

TRACXN TECHNOLOGIES LIMITED
(Formerly Known as “Tracxn Technologies Private Limited”)

December 21, 2022

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 543638

To,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051
Scrip Code: TRACXN

Dear Sir/Madam,

Sub.: Announcement under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“Listing Regulations”)

Pursuant to Regulation 30 of Listing Regulations, please find enclosed herewith the Postal Ballot Notice dated 20th December, 2022 along with the Postal Ballot Form for seeking approval of the Members of the Company by way of Postal Ballot including remote e-voting (“e-voting”) on the resolutions as set out in the said Notice.

The Notice of the Postal Ballot along with the Postal Ballot Form is being sent electronically to the Members whose e-mail address are registered with the Company/Depositories as on 16th December, 2022 (“Cut-off date”) and for Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode along with a self-addressed postage prepaid business reply envelope.

The Company has engaged Link Intime India Private Limited (“LIPL”) as its agency for providing e-voting facility to the Members of the Company. The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid-up Equity Share capital as on Friday, 16th December, 2022. The period of voting through Postal Ballot and e-voting commences on Friday, 23rd December, 2022 from 9:00 A.M. (IST) and ends on Saturday, 21st January, 2023 at 5:00 P.M. (IST).

The Postal Ballot Notice along with the Postal Ballot Form has also been uploaded on the website of the Company at www.tracxn.com and on the website of LIPL at <https://instavote.linkintime.co.in>

Kindly take the same on your record.

Yours faithfully,
For **Tracxn Technologies Limited**

Megha Bohra
Company Secretary & Compliance Officer

Encl: A/a



TRACXN TECHNOLOGIES LIMITED

CIN: U72200KA2012PLC065294

(Formerly Known as "Tracxn Technologies Private Limited")

**Reg. Office: No. L-248, 2nd Floor, 17th Cross, Sector 6, HSR Layout,
Bengaluru, Karnataka - 560102**

Ph: +91 90360 90116, Email: investor.relations@tracxn.com,

Website: www.tracxn.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given that pursuant to Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) of the Act or Rules or Listing Regulations, as the case may be, for the time being in force), Circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') as amended from time to time and all other applicable laws, rules and regulations, if any, that the Special Resolution(s) as appended hereto are proposed to be passed by the Members of Tracxn Technologies Limited ('the Company') through Postal Ballot including remote e-voting.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts pertaining to said resolution(s) is also attached with this Notice.

The Board of Directors of the Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting Postal Ballot including e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the MCA Circulars and Regulation 44 of the Listing Regulations read with Circular dated December 9, 2020 issued by the Securities and Exchange Board of India on e-voting facility provided by Listed Entities as amended from time to time, Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to extend e-voting facility to enable the Members to cast their votes electronically instead returning duly filled physical postal ballot form.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Postal Ballot Form, record their assent (for) or dissent (against) in the Postal Ballot Form and return the same in original duly completed in the enclosed self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer not later than the close of business hours i.e. 5:00 P.M. on Saturday, January 21, 2023. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms received post 5:00 P.M. on January 21, 2023 will be treated as 'invalid'. Kindly note that while exercising their vote, Members of the Company can opt for only one of the two modes of voting i.e., either through Postal Ballot Form or e-voting. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read related notes to this Postal Ballot Notice and instructions given thereunder.

For the purpose of e-voting, the Company has engaged the services of Link Intime India Private Limited ('Link Intime '). Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting. The period of voting through Postal Ballot and e-voting shall commence from 9:00 A.M. (IST) on Friday, December 23, 2022 and end at 5:00 P.M. (IST) on Saturday, January 21, 2023. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by her upon completion of the scrutiny of the votes cast including remote e-voting.

The results of the Postal Ballot will be announced at or before 5:00 P.M. (IST) on Tuesday, January 24, 2023. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.tracxn.com and on the website of Link Intime, <https://instavote.linkintime.co.in>

SPECIAL BUSINESS (ES)

PROPOSED RESOLUTIONS:

