebids from the eligible bidders for the following:

NIB No./Date/Unique bid no.	Particulars	Estimated Cost/EMD	Start of sale /Last date
RIS2526A0015/07.07.2025	RFP for Upgradation (replacement/upgrade) and procurement of Comprehensive Annual Maintenance Contract (CAMC) & FMS of WS&APS Phase 1 Project in State of Rajasthan for 5 Years based on Open Competitive Bidding through e-Procurement/Tender.	Rs.68.00 Cr.	07.07.2025 22.08.2025
(RIS2526GLO B00015)			

Details can be seen on the websites <http://risl.rajasthan.gov.in>, <http://sppp.rajasthan.gov.in>, <http://doitc.rajasthan.gov.in>. Bids are to be submitted through <http://eproc.rajasthan.gov.in>.

Raj.Samwad/C/25/5816  
Additional Director

SIZE 5HX8

(Continue...)

**14. RECORD DATE AND SHAREHOLDER ENTITLEMENT**

14.1 As required under the SEBI Buyback Regulations, the Company has fixed Friday, July 18, 2025, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback.

14.2 As required under the SEBI Buyback Regulations, the dispatch of the letter of offer shall be through electronic mode in accordance with the provisions of the Companies Act within two (2) working days from the Record Date. If the Company receives a request from any Eligible Shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.

14.3 The Equity Shares proposed to be bought back by the Company, as a part of Buyback is divided into two categories (a) reserved category for small shareholders; and (b) general category for all other Eligible Shareholders.

14.4 As defined in Regulation 2(1)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder of the Company who holds Equity Shares whose market value, on the basis of the closing price of the Equity Shares on the Stock Exchanges having the highest trading volume as on the Record Date, is not more than INR 2,00,000/- (Indian Rupees Two Lakhs only).

14.5 In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buy back or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

14.6 Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, in the event of the overall response to the Tender Offer being in excess of the Buyback Offer Size, the Company may not purchase all the Equity Shares tendered by the Eligible Shareholders, over and above their entitlement.

14.7 In accordance with Regulation 9(x) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common permanent account number ("PAN") for determining the category (small shareholder or general) and entitlement under Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical or where the PAN of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and the names of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds, trusts, insurance companies etc. with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent as per the shareholder records received from the depositories.

14.8 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

14.9 The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

14.10 The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.

14.11 The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The settlement under the Buyback will be done using the mechanism notified under the SEBI Circulars.

14.12 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer to be sent to the Eligible Shareholder(s). Eligible Shareholders which have registered their email IDs with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar to the Buyback at the address mentioned at para 16 or 17 below. Eligible Shareholders which have not registered their email IDs with the depositories/ Company, the Letter of Offer shall be dispatched through physical mode.

**15. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK**

15.1 The Buyback is open to all Eligible Shareholders/ beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") such shareholders are referred to as the ("Eligible Shareholders"). Any person who does not hold Equity Shares of our Company as on the Record Date will not be eligible to participate in the Buyback and Equity Shares tendered by such person(s) shall be rejected.

15.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" as specified by the SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Act and the SEBI Buyback Regulations and as may be determined by the Board (including Committee authorized to complete the formalities of the Buyback) on such terms and conditions as may be permitted by law from time to time.

15.3 For implementation of the Buyback, the Company has appointed Systematic Shares and Stocks (India) Limited as the registered broker to the Company ("Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

**The contact details of the Company's Broker are as follows:**

**Systematic Shares and Stocks (India) Limited**  
The Capital, A-Wing, No. 603-606, 6th Floor,  
Plot No. C-70, G-Block, Bandra-Kurla Complex, Bandra (East),  
Mumbai 400 051, India  
Telephone: +91-22-6619 8000  
Email: [compliance@systematicgroup.in](mailto:compliance@systematicgroup.in)  
Contact Person: Vikram Kabra  
Website: [www.systematicgroup.in](http://www.systematicgroup.in)  
SEBI Registration Number: INZ000171134

15.4 NSE will be the exclusively designated stock exchange for the purpose of this Buyback. The Company will request the NSE to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by the NSE from time to time.

15.5 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stockbroker(s) ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.

15.6 In the event the Seller Member(s) of any Eligible Shareholder is not registered with NSE as a trading member/ stock broker, then that Eligible Shareholder can approach any NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker i.e., Systematic Shares and Stocks (India) Limited to place their bids, subject to completion of KYC requirements as required by the Company's Broker.

15.7 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

15.8 The cumulative quantity tendered shall be made available on the website of the NSE ([www.nseindia.com](http://www.nseindia.com)) throughout the trading session and will be updated at specific intervals during the tendering period.

15.9 Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

**15.10 Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:**

- a) Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
- b) The Seller Member(s) would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited and the National Securities Clearing Corporation (collectively referred to as "Clearing Corporations").
- c) The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.

- d) The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- e) For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned selling member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- f) Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- g) It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- h) The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- i) The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if any, to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- j) The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholder places the bid.

**15.11 Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:**

- a) In accordance with SEBI's circular dated July 31, 2020 (circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/144), shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
- b) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- c) Based on aforesaid documents the concerned Seller Member shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of NSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.
- d) Any Seller Member /Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. MFG/Intime (India) Private Limited at the address mentioned at paragraph 17 below on or before the Buyback closing date. The envelope should be superscribed as "TRACXN TECHNOLOGIES LIMITED - BUYBACK 2025". One copy of the TRS will be retained by the Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member.
- e) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and fill such verification, the NSE shall display such bids as "unconfirmed physical bids". Once Registrar to the Buyback confirms the bids, they will be treated as "confirmed bids" and displayed on the Stock Exchange website.
- f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- g) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated all listed companies to issue the securities in dematerialized form only while processing the service request of issue, inter alia, relating to the sub-division or splitting of share certificate. In view of the same, the Company shall issue a letter of confirmation ("LOC") in lieu of any excess physical Equity Shares pursuant to proportionate acceptance/rejection and the LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face / reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Eligible Shareholder shall be required to make a request to his/her depository participant for dematerializing the physical Equity Shares returned. In case the Equity Shareholder fails to submit the demat request within the aforesaid period, the Registrar shall credit the Equity Shares to a separate demat account of the Company opened for the said purpose.
- h) An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

**For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders**

Eligible Shareholders, being Non-Resident Shareholders (excluding FII/FPFs) should also enclose a copy of the permission received by them from the RBI, if applicable, to acquire the Equity Shares held by them in the Company.

Eligible Shareholders who are FIIs/ FPFs should also enclose a copy of their SEBI registration certificate. In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buy-back. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders, under the Buyback are liable to be rejected. Those shareholders who have not received the Letter of Offer and the Tender Form dispatched by email or by physical form, as the case may be, can send a letter to the Registrar to the Buyback requesting for a copy of the Letter of Offer and the Tender Form physically or by an email. Alternatively, the shareholders can browse to the portal at <https://in.mpmf.mufg.com/Offer/Default.aspx> and download the Letter of offer and the Tender form available and may also check for their entitlement by entering information like Folio no. / DP ID and Client ID, PAN, and such other credentials as may be required for validating the request at the portal.

**15.12 METHOD OF SETTLEMENT**

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- i. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time, and in compliance with the SEBI Circulars.
- ii. The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders.
- iii. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. In case of certain client types of viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by NSE and the Clearing Corporation from time to time.

**16. COMPLIANCE OFFICER**

The Company has designated the following as the Compliance Officer for the Buyback:

**Name :** Megha Tibrewal  
**Designation:** Company Secretary and Compliance Officer  
**Address:** L-248, 2nd Floor, 17th Cross, Sector 6, H.S.R. Layout, Bengaluru, Karnataka, 560102  
**Telephone:** +91-9036909116  
**Email:** [compliance.officer@tracxn.com](mailto:compliance.officer@tracxn.com)  
**Website:** [www.tracxn.com](http://www.tracxn.com)

In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance Officer, on all working days, from Monday to Friday between 10:00 am (IST) to 5:00 pm (IST), at the above - mentioned address.

**17. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK**

The Company has appointed the following as the Registrar to the Buyback:

**M/s. MFG Intime India Private Limited**  
Address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, Maharashtra - 400083, India  
Tel. No. : +91 81081 14949  
Email: [tracxntechnologies.buyback@in.mpmf.mufg.com](mailto:tracxntechnologies.buyback@in.mpmf.mufg.com)  
Website: <https://in.mpmf.mufg.com/>  
Investor Grievance Email: [tracxntechnologies.buyback@in.mpmf.mufg.com](mailto:tracxntechnologies.buyback@in.mpmf.mufg.com)  
Contact Person: Shanti Gopalkrishnan  
SEBI Registration No.: INR000004058  
Validity Period: Permanent

In case of any query, the shareholders may also contact the Registrar to the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays at the above-mentioned address.

**18. MANAGER TO THE BUYBACK**

The Company has appointed the following as Manager to the Buyback:

**Systematic Corporate Services Limited**  
Address: The Capital, A-Wing, 6th Floor, No. 603-606, Plot No. C-70, G-Block, Bandra-Kurla Complex (BKC), Bandra (East), Mumbai 400 051, Maharashtra, India  
Telephone: +91-22-6704 8000  
Contact Person: Jinal Sanghvi/ Hanishi Shah  
Email: [ecm@systematicgroup.in](mailto:ecm@systematicgroup.in)  
Website: [www.systematicgroup.in](http://www.systematicgroup.in)  
SEBI Registration Number: INM00004224  
Validity Period: Permanent

**19. DIRECTORS' RESPONSIBILITY**

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicly materials etc., which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

**For and on behalf of the Board of Directors of TRACXN TECHNOLOGIES LIMITED**

<b>Sd/-</b> <b>Neha Singh</b> Chairperson and Managing Director DIN:05331824	<b>Sd/-</b> <b>Abhishek Goyal</b> Executive-Director DIN: 00423410	<b>Sd/-</b> <b>Megha Tibrewal</b> Company Secretary and Compliance Officer Membership No. A39158
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Date: July 08, 2025  
Place: Bengaluru.



