FRACTAL ANALYTICS LIMITED

(Formerly known as Fractal Analytics Private Limited)

CIN: L72400MH2000PLC125369

Registered Office: Level 7, Commerz II, International Business Park, Oberoi Garden City, Off W. E. Highway, Goregaon (E), Mumbai 400 063, Maharashtra, India

Tel: +91 22 6850 5800; **Email Id:** investorrelations@fractal.ai; **Website:** www.fractal.ai

NOTICE OF 26TH ANNUAL GENERAL MEETING

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
9:00 a.m. (IST) on Sunday, September 13, 2026	5:00 p.m. (IST) on Tuesday, September 15, 2026

NOTICE is hereby given that the **26th (Twenty-sixth) Annual General Meeting ("AGM")** of the Members of **Fractal Analytics Limited** (the **"Company"**) will be held on **Wednesday, September 16, 2026, at 4:30 P.M.** (IST), through Video Conferencing (**"VC"**) / Other Audio-Visual Means (**"OAVM"**), to transact the following business(es):

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended March 31, 2026, together with the Reports of the Directors and the Auditors thereon.

Item No. 2 – Re-appointment of Mr. Vivek Mohan as a Non-Executive Non-Independent Director of the Company

To appoint a Director in the place of Mr. Vivek Mohan (DIN: 08306394), a Non-Executive Non-Independent Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 – Appointment of Secretarial Auditors of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), other applicable laws/statutory provisions, if any, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Makarand M. Joshi & Co., Practicing Company Secretaries (Firm registration no: P2009MH007000), be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years commencing from financial year 2026-27 till financial year 2030-31, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary and Compliance Officer or Chief Financial Officer be and are hereby severally authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this resolution including to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Act or SEBI Listing Regulations and such other requirements without being required to seek any further consent/approval from the Members of the Company ."

Item No. 4 – Determination of fees for Service of Documents to Members of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), upon request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s) through that particular mode and charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode, provided such request along with the requisite fee has been duly received by the Company at least 14 days in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT any Member desirous of receiving documents through a specific mode of delivery shall submit a request to the Company, along with payment of the requisite estimated fees in advance, at least 14 (fourteen) days prior to the date of dispatch of such documents by the Company, and no such request shall be entertained after the dispatch of the relevant documents by the Company.

RESOLVED FURTHER THAT each of the Directors of the Company or the Company Secretary & Compliance Officer or the Chief Financial Officer be and are hereby severally authorised to do all such acts, deeds, matters and things, and to execute, sign, issue and deliver all such documents, including certified true copies of this resolution, as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for compliance with all applicable requirements in this regard."

By the Order of the Board of Directors
For **Fractal Analytics Limited**

Sd/-
Somya Agarwal
Company Secretary & Compliance Officer
Membership No.: A17336

Place: London
Date: July 29, 2026

NOTES:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013, as amended (**"the Act"**), setting out the material facts concerning the business with respect to Item No. 3 & 4 forms part of this Notice. Further, relevant information pursuant to Regulation 36 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and disclosure requirements in terms of Secretarial Standard on General Meetings (**"SS-2"**) issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this Annual General Meeting (**"Meeting"** or **"AGM"**) is furnished as **Annexure** to this Notice.

2. The Ministry of Corporate Affairs (**"MCA"**), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as **"MCA Circulars"**), has permitted the holding of the AGM through Video Conferencing (**"VC"**) or through Other Audio-Visual Means (**"OAVM"**), without the physical presence of the Members at a common venue.

3. Further, the Securities and Exchange Board of India (**"SEBI"**), vide Regulations 36(1) and 44(4) of the SEBI Listing Regulations have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations relating to the sending of Annual Report to security holders as well as appointing of proxy.

4. In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 26th AGM of the Company is being held through VC /OAVM on **Wednesday, September 16, 2026, at 04:30 P.M. (IST)**.

5. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Level 7, Commerz II, International Business Park, Oberoi Garden City, Off W. E. Highway, Goregaon (E), Mumbai 400 063, Maharashtra, India.

6. In terms of provisions of Section 107 of the Act, since the resolutions as set out in the notice are being conducted through e-voting, the said resolutions will not be decided by show of hands at the AGM.