1. Ratification of Tracxn Employee Stock Option Plan 2016

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the Section 62(1)(b) of the Companies Act, 2013 (‘the Act’) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act and rules made there under (including any statutory modification(s) or re-enactment thereof), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEBSE) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, provisions contained in the Articles of Association (“AOA”) of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination & Remuneration Committee thereof, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI (“SEBI (SBEBSE) Regulations”), the consent of the Members of the Company be and is hereby accorded for ratification of Tracxn Employees Stock Option Plan 2016 (“ESOP 2016”) as originally approved by the shareholders of the Company on October 5, 2016 and as amended on November 30, 2021 prior to the initial public offer of the Company, be and is hereby ratified and approved within the meaning of SEBI (SBEBSE) Regulations, as detailed in explanatory statement annexed hereto, and the consent of the members of the Company be and is hereby accorded to the Board to exercise its powers, including the powers conferred by this resolution to create, offer, issue, reissue, grant Stock Options at any time, to or for the benefit of the Employee(s) /Directors of the Company (as may be permitted under applicable laws) and to issue fresh options, or to re-issue options that may have lapsed / cancelled / surrendered (including options which may lapse in future), already granted under the ESOP 2016 prior to the initial public offer of the Company up to the maximum number of 1,21,52,582 (One Crore Twenty-One Lakhs Fifty-Two Thousand Five Hundred and Eighty-two) options.

RESOLVED FURTHER THAT the Board be and is hereby authorized to facilitate the allotment of the equity shares under ESOP 2016 upon exercise of options from time to time in accordance with the ESOP 2016 and the shares so allotted shall rank *pari passu* in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to implement, formulate, evolve, decide upon and bring into effect the ESOP 2016 on such terms and conditions as broadly contained in the explanatory statement annexed to this notice and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP 2016, from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the ESOP 2016 in such a manner as the Board may determine.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to finalise, sign and execute any document, deed, agreement, letter or any such writing on behalf of the Company and to do all such acts, deeds, matters and things as may be required to be done to give effect to the aforesaid resolution including but not limited to delegate any powers conferred upon the Board by this resolution to any officials of the Company to execute required documents, deeds, writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

2. Approval of Article 180 of the Articles of Association of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the Articles of Association of the Company and applicable provisions, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other consent(s) / permission(s) / sanction(s), as may be required, the consent of the Members of the Company be and is hereby accorded to ratify, confirm and approve Article 180 of the Articles of Association of the Company as reproduced below :

Article 180: Nomination of Directors by Investor

Notwithstanding anything contained in these Articles and hereinabove, this Article 180 shall be placed before the Shareholders for their approval through special resolution post listing of the equity shares on the Stock Exchanges. In the event the Shareholders approve the Article, this Article 180 would come into force and become valid, applicable and effective along with along with other Articles in this Part A and the provisions of Article 180 shall prevail over anything contained hereinabove in case of any inconsistency

(a) Investor Director

(i) Notwithstanding anything in these Articles, in the event that Elevation Capital V Limited holds 7% or more of the paid-up share capital of the Company on a fully diluted basis, it shall have the right to nominate one Director on the Board of the Company. Elevation Capital V Limited shall be hereinafter referred to as “Investor”, and the nominee of the Investor is hereinafter referred to as the “Investor Director”. The nomination of the Investor Director shall take effect immediately upon a notification to the Company by the Investor.

(ii) The Investor Director shall be director whose office is not capable of being vacated by retirement or by rotation. However, the Investor shall cause the Investor Director to resign from the Board immediately upon the Investor ceasing to hold less than 7% of the Share Capital on a fully diluted basis and the director nomination right herein shall cease to exist on and from such date.

(iii) In the event any Investor Director has been nominated to the Board prior to the listing of the Company’s equity shares, the continuation of their appointment thereafter shall be subject to the approval of the Shareholders in the first general meeting convened after listing of the equity shares of the Company.

(b) Investor Alternate Director

(i) Notwithstanding anything in these Articles, so long as the Investor holds 7% of the share capital on a fully diluted basis, it shall be entitled to appoint, remove and substitute an alternate Director to an Investor Director nominated by it (“Investor Alternate Director”) from time to time and to act as an alternate Director to the Investor Director during the absence of the Investor Director from the state in which the meetings of the Board are ordinarily held. The nomination of the Investor Alternate Director shall take effect immediately upon a notification to the Company by the Investor.

(ii) The Investor Alternate Director shall be considered for the constitution of quorum and shall be entitled to attend and vote at such meetings in place of the Investor Director and generally perform all functions of the Investor Director in their absence.

(iii) The Investor Alternate Director shall be director whose office is not capable of being vacated by retirement or by rotation. However, the Investor shall cause the Investor Alternate Director to resign from the Board immediately upon the Investor ceasing to hold less than 7% of the Share Capital on a fully diluted basis and the director nomination right herein shall cease to exist on and from such date.

