

Date: January 30, 2026

To,
**Department of Corporate Services,
 BSE Limited**
 Phiroze Jeejeebhoy Towers,
 Dalal Street
 Mumbai - 400001
Scrip Code: 543333

To,
**Listing Department,
 National Stock Exchange of India Limited**
 Exchange plaza, Plot No. C/1, G Block
 Bandra Kurla Complex, Bandra East,
 Mumbai – 400051
Scrip Symbol: CARTRADE

ISIN: INE290S01011

Dear Sir/Madam,

Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir / Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice ("**Notice**") dated January 28, 2026 for seeking approval of Members of the Company in respect of the following resolution, only by way of remote electronic voting ("**e-Voting**").

| Sr. No. | Type of Resolution | Resolution |
|---------|--------------------|---|
| 1 | Special Resolution | TO CONSIDER AND APPROVE INCREASE IN REMUNERATION OF MRS. ANEESHA BHANDARY (DIN: 07779195), EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY. |

In accordance with the various circulars issued by Ministry of Corporate Affairs in this regards, the latest being General Circular No. 03/2025 dated September 22, 2025, the Notice is being sent only by email to all the members of the Company who have registered their email addresses with the Company/ Registrar and Share Transfer Agent or respective depository participant and whose names are recorded in the Register of Members/ Beneficial Owners as on the cut-off date i.e. Friday, January 23, 2026.

The Company has engaged the services of M/s MUFG Intime India Private Limited (Formerly known as M/s Link Intime India Private Limited), Registrar and Transfer Agent ("**RTA**"), for

CarTrade Tech Limited

Reg. Off. & Corp. Off.: 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705.

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the purpose of providing Remote e-Voting facility to its shareholders. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, January 23, 2026 (“**Cut-off date**”). The Remote e-Voting shall commence on Monday, February 02, 2026 at 9:00 A.M. (IST) and shall end on Tuesday, March 03, 2026 at 5:00 P.M. (IST). The Remote e-Voting module shall be disabled thereafter.

The result of Notice will be announced on or before Thursday, March 05, 2026.

The Notice is also being uploaded on the website of the Company i.e. www.cartradetech.com and on the website of RTA i.e. <https://instavote.linkintime.co.in>.

You are requested to kindly take the same on your records.

**Yours faithfully,
For CarTrade Tech Limited**

Lalbahadur Pal
Company Secretary and Compliance officer
Mem. No. A40812

Enclosed: a/a

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CARTRADE TECH LIMITED**CIN: L74900MH2000PLC126237****Registered Office:** 12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705**Email id:** investor@cartrade.com **Website:** www.cartradetech.com**Tel No:** +91 22 6739 8888**POSTAL BALLOT NOTICE**

Pursuant to Section 108 and Section 110 of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India.

| <i>E-VOTING COMMENCES FROM</i> | <i>E-VOTING CONCLUDES ON</i> |
|---|---|
| <i>09:00 A.M. (IST) on Monday, February 02, 2026</i> | <i>05:00 P.M. (IST) on Tuesday, March 03, 2026</i> |

Dear Member(s),

NOTICE is hereby given that in compliance with the provisions of Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), Secretarial Standard-2 on General Meetings (“**SS-2**”) issued by the Institute of the Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”) vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, the latest being 03/2025 dated September 22, 2025, and any other relevant circulars issued from time to time by MCA (collectively referred to as the “**MCA Circulars**”) and other applicable laws, rules and regulations, if any, the resolution set forth below, being unavoidable in nature, is proposed to be passed by the members of CarTrade Tech Limited (the “**Company**”) through Postal Ballot, only by way of voting through electronic means (“**remote e-voting**”). Communication of assent / dissent of the members on the resolution proposed in this postal ballot notice (the “**Notice**”) will only take place through the remote e-voting system.

The detailed explanatory statement under Section 102 of the Act setting out the material facts relating to the resolution and instructions for remote e-voting are annexed to this Notice.

