



NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01/2025-26 Extra-Ordinary General Meeting of the members of Earkart Limited ("**Company**") will be held on Monday, 21 April 2025 at A-133, Ground Floor, Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh- 201301 at 10.00 AM (IST) to transact the following business:

SPECIAL BUSINESS:

1. TO ALTER ARTICLES OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to provisions of section 14,62 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") read with rule 33 of the Companies (Incorporation) Rules, 2014 and subject to such other approvals, permission and consents as may be required, the consent of the members be and is hereby accorded for alteration of articles of association of the Company by inserting clause as under and subsequently alteration of its below clause numbers:

40. Employees Stock Option Scheme (ESOP)

40.1 Notwithstanding anything contained herein, the Board may subject to Applicable Law, at its discretion, frame rules and regulations for the adoption and management of an employee stock option scheme and in that regard may create a trust or other legal entity to hold such number of shares as the Board may from time to time agree, in trust for and on behalf of the employees.

40.2 Employee Stock Option Scheme - Subject to the provisions of the Act and other provisions in Applicable Law in this regard, the Board is hereby authorized to issue shares or debentures (whether or not convertible into shares) for offer and allotment to such of the Directors, officers and employees of the Company as the Board may select or the trustees of such trust as may be set up for the benefit of the officers and employees in accordance with the terms and conditions of such scheme, plan or proposal as the Board may formulate, the Board may impose conditions that the shares in or debentures of the Company so allotted shall not be transferable for a specified time period.

40.3 Notwithstanding anything contained herein, the Board may, subject to provisions of the Act, formulate, adopt and implement an employee stock option scheme and amend the same from time to time subject to approval of the Board and/or Shareholders with majority as may be prescribed by the Act. Any such stock option scheme formulated, adopted, implemented and amended, at any point of time, shall be binding on the Company subject to compliance with provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any addition/alteration in proposal(s) mentioned above, as may be required by the authorities concerned at the time of their approval and as agreed to by the Board.



RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more director(s) of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

RESOLVED FURTHER THAT, the Board be and is hereby authorized at its discretion, to further delegate by way of authorization in favour of any of the members of the Board or a committee thereof to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution."

2. APPROVAL OF "EARKART ESOP SCHEME 2025" AND GRANT OF OPTIONS TO THE EMPLOYEES THEREUNDER:

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) and other applicable provisions if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 (including any circulars, notifications, statutory modification or re-enactment thereof for the time being in force) as amended from time to time(hereinafter referred to as the Act) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members be and is hereby accorded to the proposed "Earkart ESOP Scheme 2025" and to create, offer, issue and allot in one or more tranches under the said "Earkart ESOP Scheme 2025" at any time to or for the benefit of employees and Directors (excluding Independent Director) of the Company for such number of stock options /equity shares and / or equity linked instruments including any other instruments or securities which could give rise to the issue of equity shares (hereinafter collectively referred to as "Securities") of the Company, not exceeding _____ shares (upto), constituting approximately __% of the fully diluted equity share capital of the Company in aggregate, at such price and on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Guidelines or other applicable provisions of any law as may be prevailing at that time.

RESOLVED FURTHER THAT the Earkart ESOP Scheme 2025 shall be deemed to be approved by member upon the approval of the amended Articles of Association, incorporating the ESOP clause, and the subsequent filing of the relevant forms with the Registrar.

RESOLVED FURTHER THAT the Board of Directors is authorized to issue and allot equity shares that rank *pari passu* with the existing shares of the Company according to the terms of the employee stock option scheme being " Earkart ESOP Scheme 2025" to those exercising their Options.

RESOLVED FURTHER THAT in the case of consolidation or reorganization of shares, the maximum number of shares that can be issued in accordance with the " Earkart ESOP Scheme 2025", shall be



modified, to ensure that the cumulative face value prior to such consolidation or reorganization shall remain unchanged after such share split, consolidation or reorganization of capital structure.

RESOLVED FURTHER THAT pursuant to the provisions of Rule 12(10) of the Companies (Share Capital and Debentures) Rules, 2014, a register of Employee Stock Options in Form No.SH-6 shall be maintained at the Registered Office of the Company with the particulars of options granted under clause (b) of sub-section (1) of Section 62 of the Companies Act, 2013. The entries in the register shall be authenticated by any Director or Company Secretary or any other director authorized by the Board for this purpose.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby severally authorized to furnish all such applications, letters, undertakings, affidavits, etc., and do all such acts, deeds and things as may be necessary for obtaining in principle approval of the Government Authorities, as may be necessary."

By order of the Board of Directors
For EarKart Limited
(formerly known as "EarKart Private Limited")

Rohit Misra
Director & CEO
DIN: 00775537
Address: 2037, Milano Tower, Mahagun Moderne,
Sector-78, Gautam Buddha Nagar,
Uttar Pradesh- 201301, Noida, India.