(iv) In the event any Investor Alternate Director has been nominated to the Board prior to the listing of the Company’s equity shares, the continuation of their appointment thereafter shall be subject to the approval of the Shareholders in the first general meeting convened after listing of the equity shares of the Company.

(v) Upon the appointment of the Investor Alternate Director, all notices and other materials that are circulated to the Directors shall also be circulated to the Investor Alternate Director.

(c) The right of nomination of the Investor Director or Investor Alternate Director by the Investors in sub-clauses (a) and (b) above shall include the right at any time to remove from office any such individuals nominated or appointed by them and from time to time determine the period for which such individuals shall hold office as Director.

(d) The Investor shall ensure that they and their representatives shall, at all times, exercise their votes through the Investor Director (or Investor Alternate Director) at meetings of the Board, and otherwise act in such manner so as to comply with, and to fully and effectually implement the spirit, intent and provisions of these Articles.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required for giving effect to this resolution including but not limited to delegate any powers conferred upon the Board by this resolution to any officials of the Company to execute required

documents, deeds, writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. Ratification of appointment of Mr. Vivek Kumar Mathur (DIN: 03581311) as Nominee Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Article 180 of Articles of Association of the Company and provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the consent of the Members be and is hereby accorded to ratify the appointment of Mr. Vivek Kumar Mathur (DIN: 03581311) who was nominated by the Elevation Capital V Limited (“the Investor”), as a Nominee Director of the Company appointed with effect from 23rd August, 2015 and who shall continue to be the Director as per his terms of appointment, until the same has been withdrawn by the Investor and shall not liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.”

4. Authorization to Company to charge for service of documents to members under Section 20 of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.”

By order of the Board of Directors
For Tracxn Technologies Limited
Sd/-
Megha Bohra
Company Secretary & Compliance Officer
Membership No.: ACS 39158

Place: Bengaluru
Date: December 20, 2022

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 setting out all the material facts and reasons in respect of the business set out at Resolution No. 1 to Resolution No. 4 in the Postal Ballot Notice dated December 20, 2022 is annexed hereto and forms part of Postal Ballot Notice.
2. The relevant details of Director seeking appointment pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) are also annexed as Annexure-A to this Notice.
3. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, December 16, 2022. The Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose email addresses are registered with the Company/Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode along with a self-addressed postage pre-paid business reply envelope. Members may note that this Notice will be available on the Company's website at www.tracxn.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of Link Intime at <https://instavote.linkintime.co.in>
4. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India on General Meetings, the Company is pleased to provide e-voting facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Link Intime.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to Link Intime. Changes intimated to the DP will then be automatically reflected in the Company's database. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, Link Intime India Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.
6. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, December 16, 2022. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes. Shareholders whose email IDs are not registered, are requested to contact the Depository or Link Intime at rnt.helpdesk@linkintime.co.in and send a request letter signed by all the Members along with self-attested copies of PAN Card and address proof to register their email ids.
7. Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid. Members who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form, may download the Postal Ballot Form from the Company's website, www.tracxn.com and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 P.M. on January 21, 2023. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. The documents referred to in Explanatory Statement will be available for inspection. Members seeking to inspect the same can send an email to investor.relations@tracxn.com.
9. The e-voting period commences on Friday, December 23, 2022, at 9:00 A.M. and ends on Saturday, January 21,

2023 at 5:00 P.M. During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date i.e., Friday, December 16, 2022, may cast their vote by e-voting. The e-voting module shall be disabled by Link Intime after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

10. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Saturday, January 21, 2023. Further, all the resolutions passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.
11. Instructions for Members for voting electronically are as under:

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

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

- Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e., LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

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

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

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

Shareholders holding shares in **NSDL form, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click "confirm" (Your password is now generated).