7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations, revised Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (**"NSDL"**) for facilitating voting through electronic means, as the authorized agency. NSDL will be providing facility for voting through remote e-Voting, for participation in the 26th AGM through VC/ OAVM facility and e-Voting during the 26th AGM.

8. The Board has appointed Ms. Manisha Maheshwari, Practising Company Secretary (Membership No. F13272 and CP: 11031), Partner of M/s. Bhandari & Associates, Company Secretaries or failing her, Ms. Sampada Indap, Practising Company Secretary, (Membership No. A63871 and CP: 28029), Partner of M/s. Bhandari & Associates, Company Secretaries, as the Scrutiniser to scrutinise the remote e-Voting process before the AGM as well as remote e-Voting process during the AGM in a fair and transparent manner.

9. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON ITS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   SINCE THIS AGM IS BEING HELD PURSUANT TO THE FRAMEWORK PROVIDED IN THE MCA CIRCULARS READ WITH THE ACT AND THE SEBI LISTING REGULATIONS, THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

10. Members can join the AGM in VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the website of National

Securities Depository Limited (**"NSDL"**) at www.evoting.nsdl.com

11. Please note that, the facility for participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

12. **Institutional Investors/Corporate Members:**

    Institutional Investors/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) who are intending to appoint their authorised representatives pursuant to Sections 112 or 113 of the Act, as the case may be, to attend the AGM and vote through remote e-Voting, are requested to send their certified copy of the Board Resolution/Power of Attorney/Authority Letter:

    - to the Scrutiniser by e-mail at manisha.maheshwari@bnaglobal.in with a copy marked to evoting@nsdl.com or
    - upload by clicking on the "Upload Board Resolution/ Authority Letter" displayed under the "e-Voting" tab in their login.

13. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act and the MCA Circulars.

14. In case of joint holders attending the AGM through VC/OAVM, only such joint holders who are higher in the order of their names as per the Register of Members of the Company, as of the cut-off date i.e., **Wednesday, September 9, 2026** will be entitled to vote at the Meeting.

15. **Dispatch of Annual Report and Notice of AGM:**

    In accordance with the aforesaid MCA Circulars and the SEBI Listing Regulations, the Notice of the AGM along with the Annual Report of the Company for the financial year ended March 31, 2026 are being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent (**"RTA"**)/Depositories/ Depository Participant (DP).

    In accordance with Regulation 36(1) of SEBI Listing Regulations, a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report is available, to those Members who have not registered their e-mail addresses.

16. The Notice of the 26th AGM along with the Annual Report is also available on the website of the Company at https://fractal.ai/docs/Investor-Relations/Annual-Reports-and-Postal-Ballot-Notice/Fractal-Notice-of-26th-AGM-September-16-2026.pdf and https://fractal.ai/docs/Investor-Relations/Annual-Reports-and-Postal-Ballot-Notice/Fractal-Annual-Report-FY-2025-26.pdf respectively and on websites of the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.

17. Request for a hard copy of the aforesaid documents may be made by the members by sending request to the following investor e-mail ids investorrelations@fractal.ai or investor.helpdesk@in.mpms.mufg.com mentioning their Folio No./DP ID and Client ID.

18. **Registrar and Transfer Agent**

    The Registrar and Transfer Agent of the Company is MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited). The e-mail address of the RTA is investor.helpdesk@in.mpms.mufg.com

19. **Nomination facility**

    As per the provisions of Section 72 of the Act read with Rule 19(1) of Companies (Share Capital and Debentures) Rules, 2014, and read with SEBI Master Circular dated February 6, 2026 issued to RTA, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting **Form No. SH-13**. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in **Form ISR-3** or **Form SH-14**, as the case may be. The said forms can be downloaded from the Company's website at https://fractal.ai/investor-relations/?type=Corporate-Governance/Shareholder-Information

    Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at investor.helpdesk@in.mpms.mufg.com in case the shares are held in physical form, quoting their folio no(s).

20. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, any new transfer, transmission or transposition requests for securities shall be processed in demat/electronic form only. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

21. Members may please note that pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, listed companies are mandated to issue securities in demat form only while processing any service

requests viz. issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed **Form ISR-4/ISR-5** (for transmission), the format of which is available on the Company's website at https://fractal.ai/investor-relations/?type=Corporate-Governance/Shareholder-Information. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Members holding shares in physical form may raise a service request at investor.helpdesk@in.mpms.mufg.com for any assistance relating to the shares of the Company.