# TRACXN TECHNOLOGIES LIMITED

Corporate Identification Number (CIN): L72200KA2012PLC065294

Registered Office: L-248, 2nd Floor, 17th Cross, Sector 6, H.S.R. Layout, Bengaluru, Karnataka, 560102

Telephone: +91- 9036090116; Email: compliance-officer@tracxn.com; Website: www.tracxn.com

Contact Person: Megha Tibrewal, Company Secretary and Compliance Officer

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF TRACXN TECHNOLOGIES LIMITED FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement ("Public Announcement" or "PA") is being made pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), and contains the disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

**OFFER TO BUYBACK NOT EXCEEDING 11,42,857 (ELEVEN LAKHS FORTY TWO THOUSAND EIGHT HUNDRED AND FIFTY SEVEN ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 1/- (INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 70/- (INDIAN RUPEES SEVENTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM TO THE PUBLIC SHAREHOLDERS OF THE COMPANY ("BUYBACK").**

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

### 1. DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

1.1 The Board of Directors of Tracxn Technologies Limited (the "Company") at its meeting held on May 26, 2025 ("Board Meeting") has, in accordance with Article 15 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant Rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("SEBI"), the stock exchanges on which the Equity Shares of the Company are listed, being BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), Reserve Bank of India ("RBI") and/or other authorities, institutions or bodies (together with SEBI and RBI, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board of Directors of the Company, and subject to the approval of the shareholders of the Company by way of special resolution through postal ballot including e-voting process, the Board of Directors of the Company ("Board"), which term shall be deemed to include any committee of the Board and/or officials, which the Board may constitute/authorize to exercise its powers, including the powers conferred by this resolution, hereby approves the Buyback by the Company of its fully paid-up equity shares having a face value of INR 1 (Indian Rupee One only) each ("Equity Shares"), for an amount INR 7,99,99,990/- (Indian Rupees Seven Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax and other taxes (if any), stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. ("Transaction Costs") (such amount hereinafter referred to as the "Buyback Size"), being 23.70% of the aggregate of the total paid-up equity share capital and free reserves as per the latest audited standalone financial statements of the Company as at March 31, 2025, at a Buyback price not exceeding INR 70/- (Indian Rupees Seventy Only) per Equity Share ("Buyback Price"), payable in cash, from the shareholders / beneficial owners of the Equity Shares of the Company as on July 18, 2025 ("Record Date"), through the "Tender Offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "Buyback").

1.2 The Company sought approval of its shareholders for the Buy Back, by a special resolution through postal ballot. The shareholders approved the proposal of Buy Back of Equity Shares on July 03, 2025, and the results of the postal ballot were announced on July 07, 2025.

1.3 In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buyback Committee, may till 1 (one) working day prior to the Record Date, increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.4 The Equity Shares are listed on the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") (hereinafter together referred to as the "Stock Exchanges").

1.5 The Buyback is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI and the Stock Exchanges.

1.6 The Buyback shall be undertaken on a proportionate basis from all the equity shareholders/beneficial owners of the Company, excluding the members of the Promoter Group, who hold Equity Shares as at July 18, 2025 (the "Record Date") (such shareholders "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations and shall be implemented using the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR/CI/IR/P/2016/131 dated December 9, 2016 and circular bearing reference number SEBI/HO/CFD/DCR-III/CI/IR/P/2016/615 dated August 13, 2021 and circular SEBI/HO/CFD/PO-2/CI/IR/2023/35 dated March 08, 2023, such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force ("SEBI Circulars"). In this regard, the Company will request the Stock Exchanges to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and, for the purposes of this Buyback, NSE will be the exclusively designated stock exchange ("Designated Stock Exchange").

1.7 Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f. October 01, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the Income Tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to Resident shareholders on buy-back of the shares. In respect of consideration payable to Non-resident shareholders, tax shall be withheld at the rate of 20% plus surcharge and cess as per the ITA or as per the rate in the respective Tax Treaty, whichever is beneficial subject to availability of prescribed documents by such non-residents. Since the buyback of shares shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.10% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.8 The Buyback from the Eligible Public Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

1.9 In terms of the SEBI Buyback Regulations, under the tender offer route, the members of the Promoter, Promoter Group and persons in control of the Company have the option to participate in the Buyback. In this regard, members of the Promoter and Promoter Group and persons in control of the Company, vide their letters dated May 26, 2025, have expressed their intention not to participate in the Buyback. To the extent of Buyback Entitlement to Promoters and Promoter Group shall be now given to the Public Shareholders of the Company.

1.10 The Buyback will not result in any benefit to the members of the Promoter, Promoter Group and persons in control of the Company or any directors of the Company except to the extent of increase in their shareholding percentage as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. The Buyback would not be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations. Any change in voting rights of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.11 A copy of this Public Announcement is available on the website of the Company (www.tracxn.com), and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com) and on the website of the Manager to the Buyback (www.systematixgroup.in).

### 2. OBJECTIVE/NECESSITY FOR THE BUYBACK

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner.

The Buyback is being undertaken for the following reasons:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- The Buyback will help the Company to optimise the capital structure;
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of the number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback may help in improving financial ratios like earning per share, return on capital employed and return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

### 3. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, AND ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

3.1 The maximum amount required for Buyback will not exceed INR 7,99,99,990/- (Indian Rupees Seven Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety only) excluding Transaction Costs. The Buyback Size (in value terms) constitutes 23.70% of the aggregate of the total paid-up share capital and free reserves, as per the latest audited financial statements of the Company of March 31, 2025. Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2) (b) of the Act, the Board sought approval of the shareholders of the Company, by way of a special resolution through postal ballot on July 03, 2025 and the results of the postal ballot were announced on July 07, 2025.

3.2 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company and/or such other sources as may be permitted by law. Funds borrowed from banks and financial institutions, if any, will not be used for the Buyback.

3.3 The Company shall transfer from its free reserves and/or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

### 4. MAXIMUM PRICE FOR THE BUYBACK OF EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK PRICE

4.1 The Equity Shares of the Company are proposed to be bought back at a price of INR 70/- (Indian Rupees Seventy only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to the trends in the volume weighted average price of the Equity Shares on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

4.2 The Buyback Price represents:

- Premium of 29.33% and 27.96% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding Wednesday, May 21, 2025, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
- Premium of 16.55% and 17.59% over the closing price of the Equity Shares on NSE and BSE, respectively, as on Tuesday, May 20, 2025, being the day preceding the Intimation Date.
- Premium of 11.25% and 11.09% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Board Meeting i.e., Monday, May 26, 2025, when the Buyback was approved.

In accordance with Regulation 5(via) of the SEBI Buyback Regulations, the Board/Buyback Committee may increase the maximum Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Size, till 1 (One) working day prior to the record date (as defined below) fixed for the purpose of Buyback.

### 5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

At the Buyback Price and Buyback Size, the Indicative maximum Buyback Shares that can be bought back would be 11,42,857 (Eleven Lakhs Forty Two Thousand Eight Hundred and Fifty Seven) fully paid-up Equity Shares, representing 1.07% of the fully paid-up Equity Shares of the Company as on March 31, 2025. However, the actual bought back Equity Shares may be less than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is more than the Maximum Buyback Price, subject to the number of Equity Shares bought back shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size. The Buyback is proposed to be completed within 12 (twelve) months of the date of special resolution approving the proposed Buyback.

### 6. METHOD ADOPTED FOR BUYBACK

The Equity Shares will be bought back on a proportionate basis from all the Public Shareholders through the "Tender Offer" method, as prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations, and, subject to applicable laws, facilitated through the stock exchange mechanism as specified under the "Mechanism for acquisition of share through Stock Exchanges" prescribed under the SEBI Circulars. Please refer to Paragraph 14 below for details regarding the Record Date and shareholders entitlement for tender in the Buyback.

### 7. DETAILS OF SHAREHOLDING OF PROMOTER AND PROMOTER'S GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON ACTING IN CONTROL AND DETAILS OF TRANSACTIONS IN THE EQUITY SHARES OF THE COMPANY AND INTENTION TO PARTICIPATE IN THE BUYBACK

7.1 The aggregate shareholding in the Company of (a) Promoters and the members of the Promoter Group and persons in control of the Company, (b) the director(s) of the Promoters, where the promoter is a company, (c) directors and key managerial personnel of the Company, as on the date of the Postal Ballot Notice, i.e., June 03, 2025, is as follows:

a) Aggregate shareholding of the Promoters and the members of the Promoter Group persons who are in control of the Company:

Sr. No.	Name	Category	Number of Equity Shares Held	% of Shareholding
1.	Abhishek Goyal	Promoter	1,84,64,782	17.26
2.	Neha Singh	Promoter	1,79,28,615	16.76
	<b>Total</b>		<b>3,63,93,397</b>	<b>34.02</b>

b) Aggregate shareholding of the Directors of companies which are a part of the Promoters and Promoter Group

Not Applicable, as there are no Corporate Promoters forming part of the Promoter and Promoter Group of the Company.

c) Aggregate shareholding of the directors and key managerial personnel of the Company

Sr. No.	Name of Shareholder	Designation	Number of Equity Shares Held	% of shareholding
1.	Abhishek Goyal	Executive Director	1,84,64,782	17.26
2.	Neha Singh	Chairperson and Managing Director	1,79,28,615	16.76
3.	Rohit Jain	Independent Director	Nil	Nil
4.	Payal Goel	Independent Director	Nil	Nil
5.	Nishant Verma	Independent Director	Nil	Nil
6.	Brij Bhushan	Independent Director	Nil	Nil
7.	Prashant Chandra	Chief Financial Officer	13,31,496	1.24
8.	Megha Tibrewal	Company Secretary and Compliance Officer	11,034	0.01
	<b>Total</b>		<b>3,77,35,927</b>	<b>35.27</b>

7.2 Aggregate shares purchased or sold by any of the promoters, members of the promoter group, directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company and Directors and Key Managerial Personnel of the Company during a period of six months preceding the date of the Board Meeting at which the Buyback was approved i.e., May 26, 2025 and the date of the Postal Ballot Notice, i.e., June 03, 2025.

a) Aggregate of Equity Shares purchased or sold by the Promoters and Promoter Group of the Company:

Name of Shareholder	Aggregate No. of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Maximum Price (₹)	Date of Minimum Price
Abhishek Goyal	159,639	Purchase	75.84	14-Nov-2024	52.75	10-Mar-2025
Neha Singh	27,355	Purchase	77.20	20-Dec-2024	51.60	03-Mar-2025

b) Aggregate shares purchased or sold by the Directors of companies which are a part of the Promoters and Promoter Group:

Not Applicable, as there are no Corporate Promoters forming part of the Promoter and Promoter Group of the Company.

c) Aggregate shares purchased or sold by the Directors and Key Managerial Personnel of the Company:

Except as disclosed below, none of our directors and key managerial personnel have purchased or sold any Equity Shares in the last six months preceding the date of the Board Meeting at which the Buyback was approved, i.e., May 26, 2025, and the date of the Postal Ballot Notice, i.e., June 03, 2025.

Sr. No.	Name of Shareholder	No. of Equity Shares	Nature of Transaction	Date of Transaction	Price Per Equity Share
1	Abhishek Goyal	14,639	Purchase	14-Nov-2024	75.84
2	Abhishek Goyal	10,000	Purchase	18-Nov-2024	74.50
3	Abhishek Goyal	20,000	Purchase	21-Nov-2024	74.75
4	Abhishek Goyal	15,000	Purchase	22-Nov-2024	74.00
5	Abhishek Goyal	10,000	Purchase	14-Feb-2025	63.00
6	Abhishek Goyal	20,000	Purchase	17-Feb-2025	60.50
7	Abhishek Goyal	10,000	Purchase	18-Feb-2025	59.50
8	Abhishek Goyal	20,000	Purchase	20-Feb-2025	60.25
9	Abhishek Goyal	20,000	Purchase	21-Feb-2025	60.00
10	Abhishek Goyal	20,000	Purchase	10-Mar-2025	52.75
11	Neha Singh	6,000	Purchase	21-Nov-2024	75.00
12	Neha Singh	2,000	Purchase	25-Nov-2024	75.10
13	Neha Singh	3,886	Purchase	20-Dec-2024	77.20
14	Neha Singh	1,366	Purchase	23-Dec-2024	73.20
15	Neha Singh	3,333	Purchase	20-Feb-2025	60.00
16	Neha Singh	3,500	Purchase	27-Feb-2025	58.00
17	Neha Singh	4,250	Purchase	28-Feb-2025	55.24
18	Neha Singh	3,000	Purchase	03-Mar-2025	51.60

### 8. INTENTION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK

8.1 In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. However, the Promoter and Promoter Group of the Company have expressed their intention that they do not wish to participate in the Buyback vide their letters dated May 26, 2025.

