

**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, Company Secretary

**Invitee**

Ms. Timsi Sharma, Statutory Auditor  
Mr. Arvind Aggarwal, Internal Auditor  
Ms. Nikita Kothari, Secretarial Auditor

Notice is hereby given that the meeting No. **01/2026-27** of the Board of Directors (**'the Board'**) of **Earkart Limited** ("the Company") (formerly known as "Earkart Private Limited") will be held on Friday, 29 May 2026 at 2:00 PM (IST) at KRBL Building, C-32, 3<sup>rd</sup> Floor, Sector-62, Noida-201301, Uttar Pradesh, India to discuss the business as set out in the agenda hereto.

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.

**The directors attending the Board meeting via audio-video conferencing can join using the link:**

[Notice to attend Board Meeting scheduled to be held on 29th May' 2026 | Meeting-Join | Microsoft Teams](#)

Meeting ID: 481 572 776 034 12  
Passcode: Ey7qY3Kc

The agenda along with the Notes to agenda for the said Board Meeting is annexed herewith. Confidential and Unpublished Price Sensitive Information (UPSI) items, if any, will be circulated separately at a shorter notice in terms of the proviso to Regulation 3(2A) and Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015.

You are requested to make it convenient to attend the Board Meeting at the scheduled date and time and in case unable to attend kindly communicate seeking leave of absence from the Board.

Thank you

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

Sd/-

**Preeti Srivastava**  
**Company Secretary & Compliance Officer**  
**Membership No: A31615**  
**Date : 21.05.2026**  
**Place : Noida**



### **AGENDA FOR THE BOARD MEETING**

Agenda for the meeting no. **1/2026-27** of the Board of Directors ("**The Board**") of the **Earkart Limited** ("the Company") (formerly known as "Earkart Private Limited") to be held on Friday, 29 May 2026 at 2:00 P.M (IST) at KRBL Building, C-32, 3<sup>rd</sup> Floor, Sector-62, Noida-201301, Uttar Pradesh, India.

The following business will be transacted at the meeting:

Sr. No.	Particulars	Page No.
<b>A.</b>	<b>Opening &amp; Procedural Matters</b>	
1.	To welcome the Chairperson of the meeting and take roll call of the Directors;	
2.	To ascertain quorum of the meeting;	
3.	To grant leave of absence if any;	
4.	To confirm the previous minutes of: <ol style="list-style-type: none"> <li>a. Board Meeting dated 30 March 2026;</li> <li>b. Audit Committee Meeting dated 30 March 2026;</li> <li>c. Nomination and Remuneration Committee Meeting dated 30 March 2026;</li> <li>d. Stakeholder Relationship Committee Meeting dated 30 March 2026;</li> <li>e. Independent Director Meeting dated 30 March 2026;</li> </ol>	
5.	To take note of: <ol style="list-style-type: none"> <li>a. proceedings of the Audit Committee Meeting to be held earlier during the day;</li> <li>b. proceedings of the Nomination and Remuneration Committee Meeting to be held earlier during the day;</li> </ol>	
6.	To take note of the result of Postal Ballot dated 01 May 2026	
<b>B.</b>	<b>Disclosures</b>	
7.	To note and take on record disclosure(s)/ Declaration received from the Directors of the Company as per the requirements of the Companies Act, 2013 and/ or SEBI Regulations: <ol style="list-style-type: none"> <li>a. To take note of general notice of disclosures received from all Directors of the Company under section 164(2) and 184(1) of the Companies Act, 2013;</li> <li>b. To take note of declaration received from Non-Executive Independent Director of the Company under the Companies Act, 2013 and SEBI (LODR) Regulation 2015</li> <li>c. To take note of confirmations/declarations from all the Directors regarding compliance with:               <ol style="list-style-type: none"> <li>(i) Section 165 of the Companies Act;</li> <li>(ii) Regulation 17A of SEBI (LODR) Regulations, 2015</li> <li>(iii) Regulation 26 of SEBI (LODR) Regulations, 2015</li> <li>(iv) the Code of Conduct for Directors and Senior Management.</li> </ol> </li> <li>d. To take note of Continual Disclosure under Regulation 31(4) of SEBI (SAST) Regulation, 2011</li> </ol>	
<b>C.</b>	<b>Business &amp; Operational Review</b>	
8.	Management Presentations: <ol style="list-style-type: none"> <li>a. Operational and Business performance update;</li> <li>b. Financial performance review for FY 2025-26;</li> <li>c. Budget versus actual performance;</li> <li>d. Industry outlook and strategic initiative for FY 2026-27</li> </ol>	
<b>D.</b>	<b>Financial Matters</b>	
9.	To consider and review the unaudited quarterly and audited financial results of the Company for the financial year ended 31 March 2026	
10.	To consider and approve the audited financial statements of the Company for the financial year ended 31 March 2026	
<b>D.</b>	<b>Audit, Compliance &amp; Controls</b>	
11.	To take note of the draft of: <ol style="list-style-type: none"> <li>a. Internal Audit Report;</li> <li>b. Secretarial Audit Report</li> </ol>	
12.	To consider re-appointment of the following: <ol style="list-style-type: none"> <li>a. Internal Auditor- M/s. Arvind Aggarwal &amp; Associates</li> <li>b. Secretarial Auditor- M/s. Nikita Kothari &amp; Associates</li> </ol>	
13.	To take note of the following: <ol style="list-style-type: none"> <li>a. Compliance Certificate</li> </ol>	