22. **Details of Members:** Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA/Company in case the shares are held in physical form, in prescribed **Form No. ISR-1** and other forms, quoting their folio number and enclosing the self-attested supporting document(s). Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address other relevant updates pertaining to their account as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

24. **Consolidation for physical shareholders:** Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form only.

25. **RTA has implemented below investor initiatives as part of their continuous endeavor to enhance investor service:**

    - **'SWAYAM'** is a secure, user-friendly web-based application, that empowers investors to effortlessly access various services. Investors are requested to get registered on this application which can be accessed at https://swayam.in.mpms.mufg.com/
    - **'iDIA'** is a Chatbot that utilizes conversational technology to provide investors with a round-theclock intuitive platform to ask questions and get information about queries. Investors may talk to iDIA by visiting RTA's website at https://in.mpms.mufg.com/home-KYC.html
    - **FAQs –** The FAQ section on the RTA's website has very detailed answers to probable investor queries. Please visit https://web.in.mpms.mufg.com/faq.html to find answers to your queries related to securities.

26. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, Certificate from Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and relevant documents referred to in the Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM.

    Members seeking to inspect such documents can send an e -mail to investorrelations@fractal.ai from their registered e-mail address by mentioning their name, DP ID and Client ID/Folio No. and Mobile No.

    Dispute Resolution: SEBI has established a common Online Dispute Resolution Portal (**"ODR Portal"**) for resolution of disputes arising in the Indian Securities Market.

    In this connection, the shareholder(s) are requested to address and send their grievance(s)/queries/ complaints directly to the Company's Registrar & Share Transfer Agent viz. MUFG Intime India Private Limited at investor.helpdesk@in.mpms.mufg.com and if the grievance is not redressed satisfactorily by RTA, the shareholders are requested to forward the grievance to the Company directly at investorrelations@fractal.ai.

    If the grievance still persist, escalation can be made on the SCORES Portal at scores.sebi.gov.in in accordance with the SCORES guidelines and the process laid out therein. Further, if the shareholder(s) is still not satisfied with the outcome, then he/she/ it can initiate the dispute resolution process on the ODR Portal at https://smartodr.in/login.

PROCESS FOR REGISTERING E-MAIL ADDRESS:

i. **One-time registration of e-mail address with RTA for receiving Notice of AGM and Annual Report of the Company for FY 2025-26 and to cast votes through remote e-Voting:**

   The Company has made special arrangements with RTA and NSDL for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive the Notice of AGM & Annual Report of the Company for FY 2025-26 and cast votes electronically through remote e-Voting. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to RTA on or before **5:00 p.m. (IST) on Wednesday, September 9, 2026**.

Process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows:

a) Visit the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html

b) Select the name of the Company from dropdown: **Fractal Analytics Limited**

c) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form) / Folio no. and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail id.

d) System will send OTP on mobile no. and e-mail ID.

e) Enter OTP received on mobile no. and e-mail ID and submit.

f) The system will then confirm the e-mail address for the limited purpose of service of AGM Notice along with the Annual Report for FY 2025-26 and e-Voting credentials.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice & Annual Report for FY 2025 -26 along with the e-Voting user ID and password. In case of any queries, Members may write to evoting@nsdl.com.

Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for remote e-Voting by providing Demat account number/Folio number and scanned copy of the Share Certificate (front and Back) or client master, or copy of consolidated account statement, self-attested copy of PAN card, self-attested copy of Aadhaar Card.

ii. Registration of e-mail address permanently with Company / DP:

Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting **Form ISR-1** duly filled and signed by the shareholders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/ Annual Report and other communications electronically to their e-mail address in future.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI Listing Regulations, SS-2 and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/ 2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by NSDL.

2. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Wednesday, September 9, 2026** may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person, whose name is 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 only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM.

   Any shareholder(s) holding shares in physical form or non-individual shareholders who acquire shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date of **Wednesday, September 9, 2026**, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if the Member is already registered with NSDL for remote e-Voting then the Member can use the existing User ID and password for casting the vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com.

