

**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. **2/2026-27** of the Board of Directors ('the Board') of **Earkart Limited** ("the Company") (formerly known as "Earkart Private Limited") will be held on **Thursday, 24 September 2026 at 3:00 P.M. (IST) at KRBL Building, C-32, 3rd 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:

Link: <https://teams.microsoft.com/meet/457281761125976?p=UuzHAhDrf6QssMNts1>

Meeting ID: 457 281 761 125 976

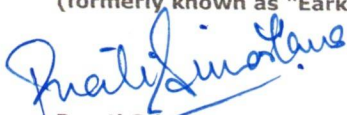
Passcode: UJ7LZ9gB

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 Confidential and Unpublished Price Sensitive Information (UPSI) items, if any, will be circulated separately at a shorter notice in terms of the proviso to Regulation 3(2A) and Schedule B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")



Preeti Srivastava
Company Secretary & Compliance Officer
Membership No: A31615



Date : 16 September 2026
Place : Noida



AGENDA FOR THE BOARD MEETING

Agenda for the meeting no. **2/2026-27** of the Board of Directors ("**The Board**") of the **Earkart Limited** ("the Company") (formerly known as "Earkart Private Limited") to be held on Thursday, 24 September 2026 at 3:00 P.M. 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	Page No.
A.	Opening & Procedural Matters	
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: a. Board Meeting dated 29 May 2026;	
5.	To take note of the resolutions passed by circulation;	
B.	Business Matters	
6.	To consider and approve incorporation of a Wholly Owned Subsidiary in the name of "SkillNest Educations Private Limited";	
7.	To take note of filing of application with the Stock Exchange for in-principle approval under the "Amended and Restated Earkart ESOP Scheme 2025 – Amended 2026";	
8.	To consider and approve application for Corporate Credit Card facility;	
C.	Other Business	
9.	To consider any other matter with the permission of Chair;	
10.	To announce a summary of the decisions taken in the Board meeting;	
11.	Roll Call of Directors attending in person and via audio-video conferencing;	
12.	Duration of the meeting; and	
13.	Vote of thanks.	

NOTES TO AGENDA

DRAFT MINUTES OF 2/2026-27 MEETING OF THE BOARD OF DIRECTORS ('BOARD') OF EARKART LIMITED ('THE COMPANY') (FORMERLY KNOWN AS "EARKART PRIVATE LIMITED") WILL BE HELD ON THURSDAY, 24 SEPTEMBER 2026 AT 3:00 P.M. (IST) AT KRBL BUILDING, C-32, 3RD FLOOR, SECTOR-62, NOIDA-201301, UTTAR PRADESH, INDIA.

TIME OF COMMENCEMENT: [•]

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 Board Meeting held on 29 May 2026:

The minutes of the last meeting of the Board held on 29 May 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 the resolutions passed by circulation:

The Board is informed that the following resolutions were passed by the Board of Directors by way of circulation in accordance with the provisions of Section 175 of the Companies Act, 2013 read with the Secretarial Standard on Meetings of the Board of Directors (SS-1), vide Circular Resolution Nos. 01/2026-27 to 03/2026-27 dated 22 June 2026, in connection with the 5th Annual General Meeting of the Company held on 15 July 2026:

- (i) **CR No. 01/2026-27** – Appointment of Ms. Nikita Kothari, Practicing Company Secretary, as the Scrutinizer for conducting the e-voting process for the Annual General Meeting;
- (ii) **CR No. 02/2026-27** – Appointment of Central Depository Services (India) Limited as the e-voting service provider for the Annual General Meeting; and
- (iii) **CR No. 03/2026-27** – Fixing of Wednesday, 08 July 2026 as the cut-off date for determining the members eligible to participate in the e-voting process for the Annual General Meeting.