The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), (“**RTA**”), Registrar and Share Transfer Agent of the Company as the agency to provide e-voting facility.

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In accordance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice along with the explanatory statement and remote e-voting instructions, only by email to all Members who have registered their email addresses with the Company, the Registrar and Share Transfer Agent of the Company (“RTA”) or Depository / Depository Participants and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, January 23, 2026** (“cut-off date”). In case the e-mail address of any member is not registered with the Company/ Depositories/ Registrar and Share Transfer Agent, please follow the process provided in the notes to this Notice. The communication of assent / dissent of the Members will only take place through the remote e-voting system. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

Remote e-voting period shall commence on **Monday, February 02, 2026** (9:00 a.m. IST) and end on **Tuesday, March 03, 2026** (5:00 p.m. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5:00 p.m. (IST) on **Tuesday, March 03, 2026**. Upon completion of remote e-voting, the Scrutinizer will submit his report to the Chairperson or the Managing Director or any other person as decided by the Board of Directors of the Company, who shall counter sign the same. The result of the postal ballot will be announced on or before Thursday **March 05, 2026**. The said result along with the Scrutinizer’s report would be displayed on the Company’s website www.cartradetech.com and on the website of RTA <https://instavote.linkintime.co.in> and shall be communicated to the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India at www.nseindia.com where the shares of the Company are presently listed.

The Board of Directors of the Company have appointed Mr. Muffaddal Jawadwala, proprietor of M/s M. Jawadwala & Co., Practicing Company Secretaries, Mumbai (Membership No.: A30840 and Certificate of Practice No.: 16191) to act as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

SPECIAL BUSINESS;

- 1. TO CONSIDER AND APPROVE INCREASE IN REMUNERATION OF MRS. ANEESHA BHANDARY (DIN: 07779195), EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER (“CFO”) OF THE COMPANY:**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

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“RESOLVED THAT pursuant to the provisions of Sections 117, 178, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of CarTrade Tech Limited (the “Company”) and HR Policies of the Company, ESOP Schemes and the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for increase in remuneration of Mrs. Aneesha Bhandary (DIN: 07779195), Executive Director and CFO of the Company, as set out in the explanatory statement, which remuneration shall be valid and payable (i) in the event the Company has adequate profits as per the Act, for the remainder of her term; and (ii) for a period not exceeding 3 (three) years from April 01, 2026 to March 31, 2029 in the event that the Company has no profits or has inadequate profits, calculated under Section 198 of the Act in any financial year during her tenure with liberty to the Directors to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Directors and Mrs. Aneesha Bhandary.

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

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board be and are hereby authorised to vary and/or revise the remuneration payable to Mrs. Aneesha Bhandary, Executive Director and Chief Financial Officer of the Company within the overall limits as provided in the Explanatory Statement, in accordance with applicable laws, and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution, in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Vinay Vinod Sanghi, Chairman and Managing Director of the Company and each member of the Nomination and Remuneration Committee be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

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Date: January 28, 2026
Place: Mumbai

By the Order of the Board of Directors of
CarTrade Tech Limited

CIN: L74900MH2000PLC126237

Registered Office:

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Vashi, Navi Mumbai 400705

Email id : investor@cartrade.com

Website : www.cartradetech.com

Tel No: +91 22 6739 8888

Sd/-

Lalbahadur Pal

Company Secretary & Compliance Officer

Mem. No.: A40812

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NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Board of Directors have appointed Muffaddal Jawadwala, proprietor of M/s M. Jawadwala & Co., Practicing Company Secretaries, Mumbai (Membership No.: A30840 and Certificate of Practice No.: 16191) to act as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
3. The Postal Ballot Notice is being sent only by e-mail to those members who have registered their e-mail address with their Depository Participant(s) (“DPs”) or with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company (“RTA”) and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on **Friday, May 03, 2024 (“Cut-off date”)** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and, General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, the latest being 03/2025 dated September 22, 2025 and any other circulars issued from time to time by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”). In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.
4. The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only.
5. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “SEBI Listing Regulations”) read with circulars of SEBI on e-Voting Facility provided by Listed Entities, Secretarial Standards-2 issued by the Institute of Company Secretaries of India and amendments thereto, the Company is pleased to offer

