

**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 THIRD EXTRA-ORDINARY GENERAL MEETING (EGM) (SERIAL NO.: 03/2025-26) FOR THE FINANCIAL YEAR 2025-26 OF THE MEMBERS OF FRACTAL ANALYTICS LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, OCTOBER 10, 2025 AT A SHORTER NOTICE AT 11:00 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT LEVEL 7, COMMERZ II, INTERNATIONAL BUSINESS PARK, OBEROI GARDEN CITY, GOREGAON (EAST), MUMBAI - 400063 TO CONSIDER AND TRANSACT THE FOLLOWING BUSINESS:

**SPECIAL BUSINESSES:**

**ITEM NO. 1 - TO APPROVE THE RE-APPOINTMENT OF MS. NEELAM DHAWAN (DIN: 00871445) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

**"RESOLVED THAT**, pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") the Companies (Appointment and Qualification of Directors), Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment(s) thereof, for the time being in force) ("SEBI Listing Regulations"), and in accordance with the Articles of Association of the Company, amended and restated shareholders' agreement dated July 01, 2025 read along with the amendment agreement ("SHA") thereof and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board, Ms. Neelam Dhawan (DIN: 00871445), Independent Director of the Company, whose period of office is liable to expire on October 10, 2025, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 consecutive years commencing from October 11, 2025 till October 10, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, each of the Directors of the Company, Ms. Somya Agarwal, Company Secretary and Compliance Officer or Mr. Ashwath Bhat, Chief Financial Officer of the Company 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, including with the Registrar of Companies, Maharashtra at Mumbai, furnish any returns or submit any other

documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents including letter of appointment/ re-appointment, 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 one 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, including without limitation signing, issuing and delivering a certified true copy of the foregoing resolution to any concerned persons, as may be required.”

**ITEM NO. 2 - TO APPROVE THE RE-APPOINTMENT OF MS. KAREN ANN TERRELL (DIN: 09764751) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) the Companies (Appointment and Qualification of Directors), Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment(s) thereof, for the time being in force) (“SEBI Listing Regulations”), and in accordance with the articles of association of the Company, amended and restated shareholders’ agreement dated July 01, 2025 read along with the amendment agreement (“SHA”) thereof and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board, Ms. Karen Ann Terrell (DIN: 09764751), Independent Director of the Company, whose period of office is liable to expire on October 25, 2025, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 consecutive years commencing from October 26, 2025 till October 25, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, each of the Directors of the Company, Ms. Somya Agarwal, Company Secretary and Compliance Officer or Mr. Ashwath Bhat, Chief Financial Officer of the Company 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, including with the Registrar of Companies, Maharashtra at Mumbai, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents including letter of appointment, 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 one 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, including without limitation signing, issuing and delivering a certified true copy of the foregoing resolution to any concerned persons, as may be required.”

**ITEM NO. 3 – TO CONSIDER AND APPROVE THE PAYMENT OF REMUNERATION TO MS. NEELAM DHAWAN AND MS. KAREN ANN TERRELL, NON-EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 197 and other applicable provisions of Companies Act, 2013 (the “Act”) read with the rules made thereunder and Schedule V of the Act and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the approval of the Board, basis the recommendation of Nomination & Remuneration Committee, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to the Non-executive Independent Directors of the Company (including in case of no profits or inadequacy of profits) as listed below:

Independent Directors	Remuneration (including sitting fees, if any)	Payment Tenure
Ms. Neelam Dhawan	Upto a maximum of INR equivalent of USD 125,000 per annum	October 11, 2025 till October 10, 2030 (both days inclusive)
Ms. Karen Ann Terrell	Upto a maximum of INR equivalent of USD 125,000 per annum	October 26, 2025 till October 25, 2030 (both days inclusive)

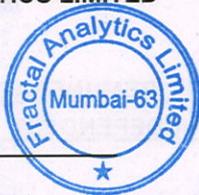
**RESOLVED FURTHER THAT** the members hereby approve that disbursement of all amounts which Ms. Neelam Dhawan, is entitled to receive pursuant to the terms of her Letter of Appointment.

**RESOLVED FURTHER THAT** the members hereby approve that disbursement of all amounts which Ms. Karen Ann Terrell is entitled to receive pursuant to the terms of her Letter of Appointment, and shall be paid to the credit of her bank account - DKT Living Trust, unless provided otherwise.

