

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF FRACTAL ANALYTICS LIMITED ('COMPANY') WILL BE HELD ON TUESDAY, JULY 15, 2025, AT 11:00 AM (IST), 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 BUSINESS:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary resolution**:

“RESOLVED THAT the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2025, along with the reports of the Board of Directors and the Auditors, as circulated to the members, be and are hereby considered and adopted.”

Item No. 2 – Appointment of Mr. Rohan Haldea (DIN: 08335883) as a Director, liable to retire by rotation

To appoint a director in place of Mr. Rohan Haldea (DIN: 08335883), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, seeks re-appointment and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Mr. Rohan Haldea (DIN: 08335883), director, who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

RESOLVED FURTHER THAT each of the Directors of the Company or Ms. Somya Agarwal, Company Secretary of the Company, be and are hereby severally authorized to certify a copy of the above resolution and issue the same to all concerned parties.”

Item No. 3 – Appointment of Mr. Gavin Echlin Patterson (DIN: 08553630) as a Director, liable to retire by rotation

To appoint a director in place of Mr. Gavin Echlin Patterson (DIN: 08553630), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, seeks

re-appointment and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Mr. Gavin Echlin Patterson (DIN: 08553630), director, who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company.

RESOLVED FURTHER THAT each of the directors of the Company or Ms. Somya Agarwal, Company Secretary of the Company, be and are hereby severally authorized to certify a copy of the above resolution and issue the same to all concerned parties.”

SPECIAL BUSINESS:

Item No. 4 – To consider and approve the remuneration payable to Ms. Chetana Kumar, within the range of ₹ 1,30,00,000 per annum to ₹ 1,57,65,750 per annum for FY 2025-26 and thereafter pursuant to her appointment to office/place of profit in the Company

To consider and approve the remuneration payable to Ms. Chetana Kumar, within the range of ₹ 1,30,00,000 per annum to ₹ 1,57,65,750 per annum (fixed + variable pay per annum) for FY 2025-26 and thereafter pursuant to her appointment to office/place of profit in the Company and to pass, with or without modification(s), the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014 and other applicable provisions of the Companies Act 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded on the remuneration payable for FY 2025-26 and thereafter, to Ms. Chetana Kumar, Head - Corporate Social Responsibility and Special Projects (spouse of Mr. Srikanth Velamakanni, Whole-time Director of the Company), within the range of ₹ 1,30,00,000 per annum to ₹ 1,57,65,750 per annum (fixed + variable pay per annum), pursuant to her appointment to office/ place of profit in the Company.

RESOLVED FURTHER THAT any increase in the remuneration payable to Ms. Chetana Kumar over and above the prescribed limit shall require fresh approval.

RESOLVED FURTHER THAT pursuant to Section 189 read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules 2014 and other applicable provisions of the Companies Act 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), each of the directors of the Company, Ms. Somya Agarwal, Company Secretary of the Company and/ or Mr. Ashwath Bhat or Mr. Abhishek Rathi, authorized signatories of the Company be and are hereby

severally authorized to do the necessary entries in the register of contracts or arrangements in which directors are interested and authenticate them and do all such acts, deeds and things in accordance with applicable laws, as may be required for and on behalf of the Company pursuant to, or for giving effect to the foregoing resolution including without limitation signing, issuing and delivering a certified true copy of the foregoing resolution to any concerned persons, as may be required.”

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

sd/-
Somya Agarwal
Company Secretary
M No: A17336

Place: Mumbai
Date: May 21, 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 NOT LESS THAN TWENTY-FOUR (24) HOURS BEFORE THE COMMENCEMENT OF THE ENSUING ANNUAL GENERAL MEETING. THE MEMBERS ARE ALSO REQUESTED TO SHARE THE SCANNED COPY OF THE FORM AT SOMYA.AGARWAL@FRACTAL.AI
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% 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 SHAREHOLDER.
4. Corporate members/ Institutional Investors who are intending to appoint their authorised representatives pursuant to Section 113 of the Companies Act, 2013