	b. Reconciliation of Share Capital Audit Report	
14.	To take note of board report for the financial year ended on 31 March 2026	
<b>E.</b>	<b>Board Effectiveness &amp; Policies</b>	
15.	To consider and take note of: <ul style="list-style-type: none"> <li>a. Annual Performance Evaluation of the Board, its Committees, the Chairperson and the Individual Directors</li> <li>b. Familiarisation Programme</li> </ul>	
16.	To approve constitution of Those Charged With Governance (TCWG) for the purpose of National Financial Reporting Authority (NFRA) compliance, as applicable	
17.	To review and take note of the adequacy and effectiveness of: <ul style="list-style-type: none"> <li>a. Policy on Related Party Transaction</li> <li>b. Policy on Communication between the Statutory Auditors and Those Charged with Governance (TCWG)</li> <li>c. Risk Management Policy,</li> <li>d. Whistle Blower/Vigil Mechanism Policy,</li> <li>e. Policy on Determination of Materiality of Events,</li> <li>f. Nomination and Remuneration Policy,</li> <li>g. Dividend Distribution Policy</li> <li>h. CSR Policy</li> </ul>	
<b>F.</b>	<b>CSR Matter</b>	
18.	To consider and note: <ul style="list-style-type: none"> <li>a. CSR budget for the FY 2026-27</li> <li>b. Noting of CFO certificate for the FY 2025-26</li> <li>c. CSR Report</li> </ul>	
19.	To approve the Annual Action Plan of the Company for the FY 2026-27	
<b>G.</b>	<b>Annual General Meeting</b>	
20.	Re-appointment of Mr. Rahul Salesha (DIN: 09540291) Director of the Company, liable to be retire by rotation	
21.	To fix the day, date, time and place of the next Annual General Meeting of the Company	
<b>H.</b>	<b>Other Business</b>	
22.	To incorporate: <ul style="list-style-type: none"> <li>a. Wholly Owned Subsidiary in the name of Earkart Pharmaceuticals Private Limited; and</li> <li>b. Wholly Owned Subsidiary in the name of EarKart Healthcare Services Private Limited</li> </ul>	
23.	To recommend ratification and approval of the "Amended and Restated Earkart ESOP Scheme 2025 – Amended 2026"	
24.	To take note of the Quarterly Compliance and submissions made to Stock Exchange	
25.	To give authority for signing and submission of forms and documents with the ROC or such other authorities as may be specified by the MCA	
26.	To obtain consent to circulate Notes on items of Agenda which are in the nature of Unpublished Price Sensitive Information at a shorter notice	
27.	To consider any other matter with the permission of Chair	
28.	To announce a summary of the decisions taken in the Board meeting	
29.	Roll Call of all Directors attending in person and attending via audio-video conferencing; and	
30.	Duration of the meeting	
31.	Vote of thanks	

**NOTES TO AGENDA**

**DRAFT MINUTES OF 1/2026-27 MEETING OF THE BOARD OF DIRECTORS ('BOARD') OF EARKART LIMITED ("THE COMPANY") (FORMERLY KNOWN AS "EARKART PRIVATE LIMITED") WILL BE HELD ON FRIDAY, 29 MAY 2026 AT 2:00 P.M. (IST) AT KRBL BUILDING, C-32, 3<sup>RD</sup> FLOOR, SECTOR-62, NOIDA-201301, UTTAR PRADESH, INDIA.**

**TIME OF COMMENCEMENT: 2:00 P.M.****PRESENT:**

Mr. [•] - [•]  
Ms. [•] - [•]  
Mr. [•] - [•]  
Mr. [•] - [•]  
Mr. [•] - [•]  
Mr. [•] - [•]  
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
Mr. [•]	-	[•]	[•], India
Mr. [•]	-	[•]	[•], India
Mr. [•]	-	[•]	[•], 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 board is informed to take note of the quorum as required under the provisions of section 174(1) of the Companies Act, 2013 read with Para 3.1 of SS-1 and the Articles of Association of the Company ("AOA").

**3. To grant leave of absence, if any:**

Leave of absence to be granted to those Directors who have expressed their inability to attend the meeting.



**4. To confirm the minutes of**

**a) Board Meeting held on 30 March 2026:**

The minutes of the last meeting of the Board held on 30 March 2026 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 30 March 2026:**

The minutes of the last meeting of the Audit Committee held on 30 March 2026 which were circulated among the board members, the Board is requested to take on record and note the same.

**c) Nomination and Remuneration Committee Meeting held on 30 March 2026:**

The minutes of the last meeting of the Nomination and Remuneration Committee held on 30 March 2026 which were circulated among the board members, the Board is requested to take on record and note the same.

**d) Stakeholder Relationship Committee Meeting held on 30 March 2026:**

The minutes of the last meeting of the Stakeholder Relationship Committee held on 30 March 2026 which were circulated among the board members, the Board is requested to take on record and note the same.

**e) Independent Director Meeting held on 30 March 2026:**

The minutes of the last meeting of the Independent Director held on 30 March 2026 which were circulated among the board members, the Board is requested to take on record and note the same.

**5. To take note of**

**a) Proceedings of the Audit Committee Meeting to be held earlier during the day:**

The Board is requested to take note of the proceedings of the Audit Committee Meeting held earlier during the day on 20 May 2026.

**b) Proceedings of the Nomination and Remuneration Committee Meeting to be held earlier during the day:**

The Board is requested to take note of the proceedings of the Nomination and Remuneration Committee Meeting held earlier during the day on 20 May 2026.

**6. To take note of the results of the special resolution passed through postal ballot dated 01 May 2026:**

The Board is informed that the shareholders of the Company have approved the Special Resolution(s) through Postal Ballot on 01 May 2026, in accordance with the provisions of the Companies Act, 2013 read with the applicable rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Following special resolution was passed on 01 May 2026 through postal ballot via e-voting:

**a. Change in the Objects for utilization of the unutilized proceeds raised from the Initial Public Offer (IPO) of the Company**

The results of the Postal Ballot, along with the Scrutinizer's Report, were duly declared and disseminated to the Stock Exchange(s) and uploaded on the website of the Company within the prescribed timelines.

The Board is requested to take note of the results of the Postal Ballot and the approval accorded by the shareholders to the said Special Resolution(s).

**7. To note and take on record disclosure(s)/ Declaration received from the Directors of the Company as per the requirements of the Companies Act, 2013 and/ or SEBI Regulations:**

**a. To take note of general notice of disclosures received from all Directors of the Company under section 164(2) and 184(1) of the Companies Act, 2013:**



The Board is informed to take note of the following disclosures of interest received from all the Directors for Financial Year 2026-27:

- (i) Notices under section 184 (1) of the Companies Act, 2013 regarding annual disclosure of interest.
- (ii) Declaration under section 164(2) of the Companies Act, 2013 from each of the Directors declaring that he/she is not disqualified from being a Director.

The Board is requested to consider the same and may pass the following resolution, with or without modification(s):

**"RESOLVED THAT** the disclosures of interest received from all the Directors of the Company pursuant to Section 184(1) of the Companies Act, 2013 in Form MBP-1 and declarations of non-disqualification received pursuant to Section 164(2) of the Companies Act, 2013 for the Financial Year 2026-27, as placed before the Board, be and are hereby noted and taken on record.

**RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for this purpose."

**b. To take note of declaration received from Non-Executive Independent Director of the Company under the Companies Act, 2013 and SEBI (LODR) Regulation 2015**

The Board is informed to take note of the declaration pursuant to Section 149 (7) and Section 149(8) of Companies Act, 2013 read with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, received from Non-executive Independent Director of the Company which will be placed before the Board. The Board is requested to consider the same and may pass the following resolution, with or without modification(s):

**"RESOLVED THAT** declaration received from the Non-executive Independent Directors pursuant to Section 149 (7) and Section 149(8) of Companies Act, 2013 read with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed before the Board, be and are hereby noted and taken on record.

**RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for this purpose."

**c. To take note of confirmations/declarations from all the Directors regarding compliance with:**

- (i) Section 165 of the Companies Act, 2013;**
- (ii) Regulation 17A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;**
- (iii) Regulation 26 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations;**
- (iv) the Code of Conduct for Directors and Senior Management;**

The Board is hereby informed to take note that the Company has received confirmations/declarations from all the Directors confirming their compliance with the provisions of Section 165 of the Companies Act, 2013 relating to the maximum number of directorships, Regulation 17A and Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to limits on directorships in listed entities and committee memberships/chairmanships, respectively, as well as compliance with the Company's Code of Conduct for Directors and Senior Management.

The Board is requested to consider the same and may pass the following resolution, with or without modification(s):

**"RESOLVED THAT** the Board of Directors of the Company do hereby take note of the confirmations/declarations received from all the Directors of the Company regarding their compliance with:

- (i) the provisions of Section 165 of the Companies Act, 2013 relating to the maximum number of directorships;



- (ii) Regulation 17A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the limits on directorships in listed entities;
- (iii) Regulation 26 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to limits on committee memberships and chairmanships; and
- (iv) the Code of Conduct for Directors and Senior Management of the Company.

**RESOLVED FURTHER THAT** the Board places on record its satisfaction that all the Directors are in compliance with the aforesaid provisions.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary for this purpose."

**d. To take note of Continual Disclosure under Regulation 31(4) of SEBI (SAST) Regulation, 2011**

The Board is hereby informed to take note that, pursuant to Regulation 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Company has received continual disclosure from the Promoters/Promoter Group confirming that all encumbrances, if any, on their shareholding have been duly disclosed in accordance with the said Regulation.

The Board is requested to consider the same and may pass the following resolution, with or without modification(s):

**"RESOLVED THAT** the Board of Directors of the Company do hereby take note of the continual disclosure received under Regulation 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 from the Promoters/Promoter Group of the Company, confirming that the encumbrance, if any, on the shares held by them has been duly disclosed in accordance with the said Regulation.

**RESOLVED FURTHER THAT** the Board places on record its acknowledgement of the receipt of such disclosure and notes that the same is in compliance with the applicable provisions of the aforesaid Regulations.

**RESOLVED FURTHER THAT** the Company Secretary or any authorised officer of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

**8. Management Presentations:**

**a. Operational and Business Performance update.**

The management shall present an update on the operational and business performance of the Company for the period under review.

The Board is requested to take note of the same and provide its guidance, if any.

**b. Financial Performance review for FY 2025-26**

The management shall present the financial performance review of the Company for the financial year 2025-26.

The Board is requested to take note of the same.

**c. Budget versus actual performance**

The management shall present a comparative analysis of the budgeted performance vis-à-vis the actual performance of the Company for the relevant period.

The Board is requested to take note of the same and provide its observations, if any.

**d. Industry outlook and strategic initiatives for FY 2026-27**



The management shall present the industry outlook and the strategic initiatives/plans proposed for the financial year 2026-27.

The Board is requested to take note of the same and provide its guidance thereon.

**9. To consider and review the unaudited quarterly and audited Annual financial results for the financial year ended 31 March 2026:**

The Board is informed that un-audited quarterly and audited annual Financial Results along with the draft Audit Report for the financial year ended 31 March 2026 will be placed before the Board for consideration and approval. The Statutory Auditors will make a detailed presentation on financial results to the Board.

The Board is requested to consider the same and may pass the following resolution, with or without modification(s):

**“RESOLVED THAT** the un-audited quarterly and audited annual financial results of the Company for the financial year ended 31 March 2026, together with the draft Audit Report thereon issued by M/s. Timsi & Associates, Chartered Accountants, Statutory Auditors of the Company, as placed before the Board, be and is hereby considered and approved.

**RESOLVED FURTHER THAT** the un-audited quarterly and audited annual financial results be signed by the Director(s) and/or KMPs of the Company in authentication thereof.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution.”

**10. To consider and approve audited financial statement of the Company for the financial year ended 31 March 2026**

The Board is informed that the Audited Financial Statements of the Company for the financial year ended 31 March 2026 will be placed before the Board for its review and consideration. The said financial statements will be prepared in accordance with the Companies Act, 2013 and applicable accounting standards, and will be duly audited by the Statutory Auditors.

The Statutory Auditors will present their Independent Auditor’s Report, and the management will present key financial highlights and other relevant matters.

The Board is requested to consider the same and may pass the following resolution, with or without modification(s):

**“RESOLVED THAT** pursuant to the provisions of Sections 129, 134 and 177 of the Companies Act, 2013, read with the rules made thereunder, and Regulation 18 read with Part C of Schedule II and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audited Financial Statements of the Company for the financial year ended 31 March 2026, as issued by the Statutory Auditors of the Company and placed before the Board, be and are hereby considered and approved.

**RESOLVED FURTHER THAT** the Board takes note of the audit conducted by the Statutory Auditors, including the Independent Auditor’s Report, observations, comments, if any, and compliance with applicable accounting standards, including the adequacy of internal financial controls over financial reporting.

**RESOLVED FURTHER THAT** the audited financial statements of the Company be signed by the Director(s) and/or KMPs of the Company in authentication thereof, as per the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Company Secretary or any authorised officer of the Company will be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”



**11. To take note of the draft of:**

**(a) Internal Audit Report:**

The Chairperson to apprise the Board regarding the submission of Internal Audit report for the Financial Year 2025-26 which is received from M/s Arvind Aggarwal & Associates, Internal Auditor.

The Board is requested to consider and pass the following resolution with or without modification(s):

**"RESOLVED THAT** the Board hereby takes note of the Internal Audit Report issued by M/s Arvind Aggarwal & Associates, (the "Internal Auditor") for the quarter and year ended 31 March 2026, as recommended by the Audit Committee.

**RESOLVED FURTHER THAT** the Board hereby notes the observations, if any, contained in the Internal Audit report, along with the explanations and responses provided by the management.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution."

**(b) Secretarial Audit Report:**

The Chairperson to apprise the Board regarding the submission of Secretarial Audit report for the Financial Year 2025-26 which is received from M/s. Nikita Kothari & Associates, Secretarial Auditor of the Company.

