

Notice of twenty fifth Annual General Meeting

NOTICE is hereby given that the twenty fifth (25th) Annual General Meeting ("AGM") of the members of **CARTRADE TECH LIMITED ("the Company")** will be held on Thursday, September 25, 2025 at 11.00 am (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS;

1. TO RECEIVE, CONSIDER AND ADOPT;

- a. **THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon as circulated to the members be and are hereby considered, approved and adopted."

- b. **THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON.**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon as circulated to the members be and are hereby considered, approved and adopted."

2. TO APPOINT A DIRECTOR IN PLACE OF MR. VICTOR ANTHONY PERRY III (DIN: 06992828) WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT;

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Section 152 (6) and other applicable provisions of the

Companies Act, 2013, Mr. Victor Anthony Perry III (DIN: 06992828), who retires by rotation at this meeting, be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS;

3. APPOINTMENT OF M/S M. JAWADWALA & CO., PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY FOR A PERIOD OF 5 YEARS FROM FINANCIAL YEAR 2025-26 TILL FINANCIAL YEAR 2029-30;

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of Mr. Muffaddal Jawadwala, Proprietor of M/s M. Jawadwala & Co., Practicing Company Secretaries (COP - 16191, Mem. No. 30840) (Firm registration no: S2016MH383700), as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT Mr. Vinay Vinod Sanghi, Chairperson and Managing Director and Mrs. Aneesha Bhandary, Executive Director and Chief Financial Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

4. APPROVAL OF RELATED PARTY TRANSACTION BETWEEN SHRIRAM AUTOMALL INDIA LIMITED, SUBSIDIARY OF THE COMPANY WITH SHRIRAM FINANCE LIMITED AND CARTRADEEXCHANGE

SOLUTIONS PRIVATE LIMITED, STEP-DOWN SUBSIDIARY OF THE COMPANY WITH SHRIRAM FINANCE LIMITED, FOR THE FINANCIAL YEAR 2025-26;

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION;

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(2)(c) 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned below, between two ‘Related Parties’ of the Company, i.e., Shriram Automall India Limited (“SAMIL”) being material unlisted subsidiary of the Company with Shriram Finance Limited (“SFL”) and, CarTradeExchange Solutions Private Limited, (“CTE”) step down subsidiary of the Company proposes to enter into a transaction with SFL, on such terms and conditions as may be mutually agreed between SAMIL with SFL and CTE with SFL, for an aggregate value not exceeding ₹ 20,675 lakhs and ₹ 6,500 lakhs respectively for the financial year 2025-26 put together which is in excess of limit specify at Regulations 23(2) (c) and 23(4) of the SEBI LODR Regulations, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers

including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

5. TO CONSIDER AND APPROVE THE REMUNERATION OF MR. VINAY VINOD SANGHI (DIN: 00309085), MANAGING DIRECTOR OF THE COMPANY:

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION;

“RESOLVED THAT pursuant to the provisions of Sections 117, 178, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of CarTrade Tech Limited (“Company”) and HR Policies of the Company, ESOP Schemes and the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Vinay Vinod Sanghi, Managing Director of the Company, as set out in the explanatory statement, which is also his current remuneration with no increment or additional grant of ESOPs and be payable (i) in the event the Company has adequate profits as per the Act, for the remainder of his tenure as the Managing Director with effect from April 01, 2026; and (ii) for a period not exceeding 3 (three) years i.e. from April 01, 2026 to March 31, 2029, in the event that the Company has no profits or has inadequate profits, calculated under Section 198 of the Act in any financial year during his tenure with liberty to the Board of Directors upon the recommendation of Nomination and Remuneration

Committee to alter and vary the terms and conditions of the remuneration, provided that such variation does not exceed the remuneration approved herein and remains in conformity with the applicable provision of the Act and Schedule V thereto, in such manner as may be agreed to between the Board of Directors and Mr. Vinay Vinod Sanghi.