to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

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. Pursuant to the Secretarial Standard-2 on “General Meetings” issued by the Institute of Company Secretaries of India (ICSI), brief resume and relevant details of the Directors proposed to be appointed at the ensuing Annual General Meeting is stated in the **Annexure** to the Notice.
7. Explanatory Statement as required to be furnished under Section 102 of the Companies Act, 2013 is annexed to this notice.
8. All documents referred to in the notice along with the Register of Directors and Key Managerial Personnel and their Shareholdings, as maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested as maintained under Section 189 of the Companies Act, 2013 will be open for inspection by the members at the registered office of the Company prior to the date of the meeting during normal business hours on working days and will also be made available for inspection at the ensuing annual general meeting.
9. Members are requested to intimate changes, if any about their name, postal address or email address, PAN, etc. to their Depository Participant (“DP”) in case the shares are held in electronic form and to the Company in case shares are held in physical form immediately and enclosing the self-attested supporting documents.
10. Electronic copy of the annual report is being sent to all the members whose email ids are registered with the Company for communication purposes unless any member has requested for a hard/physical copy of the same. In case you wish to get a hard/physical copy of the annual report, you may write to the Company in advance at secretarial@fractal.ai.
11. Members who hold shares in hard/physical form are advised to dematerialize their shareholding.
12. Route-map to the venue of the ensuing annual general meeting is enclosed at the end of the Notice.

Annexures to the Item no. 2 & 3

Pursuant to the Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India (ICSI), brief resume and relevant details of the Directors proposed to be appointed at the ensuing Annual General Meeting are stated below:

Name	Mr. Rohan Haldea	Mr. Gavin Echlin Patterson
DIN	08335883	08553630
Date of Birth (Age)	23 December 1978 (46 years)	6 September 1967 (57 years)
Nationality	British Citizen	British Citizen
Date of first appointment on the Board	15 February, 2019	10 September, 2019
Designation	Non- Executive Director	Non- Executive Director
Qualification	<ul style="list-style-type: none"> Bachelor of Technology in Manufacturing Science and Engineering from IIT Delhi Master in Business Administration from Harvard University 	<ul style="list-style-type: none"> Master of Engineering from Cambridge University Master of Arts from Cambridge University
Experience/ Expertise	He has been associated with Apax Partners LLP since 2007 and is currently their partner.	He is currently on the board of directors of Ocado and Wix. He serves as a non-executive chairman on the board of directors of Elixirr International Plc and 'Kahoot!'. He is also Chair of the Board at Alzheimer's Research UK. Previously, he was also CEO and director on the board of BT Group Plc and President and Chief Revenue Officer at Salesforce and has also been a member on the board of British Airways Plc.
Terms and Conditions of Appointment or Re-appointment.	Re-appointment as Director of the Company, liable to retire by rotation to comply with the provisions of Section 152 of the Companies Act, 2013	Re-appointment as Director of the Company, liable to retire by rotation to comply with the provisions of Section 152 of the Companies Act, 2013
Remuneration sought to be paid	Not Applicable	Not Applicable
Remuneration last drawn	Not Applicable	Not Applicable
Number of Board Meetings attended during their tenure in the F.Y. 2024-25	05	05
Shareholding in the Company (Equity Shares of ₹ 1/- each).	Nil	61,199
List of Directorship held in other Companies (including Private Limited Companies)	<ol style="list-style-type: none"> Anthracite Topco Inc IG Topco Corporation Reaper Topco Limited Thoughtworks Holding Inc 	<ol style="list-style-type: none"> Tario Ventures Ltd Elixirr International PLC Mobileum Tario Partners Members Ltd WIX Kahoot! X3T Beamery Malt London School of Economics and Political Science Ocado Group PLC Zayo Europe Limited Writer EMEA Advisory Board Alzheimer's Research UK Applogic LLC
Membership/ Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> Thoughtworks Holding Inc - Compensation and Talent Committee - Member 	<ol style="list-style-type: none"> WIX - Compensation Committee - Member Elixirr International PLC - Nomination Committee - Chairperson Elixirr International PLC - Remuneration Committee - Chairperson Beamery - Compensation Committee - Member Ocado Group PLC - People Committee - Member Ocado Group PLC - Remuneration Committee - Member Kahoot! - Nomination and Remuneration Committee - Member
Relationship with other Directors, KMP of the Company.	None	None

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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned under Item 4 of the AGM Notice.