8.2 The Buyback will not result in any benefit to Promoter and Promoter Group or any Directors of the Company except to the extent of increase in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

### 9. NO DEFAULTS

The Company does not have any deposits or debt instruments or preference shares or has paid dividend earlier or taken any term loans, and accordingly, there are no defaults subsisting in the repayment of any deposits (including interest thereon), redemption of debentures or preference shares, payment of dividend, or repayment of any term loans to any shareholder, financial institution, or banking company (including interest thereon), as applicable.

### 10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF SEBI BUYBACK REGULATIONS AND THE ACT

- All the Equity Shares of the Company are fully paid up.
- The Company shall not issue and allot any Shares or other specified securities including by way of bonus, till the expiry of the Buyback period except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
- unless otherwise specifically permitted by any relaxation issued by SEBI and / or any other regulatory authority, the Company shall not raise further capital for a period of one year, as prescribed under the provisions of Regulation 24(f) of the Buyback Regulations, from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations;
- The Company, as per the provisions of Section 68(8) of the Act, will not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
- The Company shall not withdraw the Buyback after the letter of offer is filed with SEBI or public announcement of the offer to Buyback is made, except where any event or restriction may render Company unable to effect Buyback;
- The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Act within the specified timelines;
- The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- the consideration for the Buyback shall be paid by the Company only in cash;
- The Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deals whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of Buyback;
- The Company does not have any deposits or outstanding loans or debt instruments or preference shares or has paid dividend earlier or taken any term loans, and accordingly, there are no defaults subsisting in the repayment of any deposits (including interest thereon), redemption of debentures or preference shares, payment of dividend, or repayment of any term loans to any shareholder, financial institution, or banking company (including interest thereon), as applicable.;
- that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act.
- the aggregate amount of the Buyback i.e. up to INR 7,99,99,990/- (Indian Rupees Seven Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Only) does not exceed 25% of the aggregate of the fully paid-up equity share capital, securities premium and free reserves of the Company as per the latest audited financial statements of the Company as of March 31, 2025;
- the maximum number of Equity Shares proposed to be purchased under the Buyback (up to 11,42,857 Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up equity share capital of the Company as of March 31, 2025;
- The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;
- The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and / or the Buyback Regulations and any other applicable laws;
- The Buyback shall be completed within a period of one year from the date of passing of Special resolution in Shareholder meeting approving the Buyback;
- there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act, as on date;
- the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid-up capital and free reserves after the Buyback, based on audited financial statements of the Company, as prescribed under the Act and rules made thereunder and Buyback Regulations.
- The Company is not buying back its Equity Shares so as to delist its shares or other specified securities from the Stock Exchanges;
- The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies, or through an investment company or group of investment companies; and
- as per Regulation 24(i)(e) of the Buyback Regulations, the Promoters, and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters) from the date of passing of Special resolution in Shareholder meeting approving the Buyback till the closing of the Buyback offer.

### 11. CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

As required by Clause (x) of Schedule I of the SEBI Buyback Regulations, the Board hereby confirms that it has made full enquiry into the affairs and prospects of the Company and has formed an opinion, that:

- immediately following the date of Board Meeting ("Board Meeting") i.e., May 26, 2025 and the date on which the result of the shareholder's resolution passed by way of postal ballot ("Shareholders meeting") i.e., July 07, 2025 approving the buyback offer will be announced, there will be no grounds on which the Company can be found unable to pay its debts, as regards the Company's prospects for the year immediately following the date of Board meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the buyback of shares i.e., May 26, 2025 and within a period of one year from date of passing of the postal ballot resolution for the buyback and
- in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as of the Company were being wound up under the provisions of the Act, or the Insolvency and Bankruptcy Code, 2016, as applicable.

### 12. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the Report dated May 26, 2025, of Price Waterhouse Chartered Accountants LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

#### Quote

The Board of Directors  
Tracxn Technologies Limited  
L-248, 2nd Floor 17th Cross Sector 6, HSR Layout Bengaluru - 560102

Statutory Auditors' Report on proposed Buy Back of Equity Shares pursuant to the requirement of Schedule I to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended ("the Buyback Regulations") and Section 68 and 70 of the Companies Act 2013 ("the Act")

- This report is issued in accordance with our engagement letter dated May 26, 2025.
- We have been engaged by Tracxn Technologies Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment as detailed in the accompanying Statement of Permissible Limit of Capital Payment ("Annexure A") in connection with the proposed buy back by the Company of its equity shares in pursuance of Sections 68 and 70 of the Act and the Companies (Share Capital and Debentures) Rules, 2014 (including statutory modifications thereto or re-enactments thereof for the time being in force) and the regulations as specified in the Buyback Regulations" and on the opinions expressed by the Board of Directors of the Company, as required under the Regulations. We have initiated the Annexure A for identification purposes only.

#### Board of Directors Responsibility

- The Board of Directors of the Company is responsible for the following:
  - The amount of capital payment for the buy-back is properly determined within the permissible capital payment limits computed in accordance with the Act and the Buyback Regulations;
  - It has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the buyback ("Board Meeting") and even from the date on which the results of the shareholders' resolution passed by way of a postal ballot including electronic voting will be declared (hereinafter referred to as the "date of the Postal Ballot Resolution"); and
  - A declaration is signed by at least two directors of the Company that the Board of Directors has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of Board Meeting and even from date of the Postal Ballot Resolution and in forming the opinion, it has taken into account the liabilities as if the Company was being wound up under the provisions of the Act.

#### Auditor's Responsibility

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TRACXN TECHNOLOGIES LIMITED

Corporate Identification Number (CIN): L72200KA2012PLC065294

Registered Office: L-248, 2nd Floor, 17th Cross, Sector 6, H.S.R. Layout, Bengaluru, Karnataka, 560102

Telephone: +91- 9036090116; Email: compliance-officer@tracxn.com; Website: www.tracxn.com

Contact Person: Megha Tibrewal, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF TRACXN TECHNOLOGIES LIMITED FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement ("Public Announcement" or "PA") is being made pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), and contains the disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER TO BUYBACK NOT EXCEEDING 11,42,857 (ELEVEN LAKHS FORTY TWO THOUSAND EIGHT HUNDRED AND FIFTY SEVEN ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 1/- (INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 70/- (INDIAN RUPEES SEVENTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM TO THE PUBLIC SHAREHOLDERS OF THE COMPANY ("BUYBACK").

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

1.1 The Board of Directors of Tracxn Technologies Limited (the "Company") at its meeting held on May 26, 2025 ("Board Meeting") has, in accordance with Article 15 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant Rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("SEBI"), the stock exchanges on which the Equity Shares of the Company are listed, being BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), Reserve Bank of India ("RBI") and/or other authorities, institutions or bodies (together with SEBI and RBI, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board of Directors of the Company, and subject to the approval of the shareholders of the Company by way of special resolution through postal ballot including e-voting process, the Board of Directors of the Company ("Board"), which term shall be deemed to include any committee of the Board and/or officials, which the Board may constitute/authorize to exercise its powers, including the powers conferred by this resolution, hereby approves the Buyback by the Company of its fully paid-up equity shares having a face value of, INR 1/- (Indian Rupee One only) each ("Equity Shares"), for an amount INR 7,99,99,990/- (Indian Rupees Seven Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax and other taxes (if any), stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. ("Transaction Costs") (such amount hereinafter referred to as the "Buyback Size"), being 23.70% of the aggregate of the total paid-up equity share capital and free reserves as per the latest audited standalone financial statements of the Company as at March 31, 2025, at a Buyback price not exceeding, INR 70/- (Indian Rupees Seventy Only) per Equity Share ("Buyback Price"), payable in cash, from the shareholders / beneficial owners of the Equity Shares of the Company as on July 18, 2025 ("Record Date"), through the "Tender Offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "Buyback").

1.2 The Company sought approval of its shareholders for the Buy Back, by a special resolution through postal ballot. The shareholders approved the proposal of Buy Back of Equity Shares on July 03, 2025, and the results of the postal ballot were announced on July 07, 2025.

1.3 In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buyback Committee, may till 1 (one) working day prior to the Record Date, increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.4 The Equity Shares are listed on the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") (hereinafter together referred to as the "Stock Exchanges").

1.5 The Buyback is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI and the Stock Exchanges.

1.6 The Buyback shall be undertaken on a proportionate basis from all the equity shareholders / beneficial owners of the Company, excluding the members of the Promoter Group, who hold Equity Shares as at July 18, 2025 (the "Record Date") (such shareholders "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations and shall be implemented using the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/PI/2016/131 dated December 9, 2016 and circular SEBI/HO/CFD/POD-2/P/CIR/2023/35 dated March 08, 2023, such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force ("SEBI Circulars"). In this regard, the Company will request the Stock Exchanges to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and, for the purposes of this Buyback, NSE will be the exclusively designated stock exchange ("Designated Stock Exchange").

1.7 Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f. October 01, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back and set off against capital gains as per the provisions of the Income Tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to Resident shareholders on buy-back of the shares. In respect of consideration payable to Non-resident shareholders, tax shall be withheld at the rate of 20% plus surcharge and cess as per the ITA or as per the rate in the respective Tax Treaty, whichever is beneficial subject to availability of prescribed documents by such non-residents. Since the buyback of shares shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.10% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.8 The Buyback from the Eligible Public Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

1.9 In terms of the SEBI Buyback Regulations, under the tender offer route, the members of the Promoter, Promoter Group and persons in control of the Company have the option to participate in the Buyback. In this regard, members of the Promoter and Promoter Group and persons in control of the Company, vide their letters dated May 26, 2025, have expressed their intention not to participate in the Buyback. To the extent of Buyback Entitlement to Promoters and Promoter Group shall be now given to the Public Shareholders of the Company.

1.10 The Buyback will not result in any benefit to the members of the Promoter, Promoter Group and persons in control of the Company or any directors of the Company except to the extent of increase in their shareholding percentage as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. The Buyback would not be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations. Any change in voting rights of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.11 A copy of this Public Announcement is available on the website of the Company (www.tracxn.com) and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com) and on the website of the Manager to the Buyback (www.systematixgroup.in).

2. OBJECTIVE/NECESSITY FOR THE BUYBACK

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner.

