

**NOTICE**

**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

**NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA-ORDINARY GENERAL MEETING (EGM) (SERIAL NO.: 01/2025-26) FOR THE FINANCIAL YEAR 2025-26 OF THE MEMBERS OF FRACTAL ANALYTICS LIMITED ('THE COMPANY') WILL BE HELD ON TUESDAY, JULY 29, 2025, AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT LEVEL 7, COMMERZ II, INTERNATIONAL BUSINESS PARK, OBEROI GARDEN CITY, OFF. WESTERN EXPRESS HIGHWAY, GOREGAON (EAST), MUMBAI 400063 TO CONSIDER AND TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

**SPECIAL BUSINESS:**

**ITEM NO. 1 – TO APPROVE THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY:**

To approve the adoption of the amended and restated Articles of Association of the Company and to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 5 and 14 of the Companies Act, 2013 (“Companies Act”), read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any rules, regulations and guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and pursuant to the recommendation of the Board of Directors of the Company and pursuant to the Memorandum of Association and the Articles of Association of the Company, and in accordance with the amended and restated shareholders' agreement dated 1 July 2025, entered into by and among the Company, Mr. Pranay Agrawal, Mr. Srikanth Velamakanni, Mr. Gulu Mirchandani, Ms. Gita Mirchandani, GLM Family Trust, Quinag Bidco Ltd., TPG Fett Holdings Pte. Ltd., Ms. Chetana Kumar, Ms. Rupa Krishnan Agrawal, Mr. Narendra Kumar Agrawal, Chanakya Corporate Services Private Limited, Neo Secondaries Fund, Neo Radiance Fund - Series 1, Gaja Capital India Fund 2020 LLP, and Trust Group Co-Investors (the names of whom are set out in Annexure 3 of the amended and restated shareholders' agreement dated 1 July 2025) (“Amended SHA”), and other applicable laws and regulations and such requisite approvals, permissions, sanctions and consents as may necessary in this regard, and on such terms and conditions which may be accepted by the board of directors of the Company (“Board”), the consent and approval of the Members be and is hereby accorded to approve the adoption of the amended and restated Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** each of the directors and Ms. Somya Agarwal, Company Secretary of the Company, be and are hereby jointly, and/or severally authorized to make all necessary filings, notifications and intimations including requisite e-forms such as Form MGT-14, with relevant governmental, regulatory or statutory authorities (including relevant Registrar of Companies) or third parties, as the case may be and execute all such deeds and documents and take all such steps and do all such acts, matters, deeds and things as may be necessary, expedient or desirable to give effect to the aforementioned resolutions.

**RESOLVED FURTHER THAT** each of the directors or Ms. Somya Agarwal, Company Secretary of the Company or Mr. Abhishek Rathi or Mr. Ashwath Bhat, authorised signatories of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be expedient and necessary to give effect to this resolution, including without limitation signing, issuing and delivering a certified true copy of the foregoing resolution to any concerned persons / authority.”



**ITEM NO. 2 – TO CONSIDER AND APPROVE THE ISSUANCE OF BONUS SHARES TO THE EQUITY SHAREHOLDERS OF THE COMPANY**

To consider and approve the issuance of Bonus shares, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, as may be specified while according such approvals, approval of the Members be and is hereby accorded to the Board for Capitalization of Company's securities premium account/ free reserves or such other accounts, as may be considered appropriate, of a sum not exceeding ₹ 10,96,23,164 (Rupees Ten Crores Ninety-six lakhs Twenty-three Thousand One Hundred and Sixty-four only) and that such amounts be transferred to the share capital account and be applied for issue and allotment of 10,96,23,164 equity shares of face value Re. 1 each (“Equity Shares”) of the Company as bonus shares (“Bonus Equity Shares”) credited as fully paid-up, to all the existing shareholders of the Company holding Equity Shares whose names appear in the Register of Members/ Beneficial Owners' position of the Company on such Record Date i.e. July 28, 2025 and to make fair and reasonable adjustment to the exercise price against the issue of additional options to the option holders in the proportion of 1:4 i.e., 4 new fully equity shares of ₹ 1 each for every 1 existing fully paid-up equity share of ₹ 1 each of the Company held as on the Record Date and that the new Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by such members and not as income in lieu of dividend credited.