Item No. 4

APPROVAL OF THE REMUNERATION PAYABLE TO MS. CHETANA KUMAR, WITHIN THE RANGE OF ₹ 1,30,00,000 PER ANNUM TO ₹ 1,57,65,750 PER ANNUM FOR FY 2025-26 AND THEREAFTER PURSUANT TO HER APPOINTMENT TO OFFICE/ PLACE OF PROFIT IN THE COMPANY

The Members are informed that the position of Ms. Chetana Kumar (Spouse of Mr. Srikanth Velamakanni, Whole-time Director of the Company) in the Company, as a Head - Corporate Social Responsibility and Special Projects is treated as an office/place of profit under Section 188 of the Companies Act, 2013 read with relevant rules thereunder.

It is proposed that the remuneration payable to Ms. Chetana Kumar shall be within the range of ₹ 1,30,00,000 per annum to ₹ 1,57,65,750 per annum (fixed + variable pay per annum) for FY 2025-26 and thereafter.

Any payment of remuneration exceeding the above-mentioned thresholds to Ms. Chetana Kumar, shall require fresh approval.

Accordingly, the Board in its meeting held on May 20, 2025, on the basis of the recommendation of the Audit and Risk Committee at its meeting held on May 19, 2025, approved the said item, subject to the approval of the Members of the Company.

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.

None of the directors or their relatives, key managerial personnel or their relatives expect Mr. Srikanth Velamakanni, Whole-time director of the company and Spouse of Ms. Chetana Kumar, are in any way concerned or interested in the said resolution.

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

sd/-

Somya Agarwal
Company Secretary
M No: A17336

Place: Mumbai
Date: May 21, 2025

ATTENDANCE SLIP

Name of the Company	Fractal Analytics Limited
Registered office	Level 7, Commerz II, International Business Park, Oberoi Garden City, Off. Western Express Highway, Goregaon (East), Mumbai - 400063
CIN	U72400MH2000PLC125369
25 th Annual General Meeting - Tuesday, July 15, 2025, at 11:00 AM (IST).	
Registered Folio No.	
Client ID No.*	
DP ID No.*	
No. of Shares	

(*Applicable for the shareholders 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 25th Annual General Meeting of the Company held on Tuesday, July 15, 2025, at 11:00 AM (IST) at the registered office at Level 7, Commerz II, International Business Park, Oberoi Garden City, Off W.E. Highway, Goregaon (East), Mumbai 400063.

Name/s and address of the Shareholder(s)	
Joint Holder 1 (in Block Letters)	
Joint holder 2 (in Block Letters)	
Name of the Proxy (in Block Letters)	
Signature of the Shareholder / 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
Registered office	Level 7, Commerz II, International Business Park, Oberoi Garden City, Off. Western Express Highway, Goregaon (East), Mumbai - 400063
CIN	U72400MH2000PLC125369
25 th Annual General Meeting - Tuesday, July 15, 2025, at 11:00 AM (IST).	
Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No. / Client ID	
DP ID No.*	

(*Applicable for the shareholders 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 25th Annual General Meeting of the Company, to be held on Tuesday, July 15, 2025, at 11:00 AM (IST) at Level 7, Commerz II, International Business Park, Oberoi Garden City, Off W.E. Highway, Goregaon (East), Mumbai 400063, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Particulars
Ordinary Business:	
1.	Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.
2.	Appointment of Mr. Rohan Haldea as a Director, liable to retire by rotation.
3.	Appointment of Mr. Gavin Echlin Patterson as a Director, liable to retire by rotation.
Special Business:	
4.	Approval of the remuneration payable to Ms. Chetana Kumar, within the range of ₹ 1,30,00,000 per annum to ₹ 1,57,65,750 per annum for FY 2025-26 and thereafter pursuant to her appointment to office/ place of profit in the Company.