The Board is requested to consider and pass the following resolution with or without modification(s):

**"RESOLVED THAT** the Board hereby takes note of the Secretarial Audit Report issued by M/s. Nikita Kothari & Associates, (the "Secretarial Auditor") for the quarter and year ended 31 March 2026, as recommended by the Audit Committee.

**RESOLVED FURTHER THAT** the Board hereby notes the observations, if any, contained in the Secretarial Audit report, along with the explanations and responses provided by the management.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution."

**12. To consider re-appointment of the following:**

**(a) Internal Auditor – M/s. Arvind Aggarwal & Associates**

The Board is informed that pursuant to the provision of Section 138 of the Companies Act, 2013 and on the recommendation of Audit Committee, the Company to consider and review the proposal for re-appointment of M/s. Arvind Aggarwal & Associates, Chartered Accountants, as Internal Auditors of the Company for the Financial Year 2026-27.

The consent letter is received from M/s. Arvind Aggarwal & Associates, Chartered Accountants, for their appointment as Internal Auditor of the Company for the financial year 2026-27.

The Board is requested to consider the same and pass the following resolution, with or without modification(s):

**"RESOLVED THAT** pursuant to the provision of Section 138 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with applicable rules & regulations (including any statutory modifications or re-enactment thereof, for the time being in force), and on recommendation of Audit Committee, the consent of the Board of Directors be and is hereby accorded to re-appoint, M/s. Arvind Aggarwal & Associates as an Internal Auditor of the Company for the Financial year 2026-27 to examine and audit the internal records of the Company at such fee and on such terms and conditions as may be mutually decided and agreed upon between the internal auditor and the Company.

**RESOLVED FURTHER THAT** the Internal Auditor be and is hereby authorised to access all financial records, Books of Accounts, and documents, as they deem fit to discharge the functions, and to take the



extract, and authorised to seek the information from employee(s).

**RESOLVED FURTHER THAT** the Internal Auditor shall submit a detailed report to the Board and shall submit all such records, information, and the document accessed during the conduct of the Internal Audit.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution."

**(b) Secretarial Auditor - M/s. Nikita Kothari & Associates:**

The Board is informed that pursuant to the provision of Section 204 of the Companies Act, 2013, and on the recommendation of Audit Committee, the Company to consider and review the proposal for appointment / re-appointment of M/s. Nikita Kothari & Associates, Practicing Company Secretary, as Secretarial Auditors of the Company for a term of five years.

The consent letter is received from M/s. Nikita Kothari & Associates, for their appointment as Secretarial Auditor of the Company for the financial year commencing from 2026-27.

The Board is requested to consider the same and pass the following resolution, with or without modification(s):

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee, the consent of the Board of Directors of the Company be and is hereby accorded for the appointment of M/s. Nikita Kothari & Associates, Practicing Company Secretary, as the Secretarial Auditor of the Company for the FY 2026-27, to conduct the Secretarial audit of the Company.

**RESOLVED FURTHER THAT** M/s. Nikita Kothari & Associates shall carry out the secretarial audit in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, and shall submit the Secretarial Audit Report in Form No. MR-3 for each of the financial years during the aforesaid term.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution."

**13. To note/approve the following:**

**(a) Compliance Certificate**

The Board is informed that pursuant to Regulation 17(8), 33(2)(a) and Part B of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of a listed entity are required to provide a Compliance Certificate to the Board of Directors while placing the quarterly and annual financial results before the Board.

The said certificate, inter alia, confirms that the financial statements do not contain any materially untrue statement or omit any material fact and that the statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations. The certificate also confirms that appropriate internal controls and systems are in place for financial reporting and that such controls have been evaluated for effectiveness.

The Board is requested to consider the same and may pass the following resolution with or without modification(s):

**"RESOLVED THAT** the Compliance Certificate received from Mr. Rohit Misra, Managing Director & chief Executive Officer and Mr. Ajay Kumar Giri, Chief Financial Officer of the Company pursuant to Regulation 17(8), 33(2)(a) and Part B of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, confirming the accuracy of the financial statements and adequacy of internal controls for financial reporting for the quarter and financial year ended 31 March 2026, be and is hereby taken on record and noted by the Board."



**(b) Reconciliation of Share Capital Audit Report**

The Board is informed to take on record the Reconciliation of Share Capital Audit Report (Quarterly) for the quarter ended 31 March 2026 issued by N Kothari & Associates, Practicing Company Secretary in terms of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 which will be placed before the Board.

The Board is requested to take on record the said Report for the quarter ended 31 March 2026.

**14. To take note of board report for the financial year ended on 31 March 2026**

The Board is informed that pursuant to the provisions of Section 134 of the Companies Act, 2013 read with the rules made thereunder, the draft Board's Report of the Company for the financial year ended 31 March 2026 along with the annexures thereto has been prepared and placed before the Board for its consideration and approval.

The Board is requested to consider and approve the Board's Report for the financial year ended 31 March 2026.

The Board is requested to consider the same and may pass the following resolution with or without modification(s):

**"RESOLVED THAT** pursuant to the provisions of Section 134 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder, the draft Board's Report of the Company for the financial year ended 31 March 2026, as placed before the Board and initialed by the Chairperson for the purpose of identification, be and is hereby considered and approved by the Board.

**RESOLVED FURTHER THAT** Mr. Rohit Misra, Managing Director and Chief Executive Officer and Mr. Ajay Kumar Giri, Director and Chief Financial Officer of the Company be and is hereby authorised to sign the Board's Report along with the annexures thereto and to do all such acts, deeds, matters, and things as may be necessary or incidental to give effect to this resolution."

**15. To consider and take on of:**

**(a) Annual Performance Evaluation of the Board, its Committees, the Chairperson and the Individual Directors**

The Board is informed that pursuant to Section 134(3)(p) and Schedule IV of the Companies Act, 2013, the Board of Directors is required to carry out an annual evaluation of its own performance, the performance of its Committees, the Chairperson, and of the Individual Directors (including the Independent Directors).

The performance evaluation of the Board, its Committees, the Chairperson and the Individual Directors has been carried out for the Financial Year 2025-26 based on the criteria laid down in the Performance Evaluation Policy of the Board of Directors of the Company and Nomination and Remuneration Policy of the Company.

A separate meeting of the Independent Directors held on 30 March 2026 in terms of Schedule IV of the Companies Act, 2013 and Regulation 25(3) of SEBI (LODR) Regulations, 2015 for evaluation of the performance of the Non-Independent Directors, the Chairperson and the Board as a whole, and the proceedings thereof is placed before the Board.

