



TRACXN TECHNOLOGIES LIMITED

Our Company was incorporated in Bengaluru as 'Tracxn Technologies Private Limited' pursuant to a certificate of incorporation dated August 11, 2012 issued by the Registrar of Companies, Karnataka at Bengaluru (the "RoC"). Thereafter, pursuant to the conversion of our Company to a public limited company, the name of our Company was changed to 'Tracxn Technologies Limited', and a fresh certificate of incorporation dated July 28, 2021 was issued to our Company by the RoC. For further details on the changes in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 161 of the red herring prospectus of the Company dated October 1, 2022 filed with the RoC ("RHP" or "Red Herring Prospectus").

Registered and Corporate Office: L-248, 2nd Floor, 17th Cross, Sector 6, H.S.R. Layout, Bengaluru 560 102, Karnataka, India;
Telephone: +91 90360 90116; Contact Person: Megha Bohra, Company Secretary and Compliance Officer; E-mail: compliance-officer@tracxn.com; Website: www.tracxn.com; Corporate Identity Number: U72200KA2012PLC065294

OUR PROMOTERS: NEHA SINGH AND ABHISHEK GOYAL

INITIAL PUBLIC OFFERING OF UP TO 38,672,208 EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH ("EQUITY SHARES") OF TRACXN TECHNOLOGIES LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] THOUSAND (THE "OFFER") THROUGH AN OFFER FOR SALE COMPRISING UP TO 7,662,655 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY ABHISHEK GOYAL AND UP TO 7,662,655 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY NEHA SINGH (COLLECTIVELY, THE "PROMOTER SELLING SHAREHOLDERS"), UP TO 1,263,096 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY BINNY BANSAL, UP TO 1,263,096 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY SACHIN BANSAL, UP TO 207,548 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY SAHIL BARUA, UP TO 315,774 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY DEEPAK SINGH, UP TO 10,980,885 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY ELEVATION CAPITAL, UP TO 267,915 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY TRUSTEES, KOLLURI LIVING TRUST, UP TO 147,976 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY MILLIWAYS FUND LLC, UP TO 295,952 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY RATHNAGIRISH MATHRUBOOTHAM, UP TO 147,976 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY APOLETTA ASIA LTD, UP TO 591,904 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY THE TRUSTEES, NRJN FAMILY TRUST, UP TO 147,976 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY MANOJ KUMAR GANDHI, UP TO 881,602 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY WGG INTERNATIONAL LIMITED, UP TO 4,017,506 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY ACCEL INDIA IV (MAURITIUS) LIMITED AND UP TO 2,181,692 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY SCI INVESTMENTS V (COLLECTIVELY THE "INVESTOR SELLING SHAREHOLDERS"), AND UP TO 636,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] THOUSAND BY PRASHANT CHANDRA (THE "OTHER SELLING SHAREHOLDER", AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS AND THE INVESTOR SELLING SHAREHOLDERS, THE "SELLING SHAREHOLDERS") (THE "OFFER FOR SALE"). THE OFFER WILL CONSTITUTE [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

The Offer is being made under Regulations 6(2) of SEBI ICDR Regulations.

QIB Portion: Not less than 75% of the Offer | Non-Institutional Portion: Not more than 15% of the Offer

Retail Portion: Not more than 10% of the Offer

PRICE BAND: ₹ 75 TO ₹ 80 PER EQUITY SHARE OF FACE VALUE OF ₹ 1 EACH
THE FLOOR PRICE IS 75 TIMES THE FACE VALUE OF THE EQUITY SHARES AND
THE CAP PRICE IS 80 TIMES THE FACE VALUE OF THE EQUITY SHARES.
BIDS CAN BE MADE FOR A MINIMUM OF 185 EQUITY SHARES AND
IN MULTIPLES OF 185 EQUITY SHARES THEREAFTER.

Risks to Investors:

- The Price/ Earnings ratio based on diluted EPS for FY 2022 for our Company at higher end of price band is not meaningful as earnings per share was negative and Price/ Earnings ratio of Nifty Fifty is 22.92.
- The weighted average cost of acquisition of all Equity Shares transacted in the one year and three years immediately preceding the date of the Red Herring Prospectus is as follows:

Period	Weighted Average Cost of Acquisition (in ₹)*^	Cap Price (₹ 80) is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: lowest price-highest price (in ₹)^#
Last one year	37.36	2.14	32.64 - 48.11
Last three years	11.31	7.07	0 - 55.76

^ As certified by Saini Pati Shah & Co LLP, Chartered Accountants by way of their certificate dated October 1, 2022.

* Weighted average cost means total Equity Share capital including securities premium issued during last one year and three years preceding the date of the Red Herring Prospectus divided by number of Equity Shares post conversion of CCPS into equity and post bonus issue. For the above purpose, entire CCPS capital including securities premium which were issued earlier and converted during last one year have been considered as capital issued.

The range has been arrived at after considering the bonus issue undertaken by our Company.

- Average cost of acquisition of Equity Shares held by the Promoters and Selling Shareholders ranges from ₹ 0.02 to ₹ 40.32 per Equity Share and Offer Price at upper end of the Price Band is ₹ 80 per Equity Share.
- The BRLM associated with the Offer has handled 33 public issues in the past three years, out of which 13 issues closed below the offer price on listing date.
- Weighted average return of Net Worth for FY 2022, FY 2021 and FY 2020 is (26.42%) and Return on Net Worth for the three months ended June 30, 2022 is 3.64% (not annualised).

BID / OFFER PROGRAMME	ANCHOR INVESTOR BIDDING DATE: FRIDAY OCTOBER 7, 2022
	BID / OFFER OPENS ON MONDAY, OCTOBER 10, 2022*
	BID / OFFER CLOSSES ON WEDNESDAY, OCTOBER 12, 2022#

* Our Company and the Investor Selling Shareholders may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid / Offer Opening Date, i.e. Friday, October 7, 2022
UPI Mandate end time and date shall be at 5:00 p.m. IST on Wednesday, October 12, 2022.

ASBA *	Simple, Safe, Smart way of Application!!!	*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to offers by simply blocking the fund in the bank account. For further details, check section on ASBA below. Mandatory in public issues. No cheque will be accepted.
--------	---	---

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE



UPI-Now available in ASBA for UPI Bidders applying through Registered Brokers, DPs and RTAs.
Retail Individual Investors also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.
Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CDDT notification dated February 13, 2020 and press release dated June 25, 2021

ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by (i) Retail Individual Bidders in the Retail Portion and (ii) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" on page 321 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. ASBA bid-cum-application forms and the Abridged Prospectus can be downloaded from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35 and [https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43), respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI Bidders Bidding using the UPI mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. HDFC Bank Limited and Axis Bank Limited has been appointed as the Sponsor Banks for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For Offer related queries, please contact the Book Running Lead Manager ("BRLM") on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail Id: jpo.upi@npci.org.in.