



Ref./No./FRACTAL/SE/2026-27/004

Date: April 28, 2026

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| National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051 Maharashtra, India Scrip Symbol: FRACTAL | BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001 Maharashtra, India Scrip Code: 544700 |
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Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Postal Ballot

Dear Ma'am / Sir,

Pursuant to Regulation 30 of the SEBI Listing Regulations, (as amended from time to time), please find enclosed herewith a copy of the Postal Ballot Notice along with the explanatory statement ("**Postal Ballot Notice**"), for seeking approval of the Members of Fractal Analytics Limited ("**the Company**") through remote e-voting by electronic means ("**remote e-voting**" / "**e-voting**") on the below mentioned Special Businesses:

| Sr. No. | Particulars | Resolution |
|----------------|---|--------------------|
| 1. | Ratification of 2019 Fractal Employees Stock Option Plan | Special Resolution |
| 2. | Ratification of the Extension of benefits under 2019 Fractal Employees Stock Option Plan to the employees of Subsidiary Companies | Special Resolution |
| 3. | Ratification of 2007 Fractal Employees Stock Option Plan | Special Resolution |
| 4. | Ratification of the Extension of benefits under 2007 Fractal Employees Stock Option Plan to the employees of Subsidiary Companies | Special Resolution |
| 5. | Ratification and Amendment of the Fractal Analytics Limited Time Based Key Employee Stock Incentive Plan 2019 | Special Resolution |
| 6. | Ratification of the Extension of benefits under the Fractal Analytics Limited Time Based Key Employee Stock Incentive Plan 2019 to the employees of Subsidiary Companies | Special Resolution |
| 7. | Ratification and Amendment of the Fractal Analytics Limited Performance Based Key Employee Stock Incentive Plan 2019 | Special Resolution |
| 8. | Ratification of the Extension of benefits under the Fractal Analytics Limited Performance Based Key Employee Stock Incentive Plan 2019 to the employees of Subsidiary Companies | Special Resolution |
| 9. | Amendment to the Articles of Association of the Company for granting Board Nomination Rights/Special Rights to certain shareholders of the Company | Special Resolution |

Please note that in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, Postal Ballot Notice is being sent only in electronic form to all those members, whose names appear in the Register of Members of the Company and/or in the Register of Beneficial Owners maintained by the Depositories, as on Friday, April 24, 2026 ("Cut-Off Date").

Fractal Analytics Limited (formerly known as Fractal Analytics Private Limited)

CIN: L72400MH2000PLC125369

Registered address:

Level 7, Commerz II, International Business Park, Oberoi Garden City,
Off W. E. Highway Goregaon (E), Mumbai - 400063, Maharashtra, India.

W: www.fractal.ai | **P:** +91 22 6850 5800 | **E:** investorrelations@fractal.ai



Information pertaining to E-voting period is mentioned herein below:

| Particulars | Details |
|------------------------------|--|
| Cut-off date for E-voting | Friday, April 24, 2026 |
| E-voting start time and date | 9:00 a.m. (IST) on Wednesday, April 29, 2026 |
| E-voting end time and date | 5:00 p.m. (IST) on Thursday, May 28, 2026 |

The Postal Ballot Notice is available on the Company's website at <https://fractal.ai/investor-relations?type=Reports-and-Financials/Annual-Reports-and-Postal-Ballot-Notice>

This disclosure will also be hosted on the Company's website at: <https://fractal.ai/investor-relations>

Kindly take the same on records and arrange to bring this to the notice of all concerned.

Thanking you.

Yours sincerely,

For **Fractal Analytics Limited**

Somya Agarwal
Company Secretary and Compliance Officer
Membership No: A17336

Encl.: a/a



FRACTAL ANALYTICS LIMITED

(Formerly known as Fractal Analytics Private Limited)

CIN: L72400MH2000PLC125369

Registered Office: Level 7, Commerz II, International Business Park, Oberoi Garden City, Off W. E. Highway, Goregaon (E), Mumbai 400 063, Maharashtra, India

Tel: +91 22 6850 5800; **Email Id:** investorrelations@fractal.ai; **Website:** www.fractal.ai

POSTAL BALLOT NOTICE

(Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014)

REMOTE E-VOTING STARTS ON

9:00 a.m. (IST) on Wednesday, April 29, 2026

REMOTE E-VOTING ENDS ON

5:00 p.m. (IST) on Thursday, May 28, 2026

Dear Members,

NOTICE is hereby given that the resolutions set out below are proposed for approval by the members of **Fractal Analytics Limited** (the **"Company"**) by means of Postal Ballot, only through remote e-voting by electronic means (**"remote e-voting"** / **"e-voting"**) pursuant to Section 108 and Section 110 of the Companies Act, 2013 (the **"Act"**), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020; 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 and/or any other circulars issued from time to time by Ministry of Corporate Affairs (collectively the **"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), and any other applicable provision of SEBI Listing Regulations and Master Circulars and any other applicable SEBI Circular(s) issued by the Securities and Exchange Board of India (**"SEBI"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force).

The Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only. Following matters are proposed to be considered:

| Sr. No. | Particulars | Resolution |
|---------|--|--------------------|
| 1. | Ratification of 2019 Fractal Employees Stock Option Plan ("Fractal ESOP 2019 Plan" or "Plan" or "Scheme") | Special Resolution |
| 2. | Ratification of the Extension of benefits under 2019 Fractal Employees Stock Option Plan ("Fractal ESOP 2019 Plan" or "Plan" or "Scheme") to the employees of Subsidiary Companies | Special Resolution |
| 3. | Ratification of 2007 Fractal Employees Stock Option Plan ("Fractal ESOP" or "ESOP - 2007 Plan" or "Plan" or "Scheme") | Special Resolution |
| 4. | Ratification of the Extension of benefits under 2007 Fractal Employees Stock Option Plan ("Fractal ESOP" or "ESOP - 2007 Plan" or "Plan" or "Scheme") to the employees of Subsidiary Companies | Special Resolution |
| 5. | Ratification and Amendment of the Fractal Analytics Limited Time Based Key Employee Stock Incentive Plan 2019 ("Time Based MIP 2019" or "Plan" or "Scheme") | Special Resolution |
| 6. | Ratification of the Extension of benefits under the Fractal Analytics Limited Time Based Key Employee Stock Incentive Plan 2019 ("Time Based MIP 2019" or "Plan" or "Scheme") to the employees of Subsidiary Companies | Special Resolution |
| 7. | Ratification and Amendment of the Fractal Analytics Limited Performance Based Key Employee Stock Incentive Plan 2019 ("Performance Based MIP 2019" or "Plan" or "Scheme") | Special Resolution |
| 8. | Ratification of the Extension of benefits under the Fractal Analytics Limited Performance Based Key Employee Stock Incentive Plan 2019 ("Performance Based MIP 2019" or "Plan" or "Scheme") to the employees of Subsidiary Companies | Special Resolution |
| 9. | Amendment to the Articles of Association of the Company for granting Board Nomination Rights/ Special Rights to certain shareholders of the Company | Special Resolution |

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those members whose e-mail address is registered with the Company/depository (ies)/ depository participant(s)/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and share transfer agent (“RTA”) and whose names appear in the Register of Members as on Friday, April 24, 2026 (“Cut-Off Date”).

If your email address is not registered with the Company/ Depositories/ Depository Participants/RTA, please follow the process as set out in this Notice. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its members.

An explanatory statement pursuant to Section 102 and Section 110 of the Act and other applicable provisions of the Act, pertaining to the resolutions, setting out the material facts and reasons thereof form part of this Notice. The Notice will also be placed on the website of the Company at <https://fractal.qi/investor-relations>, websites of the stock exchanges where the Equity Shares of the Company are listed i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at <https://www.bseindia.com/> and <https://www.nseindia.com/> (jointly referred to as “Stock Exchanges”) respectively and on the website of National Securities Depositories Limited (“NSDL”) at www.evoting.nsdl.com.

Scrutiniser for conducting the Postal Ballot

Pursuant to Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Ms. Manisha Maheshwari, Practising Company Secretary (Membership No. 13272 and CP: 11031), Partner of M/s. Bhandari & Associates, Company Secretaries or failing her, Ms. Sampada Indap, Practising Company Secretary, (Membership No. 63871 and CP: 28029), Partner of M/s. Bhandari & Associates, Company Secretaries, having communicated their willingness, have been appointed as the Scrutiniser by the Board of Directors of the Company to scrutinize the e-voting process in a fair and transparent manner. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The details of the procedure to cast the vote through remote e-voting is provided in this Notice.

The Scrutiniser will submit her report, after the completion of scrutiny, within the prescribed timelines, to the Chairperson of the Company or any other person authorised by him, who shall countersign the same. The results of the Postal Ballot will be announced not later than two working days of the conclusion of the remote e-voting. The results declared along with the Scrutiniser’s Report shall be placed on the website of the Company and NSDL. The results will simultaneously be communicated to the Stock Exchanges within the timelines specified in the SEBI Listing Regulations.

SPECIAL BUSINESS:

ITEM NO. 1: RATIFICATION OF 2019 FRACTAL EMPLOYEES STOCK OPTION PLAN (“FRACTAL ESOP 2019 PLAN” OR “PLAN” OR “SCHEME”)

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) (“Act”), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB&SE Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the “Applicable Laws”), the Memorandum of Association and Articles of Association of the Company and further subject to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the 2019 Fractal Employees Stock Option Plan (“Fractal ESOP 2019 Plan” or “Plan” or “Scheme”), as originally formulated and approved by the Board of Directors (“Board”) in its meeting held on December 21, 2020 and by the Shareholders at their meeting held on December 30, 2020, which was last amended by way of the resolutions passed by the Board and Shareholders on August 1, 2025 and August 8, 2025 respectively, prior to the listing of its equity shares on the recognised stock exchanges consequent to the Initial Public Offer in order to align with SBEB&SE Regulations, and hereby now, on the recommendation of Nomination and Remuneration Committee (“NRC” or “Committee”) and the Board, be and is hereby aligned, ratified and approved in line with the SBEB&SE Regulations and the consent of the members of the Company be and is hereby accorded to the Board, which term shall be deemed to include the NRC which also acts as the Compensation Committee constituted by the Board or any other Committee constituted/to be constituted by the Board in line with the SBEB&SE Regulations, being authorized to create, grant, offer, issue, and allot, in one or more tranches, Employee Stock options, to or for the benefit of Employees and Directors of the Company and its Subsidiary Company(ies), in India or outside India and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Fractal ESOP 2019 Plan (as permitted under the Applicable Laws), exercisable into Equity Shares (“Shares”) of face value of Re. 1 /- each, at such price and on such terms and in such manner as the Board may decide in accordance with the provisions of the Applicable Laws and the provisions of the Fractal ESOP 2019 Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate the power in relation to allotment of shares pursuant to exercise of options to any committee of directors on such conditions as the Board may prescribe for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board and/or NRC be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members to implement the Fractal ESOP 2019 Plan on such terms and conditions as broadly contained in the explanatory statements and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Fractal ESOP 2019 Plan (within the contours of the Fractal ESOP 2019 Plan), and subject to SBEB&SE Regulations and other applicable provisions of law, from time to time, including but not limited to, amendment(s) with respect to vesting conditions, exercise price, exercise period, or to suspend or withdraw or revise the Fractal ESOP 2019 Plan in such manner as the Board and/or NRC may deem fit.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB&SE Regulations and any other applicable law and regulations to the extent relevant and applicable to the Fractal ESOP 2019 Plan.

RESOLVED FURTHER THAT the equity shares to be issued and allotted under the Fractal ESOP 2019 Plan, on exercise of vested options, shall rank pari passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization, requisite adjustments (which may include adjustments to the number of options and/or Exercise Price under the Fractal ESOP 2019 Plan) shall be appropriately made, in a fair and reasonable manner, in accordance with the Fractal ESOP 2019 Plan and the Applicable Laws.

RESOLVED FURTHER THAT each of the directors of the Company, or Ms. Somya Agarwal, Company Secretary & Compliance Officer of the Company or Mr. Ashwath Bhat, Chief Financial Officer of the Company, be and are hereby severally authorized to take all necessary steps for implementation of the Scheme from time to time, as may be required by any statutory authority or under applicable laws, provided that such actions are not detrimental to the interests of eligible employees.