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remote e-Voting facility to all the Members of the Company. The Company has appointed RTA for facilitating e-Voting to enable the Members to cast their votes electronically (hereinafter referred to as the “remote e-Voting”). The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

8. All documents referred to in this Notice of Postal Ballot will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice of Postal Ballot up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to investor@cartrade.com from their registered email address.
9. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.cartradetech.com and the website of RTA i.e. <https://instavote.linkintime.co.in> and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).
10. Members who have not registered/ updated their email address are requested to register/ update the same (i) in case of shares held in demat mode, as per the process advised by concerned Depository Participant's; and (ii) in case of shares held in physical mode, by emailing to the RTA in the prescribed form ISR-1 along with requisite forms at rnt.helpdesk@in.mpms.mufig.com.
11. The SEBI has vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, it may be noted that any service request can be processed only after the folio is PAN, KYC and Nomination compliant. The concerned members are requested to furnish the requisite documents/ information at the earliest. Non-availability of the same on or after April 1, 2023 have result in freezing of the folios of such members pursuant to the aforesaid SEBI circular. These frozen folios will be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002, after December 31, 2025. Further, the SEBI has vide its circulars dated January 24, 2022 and January 25, 2022 mandated listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, endorsement, subdivision/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Accordingly, Members are requested to make service requests in prescribed Form ISR-4.
12. The SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the DP's with whom they are maintaining their dematerialised accounts.

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13. Pursuant to the provisions of Section 72 of the Act read with the rules made thereunder, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to the RTA. Further, in terms of SEBI/HO/MIRSD/POD-1/P/CIR/2023/193, all existing members holding shares in trading and demat accounts shall provide their choice of nomination on or before June 30, 2024, failing which such trading accounts shall be frozen for trading and demat accounts shall be frozen for debits. Accordingly, Members are urged to update their nomination details for their respective accounts before the aforementioned date by contacting their respective Depository Participant's.
14. Members may note that, as mandated by SEBI, effective April 1, 2019, the Company cannot process any request for transfer of securities in physical mode, except transmission or transposition of securities. Only securities held in dematerialized form can be transferred. Hence, Members are requested to dematerialize their shares if held in physical form.
15. The **remote** e-Voting period will commence on **Monday, February 02, 2026** (9:00 a.m. IST) and end on **Tuesday, March 03, 2026** (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, January 23, 2026** may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by RTA for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
16. The Scrutinizer will submit the results to Chairperson or the Managing Director or any other person as decided by the Board of Directors of the Company after completion of the scrutiny of the e-Voting, and the results of the voting by Postal Ballot will be announced on or before **Thursday, March 05, 2026**.
17. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution(s), if approved by the requisite majority of members by means of Postal Ballot i.e. remote e-voting, shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. **Tuesday, March 03, 2026**.
18. The voting results along with the Scrutiniser's Report will be displayed at the Registered Office of the Company, communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and additionally be uploaded on the Company's website: www.cartradetech.com and on the website of RTA: <https://instavote.linkintime.co.in>.
19. The instructions and other information relating to e-Voting are as under:

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Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

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



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METHOD 3 - NSDL e-voting website

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

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

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

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

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

Shareholders not registered for Easi/ Easiest facility:

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

Individual Shareholders holding securities in demat mode with Depository Participant

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

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

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- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

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

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
b) Enter details as under:

1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.
- (Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

| | | |
|-------------------|------------------------------|--|
| InstaVote USER ID | NSDL | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
| | CDSL | User ID is 16 Digit Beneficiary ID. |
| | Shares held in physical form | User ID is <u>Event No + Folio no.</u> , registered with the Company |