RESOLVED FURTHER THAT the terms of remuneration as mentioned in the explanatory statement shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the said remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to Mr. Vinay Vinod Sanghi, Managing Director of the Company, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board be and are hereby authorised to vary and/or revise the remuneration payable to Mr. Vinay Vinod Sanghi, Managing Director of the Company within the overall limits as provided in the Explanatory Statement, in accordance with applicable laws, and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its

powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution, in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, Mrs. Aneesha Bhandary, Executive Director and Chief Financial Officer and each member of the Nomination and Remuneration Committee be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

**By Order of the Board
For CarTrade Tech Limited**

Sd/-

Lalbahadur Pal
Company Secretary and
Compliance Officer

Place: Mumbai
Date: July 28, 2025

Registered Office:

12th Floor Vishwaroop IT Park Sector 30A,
Vashi Navi Mumbai Thane – 400 705, Maharashtra.

NOTES FOR MEMBERS ATTENTION:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through video conferencing ("VC") or other audio visual means ("OAVM"), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. In compliance with the provisions of the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company.
3. As per the provisions of Clause 3. A. II. of the General Circular No. 20/ 2020 dated May 05, 2020, the matters of Special Business as appearing at Item Nos. 3 to 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 3 to 5 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at this AGM is also annexed. Requisite declaration/s have been received from the Director/s for seeking re- appointment.
5. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy(PDF/JPGFormat)of its Board or governing body Resolution/Authorisation etc., authorizing its representative pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address to at company_secretary@mjawadwala.com with a copy marked to the RTA at rnt.helpdesk@in.mpms.mufg.com and the Company Secretary at l.pal@cartrade.com not less than 48 (forty eight) hours before the commencement of the AGM.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/ Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 (collectively referred to as "Circulars"), notice of the AGM along with the Annual Report for the FY25 is being sent only through electronic mode to those members whose email addresses are registered with the Company and/ or with Depository Participants (DPs). In case any member is desirous of obtaining physical copy of the Annual Report for the FY25 and Notice of the 25th AGM of the Company, he/she may send a request to the Company by writing at investor@cartrade.com or MUFG Intime India Private Limited ("Formerly known as Link Intime India Private Limited") at rnt.helpdesk@in.mpms.mufg.com Members may note that the Notice and the Annual Report for the FY25 will also be available on the Company's website at www. cartradetech.com , websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. National Stock Exchange of India Limited (www. nseindia.com) and BSE Limited (www.bseindia.com), website of Registrar

and Transfer Agent ("RTA") i.e. MUFG Intime India Private Limited (Formerly Known as "Link Intime India Private Limited") at <https://in.mpms.mufig.com/>

11. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 25th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; the certificate from the Secretarial Auditor of the Company stating that the Company has implemented the ESOP Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the members during the AGM. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investor@cartrade.com.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA at rnt.helpdesk@in.mpms.mufig.com in case the shares are held in physical form, quoting your folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their pan details to their depository participants. Members holding shares in physical form are requested to submit their pan details to the Company's RTA.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. Non-resident Indian shareholders are requested to immediately inform the Company/ RTA, if shares are held in physical mode or to their DP, if the holding is in electronic mode, regarding change in the residential status on return to India for permanent settlement and/or the Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact Company's Registrars and Transfer Agent, MUFG Intime India Private Limited (Formerly Known as "Link Intime India Private Limited") ('RTA') at rnt.helpdesk@in.mpms.mufig.com for assistance in this regard.
16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form
17. **Remote e-Voting Instructions for shareholders**
In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

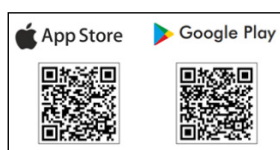
METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:
 - a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
 - b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
 - c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
 - d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
Shareholders not registered for IDeAS facility:
 - a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or

click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speed" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- b) Enter details as under:
 - A. User ID: Enter User ID
 - B. Password: Enter existing Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:
 - A. **User ID:** Enter User ID
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in NSDL form, shall provide 'D' above

- o Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

E. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

F. Enter Image Verification (CAPTCHA) Code.

G. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.

- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.muvg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password

or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

18. Process and manner for attending the Annual General Meeting through InstaMeet:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
- Select the "Company Name" and register with your following details:
- Select Check Box - Demat Account No. / Folio No. / PAN
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the company.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- Click on ‘Submit’.
- After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

- After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

19. OTHER INFORMATION RELATED TO E-VOTING

- The e-voting period will commence on Monday, September 22, 2025 09.00 a.m. (IST) and ends on Wednesday, September 24, 2025 05.00 p.m. (IST) (both days inclusive). During this period, Members holding shares either in physical form or in dematerialised form, may cast their vote electronically. The e-voting module shall be disable by MUFG Intime India Private Limited thereafter. Please note that once the vote on a resolution has been casted, the Members cannot change it subsequently.

- b. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Thursday, September 18, 2025 (Day and Date) only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- c. Members who have cast their vote by remote e-voting prior to the AGM will be entitled to attend the AGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.
- d. Voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, September 18, 2025 (Day and Date).
- e. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as of the cut-off date may follow the procedure for remote e-voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-voting manual available at <https://instavote.linkintime.co.in/> or write an e-mail to enotices@in.mpms.mufg.com or investor@cartrade.com
- f. Every client ID no. /folio no. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the meeting the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM
- g. The members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no. /folio no., which may be used for sending future communication(s).
- h. At the AGM, the Chairman shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the AGM.
- i. The Scrutiniser shall submit a consolidated Scrutiniser's Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- j. The results along with the consolidated Scrutiniser's Report shall be declared by means of:
 - k. dissemination on the website of the Company i.e. www.cartrade.com and website of LIPL i.e. www.instavote.linkintime.co.in ; and
 - l. communication to BSE Limited and National Stock Exchange of India Limited thereby enabling them to disseminate the same on their respective websites.
- m. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Thursday, September 25, 2025

20. CORRESPONDENCE

Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or RTA, quoting their folio number or DP ID - client ID, as the case may be.

For any queries/issues (including but not limited to Annual Report/AGM), you may reach the Company team /RTA at the address for correspondence provided in the section 'General Shareholder Information' of the Annual Report.

Explanatory Statement

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), given hereunder.

Item No. 3

TO APPOINT MR. MUFFADDAL JAWADWALA, PROPRIETOR OF M/S. M. JAWADWALA & CO., PRACTICING COMPANY SECRETARIES, AS SECRETARIAL AUDITOR OF THE COMPANY FOR A PERIOD OF 5 YEARS FROM FINANCIAL YEAR 2025-26 TILL FINANCIAL YEAR 2029-30;

M/s M. Jawadwala & Co., Practicing Company Secretaries, is a peer reviewed firm based out of Mumbai, engaged in providing professional services to clients with core area of specialization is corporate secretarial compliances, corporate governance matters, representing before various statutory and other authorities, FEMA Compliances, audit and certifications, advisory on IPR laws and related matters. M/s M. Jawadwala & Co., were appointed as secretarial auditors of the Company for conducting secretarial audit for the financial year 2024-25 and the same is not considered as a term of Appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations"). In terms of Regulation 24A of LODR Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years. M/s M. Jawadwala & Co., is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on May 07, 2025, approved the appointment of M/s M. Jawadwala & Co., as secretarial auditors of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company.

M/s M. Jawadwala & Co., have given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, M/s M. Jawadwala & Co., has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The proposed fees in connection with the secretarial audit shall be ₹50,000/- (Rupees fifty thousand only) plus applicable taxes and other out-of-pocket expenses.

Besides the secretarial audit services, the Company may also obtain certifications from M/s M. Jawadwala & Co., under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of M/s M. Jawadwala & Co., for the remaining part of the tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s M. Jawadwala & Co. Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 3 of this Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

Item No. 4

Regulation 23 of the SEBI LODR Regulations, inter alia, states that all Material Related Party Transactions (the "RPT") shall require prior approval of the shareholders by means of an Ordinary Resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crores or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1) (zc) of the SEBI LODR Regulations defines related party transaction to mean a transaction involving transfer of resources, services or

obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other, regardless of whether a price is charged or not.

