Shiprocket

Notice

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Fifteenth (15th) Annual General Meeting ("AGM") of the members of Shiprocket Limited (previously known as Shiprocket Private Limited) ("the Company/Shiprocket") will be held on Wednesday, September 30, 2026 at 11:30 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt**

    (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2026 together with the Reports of Board of Directors and of Auditors thereon and, in this regard, 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, 2026, together with the reports of Board of Directors and of the Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

    (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 together with the Report of Auditors thereon and, in this regard, 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, 2026, together with the report of Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

2. **To re-appoint Saahil Goel (DIN: 05106685), as a Director, who retires by rotation and being eligible, offers himself for re-appointment, and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

    "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Saahil Goel (DIN: 05106685), who retires by rotation at this meeting, be and is hereby re-appointed as Director of the Company."

3. **Appointment of Statutory Auditors in place of the retiring Statutory Auditors**

    To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

    "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of Members of the Company be and is hereby accorded for appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), in place of retiring auditors M/s S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm registration no. 101049W/E300004), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors, be and is hereby appointed as the Statutory Auditors of the Company for a term of five (5) years to hold office from conclusion of the 15th Annual General Meeting ("AGM") of the Company till conclusion of 20th AGM to be held in the year 2031, to conduct audit of accounts of the Company, subject to their continued fulfillment of the applicable eligibility norms, at such remuneration as may be mutually agreed between the Board of Directors or any Committee of the Board and the Statutory Auditors from time-to-time.

    RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

SPECIAL BUSINESS:

4. **Appointment of Secretarial Auditors of the Company**

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the 'Board'), M/s DMK Associates, Company Secretaries, (Firm Registration No.: P2006DE003100 & Peer Review Certificate No. 6896/2025), be and is hereby appointed as the Secretarial Auditors of the Company for a term of five(5) consecutive years commencing from Financial Year 2026-27 till Financial Year 2030-31, on such terms & conditions including remuneration, as may be mutually agreed between the Board of Directors of the Company or any Committee of the Board, and the Secretarial Auditors and to avail any other services, certificates, or reports as may be permissible under the applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

5. **To approve amendments and ratification in the 'Shiprocket Employee Stock Option Plan 2016'**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 ('Act'), if any, Regulation 7 and Regulation 12 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI ESOP Regulations'), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the enabling provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory guidelines/circulars in that behalf and subject to such other approvals, consents, permissions and/or sanctions as may be necessary, approval of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to amend and ratify the Shiprocket Employee Stock Option Plan 2016 ("ESOP 2016"), to or for the benefit of Employees and Directors of the Company, its Group Company including Subsidiary Company or Associate Company, 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 ESOP 2016 (as permitted under the applicable laws), exercisable into Equity Shares ("Shares") of face value of Rs. 10/- each, at such price and on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the ESOP 2016.

RESOLVED FURTHER THAT the ESOP 2016 shall be implemented through a Trust Route, wherein an existing irrevocable Trust, set up by the Company by the name of Shiprocket Employee ESOP Trust ("Trust") may acquire the Equity Shares by way of fresh allotment and/or Secondary Acquisition from the market.

RESOLVED FURTHER THAT the Equity Shares transferred by Trust to employees pursuant to exercise of options under the ESOP 2016 shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the proposed amendments and ratification to the ESOP 2016 is not detrimental to the interests of the option holders.

RESOLVED FURTHER THAT maximum number of ESOPs to be granted under ESOP 2016 to eligible employees of the Company shall be as per the earlier approval granted by the Shareholders in this regard.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split/ consolidation of shares, change in capital structure, merger/demerger, the outstanding ESOPs, granted/ to be granted, under the ESOP 2016 shall be suitably adjusted for such number of ESOPs/equity shares, and/or the exercise price, as may be required.

RESOLVED FURTHER THAT the Board including Nomination and Remuneration Committee be and are hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP 2016, subject to Applicable Laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of the Board, be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

6. **To approve ratification and grant of stock options to the employees of Group Company including subsidiary, or associate company(ies), in India or outside India, of the Company under the 'Shiprocket Employees Stock Option Scheme 2016'**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 ('Act'), if any, Regulation 6(3)(c) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI ESOP Regulations'), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the enabling provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory guidelines/circulars in that behalf and subject to such other approvals, consents, permissions and/ or sanctions as may be necessary, approval of the Members be and is hereby accorded to Board (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of Shiprocket Employee Stock Option Scheme 2016, ('ESOP 2016') including the grant of Employee Stock Options ("Options") and transfer of the Equity Shares ("Shares") thereunder, to or for the benefit of Employees of the Group Company including Subsidiary Company(ies) or Associate Company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the ESOP 2016 (as permitted under the applicable laws from time to time) on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and provisions of the ESOP 2016.

RESOLVED FURTHER THAT the Equity Shares transferred by Trust to employees pursuant to exercise of options under the ESOP 2016 shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT maximum number of ESOPs to be granted under ESOP 2016 to eligible employees of the Company, Group Company including Subsidiary Company, Associate Company, in India or outside India, of the Company shall be as per the earlier shareholders approval granted by the Shareholders in this regard.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split/ consolidation of shares, change in capital structure, merger/demerger, the outstanding ESOPs, granted/ to be granted, under the ESOP 2016 shall be suitably adjusted for such number of ESOPs/equity shares, and/or the exercise price, as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of the Board, be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

7. **To approve amendments and ratification in the ' Shiprocket Employee Stock Option Plan 2024'**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 ('Act'), if any, Regulation 7 and Regulation 12 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI ESOP Regulations'), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the enabling provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory guidelines/circulars in that behalf and subject to such other approvals, consents, permissions and/or sanctions as may be necessary, approval of the Members be and is hereby accorded to Board of Directors (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI ESOP Regulations' or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to amend and ratify the Shiprocket Employee Stock Option Plan 2024 ("ESOP 2024"), to or for the benefit of Employees and Directors of the Company, its Group Company including Subsidiary Company or Associate Company, in India or outside India, of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the ESOP 2024 (as permitted under the applicable laws), exercisable into Equity Shares ("Shares") of face value of Rs. 10/- each, at such price and on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the ESOP 2024.

RESOLVED FURTHER THAT the Equity Shares to be allotted to employees pursuant to exercise of options under the ESOP 2024 shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the proposed amendments and ratification to the ESOP 2024 are not detrimental to the interests of the option holders.

RESOLVED FURTHER THAT maximum number of ESOPs to be granted under ESOP 2024 to eligible employees of the Company shall be as per the earlier approval granted by the Shareholders in this regard.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split/ consolidation of shares, change in capital structure, merger/demerger, the outstanding ESOPs, granted/ to be granted, under the ESOP 2024 shall be suitably adjusted for such number of ESOPs/equity shares, and/or the exercise price, as may be required.