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

| | | |
|-------------------|------------------------------|--|
| InstaVote USER ID | NSDL | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
| | CDSL | User ID is 16 Digit Beneficiary ID. |
| | Shares held in physical form | User ID is <u>Event No + Folio no.</u> , registered with the Company |

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STEP 2: Steps to cast vote for Resolutions through InstaVote

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

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

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

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered_email_address with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at registered_email_address.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

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

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

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

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

STEP 3 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No."
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered email address](mailto:enotices@in.mpms.mufg.com) with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at [registered email address](mailto:enotices@in.mpms.mufg.com).

HELPPDESK:

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

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

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

Forgot Password:

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

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

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

| | | |
|-------------------|------------------------------|--|
| Instavote USER ID | NSDL | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678). |
| | CDSL | User ID is 16 Digit Beneficiary ID. |
| | Shares held in physical form | User ID is Event No + Folio no., registered with the Company |

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

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

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

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

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

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**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
FORMING PART OF THE NOTICE****ITEM NO. 1: TO CONSIDER AND APPROVE INCREASE IN REMUNERATION OF
MRS. ANEESHA BHANDARY (DIN: 07779195), EXECUTIVE DIRECTOR AND
CHIEF FINANCIAL OFFICER OF THE COMPANY:**

In order to fairly compensate and recognize the efforts taken by Mrs. Aneesha Bhandary, Executive Director and Chief Financial Officer of the Company during the last financial year, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on January 28, 2026, subject to approval of members of the Company have approved the increase in remuneration of Mrs. Aneesha Bhandary for a period of three years starting from April 01, 2026 to March 31, 2029.

Further, pursuant to the provisions of Sections 178, 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V, a Company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its directors as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During the financial year 2026-27, the profits of the Company may not be adequate and therefore the remuneration payable to Mrs. Aneesha Bhandary may exceed the limits prescribed under the provisions of the Companies Act, 2013.

While the Company can pay the remuneration (as set out below) to Mrs. Aneesha Bhandary when the Company has sufficient profits for the full term, in the event that the Company does not have profits or has inadequate profits in any financial year, pursuant to applicable provisions of Schedule V of the Companies Act, 2013, the Company can pay remuneration, to its directors, higher than the amounts set out in Section II of Part II of Schedule V of Companies Act, 2013 by passing a special resolution in the general meeting, and such remuneration shall be valid for a period not exceeding 3 (three) years. The details and terms of remuneration proposed to be paid to Mrs. Aneesha Bhandary, Executive Director and Chief Financial Officer of the Company despite inadequacy or absence of profits is as under:

I. NATURE OF DUTIES:

The Executive Director and Chief Financial Officer shall, devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to superintendence, control and directions of the Board in

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connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Executive Director from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

II. REMUNERATION PAYABLE:

- i. Fixed Compensation: The maximum fixed remuneration to be paid to Mrs. Aneesha Bhandary shall be Rs. 2,09,77,200/- (Rupees Two Crores Nine Lakh Seventy Seven Thousand Two Hundred only) per annum which shall include Basic Salary and House rent allowance, conveyance, Contribution to Provident Fund and Gratuity Fund and other allowances.

Further it is clarified that these below perquisites and allowances shall not be included in the computation of the ceiling on remuneration as per Schedule V and other applicable provisions of Companies Act, 2013, which may be granted to the above-mentioned Director in the manner as the Board may decide as per the Policy/Rules of the Company.

- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
 - Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
 - Encashment of leave at the end of the tenure.
- ii. Performance Linked Variable Remuneration (PLVR): Performance Linked Variable Remuneration shall be paid over and above fixed compensation according to the Scheme of the Company for each of the financial years as may be decided by the Nomination and Remuneration Committee / Board of Directors which shall be evaluated based on any criteria including but not limited to financial results, overall stakeholder value creation, achieving new business scalability and overall growth of the Company which can be further based on the qualitative and quantitative data analysis and market conditions at the end of each quarter and financial year and other relevant factors having regard to the performance of the above mentioned Director for each year.