Pursuant to Section 175(2) of the Companies Act, 2013, a resolution passed by circulation is required to be noted at the subsequent meeting of the Board and made part of the minutes of such meeting. The said resolutions, along with the assent/dissent received from the Directors, are 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 175(2) of the Companies Act, 2013 read with the Secretarial Standard on Meetings of the Board of Directors (SS-1), the Circular Resolution Nos. 01/2026-27 to 03/2026-27 dated 22 June 2026 passed by the Board of Directors by circulation, as placed before the Board, be and are hereby noted and taken on record and the same shall form part of the minutes of this meeting."

6. To consider and approve incorporation of a Wholly Owned Subsidiary in the name of "SkillNest Educations Private Limited":

The Board is informed that in order to expand and diversify the business operations of the Company, it is proposed to incorporate a Wholly Owned Subsidiary in the name and style of "SkillNest Educations Private Limited" or such other name as may be approved by the Registrar of Companies ("proposed WOS").

The main object of the proposed WOS shall be to maintain, manage, promote, upgrade and expand educational institutions, centres and colleges on behalf of or as proxy of existing trusts or societies, which may benefit and/or reduce their own workload by outsourcing operations, supply chains, consulting, development, day-to-day management, procurement, accounting, human resource management, etc. to the proposed WOS.

The proposed WOS shall have an authorised and paid-up share capital of INR 1,00,000/- (Indian Rupees One Lakh Only) divided into 10,000 Equity Shares of INR 10/- each, out of which 9,999 Equity Shares shall be subscribed by the Company and 1 (One) Equity Share shall be subscribed by Mr. Rahul Salesha as nominee of the Company, so as to meet the minimum number of members required for a private company under the Companies Act, 2013. Mr. Rahul Salesha and Mr. Vinay Bhushan are proposed to be the first directors of the proposed WOS.

Pursuant to Sections 179(3)(e) and 186(5) of the Companies Act, 2013, the investment by the Company in the equity shares of the proposed WOS requires approval of the Board by way of a resolution passed at a meeting of the Board with the consent of all the Directors present at the meeting.

The Board is requested to consider and approve the incorporation of the proposed WOS.

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

"RESOLVED THAT pursuant to the provisions of Sections 179(3), 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) 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 'SkillNest Educations Private Limited' or such other name as may be made available and approved by the Registrar of Companies ("proposed WOS"), and for investment of INR 1,00,000/- (Indian Rupees One Lakh Only) by way of subscription to 10,000 Equity Shares of INR 10/- each of the proposed WOS, including one Equity Share to be held through its nominee.

RESOLVED FURTHER THAT the main object of the proposed WOS shall be to maintain, manage, promote, upgrade and expand educational institutions, centres and colleges on behalf of or as proxy of existing trusts or societies, which may benefit and/or reduce their own workload by outsourcing operations, supply chains, consulting, development, day-to-day management, procurement, accounting, human resource management, etc. to the proposed WOS, along with such other objects as may be incidental or ancillary thereto.

RESOLVED FURTHER THAT Directors and/or the Key Managerial Personnel of the Company be and are hereby severally authorised to sign and file the application(s) for reservation 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 INR 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	9,999	10	99,990
Mr. Rahul Salesha (Nominee of Earkart Limited)	1	10	10
Total	10,000		1,00,000

RESOLVED FURTHER THAT pursuant to the provisions of Section 187 of the Companies Act, 2013, Mr. Rahul Salesha, be and is hereby nominated to hold 1 (One) Equity Share in the proposed wholly-owned subsidiary company for and on behalf of the Company so as to comply with the minimum membership requirements under the Companies Act, 2013, and the beneficial interest in the said share shall at all times vest with the Company.

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

Mr. Rahul Salesha
 Mr. Vinay Bhushan

RESOLVED FURTHER THAT Mr. Rahul Salesha and Mr. Vinay Bhushan, Directors of the Company be and is hereby authorised to subscribe to the Memorandum of Association and Articles of Association of the proposed WOS for and on behalf of the Company and to sign the subscription sheet, e-MoA, e-AoA and such other forms, declarations and documents as may be required in this regard.