RESOLVED FURTHER THAT the Board including Nomination and Remuneration Committee be and are hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP 2024, subject to Applicable Laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of the Board, be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

8. **To approve ratification and grant of stock options to the employees of Group Company including subsidiary, or associate company(ies), in India or outside India, of the Company under the 'Shiprocket Employees Stock Option Scheme 2024'**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 ('Act'), if any, Regulation 6(3)(c) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI ESOP Regulations'), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the enabling provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory guidelines/circulars in that behalf and subject to such other approvals, consents, permissions and/or sanctions as may be necessary, approval of the Members be and is hereby accorded to Board (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of Shiprocket Employee Stock Option Scheme 2024, ('ESOP 2024') including the grant of Employee Stock Options ("Options") and issuance of the Equity Shares ("Shares") thereunder, to or for the benefit of Employees of the Group Company including Subsidiary Company(ies) or Associate Company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the ESOP 2024 (as permitted under the applicable laws from time to time) on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and provisions of the ESOP 2024.

RESOLVED FURTHER THAT the Equity Shares to be allotted to employees pursuant to exercise of options under the ESOP 2024 shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT maximum number of ESOPs to be granted under ESOP 2024 to eligible employees of the Company, Group Company including Subsidiary Company, Associate Company, in India or outside India, of the Company shall be as per the earlier shareholders' approval granted by the Shareholders in this regard.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the outstanding ESOPs, granted/to be granted, under the ESOP 2024 shall be suitably adjusted for such number of ESOPs/equity shares, and/or the exercise price, as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of the Board, be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

By order of the Board
For Shiprocket Limited
(Formerly known as Shiprocket Private Limited)

Nikhil Kumar
Company Secretary & Compliance Officer

Date: September 07, 2026
Place: Gurugram

Registered Office:
Plot No. B, Khasra No. 360,
Sultanpur, MG Road,
New Delhi – 110030
CIN: U72900DL2011PLC225614
Email: companysecretary@shiprocket.com

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with the relevant rules made thereunder and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), setting out the material facts and reasons in respect of the item nos. 3 to 8 of this Notice of Annual General Meeting ('Notice'), is annexed herewith.

2. The Ministry of Corporate Affairs ("MCA"), vide General Circular No. 20/2020 dated May 5, 2020, read with subsequent circulars issued from time to time, including the latest General Circular No. 03/2025 dated September 22, 2025 (collectively, the "MCA Circulars"), has permitted companies to conduct annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") until further notice. Accordingly, in compliance with the provisions of the Act, the SEBI Listing Regulations and the MCA Circulars, the AGM of the Company shall be held through VC/OAVM without the physical presence of Members at a common venue.

3. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM. Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. Since the AGM is being held through VC, physical attendance of the members is not required in terms of the Circulars. Accordingly, the facility for appointment of proxies by members is not available, as provided in the Circulars and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The route map for the AGM venue is also not required. Further, the deemed venue for the AGM shall be the registered office of the Company situated at Plot No. B, Khasra No. 360, Sultanpur, MG Road, New Delhi – 110030.

5. The Company has engaged KFin Technologies Limited for providing the facility for voting through remote e-voting, for participation in the 15th AGM through VC facility and e-voting during the AGM.

Dispatch of Notice of AGM and Annual Report

6. In terms of the Circulars and other applicable laws, the Notice of AGM and Annual Report for FY 2025-26 are being sent through electronic mode only, to all those members whose names are appearing in the Register of Members/List of Beneficial Owners received from the depositories as on Friday, September 04, 2026 and whose email addresses are registered in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited ("KFintech"/"RTA").

7. In terms of Regulation 36(1)(b) of SEBI Listing Regulations, the Company is also sending a physical communication to the members whose email addresses are not registered in the records, which contain the exact link and a QR code of the Company's website to access the Notice of AGM, Annual Report and other relevant documents. The Company, in the aforesaid physical communication, will request the members to get their email addresses and mobile numbers registered, by following the guidelines mentioned therein. Detailed guidelines in this regard, are also given in the Notes of this Notice.

8. The Notice of AGM, Annual Report and other relevant documents, will be available on the website of the Company at https://www.shiprocket.in/investor-relations/disclosures-under-regulation-46/, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech at https://evoting.kfintech.com.

E-voting and participation at the AGM through VC

9. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India and in terms of Section VI-C of SEBI Master Circular dated January 30, 2026 (in relation to e-voting Facility provided by listed entities), the Company is pleased to provide the facility of remote e-voting provided by KFintech and e-voting at the AGM to its members in respect of the businesses to be transacted at the AGM.

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

Commencement of remote e-voting	From 9.00 a.m. (IST) on Sunday, September 27, 2026
End of remote e-voting	Upto 5.00 p.m. (IST) on Tuesday, September 29, 2026

The remote e-voting will not be allowed beyond the aforesaid date & time and the e-voting module shall be forthwith disabled by KFintech upon expiry of aforesaid period. Once the vote on the resolution is casted by the member, he/she shall not be allowed to change it subsequently.

11. During this period Members of the Company holding shares either in physical form or in dematerialized form, the cut-off date for the purpose of reckoning the voting rights is Wednesday, September 23, 2026 ('Cut-off date'). Accordingly, only those members whose names are recorded in the Register of Members/List of Beneficial Owners maintained by the depositories as on Cut-off date (including those members who may not have received this Notice due to non-registration of their email ID with the Company or DPs) shall be entitled to vote by way of remote e-voting/e-voting at AGM. The person who is not a member/beneficial owner as on the Cut-off date, should treat this Notice for information purpose only. A Member will not be allowed to vote again on any Resolution on which vote has already been cast.

12. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as at the close of business hours on the Cut-off date.

13. Any non-individual shareholder who becomes a member of the Company after the Notice is dispatched and holds shares as of the Cut-off date, i.e. Wednesday, September 23, 2026 may obtain the login ID and password for e-voting by sending a request at einward.ris@kfintech.com. In case of individual shareholders holding securities in demat mode, he/she may follow steps mentioned in Notes of this Notice.

14. The Company is also providing VC facility to its members for joining/participating at the AGM.

15. All the members including large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.

16. The members attending the AGM who have not cast their vote by remote e-voting, shall be entitled to vote through e-voting at the AGM. However, the members can opt for only one mode of voting i.e. either remote e-voting or e-voting at the AGM. The members who have cast their vote by remote e-voting may also attend the AGM but will not be able to vote again at the AGM.

17. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

18. The Company is providing the facility of Speaker Registration for this AGM. Members who would like to express their views or ask questions during the AGM, may register themselves by logging on to https://emeetings.kfintech.com/ on or before Friday, September 25, 2026. Only those members who have pre-registered themselves as Speaker will be allowed to express their views or ask questions at the AGM.

19. Members can submit their questions in advance about financial statements or any other matter proposed at the AGM by logging on to https://emeetings.kfintech.com/ on or before Friday, September 25, 2026. Such questions will be suitably replied to by the Company. The Company reserves the right to restrict the number of questions and speakers, depending upon the availability of time, for smooth conduct of the AGM.

20. The recorded transcript of this AGM, shall as soon as possible, be made available on the website of the Company at https://www.shiprocket.in/investor-relations/disclosures-under-regulation-46/.