Signed this day of....., 2025

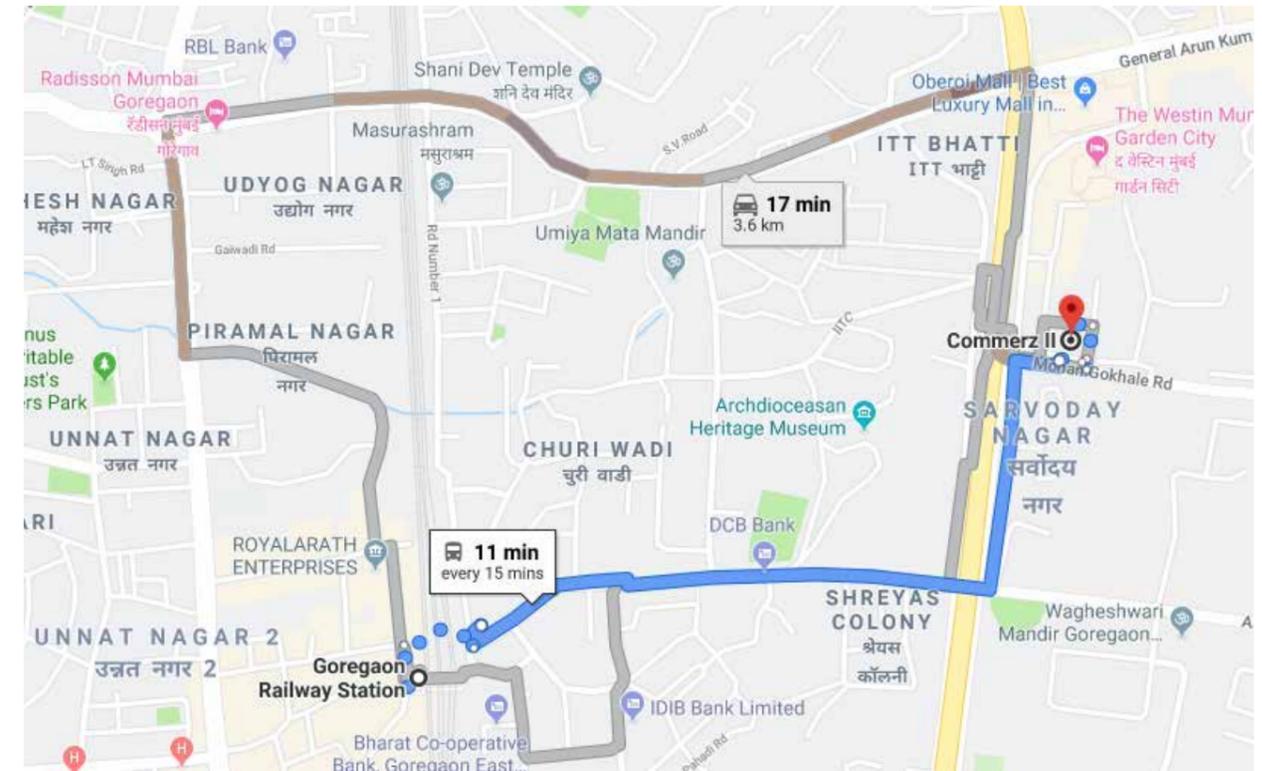
.....
Signature of Shareholder

Affix Revenue Stamp

.....
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, not less than 24 hours before the commencement of the meeting. The members are also requested to share the scanned copy of the form at somya.agarwal@fractal.ai before the commencement of the ensuing Annual General Meeting.

ROUTE MAP FOR THE VENUE TO THE 25th ANNUAL GENERAL MEETING



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