The Buyback is being undertaken for the following reasons:

- a) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
b) The Buyback will help the Company to optimise the capital structure;
c) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of the number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who get classified as "small shareholder" as per Regulation 2(i)(ii) of the SEBI Buyback Regulations;
d) The Buyback may help in improving financial ratios like earning per share, return on capital employed and return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
e) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

3. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, AND ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

3.1 The maximum amount required for Buyback will not exceed INR. 7,99,99,990/- (Indian Rupees Seven Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety only) excluding Transaction Costs. The Buyback Size (in value terms) constitutes 23.70% of the aggregate of the total paid-up share capital and free reserves, as per the latest audited financial statements of the Company of March 31, 2025. Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2) (b) of the Act, the Board sought approval of the shareholders of the Company, by way of a special resolution through postal ballot on July 03, 2025 and the results of the postal ballot were announced on July 07, 2025.

3.2 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company and/ or such other sources as may be permitted by law. Funds borrowed from banks and financial institutions, if any, will not be used for the Buyback.

3.3 The Company shall transfer from its free reserves and/ or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

4. MAXIMUM PRICE FOR THE BUYBACK OF EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK PRICE

4.1 The Equity Shares of the Company are proposed to be bought back at a price of INR 70/- (Indian Rupees Seventy Only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

- 4.2 The Buyback Price represents:
• Premium of 29.33% and 27.96% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding Wednesday, May 21, 2025, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
• Premium of 16.55% and 17.59% over the closing price of the Equity Shares on NSE and BSE, respectively, as on Tuesday, May 20, 2025, being the day preceding the Intimation Date.
• Premium of 11.25% and 11.09% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Board Meeting i.e., Monday, May 26, 2025, when the Buyback was approved.

In accordance with Regulation 5(via) of the SEBI Buyback Regulations, the Board/ Buyback Committee may increase the maximum Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Size, till 1 (One) working day prior to the record date (as defined below) fixed for the purpose of Buyback.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

At the Buyback Price and Buyback Size, the Indicative maximum Buyback Shares that can be bought back would be 11,42,857 (Eleven Lakhs Forty Two Thousand Eight Hundred and Fifty Seven) fully paid-up Equity Shares, representing 1.07% of the fully paid-up Equity Shares of the Company as on March 31, 2025. However, the actual bought back Equity Shares may be less than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is more than the Indicative Maximum Buyback Price, subject to the number of Equity Shares bought back shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size. The Buyback is proposed to be completed within 12 (twelve) months of the date of special resolution approving the proposed Buyback.

6. METHOD ADOPTED FOR BUYBACK

The Equity Shares will be bought back on a proportionate basis from all the Public Shareholders through the "Tender Offer" method, as prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations, and, subject to applicable laws, facilitated through the stock exchange mechanism as specified under the "Mechanism for acquisition of share through Stock Exchanges" prescribed under the SEBI Circulars. Please refer to Paragraph 14 below for details regarding the Record Date and shareholders' entitlement for tender in the Buyback.

7. DETAILS OF SHAREHOLDING OF PROMOTER AND PROMOTERS' GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON ACTING IN CONTROL AND DETAILS OF TRANSACTIONS IN THE EQUITY SHARES OF THE COMPANY AND INTENTION TO PARTICIPATE IN THE BUYBACK

7.1 The aggregate shareholding in the Company of (a) Promoters and the members of the Promoter Group and persons in control of the Company, (b) the director(s) of the Promoters, where the promoter is a company, (c) directors and key managerial personnel of the Company, as on the date of the Postal Ballot Notice, i.e., June 03, 2025, is as follows:

a) Aggregate shareholding of the Promoters and the members of the Promoter Group persons who are in control of the Company:

Table with 5 columns: Sr. No, Name, Category, Number of Equity Shares Held, % of Shareholding. Rows include Abhishek Goyal (Promoter, 1,84,64,782, 17.26%) and Neha Singh (Promoter, 1,79,28,615, 16.76%). Total: 3,63,93,397, 34.02%

b) Aggregate shareholding of the Directors of companies which are a part of the Promoters and Promoter Group

Not Applicable, as there are no Corporate Promoters forming part of the Promoter and Promoter Group of the Company.

c) Aggregate shareholding of the directors and key managerial personnel of the Company

Table with 5 columns: Sr. No, Name of Shareholder, Designation, Number of Equity Shares Held, % of shareholding. Rows include Abhishek Goyal (Executive Director, 1,84,64,782, 17.26%), Neha Singh (Chairperson and Managing Director, 1,79,28,615, 16.76%), Rohit Jain (Independent Director, Nil, Nil), Payal Goel (Independent Director, Nil, Nil), Nishant Verma (Independent Director, Nil, Nil), Brij Bhushan (Independent Director, Nil, Nil), Prashant Chandra (Chief Financial Officer, 13,31,496, 1.24%), Megha Tibrewal (Company Secretary and Compliance Officer, 11,034, 0.01%). Total: 3,77,35,927, 35.27%

7.2 Aggregate shares purchased or sold by any of the promoters, members of the promoter group, directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company and Directors and Key Managerial Personnel of the Company during a period of six months preceding the date of the Board Meeting at which the Buyback was approved i.e. May 26, 2025 and the date of the Postal Ballot Notice, i.e., June 03, 2025.

a) Aggregate of Equity Shares purchased or sold by the Promoters and Promoter Group of the Company:

Table with 6 columns: Name of Shareholder, Aggregate No. of Equity Shares purchased or sold, Nature of Transaction, Maximum Price (₹), Date of Maximum Price, Minimum Price (₹), Date of Minimum Price. Rows include Abhishek Goyal (Purchase, 159,639, 75.84, 14-Nov-2024, 52.75, 10-Mar-2025) and Neha Singh (Purchase, 27,355, 77.20, 20-Dec-2024, 51.60, 03-Mar-2025)

b) Aggregate shares purchased or sold by the Directors of companies which are a part of the Promoters and Promoter Group:

Not Applicable, as there are no Corporate Promoters forming part of the Promoter and Promoter Group of the Company.

c) Aggregate shares purchased or sold by the Directors and Key Managerial Personnel of the Company: Except as disclosed below, none of our directors and key managerial personnel have purchased or sold any Equity Shares in the last six months preceding the date of the Board Meeting at which the Buyback was approved, i.e., May 26, 2025, and the date of the Postal Ballot Notice, i.e., June 03, 2025

Table with 6 columns: Sr. No, Name of Shareholder, No. of Equity Shares, Nature of Transaction, Date of Transaction, Price Per Equity Share. Rows include Abhishek Goyal (Purchase, 14,839, 14-Nov-2024, 75.84), Neha Singh (Purchase, 10,000, 18-Nov-2024, 74.50), Abhishek Goyal (Purchase, 20,000, 21-Nov-2024, 74.75), Abhishek Goyal (Purchase, 15,000, 22-Nov-2024, 74.00), Abhishek Goyal (Purchase, 10,000, 14-Feb-2025, 63.00), Abhishek Goyal (Purchase, 20,000, 17-Feb-2025, 60.50), Abhishek Goyal (Purchase, 10,000, 18-Feb-2025, 59.50), Abhishek Goyal (Purchase, 20,000, 20-Feb-2025, 60.25), Abhishek Goyal (Purchase, 20,000, 21-Feb-2025, 60.00), Abhishek Goyal (Purchase, 20,000, 10-Mar-2025, 52.75), Neha Singh (Purchase, 6,000, 21-Nov-2024, 75.00), Neha Singh (Purchase, 2,000, 25-Nov-2024, 75.10), Neha Singh (Purchase, 3,886, 20-Dec-2024, 77.20), Neha Singh (Purchase, 1,366, 23-Dec-2024, 73.20), Neha Singh (Purchase, 3,333, 20-Feb-2025, 60.00), Neha Singh (Purchase, 3,500, 27-Feb-2025, 58.00), Neha Singh (Purchase, 4,250, 28-Feb-2025, 55.24), Neha Singh (Purchase, 3,000, 03-Mar-2025, 51.60)

8. INTENTION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK

8.1 In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. However, the Promoter and Promoter Group of the Company have expressed their intention that they do not wish to participate in the Buyback vide their letters dated May 26, 2025.

8.2 The Buyback will not result in any benefit to Promoter and Promoter Group or any Directors of the Company except to the extent of increase in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

9. NO DEFAULTS

The Company does not have any deposits or debt instruments or preference shares or has paid dividend earlier or taken any term loans, and accordingly, there are no defaults subsisting in the repayment of any deposits (including interest thereon), redemption of debentures or preference shares, payment of dividend, or repayment of any term loans to any shareholder, financial institution, or banking company (including interest thereon), as applicable.

10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF SEBI BUYBACK REGULATIONS AND THE ACT

- i. All the Equity Shares of the Company are fully paid up.
ii. The Company shall not issue and allot any Shares or other specified securities including by way of bonus, till the expiry of the Buyback period except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
iii. unless otherwise specifically permitted by any relaxation issued by SEBI and/ or any other regulatory authority, the Company shall not raise further capital for a period of one year, as prescribed under the provisions of Regulation 24(f) of the Buyback Regulations, from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations;
iv. the Company, as per the provisions of Section 68(8) of the Act, will not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
v. the Company shall not withdraw the Buyback after the letter of offer is filed with SEBI or public announcement of the offer to Buyback is made, except where any event or restriction may render Company unable to effect Buyback;
vi. the Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Act within the specified timelines;
vii. the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
viii. the consideration for the Buyback shall be paid by the Company only in cash;
ix. the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deals whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of Buyback;
x. the Company does not have any deposits or outstanding loans or debt instruments or preference shares or has paid dividend earlier or taken any term loans, and accordingly, there are no defaults subsisting in the repayment of any deposits (including interest thereon), redemption of debentures or preference shares, payment of dividend, or repayment of any term loans to any shareholder, financial institution, or banking company (including interest thereon), as applicable.
xi. that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
xii. the aggregate amount of the Buyback i.e. up to INR 7,99,99,990/- (Indian Rupees Seven Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Only) does not exceed 25% of the aggregate of the fully paid-up equity share capital, securities premium and free reserves of the Company as per the latest audited financial statements of the Company as of March 31, 2025;
xiii. the maximum number of Equity Shares proposed to be purchased under the Buyback (up to 11,42,857 Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up equity share capital of the Company as of March 31, 2025;
xiv. the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;
xv. the Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
xvi. the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/ or the Buyback Regulations and any other applicable laws;
xvii. the Buyback shall be completed within a period of one year from the date of passing of Special resolution in Shareholder meeting approving the Buyback;
xviii. there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act, as on date;
xix. the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid-up capital and free reserves after the Buyback, based on audited financial statements of the Company, as prescribed under the Act and rules made thereunder and Buyback Regulations.
xx. the Company is not buying back its Equity Shares so as to delist its shares or other specified securities from the Stock Exchanges;
xxi. the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies, or through an investment company or group of investment companies, and
xxii. as per Regulation 24(i) of the Buyback Regulations, the Promoters, and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters) from the date of passing of Special resolution in Shareholder meeting approving the Buyback till the closing of the Buyback offer.

11. CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

As required by Clause (x) of Schedule I of the SEBI Buyback Regulations, the Board hereby confirms that it has made full enquiry into the affairs and prospects of the Company and has formed an opinion, that:

- i. immediately following the date of Board Meeting ("Board Meeting") i.e., May 26, 2025 and the date on which the result of the shareholder's resolution passed by way of postal ballot ("Shareholders meeting") i.e., July 07, 2025 approving the buyback offer will be announced, there will be no grounds on which the Company can be found unable to pay its debts;
ii. as regards the Company's prospects for the year immediately following the date of Board meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving buyback of shares i.e., May 26, 2025 and within a period of one year from date of passing of the postal ballot resolution for the buyback and
iii. in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act, or the Insolvency and Bankruptcy Code, 2016, as applicable.

12. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the Report dated May 26, 2025, of Price Waterhouse Chartered Accountants LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

The Board of Directors Tracxn Technologies Limited L-248, 2nd Floor 17th Cross Sector 6, HSR Layout Bengaluru - 560102

Statutory Auditors' Report on proposed Buy Back of Equity Shares pursuant to the requirement of Schedule I to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended ("the Buyback Regulations") and Section 68 and 70 of the Companies Act 2013 ("the Act")

1. This report is issued in accordance with our engagement letter dated May 26, 2025.
2. We have been engaged by Tracxn Technologies Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment as detailed in the accompanying Statement of Permissible Limit of Capital Payment ("Annexure A") in connection with the proposed buy back by the Company of its equity shares in pursuance of Sections 68 and 70 of the Act and the Companies (Share Capital and Debentures) Rules, 2014 (including statutory modifications thereto or re-enactments thereof for the time being in force) and the regulations as specified in the Buyback Regulations' and on the opinions expressed by the Board of Directors of the Company, as required under the Regulations. We have initiated the Annexure A for identification purposes only.

3. Board of Directors Responsibility

The Board of Directors of the Company is responsible for the following:
i. The amount of capital payment for the buy-back is properly determined within the permissible capital payment limits computed in accordance with the Act and the Buyback Regulations;
ii. It has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the buyback ("Board Meeting") and even from the date on which the results of the shareholders' resolution passed by way of a postal ballot including electronic voting will be declared (hereinafter referred to as the "date of the Postal Ballot Resolution"); and
iii. A declaration is signed by at least two directors of the Company that the Board of Directors has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of Board Meeting and even from date of the Postal Ballot Resolution and in forming the opinion, it has taken into account the liabilities as if the Company was being wound up under the provisions of the Act.

Auditor's Responsibility

Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":

- i. whether the amount of capital payment for the buy-back, as mentioned in the Annexure A, is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Buyback Regulations (which is Rs. 843.96 Lakhs) based on audited financial statements for the year ended March 31, 2025, respectively; and
ii. whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Board Meeting held on May 26, 2025 and even from date of the Postal Ballot Resolution.
3. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:
i. Examined authorisation for buyback in the Articles of Association of the Company;
ii. Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Buyback Regulations;
iii. Examined that the ratio of the debt owed by the Company, if any, is not more than twice the capital and free reserves after such buyback;
iv. Examined that all the shares for buyback are fully paid-up;
v. Inquired into the state of affairs of the Company in relation to its audited financial statements as at and for the year ended March 31, 2025; and examined budgets and projections prepared by the Management;
vi. Examined minutes of the meetings of the Board of Directors;
vii. Examined Directors' declarations for the purpose of buyback and solvency of the Company; and
viii. Obtained appropriate representations from the Management of the Company
4. We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes" (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
6. The Audited Financial Statements referred to in paragraph 5 (v) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 26, 2025. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the ICAI. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

Opinion

9. As a result of our performance of aforementioned procedures, we report that:
i) The amount of capital payment of Rs. 800 lakhs for the shares in question, as stated in the Annexure A and accompanying certified extract of the minutes of the Board of Directors' meeting held on May 26, 2025, which we have initiated for identification purposes only, is within the permissible capital payment (which is Rs. 843.96 Lakhs based on audited Financial Statements for the year ended March 31, 2025, respectively), as calculated in Annexure A, which, in our opinion, is properly determined in accordance with Section 68 of the Act and Buyback Regulations; and
ii) The Board of Directors in their meeting held on May 26, 2025 has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Board Meeting and even from date of the Postal Ballot Resolution.

Restriction on Use

10. This report has been issued at the request of the Board of Directors of the Company to whom it is addressed solely for (i) inclusion in the explanatory statement to be annexed to the postal ballot notice to be sent to the shareholders of the Company; (ii) inclusion in the Letter of Offer and Public Announcement to be made to the shareholders of the Company; (iii) as an attachment in Form SH 8 - Letter of Offer, and (iv) filing with (a) the Ministry of Corporate Affairs on its designated website, the Securities and Exchange Board of India, BSE Limited and the National Stock Exchange of India Limited; (b) the National Securities Depository Limited; and (c) the Authorised Dealer Bank, as authorised by the Board of Directors, for the purpose of capital payment; and; (d) for providing to the manager to the buyback appointed by the Company, in connection with proposed buy back of the Company's equity shares to comply with the requirements of the Rules' and Regulation, and should not be used by any other person or for any other purpose. Price Waterhouse Chartered Accountants LLP does not accept or assume any liability or any duty of care for any other purpose or to any person other than the Company.

For Price Waterhouse Chartered Accountants LLP Firm Registration Number: 012754N/500016

Mohan Danivas S A Partner Membership Number: 209136 UDIN: 25209136BMRJR18130

Place: Bengaluru Date: May 26, 2025

Annexure A Statement of permissible capital payment

ಶಿಕ್ಷಣ ಪ್ರೇಮ ಮೆರೆದ ಶಾಂತಮ್ಮ

ಪ್ರಜಾವಾಹಿನಿ-ಪಾವಗಡ



ತಮ್ಮ ಹಿರಿಯರ ಶಾಲೆ, ಗ್ರಂಥಾಲಯ ಇತರೆ ಸರ್ಕಾರಿ ಕಟ್ಟಡಗಳಿಗೆ ನೀಡಿರುವ ಜಾಗವನ್ನು ಒತ್ತುವರಿ ಮಾಡಿಕೊಳ್ಳುವ ಈ ಕಾಲದಲ್ಲಿ ಪಾವಗಡ ಶಿಶು ಅಭಿವೃದ್ಧಿ ಯೋಜನೆಯ ಕನ್ನಮೇಡಿ ಪಂಚಾಯತಿಗೆ ಒಳಪಡುವ ಓಬೇನಹಳ್ಳಿ ಅಂಗನವಾಡಿ ಕೇಂದ್ರ ನಿರ್ಮಾಣಕ್ಕಾಗಿ ಸ್ವಂತ ಹಣದಲ್ಲಿ ನಿವೇಶನವನ್ನು ಖರೀದಿಸಿ ಇಲಾಖೆಯ ಹೆಸರಿಗೆ ಇ-ಶಾಂತೆ ಮಾಡಿಸಿ ಓಬೇನಹಳ್ಳಿ ಗ್ರಾಮದ ಅಂಗನವಾಡಿ ಕಾರ್ಯಕರ್ತೆ ಶಾಂತಮ್ಮ ತಮ್ಮ ಶಿಕ್ಷಣ ಪ್ರೇಮವನ್ನು ಮೆರೆದಿದ್ದಾರೆ.

ಶಾಂತಮ್ಮ ನಾಗೇಂದ್ರ ಓಬೇನಹಳ್ಳಿ ಅಂಗನವಾಡಿ ಕಾರ್ಯಕರ್ತೆಯಾಗಿ ಕರ್ತವ್ಯ ನಿರ್ವಹಿಸುತ್ತಿದ್ದು ಇವರು ಅಂಗನವಾಡಿ ಕೇಂದ್ರಕ್ಕೆ ನಿವೇಶನ ಒದಗಿಸಿರುವುದು ಅವರ ಶಿಕ್ಷಣ ಪ್ರೇಮವನ್ನು ತೋರಿಸುತ್ತದೆ.

ಕಾಡುಪ್ರಾಣಿ ಹಾವಳಿ, ಬೆಳೆ ಪರಿಹಾರ ಸಮಸ್ಯೆಗಳಿಗೆ ತ್ವರಿತವಾಗಿ ಸ್ಪಂದಿಸಿ : ಕೆ. ವೆಂಕಟೇಶ್

ಪ್ರಜಾವಾಹಿನಿ-ಚಾಮರಾಜನಗರ

ಕಾಡು ಪ್ರಾಣಿಗಳ ಹಾವಳಿ ಸಂಬಂಧ ಜನರಿಂದ ಬರುವ ದೂರುಗಳು, ಬೆಳೆಹಾನಿ ಪರಿಹಾರದಂತಹ ಸಮಸ್ಯೆಗಳಿಗೆ ಅಧಿಕಾರಿಗಳು ತ್ವರಿತವಾಗಿ ಸ್ಪಂದಿಸಬೇಕೆಂದು ಪಶುಸಂಗೋಪನೆ, ರೇಷ್ಯು ಸಚಿವರು ಹಾಗೂ ಜಿಲ್ಲಾ ಉಸ್ತುವಾರಿ ಸಚಿವರಾದ ಕೆ. ವೆಂಕಟೇಶ್ ಅವರು ಸೂಚನೆ ನೀಡಿದರು.

ನಗರದ ಜಿಲ್ಲಾ ಪಂಚಾಯತ್ ಸಭಾಂಗಣದಲ್ಲಿಂದು ತ್ರೈಮಾಸಿಕ ಕೆಡಿಪಿ ಪ್ರಗತಿ ಪರಿಶೀಲನಾ ಸಭೆಯ ಅಧ್ಯಕ್ಷತೆ ವಹಿಸಿ ಅವರು ಮಾತನಾಡಿದರು.

ಅರಣ್ಯ ಇಲಾಖೆ ಸಂಬಂಧ ಸಾರ್ವಜನಿಕರಿಂದ ಹೆಚ್ಚು ದೂರುಗಳು ಬರುತ್ತಿವೆ. ಗ್ರಾಮಗಳಲ್ಲಿ ಚಿರತೆ ಕಾಣಿಸಿಕೊಂಡ ಬಗ್ಗೆ ಗ್ರಾಮಸ್ಥರಿಂದ ಅರಣ್ಯ ಇಲಾಖೆಗೆ ಮಾಹಿತಿ ಬರುತ್ತಿದೆ. ಇಂತಹ ಸಂದರ್ಭಗಳಲ್ಲಿ ನಿರ್ಲಕ್ಷ್ಯ ವಹಿಸದೇ ಅರಣ್ಯ ಅಧಿಕಾರಿಗಳು ಕೂಡಲೇ ಧಾವಿಸಬೇಕು. ಕಾಡು ಪ್ರಾಣಿಗಳಿಂದ ನಾಶವಾಗುವ ಬೆಳೆಗೆ ಪರಿಹಾರ ನೀಡಲು ಶೀಘ್ರ ಕ್ರಮ ವಹಿಸಬೇಕು ಎಂದು ಸಚಿವರು ತಿಳಿಸಿದರು.