21. In connection with the remote e-voting facility provided by the Company, members may note the following:

    A. Pursuant to Section VI-C of SEBI Master Circular dated January 30, 2026 (in relation to e-voting Facility provided by listed entities), e-voting facility has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants ('DP') in order to increase the efficiency of the voting process.

    B. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

    C. Members are requested to carefully read the below instructions in connection with remote e-voting facility and procedure for joining the AGM:

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Procedure to cast vote through remote e-voting

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

I) Login and e-voting method for Individual members holding shares of the Company in demat mode:

Individual Shareholders holding securities in demat form with NSDL	Individual Shareholders holding securities in demat form with CDSL
1. User already registered for IDeAS facility	**1. Existing user who have opted for Easi/Easiest**
i. URL: https://eservices.nsdl.com ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period	i. URL:https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii. Click on New System Myeasi iii. Login with user id and password iv. Option will be made available to reach e-Voting page without any further authentication v. Click on e-Voting service provider name to cast your vote
2. User not registered for IDeAS e-Services	**2. User not registered for Easi/Easiest**
i. To register click on link: https://eservices.nsdl.com ii. Select “Register Online for IDeAS” iii. Proceed with completing the required fields	i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields.
3. User not registered for IDeAS e-Services	**3. By visiting the e-Voting website of CDSL**
i. To register click on link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ii. Proceed with completing the required fields **4. By visiting the e-Voting website of NSDL** i. URL: https://www.evoting.nsdl.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section iii. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen iv. Post 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period	i. URL: www.cdslindia.com ii. Provide demat Account Number and PAN No iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account iv After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress

Individual Shareholders (holding securities in demat form) 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. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Helpdesk for members for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Shares held with NSDL	Email: evoting@nsdl.co.in Toll free no: 1800 1020 990 and 1800 2244 30
Shares held with CDSL	Email: helpdesk.evoting@cdslindia.com Contact no: 022-23058738 or 022-23058542/43

II) Login and e-voting method for members other than Individuals holding shares of the Company in demat mode:

Type of member	Login method
Members whose email IDs are registered with the Company/RTA/DP	Members will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), User ID and password. Members will have to follow the below process for e-voting: a. Launch internet browser and go to https://evoting.kfintech.com/. b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of demat account, User ID will be DP ID and Client ID. However, if the member is already registered with KFintech for e-voting, the existing User ID and password can be used for casting the vote. c. After entering these details appropriately, click on "Login". d. Thereafter, on the password change Menu, the member will be required to mandatorily change the password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$ etc.). The system will prompt to change the password and update the contact details like mobile number, email ID etc. on first login. The member can also enter a secret question and answer thereto to retrieve the password in future. Please do not share the password with any other person and also take utmost care to keep the password confidential. e. Thereafter, the member will need to login again with the new password. f. On successful login, the system will prompt to select the "EVEN" of "Shiprocket Limited" and click on "Submit". g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "For/Against" or alternatively, enter any partial number in "For" and any partial number in "Against" but the total number in "For/Against" taken together shall not exceed the total shareholding of the member as on the Cut-off Date. The member may also choose the option "Abstain". If the member does not indicate either "For" or "Against", it will be treated as "Abstain" and the votes against such shares held will not be counted under either head. h. Members holding multiple folios/demat accounts shall complete the voting process separately for each folio/demat accounts. i. The member may then cast the vote by selecting an appropriate option and click on "Submit". j. A confirmation box will be displayed. Click "Ok" to confirm else "Cancel" to modify. Once the member has voted on the resolution, the vote shall not allowed to be modified. During the e-voting period, members can login any number of times till they have voted on the resolution. k. Once you 'CONFIRM' your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.
Members whose email IDs are not registered with the Company/RTA/DP	The members whose email addresses are not yet registered and consequently, have not received the email communication from KFintech with e-voting login credentials, are requested to get their email addresses and mobile numbers registered by following the procedure laid down in Notes of this Notice.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Procedure for joining the AGM via VC

A. Members who are entitled to attend the AGM can participate by login on the e-voting website of KFintech viz. https://emeetings.kfintech.com/ using their secure e-voting login credentials or with the registered mobile and OTP option. Members are requested to use stable Wi-Fi or LAN connection while attending the AGM through Desktop/Laptop/Smartphone/Tablet to avoid any disturbance/glitches during the meeting.

B. Members attending the AGM, who have not cast their vote by remote e-voting, shall be entitled to vote at AGM through e-voting. Please click on 'Vote' button appearing on the screen to cast vote.

Other instructions for remote e-voting and attendance at the AGM

A. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the corporate members may be appointed for the purpose of voting through remote e-voting and/or for participation and voting at the AGM through e-voting facility.

In view of the above, Body corporates/Institutional members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorized representative(s) for the aforesaid e-voting and attendance at the AGM. In this regard, such members are required to send the latest certified copy of the Board Resolution/ Authorization Letter/Power of Attorney authorizing their representative(s) to vote and/attend on their behalf. The said resolution/letter/power of attorney shall be sent through registered email ID to the Scrutinizer at deepak.kukreja@dmkassociates.in with a copy marked to RTA at email ID evoting@kfintech.com and to the Company at investors@shiprocket.com.

B. Any member who has not received/forgotten KFintech's e-voting credentials, may obtain/generate/ retrieve the same from KFintech in the manner as mentioned below:

(i) If the mobile number of the member is registered against Folio no./DP ID Client ID, the member may send SMS: MYEPWD followed by Folio no. or DP ID Client ID (ref. below examples) to 9212993399:

- Example for demat holding through NSDL: MYEPWD<SPACE>IN12345612345678
- Example for demat holding through CDSL: MYEPWD<SPACE>1402345612345678
- Example for physical holding: MYEPWD<SPACE>0000A123456 (assuming 0000 is the EVEN and A123456 is folio no.)

(ii) If email address or mobile number of the member is registered against Folio no./DP ID Client ID, the member may visit https://evoting.kfintech.com/ and click on "Reset Password" option. Thereafter, the member will be redirected to the webpage https://evoting.kfintech.com/common/passwordoptions.aspx wherein Folio no. or DP ID Client ID and PAN can be entered to generate a new password.

C. It is strongly recommended to members to not share the password with any other person and take utmost care to keep the password confidential.

D. In case of any query, clarification and/or grievance in respect of e-voting and attendance at the AGM, please contact Mr.Mohammed Shanoor, Deputy Manager, KFintech Technologies Limited, Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, India at evoting@kfintech.com or call on toll free no. 1800 309 4001 for any further clarification. Further, the members may also refer to the "Help" and "F.A.Q's" sections available on KFintech's website at https://evoting.kfintech.com/public/Faq.aspx.

Procedure for registration of email addresses

22. Members who have not yet registered their email address are requested to register the same with their respective Depository Participant(s) in respect of shares held in dematerialised form. For any queries relating to KYC updates, members may reach out to the Company's Registrar and Transfer Agent ('RTA') at einward.ris@kfintech.com or call at the toll-free number 1800 309 4001.

Voting results and scrutinizer's report

23. The Board of Directors have appointed Mr. Deepak Kukreja, (FCS No.: 4140; C.P. No.: 8265), and failing him, Mrs. Monika Kohli (FCS No. 4936; CP No. 5480), as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM and they have communicated their willingness to be appointed and will be available for the said purpose.

