

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE 06/2025-26 BOARD MEETING OF SHIPROCKET LIMITED (PREVIOUSLY KNOWN AS SHIPROCKET PRIVATE LIMITED AND ORIGINALLY KNOWN AS BIGFOOT RETAIL SOLUTIONS PRIVATE LIMITED), HELD ON TUESDAY THE 18TH DAY OF NOVEMBER 2025 AT 11:00 A.M. (IST) AT PLOT 416, PHASE III, UDYOG VIHAR, SECTOR 19, GURUGRAM, HARYANA 122002

To consider and approve revise remuneration of Mr. Saahil Goel, Managing Director & CEO of the company

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors hereby approves the revision in remuneration of Mr. Saahil Goel (DIN: 05106685), Managing Director & Chief Executive Officer, for the financial years 2026–27 to 2028–29, as set out below, subject to the approval of the shareholders of the Company:

Financial Year	Remuneration*
2026–27, 2027-28 and 2028-29	In the scale of INR 2.75 crore per annum to INR 4.20 Crore per annum

****Includes variable pay in ordinary course of Business as per HR Policy of the Company.***

RESOLVED FURTHER THAT, in the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Saahil Goel, the remuneration as approved above shall be treated as minimum remuneration and be payable in accordance with the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution.”

**Certified To Be True
For Shiprocket Limited
(Previously known as Shiprocket Private Limited and
Originally known as Bigfoot Retail Solutions Private Limited)**

Deepa Kapoor
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by Deepa Kapoor
Date: 2025.11.26
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**Deepa Kapoor
Company Secretary & Compliance Officer
M. No.: 22568**

**Date: 26.11.2025
Place: Gurugram, Haryana**

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT 5TH (FY 2025-26) EXTRA - ORDINARY GENERAL MEETING OF THE MEMBERS OF SHIPROCKET LIMITED (PREVIOUSLY KNOWN AS SHIPROCKET PRIVATE LIMITED AND ORIGINALLY KNOWN AS BIGFOOT RETAIL SOLUTIONS PRIVATE LIMITED) (THE "COMPANY") HELD ON FRIDAY, NOVEMBER 21, 2025, AT 05:00 P.M. AT PLOT NO - B, KHASRA NO – 360, SULTANPUR, DELHI - 110030

To approve the revise remuneration of Mr. Saahil Goel, Managing Director & Chief Executive Officer of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the shareholders of the Company be and is hereby accorded for the revision in remuneration of Mr. Saahil Goel (DIN: 05106685), Managing Director & Chief Executive Officer, for the financial years 2026–27, 2027–28, and 2028–29, as set out below:

Financial Year	Remuneration*
2026–27, 2027-28 and 2028-29 (till December 2028)	Rs. 2.75 crore per annum, to be revised annually as per NRC approval subject to a cap of Rs. 4.20 Crore per annum

****Includes variable pay in ordinary course of Business as per HR Policy of the Company.***

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Saahil Goel, the remuneration as approved above shall be treated as minimum remuneration and be payable in accordance with the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution"

**CERTIFIED TO BE TRUE
FOR SHIPROCKET LIMITED
(PREVIOUSLY KNOWN AS SHIPROCKET PRIVATE LIMITED AND
ORIGINALLY KNOWN AS BIGFOOT RETAIL SOLUTIONS PRIVATE LIMITED)**

Deepa
Kapoor
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**Deepa Kapoor
Company Secretary & Compliance Officer
M.No.:22568**

Date: 24.11.2025

Place: Gurugram

Certified True Copy of Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED NOV 21, 2025.****ITEM NO 1 and 2:**

The shareholders are informed that following the Company's conversion to a Public Limited Company, the Board of Directors had ratified and approved the remuneration of Mr. Saahil Goel (MD & CEO) and Mr. Gautam Kapoor (Executive Director) till the financial year 2025–26.

The Board, at its meeting held on November 18, 2025 has now approved their revise remuneration for the period 2026–27 to 2028–29, in accordance with Sections 197, 198, and other applicable provisions of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, subject to shareholder approval.

The remuneration structure is as follows:

Director Name	Financial Year	Remuneration*
Saahil Goel	2026–27, 2027-28 and 2028-29 (Upto Dec 2028)	Rs. 2.75 crore per annum, to be revised annually as per NRC approval subject to a cap of Rs. 4.20 Crore per annum
Gautam Kapoor	2026–27, 2027-28 and 2028-29	Rs. 2.75 crore per annum, to be revised annually as per NRC approval subject to a cap of Rs. 4.20 Crore per annum

****Includes variable pay in ordinary course of Business as per HR Policy of the Company.***

The revised remuneration is designed to fairly compensate them for their respective roles, experience, and responsibilities. In the event of loss or inadequacy of profits, the remuneration shall be treated as minimum remuneration in accordance with Schedule V of the Companies Act, 2013. The Board recommends this special resolution for approval of the shareholders.

None of the Directors, except Mr. Saahil Goel and Mr. Gautam Kapoor, are concerned or interested in this resolution.

**CERTIFIED TO BE TRUE
FOR SHIPROCKET LIMITED
(PREVIOUSLY KNOWN AS SHIPROCKET PRIVATE LIMITED AND
ORIGINALLY KNOWN AS BIGFOOT RETAIL SOLUTIONS PRIVATE LIMITED)**

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Kapoor

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**Deepa Kapoor
Company Secretary & Compliance Officer
M.No.:22568**

Date: 24.11.2025

Place: Gurugram