

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE MEMBERS OF IPO COMMITTEE ('COMMITTEE') (SERIAL NUMBER: IPO/02/2025-26) OF FRACTAL ANALYTICS LIMITED HELD AT SHORTER NOTICE ON TUESDAY, AUGUST 12, 2025, AT 11:30 A.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

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CIN U72400MH2000PLC125369

APPROVAL OF MINOR CHANGES TO THE DRHP, IF ANY, POST APPROVAL OF THE BOARD (FOR ADOPTION OF DRHP):

"RESOLVED THAT, in furtherance of the resolution passed by the Board on August 1, 2025 authorising the proposed initial public offering and the resolution passed by the shareholders of the Company on August 8, 2025 and the resolution passed by the Board on August 11, 2025 approving the draft of the draft red herring prospectus ("**DRHP**") and subject to and in accordance with provisions of applicable laws, including the Companies Act, 2013, and the rules and regulations notified thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), if any, the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), and other regulations issued by the Securities and Exchange Board of India ("**SEBI**"), the draft red herring prospectus dated August 12, 2025 (the "**DRHP**"), in respect of 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 in consultation with the book running lead managers to the Offer (the "**BRLMs**"), circulated alongwith the agenda notes, containing the requisite information as prescribed by applicable laws and regulations, subject to it being duly signed by the Board, the Chief Financial Officer of the Company, and the Selling Shareholders (or their duly authorised representatives) be and is hereby approved and adopted for filing with the SEBI, the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the "Stock Exchanges") and such other authorities or persons as may be required.

RESOLVED FURTHER THAT any member of the IPO Committee, the Company Secretary and Compliance Officer of the Company, the Chief Financial Officer of the Company or Mr. Satish Raman, Authorised Signatory, be and are hereby severally authorised to do all such deeds and acts as necessary to give effect to such resolution, including to make corrections or modifications, if any, and to finalise the DRHP for purposes of filing with SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deeds, matters and things and to settle any questions, difficulties or doubts that may arise in relation thereto.

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."

<<signature page follows>>



// 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