   In case of Individual Shareholder who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the cut-off date, you may follow the steps mentioned under **'Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.'**

3. The remote e-Voting period commences on **Sunday, September 13, 2026, at 9:00 a.m. (IST) and ends on Tuesday, September 15, 2026, at 5:00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. **Wednesday, September 9, 2026** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. **Wednesday, September 9, 2026**.

4. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-Voting will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman of the Company. Members who have cast their votes on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/ OAVM but shall not be entitled to cast their votes on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE AS UNDER:

1. Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM provided by NSDL at www.evoting.nsdl.com by following the steps mentioned under **'Access NSDL e-Voting system'**. After successful login, Member(s) can click on link of 'VC/OAVM' placed under **'Join Meeting'** menu against the Company name. You are requested to click on 'VC/OAVM link' placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the process as mentioned in paragraph titled **"Instructions for remote e-Voting before/during the AGM"** in the Notice to avoid last minute rush.

2. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

3. Members are encouraged to submit their questions in advance with respect to the accounts or the business to be transacted at the AGM. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number and mobile number, to the Company's email address at investorrelations@fractal.ai before **5 p.m. (IST) on September 13, 2026**. The same will be replied by the company suitably.

4. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at investorrelations@fractal.ai between **Friday, September 11, 2026 to Sunday, September 13, 2026**. The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.

5. Members who need assistance before or during the AGM, can contact NSDL at 022 - 4886 7000 or Mr. Suketh Shetty (Manager) at: evoting@nsdl.com

THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/DURING THE AGM

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on 'e-Voting facility provided by Listed Companies', individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use "Forget User ID" and "Forget Password" option available at the respective website details mentioned above.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depositories 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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 141170 then user ID is 141170001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for e-Voting during the AGM are as under:

1. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting prior to the AGM, since the Meeting is being held through VC/OAVM.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-Voting system during the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote electronically through remote e-Voting at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

General Guidelines for Shareholders:

1. Institutional Investors/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) who are intending to appoint their authorised representatives pursuant to Sections 112 or 113 of the Act, as the case may be, to attend the AGM and vote through remote e-Voting, are requested to send their certified copy of the Board Resolution/Power of Attorney/Authority Letter:

   - to the Scrutiniser by e-mail at manisha.maheshwari@bnaglobal.in with a copy marked to evoting@nsdl.com or

- upload by clicking on the "Upload Board Resolution/ Authority Letter" displayed under the "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Suketh Shetty (Manager) at evoting@nsdl.com

Other Instructions:

1. The Scrutiniser shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make a consolidated Scrutiniser's Report of the total votes cast in favor or against, if any, to the Chairman or any person authorised by him in writing who shall countersign the same. The Chairman or any person authorised by him shall declare the voting results within timelines stipulated under Regulation 44 of the SEBI Listing Regulations read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

2. The results declared along with the Scrutiniser's Report shall be displayed at the Registered Office of the Company and shall be placed on the website of the Company at https://fractal.ai/investor-relations and on the website of NSDL at www.evoting.nsdl.com and shall be disseminated to the stock exchanges where the equity shares of the Company are listed i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Businesses proposed in the accompanying Notice.

Item No. 3 - Appointment of Secretarial Auditors of the Company

The Board in its meeting held on May 20, 2026, has approved the appointment of M/s. Makarand M. Joshi & Co (**"MMJC"**), Practicing Company Secretaries (Firm Registration No: P2009MH007000), as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from financial year 2026-27 till financial year 2030-31, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**)

MMJC is a leading firm of Practicing Company Secretaries with over 25 years of excellence in Corporate Governance and Compliance. MMJC is widely recognized for its expertise in Secretarial Audits, Compliance Audits, and Due Diligence across sectors like banking, financial services, IT/Telecom, pharmaceuticals, FMCG, and infrastructure etc. The firm offers end-to-end advisory and compliance services under Corporate Laws, SEBI Regulations, FEMA Regulations, and Merger & Acquisition.

MMJC has developed specialized internal teams dedicated for Research & Development, Audit, M&A, quality review etc. As MMJC progresses on its journey into the future, it remains firmly dedicated to empowering its clients and maintaining the highest standards of corporate governance.

