

Consolidated Declaration from the Individual Promoter

Date: 22/11/2025

To,

The Board of Directors

GenXAI Analytics Limited

3rd Floor, Tower -7, Plot No. 7,

Teachers Colony, Baba Market, DCM,

Ajmer Road, Jaipur, Rajasthan, India, 302021

Choice Capital Advisors Private Limited

Sunil Patodia Tower, Plot No. 156-158,

J.B. Nagar, Andheri (East),

Mumbai - 400099

(Choice Capital Advisors Private Limited referred to as the “Book Running Lead Manager”)

Dear Sir(s),

Sub: Proposed initial public offering of equity shares of face value Rs. 10 each (“Equity Shares”) by GenXAI Analytics Limited (“Company”) (referred to as the “Issue”).

I, **Rakesh Agarwal**, hereby give my consent to my name being included as a Promoter of the Company in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (“**Issue Documents**”) that the Company intends to file with the Emerge Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed (“**Stock Exchange**”) and with the Registrar of Companies, Rajasthan at Jaipur (“**RoC**”) or any other authority as may be applicable.

I hereby confirm and certify that:

1. I am interested in the capacity of a director, to the extent of fees, if any, payable to me for attending meetings of the Board or Committee and reimbursement of travelling and other incidental expenses, if any, for such attendance as per the Companies Act, 2013 and the Articles of Association of the Company;
2. I have no interest in the Company except to the extent of remuneration (if applicable) and reimbursement of expenses and to the extent of any Equity Shares of the Company held by me or my relatives and associates or held by the companies, firms and trusts in which I am interested as director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding;
3. Following is my shareholding in the Company:

No. of equity shares: 71,58,768

% of shareholding: 54.17%

4. I am not interested in the appointment of underwriters, registrar and bankers to the proposed initial public offering of Equity Shares of the Company or any such intermediary registered with Securities and Exchange Board of India;
5. I am not interested in any loan or advance given by the Company to any Person(s)/ Company (ies) nor am I a beneficiary of any loan or advance;

Sr. No.	Name of the company	Nature of relationship	Purpose of Loan/Advancement	Balance As on 30th June 2025
1	GenXAI Bot Private Limited	Directorship	Working capital	1,49,45,778

6. I confirm that there is no conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and us or the company, Promoter Group, Key Managerial Personnel and Directors and subsidiaries / Group Company and its directors.
7. Neither I nor any firm/company with whom I am associated as a promoter/partner/director has entered into any contract, agreement or arrangement with the Company;
8. I have not entered into any service contracts with the Company providing for benefits upon termination of my employment;
9. I am not interested in any property acquired by the Company within the last three years or proposed to be acquired by the Company except the following:

NIL

10. The Company has not purchased any property in which I had or have a direct or indirect interest or in respect of any payment thereof, except the following:

NIL

11. I have not been paid any amount of compensation by the Company pursuant to any bonus or profit-sharing plan;
12. Except as disclosed below no amount or benefit has been paid or given to me within the three years preceding the date of filing draft offer document or intended to be paid or given to me;
 - a. Equity Shares / convertible securities / stock options held by me in the Company and the shareholding of the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, and to the extent of benefits arising out of such shareholding, details of which are disclosed below:

S. No	Particulars	Interest in the entity	No of Shares	Shareholding %
1	GenXAI Analytics Limited	Directorship	1,15,464	54.17%
2	Ra Media Ventures LLP	Designated Partner	22,275	45%
3	Agarwal Consulting Group LLP	Designated Partner	22,500	45%
4	GenXAI Rigved LLP	Designated Partner	-	-

- b. remuneration payable to me / normal fees payable to me for attending meetings of the board of directors or any committee thereof, if any and normal reimbursement of any traveling and other incidental expenses which are as follows:

S No	FY	Particulars	Amount
1	FY 2023	Salary	Rs 2,00,000 per Month
2	FY 2024	Salary	Rs 2,08,000 per Month
3	FY 2025	Salary	Rs 2,50,000 per Month

- c. loans and advances given by the Company to me and to the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, details of which are disclosed below:

S.No.	Name of the company	Nature of relationship	Purpose of Loan/Advancement	Balance As on 30th June 2025
1	GenXAI Bot Private Limited	Directorship	Working capital	1,49,45,778

- d. as sundry debtors of the Company, to me and to the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, details of which are disclosed below;

NIL

- e. being lender of any secured or unsecured loans to the Company.

