

NOTICE OF THE BOARD MEETING

To,
The Board of Directors,

Mr. Rohit Misra
Mr. Ajay Kumar Giri
Ms. Monika Misra
Mr. Rahul Salesha
Mr. Sidhartha Pradhan
Mr. Rajhkumar Jaain
Mr. Lakshman Shyam Singh

In Attendance
Ms. Preeti Srivastava

Notice is hereby given that the meeting No. 08/2025-26 of the Board of Directors ('Board') of Earkart Limited ("the Company") (Formerly known as "Earkart Private Limited") will be held on **Thursday, 18 December 2025** at **11:00 a.m.** (IST) at KRBL Building, C-32, 3rd Floor, Sector-62, Noida-201301, Uttar Pradesh, India to transact the business mentioned in the enclosed agenda.

For the sake of convenience, the notes to agenda items are attached in the format of draft board minutes. Please suggest amendments to the same, if any, either before the meeting or at the meeting.

You are requested to confirm either by email or telephone whether you will attend the meeting in person or via audio-video conferencing. In the absence of any such confirmation, it will be assumed that you will be attending the Board meeting in person. The Board of Directors may also attend the Board meeting via audio-video conferencing.

You are requested to make it convenient to attend the board meeting at the scheduled date and time.

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



Preeti Srivastava
Company Secretary & Compliance Officer
Membership No: A31615



Date : 13/12/2025
Place : Noida

AGENDA FOR THE BOARD MEETING

Agenda for the meeting no. 08/2025-26 of the Board of the Company will be held on **Thursday, 18 December 2025** at **11:00 a.m.** (IST) at KRBL Building, C-32, 3rd Floor, Sector-62, Noida-201301, Uttar Pradesh, India.

The following business will be transacted at the meeting:

Sr. No.	Particulars
1.	To welcome the chairperson of the meeting;
2.	To ascertain quorum of the meeting;
3.	To grant leave of absence if any;
4.	To confirm the minutes of: a) Board Meeting dated 14 November 2025; and b) Audit Committee Meeting dated 14 November 2025
5.	To invest the funds of the Company for acquisition of Turtle Marks LLP;
6.	Any other business with the permission of the Chairperson which is incidental and ancillary to the business.

NOTES TO AGENDA

DRAFT MINUTES OF 08/2025-26 MEETING OF THE BOARD OF DIRECTORS ("BOARD") OF EARKART LIMITED ("THE COMPANY") (FORMERLY KNOWN AS "EARKART PRIVATE LIMITED") WILL BE HELD ON THURSDAY, 18 DECEMBER 2025 AT 11:00 A.M. (IST) AT KRBL BUILDING, C-32, 3RD FLOOR, SECTOR-62, NOIDA-201301, UTTAR PRADESH, INDIA.

TIME OF COMMENCEMENT: AT 11:00 A.M.

PRESENT:

Mr. [•] - [•]
Ms. [•] - [•]
Mr. [•] - [•]

IN ATTENDANCE

Ms. [•] - [•]

1. TO WELCOME THE CHAIRPERSON OF THE MEETING AND ROLL CALL OF ALL DIRECTORS:

Mr. Rohit Misra, being the Chairperson of the Company, shall welcome the members of the board to the meeting of the Company. When the required quorum is present, the Chairperson will call the meeting in order to start the proceedings.

To conduct roll call of all the Directors, present at the Board meeting and the following information to record:

(i) Full name and location;

Mr. [•] - [•] [•], India
Ms. [•] - [•] [•], India
Mr. [•] - [•] [•], India

(ii) The Board members ability to completely and clearly see and communicate with other participants of the Board meeting;

(iii) The Board members have received the notice, agenda and other important documents for the meeting; and

(iv) Assurance that no other person except themselves attending this meeting through electronic mode to the best of their knowledge.

With the permission of the Chairperson, the Company Secretary to assist the Chairperson in conducting the meeting.

2. TO ASCERTAIN QUORUM OF THE MEETING:

The quorum as required under the provisions of the Section 174(1) of the Companies Act, 2013 and Articles of Association of the Company was present.

3. LEAVE OF ABSENCE (IF ANY):

Leave of absence was granted to _____, who expressed his/her inability to attend the Board Meeting.

4. TO CONFIRM THE MINUTES OF

a) Board Meeting held on 14 November 2025:

The minutes of the last meeting of the Board held on 14 November 2025 which were circulated among the board members, the Board is requested to take on record and note the same.

b) Audit Committee Meeting held on 14 November 2025:

The minutes of the last meeting of the Audit Committee held on 14 November 2025 which were circulated among the board members, the Board is requested to take on record and note the same.

