



NOTICE

Notice is hereby given that the 5th Annual General Meeting of the Earkart Limited (formerly known as Earkart Private Limited) ("the Company") will be held on Wednesday, 15 July, 2026 at 03:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2026 together with the Auditors' Report and the Directors' Report thereon.
2. To appoint a director in place of Mr. Rahul Salesha (DIN: 09540291) who retires by rotation and being eligible, offers himself for re-appointment

To consider and thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the reappointment of Mr. Rahul Salesha (DIN: 09540291) as a director, to the extent that he is required to retire by rotation".

SPECIAL BUSINESS:

3. To approve ratification and approval of the "Amended and Restated Earkart ESOP Scheme 2025- Amended 2026"

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

"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 board, "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 members 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."

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

Preeti Srivastava



**Preeti Srivastava
Company Secretary & Compliance Officer
Membership No: A31615**

**Date : 23 June 2026
Place : Noida**



NOTES.

1. Pursuant to General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA), Circular dated October 3, 2024 issued by SEBI and such other applicable circulars issued by MCA and SEBI (the Circulars), the Company is convening the 16th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.
2. In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the 5th AGM of the Company is being held through VC/OAVM on Wednesday, July 15, 2026 at 03:00 P.M. (IST). The proceedings of the AGM will be conducted at the Registered Office of the Company at Shop No, 8-P, Street No 6, Vasundhara Enclave, Delhi-110096, which shall be the deemed venue of the AGM.
3. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forms part of this Notice.
4. The Explanatory Statement, pursuant to Section 102 of the Act setting out material facts concerning the business with respect to Item Nos. 3 above and are annexed hereto.
5. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON ITS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
6. In case of joint holders attending the AGM, only such joint holder, who is higher in the order of names, will be entitled to vote.
7. The relevant details with respect to "Director seeking re-appointment at this AGM" are provided as Annexure A. [Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India]
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Members can join the AGM through VC/OAVM 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairmen of the Audit Committee of Directors, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. In terms of Listing Regulations, relevant MCA Circulars and the SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for FY26 in electronic form only to those Members whose email addresses are registered with the Company/ RTA/ NSDL and/or Central Depository Services (India) Limited (CDSL), (NSDL and CDSL collectively 'Depositories'). A letter is also being sent to the shareholders whose email addresses are not registered, stating the web-link where the Annual Report is uploaded on website. The Company shall send the physical copy of the Annual Report for FY26 only to those Members who specifically request for the same at cs@earkart.in mentioning their Folio numbers/DP ID and Client ID. The Notice convening the AGM and the Annual Report for FY26 have been uploaded on the website of the Company at www.earkart.in, the websites of BSE Limited (BSE) at www.bseindia.com, on which the equity shares of the Company are listed and on the website of CDSL at www.evotingindia.com

11. The Company has fixed Wednesday, 08 July 2026 as the 'Record Date' for determining eligible members to attend the AGM.
12. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto and forms part of this Notice.
13. Members may please note that SEBI Circular dated January 25, 2022, as amended, has mandated Listed Companies to issue securities in demat form while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.earkart.in and on the website of the RTA at www.skylinerta.com.