**RESOLVED FURTHER THAT,** each of the directors of the Company, Ms. Somya Agarwal, Company Secretary and Compliance Officer or Mr. Ashwath Bhat, Chief Financial Officer, be and are hereby severally authorised to 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, making necessary filings / application with the regulatory authorities or 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**



**Somya Agarwal**  
**Company Secretary and Compliance Officer**  
**M. No. A17336**  
**Place: Mumbai**  
**Date: October 06, 2025**

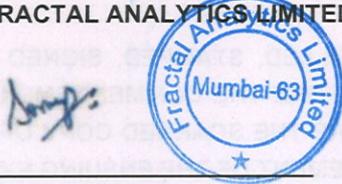
Payment Terms	Remuneration (including sitting fees) (if any)	Independent Director
October 1, 2025 till October 31, 2025 (both days inclusive)	Up to a maximum of INR 25,000 per month	Mr. Karan Agarwal
October 2nd, 2025 till October 23, 2025 (both days inclusive)	Up to a maximum of INR 25,000 per month	Mr. Karan Agarwal

**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.

**For and on behalf of Board of Directors of  
FRACTAL ANALYTICS LIMITED**



**Somya Agarwal**  
**Company Secretary and Compliance Officer**  
**M. No. A17336**  
**Place: Mumbai**  
**Date: October 06, 2025**

## 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, 2 and 3 of the EGM Notice.

### **ITEM NO. 1 - TO APPROVE THE RE-APPOINTMENT OF MS. NEELAM DHAWAN (DIN: 00871445) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Board is informed that Ms. Neelam Dhawan (DIN: 00871445) was appointed on the Board as an Independent director for a term of three years commencing from October 11, 2022. Accordingly, her three-year tenure as the Independent Director of the Company will end on October 10, 2025.

Based on the performance evaluation, her skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board of Directors have recommended the re-appointment of Ms. Neelam Dhawan as an Independent Director pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013. Ms. Dhawan also fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a declaration from Ms. Neelam Dhawan confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Ms. Neelam Dhawan to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160(1) of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Ms. Neelam Dhawan to be re-appointed as an Independent Director.

Pursuant to Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Neelam Dhawan has enrolled her name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

Ms. Neelam Dhawan, is a recognized business leader and who brings with her a gamut of expertise in managing complex technology businesses. She is known to be one of the key participants in shaping the IT industry in India and has phenomenal experience of IT transformation across multiple industries – banking and finance, telecommunications, manufacturing, health care and government. The Board believes her continued association will bring significant strategic value to the Company.

In the opinion of the Board of Directors, Ms. Neelam Dhawan (DIN: 00871445) is eligible to be re-appointed as an Independent Director of the Company for a second term of 5 consecutive years commencing from October 11, 2025 till October 10, 2030 (both days inclusive).

In compliance with the provisions of the Companies Act, 2013, its' applicable rules and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has received the statutory disclosures and declarations from Ms. Dhawan.

Details of Ms. Neelam Dhawan pursuant to the provisions of (i) SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are provided in the "Annexure-A" to Notice.

A copy of the draft letter of appointment setting out the terms and conditions of her appointment is available for inspection at the registered office of the Company during business hours and will also be made available at the meeting.

The Board recommends the Special Resolution as set out in Item No. 1 of the Notice for the approval of the Members.

Except Ms. Neelam Dhawan, being the appointee or her relatives, 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 their shareholding in the Company.

**ITEM NO. 2 - TO APPROVE THE RE-APPOINTMENT OF MS. KAREN ANN TERRELL (DIN: 09764751) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Board is informed that Ms. Karen Ann Terrell (DIN: 09764751) was appointed on the Board as an Independent director for a term of three years commencing from October 26, 2022. Accordingly, her three-year tenure as the Independent Director of the Company will end on October 25, 2025.

Based on the performance evaluation, her skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board of Directors have recommended the re-appointment of Ms. Karen Ann Terrell as an Independent Director pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013. Ms. Terrell also fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a declaration from Ms. Karen Ann Terrell confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Ms. Karen Ann Terrell to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160(1) of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Ms. Karen Ann Terrell to be re-appointed as an Independent Director.