The maximum aggregate remuneration (including fixed remuneration, performance linked variable remuneration and excluding other facilities) to be paid to Mrs. Aneesha Bhandary shall be Rs. 2,33,08,000/- (Rupees Two Crores Thirty Three Lakh Eight Thousand only) payable annually.

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In addition to the above, Mrs. Aneesha Bhandary shall be eligible for club facilities, memberships, medical and life insurance cover, hospitalization cover, medical expenses, telecommunication facility including internet facility, including employee stock options and/or any other allowances, perquisites and facilities as per the Rules of the Company.

III. MINIMUM REMUNERATION:

Notwithstanding anything to the contrary herein contained, where in any financial year during the period of 3 years in the currency of the tenure of the Executive Director and CFO, the Company has no profits or its profits are inadequate, the Company will pay to the Executive Director and CFO remuneration by way of basic salary, benefits, perquisites and allowances, performance bonus and Long Term incentive plan and retirement benefits, as specified above.

The Board seeks the approval of the members of the Company for the increase in remuneration of Mrs. Aneesha Bhandary, as set out above, which remuneration shall be valid and payable (a) in the event the Company is profit making, for the remainder of her term ; and (b) for a period of 3 (three) years effective from April 1, 2026 to March 31, 2029 in the event that the Company has no profits or has inadequate profits in any financial year.

The proposed resolution shall not be in substitution or supersession of the shareholders' resolution passed earlier on September 27, 2024 unless the aforementioned remuneration is approved by the shareholders of the Company.

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

Brief resume of Mrs. Aneesha Bhandary additional information as required under Schedule V of the Companies Act, 2013 and such other information as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 General Meetings, issued by Institute of Company Secretaries of India has been furnished as an Annexure 1 to this Notice. The Board recommends the Special Resolution as set out at item No. 1 of the accompanying Notice for approval by the members.

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Except Mrs. Aneesha Bhandary, being an appointee, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1.

ANNEXURE 1 TO THE EXPLANATORY STATEMENT

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

| | | |
|-----|--|---|
| 1. | Name of the Director | Mrs. Aneesha Bhandary |
| 2. | Director Identification Number (DIN) | 07779195 |
| 3. | Designation and Category of Director | Executive Director and CFO |
| 4. | Date of Birth | July 10, 1986 |
| 5. | Age | 40 |
| 6. | Qualification | Chartered Accountant |
| 7. | Brief profile/ Experience & Nature of Expertise | Mrs. Aneesha Bhandary is a chartered accountant with the Institute of Chartered Accountants of India. She was previously employed with S. R. Batliboi & Co. LLP and has 19 years of experience in the field of finance. She joined Automotive Exchange Private Limited (an erstwhile Subsidiary which was subsequently amalgamated with our Company) as AVP - Finance on December 08, 2015. She was then appointed as the Chief Financial Officer of our Company on July 21, 2020 and Executive Director on April 23, 2021. |
| 8. | Expertise in specific functional areas | Rich experience in areas of company's business operations, Finance and governance matters. |
| 9. | Terms and conditions of re-appointment | Not applicable |
| 10. | The last drawn remuneration | Remuneration aggregating to Rs. 154.83 lakhs paid/payable for the financial year 2025-26. |
| 11. | Date of first appointment on the Board | April 23, 2021 |
| 12. | Shareholding of the Director in the Company | 1,576 equity shares, 0.00% as on date |
| 13. | Relationships with other Directors, Manager and other Key Managerial Personnel of the Company | She is not related to any Director and Key Managerial Personnel of the Company. |
| 14. | Number of Board Meetings attended during the year | Out of five (5) Board Meetings held during FY 2025-27 up to date, all five (5) were attended. |
| 15. | Directorships held in other companies | 1. Shriram Automall India Limited – Director; 2. CarTrade Finance Private Limited – Director; 3. CarTrade Foundation; Director and 4. Sobek Auto India Private Limited; Director. |