The Management has provided the Audit Committee with relevant details of the proposed RPT, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for the said RPT. The Audit Committee has noted that the said transaction

will be at an arm's length pricing basis and will be in the ordinary course of business.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate aforesaid RPT, the Company seeks the approval of the shareholders to approve entering into transaction(s) / contract(s) / arrangement(s) / agreement(s) within the thresholds and conditions mentioned in the resolution.

Information required to be disclosed in the Explanatory Statement for Item No. 4 pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Particulars	Particulars
1	Name of the related party	Shriram Automall India Limited ("SAMIL") and Shriram Finance Limited ("SFL")	CarTradeExchange Solutions Private Limited ("CTE") and Shriram Finance Limited ("SFL")
2	Nature of relationship [including nature of its interest (financial or otherwise)]	SAMIL is a material unlisted subsidiary of CarTrade Tech Limited (CTTL), which is covered under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR Regulations.	CTE is an unlisted step down subsidiary of CarTrade Tech Limited (CTTL), which is covered under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR Regulations.
3	Type of the proposed transaction	Sharing of rent & Maintenance expenses of yards, Providing access to SAMIL at branch office of SFL, Sharing of rent and Maintenance income of yards, Business sourcing fess, Interest on FD/NCD, reimbursement of admin income, Investment in FD and Valuation Income. The Monetary Value of all these transactions is ₹ 20,675/- Lakhs for FY2025-26.	Investment and Interest income from FD. The Monetary Value of all these transactions is ₹ 6,500/- Lakhs for FY2025-26.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/ arrangement		
5	Particulars of the proposed transaction		
6	Tenure of the transaction		
7	Value of the proposed transaction		
8	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	32.25% of the Company's annual consolidated turnover for FY2024-25.	10.14% of the Company's annual consolidated turnover for FY2024-25.
9	Justification of the proposed transaction	The Transaction shall be carried out at Arm's Length basis and in the Normal course of business.	The Transaction shall be carried out at Arm's Length basis and in the Normal course of business.
10	Details of the valuation report or external party report (if any) enclosed with the notice	All transactions with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.	All transactions with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Vinay Vinod Sanghi - Common Director Mrs. Aneesha Bhandary - Common Director	NA
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given		
A	Source of funds	Normal course of business	Normal course of business

Sr. No.	Description	Particulars	Particulars
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness; cost of funds; and tenure of the indebtedness 	Only Investment is made, no indebtedness.	Only Investment is made, no indebtedness.
C	Applicable terms including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	On the investments, Tenure ranges between 3 to 10 years, Interest rate ranges from 8% to 10%, these are Unsecured in nature.	On the investments, Tenure ranges between 3 to 10 years, Interest rate ranges from 8% to 10%, these are Unsecured in nature.
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The funds shall be utilised by the ultimate beneficiary for its principal business activities.	The funds shall be utilised by the ultimate beneficiary for its principal business activities.
13	Any other relevant information	None	None

Except for Mrs. Aneesha Bhandary and Mr. Vinay Vinod Sanghi, none of the other Directors, KMPs and / or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice except to the extent of their shareholding. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 4 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI LODR Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 4 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 5

Mr. Vinay Vinod Sanghi is the Founder and the driving force of CarTrade Tech since its inception in 2009. He has been instrumental in building the vision of the Company and taking it from a start-up to a leading automotive marketplace. Mr. Vinay Vinod Sanghi has been instrumental in CarTrade Tech establishing market leadership and effecting consolidation in the space by acquiring CarWale, BikeWale, Adroit Auto, Shriram Automall and OLX India. With more than three decades in the ecosystem, Vinay has established a standard of excellence in the auto industry. He previously served as CEO of Mahindra First Choice Wheels. He is currently serving as an Independent Director of HDFC Ergo General Insurance Company Ltd, Chairman & non-executive director of Sobek Auto India Private Limited, and also non-executive director of CarTrade Foundation. He was appointed as Managing Director of the Company with effect from April 01, 2021 to March 31, 2026 for a period of five