**RESOLVED FURTHER THAT** the Equity Shares of the Company proposed to be issued and allotted as Bonus Equity Shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of the Company.

**RESOLVED FURTHER THAT** the equity shares issued pursuant to the Bonus Issue shall be credited to the respective beneficiary accounts of the shareholders of the Company.

**RESOLVED FURTHER THAT** the bonus shares arising from the shares held in physical form shall be credited to the beneficiary account of the Company maintained with Ventura Securities Limited, titled “Fractal Analytics Limited Unclaimed Securities Suspense Escrow Account”, in accordance with applicable regulatory guidelines and procedures.

**RESOLVED FURTHER THAT** the adjustments in the exercise price and the number of options shall be communicated to the option holders of the company and shall rank pari-passu in all respects with and carry the same rights as the existing options of the company.

**RESOLVED FURTHER THAT** the necessary intimation for the issue and allotment of the said Bonus shares to the extent they relate to Non-Resident Indians (“NRIs”), Foreign Nationals, Overseas Corporate Bodies (“OCB”) be made to the RBI or any regulatory authorities as may be necessary.

**RESOLVED FURTHER THAT** in case of fractional entitlements arising out of the issue of bonus equity shares and to change the record date, each of the Directors of the Company, Ms. Somya Agarwal, Company Secretary of the Company, Mr. Ashwath Bhat, Authorized signatory of the Company, be and are hereby severally authorized.

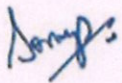
**RESOLVED FURTHER THAT** each of the Directors of the Company, Ms. Somya Agarwal, Company Secretary of the Company, Mr. Ashwath Bhat or Mr. Abhishek Rathi, Authorized signatories of the Company, be and are hereby severally authorized to sign and submit all the necessary documents and papers including e-forms with the relevant



authorities and in general, to do all such acts, things and deeds as may be necessary and expedient in the aforesaid regard to give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** each of the Directors of the Company, Ms. Somya Agarwal, Company Secretary of the Company, Mr. Ashwath Bhat or Mr. Abhishek Rathi, Authorized signatories of the Company, be and are hereby severally authorized for signing, issuing and delivering a certified true copy of the foregoing resolution to any concerned parties, as may be required.”

For and on behalf of Board of Directors  
of **Fractal Analytics Limited**



**Somya Agarwal**  
Company Secretary  
M No: A17336

Place: Mumbai  
Date: July 23, 2025



**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. PROXIES, IN ORDER TO BE VALID, MUST BE COMPLETELY FILLED, STAMPED, SIGNED AND RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE COMMENCEMENT OF THE MEETING. THE MEMBERS ARE ALSO REQUESTED TO SHARE THE SCANNED COPY OF THE FORM AT [secretarial@fractal.ai](mailto:secretarial@fractal.ai) BEFORE THE COMMENCEMENT OF THE ENSUING EXTRA-ORDINARY GENERAL MEETING.**
- 3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.**
4. Corporate Members intending to send their authorized representative to attend an Extraordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting at Registered office of the Company or e-mail to [secretarial@fractal.ai](mailto:secretarial@fractal.ai) before the commencement of the EGM.
5. The attendance slip for the members is annexed hereto this notice. Members should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
6. Explanatory Statement as required to be furnished under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice.
7. All documents referred in the notice and accompany explanatory statements are open for inspection at the Registered Office of the Company during office hours on all days except Saturday, Sunday & Public holidays between 11:00 a.m. and 1.00 p.m. up to the date of an Extraordinary General Meeting. Such Documents can be also inspected online by sending an email at [secretarial@fractal.ai](mailto:secretarial@fractal.ai) and the same shall be shared in electronic mode to the members to their respective email id's.
8. Members are requested to notify any change of address or email id to the Company immediately.
9. The members can pose the questions during the course of the meeting. The queries can also be given in advance at [secretarial@fractal.ai](mailto:secretarial@fractal.ai) to enable the Company to provide the required information.
10. Route-map to the venue of the Extra-Ordinary General Meeting is enclosed at the end of the Notice.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned under Item No. 1 and 2 of the EGM Notice.