ಯಾವುದೇ ತೊಂದರೆಯಾಗದಂತೆ ಬುಸ್ಸುಗಳ ನಿರೋಧನೆಯಾಗಬೇಕು. ಈ ಸಂಬಂಧ ಸಭೆ ಕೆಲವು ಅನುಕೂಲ ಮಾಡಿಕೊಡುವ ದಿಕ್ಕಿನಲ್ಲಿ ಕುಂದುದಾಗುವಂತೆ ಸಚಿವರು ತಿಳಿಸಿದರು.

ಸಹಾಯಕವಾಗುತ್ತದೆ. ಶಾಲಾ ನಿರ್ಮಾಣಕ್ಕೆ ದಾನ ನೀಡಿರುವ ನಿವೇಶನ, ಕಟ್ಟಡ, ಇನ್ನಿತರ ವಿವರಗಳನ್ನು ಒದಗಿಸಬೇಕು ಎಂದು. ಶಾಸಕರಾದ ಎ.ಆರ್. ಕೃಷ್ಣಮೂರ್ತಿ ಅವರು ಮಾತನಾಡಿ ಕೊಳ್ಳೇಗಾಲದಲ್ಲಿನ ಅಬ್ಬುಲ್ ಕಲಾಂ ಸಂಸ್ಥೆ ಪ್ರಕರಣದಲ್ಲಿ ಯಾರೇ ಭಾಗಿಯಾಗಿದ್ದರೂ ತಪ್ಪು ತಪ್ಪೇ. ಈ ವಿಷಯದಲ್ಲಿ ಸ್ಪಷ್ಟನೆ ನೀಡಬೇಕು ಎಂದರು.

(Continue...)

14. RECORD DATE AND SHAREHOLDER ENTITLEMENT
14.1 As required under the SEBI Buyback Regulations, the Company has fixed Friday, July 18, 2025, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback.

SYSTEMATIX GROUP logo and contact information for Systematix Shares and Stocks (India) Limited.

14.4 NSE will be the exclusively designated stock exchange for the purpose of this Buyback. The Company will accept the NSE to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback.

d) The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation.

15.12 METHOD OF SETTLEMENT
Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:
i. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time, and in compliance with the SEBI Circulars.

v. The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked.
vi. Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback.

M/S. MUFG Intime India Private Limited contact information and SYSTEMATIX GROUP logo.



# TRACXN TECHNOLOGIES LIMITED

Corporate Identification Number (CIN): L72200KA2012PLC065294

Registered Office: L-248, 2nd Floor, 17th Cross, Sector 6, H.S.R. Layout, Bengaluru, Karnataka, 560102

Telephone: +91- 9036090116; Email: compliance-officer@tracxn.com; Website: www.tracxn.com

Contact Person: Megha Tibrewal, Company Secretary and Compliance Officer

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF TRACXN TECHNOLOGIES LIMITED FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement ("Public Announcement" or "PA") is being made pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), and contains the disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

**OFFER TO BUYBACK NOT EXCEEDING 11,42,857 (ELEVEN LAKHS FORTY TWO THOUSAND EIGHT HUNDRED AND FIFTY SEVEN ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 1/- (INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 70/- (INDIAN RUPEES SEVENTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM TO THE PUBLIC SHAREHOLDERS OF THE COMPANY ("BUYBACK").**

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

### 1. DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

1.1 The Board of Directors of Tracxn Technologies Limited (the "Company") at its meeting held on May 26, 2025 ("Board Meeting") has, in accordance with Article 15 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant Rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("SEBI"), the stock exchanges on which the Equity Shares of the Company are listed, being BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), Reserve Bank of India ("RBI") and/or other authorities, institutions or bodies (together with SEBI and RBI, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board of Directors of the Company, and subject to the approval of the shareholders of the Company by way of special resolution through postal ballot including e-voting process, the Board of Directors of the Company ("Board"), which term shall be deemed to include any committee of the Board and/or officials, which the Board may constitute/authorize to exercise its powers, including the powers conferred by this resolution, hereby approves the Buyback by the Company of its fully paid-up equity shares having a face value of, INR 1 (Indian Rupee One only) each ("Equity Shares"), for an amount INR 7,99,99,990/- (Indian Rupees Seven Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax and other taxes (if any), stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. ("Transaction Costs") (such amount hereinafter referred to as the "Buyback Size"), being 23.70% of the aggregate of the total paid-up equity share capital and free reserves as per the latest audited standalone financial statements of the Company as at March 31, 2025, at a Buyback price not exceeding, INR 70/- (Indian Rupees Seventy only) per Equity Share ("Buyback Price"), payable in cash, from the shareholders / beneficial owners of the Equity Shares of the Company as on a July 18, 2025 ("Record Date"), through the "Tender Offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "Buyback");

1.2 The Company sought approval of its shareholders for the Buyback, by a special resolution through postal ballot. The shareholders approved the proposal of Buyback of Equity Shares on July 03, 2025, and the results of the postal ballot were announced on July 07, 2025.

1.3 In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buyback Committee, may till 1 (one) working day prior to the Record Date, increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.4 The Equity Shares are listed on the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") (hereinafter together referred to as the "Stock Exchanges").

1.5 The Buyback is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI and the Stock Exchanges.

1.6 The Buyback shall be undertaken on a proportionate basis from all the equity shareholders/beneficial owners of the Company, excluding the members of the Promoter Group, who hold Equity Shares as at July 18, 2025 (the "Record Date") (such shareholders "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations and shall be implemented using the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CDF/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular bearing reference number SEBI/HO/CFD/DCR/III/CIR/P/2021/615 dated August 13, 2021 and circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force ("SEBI Circulars"). In this regard, the Company will request the Stock Exchanges to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and, for the purposes of this Buyback, NSE will be the exclusively designated stock exchange ("Designated Stock Exchange").

1.7 Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f. October 01, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the Income Tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to Resident shareholders on buy-back of the shares. In respect of consideration payable to Non-resident shareholders, tax shall be withheld at the rate of 20% plus surcharge and cess as per the ITA or as per the rate in the respective Tax Treaty, whichever is beneficial subject to availability of prescribed documents by such non-residents. Since the buyback of shares shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax @ 0.10% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.8 The Buyback from the Eligible Public Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

1.9 In terms of the SEBI Buyback Regulations, under the tender offer route, the members of the Promoter, Promoter Group and persons in control of the Company have the option to participate in the Buyback. In this regard, members of the Promoter and Promoter Group and persons in control of the Company, vide their letters dated May 26, 2025, have expressed their intention not to participate in the Buyback. To the extent of Buyback Entitlement to Promoters and Promoter Group shall be now given to the Public Shareholders of the Company.

1.10 The Buyback will not result in any benefit to the members of the Promoter, Promoter Group and persons in control of the Company or any directors of the Company except to the extent of increase in their shareholding percentage as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. The Buyback would not be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations. Any change in voting rights of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.11 A copy of this Public Announcement is available on the website of the Company (www.tracxn.com), and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com) and on the website of the Manager to the Buyback (www.systematicgroup.in).

### 2. OBJECTIVE/NECESSITY FOR THE BUYBACK

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner.

The Buyback is being undertaken for the following reasons:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- The Buyback will help the Company to optimise the capital structure;
- The Buyback, which is being implemented through the tender offer process as prescribed under the SEBI Buyback Regulations, would involve allocation of the number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback may help in improving financial ratios like earning per share, return on capital employed and return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

### 3. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, AND ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED

3.1 The maximum amount required for Buyback will not exceed INR 7,99,99,990/- (Indian Rupees Seven Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety only) excluding Transaction Costs. The Buyback Size (in value terms) constitutes 23.70% of the aggregate of the total paid-up share capital and free reserves, as per the latest audited financial statements of the Company of March 31, 2025. Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2) (b) of the Act, the Board sought approval of the shareholders of the Company, by way of a special resolution through postal ballot on July 03, 2025 and the results of the postal ballot were announced on July 07, 2025.

3.2 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company and/ or such other sources as may be permitted by law. Funds borrowed from banks and financial institutions, if any, will not be used for the Buyback.

3.3 The Company shall transfer from its free reserves and/ or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

### 4. MAXIMUM PRICE FOR THE BUYBACK OF EQUITY SHARES AND BASIS OF ARRIVING AT THE BUY-BACK PRICE

4.1 The Equity Shares of the Company are proposed to be bought back at a price of INR 70/- (Indian Rupees Seventy only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

4.2 The Buyback Price represents:

- Premium of 29.33% and 27.96% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding Wednesday, May 21, 2025, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
- Premium of 16.55% and 17.59% over the closing price of the Equity Shares on NSE and BSE, respectively, as on Tuesday, May 20, 2025, being the day preceding the Intimation Date.
- Premium of 11.25% and 11.09% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Board Meeting i.e., Monday, May 26, 2025, when the Buyback was approved.

In accordance with Regulation 5(via) of the SEBI Buyback Regulations, the Board/ Buyback Committee may increase the maximum Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Size, till 1 (One) working day prior to the record date (as defined below) fixed for the purpose of Buyback.

### 5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

At the Buyback Price and Buyback Size, the Indicative maximum Buyback Shares that can be bought back would be 11,42,857 (Eleven Lakhs Forty Two Thousand Eight Hundred and Fifty Seven) fully paid-up Equity Shares, representing 1.07% of the fully paid-up Equity Shares of the Company as on March 31, 2025. However, the actual bought back Equity Shares may be less than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is more than the Maximum Buyback Price, subject to the number of Equity Shares bought back shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size. The Buyback is proposed to be completed within 12 (twelve) months of the date of special resolution approving the proposed Buyback.

### 6. METHOD ADOPTED FOR BUYBACK

The Equity Shares will be bought back on a proportionate basis from all the Public Shareholders through the "Tender Offer" method, as prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations, and, subject to applicable laws, facilitated through the stock exchange mechanism as specified under the "Mechanism for acquisition of share through Stock Exchanges" prescribed under the SEBI Circulars. Please refer to Paragraph 14 below for details regarding the Record Date and shareholders' entitlement for tender in the Buyback.