(5) years pursuant to the resolution passed by the members at Extra-Ordinary General Meeting ("EGM") of the Company held on April 29, 2021. Subsequently, the approval of the Board of Directors and shareholders of the Company was obtained on April 21, 2023 and May 27, 2023, respectively to approve an increase in the remuneration of Mr. Vinay Vinod Sanghi. His remuneration is approved upto March 31, 2026 in the event the Company has adequate profits as per the provisions of Section 197 and 198 of the Companies Act, 2013 as well as in the event the Company has no profits or has inadequate profits. Furthermore, Mr. Sanghi's reappointment as Managing Director for a subsequent term of five (5) years, from April 1, 2026, to March 31, 2031, was approved by the shareholders through a resolution passed via postal ballot on May 02, 2025.

The Board of Directors is of the opinion that under the leadership and guidance of Mr. Vinay Vinod Sanghi, the Company has been performing well. His continued leadership is essential for achieving the Company's long-term goals, and accordingly, the proposed remuneration is being placed for approval. The proposed remuneration payable as provided below shall be in line with the Employment Letter dated September 01, 2009 read with revised employment letter dated March 31, 2021 executed between Mr. Vinay Vinod Sanghi and the Company and terms of remuneration approved by the Shareholders via postal ballot on May 27, 2023.

The provisions of Sections 178, 196, 197, 198 and 203 of the Companies Act, 2013 and rules made thereunder read with Schedule V of the Companies Act, 2013 require the Companies to take approval of Shareholders vide special resolution for paying any remuneration to the directors in

excess of the limits prescribed under the said provisions. In order to compensate the efforts taken by Mr. Vinay Vinod Sanghi, it is proposed to approve the remuneration to be paid to Mr. Vinay Vinod Sanghi, Managing Director of the Company for a period of three years i.e. from April 01, 2026 to March 31, 2029. The proposed remuneration remains unchanged from his current remuneration, with no increment or additional grant of ESOPs. This remuneration shall also be applicable in the event of loss or inadequacy of profits, as calculated under Section 198 of the Companies Act, 2013, in any financial year. While the Company can pay the remuneration (as set out below) to Mr. Vinay Vinod Sanghi when the Company has sufficient profits for the full term, in the event that the Company does not have profits or has inadequate profits in any financial year, pursuant to applicable provisions of Schedule V of the Companies Act, 2013, the Company can pay remuneration, to its directors, higher than the amounts set out in Section II of Part II of Schedule V of Companies Act, 2013 by passing a special resolution in the general meeting, and such remuneration shall be valid for a period not exceeding 3 (three) years. The details and terms of remuneration proposed to be paid to Mr. Vinay Vinod Sanghi, Managing Director of the Company despite inadequacy or absence of profits is as under:

I. NATURE OF DUTIES:

Mr. Vinay Vinod Sanghi is the Founder and the driving force of CarTrade Tech since its inception in 2009. He has been instrumental in building the vision of the Company and taking it from a start-up to a leading automotive marketplace. Mr. Vinay Sanghi has been instrumental in CarTrade Tech establishing market leadership and effecting consolidation in the space by acquiring CarWale, BikeWale, Adroit Auto, Shriram Automall and OLX India. With more than three decades in the ecosystem, Vinay has established a standard of excellence in the auto industry. He previously served as CEO of Mahindra First Choice Wheels. He is currently serving as an Independent Director of HDFC Ergo General Insurance Company Ltd, Chairman & non-executive director of Sobek Auto India Private Limited, and also non-executive director of CarTrade Foundation.

The Managing Director shall, devote his whole time and attention to the business of the Company including in subsidiary companies and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Managing Director from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

II. REMUNERATION PAYABLE:

The proposed remuneration payable as provided below shall be in line with the Employment Letter dated September 1, 2009, read with revised employment letter dated March 31, 2021 executed between Mr. Vinay Vinod Sanghi and the Company.

a) Fixed Compensation:

The maximum fixed remuneration to be paid to Mr. Vinay Vinod Sanghi shall be ₹ 6,68,84,051/- per annum which shall include Basic Salary, House rent allowance, conveyance, Contribution to Provident Fund and Gratuity Fund and other allowances.