### **ITEM NO. 1 – TO APPROVE THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY:**

It is proposed to amend the existing Articles of Association of the Company pursuant to the execution of the amended and restated shareholders' agreement dated 1 July 2025, entered into by and among the Company, Mr. Pranay Agrawal, Mr. Srikanth Velamakanni, Mr. Gulu Mirchandani, Ms. Gita Mirchandani, GLM Family Trust, Quinag Bidco Ltd., TPG Fett Holdings Pte. Ltd., Ms. Chetana Kumar, Ms. Rupa Krishnan Agrawal, Mr Narendra Kumar Agrawal, Chanakya Corporate Services Private Limited, Neo Secondaries Fund, Neo Radiance Fund - Series 1, Gaja Capital India Fund 2020 LLP, and Trust Group Co-Investors (the names of whom are set out in Annexure 3 of the amended and restated shareholders' agreement dated 1 July 2025) ("Amended SHA").

Pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 ("Companies Act"), read with the Companies (Incorporation) Rules, 2014, and other applicable provisions, if any, of the Companies Act (including any statutory modification(s) or re-enactment thereof for the time being in force), as well as any rules, regulations, and guidelines prescribed by the relevant authorities from time to time, to the extent applicable, and in accordance with the memorandum of association and the articles of association of the Company, it is proposed that the existing articles of association be substituted with the amended and restated articles of association of the Company ("Restated AoA").

The key amendments proposed to be made in the Part B of the Restated AoA are as follows:

	Key Amendment	Subject Matter
1.	Inclusion of New Shareholder	<p>The following shareholders have been made parties to the Part B of the Restated AoA: (a) GLM Family Trust, which shall form part of the OLMO Capital; (b) Neo Secondaries Fund; (c) Neo Radiance Fund - Series 1; (d) Gaja Capital India Fund 2020 LLP, (e) Chanakya Corporate Services Private Limited and (f) shareholders listed in Annexure 3 of the Amended SHA ((e) and (f) shall be collectively referred to as "Trust Group")</p> <p>The parties as set out in (b) to (f) shall be collectively being referred to the "New Investors". The changes have been made throughout the Part B of Restated AoA to reflect the specific rights and obligations of these parties, including the introduction of the term "New Investors" and the articulation of their collective and individual rights across the Part of Restated AoA.</p>
2.	Reserved Matters	<p>The New Investors have been granted following protective reserved matters: (a) adverse changes to the terms of their securities; or (ii) disproportionate changes to their rights under the Amended SHA relative to the rights of the Shareholder Groups, (except where such change arises or is required pursuant to an IPO approved by the IPO Committee), which cannot be effected without the affirmative written consent of Mr. Utpal Sheth (acting on behalf of the New Investors).</p>
3.	Expanded Information and Reporting Rights for New Significant Shareholders	<p>The Company is now required to provide New Investors, in addition to Significant Shareholders, with: (a) un-audited quarterly financial statements of</p>



	Investors	the Company and its subsidiaries within 30 days of quarter-end; (b) complete annual audited statements (consolidated and unconsolidated) within 120 days of year-end; and (c) any information reasonably required by New Investors for fund reporting, compliance, or regulatory requirements.
4.	Transfer Restrictions	<p>a. General Extension: All transfer restrictions now expressly apply to New Investors, with their rights and obligations integrated into the transfer regime.</p> <p>b. Right of First Offer (ROFO): The New Investors are now included as "ROFO Offerees" and have the right of first offer in respect of proposed transfers by other shareholders. If a selling shareholder (holding 1% or more of the share capital) proposes to transfer shares at any time prior to (x) the expiry of 12 months from the Closing Date (as defined in the Restated AoA), or (y) the consummation of the IPO, whichever is earlier, at a valuation below the New Investor Entry Valuation (as defined in the Restated AoA), such transfer shall require the prior written consent of Mr. Utpal Sheth (acting on behalf of the New Investors) and the Significant Shareholders, and shall be subject to the ROFO process. In the case of a selling shareholder holding less than 1% of the share capital, the proposed transfer shall be subject to the ROFO process but does not require the consent of Mr. Utpal Sheth (acting on behalf of the New Investors), even if the transfer is at a valuation below the New Investor Entry Valuation.</p> <p>c. Trust Group ROFO: A specific right of first offer process has been introduced for intra-Trust Group transfers, giving non-selling Trust Group members a pro rata right to acquire shares before they are offered to others. If Trust Group members do not exercise this right, the shares may be transferred under the general ROFO regime.</p> <p>d. Co-Sale Rights: Co-sale rights have been extended to New Investors, allowing them to participate in third-party sales on the same terms as the selling shareholder, subject to certain thresholds and exceptions.</p> <p>e. Exemptions: Transfers by shareholders holding less than 1% of Share Capital immediately prior to the Closing Date are exempt from certain restrictions.</p>
5.	Further Issuance of Capital	New Investors are now included as "Pre-emptive Right Holders" with rights to participate in new issuances of securities in proportion to their shareholding (even if the Proposed Issuance is a Permitted Down Round Issuance).
6.	Consent Requirement for IPO Below New Investor Entry Valuation; New Investors Rights and Obligations	<p>If the Company proposes to file a draft red herring prospectus (DRHP) for an IPO at a valuation below the New Investor Entry Valuation within 12 months of the Closing Date (IPO Due Date), the prior written consent of Mr. Utpal Sheth (acting on behalf of the New Investors) is required. After the IPO Due Date, this consent is no longer required, even if the valuation is below the New Investor Entry Valuation.</p> <p>The IPO process and related rights have been revised to include New Investors, granting them rights to participate in the IPO (subject to legal eligibility), to be indemnified for misstatements in IPO documents, and to have their pro rata</p>