24. The Scrutinizer, after scrutinizing the voting through remote e-voting and e-voting at the AGM, shall prepare a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the

same to the Chairman of the meeting or any other person authorised by the Chairman. The Chairman or the authorized person shall declare the voting results within two working days from the conclusion of the AGM or any other timeline prescribed under applicable law(s). The voting results declared shall be available on the website of the Company at https://www.shiprocket.in/investor-relations/disclosures-under-regulation-46/ and on the website of KFintech at https://evoting.kfintech.com/public/Downloads.aspx and shall also be displayed at the registered office and corporate office of the Company. The voting results shall simultaneously be communicated to the Stock Exchanges viz. NSE and BSE.

25. The resolutions set out in this Notice, if passed, shall be deemed to be passed on the date of AGM i.e. Wednesday, September 30, 2026.

Inspection of Documents

26. All documents referred to in the Notice and in accordance with the resolution of the Company in the general meeting, will be available electronically for inspection, without any fee, by the members from the date of circulation of this Notice up to the date of AGM i.e. upto Wednesday, September 30, 2026. Members seeking to inspect such document(s) can send a request to the Company at investors@shiprocket.com.

27. The Register of Directors & Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the Notice and explanatory statement, including certificate from the Secretarial Auditors of the Company under Regulation 13 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for electronic inspection by the members during the AGM.

Miscellaneous Information

28. Non-resident Indian shareholders are requested to inform the following to the Company or KFintech or concerned DP, as applicable:

    (a) Change in the residential status on return to India for permanent settlement; and

    (b) Particulars of the NRE Account with a Bank in India, if not furnished earlier.

29. 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 DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to KFintech.

30. In terms of SEBI Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2024/81 dated June 10, 2024 (later subsumed as part of the SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026) and other applicable provisions, the members of the Company (who have not opted for the nomination) are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of shares held by them as well as to prevent accumulation of unclaimed assets in securities market. To avail the facility of nomination or to opt out or cancel/make any variation in the already submitted nomination, members are requested to reach out to KFintech in case of shares held in physical mode and to their respective DPs in case of shares held in demat form.

31. In accordance with Regulation 5 and other applicable provisions of SEBI Listing Regulations, various stakeholders of the Company including Key Managerial Personnel, Directors, Promoters and any person dealing with listed entity such as related parties, shareholders etc. are required to adhere to the responsibilities and obligations, if any, assigned to them under SEBI Listing Regulations. These obligations include, but not limited to, disclosure of all information to the listed entity that is relevant and necessary for the listed entity to ensure compliance with the applicable laws. In view of the above, the Company urges all concerned stakeholders including its members, to remain vigilant and ensure adherence to the relevant requirements/obligations under SEBI Listing Regulations. The latest copy of the SEBI Listing Regulations can be accessed on SEBI's official website viz. https://www.sebi.gov.in/.

32. SEBI, vide various circulars issued from time to time, has prescribed guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Please note, post exhausting the option to resolve their grievance with the Company/its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR portal at https://smartodr.in/login.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item no. 3

M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004), were appointed as the Statutory Auditors of the Company at the 5th Annual General Meeting ("AGM") held on September 19, 2016 for a term of 5 years, from the conclusion of the 5th AGM until the conclusion of the 10th AGM. Subsequently, at the 10th AGM held on November 30, 2021, they were re-appointed for a second term of 5 years, from the conclusion of the 10th AGM until the conclusion of the ensuing Annual General Meeting. Accordingly, their second term of appointment is due to expire at the conclusion of this Annual General Meeting and, therefore, they are not eligible for further re-appointment for another term at this Annual General Meeting.

In view of the completion of the term of the existing Statutory Auditors, based on recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on September 07, 2026, approved and recommended the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors, for five (5) consecutive years from conclusion of the ensuing 15th AGM till the conclusion of the 20th AGM to be held in the year 2031 at a proposed annual remuneration of Rs. 95 lacs (for the Financial Year 2026-27), payable in one or more tranches, plus applicable taxes, and reimbursement of out-of-pocket expenses as may be incurred in connection with the performance of duties, with the power of the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision in the remuneration during the tenure of the Auditors, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Company has received Consent Letter along with Eligibility certificate from B S R & Co. LLP confirming eligibility and qualifications for appointment as Statutory Auditors. Further, there is no material change in the fee payable to B S R & Co. LLP from that paid to S.R. Batliboi & Associates LLP. The above remuneration is based on the scope of work, knowledge, industry experience, expertise, team size, time and efforts required to be put by B S R & Co. LLP and is subject to approval of their appointment by the Members at this AGM.

Credentials and Profile of B S R & Co. LLP

B S R & Co. was constituted on March 27, 1990 as a partnership firm and was thereafter converted into limited liability partnership i.e. B S R & Co. LLP, on October 14, 2013.

The registration no. of the firm is 101248W/W-100022. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai- 400063.

B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India.

The firm has over 4000 staff and 170+ Partners and has offices across 14 locations. The firm audits various companies listed on stock exchanges in India including companies in the New Aged Technology and Logistic sectors.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the resolution set out at Item No. 3 for approval of the Members by way of an Ordinary Resolution.

Item no. 4

Pursuant to Section 204 of the Companies Act, 2013 ("Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed entity is required to undertake a Secretarial Audit through an eligible Secretarial Auditor. The amended provisions relating to the appointment of Secretarial Auditors became applicable from April 1, 2025. Accordingly, the appointment of the Secretarial Auditor is required to be approved by the Members for a term of five consecutive financial years.

Since the Company became a listed entity on August 19, 2026, based on recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on September 07, 2026, approved and recommended the appointment of M/s. DMK Associates, Company Secretaries (Firm Registration No. P2006DE003100 and Peer Review No. 6896/2025), as the Secretarial Auditors of the Company, at a proposed annual remuneration of Rs. 2.90 lacs (for the Financial Year 2026-27), payable in one or more tranches, plus applicable taxes, and reimbursement of out-of-pocket expenses as may be incurred in connection with the performance of duties, with the power of the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision in the remuneration during the tenure of the Auditors, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

The firm has significant experience in conducting secretarial audits and advising large listed companies, including entities forming part of leading market-capitalization based indices and governance frameworks prescribed under the SEBI Listing Regulations. The above remuneration is based on the scope of work, knowledge, industry experience, expertise, team size, time and efforts required to be put by DMK Associates and is subject to approval of their appointment by the Members at this AGM.

M/s DMK Associates has provided its consent for the appointment and confirmed that it meets the applicable eligibility requirements and satisfies the independence criteria prescribed under the applicable laws, regulations and guidelines issued by the Institute of Company Secretaries of India. Further DMK Associates was the Secretarial Auditors of the Company for FY 2025-26.