- Click on 'Login' under '**SHARE HOLDER**' tab.
- Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

- After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
- E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- After selecting the desired option i.e., Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

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

User ID for Shareholders holding shares in Physical Form (i.e., Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

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

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 READ WITH SECTION 110 OF THE ACT:

ITEM NO. 1:

Pursuant to the approval of the Board of Directors of the Company in their meeting held on October 03, 2016 and subsequent amendments on April 27, 2017; July 31, 2017; March 10, 2021; August 02, 2021; November 30, 2021 and pursuant to the approval of the shareholders of the Company on October 05, 2016 and further approvals on the amendments by the shareholders on March 12, 2021; August 06, 2021 and November 30, 2021, the Company had established the TRACXN Employee Stock Option Plan 2016 (herein after referred as "ESOP 2016"). Under the said ESOP 2016, the Company was authorized to grant 1,21,52,582 (One Crore Twenty-One Lakhs Fifty-Two Thousand Five Hundred and Eighty-two) options. Prior to the IPO of the Company, 99,98,977 (Ninety-Nine Lakh Ninety-Eight Thousand Nine Hundred Seventy-Seven) options had already been granted to eligible Employees under the said ESOP 2016 (including re-issued options), which may be further re-issued in case any of them lapse. Each option holder under the said Scheme shall be eligible to get one (1) equity share against each option vested to them.

As per Regulation 12(1) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI SBEBSE Regulations'), no company shall make any fresh grant of ESOPs which involves allotment or transfer of shares to its employees under any ESOP Schemes formulated prior to its IPO and prior to the listing of its equity shares (Pre-IPO Scheme) unless (i) such pre-IPO scheme is in conformity with SEBI (SBEBSE) Regulations; and (ii) such pre-IPO scheme is ratified by its shareholders subsequent to IPO.

Considering that, the Company came out with Initial Public Offering of its Equity shares by way of Offer for Sale and the equity shares are listed at BSE Limited and the National Stock Exchange of India Limited with effect from October 20, 2022, the Company's ESOP 2016 is required to be ratified by the shareholders of the Company pursuant to Regulation 12(1) of the SEBI SBEBSE Regulations for making any fresh grant of ESOPs under this Scheme. The said ESOP 2016 is in conformity with the SEBI (SBEBSE) Regulations and the Company has not granted any options to employees as on date after the IPO of the Company.

The Board of Directors ("Board") of the Company at its meeting held on November 9, 2022 approved and recommended to the shareholders of the Company, ratification of the ESOP 2016 and the grant of options to the eligible employees of the Company.

Details and particulars of the Scheme as required under Section 62(1)(b) of the Companies Act, 2013 read with relevant rules made thereunder and disclosure required under SEBI (SBEBSE) Regulations, as amended from time to time, are as follows:

Sl. No.	Requirements	Disclosure
1.	Brief Description of ESOP 2016	<p>The Employee Stock Option Plan is called the 'Tracxn Employee Stock Option Plan 2016' ("ESOP 2016").</p> <p>The objective of the ESOP 2016 is to reward employees for their performance, and to attract, retain and motivate Employees to contribute to the growth and profitability of the Company. The Company believes that ESOPs can generate wealth for its employees, allowing them to share in the value they create for the Company.</p> <p>Once the ESOPs are vested, the employee has the right (but not the obligation) to exercise the vested ESOPs within the exercise period and obtain equity shares of the Company, subject to payment of the exercise price and applicable taxes.</p>
2.	The total number of options to be granted under ESOP 2016	<p>The maximum number of options that can be granted under ESOP 2016 is 1,21,52,582 (One Crore Twenty-One Lakhs Fifty-Two Thousand Five Hundred and Eighty-two).</p> <p>The Company, prior to its IPO, had already granted 99,98,977 (Ninety-Nine Lakh Ninety-Eight Thousand Nine Hundred Seventy-Seven) options (including re-</p>