### 7. DETAILS OF SHAREHOLDING OF PROMOTER AND PROMOTER'S GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON ACTING IN CONTROL AND DETAILS OF TRANSACTIONS IN THE EQUITY SHARES OF THE COMPANY AND INTENTION TO PARTICIPATE IN THE BUYBACK

7.1 The aggregate shareholding in the Company of (a) Promoters and the members of the Promoter Group and persons in control of the Company; (b) the director(s) of the Promoters, where the promoter is a company; (c) directors and key managerial personnel of the Company, as on the date of the Postal Ballot Notice, i.e., June 03, 2025, is as follows:

a) Aggregate shareholding of the Promoters and the members of the Promoter Group persons who are in control of the Company:

Sr. No.	Name	Category	Number of Equity Shares Held	% of Shareholding
1.	Abhishek Goyal	Promoter	1,84,64,782	17.26
2.	Neha Singh	Promoter	1,79,28,615	16.76
	<b>Total</b>		<b>3,63,93,397</b>	<b>34.02</b>

b) Aggregate shareholding of the Directors of companies which are a part of the Promoters and Promoter Group

Not Applicable, as there are no Corporate Promoters forming part of the Promoter and Promoter Group of the Company.

c) Aggregate shareholding of the directors and key managerial personnel of the Company

Sr. No.	Name of Shareholder	Designation	Number of Equity Shares Held	% of shareholding
1.	Abhishek Goyal	Executive Director	1,84,64,782	17.26
2.	Neha Singh	Chairperson and Managing Director	1,79,28,615	16.76
3.	Rohit Jain	Independent Director	Nil	Nil
4.	Payal Goel	Independent Director	Nil	Nil
5.	Nishant Verma	Independent Director	Nil	Nil
6.	Brij Bhushan	Independent Director	Nil	Nil
7.	Prashant Chandra	Chief Financial Officer	13,31,496	1.24
8.	Megha Tibrewal	Company Secretary and Compliance Officer	11,034	0.01
	<b>Total</b>		<b>3,77,35,927</b>	<b>35.27</b>

7.2 Aggregate shares purchased or sold by any of the promoters, members of the promoter group, directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company and Directors and Key Managerial Personnel of the Company during a period of six months preceding the date of the Board Meeting at which the Buyback was approved i.e. May 26, 2025 and the date of the Postal Ballot Notice, i.e., June 03, 2025.

a) Aggregate of Equity Shares purchased or sold by the Promoters and Promoter Group of the Company:

Name of Shareholder	Aggregate No. of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Maximum Price (₹)	Date of Minimum Price
Abhishek Goyal	159,639	Purchase	75.84	14-Nov-2024	52.75	10-Mar-2025
Neha Singh	27,355	Purchase	77.20	20-Dec-2024	51.60	03-Mar-2025

b) Aggregate shares purchased or sold by the Directors of companies which are a part of the Promoters and Promoter Group

Not Applicable, as there are no Corporate Promoters forming part of the Promoter and Promoter Group of the Company.

c) Aggregate shares purchased or sold by the Directors and Key Managerial Personnel of the Company: Except as disclosed below, none of our directors and key managerial personnel have purchased or sold any Equity Shares in the last six months preceding the date of the Board Meeting at which the Buyback was approved, i.e., May 26, 2025, and the date of the Postal Ballot Notice, i.e., June 03, 2025

Sr. No.	Name of Shareholder	No. of Equity Shares	Nature of Transaction	Date of Transaction	Price Per Equity Share
1	Abhishek Goyal	14,639	Purchase	14-Nov-2024	75.84
2	Abhishek Goyal	10,000	Purchase	18-Nov-2024	74.50
3	Abhishek Goyal	20,000	Purchase	21-Nov-2024	74.75
4	Abhishek Goyal	15,000	Purchase	22-Nov-2024	74.00
5	Abhishek Goyal	10,000	Purchase	14-Feb-2025	63.00
6	Abhishek Goyal	20,000	Purchase	17-Feb-2025	60.50
7	Abhishek Goyal	10,000	Purchase	18-Feb-2025	59.50
8	Abhishek Goyal	20,000	Purchase	20-Feb-2025	60.25
9	Abhishek Goyal	20,000	Purchase	21-Feb-2025	60.00
10	Abhishek Goyal	20,000	Purchase	10-Mar-2025	52.75
11	Neha Singh	6,000	Purchase	21-Nov-2024	75.00
12	Neha Singh	2,000	Purchase	25-Nov-2024	75.10
13	Neha Singh	3,886	Purchase	20-Dec-2024	77.20
14	Neha Singh	1,366	Purchase	23-Dec-2024	73.20
15	Neha Singh	3,333	Purchase	20-Feb-2025	60.00
16	Neha Singh	3,500	Purchase	27-Feb-2025	58.00
17	Neha Singh	4,250	Purchase	28-Feb-2025	55.24
18	Neha Singh	3,000	Purchase	03-Mar-2025	51.60

### 8. INTENTION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK

8.1 In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. However, the Promoter and Promoter Group of the Company have expressed their intention that they do not wish to participate in the Buyback vide their letters dated May 26, 2025.

8.2 The Buyback will not result in any benefit to Promoter and Promoter Group or any Directors of the Company except to the extent of increase in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

### 9. NO DEFAULTS

The Company does not have any deposits or debt instruments or preference shares or has paid dividend earlier or taken any term loans, and accordingly, there are no defaults subsisting in the repayment of any deposits (including interest thereon), redemption of debentures or preference shares, payment of dividend, or repayment of any term loans to any shareholder, financial institution, or banking company (including interest thereon), as applicable.

### 10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF SEBI BUYBACK REGULATIONS AND THE ACT

- All the Equity Shares of the Company are fully paid up.
- The Company shall not issue and allot any Shares or other specified securities including by way of bonus, till the expiry of the Buyback period except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
- unless otherwise specifically permitted by any relaxation issued by SEBI and / or any other regulatory authority, the Company shall not raise further capital for a period of one year, as prescribed under the provisions of Regulation 24(f) of the Buyback Regulations, from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations;
- the Company, as per the provisions of Section 68(8) of the Act, will not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares.
- the Company shall not withdraw the Buyback after the letter of offer is filed with SEBI or public announcement of the offer to Buyback is made, except where any event or restriction may render Company unable to effect Buyback;
- the Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Act within the specified timelines;
- the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- the consideration for the Buyback shall be paid by the Company only in cash;
- the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deals whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of Buyback;
- the Company does not have any deposits or outstanding loans or debt instruments or preference shares or has paid dividend earlier or taken any term loans, and accordingly, there are no defaults subsisting in the repayment of any deposits (including interest thereon), redemption of debentures or preference shares, payment of dividend, or repayment of any term loans to any shareholder, financial institution, or banking company (including interest thereon), as applicable.;
- that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- the aggregate amount of the Buyback i.e. up to INR 7,99,99,990/- (Indian Rupees Seven Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Only) does not exceed 25% of the aggregate of the fully paid-up equity share capital, securities premium and free reserves of the Company as per the latest audited financial statements of the Company as of March 31, 2025;
- the maximum number of Equity Shares proposed to be purchased under the Buyback (up to 11,42,857 Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up equity share capital of the Company as of March 31, 2025;
- the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;
- the Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and / or the Buyback Regulations and any other applicable laws;
- the Buyback shall be completed within a period of one year from the date of passing of Special resolution in Shareholder meeting approving the Buyback;
- there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act, as on date;
- the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid-up capital and free reserves after the Buyback, based on audited financial statements of the Company, as prescribed under the Act and rules made thereunder and Buyback Regulations.
- the Company is not buying back its Equity Shares so as to delist its shares or other specified securities from the Stock Exchanges;
- the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies; and
- as per Regulation 24(i)(e) of the Buyback Regulations, the Promoters, and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters) from the date of passing of Special resolution in Shareholder meeting approving the Buyback till the closing of the Buyback offer.

### 11. CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

As required by Clause (x) of Schedule I of the SEBI Buyback Regulations, the Board hereby confirms that it has made full enquiry into the affairs and prospects of the Company and has formed an opinion, that:

- immediately following the date of Board Meeting ("Board Meeting") i.e., May 26, 2025 and the date on which the result of the shareholder's resolution passed by way of postal ballot ("Shareholders meeting") i.e., July 07, 2025 approving the buyback offer will be announced, there will be no grounds on which the Company can be found unable to pay its debts; as regards the Company's prospects for the year immediately following the date of Board meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the buyback of shares i.e., May 26, 2025 and within a period of one year from date of passing of the postal ballot resolution for the buyback and
- in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act, or the Insolvency and Bankruptcy Code, 2016, as applicable.

### 12. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the Report dated May 26, 2025, of Price Waterhouse Chartered Accountants LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

#### Quote

The Board of Directors  
Tracxn Technologies Limited  
L-248, 2nd Floor 17th Cross Sector 6, HSR Layout Bengaluru - 560102

Statutory Auditors' Report on proposed Buy Back of Equity Shares pursuant to the requirement of Schedule I to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended ("the Buyback Regulations") and Section 68 and 70 of the Companies Act 2013 ("the Act")

- This report is issued in accordance with our engagement letter dated May 26, 2025.
  - We have been engaged by Tracxn Technologies Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment as detailed in the accompanying Statement of Permissible Limit of Capital Payment ("Annexure A") in connection with the proposed buy back by the Company of its equity shares in pursuance of Sections 68 and 70 of the Act and The Companies (Share Capital and Debentures) Rules, 2014 (including statutory modifications thereto or re-enactments thereof for the time being in force) and the regulations as specified in the Buyback Regulations' and on the opinions expressed by the Board of Directors of the Company, as required under the Regulations. We have initiated the Annexure A for identification purposes only.
- Board of Directors Responsibility**
- The Board of Directors of the Company is responsible for the following:
    - the amount of capital payment for the buy-back is properly determined within the permissible capital payment limits computed in accordance with the Act and the Buyback Regulations;
    - it has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the buyback ("Board Meeting") and even from the date on which the results of the shareholders' resolution passed by way of a postal ballot including electronic voting will be declared (hereinafter referred to as the "date of the Postal Ballot Resolution"); and
    - it has declared a declaration is signed by at least two directors of the Company that the Board of Directors has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of Board Meeting and even from date of the Postal Ballot Resolution and in forming the opinion, it has taken into account the liabilities as if the Company was being wound up under the provisions of the Act.

#### Auditor's Responsibility

Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":


- whether the amount of capital payment for the buy-back, as mentioned in the Annexure A, is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Buyback Regulations (which is Rs. 843.96 Lakhs) based on audited financial statements for the year ended March 31, 2025, respectively; and
  - whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Board Meeting held on May 26, 2025 and even from date of the Postal Ballot Resolution.
- Reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:
    - Examined authorisation for buyback in the Articles of Association of the Company;
    - Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Buyback Regulations;
    - Examined that the ratio of the debt owed by the Company, if any, is not more than twice the capital and free reserves after such buyback;
    - Examined that all the shares for buyback are fully paid-up;
    - Inquired into the state of affairs of the Company in relation to its audited financial statements as at and for the year ended March 31, 2025; and examined budgets and projections prepared by the Management;
    - Examined minutes of the meetings of the Board of Directors;
    - Examined Directors' declarations for the purpose of buyback and solvency of the Company; and
    - Obtained appropriate representations from the Management of the Company
  - We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes" (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
  - We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
  - The Audited Financial Statements referred to in paragraph 5 (v) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 26, 2025. Our audit of these financial statements was conducted in accordance

**14. RECORD DATE AND SHAREHOLDER ENTITLEMENT**

- 14.1 As required under the SEBI Buyback Regulations, the Company has fixed Friday, July 18, 2025, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback.
- 14.2 As required under the SEBI Buyback Regulations, the dispatch of the letter of offer shall be through electronic mode in accordance with the provisions of the Companies Act within two (2) working days from the Record Date. If the Company receives a request from any Eligible Shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.
- 14.3 The Equity Shares proposed to be brought back by the Company, as a part of Buyback is divided into two categories (a) reserved category for small shareholders; and (b) general category for all other Eligible Shareholders.
- 14.4 As defined in Regulation 2(1)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder of the Company who holds Equity Shares whose market value, on the basis of the closing price of the Equity Shares on the Stock Exchanges having the highest trading volume as on the Record Date, is not more than INR 2,00,000/- (Indian Rupees Two Lakhs only).
- 14.5 In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buy back or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- 14.6 Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholders will be based on the total number of Equity Shares tendered. Accordingly, in the event of the overall response to the Tender Offer being in excess of the Buyback Offer Size, the Company may not purchase all the Equity Shares tendered by the Eligible Shareholders, over and above their entitlement.
- 14.7 In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common permanent account number ("PAN") for determining the category (small shareholder or general) and entitlement under Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical or where the PAN of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and the names of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc. with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent as per the shareholder records received from the depositories.
- 14.8 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- 14.9 The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- 14.10 The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 14.11 The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The settlement under the Buyback will be done using the mechanism notified under the SEBI Circulars.
- 14.12 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer to be sent to the Eligible Shareholder(s). Eligible Shareholders which have registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar to the Buyback at the address mentioned at para 16 or 17 below. Eligible Shareholders which have not registered their email ids with the depositories/ Company, the Letter of Offer shall be dispatched through physical mode.