Credentials and Profile of DMK Associates

M/s. DMK Associates, established and registered with the Institute of Companies Secretaries of India (ICSI), in the year 2005 is one of the most reputed firms amongst professionals, several Companies including Listed Companies, multinationals and is best known for its client retention, high integrity, dedication, sincerity, quality of service and professionalism. The firm has been engaged in Secretarial Audits of various prominent Companies and their expertise has earned the trust of industry leaders across sectors like FMCG, Manufacturing, Real estate, Power and Energy, Aggregators, Public utilities and so on. The firm's Client centric approach, with experienced professionals and Proficient solutions to complex problems prides itself on superior client retention, integrity, dedication, and professionalism, making them a trusted partner in navigating the complexities of corporate law.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution set out at Item No. 4 for approval of the Members by way of an Ordinary Resolution.

Item No. 5 & 6

Equity-based remuneration includes alignment of the personal goals of the Employees with organizational objectives by participating in the ownership of the Company and Group Companies including Subsidiary Company or Associate Company of the Company. In order to reward and retain the key employees and to create a sense of ownership and participation amongst them, the Shareholders of the Shiprocket Limited ("Company") are requested to note that the Shiprocket Employee Stock Option Plan 2016, ("ESOP 2016") was originally approved by the Board and Shareholders of the Company on July 12, 2016 and August 16, 2016, respectively. Also, the Company has extended the benefit of the ESOP 2016 to the employees and directors of Group Company including Subsidiary Company or Associate Company, in India or outside India, of the Company with an Option Pool comprising 2,52,390* Employee Stock Options ("Options") under the ESOP 2016.

*The Company has, pursuant to resolutions passed by our Board and Shareholders, dated March 21, 2025 and November 14, 2025, respectively, approved the issuance of bonus Equity Shares in the ratio of 265:1. The Nomination and Remuneration Committee of the Board has, pursuant to its resolution dated November 18, 2025, approved the adjustment of the conversion ratio of each ESOP to give effect to the issue of such bonus Equity Shares, and the Board has approved such adjustment by way of its resolution dated November 18, 2025, read with its resolution dated February 19, 2026. Therefore, total number of shares that can be transferred under the ESOP 2016 is 67,135,740.

Out of total pool, 109531 options have been exercised and 29,135,245 shares have been transferred pursuant thereto.

Accordingly, the options remaining under ESOP 2016 are- 142,859 and the shares resulting from such options will be **38,000,494 (i.e. 142,859*266)**

The ESOP 2016 is implemented through Trust Route, wherein an existing irrevocable Trust set up by the Company by the name of Shiprocket Employee ESOP Trust ("Trust") had acquired the Equity Shares by way of Secondary Acquisition and Fresh allotment from the Company, prior to IPO of the Company.

Considering that the Company's equity shares got listed on BSE Limited and National Stock Exchange of India Limited with effect from August 19, 2026 and pursuant to which the equity shares acquired by the Trust prior to the IPO, being 38,000,494 equity shares, were also listed along with the IPO. The shares held by ESOP Trust are post impact of Bonus as approved by the shareholders in the ratio of 265:1 on November 14, 2025 i.e. 142,859*266.

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The Shareholders are further informed that upon listing of the Company, certain clauses of the ESOP 2016 are proposed to be amended and, in terms of Regulation 7 of the SEBI SBEB & SE Regulations, the Company may vary the terms of the ESOP 2016 by way of a special resolution of its shareholders.

In this regard, following amendments including insertions and deletions are proposed to be made under Shiprocket Employee Stock Option Plan 2016 ("ESOP 2016"):

1. **Deletion of Pre-Listing and Liquidity Event–Related Provisions**

   Clauses applicable only in a pre-listing context—such as those relating to Approved Sale, Liquidity Event, drag-along rights and settlement of options in cash—have been deleted, as they are no longer relevant following the listing of the Company. Further, provisions relating to liquidity-event–based exercise, pre-listing retirement treatment and post-listing applicability have been removed and replaced with updated provisions aligned with the SEBI regulations applicable to listed entities.

2. **Insertion of Additional Clauses**

   To strengthen and align the ESOP 2016 with the post-listing regulatory and operational framework, certain additional clauses have been incorporated, including those relating to Market Price, Relevant Date, cashless mechanism of Exercise and Remaining Shares.

3. **Rationalisation and Alignment of Exercise and Cessation Provisions**

   Earlier, the ESOP 2016 contained exercise and cessation provisions linked to the occurrence of a Liquidity Event or other pre-listing events, resulting in event-based exercise timelines.

   In order to simplify, standardise and bring clarity:

   - provisions relating to exercise of Options in the event of cessation of employment have been amended by removing the pre-IPO and Liquidity Event–based exercise timelines.

   - Additionally, the exercise periods applicable in cases of death and Permanent Incapacity have been aligned the expiry of the Exercise Period under the ESOP Scheme. Also, in case of Retirement, Vested Options may be exercised until the expiry of the Exercise Period, while Unvested Options will continue to vest in accordance with the applicable Vesting Schedule, Company policies and Applicable Law.

   In addition to the above-mentioned changes, the authority for the administration and implementation of the ESOP 2016 has been exclusively delegated to the Committee, rather than being implemented and administered by the Board and Committee jointly.

   Lastly, clerical refinements, consequential changes and renumbering have also been carried out across the ESOP 2016 to ensure overall clarity, coherence, internal consistency and regulatory compliance.

Rationale for Amendments- The above amendments are intended to:

- align the ESOP 2016 with SEBI regulations applicable to listed companies;
- remove provisions that are no longer relevant post listing;
- provide clarity and operational ease in the administration and trust-based implementation of the ESOP 2016.

These amendments do not in any manner prejudice the interests of the employees or the shareholders of the Company. Therefore, members are requested to approve the above amendments to the ESOP 2016.

Members are requested to note that, as per Regulation 12 of the SEBI SBEB & SE Regulations, subsequent to the listing of Equity Shares on Recognised Stock Exchange(s), a Company shall not make any fresh grant that involves allotment of shares to its employees under any pre –IPO Plan unless-

(i) Such pre-IPO Plan is in conformity with these regulations; and

(ii) Such pre-IPO Plan is ratified by its shareholders subsequent to the IPO

As per proviso to Regulation 12(1) of the SEBI SBEB & SE Regulations, the ratification under clause (ii) may be done any time prior to grant of new options under such Pre-IPO Plan.

Therefore, the Company seeks approval from its shareholders to amend and ratify the ESOP 2016 to enable the Company to grant ungranted Options in the ESOP pool under the ESOP 2016 and to extend the benefit of the ESOP 2016 to the eligible employees of Group Company including Subsidiary Company(ies), Associate Company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the ESOP 2016.

Accordingly, the Board of Directors recommends the passing of the resolution set out at Item No. 5 and 6 by the way of special resolution.

The salient features of the Shiprocket Employee Stock Option Plan 2016 ('ESOP 2016/'Plan') and the disclosures required under Regulation 6(2) of SEBI (SBEB & SE) Regulations, 2021 are as under:

1. **Brief Description of the ESOP Scheme:**

   This Scheme shall be called Shiprocket Employee Stock Option Plan 2016 (ESOP 2016). The Company strongly believes that an equity component in compensation goes a long way in aligning the objectives of an individual with those of the organization. The underlying philosophy of the ESOP 2016 is to enable the Employees, present and future, to share the wealth that they help to create for the organization over a certain period of time.