Date: 28 March 2025
Place: Noida



NOTES:

- 1) A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote on behalf of himself/herself and that proxy need not be a member of the Company.
- 2) For the proxies to be effective, the proxy forms duly completed and stamped should reach or must be deposited at the Company's registered office before the meeting. The proxy form in **Form MGT-11** is attached.
- 3) A proxy shall not have the right to speak and shall not be entitled to vote except on a poll
- 4) All documents mentioned in this notice and the explanatory statement are available for inspection during the Company's business hours on all business days.
- 5) An explanatory statement under Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
- 6) In the case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.
- 7) Entry to the place of meeting will be regulated by an attendance slip which is annexed to this notice. The members/proxies attending the meeting are kindly requested to complete the enclosed attendance slip affix their signature at the place provided thereon and hand it over at the entrance.
- 8) The notice is being sent to all the members, whose names appeared in the register of members of the Company as on 28 March 2025.
- 9) Route map for the venue of general meeting, Attendance slip, Shorter Notice Consent Form are appended herein as below.
- 10) In case of any issues faced, kindly contact Ms. Preeti Srivastava, Company Secretary of the company having email id CS@earkart.in.



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS-2 Secretarial Standard on General Meetings.)

ITEM NO 1: TO ALTER ARTICLES OF ASSOCIATION OF THE COMPANY

The Company plans to introduce an ESOP Scheme. Consequently, the relevant article will need to be amended to include a clause regarding the ESOP scheme. Accordingly, resolution No. 1 seeks the approval of the members of the Company to alter Articles of Association of the Company, pursuant to provisions of section 14,62 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") read with rule 33 of the Companies (Incorporation) Rules, 2014.

None of the Directors and key managerial personnel of the Company including their relatives are, directly/indirectly, interested (financial or otherwise) in the proposed resolution, except to the extent of their shareholding in the Company.

In view of above, the Board recommends the passing of the resolution set out at item no. 1 as a Special Resolution.

ITEM NO 2: APPROVAL OF "EARKART ESOP SCHEME 2025" AND GRANT OF OPTIONS TO THE EMPLOYEES THEREUNDER

The resolution No. 2 seeks the approval of the members of the Company to in respect of the Scheme and for grant of Options to eligible full-time employees/ directors of the Company as may be decided by the Board of Directors (**Board**) from time to time,) in compliance with the provisions of Section 62(1)(b) and other applicable provisions if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 (including any circulars, notifications, statutory modification or re-enactment thereof for the time being in force) as amended from time to time(hereinafter referred to as the Act).

Human resource is the key resource for the continuing growth and development of the Company. To motivate the employees and enable them to participate in the long term growth and financial success of the organization, with a common objective of maximizing the shareholder value, the Company intends to introduce the "Earkart ESOP Scheme 2025". The Scheme would not only enable the Company to attract and motivate employees by rewarding performance but would also enable the Company to retain the best and most talented employees and enable such employees to develop a sense of ownership. The Company seeks approval of shareholders.

The draft version of the "Earkart ESOP Scheme 2025" to be adopted is enclosed herewith for your perusal.

Selected full-time employees and directors would be granted stock options (**Options**) to attract and retain the key talents by rewarding the employee performance and motivating them to contribute to the overall corporate growth and profitability. The Company views employee stock option scheme as a



long-term incentive tool that would assist in aligning Employees interest with that of the shareholders and incentives the Employees and also to create wealth out of such ownership in future of Earkart Limited ["the Company"] (including Holding Companies/ Subsidiary Companies/ Associate Companies/ Group Companies, if any).

None of the Directors and key managerial personnel of the Company including their relatives are, directly/indirectly, interested (financial or otherwise) in the proposed resolution, except to the extent of their shareholding in the Company.

In view of above, the Board recommends the passing of the resolution set out at item no. 2 as a Special Resolution.

By order of the Board of Directors
For EarKart Limited
(formerly known as "EarKart Private Limited")

Rohit Misra

Director & CEO

DIN: 00775537

Address: 2037, Milano Tower, Mahagun Moderne,
Sector-78, Gautam Buddha Nagar,
Uttar Pradesh- 201301, Noida, India.



Date: 28 March 2025

Place: Noida

ATTENDANCE SLIP

I hereby record my presence at the **01/2025-26 Extra-Ordinary General Meeting** of the members of EarKart Limited ("Company") will be held on Monday, 21 April 2025 at A-133, Ground Floor, Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh- 201301 at 10.00 AM (IST) following are my details mentioned below:

Name of Member	
Address	
Regd. Folio No	
No. of Shares held	
Name of the Proxy (If any)	
Name of the Authorized Representative (If any)	

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the **01/2025-26 Extra-Ordinary General Meeting**.

Signature of Member / Proxy/ Authorized Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting place.

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74999DL2021PLC399313

Name of the Company: EARKART LIMITED

Registered Office: Shop No. 8-P, Street No. 6, Vasundhara Enclave, East Delhi, Delhi, India, 110096

Name of the member(s):
Registered Address
Email-id:
Folio No:

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **01/2025-26 Extra-Ordinary General Meeting** of the members of Earkart Limited ("Company") will be held on 21 April 2025 at A-133, Ground Floor, Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh- 201301 at 10.00 AM (IST) and at any adjournment thereof in respect of such resolutions mentioned in Notice Signed this..... day of..... 2025

Signature of shareholder

Signature of Proxy holder(s)

Note This form of proxy to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

ROUTE MAP TO VENUE