Furthermore, in terms of the SEBI Listing Regulations, MMJC has provided confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India (ICSI) and hold a valid peer review certificate. MMJC has also confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. MMJC has confirmed that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies. MMJC has also confirmed that their appointment, if made, will be within the limits specified under the SEBI Listing Regulations and other applicable laws.

MMJC has given their consent to act as the Secretarial Auditors of the Company for a period of 5 years from FY 2026-27 till FY 2030-31.

The proposed fees in connection with the secretarial audit would not exceed INR 3,50,000 (Rupees Three Lakh Fifty Thousand) plus applicable taxes and other out-of-pocket expenses for FY 2026-27, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and MMJC.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise in the resolution mentioned at Item No. 3 of the Notice.

The Board hereby recommends the resolution as an Ordinary Resolution as set out in Item No. 3 of the Notice for the approval of the Members of the Company.

Item No. 4 – Determination of fees for Service of Documents to Members of the Company

As per the provisions of Section 20 of the Companies Act, 2013, where a Member requests for delivery of any document through a particular mode, such Member shall pay such fees as may be determined by the Company in its Annual General Meeting.

Accordingly, in order to enable the Members to avail this facility, it is proposed that upon a request being made by a Member for delivery of any document(s) through a particular mode, the Company shall serve such document(s) through the requested mode and charge such fees, not exceeding the amount charged to the Company by the Department of Post or the Service Provider(s), including related handling charges, if any, to deliver the documents in that mode.

However, any Member desirous of availing this facility shall submit such request along with payment of the requisite estimated fees in advance, at least 14 (fourteen) days prior to the date of dispatch of the relevant document(s), and no such request shall be entertained after dispatch of the document(s) by the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 4 of the Notice.

The Board hereby recommends the resolution as an Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Members of the Company.

By the Order of the Board of Directors
For **Fractal Analytics Limited**

Sd/-
Somya Agarwal
Company Secretary & Compliance Officer
Membership No.: A17336

Place: London
Date: July 29, 2026

Annexure to the Notice

Details of the Director seeking re-appointment (as set out in Item no. 2 of this notice)

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Profile of Mr. Vivek Mohan (Non-Executive Non-Independent Director)

Vivek Mohan is a Business Unit Partner at TPG Capital India based in Mumbai. He has created and been involved in over 10 investments totalling over $2bn including Fractal Analytics, Altimetrik, Tessolve Semiconductor, TCS Hypervault and Jio Platforms at TPG.

Prior to joining TPG in 2019, Vivek was a Vice President at TA Associates, where he headed technology coverage in South Asia. He was earlier part of investment banking teams at Morgan Stanley in Asia and Goldman Sachs in London.

Vivek was born, grew up and raised in India and has an MBA from the Indian Institute of Management (IIM), Calcutta where he was an Aditya Birla Scholar, and B.E.(Honours) in electrical engineering from the Birla Institute of Technology & Sciences, Pilani.

DIN	08306394
Date of Birth (Age)	January 16, 1983 (43 years)
Nationality	Indian
Date of first appointment on the Board	March 29, 2022
Designation	Non-Executive Non-Independent Director
Qualification	Bachelor's of engineering (honours) (in electrical and electronics engineering) degree from the Birla Institute of Technology and Science, Pilani, Rajasthan and a post graduate diploma in management from the Indian Institute of Management, Calcutta.
Experience (including expertise in specific functional area)	Mr. Vivek Mohan has over 13 years of experience in the investment sector. He is employed with TPG Capital-India Private Limited Asia since 2019 and is currently their business unit partner.
Terms and Conditions of Appointment or Reappointment	Non-Executive Non-Independent Director, liable to retire by rotation.
Remuneration sought to be paid	Not Applicable
Remuneration last drawn	Not Applicable
Number of Board Meetings attended during their tenure in the FY 2025-26	15
Shareholding in the Company (Equity Shares of ₹ 1/- each) including shareholding as a beneficial owner as on March 31, 2026	NIL
List of Directorship held in other Companies (including Private Limited Companies)	Altimetrik HoldCo Inc. SLK Software Private Limited Tessolve Semiconductor Private Limited
Membership/Chairmanship of Committees of other Boards	NIL
Relationship with other Directors, KMP of the Company	None
Listed Entities from which Mr. Vivek Mohan has resigned as Director in past 3 years	None