It may be noted that service request can be processed only after the folio is KYC compliant. In terms of Regulation 40(1) of the Listing Regulations, as amended, and SEBI, vide its notification dated January 24, 2022, as amended, has mandated, that all requests for transmission and transposition shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
15. **Nomination facility:** In terms of the SEBI Circular dated June 10, 2024, all Members are encouraged in their own interest, to provide choice of nomination by contacting their respective Depository Participant(s), if shares are held in dematerialised form. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at www.earkart.in and on the website of the RTA at www.skylinerta.com. Further, all new Members are mandatorily required to provide the choice of nomination for their demat accounts (except for jointly held demat accounts).
16. As per SEBI Circular, Members may note that in case of any dispute against the Company and/or its RTA, can file dispute resolution through the Online Dispute Resolution Portal for disputes arising out of Indian Securities Market (<https://smartodr.in/login>) and the same can be accessed through the Company's website at www.cleanmax.com. Members can use this mechanism only after they have lodged their grievance with the Company and SCORES and are not satisfied with the outcome of the redressal.
17. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding (as per Section 170 of the Act), the Register of Contracts or Arrangements in which the Directors are interested (as per Section 189 of the Act), and other relevant documents referred to in the Notice or Explanatory Statement, may do so electronically during the AGM. Members may send their requests to secretarial@cleanmax.com from their registered email addresses mentioning their name, Folio numbers/DP ID and Client ID.
18. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices and other communication through electronic mode to those Members who have registered their Email IDs either with the Depository Participant(s) or the Company. Members who have not registered their Email IDs so far, are requested to register their Email IDs, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their Email IDs with the Company's RTA.



19. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Skyline Financial Services Private Limited by visiting their site www.skylinerta.com in case the shares are held in physical form. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/RTA to enable servicing of notices / documents /Annual Reports and other communications electronically to their e-mail address in future.

21. Process and manner for Members for e-voting is as under:

Please share instructions for e-voting instructions received from e-voting agency and manner to access meeting virtually.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, 12 July 2026 at 09:00 A.M. and Tuesday, 14 July 2026 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 08 July 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the

	<p>remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.



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5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Earkart Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**



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- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@earkart.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.



10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.



EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the Special business mentioned at Items below of the accompanying Notice of AGM:

Item 03: To approve ratification and approval of the "Amended and Restated Earkart ESOP Scheme 2025- Amended 2026"

The Members of the Company at the Extraordinary General Meeting held on 21 April 2025 adopted the "Earkart Employee Stock Option Scheme 2025 (Scheme)" and 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.

As per Regulation 12(1) of the SBEB Regulations, no Company shall make fresh grant which involves allotment or transfer of shares to its employees under any schemes/plans formulated prior to its IPO and prior to the listing of the equity shares ('Pre-IPO Scheme/ Plan') unless:

1. Such Pre-IPO Scheme/ Plan is in conformity with the SBEB Regulations; and
2. Such Pre-IPO Scheme/ Plan is ratified by its Members subsequent to the IPO

Provided that the ratification may be done any time prior to the grant of new options.

As the Scheme was in existence prior to the listing of equity shares on the Stock Exchanges, i.e., the BSE Limited, Members' approval is being sought in accordance with Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 12 of the SBEB Regulations.

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are given below:

The Company appreciates the role played by people in organizational growth. It strongly acknowledges that the value created by its people should be shared with them. To create the feeling of inclusiveness and recognizing the contribution of the employees in building up the Company and to promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize employees, the Company is intending to issue employee stock options under an employee stock option Scheme namely "Earkart Employee Stock Option Scheme 2025- Amended 2026" (**Earkart Scheme 2026**) to the employees of the Company as relevant and determined from time to time.

In order to further strengthen employee engagement across the group and to reward and retain talent working with the subsidiary companies, it is proposed to extend the benefits of the Earkart Scheme 2026 to the eligible employees of the subsidiary companies of the Company, whether in India or outside India.

a) Brief Description of the "Earkart Employee Stock Option Scheme 2025- Amended 2026" is given as under:

The primary objective of this Scheme is to attract, retain, and reward Employees by providing them an opportunity to participate in the value creation of the Company. The Company intends to use this Scheme to recognize high performance, incentivize long-term commitment, and align employee interests with the Company's growth and profitability. The Company views the Stock Options as a long-term incentive tool, enabling Employees to become co-owners and benefit from the wealth created through such ownership.

b) Total number of options to be granted:

A maximum of 8,25,236 (Eight Lakh Twenty Five Thousand Two Hundred and Thirty Six) Equity Shares of face value of INR 10/- each may be granted in one or more tranches, from time to time under the Earkart Scheme 2026, being exercisable into fully paid-up Equity Shares.