The Board is requested to consider the same and may pass the following resolution with or without modification(s):

**"RESOLVED THAT** pursuant to the provisions of Section 134(3)(p) and Schedule IV of the Companies Act, 2013, the outcome of the Annual Performance Evaluation of the Board of Directors, its Committees, the Chairperson and the Individual Directors (including the Independent Directors) for the Financial Year 2025-26, as placed before the Board, be and is hereby noted and taken on record.

**RESOLVED FURTHER THAT** a statement indicating the manner in which formal annual evaluation has been made by the Board be included in the Directors' Report forming part of the Annual Report for the Financial Year 2025-26.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give



effect to above resolution.”

**(b) Familiarization Programme**

The Board is informed that pursuant to Regulation 25(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to familiarise the Independent Directors with the Company through various programmes inter alia including their roles, rights, responsibilities, nature of the industry in which the Company operates, business model of the Company, etc., and to disclose the details of such Familiarisation Programme on the website of the Company.

The Board is requested to consider the same and may pass the following resolution with or without modification(s):

**“RESOLVED THAT** pursuant to Regulation 25(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Familiarisation Programme imparted to the Independent Directors of the Company during the Financial Year 2025-26, as placed before the Board, be and are hereby noted and approved.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution.”

**16. To approve constitution of those Charged with Governance (TCWG) for the purpose of National Financial Reporting Authority (NFRA) compliance, as applicable**

The Board is informed that, on the recommendation of Audit Committee, the Board is required to constitute/identify “Those Charged with Governance” (TCWG) for the purpose of compliance with the provisions of the National Financial Reporting Authority (NFRA), as applicable to the Company.

The Board will review the applicable regulatory framework under the Companies Act, 2013, the NFRA Rules, 2018, and other relevant laws, and will consider the necessity of formally recommending suitable persons/designated officials to act as TCWG for effective communication, coordination, and compliance with auditors and regulatory authorities.

The Board is requested to consider the same and may pass the following resolution with or without modification(s):

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with applicable rules thereunder, the applicable provisions of the National Financial Reporting Authority (NFRA) Rules, 2018, and on the recommendation of Audit Committee, the Board has considered and approved the requirement for constitution/identification of “Those Charged With Governance” (TCWG) for the purpose of ensuring compliance with NFRA reporting and audit oversight requirements, as applicable to the Company.

**RESOLVED FURTHER THAT** the Board hereby approves the constitution/nomination of the following individuals/designated persons as “Those Charged With Governance (TCWG), for the purposes of coordination, communication, and compliance with NFRA requirements:

Members of the Audit Committee  
Mr. Ajay Kumar Giri, Chief Financial Officer  
Ms. Preeti Srivastava, Company Secretary & Compliance Officer  
Ms. Timsi Sharma, Statutory Auditor  
Mr. Arvind Aggarwal, Internal Auditor

**RESOLVED FURTHER THAT** the TCWG so constituted shall be responsible for ensuring effective communication with auditors, regulatory authorities (including NFRA, where applicable), and for facilitating timely compliance with applicable reporting, disclosures, and audit-related requirements.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution.”

**17. To review the adequacy and effectiveness of**

**(a) Policy on Related Party Transaction**



The Board is informed to review the adequacy and effectiveness of the Company's Related Party Transactions (RPT) Policy and Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions.

The Board is requested to consider the same and may pass the following resolution with or without modification(s):

**"RESOLVED THAT** pursuant to the applicable provisions of law and regulations and on the recommendation of the Audit Committee, the Board be and is hereby consider and approve the amended Related Party Transactions (RPT) Policy and Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, as placed before the Board of Directors.

**RESOLVED FURTHER THAT** the management be and is hereby authorized to make necessary filings, disclosures, and to take all such steps as may be required to give effect to this resolution and to implement the amended policies."

**(b) Policy on Communication between the Statutory Auditors and Those Charged with Governance (TCWG)**

The Board is informed that, on the recommendation of Audit Committee, the Board is to consider the draft Policy on Communication between the Statutory Auditors and Those Charged with Governance (TCWG). The Board will review the proposed policy to ensure it provides an effective framework for clear, timely, and structured communication in line with applicable legal and regulatory requirements, including NFRA guidelines, as applicable.

The Board is requested to consider the same and may pass the following resolution with or without modification(s):

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as applicable), and on the recommendation of Audit Committee, the Board has considered and approved the draft Policy on communication between the Statutory Auditors and Those Charged with Governance (TCWG), as placed before the Board.

**RESOLVED FURTHER THAT** the Board notes that the said Policy provides for structured communication channels, reporting timelines, escalation mechanisms, and areas of interaction between the Statutory Auditors and TCWG in accordance with applicable regulatory requirements, including those prescribed by the National Financial Reporting Authority (NFRA), where applicable.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution."

**(c) Risk Assessment and Management Policy**

The Board is informed to review the adequacy and effectiveness of the Risk Assessment and Management Policy.

The Board is requested to consider the same and may pass the following resolution with or without modification(s):

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with applicable rules & regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), the Board reviews the adequacy and effectiveness of the Risk Assessment and Management Policy.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution."

**(d) Whistle Blower Policy/ Vigil Mechanism Policy**

The Board is hereby informed to review the adequacy and effectiveness of the Whistle Blower Policy/Vigil Mechanism Policy.



The Board is requested to consider the same and may pass the following resolution with or without modification(s):

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with applicable rules & regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), the Board reviews the adequacy and effectiveness of the Whistle Blower Policy/ Vigil Mechanism Policy.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution."

#### **(e) Policy on Determination of Materiality of Events**

The Board is hereby informed to review the adequacy and effectiveness of the Policy For Determination Of Materiality of Events or Information.

The Board is requested to consider the same and may pass the following resolution with or without modification(s):

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with applicable rules & regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), the Board reviews the adequacy and effectiveness of the Policy For Determination Of Materiality of Events or Information.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution."

#### **(f) Nomination and Remuneration Policy**

The Board is hereby informed to review the adequacy and effectiveness of the Nomination and Remuneration Policy.

The Board is requested to consider the same and may pass the following resolution with or without modification(s):

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with applicable rules & regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), the Board reviews the adequacy and effectiveness of the Nomination and Remuneration Policy.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution."

#### **(g) Dividend Distribution Policy**

The Board is hereby informed to review the adequacy and effectiveness of the Dividend Distribution Policy.

The Board is requested to consider the same and may pass the following resolution with or without modification(s):

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with applicable rules & regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), the Board reviews the adequacy and effectiveness of the Dividend Distribution Policy.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution."

#### **(h) CSR Policy**

The Board is hereby informed to review the adequacy and effectiveness of the Corporate Social Responsibility (CSR) Policy.