   The objective of the ESOP 2016 is to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Employee Stock Option Plan to attract and retain key talents in the organization. The Company views the Plan as instrument that would enable sharing the value with the Employees they create for the Company in the years to come.

2. **The total number of options as the case may be, to be offered and granted:**

   The maximum number of the Options which will be issued under the ESOP 2016 is 2,52,390 Options.

   The Company has, pursuant to resolutions passed by our Board and Shareholders, dated March 21, 2025 and November 14, 2025, respectively, approved the issuance of bonus Equity Shares in the ratio of 265:1. The Nomination and Remuneration Committee of the Board has, pursuant to its resolution dated November 18, 2025, approved the adjustment of the conversion ratio of each ESOP to give effect to the issue of such bonus Equity Shares, which shall be allotted to the employees at the time of exercise of such ESOPs, and the Board has approved such adjustment by way of its resolution dated November 18, 2025, read with its resolution dated February 19, 2026. *Therefore, total number of shares that can be transferred under ESOP 2016 are 67,135,740.*

   Out of total Pool below mentioned options have been exercised and accordingly, the maximum number of the Shares which shall be issued under the ESOP 2016 is as under:

Particulars	Options	Shares resulting pursuant to Options (i.e., Options*266)
Total ESOP Pool in the ESOP 2016 (A)-	252,390	67,135,740
Options exercised and listed with IPO (B)	109,531	29,135,246
Total number of options available under the ESOP 2016 (A)-(B)= (C)	**142,859**	**38,000,494**

3. **Identification of classes of employees entitled to participate and be beneficiaries in the ESOP Scheme:**

   i. an Employee as designated by the Company, who is exclusively working in India or outside India;

   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;

   iii. an Employee as defined in sub-section (i) or (ii) above, of a Group Company including Subsidiary or its Associate Company, in India or outside India, of the Company,

   but excludes:

   i. an Employee who is a Promoter or a Person belonging to the Promoter Group;

   ii. 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.

4. **Requirements of vesting and period of vesting**

   Employee Stock Options granted under the ESOP 2016 shall vest not before 1 year and not after maximum Vesting Period of 10 years from the date of grant of such Options, and as set out under the letter of grant issued to employees and/or determined by the Board/Compensation Committee. Provided further than in case of death/Permanent Incapacity, the minimum Vesting Period of 1 (one) year shall not be applicable in such instances and the Options shall Vest on the date of death/Permanent Incapacity, as the case may be.

5. **Maximum period within which the options/ SARs/benefits shall be vested:**

   Subject to the Vesting Conditions and the other terms and conditions of the scheme, the Options issued to

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an Option Grantee would vest not less than 1 (one) year and not more than 10 (Ten) years from the date of grant of the Options.

6. **Exercise price, SAR price, purchase price or pricing formula**

The Exercise Price shall be linked with the Market Price as defined under the ESOP 2016 as determined by the Compensation Committee, subject to such price being not less than the face value of an Equity Share of the Company as on date of grant of Options.

7. **Exercise period/offer period and process of Exercise:**

The Vested Options can be exercised, wholly or partly, by the Employees Option Grantees immediately after Vesting within such period as may be determined by the Compensation Committee and as provided in the document letter of grant given to the Option Grantee at the time of grant of Options, which shall in any case not be more than 10 (ten) years from the date of Grant. Additionally, the Compensation Committee may also prescribe such other terms for the Exercise of Options (including any corporate event, achievement of milestones, etc.), which shall be provided in the document letter of grant given to the Option Grantee at the time of grant of Options.

Notwithstanding the above, the options granted (vested or unvested) under the ESOP 2022 (prior to merging into the Plan) shall continue to have the Exercise Period as provided under the terms of the ESOP 2022 and as stated in the letter of grant issued to such employees.

8. **The appraisal process for determining the eligibility of employees for the Plan:**

Only Employees within the meaning of the Plan are eligible for being granted Employee Stock Options under the Plan. The Eligibility Criteria for any particular Grant and the specific eligible Employees to whom the Options would be granted shall be determined by the Compensation Committee itself or in consultation with Board, from time to time.

9. **Maximum number of Options to be offered and issued per employee and in aggregate, if any:**

The Company shall be required to obtain separate approval of shareholders in case of Grant of Options to identified employees, during any one year, equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Options.

10. **Maximum quantum of benefits to be provided per employee under ESOP Scheme:**

The maximum quantum of benefits that will be provided to every Eligible Employee under the Plan will be the difference between the market value of Company's Share on the recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

11. **Whether the Plan is to be implemented and administered directly by the Company or through a trust:**

The Plan shall be administered by the Compensation Committee of the Company and implemented through the Trust.

12. **Whether the ESOP Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:**

The Trust may, subject to Applicable Law, acquire Shares of the Company through subscription of the Shares of the Company or through secondary acquisition for the purposes of implementation of the Plan (subject to the limits specified and other provisions contained in the SEBI SBEB & SE Regulations).

13. **The amount of loan to be provided for implementation of the ESOP Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc:**

The total amount of provision of money for purchase/ acquisition of Shares by the Trust shall not exceed the maximum limit prescribed under Applicable Laws, from time to time, presently not exceeding 5% of the aggregate of paid capital and free reserves of the Company as provided in Companies Act, 2013. The loan shall be repayable by the Trust subject to availability of the funds received pursuant to Exercise of Options under the Plan and in accordance with the relevant provisions of the applicable laws & regulations. Further, the utilization of such loan shall be for the objects of the Trust as mentioned in the trust deed including the implementation of the Plan.

Provided that the above limit of 5% shall be taken on consolidated basis for all Employee Benefit Plan(s) as may be undertaken by the Company from time to time.

14. **The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP Scheme:**

    The Trust shall acquire the Shares subject to the limits as prescribed under SEBI (SBEB & SE) Regulations, from time to time.

    The total number of Shares under Secondary Acquisition held by the Trust in pursuance to the Scheme or any other share based Employee benefit Scheme implemented in the past, shall at no time, exceed 5 (Five) percent of the Paid-up Equity Capital of the Company as at the end of the financial year immediately prior to the year in which the Shareholder approval is obtained for such Secondary Acquisition in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, as amended from time to time.

    The secondary acquisition by the Trust in any financial year shall not exceed 2 (two) percent of the paid-up Equity capital as at the end of the respective previous financial year as prescribed under the provisions of the SEBI (SBEB & SE) Regulations, as amended from time to time.

    The above-mentioned ceiling limits shall automatically include within their ambit the expanded or reduced capital of the Company where such expansion or reduction has taken place on account of Corporate Action.

15. **A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15.**

    The Company shall comply with the disclosure and accounting policies as prescribed by appropriate authority from time to time under the provisions of the Companies Act, 2013 and/or SEBI (SBEB & SE) Regulations and other Applicable Laws. The Company shall comply with the requirements of applicable IND – AS and shall use fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

16. **The method which the Company shall use to value its Options or SARs:**

    The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

17. **A Statement with regard to Disclosure in Director's Report:**

    As the Company is adopting fair value method, presently there is no requirement for disclosure in director's report. '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'.