RESOLVED FURTHER THAT the aforesaid authorized persons be empowered to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the Scheme, including taking all necessary steps for listing of the equity shares arising on exercise of options on the Stock Exchanges, and to settle any questions, difficulties or doubts that may arise in this regard, without requiring any further consent or approval of the members of the Company."

ITEM NO. 2: RATIFICATION OF THE EXTENSION OF BENEFITS UNDER 2019 FRACTAL EMPLOYEES STOCK OPTION PLAN ("FRACTAL ESOP 2019 PLAN" OR "PLAN" OR "SCHEME") TO THE EMPLOYEES OF SUBSIDIARY COMPANIES

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) ("**Act**"), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB&SE Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the "**Applicable Laws**"), the Memorandum of Association and Articles of Association of the Company and further subject to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the 2019 Fractal Employees Stock Option Plan ("**Fractal ESOP 2019 Plan**" or "**Plan**" or "**Scheme**"), originally formulated and approved by the Board of Directors ("**Board**") in its meeting held on December 21, 2020 and the Shareholders at their meeting held on December 30, 2020, which was last amended by way of the resolutions passed by the Board and Shareholders on August 1, 2025 and August 8, 2025 respectively, prior to the listing of its equity shares on the recognised stock exchanges, and hereby now, on the recommendation of Nomination and Remuneration Committee ("**NRC**" or "**Committee**") and the Board, the consent of the members be and is hereby accorded to extend the benefits of the Fractal ESOP 2019 Plan to the employees of present and future subsidiaries (the "**Subsidiaries**"), as may be determined by the Board and/or NRC.

RESOLVED FURTHER THAT all terms, conditions, powers, and authorizations as set out in the resolution approving and ratifying the Scheme for the employees of the Company, including those relating to administration, modification, and implementation, shall mutatis mutandis apply to the grant of options to the employees of the Subsidiaries of the Company as may be determined by the Board and/or NRC.

RESOLVED FURTHER THAT each of the directors of the Company, or Ms. Somya Agarwal, Company Secretary & Compliance Officer of the Company or Mr. Ashwath Bhat, Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

ITEM NO. 3: RATIFICATION OF 2007 FRACTAL EMPLOYEES STOCK OPTION PLAN (“FRACTAL ESOP” OR “ESOP – 2007 PLAN” OR “PLAN” OR “SCHEME”)

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) (**“Act”**), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SBEB&SE Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the **“Applicable Laws”**), the Memorandum of Association and Articles of Association of the Company and further subject to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the 2007 Fractal Employees Stock Option Plan (**“Fractal ESOP” or “ESOP – 2007 Plan” or “Plan” or “Scheme”**), as originally formulated and approved by the Board of Directors (**“Board”**) in its meeting held on May 21, 2007 and by the Shareholders at their meeting held on February 11, 2008, which was last amended by way of the resolutions passed by the Board and Shareholders on August 1, 2025 and August 8, 2025 respectively, prior to the listing of its equity shares on the recognised stock exchanges consequent to the Initial Public Offer in order to align with SBEB&SE Regulations, and hereby now, on the recommendation of Nomination and Remuneration Committee (**“NRC” or “Committee”**) and the Board, be and is hereby aligned, ratified and approved in line with the SBEB&SE Regulations and the consent of the members of the Company be and is hereby accorded to the Board which term shall be deemed to include the NRC which also acts as the Compensation Committee constituted by the Board or any other Committee constituted/to be constituted by the Board in line with the SBEB&SE Regulations being authorized to allot Equity Shares (**“Shares”**) for the options already granted under the ESOP – 2007 Plan, exercisable into shares of face value of Re. 1 /- each, at such price and on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the ESOP – 2007 Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate the power in relation to allotment of shares pursuant to exercise of options to any committee of directors on such conditions as the Board may prescribe for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board and/or NRC be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members to implement the ESOP – 2007 Plan on such terms and conditions as broadly contained in the explanatory statements and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP – 2007 Plan (within the contours of the ESOP – 2007 Plan), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, exercise price, exercise period, or to suspend or withdraw or revise the ESOP – 2007 Plan in such manner as the Board and/or NRC may deem fit.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB&SE Regulations and any other applicable law and regulations to the extent relevant and applicable to the ESOP – 2007 Plan.

RESOLVED FURTHER THAT the equity shares to be issued and allotted under the ESOP – 2007 Plan, on exercise of vested options, shall rank pari passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization, requisite adjustments (which may include adjustments to the number of options and/or Exercise Price under the ESOP – 2007 Plan) shall be appropriately made, in a fair and reasonable manner, in accordance with the ESOP – 2007 Plan and the Applicable Laws.

RESOLVED FURTHER THAT each of the directors of the Company, or Ms. Somya Agarwal, Company Secretary & Compliance Officer of the Company or Mr. Ashwath Bhat, Chief Financial Officer of the Company, be and are hereby severally authorized to take all necessary steps for implementation of the Scheme from time to time, as may be required by any statutory authority or under applicable laws, provided that such actions are not detrimental to the interests of eligible employees.

RESOLVED FURTHER THAT the aforesaid authorized persons be empowered to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the Scheme and this resolution, including taking all necessary steps for listing of the equity shares arising on exercise of options on the Stock Exchanges, and to settle any questions, difficulties or doubts that may arise in this regard, without requiring any further consent or approval of the members of the Company.”

ITEM NO. 4: RATIFICATION OF THE EXTENSION OF BENEFITS UNDER 2007 FRACTAL EMPLOYEES STOCK OPTION PLAN ("FRACTAL ESOP" OR "ESOP – 2007 PLAN" OR "PLAN" OR "SCHEME") TO THE EMPLOYEES OF SUBSIDIARY COMPANIES

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) ("**Act**"), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB&SE Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the memorandum of association and articles of association of the Company and any other applicable prevailing statutory Guidelines/ Circulars in this behalf and subject further to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the 2007 Fractal Employees Stock Option Plan ("**Fractal ESOP" or "ESOP – 2007 Plan" or "Plan" or "Scheme"**), originally formulated and approved by the Board of Directors ("**Board**") in its meeting held on May 21, 2007 and Shareholders at their meeting held on February 11, 2008, which was last amended by way of the resolutions passed by the Board and Shareholders on August 1, 2025 and August 8, 2025 respectively, prior to the listing of its equity shares on the recognised stock exchanges, and hereby now, on the recommendation of Nomination and Remuneration Committee ("**NRC or Committee**") and the Board, the consent of the members be and is hereby accorded to extend the benefits of the ESOP – 2007 Plan to the employees of present and future subsidiaries (the "**Subsidiaries**"), as may be determined by the Board and/or NRC.

RESOLVED FURTHER THAT all terms, conditions, powers, and authorizations as set out in the resolution approving and ratifying the Scheme for the employees of the Company, including those relating to administration, modification, and implementation, shall mutatis mutandis apply to the options already granted to the employees of the Subsidiaries, as may be determined by the Board and/or NRC.

RESOLVED FURTHER THAT each of the directors of the Company, or Ms. Somya Agarwal, Company Secretary & Compliance Officer of the Company or Mr. Ashwath Bhat, Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

ITEM NO. 5: RATIFICATION AND AMENDMENT OF THE FRACTAL ANALYTICS LIMITED TIME BASED KEY EMPLOYEE STOCK INCENTIVE PLAN 2019 ("TIME BASED MIP 2019" OR "PLAN" OR "SCHEME")

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, ("**Act**") read with Regulation 7, 12 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("**SBEB&SE Regulations**"), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulation framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, and the applicable provisions of rules, regulations, guidelines, clarifications, circulars and notifications issued by Securities and Exchange Board of India (the "**SEBI**") and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and as may be applicable ("**Applicable Laws**"), the applicable provisions of the Articles of Association of the Company, as amended from time to time, and subject to further such other approval(s), permission(s) and sanction(s) as maybe necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), and hereby now, on the recommendation of Nomination and Remuneration Committee ("**NRC" or "Committee"**) and the Board of Directors ("**Board**"), the consent of the members of the Company be and is hereby accorded for:

- A. Ratification of the Fractal Analytics Limited Time Based Key Employee Stock Incentive Plan 2019 ("Time Based MIP 2019" or "Plan" or "Scheme")** as aligned with the provisions of the SBEB&SE Regulations, which was originally formulated and approved by the Board in its meeting held on September 1, 2021 and the Shareholders at their meeting held on September 15, 2021, which was last amended by way of the resolutions passed by the Board and Shareholders on August 1, 2025 and August 8, 2025 respectively, prior to Initial Public Offering ("**IPO**") of equity shares of the Company and authorizing the Board which term shall be deemed to include any committee, including the NRC which also acts as the Compensation Committee constituted by the Board to allot Equity Shares ("**Shares**") for the options already granted under the Time Based MIP 2019, exercisable into shares of face value of Re. 1 /- each, at such price and on such terms and in such manner as the Board may decide in accordance with the provisions of the Applicable Laws and the provisions of the Time Based MIP 2019 and;

B. Amendment to Time Based MIP 2019 as set out below:

- (a) modification to Clause 10 pertaining to “Terms and Conditions of Exercise of options” of the said Plan, subject to necessary approvals, which shall stand revised as under:

| Sl. No. | Event | Vested options | Unvested options |
|---------|--|--|---|
| F. | Termination due to death while in employment or service with the Company / Group | All Vested options may be Exercised by the option holder’s Nominee no later than 1 (one) year, or such other period as determined by the Administrator, from the date of death of the option holder, subject to Clause 13. | The options Granted to him/her till such date shall Vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased Eligible Employee and shall be Exercised no later than 1 (one) year, or such other period as determined by the Administrator, from the date of the death of the option holder, subject to Clause 13. |

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate the power in relation to allotment of shares pursuant to exercise of options to any committee of directors on such conditions as the Board may prescribe for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board and/or NRC be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members to implement the Time Based MIP 2019 on such terms and conditions as broadly contained in the explanatory statements and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Time Based MIP 2019 (within the contours of the Time Based MIP 2019), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, exercise price, exercise period, or to suspend or withdraw or revise the Time Based MIP 2019 in such manner as the Board and/or NRC may deem fit.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB&SE Regulations and any other applicable law and regulations to the extent relevant and applicable to the Time Based MIP 2019.

RESOLVED FURTHER THAT the equity shares to be issued and allotted under the Time Based MIP 2019, on exercise of vested options, shall rank pari passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares,

merger/ amalgamation or sale of division / undertaking or other re-organization, requisite adjustments (which may include adjustments to the number of options and/or Exercise Price under the Time Based MIP 2019) shall be appropriately made, in a fair and reasonable manner, in accordance with the Time Based MIP 2019 and the Applicable Laws.

RESOLVED FURTHER THAT each of the directors of the Company, or Ms. Somya Agarwal, Company Secretary & Compliance Officer of the Company or Mr. Ashwath Bhat, Chief Financial Officer of the Company, be and are hereby severally authorized to take all necessary steps for implementation of the Scheme from time to time, as may be required by any statutory authority or under applicable laws, provided that such actions are not detrimental to the interests of eligible employees.

RESOLVED FURTHER THAT the aforesaid authorized persons be empowered to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the Scheme and this resolution, including taking all necessary steps for listing of the equity shares arising on exercise of options on the Stock Exchanges, and to settle any questions, difficulties or doubts that may arise in this regard, without requiring any further consent or approval of the members of the Company.”