		share of liability for such misstatements clearly defined.
7. Drag-Along Obligations		Drag-along obligations have been extended to include New Investors, ensuring they are treated equally as other shareholders in exit scenarios.
8. Additional Compliance and Governance Provisions		The Company's obligations regarding compliance with laws, tax, anti-corruption, anti-money laundering, and ESG matters have been extended to include New Investors, with corresponding cooperation and information-sharing requirements.
9. Exercise of Rights		The mechanism for exercising consent and approval rights by each of the New Investors has been set out.

The Members may note that the Board of Directors of the Company had at their meeting held on July 22, 2025, approved the alterations of Articles of Association, subject to the approval of the members, by adopting the amended and restated Articles of Association of the Company to incorporate the terms and conditions of the amended and restated shareholders' agreement dated 1<sup>st</sup> July 2025.

In terms of Section 14 of the Companies Act 2013, Alteration of Articles of Association requires approval from Members of the company by way of special resolution. The Board recommends the resolution as a special resolution as set out in item no. 2 of the Notice for the approval of the Members of the Company.

The proposal being a reserved matter in terms of the amended and restated shareholders' agreement dated July 1, 2025, and the Articles of Association of the Company, requisite affirmative votes of the relevant shareholder Directors have been obtained at the Board meeting held on July 22, 2025.

The copies of the existing and the amended Articles of Association are available for inspection by the members at the registered office of the Company on all working days, during business hours up to the ensuing general meeting and will also be made available at the meeting.

None of the directors or their relatives, key managerial personnel or their relatives, are in any way concerned or interested in the said resolution except to the extent of their shareholding in the Company.

The Board recommends the resolution set out at item no. 1 of the accompanying Notice for approval of the members as a special resolution.

#### **ITEM NO. 2 – TO CONSIDER AND APPROVE THE ISSUANCE OF BONUS SHARES TO THE EQUITY SHAREHOLDERS OF THE COMPANY:**

It is brought to the attention of the Members that the operations and performance of the Company has grown significantly over the past few years, which has generated considerable interest in the Company's equity shares; also considering the need to capitalize the securities premium account/ free reserves or such other accounts and to rationalize the capital structure and in appreciation of continuing support from shareholders of the Company, it was proposed to issue bonus shares in the proportion of 4 new fully paid- up equity share of Re. 1/- (Rupee One) each for every 1 (One) existing fully paid-up equity shares of Re. 1/- (Rupee One) each held by them (i.e. in the ratio of 1: 4 ), as on the record date i.e. July 28, 2025 by capitalizing a sum not exceeding ₹ 10,96,23,164 (Rupees Ten Crores Ninety-six lakhs Twenty-three Thousand One Hundred and Sixty-four only), of Company's securities premium account/ free reserves or such other accounts, as may be considered appropriate. It was also proposed to make a fair and reasonable adjustment to the exercise price against the issue of additional options to the option holders.