**15. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK**

- 15.1 The Buyback is open to all Eligible Shareholders/ beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred to as the ("Eligible Shareholders"). Any person who does not hold Equity Shares of our Company as on the Record Date will not be eligible to participate in the Buyback and Equity Shares tendered by such person(s) shall be rejected.
- 15.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" as specified by the SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Act and the SEBI Buyback Regulations and as may be determined by the Board (including Committee authorized to complete the formalities of the Buyback) on such terms and conditions as may be permitted by law from time to time.
- 15.3 For implementation of the Buyback, the Company has appointed Systematix Shares and Stocks (India) Limited as the registered broker to the Company ("Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:  
**The contact details of the Company's Broker are as follows:**



**Systematix Shares and Stocks (India) Limited**  
The Capital, A-Wing, No. 603-606, 6th Floor,  
Plot No. C-70, G-Block, Bandra-Kurla Complex, Bandra (East),  
Mumbai 400 051, India  
**Telephone:** +91-22-6619 8000  
**Fax:** +91-22-6619 8029  
**Email:** [compliance@systematixgroup.in](mailto:compliance@systematixgroup.in)  
**Contact Person:** Vikram Kabra  
**Website:** [www.systematixgroup.in](http://www.systematixgroup.in)  
**SEBI Registration Number:** INZ000171134

- 15.4 NSE will be the exclusively designated stock exchange for the purpose of this Buyback. The Company will request the NSE to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by the NSE from time to time.
- 15.5 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stockbroker(s) ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.
- 15.6 In the event the Seller Member(s) of any Eligible Shareholder is not registered with NSE as a trading member/ stock broker, then that Eligible Shareholder can approach any NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker i.e., Systematix Shares and Stocks (India) Limited to place their bids, subject to completion of KYC requirements as required by the Company's Broker.
- 15.7 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 15.8 The cumulative quantity tendered shall be made available on the website of the NSE ([www.nseindia.com](http://www.nseindia.com)) throughout the trading session and will be updated at specific intervals during the tendering period.
- 15.9 Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 15.10 **Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:**
  - a) Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
  - b) The Seller Member(s) would be required to place an order/ bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited and the National Securities Clearing Corporation (collectively referred to as "Clearing Corporations").
  - c) The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.

- d) The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- e) For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned selling member shall revoke the custodian confirmation and the revised order shall be sent to the custodian agent for confirmation.
- f) Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- g) It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- h) The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- i) The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- j) The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholder places the bid.

**15.11 Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:**

- a) In accordance with SEBI's circular dated July 31, 2020 (circular no. SEBI/HO/ CFD/CMD/1 CIR/P/2020/144), shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
- b) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- c) Based on aforesaid documents the concerned Seller Member shall place an order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of NSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.
- d) Any Seller Member /Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon MUFG bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. MUFG Intime (India) Private Limited at the address mentioned at paragraph 17 below on or before the Buyback closing date. The envelope should be superscribed as "TRACXN TECHNOLOGIES LIMITED - BUYBACK 2025". One copy of the TRS will be retained by the Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member.
- e) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the NSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids' and displayed on the Stock Exchange website.
- f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- g) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated all listed companies to issue the securities in dematerialized form only while processing the service request of issue, inter alia, relating to the sub-division or splitting of share certificate. In view of the same, the Company shall issue a letter of confirmation ("LOC") in lieu of any excess physical Equity Shares pursuant to proportionate acceptance/rejection and the LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face / reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to his/her depository participant for dematerializing the physical Equity Shares returned. In case the Equity Shareholder fails to submit the demat request within the aforesaid period, the Registrar shall credit the Equity Shares to a separate demat account of the Company opened for the said purpose.
- h) An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

**For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders**

Eligible Shareholders, being Non-Resident Shareholders (excluding FII's/FPIs) should also enclose a copy of the permission received by them from the RBI, if applicable, to acquire the Equity Shares held by them in the Company.

Eligible Shareholders who are FIIs/ FPIs should also enclose a copy of their SEBI registration certificate. In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non- Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buy-back. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders, under the Buyback are liable to be rejected. Those shareholders who have not received the Letter of Offer and the Tender Form dispatched by email or by physical form, as the case may be, can send a letter to the Registrar to the Buyback requesting for a copy of the Letter of Offer and the Tender Form physically or by an email. Alternatively, the shareholders can browse to the portal at <https://in.mpms.mufg.com/Offer/Default.aspx> and download the Letter of offer and the Tender form available and may also check for their entitlement by entering information like Folio no. / DP id and Client id, PAN, and such other credentials as may be required for validating the request at the portal.

**15.12 METHOD OF SETTLEMENT**

- Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:
  - i. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time, and in compliance with the SEBI Circulars.
  - ii. The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders.
  - iii. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
  - iv. In case of certain client types of viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by NSE and the Clearing Corporation from time to time.

- v. The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked.
- vi. Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- vii. In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- viii. The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- ix. Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- x. In accordance with applicable provisions of the Income-tax Act, 1961, tax shall be deducted at source (TDS) if the consideration payable to a shareholder under the buyback exceeds INR 10,000 (Indian Rupees Ten Thousand). The amount so deducted shall be deposited with the Income-tax Department against the PAN of the concerned shareholder, where such PAN is available.
- xi. The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- xii. The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

Participation in the Buy-back by shareholders will trigger tax on distributed income to shareholders (hereinafter referred to as "Buyback Tax") in India and such tax is to be discharged by the Company. This may trigger capital gains taxation in the hands of shareholders in their country of residence, if outside India. The transaction of Buy-back would also be chargeable to securities transaction tax in India. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

**Rejection Criteria**

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

**For Eligible Shareholders holding shares in the dematerialized form if:**

- a. The Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- b. In the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding Physical Shares as on the Record Date and have placed their bid in demat form; or
- c. If there is a name mismatch in the dematerialized account of the Shareholder and the PAN; or
- d. Where exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

**For Eligible Shareholders holding Equity Shares in the physical form if:**

- a. The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar before the close of business hours to the Registrar on or before Buy-back Closing Date;
- b. There exists any restraint order of a court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists;
- c. If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- d. If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- e. If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate;
- f. In the event the signature in the Tender Form and Form SH 4 do not match as per the specimen signature recorded with Company or Registrar.
- g. If the PAN cards (self-attested) of the shareholder and all the joint holders, are not submitted with the form.

**Non-resident shareholders**

All non-resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from the RBI to acquire the Equity Shares held by them in the Company. In case the Equity Shares are held on repatriation basis, the non-resident Shareholder should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident Shareholder from the appropriate account as specified by RBI in its approval. In case the non-resident Shareholder is not in a position to produce the said certificate, the shares would be deemed to have been acquired on non-repatriation basis and in that case the Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid shares accepted under the Buyback. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

**16. COMPLIANCE OFFICER**

The Company has designated the following as the Compliance Officer for the Buyback:

**Name :** Megha Tibrewal  
**Designation :** Company Secretary and Compliance Officer  
**Address :** L-248, 2nd Floor, 17th Cross, Sector 6, H.S.R. Layout, Bengaluru, Karnataka, 560102  
**Telephone :** +91-9036090116;  
**Email :** [compliance.officer@tracxn.com](mailto:compliance.officer@tracxn.com)  
**Website :** [www.tracxn.com](http://www.tracxn.com).

In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance Officer, on all working days, from Monday to Friday between 10:00 am (IST) to 5:00 pm (IST), at the above - mentioned address.

**17. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK**

The Company has appointed the following as the Registrar to the Buyback:

**M/s. MUFG Intime India Private Limited**  
**Address:** C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, Maharashtra – 400083, India  
**Tel. No.:** +91 81081 14949  
**Email:** [tracxntechnologies.buyback@in.mpms.mufg.com](mailto:tracxntechnologies.buyback@in.mpms.mufg.com)  
**Website:** <https://in.mpms.mufg.com/>  
**Investor Grievance Email:** [tracxntechnologies.buyback@in.mpms.mufg.com](mailto:tracxntechnologies.buyback@in.mpms.mufg.com)  
**Contact Person:** Shanti Gopalkrishnan  
**SEBI Registration No.:** INR000004058  
**Validity Period:** Permanent

In case of any query, the shareholders may also contact the Registrar to the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays at the above-mentioned address.

**18. MANAGER TO THE BUYBACK**

The Company has appointed the following as Manager to the Buyback:

**Systematix Corporate Services Limited**  
**Address:** The Capital, A-Wing, 6th Floor, No. 603-606, Plot No. C-70, G-Block, Bandra-Kurla Complex (BKC), Bandra (East), Mumbai 400 051, Maharashtra, India  
**Telephone:** +91-22-6704 8000  
**Fax:** +91-22-6619 8029  
**Contact Person:** Jinal Sanghvi/ Hanishi Shah  
**Email:** [ecm@systematixgroup.in](mailto:ecm@systematixgroup.in)  
**Website:** [www.systematixgroup.in](http://www.systematixgroup.in)  
**SEBI Registration Number:** INM000004224  
**Validity Period:** Permanent

**19. DIRECTORS' RESPONSIBILITY**

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

**For and on behalf of the Board of Directors of TRACXN TECHNOLOGIES LIMITED**

<b>Sd/-</b> <b>Neha Singh</b> <b>Chairperson and Managing Director</b> <b>DIN:05331824</b>	<b>Sd/-</b> <b>Abhishek Goyal</b> <b>Executive-Director</b> <b>DIN: 00423410</b>	<b>Sd/-</b> <b>Megha Tibrewal</b> <b>Company Secretary and Compliance Officer</b> <b>Membership No. A39158</b>
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**Date:** July 08, 2025  
**Place:** Bengaluru.