ITEM NO. 6: RATIFICATION OF THE EXTENSION OF BENEFITS UNDER THE FRACTAL ANALYTICS LIMITED TIME BASED KEY EMPLOYEE STOCK INCENTIVE PLAN 2019 (“TIME BASED MIP 2019” OR “PLAN” OR “SCHEME”) TO THE EMPLOYEES OF SUBSIDIARY COMPANIES

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) (**“Act”**), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SBEB&SE Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the **“Applicable Laws”**), the Memorandum of Association and Articles of Association of the Company and further subject to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the Fractal Analytics Limited Time Based Key Employee Stock Incentive Plan 2019 (**“Time Based MIP 2019” or “Plan” or “Scheme”**), as originally formulated and approved by the Board of Directors (**“Board”**) in its

meeting held on September 1, 2021 and by the Shareholders at their meeting held on September 15, 2021 and is effective from February 15, 2019, which was last amended by way of the resolutions passed by the Board and Shareholders on August 1, 2025 and August 8, 2025 respectively, prior to the listing of its equity shares on the recognised stock exchanges consequent to the Initial Public Offer (“IPO”) in order to align with SBEB&SE Regulations, and hereby now, on the recommendation of Nomination and Remuneration Committee (“NRC” or “Committee”) and the Board, the consent of the members be and is hereby accorded to extend the benefits of the Time Based MIP 2019 to the employees of present and future subsidiaries (the “Subsidiaries”), as may be determined by the Board and/or NRC.

RESOLVED FURTHER THAT all terms, conditions, powers, and authorizations as set out in the resolution approving and ratifying the Scheme for the employees of the Company, including those relating to administration, modification, and implementation, shall mutatis mutandis apply to the options already granted to the employees of the subsidiaries as may be determined by the Board and/or NRC.

RESOLVED FURTHER THAT each of the directors of the Company, or Ms. Somya Agarwal, Company Secretary & Compliance Officer of the Company or Mr. Ashwath Bhat, Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM NO. 7: RATIFICATION AND AMENDMENT OF THE FRACTAL ANALYTICS LIMITED PERFORMANCE BASED KEY EMPLOYEE STOCK INCENTIVE PLAN 2019 (“PERFORMANCE BASED MIP 2019” OR “PLAN” OR “SCHEME”)

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, (“Act”) read with Regulation 7, 12 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SBEB&SE Regulations”), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulation framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, and the applicable provisions of rules, regulations, guidelines, clarifications, circulars and notifications issued by Securities and Exchange Board of India (the “SEBI”) and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and as may be applicable

(“Applicable Laws”), the applicable provisions of the Articles of Association of the Company, as amended from time to time, and subject to further such other approval(s), permission(s) and sanction(s) as maybe necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), and hereby now, on the recommendation of Nomination and Remuneration Committee (“NRC” or “Committee”) and the Board of Directors (“Board”), the consent of the members of the Company be and is hereby accorded for:

A. Ratification of the Fractal Analytics Limited Performance Based Key Employee Stock Incentive Plan 2019 (“Performance Based MIP 2019” or “Plan” or “Scheme”) as aligned with the provisions of the SBEB&SE Regulations, which was originally formulated and approved by the Board in its meeting held on September 1, 2021 and the Shareholders at their meeting held on September 15, 2021, which was last amended by way of the resolutions passed by the Board and Shareholders on August 1, 2025 and August 8, 2025 respectively, prior to Initial Public Offering (“IPO”) of equity shares of the Company and authorizing the Board which term shall be deemed to include any committee, including the NRC which also acts as the Compensation Committee constituted by the Board) to allot Equity Shares (“Shares”) for the options already granted under the Performance Based MIP 2019, exercisable into shares of face value of Re. 1 /- each, at such price and on such terms and in such manner as the Board may decide in accordance with the provisions of the Applicable Laws and the provisions of the Performance Based MIP 2019 and;

B. Amendment to Performance Based MIP 2019 as set out below:

- (a) modification to Clause 10 pertaining to “Terms and Conditions of Exercise of options” of the said Plan, subject to necessary approvals, which shall stand revised as under:

| Sl. No. | Event | Vested options | Unvested options |
|---------|--|--|---|
| F. | Termination due to death while in employment or service with the Company / Group | All Vested options may be Exercised by the option holder’s Nominee no later than 1 (one) year, or such other period as determined by the Administrator, from the date of death of the option holder, subject to Clause 13. The options Exercised by the option holder shall be treated in the manner as set out in Clause 10.3. | The options Granted to him/her till such date shall Vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased Eligible Employee and shall be Exercised no later than 1 (one) year, or such other period as determined by the Administrator, from the date of the death of the option holder, subject to Clause 13. |

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate the power in relation to allotment of shares to any committee of directors on such conditions as the Board may prescribe for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board and/or NRC be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members to implement the Performance Based MIP 2019 on such terms and conditions as broadly contained in the explanatory statements and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Performance Based MIP 2019 (within the contours of the Performance Based MIP 2019), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, exercise price, exercise period, or to suspend or withdraw or revise the Performance Based MIP 2019 in such manner as the Board and/or NRC may deem fit.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB&SE Regulations and any other applicable law and regulations to the extent relevant and applicable to the Performance Based MIP 2019.

RESOLVED FURTHER THAT the equity shares to be issued and allotted under the Performance Based MIP 2019, on exercise of vested options, shall rank pari passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division / undertaking or other re-organization, requisite adjustments (which may include adjustments to the number of options and/or Exercise Price under the Performance Based MIP 2019) shall be appropriately made, in a fair and reasonable manner, in accordance with the Performance Based MIP 2019 and the Applicable Laws.

RESOLVED FURTHER THAT each of the directors of the Company, or Ms. Somya Agarwal, Company Secretary & Compliance Officer of the Company or Mr. Ashwath Bhat, Chief Financial Officer of the Company, be and are hereby severally authorized to take all necessary steps for implementation of the Scheme from time to time, as may be required by any statutory authority or under applicable laws, provided that such actions are not detrimental to the interests of eligible employees.

RESOLVED FURTHER THAT the aforesaid authorized persons be empowered to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the Scheme and this resolution, including taking all necessary steps for listing of the equity shares arising on exercise of options on the Stock Exchanges, and to settle any questions, difficulties or doubts that may arise in this regard, without requiring any further consent or approval of the members of the Company."

ITEM NO. 8: RATIFICATION OF THE EXTENSION OF BENEFITS UNDER PERFORMANCE BASED KEY EMPLOYEE STOCK INCENTIVE PLAN 2019 ("PERFORMANCE BASED MIP 2019" OR "PLAN" OR "SCHEME") TO THE EMPLOYEES OF SUBSIDIARY COMPANIES

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) ("**Act**"), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB&SE Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the "**Applicable Laws**"), the Memorandum of Association and Articles of Association of the Company and further subject to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the Performance Based Key Employee Stock Incentive Plan 2019 ("**Performance Based MIP 2019**" or "**Plan**" or "**Scheme**"), as originally formulated and approved by the Board of Directors ("**Board**") in its meeting held on September 1, 2021 and by the Shareholders at their meeting held on September 15, 2021 and is effective from February 15, 2019, which was last amended by way of the resolutions passed by the Board and Shareholders on August 1, 2025 and August 8, 2025 respectively, prior to the listing of its equity shares on the recognised stock exchanges consequent to the Initial Public Offer ("**IPO**") in order to align with SBEB&SE Regulations, and hereby now, on the recommendation of Nomination and Remuneration Committee ("**NRC**" or "**Committee**") and the Board, the consent of the members be and is hereby accorded to extend the benefits of the Performance Based MIP 2019 to the employees of present and future subsidiaries (the "**Subsidiaries**"), as may be determined by the Board and/or NRC.

RESOLVED FURTHER THAT all terms, conditions, powers, and authorizations as set out in the resolution approving and ratifying the Scheme for the employees of the Company, including those relating to administration, modification, and implementation, shall mutatis mutandis apply to the options already granted to the employees of the Subsidiaries as may be determined by the Board and/or NRC.

RESOLVED FURTHER THAT each of the directors of the Company, or Ms. Somya Agarwal, Company Secretary & Compliance Officer of the Company or Mr. Ashwath Bhat, Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM NO. 9: AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY FOR GRANTING BOARD NOMINATION RIGHTS/ SPECIAL RIGHTS TO CERTAIN SHAREHOLDERS OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the Section 5, Section 14 of the Companies Act, 2013, (“the Act”) and other applicable provisions of the Act, read with the Companies (Incorporation) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and other applicable rules, regulations, laws and guidelines (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to amend the Articles of Association of the Company by inserting a new Article 135A after the existing Article 135 in the Articles of Association of the Company, to incorporate the director nomination rights of certain shareholders, as reproduced below:

135A. The Board shall be constituted in the following manner:

- (a) for so long as the PA Group holds 5% (five percent) of the Share Capital on a Fully Diluted Basis, the PA Group shall be entitled to nominate 1 (one) Director on the Board, which shall be Mr. Pranay Agrawal for so long as he remains an employee of the Company or any of its Subsidiaries;
- (b) for so long as the SV Group holds 5% (five percent) of the Share Capital on a Fully Diluted Basis, the SV Group shall be entitled to nominate 1 (one) Director on the Board, which shall be Mr. Srikanth Velamakanni for so long as he remains an employee of the Company;
- (c) for so long as OLMO Capital Group holds 5% (five percent) of the Share Capital on a Fully Diluted Basis, OLMO Capital shall be entitled to nominate Mr. Sasha Mirchandani or such other Person reasonably acceptable to the Board;
- (d) for so long as the Apax Group holds 5% (five percent) of the Share Capital on a Fully Diluted Basis, Apax shall be entitled to nominate 1 (one) Director on the Board;

- (e) for so long as the TPG Group holds 5% (five percent) of the Share Capital on a Fully Diluted Basis, TPG shall be entitled to nominate 1 (one) Director on the Board;
- (f) for so long as each of the Apax Group and the TPG Group hold 5% (five percent) of the Share Capital on a Fully Diluted Basis, Mr. Gavin Patterson will continue to be a non-executive director on the Board. For avoidance of doubt, it is hereby clarified that in the event Mr. Gavin Patterson resigns from the Board, the Apax Group and the TPG Group shall not be entitled to appoint any replacement for Mr. Gavin Patterson irrespective of their shareholding in the Share Capital of the Company; and
- (g) such additional number of Independent Directors on the Board as may be required to comply with applicable laws.

For the purposes of Article 135A, capitalized terms shall have the following meanings:

- (i) **“Affiliate(s)”** means: (a) in relation to a natural Person, Relatives of such Person, and any Person which is Controlled by such natural Person (including along with other Persons); and (b) in relation to an entity, any Person which, directly or indirectly, Controls, is Controlled by, or is under common Control with, such entity, and shall include:
 - in relation to an investment fund or private fund, any other investment fund or private fund under common Control with such fund or managed or advised by the manager of such investment fund or private fund or such entity (as the case may be);
 - in respect of TPG only: (A) each fund, investment vehicle or other entity managed, advised or (directly or indirectly) Controlled by TPG Group Holdings (SBS) Advisors, Inc. or any of its Affiliates (“**TPG Funds**”); (B) any general partner or manager of or investment manager to any of the TPG Funds; and (C) any incorporated or unincorporated body Controlled by any TPG Funds;
 - in respect of Apax only: (A) each fund, investment vehicle or other entity managed, advised or (directly or indirectly) Controlled by Apax Partners, LLP or any of its Affiliates (“**Apax Funds**”); and (B) any general partner or manager of or investment manager to any of the Apax Funds; and any incorporated or unincorporated body Controlled by any Apax Funds;
- (ii) **“Apax”** means Quinag Bidco Limited;
- (iii) **“Apax Group”** means Apax and its Affiliates, collectively.
- (iv) **“Control”** (including, with its correlative meanings, the terms “Controlled by” or “under common Control with”) means (a) the possession, directly or indirectly, of the power to direct, or cause the direction of, management and policies of a Person whether through the ownership of voting securities, by agreement or otherwise; or (b) the power to elect more than half of the directors, partners or other individuals exercising similar authority with respect to a Person; or (c) the possession, directly or indirectly, of a voting interest in excess of 50% (fifty percent) in a Person.