18. **Period of Lock-in:**

    The Shares arising out of exercise of Vested Options shall not be subject to any lock-in restriction except such restrictions as may apply under the Applicable Laws.

19. **Terms & conditions for buyback, if any, or specified securities covered under these regulations.**

    Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of specified securities issued under SEBI (SBEB & SE) Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

None of the directors and key managerial personnel (as defined under the Companies Act, 2013) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or to the extent they are granted any employee stock options under the ESOP Scheme, in accordance with the applicable law.

The Board thereby recommends the passing of the proposed resolution stated in Item No.5 & 6 of the notice of meeting for approval of members as a special resolution.

Item No. 7 & 8

Shiprocket Employee Stock Option Plan 2024, ("ESOP 2024")

Equity-based remuneration includes alignment of the personal goals of the Employees with organizational objectives by participating in the ownership of the Company and Group Companies including Subsidiary Company or Associate Company of the Company. In order to reward and retain the key employees and to create a sense of ownership and participation amongst them, the Shareholders of the Shiprocket Limited ("Company") are requested to note that the Shiprocket Employee Stock Option Plan 2024, ("ESOP 2024") was originally approved by the Board and Shareholders of the Company on December 2, 2024 and December 11, 2024, respectively. Also, the Company has extended the benefit of the ESOP 2024 to the employees and directors of Group Company

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including Subsidiary Company or Associate Company, in India or outside India, of the Company with an Option Pool comprising 1,03,701** Employee Stock Options ("Options") under the ESOP 2024 and is implemented by way of direct route.

**The Company has, pursuant to resolutions passed by our Board and Shareholders, dated March 21, 2025 and November 14, 2025, respectively, approved the issuance of bonus Equity Shares in the ratio of 265:1. The Nomination and Remuneration Committee of the Board has, pursuant to its resolution dated November 18, 2025, approved the adjustment of the conversion ratio of each ESOP to give effect to the issue of such bonus Equity Shares, and the Board has approved such adjustment by way of its resolution dated November 18, 2025, read with its resolution dated February 19, 2026. *Therefore, total number of shares that can be allotted under the ESOP 2024 is 2,75,84,466 Equity Shares. i.e. pursuant to exercise of 1 option, 266 shares will be allotted.*

The Shareholders are further informed that upon listing of the Company, certain clauses of the ESOP 2024 are proposed to be amended and, in terms of Regulation 7 of the SEBI SBEB & SE Regulations, the Company may vary the terms of the ESOP 2024 by way of a special resolution of its shareholders.

In this regard, following amendments including insertions and deletions are proposed to be made under Shiprocket Employee Stock Option Plan 2024 ("ESOP 2024"):

1. **Deletion of Pre-Listing and Liquidity Event–Related Provisions**

   Clauses applicable only in a pre-listing context—such as those relating to Approved Sale, Liquidity Event, drag-along rights and settlement of options in cash—have been deleted, as they are no longer relevant following the listing of the Company. Further, provisions relating to liquidity-event–based exercise, pre-listing retirement treatment and post-listing applicability have been removed and replaced with updated provisions aligned with the SEBI regulations applicable to listed entities.

2. **Insertion of Additional Clauses**

   To strengthen and align the ESOP 2024 with the post-listing regulatory and operational framework, certain additional clauses have been incorporated, including those relating to Market Price, Relevant Date, maximum Vesting period and maximum Exercise period.

3. **Insertion of Maximum Vesting and Exercise Periods**

   The maximum Vesting Period has been extended to 10 (ten) years from the Grant Date. Further, the maximum Exercise Period has been inserted and shall, in any case, not exceed 10 (ten) years.

   Accordingly, The Vested Options can be exercised, wholly or partly, by the Option Grantees immediately after Vesting within 10 years period and as may be determined by the Compensation Committee and provided in the Grant Letter given to the Option Grantee at the time of grant of Options.

4. **Rationalisation and Alignment of Exercise and Cessation Provisions**

   Earlier, the ESOP 2024 contained exercise and cessation provisions linked to the occurrence of a Liquidity Event or other pre-listing events, resulting in event-based exercise timelines.

   In order to simplify, standardise and bring clarity:

   - provisions relating to exercise of Options in the event of cessation of employment have been amended by removing the pre-IPO and Liquidity Event–based exercise timelines.
   - Additionally, the exercise periods applicable in cases of death and Permanent Incapacity have been aligned to the expiry of the Exercise Period under the ESOP Scheme. Also, in case of Retirement, Vested Options may be exercised until expiry of the Exercise Period, while Unvested Options will continue to vest in accordance with the applicable Vesting Schedule, Company policies and Applicable Law.

   In addition to the above-mentioned changes, the authority for the administration and implementation of the ESOP 2024 has been exclusively delegated to the Committee, rather than being implemented and administrated by the Board and Committee jointly.

   Lastly, clerical refinements, consequential changes and renumbering have also been carried out across the ESOP 2024 to ensure overall clarity, coherence, internal consistency and regulatory compliance.

Rationale for Amendments- The above amendments are intended to:

- align the ESOP 2024 with SEBI regulations applicable to listed companies;
- remove provisions that are no longer relevant post listing;

These amendments do not in any manner prejudice the interests of the employees or the shareholders of the Company. Therefore, members are requested to approve the above amendments to the ESOP 2024.

Members are requested to note that, as per Regulation 12 of the SEBI SBEB & SE Regulations, subsequent to the listing of Equity Shares on Recognised Stock Exchange(s), a Company shall not make any fresh grant that involves allotment of shares to its employees under any pre –IPO Plan unless-

(i) Such pre-IPO Plan is in conformity with these regulations; and

(ii) Such pre-IPO Plan is ratified by its shareholders subsequent to the IPO

As per proviso to Regulation 12(1) of the SEBI SBEB & SE Regulations, the ratification under clause (ii) may be done any time prior to grant of new options under such Pre-IPO Plan.

Therefore, the Company seeks approval from its shareholders to amend and ratify the ESOP 2024 to enable the Company to re- grant Options if any lapsed and added back to the ESOP pool under the ESOP 2024 and to extend the benefit of the ESOP 2024 to the eligible employees of Group Company including Subsidiary Company(ies), Associate Company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the ESOP 2024.

Accordingly, the Board of Directors recommends the passing of the resolution set out at Item No. 7 and 8 by the way of special resolution.

The salient features of the Shiprocket Employee Stock Option Plan 2024 ('ESOP 2024/'Plan') and the disclosures required under Regulation 6(2) of SEBI (SBEB & SE) Regulations, 2021 are as under:

1. **Brief Description of the ESOP Scheme:**

   This Scheme shall be called Shiprocket Employee Stock Option Plan 2024 (ESOP 2024). The Company strongly believes that an equity component in compensation goes a long way in aligning the objectives of an individual with those of the organization. The underlying philosophy of the ESOP 2024 is to enable the Employees, present and future, to share the wealth that they help to create for the organization over a certain period of time.

