



# TRACXN TECHNOLOGIES LIMITED

Corporate Identification Number (CIN): L72200KA2012PLC065294

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**ADDENDUM TO PUBLIC ANNOUNCEMENT DATED JULY 08, 2025 PUBLISHED ON JULY 09, 2025 FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF TRACXN TECHNOLOGIES LIMITED ("COMPANY") FOR THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED ("SEBI BUYBACK REGULATIONS").**

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/authorise 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 Friday, 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**");
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 and the results of the postal ballot were announced on July 07, 2025.
3. In terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board or Buyback Committee may, till one working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.
4. In connection with the Buyback, in accordance with the SEBI Buyback Regulations, a public announcement (the "**Public Announcement**") dated July 08, 2025 was published on July 09, 2025 in all editions of Financial Express, an English national daily, and Jansatta, a Hindi national daily, and Bangalore edition of Prajavani, a regional language daily. In the Public Announcement, the Buy-back Price was identified as INR 70/- (Indian Rupees Seventy only) per Equity Share and the maximum number of Equity Shares proposed to be bought back was upto 11,42,857 (Eleven Lakhs Forty Two Thousand Eight Hundred and Fifty Seven) Equity Shares.
5. Pursuant to Regulation 5(via) of the SEBI Buyback Regulations and the resolution passed by the Buyback Committee on July 17, 2025:
- i. The Buyback Price has been increased from INR 70/- (Indian Rupees Seventy only) per Equity Share to INR 75/- (Indian Rupees Seventy Five only) per Equity Share and
  - ii. The maximum number of Equity Shares proposed to be bought back by the Company has been reduced from 11,42,857 (Eleven Lakhs Forty Two Thousand Eight Hundred and Fifty Seven) fully paid-up Equity Shares to 10,66,666 (Ten Lakhs Sixty-Six Thousand Six Hundred and Sixty-Six) fully paid-up Equity Shares representing upto 0.99% and 1.00% of total number of Equity Shares of the Company as on July 17, 2025 and March 31, 2025, respectively.
6. In this context, the Company is making an Addendum to the Public Announcement. This addendum ("**Addendum**") is in continuation of and should be read in conjunction with the Public Announcement published in all editions of Financial Express (English), Jansatta (Hindi) and Bangalore edition of Prajavani (Kannada) on July 09, 2025 in connection with the offer for Buyback of Equity Shares of the Company. The capitalized terms and abbreviations used in this Addendum have the same meaning as ascribed to them in the Public Announcement, unless otherwise specified.
7. Equity Shareholders are requested to note the following amendments in the Public Announcement:
- 7.1 The opening paragraph of the Public Announcement shall be replaced with the following:  
OFFER TO BUYBACK NOT EXCEEDING 10,66,666 (TEN LAKHS SIXTY-SIX THOUSAND SIX HUNDRED AND SIXTY-SIX 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 75/- (INDIAN RUPEES SEVENTY FIVE 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").
- 7.2 The paragraph 1.1. of the Public Announcement shall be replaced with the following:  
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/authorise 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 7,99,99,950/- (Indian Rupees Seven Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Fifty 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 75/- (Indian Rupees Seventy Five 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**");
- 7.3 The paragraph 4 of the Public Announcement shall be replaced with the following:  
The Equity Shares of the Company are proposed to be bought back at a price of INR 75/- (Indian Rupees Seventy Five 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.  
The Buyback Price represents:
- Premium of 38.57% and 37.10% 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 24.88% and 25.99% 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 19.20% and 19.03% 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.
- 7.4 The paragraph 5 of the Public Announcement shall be replaced with the following:  
At the Buyback Price and Buyback Size, the Indicative maximum Buyback Shares that can be bought back would be 10,66,666 (Ten Lakhs Sixty-Six Thousand Six Hundred and Sixty-Six) fully paid-up Equity Shares, representing 1.00% 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 Buy Back.
- 7.5 The paragraph 10 (xiii) of the Public Announcement shall be replaced with the following:  
the maximum number of Equity Shares proposed to be purchased under the Buyback (up to 10,66,666 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;  
Except as detailed in this Addendum, all other information and terms of Buyback as disclosed in the Public Announcement remain unchanged.  
A copy of this Addendum will be available on SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)) as well as on Company's website ([www.tracxn.com](http://www.tracxn.com)), the Manager to the Buyback ([www.systematixgroup.in](http://www.systematixgroup.in)) and on the website of Stock Exchanges ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)).

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

Sd/-  
Neha Singh  
Chairperson and Managing Director  
DIN:05331824

Sd/-  
Abhishek Goyal  
Executive-Director  
DIN: 00423410

Sd/-  
Megha Tibrewal  
Company Secretary and Compliance Officer  
Membership No. A39158

Date: July 17, 2025

Place: Bengaluru.