c) Identification of classes of employees entitled to participate and be beneficiaries in the "Clean Max Enviro Energy Solutions Limited Employee Stock Option Scheme 2015- Amended 2026":

"Employee" means

Prior to Listing means

- i. a permanent employee of the Company working in India or out of India;
- ii. a director, whether a whole-time Director or not; or
- iii. a permanent employee or a director whether a whole-time director or not, of the Subsidiary(ies) in or outside India or of the Parent Company of the Company;
- iv. but does not include-
 - a) an employee who is a Promoter or belongs to the Promoter Group;
 - b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity Shares of the Company.
 - c) a director being an independent director (including any Independent Director); and
 - d) the Managing Director.

Post Listing means

- i. An employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. a Director of the Company, whether a whole time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group;
- iii. employees as mentioned in (a) and (b) above, of a Group Company including a Subsidiary Company or Associate Company or of the Parent Company of the Company, in India or outside India,
- iv. but does not include-
 - a) an employee who is a Promoter or belongs to the Promoter Group;
 - b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity Shares of the Company;
 - c) a Director being an Independent Director; and
 - d) the Managing Director.

d) Appraisal Process for determining the eligibility of the employees to ESOPs:

Only the Employees within the meaning of this Earkart Scheme 2026 are eligible for being granted Employee Stock Options under Earkart Scheme 2026. The specific Employees to whom the Stock Options would be granted, and their Eligibility Criteria would be determined by the Nomination and Remuneration Committee ("Compensation Committee") of the Board from time to time.

e) Requirements of vesting and period of vesting:

- i. The minimum Vesting Period of an Option for Employees shall be 1 year from the Grant Date. Accordingly, upon completion of 1 year from the Grant Date, the Employees shall be entitled to Exercise Options granted to them. The Vesting of Options granted to the Employees shall occur in the manner provided below:

Vesting Schedule

The options granted shall vest over a period of four (4) years as follows:

- Twenty-Five Percent (25%) of the Options shall vest on the 1st anniversary of the Grant Date, subject to continued employment of the Employee with the Company;
- The remaining Seventy-Five Percent (75%) of the Options shall vest in equal instalments on a quarterly basis over a period of three (3) years after the 1st anniversary of the Grant, subject to continued employment of the Grantee with the Company

f) The maximum period within which the options shall be vested:

The option/ benefit shall vest over a period of 5 years from the date of grant.



g) Exercise price or pricing formula:

- a) The Exercise Price for each Employee shall be stipulated in his/her respective Grant Letter which price per Option shall be at the par value of the equity Shares of Company (i.e., INR 10/- each (Indian Rupee Ten).
- b) Payment of the Exercise Price for the Shares being purchased pursuant to any Option shall be made by one of the following methods:
 - i. Cash Exercise: The Employee shall have the option of exercising the Option by directly remitting the consideration amount to the Company in cash or a crossed cheque or a demand draft drawn in favour of the Company payable at Mumbai, India; or
 - ii. Cashless Exercise: The Company, at the sole discretion of the Compensation Committee, may provide loan to the Employees, not including a Director, for Exercise of their Options, subject to the provisions of the Act.
- c) Mode of payment of the Exercise Price (cheque, demand draft, or any other mode);
- d) No amount shall be payable by the Option Grantee at the time of Grant and hence no amount is required to be forfeited even if an Option Grantee does not Exercise the Vested Options within exercise Period and accordingly no adjustment is required to be made for the same.

h) Exercise Period and the process of exercise:

a. Exercise Period in case of separations:

The events of separation along with respective conditions regarding treatment of Vested Options and Unvested Options are as follows:

Sr. No.	Separations	Vested Options	Unvested Options
1.	Resignation / Termination (other than for Cause)	All Vested Options as on the date of submission of resignation or notice of termination may be exercised by the Option Grantee within the later of: (i) within a period of 10 (ten) years from the date of Vesting for the respective Options; (ii) the period specified in the Grant Letter or the relevant ESOP Document issued to the Option Grantee (iii) 90 days from the last working day as per Company Policies; or (iv) one month from the date of Listing; or (v) such other period as may be approved by the Compensation Committee on a case-by-case basis.	All Unvested Options as on the date of submission of resignation or notice of termination shall stand cancelled with effect from such date
2.	Termination with cause	All Vested Options which were not Exercised shall stand forfeited and cancelled with effect from the date of such Breach; the date of such Breach shall be determined by the Compensation Committee and its decision on this issue shall be binding and final. Prior	All Unvested Options shall stand cancelled effective from the date of such Breach, as determined by the Compensation Committee.

		to Listing and subject to Applicable Law, the Option Grantee shall be obligated to offer, at a price not higher than the Exercise Price, the Shares issued to the Option Grantee, prior to the date of Breach, on account of his / her Exercise of Vested Options, for: (i) buy back / purchase to the Company; or (ii) the shareholders of the Company pro rata to their shareholding; and as an alternative to (ii) above, the Compensation Committee may, at its sole discretion, decide upon a mechanism for disposition of the Shares referred to in (ii) above and in such an event, the Option Grantee shall be obligated to comply with the directives of the Compensation Committee in this regard.	
3.	Retirement / Superannuation	All Vested Options as on the date of Retirement /superannuation shall be exercisable by the Option Grantee within the period specified in the Grant Letter or the relevant ESOP Document issued to the Option Grantee, or such other period as determined by the Compensation Committee, whichever is earlier.	<p>Prior to Listing, all Unvested Options shall stand cancelled effective from the date of Retirement/ superannuation.</p> <p>Post Listing, all Unvested Options shall continue to vest from the date of Retirement/superannuation, in accordance with the original vesting schedule unless otherwise determined by the Compensation Committee, in accordance with the ESOP Document(s) and Applicable Law.</p>
4.	Death	All Vested Options as on the date of the occurrence of Death shall be exercisable by the nominee(s) or legal heir(s) of the Option Grantee immediately or anytime within the period specified in the Grant Letter or the relevant ESOP Document issued to the Option Grantee, or such other period as may be determined by the Compensation Committee, whichever is earlier.	All Unvested Options shall vest on the date of the occurrence of Death and can be exercised in the manner provided for Vested Options.
5.	Permanent Incapacity	All Vested Options as on the date of the occurrence of Permanent Incapacity	All Unvested Options shall vest on the date of the occurrence of Permanent

		<p>may be exercised by the Option Grantee, or if incapacitated, by their nominee(s) or legal heir(s), immediately or anytime within the period specified in the Grant Letter or the relevant ESOP Document issued to the Option Grantee or such other period as may be determined by the Compensation Committee, whichever is earlier.</p> <p>For this purpose, the date of Permanent Incapacity shall be the date mentioned in the certificate issued by the medical expert verifying such Permanent Incapacity of the Option Grantee.</p>	<p>Incapacity and can be exercised in the manner provided for Vested Options.</p>
6.	Termination due to reasons apart from those mentioned above	<p>The Compensation Committee shall determine as on the date of such termination, in its sole discretion, whether any Vested Options may be exercised and the period within which such Options may be exercised. Such decision shall be final and binding.</p>	<p>All Unvested Options shall stand cancelled as on the date of such termination unless otherwise required by Applicable Law or otherwise determined by the Compensation Committee.</p>

a) Lock-in period:

The Shares issued upon exercise of Options shall be freely transferable subject to the provisions of the Article of Association of the Company, if any and shall not be subject to any lock-in period restriction after such exercise.