		issued options), which may be further re-issued in case any of them lapse. No options have been exercised as on date.
3.	Identification of classes of employees entitled to participate and be beneficiaries in the ESOP 2016	ESOPs can be granted to the following persons: i) an employee as designated by the Company, who is exclusively working in India or outside India; or ii) director of the Company, whether a whole time Director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or iii) an employee, as defined in sub-clauses (i) or (ii) of a group company including subsidiary or its associate company, in India or outside India, or of a Holding Company of the Company; but excludes: a. an employee who is a Promoter or a person belonging to the Promoter Group b. a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company
4.	Requirements of vesting and vesting period	Options granted under ESOP 2016 shall vest within not less than 1 year and in 4 years from the date of grant of such Options. The specific vesting schedule shall be as outlined in the grant letter and in compliance with applicable laws. Vesting is linked to continued association with the Company. Further, the Nomination and Remuneration Committee may also specify certain performance criteria subject to satisfaction of which the Options would vest.
5.	Maximum period within which the options shall be vested	Maximum period within which the options shall be vested is not later than 4 years from the date of grant.
6.	Exercise price or the formula for arriving at the exercise price	The Exercise Price shall be at such price as determined by the Nomination & Remuneration Committee which shall be subject to conforming to the accounting policies specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
7.	Exercise period and Exercise Process	All Options Vested after listing can be exercised within a period of Five years from the date of Vesting or date of Listing, whichever is later. At any time during the exercise period, the employee may exercise their Options by submitting an exercise application to the Company, which must be accompanied by payment of the exercise price and applicable taxes.
8.	Appraisal process for determining the eligibility of employees to ESOP 2016	As decided by the Board from time to time and will be based on length of service with the Company. In addition, the Nomination and Remuneration Committee may also specify performance criteria subject to which options would vest.
9.	Maximum number of options to be offered and issued per employee and in aggregate, if any under ESOP 2016	The Maximum number of options to be issued per employee, per grant and in aggregate shall not exceed 1,21,52,582 (One Crore Twenty-One Lakh Fifty-Two Thousand Five Hundred and Eighty-Two). The maximum number of Options that shall be granted to any specific Employee of the Company or of its Holding or its Subsidiary Company, Group Company, Associate Company (present or future) under ESOP

		2016, in any financial year and in aggregate under the ESOP 2016 shall not be equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company and in aggregate at the time of grant of Options, if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.
10.	Maximum quantum of benefits to be provided per employee under ESOP 2016	<p>The maximum quantum of benefits shall refer to the maximum number of Options that may be granted per employee, per grant and in aggregate.</p> <p>No benefit other than grant of Options under ESOP 2016, and any consequential grant of equity shares of the Company is contemplated under the ESOP 2016. Therefore, the maximum quantum of benefits under ESOP 2016 is the difference between the market value of the equity shares of the Company, and the exercise price of the Options, as on the date of exercise.</p>
11.	Whether the ESOP 2016 is to be implemented and administered directly by the Company or through a trust	The Company shall directly implement and administer the ESOP 2016 through the Board / Nomination and Remuneration Committee.
12.	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	The ESOP 2016 involves only new issue of equity shares by the Company. Presently no secondary acquisition is envisaged.
13.	The amount of loan to be provided for implementation of the ESOP 2016 by the Company to a trust, its tenure, utilization, repayment terms, etc.	Not Applicable.
14.	The maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by a trust for the purposes of the ESOP 2016	Not Applicable.
15.	Statement to the effect that the Company shall conform to the accounting policies specified in regulation 15	The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the "SEBI (SBEBSE) Regulations or as may be prescribed by regulatory authorities from time to time.
16.	Method which the company shall use to value its options	The Company shall adopt fair value method for valuation of the employee stock options.
17.	Statement with regard to disclosure in director's report	As the Company is adopting fair value method for valuation of the employee stock options, there is currently no requirement for disclosures in the director's report. However, in case the Company opts for expensing of share-based employee benefits using the intrinsic value in future, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it has used the fair value, shall be disclosed in the director's report and the impact of this difference on profits and on earning per share of the Company shall also be disclosed in the director's report.
18.	Lock-in period, if any	The shares arising out of vested options shall not be subject to any lock-in restrictions except such restrictions as may be imposed pursuant to requirements under the applicable laws.
19.	Terms & conditions for buyback, if any, of specified securities covered under these regulations	The Nomination and Remuneration Committee may specify the procedure for buy-back of specified securities issued under SEBI (SBEBSE) Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

		<p>i. permissible sources of financing for buy-back;</p> <p>ii. any minimum financial thresholds to be maintained by the Company as per its last financial statements; and</p> <p>iii. limits upon quantum of specified securities that the Company may buy-back in a financial year</p>
20.	Conditions under which options vested in employee(s) may lapse	<p>The Options vested in employees under ESOP 2016 may lapse under the following conditions:</p> <ol style="list-style-type: none"> 1. All vested options may be exercised by the employee within five years from the date of vesting, or the date of listing, whichever is later. Any Options that are not exercised within this exercise period shall lapse, unless otherwise decided by the Nomination and Remuneration Committee. 2. In case of termination of employment due to misconduct or breach of Company Policies / Terms of Employment, or in case of abandonment of employment, all vested options which were not exercised at the time of such termination or abandonment shall stand cancelled with effect from the date of such termination or abandonment.
21.	Specified Time Period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	<p>Resignation / Termination (other than due to misconduct or breach of Company Policies / Terms of Employment):</p> <p>All the Vested Options as on the date of submission of resignation / date of termination can be exercised within a period of Five years from the date of Vesting or date of Listing, whichever is later.</p> <p>Termination due to misconduct or breach of Company Policies / Terms of Employment:</p> <p>All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.</p> <p>The other events of separation has been detailed in clause 7.2(b) of the ESOP 2016.</p>
22.	Certificate of Auditors	<p>The Board of the Directors of the Company shall, at each Annual General Meeting place before the Shareholders of the Company, a certificate from the Secretarial Auditors of the Company, certifying that this ESOP 2016 has been implemented in accordance with the SEBI (SBEBSE) Regulations,</p>