These perquisites and allowances may be granted to Mr. Vinay Vinod Sanghi in the manner as the Board may decide as per the Policy/Rules of the Company.:

1. House rent allowance;
2. Conveyance;
3. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961; and
4. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

b) Performance Linked Variable Remuneration:

Performance Linked Variable Remuneration shall be paid over and above fixed compensation according to the scheme / policy of the Company for each of the financial years as may be decided by the Nomination and Remuneration Committee / Board which shall be evaluated based on any criteria including but not limited to financial results, overall stakeholder value creation, achieving new business scalability and overall growth of the Company which can be further based on the qualitative and quantitative data analysis and market conditions at the end of each quarter and financial year and other relevant factors having regard to his performance for each year.

The maximum aggregate remuneration (including fixed remuneration, performance linked variable remuneration and excluding other facilities) to be paid to Mr. Vinay Vinod Sanghi shall be ₹ 7,25,00,000/- per annum.

All the above maximum aggregate remuneration is in line with the Employment Letter dated September 1, 2009 read with revised employment letter dated March 31, 2021 between Vinay Vinod Sanghi and the Company.

In addition to the above, Mr. Vinay Vinod Sanghi shall also be eligible for club facilities, memberships, medical insurance cover, hospitalization cover, medical expenses, telecommunication facility including internet facility and other benefits and facilities, in accordance with the HR policy of the Company as applicable.

III. MINIMUM REMUNERATION:

Notwithstanding anything to the contrary herein contained, where in any financial year during the period of three years in the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of basic salary, benefits, perquisites and allowances, performance bonus and Long Term incentive plan and retirement benefits, as specified above.

The proposed resolution shall not be in substitution or supersession of the shareholders' resolution passed earlier on May 27, 2023 unless the aforementioned remuneration is approved by the shareholders of the Company.

Accordingly, the Board seeks the approval of the members of the Company for the payment of remuneration to Mr. Vinay Vinod Sanghi, as set out above, which remuneration shall be valid and payable (a) in the event the Company is profit making, for the remainder of his term as the Managing Director of the Company with effect from April 01, 2026; and (b) for

a period of three years effective from April 01, 2026 to March 31, 2029 in the event that the Company has no profits or has inadequate profits in any financial year.

The Company does not have any outstanding dues to any bank or public financial institution or non-convertible debenture holder or any secured creditor, and therefore, there is no requirement to obtain prior approval of any bank or public financial institution or non-convertible debenture holder or any secured creditor of the Company in relation to the remuneration payable to Mr. Vinay Vinod Sanghi.

Brief resume of Mr. Vinay Vinod Sanghi and additional information as required under Schedule V of the Companies Act, 2013 and such other information as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 General Meetings, issued by Institute of Company Secretaries of India has been furnished as an Annexure 1 to this Notice.

Except Mr. Vinay Vinod Sanghi, being an appointee, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

The Board recommends the Special Resolution as set out at item No. 5 of the accompanying Notice for approval by the members.

Annexure 1 to the Explanatory Statement

Disclosure pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, is as under:

1	Name of the Director	Vinay Vinod Sanghi	Victor Anthony Perry III
2	Director Identification Number (DIN)	00309085	06992828
3	Designation and Category of Director	Chairperson and Managing Director	Non- Executive Director
4	Date of Birth	May 08, 1969	August 14, 1953
5	Age	56	72
6	Qualification	B.com	Civil Engineering from University of Virginia, and earned an MBA, in 1980, from Harvard Business School
7	Brief profile/ Experience & Nature of Expertise	<p>Mr. Vinay Vinod Sanghi is the Founder and the driving force of CarTrade Tech since its inception in 2009. He has been instrumental in building the vision of the Company and taking it from a start-up to a leading automotive marketplace. Mr. Vinay Sanghi has been instrumental in CarTrade Tech establishing market leadership and effecting consolidation in the space by acquiring CarWale, BikeWale, Adroit Auto, Shriram Automall and OLX India.</p> <p>With more than three decades in the ecosystem, Vinay has established a standard of excellence in the auto industry. He previously served as CEO of Mahindra First Choice Wheels.</p> <p>Currently also serving as an Independent Director of HDFC Ergo General Insurance Company Ltd, Chairman & non-executive director of Sobek Auto India Private Limited, and non-executive director of CarTrade Foundation.</p>	<p>Mr. Victor Anthony Perry III, better known as Chip Perry, is the former president and CEO of TrueCar, Inc., a Santa Monica-based automotive pricing and information website. In 1997, Perry was the first employee of AutoTrader. com, and was CEO until 2013. In that time, AutoTrader became the largest third-party vehicle shopping website, with over \$1.5 billion in annual revenue. As CEO, Perry oversaw a series of acquisitions at AutoTrader, including Kelley Blue Book, VinSolutions, vAuto and HomeNet Automotive, companies that are now part of the Cox Automotive group. Before joining AutoTrader, Perry worked in Los Angeles for the consulting firm McKinsey & Co. and at the business development arm of the Los Angeles Times. After leaving AutoTrader in 2013, Perry was president and CEO of RentPath. Perry joined TrueCar as CEO on December 15, 2015, and resigned May 31, 2019.</p>
9	Terms and conditions of re-appointment	Not applicable	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
10	The last drawn remuneration	₹ 7.25 crores during FY25	Rs 3.00 lakhs (sitting fee) during FY25
11	Date of first appointment on the Board	July 06, 2009	October 22, 2014
12	Shareholding of the Director in the Company	12,61,531 equity shares, 2.66% as on date	50,546 equity share, 0.11% as on date
13	Relationships with other Directors, Manager and other KSRBA Managerial Personnel of the Company	He is not related to any Director and/ or Key Managerial Personnel of the Company	He is not related to any Director and Key Managerial Personnel of the Company.
14	Number of Board Meetings attended during the year	4 Board Meetings	3 Board Meetings

15	Directorships held in other companies	<ol style="list-style-type: none"> 1. HDFC Ergo General Insurance Company Limited – Director; 2. Shriram Automall India Limited – Director; 3. Sobek Auto India Private Limited – Director; and 4. CarTrade Foundation. 	Nil
16	Listed Entities from which he has resigned as Director in past 3 years	None	None
17	Committee Chairmanships / Memberships	<ol style="list-style-type: none"> 1. CarTrade Tech Limited <ol style="list-style-type: none"> i. Audit Committee – Member; ii. Stakeholder Relationship Committee – Member; iii. Nomination and Remuneration Committee – Member; iv. Risk Management Committee – Chairperson; v. Corporate Social Responsibility Committee – Member; and vi. IPO Committee – Member. 2. Shriram Automall India Limited <ol style="list-style-type: none"> i. Nomination and Remuneration Committee – Member; ii. Corporate Social Responsibility Committee – Member; and iii. Business Development Committee – Member. 3. HDFC Ergo General Insurance Company Limited <ol style="list-style-type: none"> i. Corporate social responsibility, Member; and ii. Policyholder Protection and Grievance Redressal Committee, Member 	<ol style="list-style-type: none"> 1. CarTrade Tech Limited <ol style="list-style-type: none"> i. Stakeholder Relationship Committee – Member.
	Information as required under BSE circular no. LIST/COMP/14/2018-19 and NSE circular no. NSE/CML/2018/24 dated June 20, 2018.	Mr. Vinay Vinod Sanghi is not debarred from holding the office of Director by any SEBI order or any other such authority.	Mr. Victor Anthony Perry III is not debarred from holding the office of Director by any SEBI order or any other such authority.