Further the members are also informed that pursuant to the provisions of the Companies Act, 2013, the Company has outstanding securities premium / free reserves of ₹ 16,088.93 million, as on March 31, 2025.



The Members shall also be informed that all the conditions specified in Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital & Debentures) Rules 2014, are duly complied with and that the issue of Bonus shares by capitalization of reserves is authorized by the Articles of Association of the Company.

The Bonus Shares, from the date of allotment thereof, shall rank pari- passu in all respect with the existing equity shares of the Company.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company.

The Members may note that the bonus shares arising from the shares held in physical form shall be credited in dematerialized form to the beneficiary account of the Company maintained with Ventura Securities Limited, titled 'Fractal Analytics Limited Unclaimed Securities Suspense Escrow Account', in accordance with applicable regulatory guidelines and procedures. The same shall be credited to the respective beneficiary account of the shareholder upon dematerialization of their physical shares.


The Members may also note that the Board of Directors of the Company at their meeting held on July 22, 2025, approved the issuance of bonus shares and a fair and reasonable adjustment to the exercise price against the issue of additional options to the option holders, subject to the approval of the Members.

The proposal being a reserved matter in terms of the amended and restated shareholders' agreement dated July 1, 2025, and the Articles of Association of the Company, requisite affirmative votes of the relevant shareholder Directors have been obtained at the Board meeting held on July 22, 2025.

None of the directors or their relatives, key managerial personnel or their relatives, are in any way, concerned or interested in the said resolution except to the extent of their shareholding in the Company.

The Board recommends the resolution set out at item no.2 of the accompanying Notice for approval of the members as an ordinary resolution.

For and on behalf of Board of Directors  
of **Fractal Analytics Limited**



**Somya Agarwal**  
Company Secretary  
M No: A17336

Place: Mumbai  
Date: July 23, 2025



# ATTENDANCE SLIP

Name of the Company : Fractal Analytics Limited

CIN : U72400MH2000PLC125369

Registered office : Level 7, Commerz II, International Business Park, Oberoi Garden City, Off. Western Express Highway, Goregaon (East), Mumbai – 400063, Maharashtra, India

Extra-Ordinary General Meeting (Serial No. 01/2025-26) – Tuesday, July 29, 2025

Registered Folio No.	
Client ID No.*	
DP ID No.*	
No. of Shares	

(\*Applicable for the members holding shares in electronic form)

I certify that I am a member / proxy / authorized representative for the member of the Company.

I / We hereby record my / our presence at the Extra-Ordinary General Meeting (Serial No: 01/2025-26) of the Company held on Tuesday, July 29, 2025, at the registered office of the Company situated at Level 7, Commerz II, International Business Park, Oberoi Garden City, Off W.E. Highway, Goregaon (East), Mumbai, 400063 Maharashtra, India.

Name/s and address of the Member(s)  Joint Holder 1 Joint holder 2  (in Block Letters)	
Name of the Proxy (in Block Letters)	
Signature of the Member / Proxy	

NOTE: Members / Proxies are requested to bring this attendance slip with them.



**PROXY FORM**

**Form No. MGT-11**

*(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)*

Name of the Company: Fractal Analytics Limited

CIN : U72400MH2000PLC125369

Registered office : Level 7, Commerz II, International Business Park, Oberoi Garden City, Off. Western Express Highway, Goregaon (East), Mumbai – 400063, Maharashtra, India

Extra-Ordinary General Meeting (Serial No. 01/2025-26) – Tuesday, July 29, 2025

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No. / Client ID *:	
DP ID *:	

*(\*Applicable for the members holding shares in electronic form)*

I / We, being the member (s) of ..... shares of the above-named Company, hereby appoint:

Name: .....

Address: .....

E-mail Id:.....;

Signature:.....

or failing him / her

Name: .....

Address: .....