- (v) **“Equity Share”** means an equity share of the Company having a face value of INR 1 (Indian Rupee One).
- (vi) **“Founder Group”** means the PA Group and SV Group, collectively, and the term “Founders Group” shall be construed accordingly.
- (vii) **“Fully Diluted Basis”** with reference to any amount or percentage of the share capital of the Company, means such amount or percentage calculated as if all of the Securities (including any convertible preferred shares), stock options or other obligations that are convertible into or exercisable or exchangeable for, or which carry a right to subscribe to or purchase or which represent or bestow any beneficial ownership or interest in, the Securities, then issued and outstanding, had been exercised in full (whether or not such securities, stock options or other obligations are at such time exercisable or convertible),
- (viii) **“OLMO Capital Group”** means the members of OLMO Capital viz. GLM Family Trust, Mr. Gulu Mirchandani and Ms. Gita Mirchandani and their Permitted Transferees, collectively.
- (ix) **“PA Group”** means Pranay Agrawal (“PA”), members of his Immediate Family who are shareholders in the Company, and their Permitted Transferee(s), collectively.
- (x) **“Permitted Transferee”** means:
- in relation to the PA Group: (i) a member of the Immediate Family of PA; (ii) an entity wholly owned and Controlled by PA; and (iii) any Person to whom Securities have been bequeathed under the will of PA and to whom the Securities are proposed to be transmitted under such will;
 - in relation to the SV Group: (i) a member of the Immediate Family of SV; (ii) an entity wholly owned and Controlled by SV; and (iii) any Person to whom Securities have been bequeathed under the will of SV and to whom the Securities are proposed to be transmitted under such will;
 - in relation to the Shareholder Groups (other than the Founder Group), means an Affiliate of the members of such Shareholder Group.
- (xi) **“Securities”** means, in relation to the Company, the Equity Shares, any options, warrants, convertible debentures, convertible preference shares, equity linked instruments, loans or other securities or ownership interests that are directly or indirectly convertible into, or exercisable or exchangeable for, Equity Shares or any other ownership interests of the Company (whether or not such securities are then currently convertible, exercisable or exchangeable and whether with or without payment of additional consideration).
- (xii) **“Share Capital”** means the share capital of the Company on a Fully Diluted Basis.
- (xiii) **“Shareholder Group”** means each of the following: (a) the Founder Group; (b) the OLMO Capital Group; (c)

the Apax Group; and (d) the TPG Group, and the term **“Shareholder Groups”** shall be construed accordingly.

(xiv) **“SV Group”** means Srikanth Velamakanni (“SV”), members of his Immediate Family who are shareholders in the Company, and their Permitted Transferee(s), collectively.

(xv) **“TPG Group”** means TPG and its Affiliates, collectively.

(xvi) **“TPG”** means TPG Fett Holdings Pte. Ltd.

RESOLVED FURTHER THAT pursuant to the requirements prescribed under Regulation 31B of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to give effect to the board nomination rights to certain shareholders of the Company as specified above.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, each of the directors of the Board or Ms. Somya Agarwal, Company Secretary and Compliance Officer or Mr. Ashwath Bhat, Chief Financial Officer or Mr. Satish Raman, Authorised Signatory 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, expedient or incidental thereto, proper or desirable for such purpose, including making any filings, including with the Registrar of Companies, Maharashtra at Mumbai, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents, 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 to delegate all or any of its powers herein conferred to any director or any officer of the Company to give effect to this resolution.

RESOLVED FURTHER THAT each of the Directors or the Chief Financial Officer or the Company Secretary and Compliance Officer of the Company are severally authorized to certify the true copy of the aforesaid resolution.”

**By the Order of the Board of Directors
For Fractal Analytics Limited**

Sd/-
Somya Agarwal
Company Secretary & Compliance Officer
Membership No.: A17336

Place: Mumbai
Date: March 20, 2026

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 and other applicable provisions of the Act, read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice (“Notice”) and additional information as required under the Listing Regulations is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, this Notice along with the explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those members whose e-mail addresses are registered with the Company, Depositories/ Depository Participants/RTA and whose names appear in the Register of Members of the Company and/or in the Register of Beneficial Owners maintained by the Depositories as on Friday, April 24, 2026 (“Cut-Off Date”). Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through remote e-voting.
3. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. For this purpose, the Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Notice.
4. This Notice is also available on the Company’s website at <https://fractal.ai/investor-relations>, websites of the stock exchanges where the Equity Shares of the Company are listed i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at <https://www.bseindia.com/> and <https://www.nseindia.com/> (jointly referred to as “Stock Exchanges”) respectively, and on the website of NSDL at www.evoting.nsdl.com
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company) duly filled and signed along with requisite supporting documents to MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and share transfer agent (“RTA”) at MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083. For any queries relating to KYC updates, members may reach out to the RTA at investor.helpdesk@in.mpms.mufg.com
6. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off date should treat this Notice for informational purposes only. It is however clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses) shall be entitled to vote in accordance with the process specified in this Notice.
7. The Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
8. The remote e-voting period commences on **Wednesday, April 29, 2026, from 09.00 a.m. (IST) and shall end on Thursday, May 28, 2026, at 05.00 p.m. (IST)**. The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolutions is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
9. The Board has appointed Ms. Manisha Maheshwari, Practising Company Secretary (Membership No. 13272 and CP: 11031), Partner of M/s. Bhandari & Associates, Company Secretaries or failing her, Ms. Sampada Indap, Practising Company Secretary, (Membership No. 63871 and CP: 28029), Partner of M/s. Bhandari & Associates, Company Secretaries, as Scrutiniser(s) for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.
10. The Scrutiniser will submit her report, after the completion of scrutiny, within the prescribed timelines, to the Chairperson of the Company or any other person authorised by him. The results of e-voting will be announced on or before **Monday, June 01, 2026** and will be displayed on the Company’s website at <https://fractal.ai/investor-relations> and the website of NSDL at www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges where the Company’s Equity Shares are listed.
11. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting, i.e., **Thursday, May 28, 2026**, and as if the same had been duly passed at a General Meeting of the Members convened in that behalf.
12. Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution(s) proposed in this Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are

required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutiniser through e-mail at manisha.maheshwari@bnaglobal.in with a copy marked to evoting@nsdl.com (NSDL). Institutional members can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

- All the documents referred to in this Postal Ballot Notice and Explanatory Statement shall be available for inspection electronically, on a working day during business hours between 11:00 a.m. (IST) to 05:00 p.m. (IST), without any fee by the members from the date of circulation of this Postal Ballot Notice until 05:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. **Thursday, May 28, 2026**.

Members desirous of inspecting such documents can send their requests to investorrelations@fractal.ai mentioning his / her names, folio numbers/DPID and Client ID.

14. PROCEDURE FOR E-VOTING:

The Company is providing e-voting facility of NSDL to its members to exercise their right to vote on the proposed resolutions by electronic means.

The e-voting facility will be available during the following voting period:

| | |
|---------------------------------|---|
| Commencement of e-voting | 9:00 a.m. (IST) on Wednesday, April 29, 2026 |
| End of e-voting | 5:00 p.m. (IST) on Thursday, May 28, 2026 |

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.



The instructions and other information relating to remote e-voting are as under:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdcasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> |

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing My Easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 139204 then user ID is 139204001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutiniser by e-mail to manisha.maheshwari@bnaglobal.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.

In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Suketh Shetty (Assistant Manager) at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@fractal.ai.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (investorrelations@fractal.ai). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RELEVANT RULES OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE APPLICABLE SEBI REGULATIONS

The following Statement sets out all material facts relating to the Special Businesses proposed in this Postal Ballot Notice:

ITEM No. 1 & 2:

The Members of the Company are being informed that the 2019 Fractal Employees Stock Option Plan (“**Fractal ESOP 2019 Plan**” or “**Plan**” or “**Scheme**”), originally formulated and approved by the Board of Directors (“**Board**”) in its meeting held on December 21, 2020 and the Shareholders at their meeting held on December 30, 2020, and thereafter amended to ensure compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SBEB&SE Regulations**”) and Companies Act, 2013, by Board pursuant to the resolution passed at its meeting held on August 1, 2025 and by Members pursuant to the resolution passed at the Extra Ordinary General Meeting of our Company held on August 8, 2025.

Under Regulation 12(1) of SBEB&SE Regulations, no company is permitted to make fresh grants that involve the allotment or transfer of shares to its employees under an employee stock option plan formulated prior to listing of its shares unless such a plan confirms with the SBEB&SE Regulations and is ratified by its members post-listing. The Company has completed its initial public offer (“**IPO**”) of its equity shares, and its shares were listed on the BSE Limited and the National Stock Exchange of India Limited on February 16, 2026. Consequently, the Scheme must be ratified by the shareholders under Regulation 12(1) of the SBEB&SE Regulations before any fresh grants can be made under Scheme.

The Scheme also provides for grant of options to the employees of the unlisted subsidiary companies of the Company. Accordingly, a separate approval of the shareholders is being obtained as required under the Companies Act, 2013 and Regulation 6 of SBEB&SE Regulations.

Accordingly, the Scheme is presented for ratification by the members in compliance with Regulation 12(1) and other applicable provisions of the SBEB&SE Regulations. The Scheme is in conformity with SBEB&SE Regulations, and the Company has not granted any new options to employees following the IPO.

The salient features and other details of the Scheme as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, and Regulation 12(1) of the SBEB&SE Regulations are given below:

| S.No. | Particulars | Details |
|-------|---|---|
| a) | Brief Description of the Scheme | <p>The Scheme is called “2019 Fractal Employees Stock Option Plan” or “Fractal ESOP 2019 Plan” or “Plan” or “Scheme”. This Scheme came into effect from the date of approval of the Scheme by the shareholders i.e. December 30, 2020 (“Effective Date”). Under the Fractal ESOP 2019 Plan, Eligible Employees may be granted option(s) to subscribe or acquire Shares in the manner and in the terms and conditions set out in Scheme and under the Grant Certificate.</p> <p>The purpose of the Fractal ESOP 2019 Plan is to retain employee talent by entitling Eligible Employees of the Company and its’ subsidiaries to added incentives for high levels of performance and to strengthen interdependence between individual and organizational prosperity.</p> <p>The Plan has been adopted and approved by the Board in its meeting held on December 21, 2020 and Shareholders in their meeting dated December 30, 2020. The Plan was last amended by the Company by way of special resolution passed by the Shareholders dated August 08, 2025 to align the Plan with the SBEB&SE Regulations.</p> |
| b) | Total number of options to be offered and granted | As on March 31, 2026, the maximum aggregate number of options yet to be offered / granted under the Fractal ESOP 2019 Plan, is 12,80,507, plus any expired / lapsed options, as and when the case be, from already granted under the 2007 Fractal Employees Stock Option Plan, the Fractal Analytics Limited Time Based Key Employee Stock Incentive Plan 2019 and the Fractal Analytics Limited Performance Based Key Employee Stock Incentive Plan 2019 |
| c) | Identification of classes of employees entitled to participate and be beneficiaries in the Scheme | <p>“Eligible Employee” means an Employee who qualifies for issue of options under this Scheme by fulfilling the conditions as decided by the Board or the Nomination and Remuneration Committee (“NRC” or “Committee”)</p> <p>“Employee” means –</p> <ul style="list-style-type: none"> (i) an employee as designated by the Company, who is exclusively working in India or outside India; or (ii) a Director of the Company, whether a whole-time director or not, including a non-executive Director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including a Subsidiary or its associate company, in India or outside India, or of a holding company of the Company (if any), but does not include: <ul style="list-style-type: none"> (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a Director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company. |
| d) | Requirements of vesting and period of vesting | <p>Vesting Period means, in relation to each option, the period commencing from the date of Grant of options until date of Vesting, as stipulated in the Grant Certificate and which shall not be less than 1 (one) year from the date of Grant of option(s) to the optionee, except on occurrence of death or permanent disability and shall be subject to such other vesting period as may be prescribed under the applicable laws.</p> <p>The options will vest on the basis of continued tenure of the option holder.</p> <p>The option(s) granted to the Eligible Employees shall Vest in accordance with the Vesting Schedule stipulated under the Grant Certificate. The Eligible Employees shall become eligible to Exercise the options Vested as per the Vesting Schedule from the date of each Vesting.</p> |
| e) | Maximum period within which the options shall be vested | <p>The period of vesting shall not be less than 1 (one) year from the date of Grant of option(s) to the optionee or subject to such other vesting period as may be prescribed under the Act.</p> <p>The options under this scheme vest over the period of 1-4 years from the grant date as provided in the Grant Letter and are exercisable within a period of 10 years from the date of grant. Vesting of options is subject to continued employment with the Company / its’ subsidiary(ies), as the case maybe.</p> |
| f) | Exercise Price or Pricing Formula | <p>Exercise price will be determined by the Board or NRC from time to time and the same shall be intimated to the option grantee in the grant letter, which shall not be less than the face value of the shares and subject to such exercise price conforming to accounting standards specified under the SBEB&SE Regulations, including any ‘Guidance Note on Accounting for employee share-based Payments’ issued in this regard from time to time and compliance with other applicable laws.</p> <p>The Board/NRC will review, evaluate and decide the exercise price of the options granted under the Scheme referring to the past practices followed by the Company and subject to such exercise price conforming to accounting standards specified under the SBEB&SE Regulations, including any ‘Guidance Note on Accounting for employee share-based Payments’ issued in this regard from time to time and compliance with other applicable laws.</p> |