Provided that the transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time, as and when applicable or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading.

b) Maximum number of options to be issued per employee and in aggregate:

Maximum number of options to be granted per employee shall be determined by the Board or Compensation Committee subject to overall limits as approved by the shareholder- Maximum number of options to be granted in aggregate 8,25,236 (Eight Lakh Twenty Five Thousand Two Hundred and Thirty Six) exercisable into Equity Shares of face value of INR 10/- each.

c) Maximum quantum of benefits to be provided per Employee under the "Earkart Employee Stock Option Scheme 2025- Amended 2026":

The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Fair Market Price of the shares as on the date of sale of shares arising out of exercise of options.

d) Whether the "Earkart Employee Stock Option Scheme 2025- Amended 2026" is to be implemented and administered directly by the Company or through a trust:

The "Earkart Employee Stock Option Scheme 2025- Amended 2026" will be administered directly by the Company.

e) Whether "Earkart Employee Stock Option Scheme 2025-Amended 2026" scheme involves new issue of shares by the Company or secondary acquisition by the trust:

The "Earkart Employee Stock Option Scheme 2025- Amended 2026" will involve only new issue of shares by the Company.

f) The amount of loan to be provided for implementation of the "Earkart Employee Stock Option Scheme 2025- Amended 2026" by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable

g) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the "Earkart Employee Stock Option Scheme 2025- Amended 2026"

Not Applicable

h) Method of option valuation:

The Company shall use Black Scholes method for valuation of the ESOPs or any other method required by Indian accounting standard.

The Company may choose to adopt a different methodology, as may be required, as per the applicable Indian accounting standards.

In the event the Company opts to use intrinsic method, then the following statement would be applicable:

'In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report'.

i) The conditions under which options vested in employees may lapse:

The options will lapse if not exercised within the specified Exercise Period and get added back to the ESOP pool. Such options can be re-granted to eligible Employees in the future. An Option cannot be exercised partially.

i) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

Sr. No.	Separations	Vested Options	Unvested Options
1.	Resignation / Termination (other than for Cause)	All Vested Options as on the date of submission of resignation or notice of termination may be exercised by the Option Grantee within the later of: (i) within a period of 10 (ten) years from the date of Vesting for the respective Options; (ii) the period specified in the Grant Letter or the relevant ESOP Document issued to the	All Unvested Options as on the date of submission of resignation or notice of termination shall stand cancelled with effect from such date

		Option Grantee (iii) 90 days from the last working day as per Company Policies; or (iv) one month from the date of Listing; or (v) such other period as may be approved by the Compensation Committee on a case-by-case basis.	
2.	Termination with cause	All Vested Options which were not Exercised shall stand forfeited and cancelled with effect from the date of such Breach; the date of such Breach shall be determined by the Compensation Committee and its decision on this issue shall be binding and final. Prior to Listing and subject to Applicable Law, the Option Grantee shall be obligated to offer, at a price not higher than the Exercise Price, the Shares issued to the Option Grantee, prior to the date of Breach, on account of his / her Exercise of Vested Options, for: (i) buy back / purchase to the Company; or (ii) the shareholders of the Company pro rata to their shareholding; and as an alternative to (ii) above, the Compensation Committee may, at its sole discretion, decide upon a mechanism for disposition of the Shares referred to in (ii) above and in such an event, the Option Grantee shall be obligated to comply with the directives of the Compensation Committee in this regard.	All Unvested Options shall stand cancelled effective from the date of such cause, as determined by the Compensation Committee.
3.	Retirement/Superannuation	All Vested Options as on the date of Retirement /superannuation shall be exercisable by the Option Grantee within the period specified in the Grant Letter or the relevant ESOP Document issued to the Option Grantee, or such other period as determined by the Compensation Committee, whichever is earlier.	Prior to Listing, all Unvested Options shall stand cancelled effective from the date of Retirement/superannuation. Post Listing, all Unvested Options shall continue to vest from the date of Retirement/superannuation, in accordance with the original vesting schedule unless otherwise determined by the Compensation Committee, in accordance with the ESOP Document(s) and Applicable Law.
4.	Death	All Vested Options as on the date of the occurrence of Death shall be exercisable by the nominee(s) or legal heir(s) of the Option Grantee immediately or anytime within the period specified in the Grant Letter or the relevant ESOP	All Unvested Options shall vest on the date of the occurrence of Death and can be exercised in the manner provided for Vested Options.