The Board is requested to consider the same and may pass the following resolution with or without modification(s):

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with applicable rules & regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), the Board reviews the adequacy and effectiveness of the Corporate Social Responsibility ("CSR") Policy.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution."

**18. To consider and note:**

**(a) CSR budget for the FY 2026-27:**

The Board is informed that pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and the CSR policy of the Company, as amended from time to time, the expenditure to be incurred during each financial year towards Corporate Social Responsibility (CSR) projects, programs, and activities, should be approved by the Board.

The Board is requested to consider and approve the expenditure to be incurred during the financial year 2026-27 towards various CSR projects, programs and activities.

The Board is requested to consider the same and to pass the following resolution with or without modification(s):

**"RESOLVED THAT** pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and the CSR policy of the Company, as amended from time to time, the consent of the Board be and is hereby accorded to consider and approve the budget of #INR \_\_\_\_\_ (Indian Rupee \_\_\_\_\_ Only) for the Financial Year 2026-27 towards Corporate Social Responsibility (CSR) activities relating to categories of "Promoting Education, health and women empowerment", "conservation of environment and natural resources, agroforestry, and animal welfare, " and "other activities" as specified in CSR policy of the Company and Schedule VII of the Companies Act, 2013."

**RESOLVED FURTHER THAT** any Director or the Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

**(b) Noting of CFO certificate for the FY 2025-26**

The Board is informed that pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Rule 4(5) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Chief Financial Officer is required to certify that the CSR funds disbursed by the Company have been utilised for the purposes and in the manner as approved by the Board. Accordingly, Mr. Ajay Kumar Giri, Chief Financial Officer of the Company, has issued the requisite certificate confirming proper utilisation of CSR funds for the financial year 2025-26, which is attached as annexure to the notice of the Board Meeting.

The Board is requested to take note of the same.

**(c) CSR Report**

The Board is informed that pursuant to the provisions of Section 134(3)(o) and 135 of the Companies Act, 2013 read with Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board's Report of a Company is required to include an Annual Report on Corporate Social Responsibility ('CSR') containing particulars of the expenditures. Accordingly, the CSR Report, having details of the CSR initiatives undertaken by the Company during the financial year 2025-26, along with the prescribed disclosures, shall be presented before the Board for its review and consideration, which is attached as annexure to the notice of the Board Meeting.

The Board is requested to take note of the same.



**19. To approve the Annual Action Plan of the Company for the Financial Year 2026-27**

The Board is informed that pursuant to the applicable provisions of the Companies Act, 2013 and other applicable laws, if any, the Annual Action Plan of the Company for the Financial Year 2026-27 has been prepared and placed before the Board for its consideration and approval.

The Annual Action Plan, inter alia, outlines the proposed activities, implementation schedules, monitoring mechanism, and budgetary allocation for the Financial Year 2026-27.

The Board is requested to consider and approve the Annual Action Plan of the Company for the Financial Year 2026-27.

The Board is requested to consider the same and may pass the following resolution with or without modification(s):

**"RESOLVED THAT** the Annual Action Plan of the Company for the Financial Year 2026-27, as placed before the Board and initialed by the Chairperson for the purpose of identification, be and is hereby considered and approved by the Board.

**RESOLVED FURTHER THAT** any of the Director(s) and/or Key Managerial Personnel of the Company be and are hereby jointly/severally authorized to take all necessary actions and to do all such acts, deeds, matters, and things as may be deemed necessary or expedient to implement and give effect to the Annual Action Plan."

**20. Re-appointment of Mr. Rahul Salesha (DIN: 09540291) Director of the Company, liable to retire by rotation**

In accordance with the provisions of Section 152 of the Companies Act, 2013, and subject to the recommendation of Nomination and Remuneration Committee, the Board is requested to consider and recommend to the shareholders of the Company, the appointment of Mr. Rahul Salesha (DIN - 09540291) as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment at this Annual General Meeting.

The Board is requested to consider and to pass the following resolution, with or without modification(s):

**"RESOLVED THAT** Mr. Rahul Salesha (DIN: 09540291), who retires by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 and being eligible, be and is hereby recommended to the shareholders for re-appointment as a Director of the Company, whose office shall be liable to retirement by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company, and/or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents, make all filings, take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution, including removing any difficulty arising in relation thereto, and complying with all other requirements in this regard.

**RESOLVED FURTHER THAT** any of the Directors of the Company, and/or the Key Managerial Personnel of the Company be and are hereby authorized to certify the true copy of the aforesaid resolutions and the same way be forwarded to any concerned authorities for necessary action."

**21. To fix the day, date, time and place of the next Annual General Meeting of the Company**

The Board is informed that pursuant to applicable provisions of Section 96 of the Companies Act, 2013, every company should be in each year hold an Annual General Meeting for adoption and approval of Financial Statement of the Company within six months from closure of financial year.

The Board is informed that it is proposed to hold the 5<sup>th</sup> Annual General Meeting on **Wednesday, 15 July 2026 at 03:00 P M (IST)**.

The AGM Notice will be approved by the Board by circulation on finalization.

The Board is requested to consider, approve and recommend by passing the following resolution, with or without modification(s):

**"RESOLVED THAT** pursuant to applicable provisions of Section 96 of the Companies Act, 2013, the 05<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company be convened and held on Wednesday, 15 July 2026 at 03:00 P M (IST) through Video Conferencing / Other Audio-Visual Means (VC / OAVM) and the venue of the meeting shall be deemed to be the registered office of the Company situated at Shop No. 8-P, Street No. 6, Vasundhara Enclave, East Delhi-110096, Delhi, India.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties."

**22. To Incorporate:**

**(a) Wholly Owned Subsidiary in the name of Earkart Pharmaceuticals Private Limited**

The Board is informed that in order to expand the business operations and undertake activities in the pharmaceutical sector, it is proposed to incorporate a Wholly Owned Subsidiary in the name and style of "Earkart Pharmaceuticals Private Limited" or such other name as may be approved by the Registrar of Companies.

The proposed Wholly Owned Subsidiary shall undertake such business activities as may be permitted under applicable laws and as may be decided by the management from time to time.

The Board is requested to consider and approve the incorporation of the proposed Wholly Owned Subsidiary.

The Board is requested to consider and to pass the following resolution, with or without modification(s):

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and other applicable laws, if any, consent of the Board be and is hereby accorded for incorporation of a Wholly Owned Subsidiary in the name and style of 'Earkart Pharmaceuticals Private Limited' or such other name as may be made available and approved by the Registrar of Companies.