Pursuant to Section 150 of the Companies, Act 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Karen Ann Terrell has enrolled her name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

Ms. Karen Ann Terrell, is a well-respected business leader and brings with her a rich knowledge and plethora of experience in the field of technology engineering and support for global supply chains, merchandising, finance, cyber security and enterprise infrastructure. She has been a transformational technology leader in Automotive, Pharma, and Retail industries where she drove technology modernization and transformed technology stacks which allowed business model transformation for the companies she was associated with. The Board believes her continued association will bring significant strategic value to the Company.

In the opinion of the Board of Directors, Ms. Karen Ann Terrell (DIN: 09764751) is eligible to be re-appointed as an Independent Director of the Company for a second term of 5 consecutive years commencing from October 26, 2025 till October 25, 2030 (both days inclusive).

In compliance with the provisions of the Companies Act, 2013, its' applicable rules and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has received the statutory disclosures and declarations from Ms. Karen Ann Terrell.

Details of Ms. Karen Ann Terrell pursuant to the provisions of (i) SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are provided in the "Annexure-A" to Notice.

A copy of the draft letter of appointment setting out the terms and conditions of her appointment is available for inspection at the registered office of the Company during business hours and will also be made available at the meeting.

The Board recommends the Special Resolution as set out in Item No. 2 of the Notice for the approval of the Members.

Except Ms. Karen Ann Terrell, being the appointee or her relatives, 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 their shareholding in the Company.

**ITEM NO. 3 - TO CONSIDER AND APPROVE THE PAYMENT OF REMUNERATION TO MS. NEELAM DHAWAN AND MS. KAREN ANN TERRELL, NON-EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY**

Basis the recommendations of the Nomination and Remuneration Committee (NRC) on October 4, 2025, the Board on October 05, 2025, (vide circular resolution), had approved the re-appointment of Ms. Neelam Dhawan & Ms. Karen Ann Terrell as Non-Executive Independent Directors of the Company and at such remuneration, such that each of them be respectively paid sitting fee (if any), in accordance with the policies of the Company and remuneration by way of profit based commission or any other payment (including in case of no profits or inadequacy of profits) as may be recommended by the Board, up to a maximum of INR equivalent of USD 125,000 per annum and reimbursed expenses for attending Board and Board Committee/s meetings as per Article of Association of the Company, as may be approved by the Board from time to time in accordance with the applicable laws and approved by the members from time to time.

The Board accordingly, hereby recommends to the members for approval the payment of remuneration to the below mentioned Non-Executive Independent Directors of the Company (including in case of no profits or inadequacy of profits), in accordance with the provisions of Section 149(9) and all other applicable provision of the Companies Act, 2013 read with applicable rules, Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force), as listed below:

Independent Directors	Remuneration (including sitting fees, if any)	Payment Tenure
Ms. Neelam Dhawan	Upto a maximum of INR equivalent of USD 125,000 per annum	October 11, 2025 till October 10, 2030 (both days inclusive)

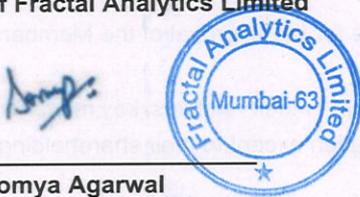
Ms. Karen Ann Terrell	Upto a maximum of INR equivalent of USD 125,000 per annum	October 26, 2025 till October 25, 2030 (both days inclusive)
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It is further informed that disbursement of all amounts, which Ms. Karen Ann Terrell is entitled to receive pursuant to the terms of her Letter of Appointment (LoA), is to be paid to the credit of her bank account - DKT Living Trust.

Except for Ms. Neelam Dhawan & Ms. Karen Ann Terrell, to whom the resolution relates, 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 of Directors accordingly recommend the Special Resolution set out at Item No. 3 of the Notice for the approval of the Members.

