

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS (SERIAL NUMBER: 06/2025-26) OF FRACTAL ANALYTICS LIMITED HELD AT SHORTER NOTICE ON MONDAY, AUGUST 11, 2025, AT 7:45 P.M. (IST) AT THE REGISTERED OFFICE LEVEL 7, COMMERZ II, INTERNATIONAL BUSINESS PARK, OBEROI GARDEN CITY, OFF. WESTERN EXPRESS HIGHWAY, GOREGAON (EAST), MUMBAI 400063 THROUGH VIDEO CONFERENCING.



Registered Address:
Fractal Analytics Limited

Level 7, Commerz II,
International Business Park,
Oberoi Garden City,
Off Western Express Highway,
Goregaon East, Mumbai - 400 063.
Phone: +91 22 6850 5800
info@fractal.ai
www.fractal.ai

APPROVAL OF THE DRAFT RED HERRING PROSPECTUS :

CIN U72400MH2000PLC125369

“RESOLVED THAT in furtherance of the resolution regarding approval of the Offer passed by the board of directors of the Company (the **“Board”**) on August 1, 2025 and the resolution passed by the shareholders of the Company on August 8, 2025 and subject to applicable laws, including the Securities Contracts (Regulation) Act, 1956 (and the applicable rules thereunder), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013 and the applicable rules and regulations notified thereunder and any other applicable rules, regulations, guidelines, circulars and notifications issued by the SEBI and the enabling provisions of the memorandum of association and the articles of association of the Company, the draft of the DRHP in respect of the initial public offering of the equity shares of the Company of face value of ₹1 each (the **“Equity Shares”**), by way of a fresh issue of Equity Shares (the **“Fresh Issue”**) aggregating up to ₹12,793 million and an offer for sale of up to ₹36,207 million by certain existing shareholders of the Company, comprising up to ₹14,626 million by Quinag Bidco Ltd., up to ₹19,996 million by TPG Fett Holdings Pte. Ltd., up to ₹295 million by Satya Kumari Remala And Rao Venkateswara Remala and up to ₹1,290 million by GLM Family Trust (the **“Selling Shareholders”** and such offer for sale, the **“Offer for Sale”**, together with Fresh Issue, the **“Offer”**), at such price as may be determined in accordance with the book building process under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and as agreed to by the Company and the Selling Shareholder(s) in consultation with the book running lead managers (the **“BRLMs”**) to the Offer, as placed before, containing the requisite information as prescribed by applicable laws and regulations, subject to it being duly signed by the directors of the Company, the Chief Financial Officer of the Company and the Selling Shareholders (or their duly authorized representatives), be and is hereby approved for filing with the SEBI, the BSE Limited and the National Stock Exchange of India Limited (together with BSE Limited, the **“Stock Exchanges”**) and such other authorities or persons as may be required.

RESOLVED FURTHER THAT each of the directors of the Board, Ms. Somya Agarwal, Company Secretary, Mr. Ashwath Bhat, Chief Financial Officer, Mr. Satish Raman, Authorised Signatory of the Company, be and are hereby severally authorized to make corrections or alterations, if any, and to finalize the DRHP for the purposes of filing with the SEBI, the Stock Exchanges and such other authorities or persons as may be required and do all acts, deeds, matters and undertake such other necessary steps to implement this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, each of the directors of the Board, Ms. Somya Agarwal, Company Secretary, Mr. Ashwath Bhat, Chief Financial Officer, Mr. Satish Raman, Authorised Signatory of the Company, on behalf of the Board, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

RESOLVED FURTHER THAT each of the Directors or the Chief Financial Officer or the Company Secretary of the Company are severally authorised to certify the true copy of the aforesaid resolution.

RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any governmental



or regulatory authority as may be required from time to time.”

// CERTIFIED TRUE COPY //

For FRACTAL ANALYTICS LIMITED




Somya Agarwal

Company Secretary

Membership No: A17336

**Address: Moroccan Building, Flat no. 1202, Aarey Milk Colony, Royal Palms Estate,
Goregaon East, Mumbai – 400065**

Place Mumbai

Date: August 12, 2025