**RESOLVED FURTHER THAT** any one of the Director of the Company and the Key Managerial Personnel of the Company be and are hereby severally authorized to sign forms seeking the availability of the above name or any other name in the event of non-availability of the aforesaid name.

**RESOLVED FURTHER THAT** the proposed wholly-owned subsidiary company be incorporated with an authorised share capital of INR 1,00,000/- (Indian Rupees One Lakh Only) divided into 10,000 Equity Shares of INR 10/- each.

**RESOLVED FURTHER THAT** the initial subscribed and paid-up share capital of the proposed subsidiary company shall be Rs. 1,00,000/- divided into 10,000 Equity Shares of INR 10/- each, to be subscribed as under:

Name of Subscriber	No. of Shares	Face Value per Share	Amount (Rs.)
Earkart Limited	9999	10	99,990
Mr. Rohit Misra (Nominee of Earkart Limited)	1	10	10
Total	10,000		1,00,000

**RESOLVED FURTHER THAT** Mr. Rohit Misra, residing at 2037 Milano Tower, Mahagun Moderne, Sector-78, Gautam Buddha Nagar Noida Uttar Pradesh – 201301, India, be and is hereby nominated to hold 1 equity share(s) in the proposed wholly-owned subsidiary company on behalf of the Company so as to comply with the minimum membership requirements under the Companies Act, 2013.

**RESOLVED FURTHER THAT** the following persons be appointed as the first directors of the proposed wholly-owned subsidiary company:

Mr. Rohit Misra  
Ms. Monika Misra

**RESOLVED FURTHER THAT** the Registered Office of the proposed subsidiary company shall be situated at: 3<sup>rd</sup> Floor, KRBL Building, C-32, Sector 62, Noida, Gautam Buddha Nagar-201301 Uttar Pradesh.

**RESOLVED FURTHER THAT** any of the Directors of the Company, and/or the Key Managerial Personnel

of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents, make all filings, take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution, including removing any difficulty arising in relation thereto, and complying with all other requirements in this regard.

**RESOLVED FURTHER THAT** any of the Directors of the Company, and/or the Key Managerial Personnel of the Company be and are hereby authorized to certify the true copy of the aforesaid resolutions and the same way be forwarded to any concerned authorities for necessary action."

**(b) Wholly Owned Subsidiary in the name of Earkart Healthcare Services Private Limited**

The Board is informed that in order to expand the business operations and undertake activities in the pharmaceutical sector, it is proposed to incorporate a Wholly Owned Subsidiary in the name and style of "Earkart Healthcare Services Private Limited" or such other name as may be approved by the Registrar of Companies.

The proposed Wholly Owned Subsidiary shall undertake such business activities as may be permitted under applicable laws and as may be decided by the management from time to time.

The Board is requested to consider and approve the incorporation of the proposed Wholly Owned Subsidiary.

The Board is requested to consider and to pass the following resolution, with or without modification(s):

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and other applicable laws, if any, consent of the Board be and is hereby accorded for incorporation of a Wholly Owned Subsidiary in the name and style of 'Earkart Healthcare Services Private Limited' or such other name as may be made available and approved by the Registrar of Companies.

**RESOLVED FURTHER THAT** any one of the Director of the Company and the Key Managerial Personnel of the Company be and are hereby severally authorized to sign forms seeking the availability of the above name or any other name in the event of non-availability of the aforesaid name.

**RESOLVED FURTHER THAT** the proposed wholly-owned subsidiary company be incorporated with an authorised share capital of INR 1,00,000/- (Indian Rupees One Lakh Only) divided into 10,000 Equity Shares of INR 10/- each.

**RESOLVED FURTHER THAT** the initial subscribed and paid-up share capital of the proposed subsidiary company shall be Rs. 1,00,000/- divided into 10,000 Equity Shares of INR 10/- each, to be subscribed as under:

Name of Subscriber	No. of Shares	Face Value per Share	Amount (Rs.)
Earkart Limited	9999	10	99,990
Mr. Rohit Misra (Nominee of Earkart Limited)	1	10	10
Total	10,000		1,00,000

**RESOLVED FURTHER THAT** Mr. Rohit Misra, residing at 2037 Milano Tower, Mahagun Moderne, Sector-78, Gautam Buddha Nagar Noida Uttar Pradesh – 201301, India, be and is hereby nominated to hold 1 equity share(s) in the proposed wholly-owned subsidiary company on behalf of the Company so as to comply with the minimum membership requirements under the Companies Act, 2013.

**RESOLVED FURTHER THAT** the following persons be appointed as the first directors of the proposed wholly-owned subsidiary company:

Mr. Rohit Misra  
Mr. Ajay Giri

**RESOLVED FURTHER THAT** the Registered Office of the proposed subsidiary company shall be situated at: 3<sup>rd</sup> Floor, KRBL Building, C-32, Sector 62, Noida, Gautam Buddha Nagar-201301 Uttar Pradesh.

**RESOLVED FURTHER THAT** any of the Directors of the Company, and/or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents, make all filings, take all steps and give such directions as may be required,



necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution, including removing any difficulty arising in relation thereto, and complying with all other requirements in this regard.

**RESOLVED FURTHER THAT** any of the Directors of the Company, and/or the Key Managerial Personnel of the Company be and are hereby authorized to certify the true copy of the aforesaid resolutions and the same way be forwarded to any concerned authorities for necessary action."

**23. To recommend ratification and approval of the "Amended and Restated Earkart ESOP Scheme 2025- Amended 2026"**

The Board is informed that the members of the Company had earlier approved the "Earkart Employee Stock Option Scheme 2025" at the Extra Ordinary General Meeting held on 21 April 2025 in accordance with the applicable provisions of the Companies Act, 2013.

In order to align the existing employee stock option scheme with the current operational, managerial, and regulatory requirements of the Company, including compliance with the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and other applicable laws, rules, and regulations, it is proposed to amend and restate the existing ESOP Scheme under the title "Amended and Restated Earkart ESOP Scheme 2025 - Amended 2026" ("Earkart Scheme 2026").

The amended scheme, inter alia, provides for grant of employee stock options exercisable into not exceeding 8,25,236 (Eight Lakh Twenty Five Thousand Two Hundred and Thirty Six) equity shares of face value of INR 10/- each to eligible employees of the Company, whether present or future, in one or more tranches and on such terms and conditions as may be determined by the Nomination and Remuneration Committee and the Board in accordance with the applicable laws.

The proposed amendments are intended to provide long-term incentives, reward performance, retain talent, align employee interests with the growth and performance of the Company, and ensure greater flexibility in administration of the scheme.