		Document issued to the Option Grantee, or such other period as may be determined by the Compensation Committee, whichever is earlier.	
5.	Permanent Incapacity	All Vested Options as on the date of the occurrence of Permanent Incapacity may be exercised by the Option Grantee, or if incapacitated, by their nominee(s) or legal heir(s), immediately or anytime within the period specified in the Grant Letter or the relevant ESOP Document issued to the Option Grantee or such other period as may be determined by the Compensation Committee, whichever is earlier. For this purpose, the date of Permanent Incapacity shall be the date mentioned in the certificate issued by the medical expert verifying such Permanent Incapacity of the Option Grantee.	All Unvested Options shall vest on the date of the occurrence of Permanent Incapacity and can be exercised in the manner provided for Vested Options.
6.	Termination due to reasons apart from those mentioned above	The Compensation Committee shall determine as on the date of such termination, in its sole discretion, whether any Vested Options may be exercised and the period within which such Options may be exercised. Such decision shall be final and binding.	All Unvested Options shall stand cancelled as on the date of such termination unless otherwise required by Applicable Law or otherwise determined by the Compensation Committee.

j) Disclosure and Accounting Policies:

The Company shall follow the laws / regulations applicable to accounting and disclosure related to the Employee Stock Options and Accounting Standard IND AS 102 on Share- based payments and / or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India ("ICAI") from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of Regulation 15 of SEBI SBEB Regulations.

The Company shall make disclosures to the prospective Option Grantees containing statement of risks, information about the Company and salient features of the CMES Scheme 2026 in the format as prescribed under SEBI SBEB Regulations.

The Company shall disclose details of Grant, Vest, Exercise and lapse of the Employee Stock Options in the Directors' Report or in an annexure thereof as prescribed under SEBI SBEB Regulations or any other Applicable Laws as in force.

k) Implementation of the Scheme:

The shares arising after the IPO of an unlisted Company, out of options granted under any scheme prior to its IPO to the employees, shall be listed immediately upon exercise on all the recognized stock exchanges where the shares of the Company are listed subject to compliance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and wherever applicable, regulation 11 and 12 of SEBI SBEB and Sweat Equity Regulations.

l) Terms & conditions for buy-back, if any, of specified securities covered under the SEBI SBEB and Sweat Equity Regulations.

The procedure for buy-back of the Options granted under the Earkart Scheme 2026 is to be undertaken at any time by the Company, and the applicable terms and conditions, including:

- i. permissible sources of financing for buy-back of such specified securities;
- ii. minimum financial thresholds to be maintained by the Company as per its last financial statements; and
- iii. limits upon the quantum of specified securities that the Company may buy-back in a financial year. 'Specified Securities' shall be as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- iv. take any other actions and make any other determinations or decisions that it deems necessary or appropriate in connection with the Scheme or the administration or interpretation thereof.

m) Listing:

In case of fresh Grant of Options after Listing, the Company shall obtain prior approval from the shareholders of the Company by way of ratification of the CMES Scheme 2026.

n) Conditions under which option vested in employees may lapse e.g., in case of termination of employment for misconduct:

