Date: September 14, 2021

To
Listing Department,
National Stock Exchange of India Limited
C-1, G-B lock. Bandra – Kurla Complex
Bandra (E), Mumbai - 400 051

Scrip Code: 543333, **Scrip Symbol:** CARTRADE

ISIN: INE290S01011

Ref.: Clarification email dated September 14, 2021

Dear Sir/Ma ' am,

With reference to an announcement submitted to the Exchange dated September 13,2021, regarding outcome of your Board meeting held on September 13, 2021, please find below the clarifications/reply for the same;

1. Variation of terms of options;

Reply: The ESOP schemes are being amended to conform to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and, in addition, below is the detail of a variation across all old ESOP scheme e.g. ESOP 2010, ESOP 2011, ESOP 2014 and ESOP 2015:

Clause No.	Existing Provision	New Provision
7 (d)	All live options, if any, will lapse at the end of ten years from date of grant of options.	All live Options, if any, will lapse at the end of 10 (ten) years from date of grant of Options or 5 (five) years from the date of listing of the Company whichever is later.

2. Brief details of significant terms; and

Reply: Please refer above reply. The amendment to the aforementioned ESOP Schemes have been made to extend the exercise period of the options granted to employees but subject to, in all cases, compliance with the said ESOP scheme and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

3. Amendments to Memorandum and/or Articles of association of listed entity, in brief.

Reply: Please note that the Company is not proposing any amendment to Articles of association. Pursuant to the observations received from the Securities and Exchange Board of

India on the draft red herring prospectus filed in relation to the IPO, the provisions of the Articles of Association, and as a good corporate governance measure the provisions contained in Article 102(c) of the Articles of the latest amended Articles of Association of the Company ("**Articles**") approved vide 2/2021-22 Extraordinary General Meeting dated May 4, 2021, following the Consummation of the IPO, the approval of the Shareholders is required by way of a special resolution in the first general meeting convened after the listing of Equity Shares of the Company on a recognized stock exchange in India for confirming the special rights available to certain shareholders and one of the Directors of the Company, post listing. The surviving special rights under Article 102(c) of Articles is reproduced below for your reference

102(c) Vinay Vinod Sanghi and Bina Vinod Sanghi shall be entitled to nominate one director on the Board, for so long as Vinay Vinod Sanghi and his relatives in aggregate hold at least 3.00% (calculated assuming conversion or exercise, as applicable, of any, outstanding warrants, convertible securities, and vested and unvested employee stock option or equity shares), of the total paid-up equity share capital of the Company on a fully diluted basis provided, however, that, upon the Consummation of the IPO, Vinay Vinod Sanghi and Bina Vinod Sanghi will be entitled to exercise this right only after receipt of approval of the shareholders of the Company, at the first shareholders' meeting held by the Company post Consummation of the IPO. It is further clarified that upon Consummation of the IPO, that each Investor shall exercise their voting rights in a manner to give effect to this provision and ensure that the articles of association of the Company shall not be amended in a manner depriving Vinay Vinod Sanghi and Bina Vinod Sanghi of the benefit of their rights under this Article.

As the Equity Shares of the Company have been listed on recognized stock exchange in India with effect from August 20, 2021, therefore, in view of Article 102(c) of the Articles of Association of the Company reproduced above, the Board of Directors at its meeting dated September 13, 2021 recommended the same to the Shareholders for their approval as a Special Resolution as mentioned at clause 102(c).

Thanks

For Cartrade Tech Limited

Lal Bahadur

CARTRADE TECH LIMITED

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