E-mail Id:.....;

Signature:.....



as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting (Serial No. 01/2025-26) of the Company, to be held Tuesday, July 29, 2025 at the registered office of the Company situated at Level 7, Commerz II, International Business Park, Oberoi Garden City, Off W.E. Highway, Goregaon (East), Mumbai 400063, Maharashtra, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Particulars
<b>Special Business:</b>	
1.	Approve the adoption of the amended and restated Articles of Association of the Company
2.	Issuance of bonus shares to the equity shareholders of the Company

Signed this ..... day of....., 2025

Affix  
Revenue  
Stamp

.....  
**Signature of Member**

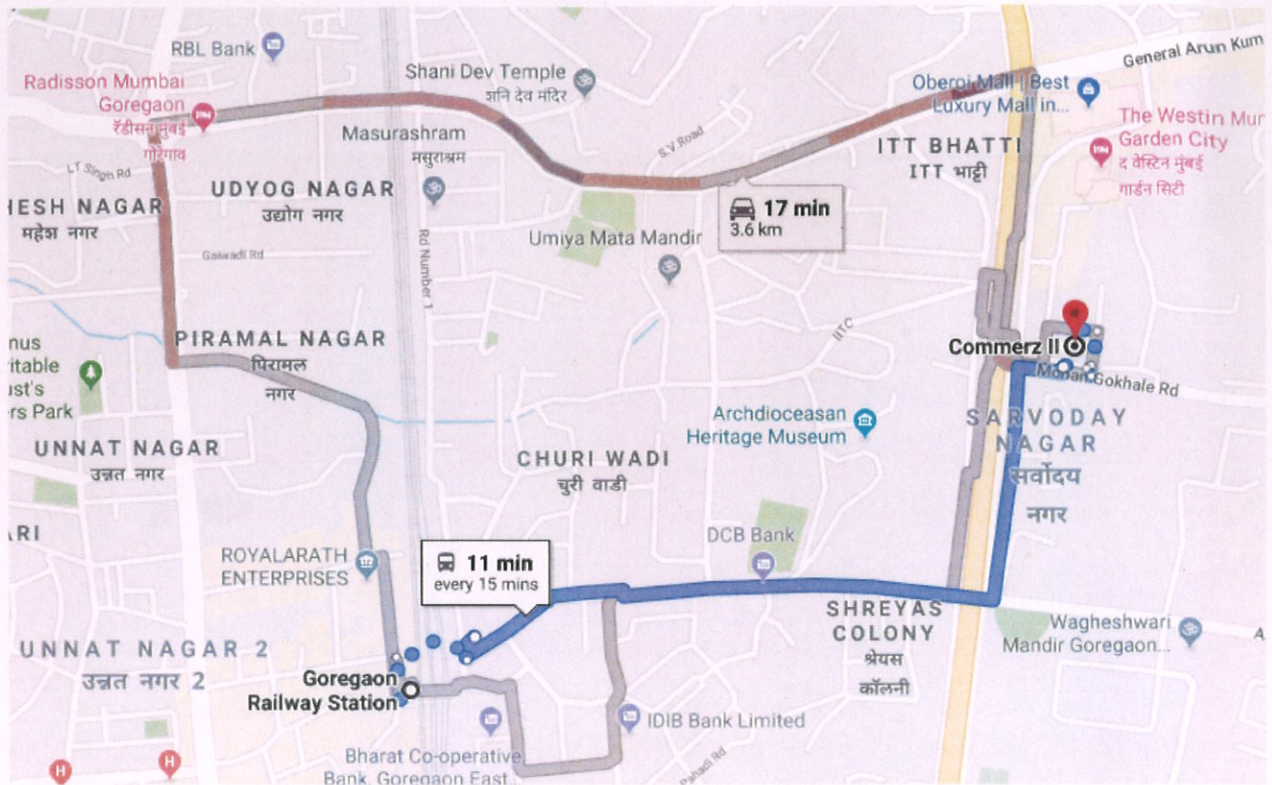
.....  
**Signature of Proxy Holder(s)**

**NOTE:**

*This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company before the commencement of the meeting. The members are also requested to share the scanned copy of the form at [secretarial@fractal.ai](mailto:secretarial@fractal.ai) before the commencement of the ensuing Extra-Ordinary General Meeting.*



**ROUTE MAP FOR THE VENUE TO THE EXTRA-ORDINARY GENERAL MEETING  
(SERIAL NO 01/2025-26)**



**Fractal Analytics Limited**

Level 7, Commerz II, International Business Park,  
Oberoi Garden City, Off. Western Express Highway,  
Goregaon (East), Mumbai-400063