The draft of the "Amended and Restated Earkart ESOP Scheme 2025 - Amended 2026" has been placed before the Board for its consideration and recommendation to the members of the Company for approval.

The Board is requested to consider and to pass the following resolution, with or without modification(s):

**"RESOLVED THAT** pursuant to the special resolution passed by the members at the Extra Ordinary General Meeting held on 21 April 2025, prior to Initial Public Offering ("IPO") of equity shares by the Company and in accordance with the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), the Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ("FEMA Regulations"), and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), as amended from time to time and other applicable laws for the time being in force (including any amendment thereto or modification(s) or re-enactment(s) thereof from time-to-time) and subject to such applicable approval(s), consent(s), permission(s) and sanction(s) of any authority(ies) including condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), consent(s), permission(s) and sanction(s), and the acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Board Committee, including the Nomination and Remuneration Committee of the Board ("NRC"), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations), and based on the recommendations by NRC and subject to approval of the members "Earkart Employee Stock Option Scheme 2025 - Amended 2026" ("Earkart Scheme 2026"), be and is hereby ratified and amended within the meaning of Regulation 12 of SEBI SBEB Regulations and the consent of the Board be and is hereby accorded to create, offer, grant, issue, vest, allot such number of options which shall not exceed 8,25,236 (Eight Lakh Twenty Five Thousand Two Hundred and Thirty Six) exercisable into Equity Shares of face value of INR 10/- each in one or more tranches, from time-to-time, to the employees of the Company, whether working in India or out of India, present or future, as may be decided by the NRC and the Board and permitted under the SEBI SBEB Regulations but does not include an employee who is a promoter or a person belonging to the promoter group ("Eligible Employees"), with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the NRC and the Board in accordance with the provisions of the "Earkart Scheme 2026", the accounting



policies, SEBI SBEB Regulations and in due compliance with the applicable laws and regulations in force.

**RESOLVED FURTHER THAT** the Board/Committee of the Board of Company be and is hereby authorized to issue and allot equity shares upon exercise of options from time-to-time in accordance with the "Earkart Scheme 2026" and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make any modifications/ changes revisions in the Earkart Scheme 2026 or suspend/ withdraw/ revive the Earkart Scheme 2026 as deemed fit, from time-to-time, provided that the same is in conformity with the Act, the rules and the SEBI SBEB Regulations, as amended, MOA and AOA of the Company and any other applicable laws, rules and regulations thereunder and do all such acts, deeds, matters and things as it may in its absolute discretion, deemed necessary, expedient or proper including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of the Plan."

**24. To take note of the Quarterly Compliance and submissions made to Stock Exchange**

The Board is informed that in respect of the listed securities of the Company, the Company has complied with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, during the quarter and financial year ended 31 March 2026.

The Company has duly made all requisite filings, disclosures, intimations, submissions, and certifications with the Stock Exchange(s) within the prescribed timelines, as applicable under the SEBI Listing Regulations and other applicable laws.

The details of such quarterly and annual compliances, including shareholding pattern, investor complaints report, reconciliation of share capital audit report, and other regulatory filings, have been placed before the Board for its information and record.

The Board is requested to take note of the quarterly compliances and submissions made to the Stock Exchange(s) for the quarter and financial year ended 31 March 2026.

**25. To give authority for signing and submission of forms and documents with the Registrar of Companies or such other authorities as may be specified by the Ministry of Corporate Affairs**

The Board is informed that the Company is required to file various e-forms with the Registrar of Companies, Central Government, Regional Director or such other authorities as may be specified by the Ministry of Corporate Affairs as required under the Companies Act, 2013, rules and regulations framed thereunder and/ or any other law for the time being in force. For this purpose, the Board is required to give authority to its directors and the Key Managerial Personnel of the Company to sign and submit the e-forms and other relevant documents with the Registrar of Companies or such other authorities as may be specified by the Ministry of Corporate Affairs.

The Board is requested to consider the same and pass the following resolution, with or without modification(s):

**"RESOLVED THAT** any of the Directors of the Company and the Key Managerial Personnel of the Company be and are hereby severally authorized to sign and submit all the e-forms and other documents, electronically in accordance with the provisions of Section 398 of the Companies Act, 2013 with the Registrar of Companies, Central Government, Regional Director or such other authority as may be specified by the Ministry of Corporate Affairs, Government of India, pursuant to various provisions of the Companies Act, 2013 and Rules and regulations framed thereunder and/ or under any other law for the time being in force."

**26. To obtain consent to circulate Notes on items of Agenda which are in the nature of Unpublished Price Sensitive Information at a shorter notice**

The Board is informed that pursuant to the provisions of Section 118(10) of the Companies Act, 2013 read with Secretarial Standard-1 (SS-1) on Meetings of the Board of Directors, notes on agenda items that are in the nature of Unpublished Price Sensitive Information (UPSI) may be circulated at a shorter notice than seven days and/or may be placed before the Board/Committee Meetings, subject to consent of the Board.

Accordingly, the Board is requested to accord its consent for circulation of UPSI items at shorter notice and/or for placing the same before the Board/Committee Meetings to be held during the Financial Year 2026-27 and in April/May 2027.

The Board is requested to consider the same and pass the following resolution, with or without modification(s):

**"RESOLVED THAT** pursuant to the provisions of Section 118(10) of the Companies Act, 2013 read with Secretarial Standard-1 on Meetings of the Board of Directors, consent of the Board be and is hereby accorded for circulation at shorter notice or for placing at the meetings of the Board and its Committees to be held during the Financial Year 2026-27 and in April/May 2027, notes on items of the agenda which are in the nature of Unpublished Price Sensitive Information (UPSI).

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to above resolution."

**27. To consider any other matter with the permission of the Chair**

Any item not included in the agenda may be taken up for consideration with the permission of the Chairperson and with the consent of the majority of the Directors present in the meeting.

**28. To announce a summary of the decisions taken in the Board meeting**

The Chairperson to announce the summary of all the decisions taken during the Board meeting in respect of each item of the agenda.

**29. Roll Call of all Directors attending in person and attending via audio-video conferencing**

A roll call will be conducted of all the Directors present at the meeting and all such Directors shall state the following information for the record:

- (i) Full name and location;
- (ii) That they can completely and clearly see and communicate with the other participants throughout the duration of the meeting; and
- (iii) That no person other than themselves was attending the meeting through electronic mode to their best knowledge or as a result of their actions.

**30. Duration of the meeting**

The Chairperson to note the commencement and conclusion time of the meeting.

**31. Vote of thanks**

The Chairperson will confirm whether a quorum was present throughout the meeting or not. The meeting will be concluded with a vote of thanks to the Chair.

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