| S.No. | Particulars | Details |
|-------|---|--|
| g) | Exercise Period and process of exercise: | <p>Exercise period: The Exercise period would commence from the date of vesting, subject to such terms and conditions as provided in the Scheme and will expire as per the period specified under the scheme for various events, viz. termination of Service / Resignation / Death / Disability, etc. (as provided under the Scheme) or completion of such period not exceeding 10 years from the date of grant of options to the option holder, whichever is earlier.</p> <p>Process of Exercise: The option grantee may exercise the vested options by submitting a written notice of Exercise Form / online application of Exercise Form to the Company accompanied by payment of the full amount equivalent to the Exercise Price of the shares along with the applicable tax amount and other necessary documents, in accordance with the process stipulated by the Company from time to time in this regard, after which the equity shares would be allotted.</p> |
| h) | Appraisal process for determining the eligibility of employees for the scheme | The Fractal ESOP 2019 Plan shall apply to all Eligible Employees. The Committee shall have the power and absolute discretion to select the Eligible Employees to whom option(s) are to be granted from time to time under this Fractal ESOP 2019 Plan. The Committee shall determine the classes or categories of Eligible Employees who would be entitled to participate in this Fractal ESOP 2019 Plan and select Eligible Employees for the Grant of option(s) from time to time based on factors such as the performance, potential for future contribution to the Company or its Subsidiaries as the case may be; the Eligible Employee's integrity; number of employment years and any other factor/s as deemed fit. The Board / Committee / any other committee to which the Board has delegated any powers and functions in respect of the Fractal ESOP 2019 Plan, may Grant such option(s) to Eligible Employees, as may be determined by the Board or such committee and/or shareholders, as applicable, from time to time. |
| i) | Maximum number of options to be offered and issued per employee and in aggregate if any | <p>NRC shall determine the maximum number of options to be granted per employee/director.</p> <p>As on March 31, 2026, the maximum aggregate number of options yet to be offered / granted under the Fractal ESOP 2019 Plan, is 12,80,507, plus any expired / lapsed options, as and when the case be, from already granted under the 2007 Fractal Employees Stock Option Plan, the Fractal Analytics Limited Time Based Key Employee Stock Incentive Plan 2019 and the Fractal Analytics Limited Performance Based Key Employee Stock Incentive Plan 2019.</p> <p>The maximum number of options to be issued to any eligible employee/director during any one year will be decided by the NRC, subject however that the same shall be less than 1% of the issued capital of the Company as on the date of grant, unless otherwise approved by the shareholders. Any grant of options, during any one year, equal to or exceeding 1% of the issued capital shall be made only after obtaining the prior approval of the shareholders of the Company.</p> |
| j) | Maximum quantum of benefits to be provided per employee under the Scheme | The maximum quantum of benefits to an eligible employee shall be difference between the option exercise price and the applicable market price of the shares on the date of exercise. |
| k) | Whether the scheme is to be implemented and administered directly by the company or through a trust | The Scheme is to be implemented and administered directly by the Company. |
| l) | Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both: | The Scheme involves only new issue of shares by the Company. |
| m) | The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc. | Not applicable. |
| n) | Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme: | Not applicable. |
| o) | A statement to the effect that the company shall conform to the accounting policies as specified in Regulation 15 of the SBEB&SE Regulations | The Company shall comply with the accounting and disclosure requirements as prescribed under Regulation 15 of the SBEB&SE Regulations. |
| p) | The method which the Company shall use to value its options: | Black & Scholes Model |

| S.No. | Particulars | Details |
|-------|--|--|
| q) | In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report; | Not Applicable |
| r) | Period of Lock-in | The equity shares issued under the Scheme shall not be subject to any transfer restrictions or lock-in restrictions, except as may be required for compliance of any regulatory / statutory / judicial requirements from time to time. |
| s) | Terms & conditions for buyback, if any, of specified securities covered under the SBEB&SE Regulations. | The Board will determine the procedure for buy-back of options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with the Applicable Laws. |

The Board of Directors recommends the resolution as set out in Item No. 1 & 2 of the accompanying Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel, along with their relatives, are concerned or interested, financially or otherwise, except to the extent of the employee stock options that have been or may be granted under the Scheme and their respective shareholding in the Company, if any.

ITEM No. 3 & 4:

The Members of the Company are being informed that the 2007 Fractal Employees Stock Option Plan ("**Fractal ESOP**" or "**ESOP – 2007 Plan**" or "**Scheme**") was originally formulated and approved by the Board at its meeting held on May 21, 2007, and approved by the Members by passing the Special Resolution at the Extra Ordinary General Meeting of the Company held on February 11, 2008 and thereafter amended to ensure compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB&SE Regulations**") and Companies Act, 2013, by Board pursuant to the resolution passed at its meeting held on August 1, 2025 and by Members pursuant to the resolution passed at the Extra Ordinary General Meeting of our Company held on August 8, 2025.

Furthermore, the Company vide shareholder resolution dated December 30, 2020, had approved the termination of the 2007 Fractal Employees Stock Option Plan. Pursuant to the termination of this Plan, no further Grant of options shall be undertaken under this Plan. Any options granted prior to the date of such termination shall remain valid until their expiry or exercise, in accordance with the terms of this Plan.

The Company has completed its initial public offer ("**IPO**") of its equity shares, and its shares were listed on the BSE Limited and the National Stock Exchange of India Limited on February 16, 2026. Consequently, the Scheme must be ratified by the shareholders under Regulation 12 of the SBEB&SE Regulations.

The Scheme also provides for grant of options to the employees of the unlisted subsidiary companies of the Company. Accordingly, a separate approval of the shareholders is being obtained as required under the Companies Act, 2013 and Regulation 6 of SBEB&SE Regulations.

Accordingly, the Scheme is presented for ratification by the members in compliance with Regulation 12 and other applicable provisions of the SBEB&SE Regulations. The Scheme is in conformity with SBEB&SE Regulations, and the Company has not granted any new options to employees following the IPO.

The salient features and other details of the Scheme as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, and Regulation 12 of the SBEB&SE Regulations are given below:

| S. No. | Particulars | Details |
|--------|---|---|
| a) | Brief Description of the Scheme | <p>The Scheme is called “2007 Fractal Employees Stock Option Plan” or “Fractal ESOP” or “Plan” or “Scheme”. The Plan is effective from May 21, 2007, and shall remain in full force and effect until December 31, 2034, unless terminated or extended up to a later date by the Board and shareholders of the Company in accordance with Applicable Laws. Under the Fractal ESOP, Eligible Employees may be granted option(s) to subscribe or acquire Shares in the manner and in the terms and conditions set out in Scheme and under the Grant Certificate.</p> <p>Furthermore, vide shareholder resolution dated December 30, 2020, had approved the termination of the Fractal ESOP. Pursuant to the termination of this Plan, no further Grant of options shall be undertaken under this Plan. Any options granted prior to the date of such termination shall remain valid until their expiry or exercise, in accordance with the terms of this Plan.</p> <p>The termination of the Plan is limited to the discontinuation of any further grants under the said Plan. Options which are already granted under the said Plan, which would either expire or lapse for any reason shall be made available for the grant by adding it back to the pool under 2019 Fractal Employees Stock Option Plan for reissue to Eligible Employees as per the terms and conditions prescribed under the 2019 Fractal Employees Stock Option Plan as approved by the shareholders on December 30, 2020.</p> <p>The purpose of the Plan is to retain employee talent by entitling Eligible Employees of the Company and its’ subsidiaries to added incentives for high levels of performance and to strengthen interdependence between individual and organizational prosperity.</p> |
| b) | Total number of options to be offered and granted | <p>No further options shall be granted under this scheme as the scheme is terminated for any new grants.</p> <p>Any options granted prior to the date of such termination shall remain valid until their expiry or exercise, in accordance with the terms of Scheme.</p> |
| c) | Identification of classes of employees entitled to participate and be beneficiaries in the Scheme | <p>“Eligible Employee” means an Employee who qualifies for issue of options under this Plan by fulfilling the conditions as decided by the Board or the Nomination and Remuneration Committee (“NRC” or “Committee”) .</p> <p>“Employee” means –</p> <ul style="list-style-type: none"> (i) an employee as designated by the Company, who is exclusively working in India or outside India; or (ii) a Director of the Company, whether a whole-time director or not, including a non-executive Director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including a Subsidiary or its associate company, in India or outside India, or of a holding company of the Company (if any), but does not include: <ul style="list-style-type: none"> (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a Director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company |
| d) | Requirements of vesting and period of vesting | <p>Vesting Period means, in relation to each option, the period commencing from the date of Grant of options until date of Vesting, as stipulated in the Grant Certificate and which shall not be less than 1 (one) year from the date of Grant of option(s) to the optionee, except on occurrence of death or permanent disability and shall be subject to such other vesting period as may be prescribed under the applicable laws.</p> <p>The options will vest on the basis of continued tenure of the option holder.</p> <p>No further options shall be granted under this scheme as the scheme is terminated for any new grants. The option(s) granted to the Eligible Employees prior to the date of such termination shall remain valid until their expiry or exercise and shall Vest in accordance with the Vesting Schedule stipulated under the Grant Certificate and in accordance with the terms of the Plan. The Eligible Employees shall become eligible to Exercise the options Vested as per the Vesting Schedule from the date of each Vesting.</p> |
| e) | Maximum period within which the options shall be vested | <p>The period of vesting shall not be less than 1 (one) year from the date of Grant of option(s) to the optionee or subject to such other vesting period as may be prescribed under the Act.</p> <p>The options under this scheme vest over the period of 1-4 years from the grant date as provided in the Grant Letter and are exercisable within a period of 10 years from the date of each vesting. Vesting of options is subject to continued employment with the Company / its’ subsidiary(ies), as the case maybe.</p> |

| S. No. | Particulars | Details |
|--------|---|---|
| f) | Exercise Price or Pricing Formula | <p>Exercise price will be determined by the Board or NRC from time to time and the same shall be intimated to the option grantee in the grant letter, which shall not be less than the face value of the shares and subject to such exercise price conforming to accounting standards specified under the SBEB&SE Regulations, including any 'Guidance Note on Accounting for employee share-based Payments' issued in this regard from time to time and compliance with other applicable laws.</p> <p>While the Scheme is terminated for any future grants, the exercise prices for grants made under the Scheme is disclosed in the prospectus of the Company dated February 11, 2026 in connection with the initial public offer of the Company's equity shares.</p> |
| g) | Exercise Period and process of exercise: | <p>Exercise period: The Exercise period would commence from the date of vesting, subject to such terms and conditions as provided in the Scheme and will expire as per the period specified under the scheme for various events, viz. termination of Service / Resignation / Death / Disability, etc. (as provided under the Scheme) or completion of such period not exceeding 10 (ten) years from the date of each vesting of options of the Option Holder, whichever is earlier.</p> <p>Process of Exercise: The option grantee may exercise the vested options by submitting an written notice of Exercise Form / online application of Exercise Form to the Company accompanied by payment of the full amount equivalent to the Exercise Price of the shares along with the applicable tax amount and other necessary documents, in accordance with the process stipulated by the Company from time to time in this regard, after which the equity shares would be allotted.</p> |
| h) | Appraisal process for determining the eligibility of employees for the scheme | The Fractal ESOP shall apply to all Eligible Employees. The Committee shall have the power and absolute discretion to select the Eligible Employees to whom option(s) are to be granted from time to time under this Fractal ESOP. The Committee shall determine the classes or categories of Eligible Employees who would be entitled to participate in this Fractal ESOP and select Eligible Employees for the Grant of option(s) from time to time based on factors such as the performance potential for future contribution to the Company or its subsidiaries as the case may be; the Eligible Employee's integrity, number of employment years and any other factor/s as deemed fit. The Board / Committee / any other committee to which the Board has delegated any powers and functions in respect of the Fractal ESOP, may Grant such option(s) to Eligible Employees), as may be determined by the Board or such committee and/or shareholders, as applicable, from time to time. |
| i) | Maximum number of options to be offered and issued per employee and in aggregate if any | Pursuant to the termination of this Plan, no further options shall be granted under this scheme. |
| j) | Maximum quantum of benefits to be provided per employee under the Scheme | The maximum quantum of benefits to an eligible employee shall be difference between the option exercise price and the applicable market price of the shares on the date of exercise. |
| k) | Whether the scheme is to be implemented and administered directly by the company or through a trust | The Scheme is to be implemented and administered directly by the Company. |
| l) | Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both: | The Scheme involves only new issuance of shares by the Company. |
| m) | The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc. | Not Applicable |
| n) | Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme: | Not Applicable |
| o) | A statement to the effect that the company shall conform to the accounting policies as specified in Regulation 15 of the SBEB&SE Regulations | The Company shall comply with the accounting and disclosure requirements as prescribed under Regulation 15 of the SBEB&SE Regulations. |
| p) | The method which the Company shall use to value its options: | Black & Scholes Model |

