

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS (SERIAL NUMBER: 11/2025-26) OF FRACTAL ANALYTICS LIMITED HELD AT SHORTER NOTICE ON MONDAY, FEBRUARY 02, 2026, AT 07:10 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.

fractal
INTELLIGENCE FOR IMAGINATION

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

CIN U72400MH2000PLC125369

APPROVAL AND ADOPTION OF THE RED HERRING PROSPECTUS IN RELATION TO THE INITIAL PUBLIC OFFER BY THE COMPANY

"RESOLVED THAT in furtherance of the resolution of the Board dated August 11, 2025 and the resolution of the IPO Committee dated August 12, 2025, approving the draft red herring prospectus, the 'in-principle' approvals each dated October 14, 2025 received from BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and the Securities and Exchange Board of India ("**SEBI**") letter bearing reference no. I/3685/2026 dated January 30, 2026 noting changes made in the updated draft red herring prospectus, the red herring prospectus of the Company ("**RHP**"), a copy of which is placed before this meeting and the information contained therein as per the requirements of Companies Act, 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and other applicable law, be and is hereby approved and taken on record in connection with the proposed initial public offering of equity shares of face value of ₹1 each of the Company ("**Equity Shares**") comprising of a fresh issue of Equity Shares ("**Fresh Issue**") and with an offer for sale of Equity Shares by certain existing shareholders of the Company (the "**Selling Shareholders**") (such offer for sale, the "**Offer for Sale**" and together with the Fresh Issue the "**Offer**") for filing with the Registrar of Companies, Maharashtra at Mumbai (the "**RoC**"), the Stock Exchanges, SEBI and such other authorities or persons as may be required under applicable laws.

RESOLVED FURTHER THAT the preliminary international wrap dated February 02, 2026 ("**Preliminary International Wrap**") which is placed before the Board in respect of the Offer, be and is hereby approved.

RESOLVED FURTHER THAT subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the SEBI ICDR Regulations and other applicable laws, approvals (if any) by authorities as may be necessary, each of the directors of the Company, Ms. Somya Agarwal, Company Secretary and Compliance Officer, Mr. Ashwath Bhat, Chief Financial Officer and Mr. Satish Raman, Authorised Signatory of the Company, on behalf of the Board, be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP and/or the Preliminary International Wrap, if any, and to finalise the RHP and the Preliminary International Wrap and approval be and is hereby granted for filing the RHP and any other related documents with the SEBI, the RoC, the Stock Exchanges and with any other regulatory authority as may be necessary with respect to the Offer and undertake such other necessary steps to implement the above resolution.

RESOLVED FURTHER THAT each of the Directors of the Company and the Chief Financial Officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.

RESOLVED FURTHER THAT each of the directors of the Company, Ms. Somya Agarwal, Company Secretary and Compliance Officer, Mr. Ashwath Bhat, Chief Financial Officer, Mr. Satish Raman, Authorised Signatory of the Company, be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal counsels to the Offer and the book running lead managers appointed in this respect.

RESOLVED FURTHER THAT all monies received out of the Offer (as defined in the RHP) shall be transferred to a separate bank account maintained with the scheduled bank as per the provisions of the Companies Act, 2013.



RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary and Compliance Officer or the Chief Financial Officer of the Company be furnished to any Government, statutory or regulatory authority as may be required from time to time.”

// CERTIFIED TRUE COPY //

For FRACTAL ANALYTICS LIMITED



Somya Agarwal

Company Secretary and Compliance Officer

Membership No: A17336

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

Place Mumbai

Date: February 02, 2026