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



**Somya Agarwal**  
**Company Secretary and Compliance Officer**  
**M. No. A17336**

**Place: Mumbai**  
**Date: October 06, 2025**

Independent Directors	Remuneration (including sitting fees) if any	Payment Terms
Ms. Neelam Dhawan	Upto a maximum of INR equivalent of USD 125,000 per annum	October 11, 2025 till October 10, 2030 (both days inclusive)

**Annexure A**

**Details of Director seeking re-appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings**

<b>Name</b>	<b>Ms. Neelam Dhawan</b>	<b>Ms. Karen Ann Terrell</b>
DIN	00871445	09764751
Date of Birth (Age)	October 22, 1959 (65 years)	March 22, 1961 (64 years)
Nationality	Indian	Canadian
Date of Appointment as Director	October 11, 2022	October 26, 2022
Designation	Non-Executive Independent Director	Non-Executive Independent Director
Qualification	<ul style="list-style-type: none"> <li>Bachelor of arts (honours course) degree in economics from University of Delhi, New Delhi</li> <li>Master of business administration degree from University of Delhi, New Delhi</li> </ul>	<ul style="list-style-type: none"> <li>Bachelor of Science degree in electrical engineering from General Motors Institute, United States.</li> <li>Master of Science degree in electrical engineering from Purdue University, United States</li> </ul>
Brief Resume	<p>Neelam Dhawan is an Independent Director of our Company. She holds a bachelor of arts (honours course) degree in economics from University of Delhi, New Delhi and a master of business administration degree from University of Delhi, New Delhi. She was recognized by Fortune India and Forbes as one of the 'Most Powerful Women in Business'. She has over 29 years of experience in the technology sector. Prior to joining our Company, she has been associated with Hewlett Packard Enterprise India Private Limited as their vice-president – solutions sales and as its managing director, Hewlett-Packard Asia Pacific Pte. Ltd. as their sales vice-president IV, Microsoft Corporation (India) Pvt Ltd as its managing director and she was on the supervisory board of Royal Philips, Netherlands.</p>	<p>Karen Ann Terrell is an Independent Director of our Company. She holds a bachelor's of science degree in electrical engineering from General Motors Institute, United States and a master's of science degree in electrical engineering from Purdue University, United States. She is a recipient of the Fisher-Hopper Prize for lifetime achievement in CIO Leadership in 2016. Prior to joining our Company, she has been associated with Wal-mart Stores, Inc. as their chief information officer, with GSK plc. (formerly known as GlaxoSmithKline) as their chief digital &amp; technology officer, with Baxter International, Inc. as their chief information officer.</p>
Nature of expertise in specific functional areas	Technology	Technology
Experience/Expertise	<ul style="list-style-type: none"> <li>Previously associated with Hewlett Packard Enterprise India</li> </ul>	<ul style="list-style-type: none"> <li>Former Chief Digital and Technology Officer, GSK plc.</li> </ul>

	<p>Private Limited as their vice-president – solutions sales and as its managing director, Hewlett-Packard Asia Pacific Pte. Ltd. as their sales vice-president IV, Microsoft Corporation (India) Pvt Ltd as its managing director. Sits on the board of entities. Some of them are: Tech Mahindra Limited, Ather Energy Limited, ICICI Bank Limited and Hindustan Unilever Limited</p>	<p>(formerly known as GlaxoSmithKline)</p> <ul style="list-style-type: none"> <li>• Previously, CIO for Walmart, Baxter International Inc.</li> </ul>
Terms and Conditions of Appointment or Re-appointment	5 consecutive years commencing from October 11, 2025 till October 10, 2030 (both days inclusive),not liable to retire by rotation.	5 consecutive years commencing from October 26, 2025 till October 25, 2030 (both days inclusive),not liable to retire by rotation.
Remuneration sought to be paid	Up to maximum of INR equivalent of USD 1,25,000 per annum (during her tenure)	Up to maximum of INR equivalent of USD 1,25,000 per annum (during her tenure)
Remuneration last drawn	INR 19,40,625 (For Quarter ended September 2025)	INR 14,57,815.22 (For Quarter ended September 2025)
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the statement annexed to the Notice.	As mentioned in the statement annexed to the Notice.
Number of Meetings of the Board attended during the year	07	07
Shareholding in the company (Equity Shares of INR 1/- each)	6755 equity shares	NIL
List of Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. Nudge Lifeskills Foundation (Unlisted)</li> <li>2. Hindustan Unilever Limited (Listed)</li> <li>3. ICICI Bank Limited (Listed)</li> <li>4. Capillary Technologies India Limited (Unlisted)</li> <li>5. Tech Mahindra Limited (Listed)</li> <li>6. Ather Energy Limited (Listed)</li> <li>7. Capita PLC (Others)</li> </ol>	<ol style="list-style-type: none"> <li>1. UiPath Inc. (Others)</li> <li>2. Eaton Corporation PLC (Others)</li> </ol>