| S. No. | Particulars | Details |
|--------|--|--|
| q) | In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report; | Not Applicable |
| r) | Period of Lock-in | The equity shares issued under the Scheme shall not be subject to any transfer restrictions or lock-in restrictions, except as may be required for compliance of any regulatory / statutory / judicial requirements from time to time. |
| s) | Terms & conditions for buyback, if any, of specified securities covered under the SBEB&SE Regulations. | The Board will determine the procedure for buy-back of options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with the Applicable Laws. |

The Board of Directors recommends the resolution as set out in Item No. 3 & 4 of the accompanying Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel, along with their relatives, are concerned or interested, financially or otherwise, except to the extent of the employee stock options that have been or may be granted under the Scheme and their respective shareholding in the Company, if any.

ITEM No. 5 & 6:

The Members of the Company are being informed that the Time Based Key Employee Stock Incentive Plan 2019 ("**Time Based MIP 2019**" or "**Plan**" or "**Scheme**") was originally formulated and approved by the Board of Directors ("**Board**") in its meeting held on September 1, 2021 and the Shareholders at their meeting held on September 15, 2021 and is effective from February 15, 2019, and thereafter amended to ensure compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB&SE Regulations**") and Companies Act, 2013, by Board pursuant to the resolution passed at its meeting held on August 1, 2025 and by Members pursuant to the resolution passed at the Extra Ordinary General Meeting of our Company held on August 8, 2025.

Furthermore, the Board vide resolution dated January 31, 2025, passed by requisite majority of directors, had approved the termination of the Time Based MIP 2019. Pursuant to the termination of no further Grant of options shall be undertaken under this Plan. Any options granted prior to the date of such termination shall remain valid until their expiry or exercise, in accordance with the terms of this Plan. The same was approved by the members of the Company pursuant to special resolution passed at the Extra-Ordinary General Meeting of the members of the Company held on February 07, 2025.

The Company has completed its initial public offer ("**IPO**") of its equity shares, and its shares were listed on the BSE Limited and the National Stock Exchange of India Limited on February 16, 2026. Consequently, the Scheme must be ratified by the shareholders under Regulation 12 of the SBEB&SE Regulations.

The Scheme also provides for grant of options to the employees of the unlisted subsidiary companies of the Company. Accordingly, a separate approval of the shareholders is being obtained as required under the Companies Act, 2013 and Regulation 6 of SBEB&SE Regulations.

Additionally, with a view to providing reasonable time to the option holder's Nominee to exercise options, in the event of the option holder's death while in employment or service with the Company / Group, it is proposed to amend clause 10 relating to terms and conditions of exercise of options in the event of death - Point F of the table outlining the effect of vested and unvested options in various events of Time Based MIP 2019 in the following manner:

| Sl. No. | Event | Prior to Amendment | | Post Amendment | |
|---------|--|--|---|--|---|
| | | Vested options | Unvested options | Vested options | Unvested options |
| F. | Termination due to death while in employment or service with the Company / Group | All Vested options may be Exercised by the option holder's Nominee no later than 3 (three) months , or such other period as determined by the Administrator, from the date of death of the option holder, subject to Clause 13. | The options Granted to him/her till such date shall Vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased Eligible Employee and shall be Exercised no later than 3 (three) months , or such other period as determined by the Administrator, from the date of the death of the option holder, subject to Clause 13. | All Vested options may be Exercised by the option holder's Nominee no later than 1 (one) year , or such other period as determined by the Administrator, from the date of death of the option holder, subject to Clause 13. | The options Granted to him/her till such date shall Vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased Eligible Employee and shall be Exercised no later than 1 (one) year , or such other period as determined by the Administrator, from the date of the death of the option holder, subject to Clause 13. |

The salient features and other details of the Scheme as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, and Regulation 12 of the SBEB&SE Regulations are given below:

| S. No. | Particulars | Details |
|--------|---|---|
| a) | Brief Description of the Scheme | <p>The Scheme is called "The Fractal Analytics Limited Time Based Key Employee Stock Incentive Plan 2019" or "Time Based MIP 2019" or "Plan" or "Scheme". This Scheme came into effect from 15 February 2019 ("Effective Date") and the Scheme was approved by the shareholders on September 15, 2021 Under the Time Based MIP 2019, eligible employees may be granted option(s) to subscribe or acquire shares in the manner and in the terms and conditions set out in Scheme and under the grant letter.</p> <p>Furthermore, the Board vide resolution dated January 31, 2025, and shareholders vide resolution dated February 07, 2025, had approved the termination of the Time Based MIP 2019. Pursuant to the termination of this Plan, no further grant of options shall be undertaken under this Plan. Any options granted prior to the date of such termination shall remain valid until their expiry or exercise, in accordance with the terms of this Plan.</p> <p>The termination of the Plan is limited to the discontinuation of any further grants under the said Plan. Options which are already granted under the said Plan, which would either expire or lapse for any reason shall be made available for the grant by adding it back to the pool under 2019 Fractal Employees Stock Option Plan for reissue to eligible employees as per the terms and conditions prescribed under the 2019 Fractal Employees Stock Option Plan as approved by the shareholders on February 07, 2025.</p> <p>The purpose of this Plan is to (i) reward the eligible employees of the Company and its subsidiaries for their efforts and commitment in growing the business and valuation of the Company for the benefit of its employees, members and Affiliates; and (ii) attract, retain, reward and motivate Employees to contribute to the growth and profitability of the Company and Group.</p> <p>Through this Plan, the Company intends to reward its key employees by offering them equity participation, on the basis of years of association that such employees have with the group and the contribution that they make towards the growth of the business and valuation of the group.</p> |
| b) | Total number of options to be offered and granted | <p>No further options shall be granted under this scheme as the scheme is terminated for any new grants.</p> <p>Any options granted prior to the date of such termination shall remain valid until their expiry or exercise, in accordance with the terms of this Scheme.</p> |

| S. No. | Particulars | Details |
|--------|---|---|
| c) | Identification of classes of employees entitled to participate and be beneficiaries in the Scheme | <p>“Eligible Employee(s)” means such employee(s) who qualify for issuance of options under this Plan as decided by the Board or the Nomination and Remuneration Committee (“NRC”) from time to time.</p> <p>“Employee” means and includes –</p> <ul style="list-style-type: none"> (i) an employee as designated by the Company, who is exclusively working in India or outside India; or (ii) a director of the Company, whether a whole-time director or not, including a non-executive Director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including a subsidiary or its associate company, in India or outside India, or of a holding company of the Company (if any), but does not include: <ul style="list-style-type: none"> (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; <p>A person may continue to be an Employee during the period of: (I) any leave of absence approved by the Company (or a Group Company, as applicable), provided that the vesting of such Employee’s options shall be suspended during the period of such leave, except to the extent required by Applicable Law; or (II) transfer of work location of such Employee between locations of the Company or transfer of legal entity of employment of such Employee among the Company, its holding company or another Group Company. For Employees subject to U.S. taxation, subject to Applicable Laws, a change in status in relation to the Company or its Subsidiary Companies or associates or holding company (if any) (for example, a change from employee to consultant, or vice versa) shall not be deemed a termination of employment or service hereunder with respect to any options constituting nonqualified deferred compensation subject to Section 409A of the U.S. Internal Revenue Code of 1986 (“Code”) that are payable upon a termination of employment or service for purposes of determining payment timing, unless such change in status also constitutes a “separation from service” within the meaning of Section 409A of the Code.</p> <p>In determining whether a Person has ceased to be an Employee (and for purposes of determining any entitlement under the Plan), no period of notice that is or ought to have been given under Applicable Law in respect of the termination of employment or service will be taken into account.</p> |
| d) | Requirements of vesting and period of vesting | <p>Vesting Period means, in relation to each option, the period commencing from the date of Grant of options until date of Vesting, as stipulated in the Grant Letter and which shall not be less than 1 (one) year from the date of grant of option(s) to the optionee, except on occurrence of death or permanent disability and shall be subject to such other vesting period as may be prescribed under the applicable laws. It does not include any period of service for which the employee was not paid salary/wages other than for reasons approved by the Board or the Nomination and Remuneration Committee (“NRC”).</p> <p>The options will vest on the basis of continued tenure of the option holder.</p> <p>No further options shall be granted under this scheme as the scheme is terminated for any new grants. The option(s) Granted to the Eligible Employees prior to the date of such termination shall remain valid until their expiry or exercise and shall Vest in accordance with the Vesting Schedule stipulated under the Grant Letter in accordance with the terms of the Plan. The Eligible Employees shall become eligible to Exercise the options Vested as per the Vesting Schedule from the date of each Vesting.</p> |
| e) | Maximum period within which the options shall be vested | <p>The period of vesting shall not be less than 1 (one) year from the date of Grant of option(s) to the optionee or subject to such other vesting period as may be prescribed under the Act.</p> <p>The options under this scheme vest over the period of 1-4 years from the grant date as provided in the Grant Letter and are exercisable within a period of 10 years from the Effective Date of the Plan. Vesting of options is subject to continued employment with the Company / its’ subsidiary(ies), as the case may be.</p> |
| f) | Exercise Price or Pricing Formula | <p>Exercise price will be determined by the Board or NRC from time to time and the same shall be intimated to the option grantee in the grant letter, which shall not be less than the face value of the shares and subject to such exercise price conforming to accounting standards specified under the SBEB&SE Regulations, including any ‘Guidance Note on Accounting for employee share-based Payments’ issued in this regard from time to time and compliance with other applicable laws.</p> <p>While the Scheme is terminated for any future grants, the exercise prices for grants made under the Scheme is disclosed in the prospectus of the Company dated February 11, 2026 in connection with the initial public offer of the Company’s equity shares.</p> |

| S. No. | Particulars | Details |
|--------|---|---|
| g) | Exercise Period and process of exercise: | <p>Exercise period: The Exercise period would commence from the date of vesting, subject to such terms and conditions as provided in the Scheme and will expire as per the period specified under the scheme for various events, termination of Service / Retirement / Death / Permanent Incapacity, etc. (as provided under the Scheme) or completion of such period not exceeding 10 years from the Effective Date of the Plan, whichever is earlier.</p> <p>Process of Exercise: The option grantee may exercise the vested options by submitting an written notice of Exercise Form / online application of Exercise Form to the Company accompanied by payment of the full amount equivalent to the Exercise Price of the shares along with the applicable tax amount and other necessary documents, in accordance with the process stipulated by the Company from time to time in this regard, after which the equity shares would be allotted.</p> |
| h) | Appraisal process for determining the eligibility of employees for the scheme | <p>Only Eligible Employees are eligible to receive option grants under this Scheme. The specific Eligible Employees to whom the options would be granted shall be determined by the Board or NRC on any combination of the following parameters, as well as any other parameters the Board or NRC deems relevant:</p> <ul style="list-style-type: none"> (i) position in the Company or Group; (ii) duration of service with the Company or Group; (iii) contribution to the Company's or Group's growth in the past; or (iv) contribution that may be made in the future, as perceived by the Administrator. |
| i) | Maximum number of options to be offered and issued per employee and in aggregate if any | Pursuant to the termination of this Plan, no further options shall be granted under this scheme. |
| j) | Maximum quantum of benefits to be provided per employee under the Scheme | The maximum quantum of benefits to an eligible employee shall be difference between the option exercise price and the applicable market price of the shares on the date of exercise. |
| k) | Whether the scheme is to be implemented and administered directly by the company or through a trust | The Scheme is to be implemented and administered directly by the Company. |
| l) | Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both: | The Scheme involves only new issuance of shares by the Company. |
| m) | The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc. | Not Applicable |
| n) | Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme: | Not Applicable |
| o) | A statement to the effect that the company shall conform to the accounting policies as specified in Regulation 15 of the SBEB&SE Regulations | The Company shall comply with the accounting and disclosure requirements as prescribed under Regulation 15 of the SBEB&SE Regulations. |
| p) | The method which the Company shall use to value its options: | Black & Scholes Model |

| S. No. | Particulars | Details |
|--------|--|--|
| q) | In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report; | Not Applicable |
| r) | Period of Lock-in | The equity shares issued under the Scheme shall not be subject to any transfer restrictions or lock-in restrictions, except as may be required for compliance of any regulatory / statutory / judicial requirements from time to time. |
| s) | Terms & conditions for buyback, if any, of specified securities covered under the SBEB&SE Regulations. | The Board will determine the procedure for buy-back of options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with the Applicable Laws. |