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| | | |
|-----|--|--|
| 16. | Listed Entities from which he has resigned as Director in past 3 years | None |
| 17. | Committee Chairmanships / Memberships | 1. CarTrade Tech Limited i. Stakeholder Relationship Committee – Member; ii. Risk Management Committee – Member; iii. Corporate Social Responsibility Committee – Chairperson; and iv. IPO Committee – Member. |
| 18. | Information as required under BSE circular no. LIST/COMP/14/2018-19 and NSE circular no. NSE/CML/2018/24 dated June 20, 2018. | Mrs. Aneesha Bhandary is not debarred from holding the office of Director by any SEBI order or any other such authority. |

Information as per Schedule V to the Companies Act, 2013 is as under:

I. General Information:

| | | |
|----|---|--|
| 1. | Nature of Industry | CarTrade Tech Limited is India's largest digital marketplace ecosystem, operating multiple platforms including CarWale, BikeWale, CarTrade, OLX India, Shriram Automall, CarTrade Exchange, and Adroit Auto. These platforms empower millions of users including consumers, dealers, OEMs, and enterprises to buy and sell vehicles, real estate, electronics, mobile phones, furniture, and more with ease and efficiency. With a strong digital footprint, each of their three platforms (CarWale, BikeWale and OLX India) crossed 150 million yearly unique visitors with more than 95% of the traffic being generated organically, and the remarketing business achieved 1.4 Mn listings for auction in FY25. |
| 2. | Date or expected date of commencement of commercial Production | The Company commenced business from July 06, 2009. |
| 3. | In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable |

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| | | |
|----|---|--|
| 4. | Financial performance based on given indicators | Performance indicator shall be decided by the board of director from time to time. |
| 5. | Foreign investments or collaborations, if any | The Company has not made any Foreign Investments and neither entered into any collaborations during the last year. |

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

| Sr. No | Particulars | Aneesha Bhandary |
|--------|---|--|
| 1. | Background Details | Detailed in brief resume as above |
| 2. | Past Remuneration | Detailed as mentioned above |
| 3. | Recognition or awards | Detailed in brief resume as above |
| 4. | Job Profile and suitability | Detailed in brief resume as above and as in Explanatory Statement |
| 5. | Remuneration proposed | Detailed as mentioned in the Explanatory Statement. |
| 6. | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin) | The Company requires expertise for optimum utilization of various resources in the business as well as strategizing the newly acquired businesses by the Company. Mrs. Aneesha Bhandary has successfully proved expertise in the said areas in an effective manner. The remuneration proposed is commensurate with other organisations of the similar type, size and nature. |
| 7. | Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other director, if any | Mrs. Aneesha Bhandary is holding 1,576 Equity Shares, constituting 0.00% voting power in the Company as on the date of notice. Mrs. Aneesha Bhandary also holds 2,33,000 number of ESOP options of which 42,500 options are unvested. |

III. Other Information:

| | |
|----|--|
| 01 | Reasons of loss or inadequate profits |
| | The Company continues to invest in growing and strengthening the auto-ecosystem and providing digital transformations solutions to its partners. The Company makes substantial investments towards product and engineering talent acquisition and retention to build technology solutions, expanding sales and service team to serve our partners better and expanding our customer base by providing an excellent experience. The Company including its subsidiaries and associates has |

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

Date : January 28, 2026

Place : Mumbai

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

CIN: L74900MH2000PLC126237

Registered Office:

12th Floor Vishwaroop IT Park, Sector 30A,
Vashi, Navi Mumbai 400705

Email id : investor@cartrade.com

Website : www.cartradetech.com

Tel No: +91 22 6739 8888

Sd/-

Lalbahadur Pal

Company Secretary & Compliance Officer

Mem. No.: A40812

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