The TRACXN Employee Stock Option Plan 2016 (ESOP 2016) shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors.relations@tracxn.com.

None of the Promoter, Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of the stock options that are granted or may be granted to them under the said ESOP 2016.

The Board recommends the Special resolution set out in the Notice in Item No. 1 for approval of the members.

ITEM NO. 2 & 3:

The shareholders of the Company in their Extra-Ordinary General Meeting held on September 15, 2022 which was held prior to the listing of equity shares of the Company through Initial Public Offer ("IPO") have approved the existing Articles of Association ("Articles") of the Company.

As per Article 180 of the Articles, upon the consummation of the IPO, the approval of the shareholders is required by way of a Special Resolution after the listing of equity shares of the Company Stock Exchanges for confirming the special rights available to Elevation Capital V Limited, Investor of the Company, as detailed in the said Article 180

reproduced in the resolution set out at Item No. 2 of the Notice.

Further, as per Article 180(a)(iii) of the Articles, if an *Investor Director has been nominated to the Board prior to the listing of the Company's equity shares, the continuation of their appointment thereafter shall be subject to the approval of the Shareholders in the first general meeting convened after listing of the equity shares of the Company.*

Accordingly, the appointment of Mr. Vivek Kumar Mathur (DIN: 03581311) as nominated by Elevation Capital V Limited, Investor of the Company, as a Nominee Director will require ratification by the Shareholders of the Company as set out in Item No. 3 of the Notice.

As the equity shares of the Company have been listed on recognized stock exchanges in India with effect from October 20, 2022, therefore the Board of Directors recommends the same to the shareholders for their approval as a Special Resolution as mentioned at item No. 2 & 3 of the Notice.

Details of Mr. Mathur are provided in the "Annexure-A" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Promoter, Directors, Key Managerial Personnel and their relatives except Mr. Vivek Kumar Mathur are concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 4:

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members.

Accordingly, the Board recommends the passing of the Special Resolution at Item No. 4 of the accompanying Notice for member's approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

By order of the Board of Directors
For Tracxn Technologies Limited

Sd/-

Megha Bohra
Company Secretary & Compliance Officer
Membership No.: ACS 39158

Place: Bengaluru
Date: December 20, 2022

ANNEXURE- A TO THE NOTICE DATED DECEMBER 20, 2022

Particulars	Mr. Vivek Kumar Mathur (DIN: 03581311)
Age	10/07/1962 (60 years)
Qualifications	He holds a Bachelor's Degree in Engineering with Honours, specialising in the Chemical branch, and a Masters' Degree in science, with Honours, specialising in Chemistry from the Birla Institute of Technology and Science and a Master's Degree in Business Administration from the Graduate College of The University of Iowa.
Experience (including expertise in specific functional area) /Brief Resume	He has rich industry experience and has previously served as the Executive Director for customer service at Dell International Services Private Limited and is currently a partner at Light Ray Advisors LLP.
Terms and Conditions of Appointment	NA
Remuneration last drawn (including sitting fees, if any)	NA
Remuneration proposed to be paid	NA
Date of first appointment on the Board	Effective from August 23, 2015
Shareholding in the Company including shareholding as a beneficial owner as on date of notice	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (FY 2022-23) till date	10
Directorships of other Boards as on date of notice	<ul style="list-style-type: none"> • One 97 Communications Limited • Senco Gold Limited • Aye Finance Private Limited • Paytm Payments Services Limited • One 97 Communications India Limited • Saif Advisors Private Limited • Paytm E-Commerce Private Limited • Elix Technologies Private Limited • Busybees Logistics Solutions Private Limited
Listed entities from which the Director has resigned in the past three years	NA
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	NA
Membership / Chairmanship of Committees of Boards as on date of notice	NA