The Board of Directors recommends the resolution as set out in Item No. 5 & 6 of the accompanying Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel, along with their relatives, are concerned or interested, financially or otherwise, except to the extent of the options that have been or may be granted under the Scheme and their respective shareholding in the Company, if any.

ITEM No. 7 & 8:

The Members of the Company are being informed that the Fractal Analytics Limited Performance Based Key Employee Stock Incentive Plan 2019 ("**Performance Based MIP 2019**" or "**Plan**" or "**Scheme**") was originally formulated and approved by the Board of Directors ("**Board**") in its meeting held on September 1, 2021 and the Shareholders at their meeting held on September 15, 2021 and is effective from February 15, 2019, and thereafter amended to ensure compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB&SE Regulations**") and Companies Act, 2013, by Board pursuant to the resolution passed at its meeting held on August 1, 2025 and by Members pursuant to the resolution passed at the Extra Ordinary General Meeting of our Company held on August 8, 2025.

Furthermore, the Board vide resolution dated January 31, 2025, passed by requisite majority of directors, had approved the termination of the Performance Based MIP 2019. Pursuant to the termination of this Plan, no further Grant of options shall be undertaken under this Plan. Any options granted prior to the date of such termination shall remain valid until their expiry or exercise, in accordance with the terms of this Plan. The same was approved by the members of the Company pursuant to special resolution passed at the Extra-Ordinary General Meeting of the members of the Company held on February 07, 2025.

The Company has completed its initial public offer ("**IPO**") of its equity shares, and its shares were listed on the BSE Limited and the National Stock Exchange of India Limited on February 16, 2026. Consequently, the Scheme must be ratified by the shareholders under Regulation 12 of the SBEB&SE Regulations.

The Scheme also provides for grant of options to the employees of the unlisted subsidiary companies of the Company. Accordingly, a separate approval of the shareholders is being obtained as required under the Companies Act, 2013 and Regulation 6 of SBEB&SE Regulations.

Additionally, with a view to providing reasonable time to the option holder's Nominee to exercise options, in the event of the option holder's death while in employment or service with the Company / Group, it is proposed to amend clause 10 relating to terms and conditions of exercise of options in the event of death - Point F of the table outlining the effect of vested and unvested options in various events of Performance Based MIP 2019 in the following manner:

| Sl. No. | Event | Prior to Amendment | | Post Amendment | |
|---------|--|---|---|---|---|
| | | Vested options | Unvested options | Vested options | Unvested options |
| F. | Termination due to death while in employment or service with the Company / Group | All Vested options may be Exercised by the option holder's Nominee no later than 3 (three) months , or such other period as determined by the Administrator, from the date of death of the option holder, subject to Clause 13. The options Exercised by the option holder shall be treated in the manner as set out in Clause 10.3. | The options Granted to him/her till such date shall Vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased Eligible Employee and shall be Exercised no later than 3 (three) months , or such other period as determined by the Administrator, from the date of the death of the option holder, subject to Clause 13. | All Vested options may be Exercised by the option holder's Nominee no later than 1 (one) year , or such other period as determined by the Administrator, from the date of death of the option holder, subject to Clause 13. The options Exercised by the option holder shall be treated in the manner as set out in Clause 10.3. | The options Granted to him/her till such date shall Vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased Eligible Employee and shall be Exercised no later than 1 (one) year , or such other period as determined by the Administrator, from the date of the death of the option holder, subject to Clause 13. |

The salient features and other details of the Scheme as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, and Regulation 12 of the SBEB&SE Regulations are given below:

| S. No. | Particulars | Details |
|--------|---|--|
| a) | Brief Description of the Scheme | <p>The Scheme is called "The Fractal Analytics Limited Performance Based Key Employee Stock Incentive Plan 2019" or "Performance Based MIP 2019" or "Plan" or "Scheme". This Scheme came into effect from 15 February 2019 ("Effective Date") and the Scheme was approved by the shareholders on September 15, 2021. Under the Performance Based MIP 2019, Eligible Employees may be Granted option(s) to subscribe or acquire Shares in the manner and in the terms and conditions set out in Scheme and under the Grant letter.</p> <p>Furthermore, the Board vide resolution dated January 31, 2025, and shareholder resolution dated February 07, 2025, had approved the termination of the Performance Based MIP 2019. Pursuant to the termination of this Plan, no further Grant of options shall be undertaken under this Plan. Any options granted prior to the date of such termination shall remain valid until their expiry or exercise, in accordance with the terms of this Plan.</p> <p>The termination of the Plan is limited to the discontinuation of any further grants under the said Plan. options which are already granted under the said Plan, which would either expire or lapse for any reason shall be made available for the grant by adding it back to the pool under 2019 Fractal Employees Stock Option Plan for reissue to Eligible Employees as per the terms and conditions prescribed under the 2019 Fractal Employees Stock Option Plan as approved by the shareholders on February 07, 2025.</p> <p>The purpose of this Plan is to (i) reward the Eligible Employees of the Company and its' subsidiaries for their efforts and commitment in growing the business and valuation of the Company for the benefit of its employees, members and Affiliates; and (ii) attract, retain, reward and motivate Employees to contribute to the growth and profitability of the Company and Group.</p> <p>Through this Plan, the Company intends to reward its key employees by offering them equity participation, on the basis of their respective contribution towards the growth of the business and valuation of the Group.</p> |
| b) | Total number of options to be offered and granted | <p>No further options shall be granted under this scheme as the scheme is terminated for any new grants.</p> <p>Any options granted prior to the date of such termination shall remain valid until their expiry or exercise, in accordance with the terms of this Scheme.</p> |

| S. No. | Particulars | Details |
|--------|---|--|
| c) | Identification of classes of employees entitled to participate and be beneficiaries in the Scheme | <p>“Eligible Employee(s)” means such Employee(s) who qualify for issuance of options under this Plan as decided by the Board or the Nomination and Remuneration Committee (“NRC”) from time to time.</p> <p>“Employee” means and includes –</p> <ul style="list-style-type: none"> (i) an employee as designated by the Company, who is exclusively working in India or outside India; or (ii) a Director of the Company, whether a whole-time director or not, including a non-executive Director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including a subsidiary or its associate company, in India or outside India, or of a holding company of the Company (if any), but does not include: <ul style="list-style-type: none"> (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a Director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; <p>A Person may continue to be an Employee during the period of: (I) any leave of absence approved by the Company (or a Group Company, as applicable), provided that, the Vesting of such Employee’s options shall be suspended during the period of such leave, except to the extent required by Applicable Law; or (II) transfer of work location of such Employee between locations of the Company or transfer of legal entity of employment of such Employee among the Company, its holding company or another Group Company. For Employees subject to U.S. taxation, subject to Applicable Laws, a change in status in relation to the Company or its Subsidiary Companies or associates or holding company (if any) (for example, a change from employee to consultant, or vice versa) shall not be deemed a termination of employment or service hereunder with respect to any options constituting nonqualified deferred compensation subject to Section 409A of the U.S. Internal Revenue Code of 1986 (“Code”) that are payable upon a termination of employment or service for purposes of determining payment timing, unless such change in status also constitutes a “separation from service” within the meaning of Section 409A of the Code.</p> <p>In determining whether a Person has ceased to be an Employee (and for purposes of determining any entitlement under the Plan), no period of notice that is or ought to have been given under Applicable Law in respect of the termination of employment or service will be taken into account.</p> |
| d) | Requirements of vesting and period of vesting | <p>No further options shall be granted under this scheme as the scheme is terminated for any new grants. The options granted under this Scheme prior to the date of such termination shall vest only to the extent that a Complete Exit Event (as defined below) results in the satisfaction of the vesting conditions and otherwise in accordance with the terms set out in Annexure I of the Scheme.</p> <p>Notwithstanding anything contained herein, no options held by an option holder shall vest on a Complete Exit Event which occurs prior to the expiry of 1 (one) year from the date of grant of options to such option holder or such other minimum period prescribed under the Companies Act or applicable laws, and as set out in the grant letter.</p> <p>If a Complete Exit Event results in less than all of the granted options having vested, such granted but unvested options shall stand cancelled without any entitlement of consideration to the option holders.</p> <p>“Complete Exit Event” means:</p> <ul style="list-style-type: none"> (i) the sale by Quinag Bidco Ltd and its Affiliates, including funds advised by Quinag Bidco Ltd. or its Affiliates (“Apax”) of 100% (one hundred percent) of its direct or indirect shareholding in the Company to a third-party purchaser (i.e., a Person, or group of Persons acting in concert, other than Apax or a majority owned Affiliate of Apax); (ii) following the completion of a Listing, the earlier of the first date as of which Apax has sold 75% (seventy-five percent) of its shareholding in the Company or the third anniversary following the expiration of any lock-up applicable to Apax under Applicable Laws on account of the Listing (a “Listing Exit Event”); provided that, for the avoidance of doubt, the completion of a Listing alone shall not constitute a Complete Exit Event; or (iii) the sale of all or substantially all of the assets of the Group (on a consolidated basis) to a third-party purchaser (i.e., a Person, or group of Persons acting in concert, other than Apax or a majority owned Affiliate of Apax); |
| e) | Maximum period within which the options shall be vested | <p>The period of vesting shall not be less than 1 (one) year from the date of Grant of option(s) to the optionee or subject to such other vesting period as may be prescribed under the Act.</p> <p>The options under this Scheme will vest over satisfaction of milestones stipulated in the said Scheme. Vesting of options is subject to continued employment with the Company / its subsidiary(ies), as the case maybe.</p> |