5. TO INVEST THE FUNDS OF THE COMPANY FOR ACQUISITION OF THE TURTLE MAARKS LLP

The Board has been evaluating strategic growth opportunities to expand its business operations, market presence, and long-term value for its stakeholders and pursuant to such evaluation, the Board has considered the proposal for acquisition of **M/s Turtle Maarks LLP**, a limited liability partnership incorporated under Limited Liability Partnership Act, 2008 is engaged in **[brief description of business]**, on such terms and conditions as may be mutually agreed.

The Board is informed that, in line with the Company's strategic growth initiatives and its objective to expand its business portfolio, a proposal has been placed before the Board for making an investment in Turtle Maarks LLP ("LLP") by way of contribution towards its capital and acquisition of voting rights therein. The Board noted that such proposed investment and acquisition would require approval under the applicable provisions of the Companies Act, 2013, the rules made thereunder, and the governing documents of the Company, including the memorandum and articles of association.

The details relating to the proposed investment, including the extent of contribution, percentage of voting rights to be acquired, key commercial terms, structure of the transaction, and related timelines, shall be placed before the Board for their consideration. The Board shall



be apprised of the requirement to negotiate, finalize, and execute an acquisition agreement and such other definitive documents with the existing partners of the LLP, promoters, and other relevant parties in connection with the proposed acquisition.

The Board may pass the following resolution with or without modification(s):

RESOLVED THAT pursuant to provisions of Section 179(3)(e) and any other applicable provisions of Companies Act, 2013 read with rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the articles of association and memorandum of association of the Company and such other statutory provisions as may be applicable and subject to the limit approved by the shareholders of the Company in the Extra Ordinary General Meeting dated 03 February 2025, consent of the board of the Company be and is hereby accorded to invest the fund of the Company, upto INR [•] to contribute and acquire 51% voting rights of the “**Turtle Maarks LLP**” (the “LLP”), on such terms and conditions, including consideration, structure, and timelines, as may be finalized by the board of the Company.

RESOLVED FURTHER THAT, Mr. Rohit Misra, Managing Director and Mr. Ajay Kumar Giri, Director & CFO, of the Company, be and are hereby, jointly or severally authorised, to enter into, execute, deliver, amend and perform its obligation under the , on behalf of the Company to be executed between Earkart Limited along with the Promoter Mr. Rohit Misra and Turtle Maarks LLP along with their Designated Partner Mrs. Shalini Tyagi and Ms. Anushka Tyagi, for acquisition of the LLP, on such terms and conditions as prescribed therein and for the execution of any other agreements, deeds, forms, side letters, documents and powers of attorney as may be required to give effect to, or in furtherance of any transaction contemplated under, in connection or associated with, the agreement (including any amendments or supplements to these).

RESOLVED FURTHER THAT Mr. Rohit Misra, Managing Director, Mr. Ajay Kumar Giri, Director & CFO, of the Company, be and are hereby jointly and/or severally authorized to negotiate, finalize, execute, and deliver all agreements, deeds, documents, and writings, including but not limited to the acquisition agreement, ancillary agreements, and any amendments thereto, as may be necessary or expedient for giving effect to the above acquisition.

RESOLVED FURTHER THAT the aforesaid authorized persons be and are hereby empowered to do all such acts, deeds, matters, and things as may be deemed necessary, desirable, or expedient in connection with the acquisition, including conducting and concluding due diligence, making representations, filing necessary returns or forms with statutory authorities, and to settle any questions, difficulties, or doubts that may arise in this regard.

RESOLVED FURTHER THAT a certified copy of this resolution be provided to such persons or authorities as may be required under the signature of any Director or the Company Secretary of the Company.”

6. TO CONSIDER ANY OTHER BUSINESS WITH THE PERMISSION OF THE CHAIRPERSON

This agenda item is to consider any urgent matter which needs the approval of the board and if

deemed fit, approve the same and pass the appropriate resolutions or take note of the same, as the case may be.

7. DURATION OF THE MEETING

As no matter was raised, the business of the Board meeting was deemed concluded. The Chairperson noted that the meeting began at [•] A.M/P.M. time and was terminated at # time. The Board requested the Chairperson to sign the minutes after reviewing the same.

8. VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the Chairperson.

THE ABOVE IS ONLY NOTES TO AGENDA ITEMS IN THE FORM OF DRAFT MINUTES AND IS NOT THE MINUTES OF THE MEETING.