NIL

13. I have not entered into any buy-back and/or standby arrangements for purchase of Equity Shares of with any person;
14. I or any of my relatives, have not entered into any financial arrangement to finance the purchase by any other person of securities of the Company other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing Draft Red Herring Prospectus with the Stock Exchange, except: -

Name of entity	Transferor	Transferee	Date	Number of Securities	Price per Security
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

15. I am not associated as promoter / director / partner / proprietor of any firm that is/ was associated with securities related business and registered with SEBI, except as mentioned below, and there has been no action initiated by SEBI against me or any of the entities, I am associated with in the past five years; N.A.
16. The entities of which, I am/was a promoter/director/person in control (as defined in the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended, are not debarred from accessing the capital market under any order or directions made by the SEBI;
17. I have not been prohibited by SEBI from accessing the capital market and no penalty has been imposed by SEBI or any other regulatory authority in India or abroad against me or any other company/firm with whom I am associated as a promoter/partner/director;
18. Neither my name nor the name of the entity(ies) where I am associated, as Director/Promoter/Proprietor/Partner has appeared in the past and is presently not appearing in the RBI Defaulters List (www.cibil.com; www.watchoutinvestors.com). I shall immediately intimate the Company and the Book Running Lead Manager / legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the Stock Exchange where the Equity Shares of the Company are proposed to be listed;
19. I have not been declared as a fugitive economic offender under the Fugitive Economic Offenders Act, 2018. I shall immediately intimate the Company and the Book Running Lead Manager / legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the Stock Exchange where the Equity Shares of the Company are proposed to be listed;
20. I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, as amended and the details of the companies in which I hold significant beneficial ownership along with the details of my shareholding are as follows:

S No	Particulars	No of Shares	Shareholding %
1	GenXAI Analytics Limited	71,58,768	54.17%
2	Ra Media Ventures LLP	27,275	45.00%
3	Agarwal Consulting Group LLP	27,500	45.00%

21. There are no pending litigations in which I am involved or defaults to the financial institutions/banks, non-payment of statutory dues and dues towards instrument holder like debenture holder, fixed deposits, and arrears on cumulative preference share by me or the companies/ firms/any other entity promoted by me.

22. There are no cases of pending litigations, defaults etc. And no lenders have taken action in respect of companies/ firms/ ventures with which I was associated in the past; in which my name continues to be associated with any particular litigation.
23. I have neither been, nor currently am, on the board of directors of any company that was, or has been directed by any Registrar of Companies to be struck off from the rolls of such Registrar of Companies under Section 248 of the Companies Act. Further, I have not been identified as a director who has been disqualified to act as a director in terms of Section 164(2)(a) of the Companies Act (“**Disqualified Director**”) and neither am I a proclaimed offender (“Proclaimed Offender”) under Section 84 of the Bharatiya Nagarik Suraksha Sanhita, 2023, and my name does not feature in the lists of Disqualified Directors or the lists of Proclaimed Offenders released by various Registrars of Companies and the Ministry of Corporate Affairs (“**MCA**”) and currently disclosed on the website of the MCA;
24. I confirm that I have not been declared as a fraudulent borrower by the lending banks or financial institutions or consortium, in terms of the Reserve Bank of India (Frauds classification and reporting by commercial banks and select FIs) Directions, 2016, as amended, issued by the RBI by way of its circular dated July 1, 2016; and
25. Except as disclosed below, there are no recovery proceedings initiated by the SEBI, order for disgorgement or monetary penalty issued by SEBI, non-compliance of any direction issued by the SEBI, or proceedings which have been remanded by the Securities Appellate Tribunal or court, probable cause for investigation, enquiry, adjudication, prosecution or other regulatory action that has been found against me by any authority, as referred to under the SEBI (Issuing Observations on Draft Issue Documents Pending Regulatory Actions) Order 2020 and no show cause notice has been issued to us, which is pending determination by any such authority, involving me:

N.A

26. There is no litigation against me involving violation of statutory regulation or criminal offences and no penalty has been imposed against me by Securities and Exchange Board of India (“**SEBI**”) or any regulatory authority in India/abroad. I have not violated the provisions of the Companies Act, 2013 and Companies Act, 1956 and have not been suspended by SEBI nor has any disciplinary action been taken by SEBI.
27. There are no pending proceedings initiated for economic offences against me and in my capacity as a director, promoter of the companies/ firms promoted by me and there are no past cases in this regard in which the penalties were imposed by any authority.
28. There are no adverse findings against me or entities connected with me, as regards compliance with securities law.
29. Except as disclosed below, I am not related to any other Promoter, Director or Key Managerial Personnel or Senior Management of the Company:

Name	Relationship
Lakshmi Agarwal	Spouse

30. In addition to the Company, I am interested as a Director/ Officer in the following companies:

Name of Company	Position
GenXAI Bot Private Limited	Director

31. I was not associated with any public or rights issue;
32. I have not disassociated myself from any Company or venture till date other than those mentioned;

Sr. No.	Name of Disassociating entity	Date of Disassociation
1	GenXAI Platform Private Limited	April 07, 2025 (Directorship)
2	GenXAI Bot Private Limited	September 27, 2024 (Shareholding & Directorship)
3	ALNJ Consulting Solutions Private Limited	Feb 16, 2019 (Strike off)

33. There is no company, partnership firm, HUF, sole proprietorship or other business entities or ventures in which I am interested and which is in the same line of business as the Company and there is no potential conflict of interest with the Company save and except the following:

Name of the company	Nature of relationship
GenXAI Bot Private Limited	Directorship

34. I will not receive any portion of the proceeds from the proposed initial public offer of the Company;
35. Apart from the following individuals and companies there are no other entities/individuals comprising Promoter Group:

(a) Individuals forming part of promoter group:

Name of the member	Relationship
Lakshmi Agarwal	Spouse
Jugal Kishor Agrawal	Father
Vimla Devi Agrawal	Mother
Deepak Agrawal	Brother
Mukesh Mangal	Brother
Navya Agarwal	Daughter
Jayaditya Agarwal	Son
Manju Devi	Mother-in-law
Hemlata Gupta	Sister-in-law

(b) Companies, partnerships and HUFs forming part of the Promoter Group:

S No	Name of entities	% Holding
1	RA Media Ventures LLP	45%
2	Agarwal Consulting Group LLP	45%

36. None of the Equity Shares held by us have been pledged to any person, including banks and financial institutions;
37. The share capital build-up of Equity Shares held by me in the Company is as under:

Date of Allotment / acquisition/ Sale	Nature of transaction	Number of Equity Shares	Face value per Equity Share (in Rs.)	Issue / transfer price per Equity Share (in Rs.)	Nature of consideration (cash / other than cash)	Cumulative number of Equity Shares
31-01-2020	Acquisition	63,506	10	0	Gift	63,506
25-03-2022	Sale	25,402	10	394	Cash	38,104
18-11-2023	Acquisition	38,680	10	102	Cash	76,784
25-11-2023	Acquisition	29,058	10	102	Cash	1,05,842
31-12-2024	Acquisition	9,622	10	378	Cash	1,15,464

38. The average cost of acquisition per Equity Share of the Company by me is as under -

Sr. No.	Name of Promoter	Number of Equity Shares held	Average cost of acquisition
1.	Rakesh Agarwal	71,58,768	1.47

39. I further confirm that all the Equity Shares held by me are and will be in a dematerialised form prior to filing the Draft Red Herring Prospectus with Stock Exchange.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares offered in this Issue receive final listing and trading approval from the Stock Exchange and commence trading on the Stock Exchange. In the absence of any such communication from us, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchange.

I hereby authorize you to deliver this certificate to the SEBI, Stock Exchange, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Issue in conducting and documenting their investigation of the affairs of the Company in connection with the Issue and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the Issue.

I also consent to the extracts of this certificate being used for disclosure in the Issue Documents to be issued by the Company in relation to the Issue and other Issue related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Issue or otherwise in connection with the Issue.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Rakesh Agarwal', with a stylized flourish at the end.

Rakesh Agarwal
Promoter

Cc to:

Legal counsel to the Issue
Legacy Law Offices LLP
Legacy House, D-18,
Nehru Enclave, Kalkaji
New Delhi – 110019, India