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TRACXN TECHNOLOGIES LIMITED

CIN: U72200KA2012PLC065294

(Formerly Known as "Tracxn Technologies Private Limited")

Reg. Office: No. L-248, 2nd Floor, 17th Cross, Sector 6, HSR Layout,
Bengaluru, Karnataka - 560102

Ph: +91 90360 90116, Email: investor.relations@tracxn.com, Website: www.tracxn.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Sr. No.:

- (1) Name & Registered Address of the sole/First :
named shareholder
(in Block Letters)
- (2) Name(s) of Joint Shareholder(s) (if any) :
(in block letters)
- (3) Registered Folio No./ DP ID No./Client ID No. :
- (4) Number of Shares Held :

I/We hereby exercise my/our vote in respect of the following items of Business to be passed through the process of Postal Ballot for the businesses stated in the Notice of the Company dated December 20, 2022 by sending my/our assent or dissent to the said resolution by placing (v) mark at the approximate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Ratification of Tracxn Employee Stock Option Plan 2016			
2.	Approval of Article 180 of the Articles of Association of the Company			
3.	Ratification of appointment of Mr. Vivek Kumar Mathur (DIN: 03581311) as Nominee Director			
4.	Authorization to Company to charge for service of documents to members under Section 20 of the Companies Act, 2013			

Place:

Date:

(Signature of the Member)

NOTE: Kindly read the instructions printed overleaf before filling the form.

Last date for receipt of Postal Ballot Form by the Scrutinizer is January 21, 2023 (5:00 P.M.)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Even Number)	User ID	Password

INSTRUCTIONS

1. A member desiring to exercise a vote by Postal Ballot shall complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed Business Reply Envelopes. However, envelope containing Postal Ballot Form, if sent by courier/any other mode at the expense of the member will also be accepted.
2. The Voting Period begins on December 23, 2022 at 9:00 A.M. and ends on January 21, 2023 at 5:00 P.M. During this period, Members of the Company, holding shares either in Physical Form or in dematerialized form, as on the record date, December 16, 2022 may cast their vote electronically or send their Ballot.
3. The self-addressed envelope bears the address of the Scrutinizer. Members are requested not to send any other paper/s along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
4. This Ballot Form should be completed and signed by the Member. In case of joint holding, the Form should be completed and signed by the first named Member and in his absence by the next named Member. The signature of the member(s) on this Postal Ballot Form should be as per the specimen signature registered with the company or furnished by the National Securities Depository Limited/Central Depository Services (India) Limited, in respect of shares held in the Physical form or dematerialized form, respectively.
5. In case of shares held by the Institutional shareholders i.e. other than individuals, HUF, NRI etc. they duly completed Postal Ballot Form should be accompanied by certified copy of the Board Resolution / Authority Letter together with attested specimen signature(s) of duly authorized signatory(ies). Postal Ballot Form signed by the holder of Power of Attorney for and on behalf a Shareholders of the Company must be accompanied by the Copy of Power of Attorney duly certified by the Magistrate, Notary Public or Special Executive Officer or a similar authority holding a Public Office authorized to use the Seal of his Office. If the Power of Attorney is already registered with the Company or R & T Agents, please quote the Registration Number beneath the signature.
6. Tick (✓) mark should be placed in the relevant box signifying asset/dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Members are entitled to vote For/Against Resolution covering the total number of shares held by them.
7. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s). Members are entitled to cast their votes differently i.e. all the votes either in favour or against or partly in favour or against.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than January 21, 2023 (5:00 P.M.). Postal Ballot Form received after this date will be strictly treated as if the reply from the members has not been received.
9. Votes will be considered invalid on the following grounds:
 - a) If the Member's signature does not tally.
 - b) If the Member has marked all his shares both in favour and also against the Resolution.
 - c) If the Postal Ballot Form is unsigned
 - d) If the Postal Ballot Paper is received in torn or defaced or mutilated condition to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not checked or on one or more such grounds.
10. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
11. The Company is pleased to offer e-Voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot by post. For exercising e-Voting facility, the User ID and initial password are provided at the bottom of the Postal Ballot Form and the detailed procedure has been enumerated in the Notice of Postal Ballot.