Sr. No.	Separations	Vested Options	Unvested Options
1.	Termination with cause	All Vested Options which were not Exercised shall stand forfeited and cancelled with effect from the date of such Breach; the date of such Breach shall be determined by the Compensation Committee and its decision on this issue shall be binding and final. Prior to Listing and subject to Applicable Law, the Option Grantee shall be obligated to offer, at a price not higher than the Exercise Price, the Shares issued to the Option Grantee, prior to the date of Breach, on account of his / her Exercise of Vested Options, for: (i) buy back / purchase to the Company; or (ii) the shareholders of the Company pro rata to their shareholding; and as an alternative to (ii) above, the Compensation Committee may, at its sole discretion, decide upon a mechanism for disposition of the Shares referred to in (ii) above and in such an event, the Option Grantee shall be obligated to comply with the directives of the Compensation Committee in this regard.	All Unvested Options shall stand cancelled effective from the date of such Breach, as determined by the Compensation Committee.

o) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

Sr. No.	Separations	Vested Options	Unvested Options
1.	Resignation / Termination	All Vested Options as on the date of submission of	All Unvested Options as on the date of submission of resignation

	(Other than for Cause)	<p>Resignation or notice of termination may be exercised by the Option Grantee within the later of: (i) within a period of 10 (ten) years from the date of Vesting for the respective Options; (ii) the period specified in the Grant Letter or the relevant ESOP Document issued to the Option Grantee (iii) 90 days from the last working day as per Company Policies; or (iv) one month from the date of Listing; or (v) such other period as may be approved by the Compensation Committee on a case-by-case basis.</p>	<p>or notice of termination shall stand cancelled with effect from such date</p>	<p>www.earkart.in info@earkart.in 0120-4102857</p>
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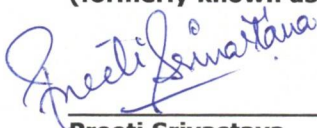
p) Certificate from Secretarial Auditors:

The Board shall at each Annual General Meeting place before the shareholders a certificate from the Secretarial Auditors of the Company that the Scheme has been implemented in accordance with the SEBI SBEB Regulations and in accordance with the resolution of the Company in the general meeting.

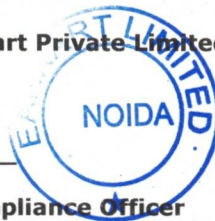
None of the Directors or Key Managerial Personnel of the Company or their relatives, except to the extent of their shareholding, if any, in the Company, are in any way concerned or interested, financially or otherwise, in the proposed resolution set out at item nos. 3 of this Notice.

The board recommends the Special Resolution at Item No. 03 of the accompanying Notice for approval by the Members of the Company.

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



**Preeti Srivastava
Company Secretary & Compliance Officer
Membership No: A31615**



**Date : 23 June 2026
Place : Noida**

Details of Director seeking re-appointment at this AGM

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]

Name of Director	Mr. Rahul Salesha
Director Identification Number (DIN)	09540291
Date of Birth	01/10/1986
Age	39 years
Nationality	Indian
Date of Appointment	24 March 2023
Qualification	M.B.A.
Nature of expertise in specific functional area	Sales
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se	Cordial and Friendly
Brief Profile/Resume of the Director	B.Com from Mumbai University and MSc from Aston University, with prior experience at Starkey Laboratories India. Oversees product development, strategic planning, and business growth, with a focus on bringing high-quality products to market.
Terms and Conditions of appointment	N.A.
Directorship in Other listed entities	Not Applicable
Directorship in Other Companies (excluding Listed Entities, Foreign Companies and Section 8 Companies)	Not Applicable
Chairpersonships / Memberships of Committees held in Committees of Other Companies	Not Applicable
Names of the listed entities from which she/he/Director has resigned in the past 3(Three) years	Not Applicable
No. of shares held by Director	Not Applicable
Remuneration last drawn (in INR) (during Financial Year 2025-26)	INR 42,22,444
Remuneration to be paid	Approximately INR 46,44,688
Number of Meetings of the Board attended during the year (Financial Year 2025-26)	10 (Ten)
Number of Meetings of the Board attended during the year (Financial Year 2026-27, i.e., up to May 29, 2026)	0