<p>Membership/ Chairmanship of Committees of other Boards</p>	<p><b>1. ICICI Bank Limited:</b></p> <ul style="list-style-type: none"> <li>a) Board Governance, Remuneration &amp; Nomination Committee - Chairperson</li> <li>b) Fraud Monitoring Committee – Member</li> <li>c) Information Technology Strategy Committee – Member</li> <li>d) Review Committee – Member</li> </ul> <p><b>2. Hindustan Unilever Limited:</b></p> <ul style="list-style-type: none"> <li>a) Nomination and Remuneration Committee – Chairperson</li> <li>b) Audit Committee – Member</li> <li>c) Risk Management Committee – Member</li> <li>d) Corporate Social Responsibility Committee – Member</li> <li>e) Environmental, Social and Governance Committee – Member</li> </ul> <p><b>3. Tech Mahindra Limited:</b></p> <ul style="list-style-type: none"> <li>a) Risk Management Committee – Member</li> <li>b) Securities Allotment Committee – Member</li> </ul> <p><b>4. Ather Energy Limited:</b></p> <ul style="list-style-type: none"> <li>a) Stakeholder Relationship Committee – Chairperson</li> <li>b) Audit Committee - Member</li> <li>c) Nomination and Remuneration Committee – Member</li> </ul> <p><b>5. Capillary Technologies India Limited:</b></p> <ul style="list-style-type: none"> <li>a) Stakeholders Relationship Committee – Chairperson</li> <li>b) Risk Management Committee – Chairperson</li> </ul>	<p><b>1. UiPath Inc:</b></p> <ul style="list-style-type: none"> <li>a) Audit Committee – Member</li> </ul> <p><b>2. Eaton Corporation PLC:</b></p> <ul style="list-style-type: none"> <li>a) Innovation and Technology Committee – Member</li> <li>b) Compensation and Organization Committee – Member</li> <li>c) Finance Committee – Member</li> </ul>
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	<p>c) Audit Committee – Member</p> <p>d) Nomination and Remuneration Committee – Member</p> <p><b>6. Capita PLC:</b></p> <p>a) Nomination Committee – Member</p> <p>b) Audit and Risk Committee – Member</p> <p>c) Remuneration Committee – Member</p> <p>d) ESG Committee – Member</p>	
Listed companies from which the Director has resigned in the past three years	Yatra Online Limited (CIN: L63040MH2005PLC158404)	Not Applicable - She has not held directorship in any listed entities in the past three financial years.
Relationship with other Directors, KMP of the Company	Not Related	Not Related

**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

**Extraordinary General Meeting:** (Serial No. 03/2025-26) - Friday, October 10, 2025

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 Extraordinary General Meeting (Serial No. 03/2025-26) of the Company held on Friday, October 10, 2025, at 11:00 a.m. (IST) at shorter notice at Level 7, Commerz II, International Business Park, Oberoi Garden City, Off. Western Express Highway, Goregaon (East), Mumbai-400063, Maharashtra, India.

Name/s and address of the Shareholder(s) Joint Holder 1 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

**CIN:** U72400MH2000PLC125369

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

**Extraordinary General Meeting:** (Serial No. 03/2025-26) - Friday, October 10, 2025

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

*(\*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 Extraordinary General Meeting (Serial No. 03/2025-26) of the Company, to be held on Friday, October 10, 2025, at 11:00 a.m. (IST) at shorter notice at Level 7, Commerz II, International Business Park, Oberoi Garden City, Off. Western Express 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 Businesses:</b>	
1.	To approve the Re-Appointment of Ms. Neelam Dhawan (Din: 00871445) as an Independent Director of the Company
2.	To approve the Re-Appointment of Ms. Karen Ann Terrell (DIN: 09764751) as an Independent Director of the Company
3.	To Consider and approve the payment of remuneration to Ms. Neelam Dhawan and Ms. Karen Ann Terrell, Independent Directors of the Company

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

Affix Revenue Stamp
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\_\_\_\_\_  
**Signature of Shareholder**

\_\_\_\_\_  
**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 [somya.agarwal@fractal.ai](mailto:somya.agarwal@fractal.ai) before the commencement of the ensuing extraordinary general meeting.*

**ROUTE MAP FOR THE VENUE TO THE EXTRAORDINARY GENERAL MEETING**

**(SERIAL NO 03/2025-26)**