RESOLVED FURTHER THAT 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 (including filing of e-form MGT-14 with the Registrar of Companies, declarations under Section 89 of the Companies Act, 2013 and disclosures to BSE Limited under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), 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 may be forwarded to any concerned authorities for necessary action."

7. To take note of filing of application with the Stock Exchange for in-principle approval under the "Amended and Restated Earkart ESOP Scheme 2025 – Amended 2026":

The Board is informed that the members of the Company, at the 5th Annual General Meeting held on 15 July 2026, ratified and approved the "Amended and Restated Earkart ESOP Scheme 2025 – Amended



2026" ("Earkart Scheme 2026") by way of a special resolution, for grant of 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 the eligible employees of the Company.

Pursuant to Regulation 28(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity is required to obtain in-principle approval from the recognised stock exchange(s) before issuing securities. Further, Regulation 10(b) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 requires the Company to file a statement as specified in Part D of Schedule I thereto with the stock exchange(s).

Accordingly, the Company has filed an application with BSE Limited on 16th September' 2026 seeking in-principle approval for issue and allotment of up to 8,25,236 Equity Shares of face value of INR 10/- each under the Earkart Scheme 2026, along with the requisite statement, certificates, undertakings and other documents as prescribed by BSE Limited. The Board shall be apprised upon receipt of the in-principle approval.

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

"RESOLVED THAT pursuant to Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Board hereby takes note of the application filed by the Company with BSE Limited on 16th September' 202 seeking in-principle approval for issue and allotment of up to 8,25,236 (Eight Lakh Twenty Five Thousand Two Hundred and Thirty Six) Equity Shares of face value of INR 10/- each under the "Amended and Restated Earkart ESOP Scheme 2025 - Amended 2026", as ratified and approved by the members of the Company at the 5th Annual General Meeting held on 15 July 2026.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to furnish such information, clarifications, documents and undertakings as may be required by BSE Limited and to do all such acts, deeds and things as may be necessary to obtain the said in-principle approval and to give effect to the above resolution."

8. To consider and approve application for Corporate Credit Card facility:

The Board is informed that, in order to facilitate efficient and timely payment of business-related expenses of the Company such as travel, accommodation, online subscriptions, advertisements and other operational expenses, it is proposed to apply for a Corporate Credit Card facility in the name of the Company with [Name of the Bank] ("the Bank") with an overall credit limit of up to **INR 5,00,000/- (Indian Rupees Five Lakhs Only)** or such other limit as may be sanctioned by the Bank.

The Corporate Credit Card(s) shall be issued to the designated official(s) of the Company and shall be used exclusively for the official business purposes of the Company in accordance with its internal policies. The outstanding dues shall be settled by the Company within the due dates as per the terms and conditions of the Bank. A certified true copy of the Board resolution will be submitted to the Bank along with the application.

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

"RESOLVED THAT pursuant to the provisions of Section 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Board be and is hereby accorded to apply for and avail a Corporate Credit Card facility from [Name of the Bank] ("the Bank") with an overall credit limit of up to **INR 5,00,000/- (Indian Rupees Five Lakhs Only)**, or such other limit as may be sanctioned by the Bank from time to time, on such terms and conditions as may be stipulated by the Bank and agreed to by the Company.

RESOLVED FURTHER THAT the Corporate Credit Card(s) be issued in the name of the Company to the following official(s) of the Company, with such individual limits as may be approved by the Bank:

Mr. Rohit Misra, Managing Director & CEO
Mrs. Monika Misra, Whole-time Director

RESOLVED FURTHER THAT the Corporate Credit Card(s) shall be used solely for the official business purposes of the Company and the card holder(s) shall submit the monthly statements along with



supporting bills/vouchers to the Accounts Department of the Company for verification and settlement.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to sign and submit the application form(s), agreement(s), undertaking(s), declaration(s) and such other documents as may be required by the Bank and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution, signed by any of the Directors or the Company Secretary & Compliance Officer of the Company, be furnished to the Bank and such other authorities as may be required."

9. 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, which shall include at least one Independent Director.

10. 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.

11. 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.

12. Duration of the meeting

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

13. 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.