| S. No. | Particulars | Details |
|--------|---|---|
| f) | Exercise Price or Pricing Formula | <p>Exercise price will be determined by the Board or NRC from time to time and the same shall be intimated to the option grantee in the grant letter, which shall not be less than the face value of the shares and subject to such exercise price conforming to accounting standards specified under the SBEB&SE Regulations, including any 'Guidance Note on Accounting for employee share-based Payments' issued in this regard from time to time and compliance with other applicable laws.</p> <p>While the Scheme is terminated for any future grants, the exercise prices for grants made under the Scheme is disclosed in the prospectus of the Company dated February 11, 2026 in connection with the initial public offer of the Company's equity shares.</p> |
| g) | Exercise Period and process of exercise: | <p>Exercise Period: The Exercise period would commence from the date of vesting, subject to such terms and conditions as provided in the Scheme and will expire as per the period specified under the scheme for various events, termination of Service / Retirement / Death / Permanent Incapacity, etc. (as provided under the Scheme) or completion of such period not exceeding 10 years from the Effective Date of the Plan, whichever is earlier.</p> <p>Process of Exercise: The option grantee may exercise the vested options by submitting an written notice of Exercise Form / online application of Exercise Form to the Company accompanied by payment of the full amount equivalent to the Exercise Price of the shares along with the applicable tax amount and other necessary documents, in accordance with the process stipulated by the Company from time to time in this regard, after which the equity shares would be allotted.</p> |
| h) | Appraisal process for determining the eligibility of employees for the scheme | <p>Only Eligible Employees are eligible to receive option grants under this Plan. The specific Eligible Employees to whom the options would be granted shall be determined by the Board or NRC on any combination of the following parameters, as well as any other parameters the Board or NRC deems relevant:</p> <ul style="list-style-type: none"> (i) position in the Company or its group; (ii) duration of service with the Company or its group; (iii) contribution to the company's or its group's growth in the past; or (iv) contribution that may be made in the future, as perceived by the Board or the NRC. |
| i) | Maximum number of options to be offered and issued per employee and in aggregate if any | Pursuant to the termination of this Plan, no further options shall be granted under this scheme. |
| j) | Maximum quantum of benefits to be provided per employee under the Scheme | The maximum quantum of benefits to an eligible employee shall be difference between the option exercise price and the applicable market price of the shares on the date of exercise. |
| k) | Whether the scheme is to be implemented and administered directly by the company or through a trust | The Scheme is to be implemented and administered directly by the Company. |
| l) | Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both: | The Scheme involves only new issue of shares by the Company. |
| m) | The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc. | Not applicable |
| n) | Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme: | Not applicable |
| o) | A statement to the effect that the company shall conform to the accounting policies as specified in Regulation 15 of the SBEB&SE Regulations | The Company shall comply with the accounting and disclosure requirements as prescribed under Regulation 15 of the SBEB&SE Regulations. |
| p) | The method which the Company shall use to value its options: | Binomial Model |

| S. No. | Particulars | Details |
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| q) | In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report'; | Not Applicable |
| r) | Period of Lock-in | The equity shares issued under the Scheme shall not be subject to any transfer restrictions or lock-in restrictions, except as may be required for compliance of any regulatory / statutory / judicial requirements from time to time. |
| s) | Terms & conditions for buyback, if any, of specified securities covered under the SBEB&SE Regulations. | The Board will determine the procedure for buy-back of options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with the Applicable Laws. |

The Board of Directors recommends the resolution as set out in Item No. 7 & 8 of the accompanying Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel, along with their relatives, are concerned or interested, financially or otherwise, except to the extent of the options that have been or may be granted under the Scheme and their respective shareholding in the Company, if any.

ITEM No. 9:

The Members of the Company in their Extra-Ordinary General Meeting held on August 08, 2025, have approved the latest Articles of Association of the Company. Part B of the Articles of Association was applicable until the receipt of final listing and trading approvals from the stock exchanges. All articles in Part B automatically terminated and ceased to have any force or effect on and from the date of receipt of final listing and trading approvals from the stock exchanges i.e. February 13, 2026. Accordingly, Part A of the Articles of Association is applicable to the Company post-listing.

Upon listing of the Company, the Company was required to pass necessary resolutions to provide a right to nominate directors on the Board to each of TPG, Apax, Olmo Capital, Pranay Agrawal (and his affiliates) and Srikanth Velamakanni (and his affiliates) (as set out in draft Article 135A of the articles of association below) and amend the articles of association of the Company ("**Articles**") to incorporate the aforesaid right. This was also disclosed in the prospectus dated February 11, 2026, filed in connection with the initial public offer ("**IPO**") of the Company's equity shares. Such nominee directors shall be liable to retire by rotation in accordance with the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

Pursuant to the provisions of Companies Act 2013 ("**the Act**") and other applicable laws read with the relevant provisions of the SEBI Listing Regulations, the approval of the shareholders is required by way of a special resolution to amend the Articles and insert Article 135A in the Articles after the existing Article 135, for confirming the special rights granted to certain shareholders of the Company as detailed hereunder. The thresholds for the board nomination right has been uniformly set at 5% (five percent) of the paid-up share capital of the Company (on a fully diluted basis), applicable equally to all eligible investors/promoter shareholders identified hereunder. This threshold has been determined with due regard to the evolution of the Company's shareholding structure, including future equity issuances and consequent dilutions, which may bring certain shareholders, including the PA Group and SV Group, to or near this threshold over time, as at present, they individually do not hold more than 10% shareholding in the Company. The Board is of the view that a uniform 5% (five percent) threshold best serves the interests of all shareholders and ensures continuity of meaningful board representation in alignment with the Company's long-term strategic objectives.

135A. The Board shall be constituted in the following manner:

- for so long as the PA Group holds 5% (five percent) of the Share Capital on a Fully Diluted Basis, the PA Group shall be entitled to nominate 1 (one) Director on the Board, which shall be Mr. Pranay Agrawal for so long as he remains an employee of the Company or any of its Subsidiaries;
- for so long as the SV Group holds 5% (five percent) of the Share Capital on a Fully Diluted Basis, the SV Group shall be entitled to nominate 1 (one) Director on the Board, which shall be Mr. Srikanth Velamakanni for so long as he remains an employee of the Company;

- (c) for so long as OLMO Capital Group holds 5% (five percent) of the Share Capital on a Fully Diluted Basis, OLMO Capital shall be entitled to nominate Mr. Sasha Mirchandani or such other Person reasonably acceptable to the Board;
- (d) for so long as the Apax Group holds 5% (five percent) of the Share Capital on a Fully Diluted Basis, Apax shall be entitled to nominate 1 (one) Director on the Board;
- (e) for so long as the TPG Group holds 5% (five percent) of the Share Capital on a Fully Diluted Basis, TPG shall be entitled to nominate 1 (one) Director on the Board;
- (f) for so long as each of the Apax Group and the TPG Group hold 5% (five percent) of the Share Capital on a Fully Diluted Basis, Mr. Gavin Patterson will continue to be a non-executive director on the Board. For avoidance of doubt, it is hereby clarified that in the event Mr. Gavin Patterson resigns from the Board, the Apax Group and the TPG Group shall not be entitled to appoint any replacement for Mr. Gavin Patterson irrespective of their shareholding in the Share Capital of the Company; and
- (g) such additional number of Independent Directors on the Board as may be required to comply with applicable laws.

For the purposes of Article 135A, capitalized terms shall have the following meanings:

- (i) **“Affiliate(s)”** means: (a) in relation to a natural Person, Relatives of such Person, and any Person which is Controlled by such natural Person (including along with other Persons); and (b) in relation to an entity, any Person which, directly or indirectly, Controls, is Controlled by, or is under common Control with, such entity, and shall include:
 - in relation to an investment fund or private fund, any other investment fund or private fund under common Control with such fund or managed or advised by the manager of such investment fund or private fund or such entity (as the case may be);
 - in respect of TPG only: (A) each fund, investment vehicle or other entity managed, advised or (directly or indirectly) Controlled by TPG Group Holdings (SBS) Advisors, Inc. or any of its Affiliates (“TPG Funds”); (B) any general partner or manager of or investment manager to any of the TPG Funds; and (C) any incorporated or unincorporated body Controlled by any TPG Funds;
 - in respect of Apax only: (A) each fund, investment vehicle or other entity managed, advised or (directly or indirectly) Controlled by Apax Partners, LLP or any of its Affiliates (“Apax Funds”); and (B) any general partner or manager of or investment manager to any of the Apax Funds; and any incorporated or unincorporated body Controlled by any Apax Funds;
- (ii) **“Apax”** means Quinag Bidco Limited;
- (iii) **“Apax Group”** means Apax and its Affiliates, collectively.
- (iv) **“Control”** (including, with its correlative meanings, the terms “Controlled by” or “under common Control with”) means (a) the possession, directly or indirectly, of the power to direct, or cause the direction of, management and policies of a Person whether through the ownership of voting securities, by agreement or otherwise; or (b) the power to elect more than half of the directors, partners or other individuals exercising similar authority with respect to a Person; or (c) the possession, directly or indirectly, of a voting interest in excess of 50% (fifty percent) in a Person.
- (v) **“Equity Share”** means an equity share of the Company having a face value of INR 1 (Indian Rupee One).
- (vi) **“Founder Group”** means the PA Group and SV Group, collectively, and the term “Founders Group” shall be construed accordingly.
- (vii) **“Fully Diluted Basis”** with reference to any amount or percentage of the share capital of the Company, means such amount or percentage calculated as if all of the Securities (including any convertible preferred shares), stock options or other obligations that are convertible into or exercisable or exchangeable for, or which carry a right to subscribe to or purchase or which represent or bestow any beneficial ownership or interest in, the Securities, then issued and outstanding, had been exercised in full (whether or not such securities, stock options or other obligations are at such time exercisable or convertible).
- (viii) **“OLMO Capital Group”** means the members of OLMO Capital viz. GLM Family Trust, Mr. Gulu Mirchandani and Ms. Gita Mirchandani and their Permitted Transferees, collectively.
- (ix) **“PA Group”** means Pranay Agrawal (“PA”), members of his Immediate Family who are shareholders in the Company, and their Permitted Transferee(s), collectively.
- (x) **“Permitted Transferee”** means:

- in relation to the PA Group: (i) a member of the Immediate Family of PA; (ii) an entity wholly owned and Controlled by PA; and (iii) any Person to whom Securities have been bequeathed under the will of PA and to whom the Securities are proposed to be transmitted under such will;
 - in relation to the SV Group: (i) a member of the Immediate Family of SV; (ii) an entity wholly owned and Controlled by SV; and (iii) any Person to whom Securities have been bequeathed under the will of SV and to whom the Securities are proposed to be transmitted under such will;
 - in relation to the Shareholder Groups (other than the Founder Group), means an Affiliate of the members of such Shareholder Group.
- (xi) **“Securities”** means, in relation to the Company, the Equity Shares, any options, warrants, convertible debentures, convertible preference shares, equity linked instruments, loans or other securities or ownership interests that are directly or indirectly convertible into, or exercisable or exchangeable for, Equity Shares or any other ownership interests of the Company (whether or not such securities are then currently convertible, exercisable or exchangeable and whether with or without payment of additional consideration).
- (xii) **“Share Capital”** means the share capital of the Company on a Fully Diluted Basis.
- (xiii) **“Shareholder Group”** means each of the following: (a) the Founder Group; (b) the OLMO Capital Group; (c) the Apax Group; and (d) the TPG Group, and the term “Shareholder Groups” shall be construed accordingly.
- (xiv) **“SV Group”** means Srikanth Velamakanni (“SV”), members of his Immediate Family who are shareholders in the Company, and their Permitted Transferee(s), collectively.
- (xv) **“TPG Group”** means TPG and its Affiliates, collectively.
- (xvi) **“TPG”** means TPG Fett Holdings Pte. Ltd.

Section 5 and 14 of the Act requires that any amendment to the Articles of Association of a company be approved by the shareholders of the company by a special resolution.

Further, Regulation 31B of the SEBI Listing Regulations requires that any special right granted to the shareholders of a listed entity shall be subject to the approval by the shareholders in a general meeting by way of a special resolution once every five years starting from the date of grant of such special right.

As the equity shares of the Company have been listed on the Stock Exchanges with effect from February 16, 2026 and pursuant to the requirements prescribed under Regulation 31B of the SEBI Listing Regulations and the applicable provisions of the Act, the Board of Directors recommends the above amendment in the Articles of the Association to the Members for their approval as a Special Resolution as mentioned at Item No. 09 of the Notice.

A copy of the draft Articles of Association shall also be available on the Company’s website, i.e. <https://fractal.ai/investor-relations>.

Other than Mr. Srikanth Velamakanni, Mr. Pranay Agrawal, Mr. Rohan Haldea, Mr. Vivek Mohan, Mr. Sasha Gulu Mirchandani and Mr. Gavin Echlin Patterson, none of the other Directors, Key Managerial Personnel, along with their relatives, are concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any.

**By the Order of the Board of Directors
For Fractal Analytics Limited**

Sd/-
Somya Agarwal
Company Secretary & Compliance Officer
Membership No.: A17336

Place: Mumbai
Date: March 20, 2026