   The objective of the ESOP 2024 is to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Employee Stock Option Plan to attract and retain key talents in the organization. The Company views the Plan as instrument that would enable sharing the value with the Employees they create for the Company in the years to come.

2. **The total number of options as the case may be, to be offered and granted:**

   The maximum number of the Shares which shall be issued under the ESOP 2024 is 1,03,701 Options.

   The Company has, pursuant to resolutions passed by our Board and Shareholders, dated March 21, 2025 and November 14, 2025, respectively, approved the issuance of bonus Equity Shares in the ratio of 265:1. The Nomination and Remuneration Committee of the Board has, pursuant to its resolution dated November 18, 2025, approved the adjustment of the conversion ratio of each ESOP to give effect to the issue of such bonus Equity Shares, which shall be allotted to the employees at the time of exercise of such ESOPs, and the Board has approved such adjustment by way of its resolution dated November 18, 2025, read with its resolution dated February 19, 2026. *Therefore, total number of shares that can be allotted under the ESOP 2024 is 2,75,84,466 Equity Shares. i.e. pursuant to exercise of 1 option, 266 shares will be allotted.*

3. **Identification of classes of employees entitled to participate and be beneficiaries in the ESOP Scheme:**

   i. an Employee as designated by the Company, who is exclusively working in India or outside India;

   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;

   iii. an Employee as defined in sub-section (i) or (ii) above, of a Group Company including Subsidiary or its Associate Company, in India or outside India, of the Company,

   but excludes:

   i. an Employee who is a Promoter or a Person belonging to the Promoter Group;

   ii. 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.

4. **Requirements of vesting and period of vesting**

   Employee Stock Options granted under the ESOP 2024 shall vest not before 1 year and not after maximum Vesting Period specified in the letter of

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

grant issued to the employee. Provided further than in case of death/Permanent Incapacity, the minimum Vesting Period of 1 (one) year shall not be applicable in such instances and the Options shall Vest on the date of death/Permanent Incapacity, as the case may be.

5. **Maximum period within which the options/ SARs/benefits shall be vested:**

   Employee Stock Options granted under ESOP 2024 shall vest not before 1 year and not after maximum 10 years from the grant date and the same shall be specified in the letter of grant issued to the employee.

6. **Exercise price, SAR price, purchase price or pricing formula**

   The Exercise Price shall be linked with the Market Price as defined under the ESOP 2024 as determined by the Compensation Committee, subject to such price being not less than the face value of an Equity Share of the Company as on date of grant of Options.

7. **Exercise period/offer period and process of Exercise:**

   The Vested Options can be exercised, wholly or partly, by the Option Grantees immediately after Vesting within 10 years period and as may be determined by the Compensation Committee and provided in the Grant Letter given to the Option Grantee at the time of grant of Options.

8. **The appraisal process for determining the eligibility of employees for the Plan:**

   Only Employees within the meaning of this Plan are eligible for being granted Employee Stock Options under ESOP 2024. The Eligibility Criteria for any particular Grant and the specific eligible Employees to whom the Options would be granted shall be determined by the Compensation Committee, itself or in consultation with Board from time to time.

9. **Maximum number of Options to be offered and issued per employee and in aggregate, if any:**

   The Company shall be required to obtain separate approval of shareholders in case of Grant of Options to identified employees, during any one year, equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Options.

10. **Maximum quantum of benefits to be provided per employee under ESOP Scheme:**

    The maximum quantum of benefits that will be provided to every Eligible Employee under the Plan will be the difference between the market value of Company's Share on the recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

11. **Whether the Plan is to be implemented and administered directly by the Company or through a trust:**

    The ESOP 2024 shall be implemented and administered directly by the Company.

12. **Whether the ESOP Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:**

    The ESOP 2024 involves a new issue of shares by the Company.

13. **The amount of loan to be provided for implementation of the ESOP Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc:**

    Not applicable, since the ESOP 2024 is proposed to be implemented by direct route.

14. **The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP Scheme:**

    Not applicable, since the ESOP 2024 is implemented through direct route.

15. **A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15.**

    The Company shall follow the laws/regulations applicable to accounting and disclosure related to Employee Stock Options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments (Guidance Note) and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

16. **The method which the Company shall use to value its Options or SARs:**

    The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

17. A Statement with regard to Disclosure in Director's Report:

As the Company is adopting fair value method, presently there is no requirement for disclosure in director's report. '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'.

18. Period of Lock-in:

The Shares arising out of exercise of Vested Options shall not be subject to any lock-in restriction except such restrictions as may apply under the Applicable Law.

19. Terms & conditions for buyback, if any, or specified securities covered under these regulations.

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of specified securities issued under SEBI (SBEB & SE) Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

None of the directors and key managerial personnel (as defined under the Companies Act, 2013) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or to the extent they are granted any employee stock options under the ESOP Scheme, in accordance with the applicable law.

The Board thereby recommends the passing of the proposed resolution stated in Item No.7 & 8 of the notice of meeting for approval of members as a special resolution.

By order of the Board
For Shiprocket Limited
(Formerly known as Shiprocket Private Limited)

Date: September 07, 2026
Place: Gurugram

Nikhil Kumar
Company Secretary & Compliance Officer

Registered Office:
Plot No. B, Khasra No. 360,
Sultanpur, MG Road,
New Delhi – 110030
CIN: U72900DL2011PLC225614
Email: companysecretary@shiprocket.com

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE AGM, PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, APPLICABLE PROVISIONS OF COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('SS-2'), AS ON THE DATE OF THIS NOTICE

Particulars	Details
Name	Mr. Saahil Goel
DIN	05106685
Date of Birth	February 15, 1984
Age (in years)	42
Original date of appointment	September 30, 2011
Qualifications, Experience and expertise in specific functional area	He holds a bachelor's degree of science in business and minor in marketing from the Western International University, Arizona, United States, a master's degree in business administration and a master's degree in science from Joseph M. Katz Graduate School of Business, Pennsylvania, United States. Previously, he was associated with Max New York Life Insurance Company Limited and SDLC Partners, L.P, which he joined in 2006 and 2010, respectively. He has over 14 years of experience in our Company. He has been awarded "ET Leadership Excellence Awards North 2025" for being a visionary entrepreneur.
Shareholding in Shiprocket Limited including shareholding as a beneficial owner	24531697 Equity Shares i.e. 3.37% of total paid up capital of the Company
Terms & conditions of appointment and remuneration	Retiring by rotation; Payment of Remuneration as approved by the shareholders
No. of Board Meetings attended during FY 2025-26	9
Remuneration drawn for FY 2025-26	Rs. 1,93,66,284
Relationship with other Directors/ KMPs	None
Directorships held in other Indian companies including equity listed companies	• Logitrust Freight Services Private Limited • Pickrr Technologies Private Limited • Shiprocket Merchant App Private Limited • Shiprocket Omuni Private Limited
Membership/Chairmanship of Board committees in Indian Companies	Shiprocket Limited • IPO Committee – Chairperson • ESG Committee- Chairperson
Equity listed entities (in India) from which the person has resigned as director in past 3 years	None

Profile of the above Director is *available on the Company's website at https://www.shiprocket.in/investor-relations/corporate-governance/.*