Information as per Schedule V to the Companies Act, 2013 is as under:**I. General Information:**

1.	Nature of Industry	CarTrade Tech Limited is India's largest digital marketplace ecosystem, operating multiple platforms including CarWale, BikeWale, CarTrade, OLX India, Shriram Automall, CarTrade Exchange, and Adroit Auto. These platforms empower millions of users including consumers, dealers, OEMs, and enterprises to buy and sell vehicles, real estate, electronics, mobile phones, furniture, and more with ease and efficiency. With a strong digital footprint, each of their three platforms (CarWale, BikeWale and OLX India) crossed 150 million yearly unique visitors with more than 95% of the traffic being generated organically, and the remarketing business achieved 1.4 Mn listings for auction in FY25.
2.	Date or expected date of commencement of commercial Production	The Company commenced business from July 06, 2009.
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	Performance indicator shall be decided by the board of director from time to time.
5.	Foreign investments or collaborations, if any	The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

II Information about the Directors to whom remuneration is payable as mentioned above:

Sr. No	Particulars	Vinay Vinod Sanghi
1.	Background Details	Detailed in brief resume as above
2.	Past Remuneration	Detailed as mentioned above
3.	Recognition or awards	Detailed in brief resume as above
4.	Job Profile and suitability	Detailed in brief resume as above and as in Explanatory Statement
5.	Remuneration proposed	Detailed as mentioned in the Explanatory Statement.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin)	Mr. Vinay Vinod Sanghi founded the Company and has been instrumental in building the vision of the Company and taking it from a start-up to a leading automotive marketplace. He has been the driving force of CarTrade Tech since its inception in 2009, from establishing market leadership to effecting consolidation in the space by acquiring CarWale, BikeWale, Adroit Auto and Shriram Automall. He is also driving, Sobek Auto India Private Limited ("OLX India") as Chairperson and Non-executive Director of OLX India. With more than three decades in the ecosystem, Vinay has established a standard of excellence in the auto industry. He continues to contribute to the strategic, operational and transformation decisions required to be taken by the Company and its subsidiaries.

		The Managing Director shall, devote his whole time and attention to the business of the Company including in subsidiary companies and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Managing Director from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other director, if any	Mr. Vinay Vinod Sanghi is holding 12,61,531 numbers of Equity Shares, constituting 2.66% voting power in the Company as on the date of notice. Mr. Vinay Vinod Sanghi also holds 20,00,000 number of ESOP Options, fully vested as on date.

III. Other Information:

01	Reasons of loss or inadequate profits	<p>The Company continues to invest in growing and strengthening the auto-ecosystem and providing digital transformations solutions to its partners. The Company makes substantial investments towards product and engineering talent acquisition and retention to build technology solutions, expanding sales and service team to serve our partners better and expanding our customer base by providing an excellent experience. The Company including its subsidiaries and associates has presence in online automobile marketplace which provides buyers and sellers a structured platform for buying and selling of new & used cars including two wheelers also exchange of pre-owned commercial vehicles, passenger vehicles, construction and industrial equipment etc. and automobile inspection, valuation, certification and other allied service in the automobile segment.</p> <p>The Company has made a book profit for the financial year 2024-25. However, the provision of Section 198 (4) (I) of the Act stipulates that, the excess of expenditure over income, which had arisen in computing the net profit in accordance with this Section in any year, in so far as such excess has not been deducted in any subsequent year preceding the year in respect of which the net profit have to be ascertained, shall be deducted in making the computation under Section 198 of the Act. In view of the above, the Company despite making profit from business operations in the financial year 2024-25 as well as effecting the adjustment of accumulated losses, would be constrained to make payment of remuneration to its directors based on the calculation of "Effective Capital" as per Schedule V to the Act.</p>
02	Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms	<p>Focus on monetization and growth with control on costs has yielded higher margins. The Company shall continue to grow its revenues profitably. The Company has recorded an improved performance during the past few quarters and the outlook remains positive.</p> <p>The management continues to be cautiously optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute to increased revenues and higher margins.</p>

Para 1 of Part III of Schedule V to the Companies Act, 2013 mandates the appointment and remuneration of Managerial Personnel to be approved in the General Meeting by way of Special Resolution.

Copy of letter of appointment/ employment agreement constituting terms and conditions of appointment and other allied documents, being referred in the resolution would be available for inspection by the Members free of cost, in physical or electronic form during business hours i.e., 09:30 a.m. to 05:30 p.m. at the Registered Office of the Company.