



**CERTIFIED COPY OF THE RESOLUTION PASSED IN THE MEMBERS OF AUDIT COMMITTEE MEETING OF EARKART LIMITED HELD ON MONDAY, 15<sup>TH</sup> DAY OF SEPTEMBER, 2025 AT 1.00 PM. AT ITS CORPORATE OFFICE SITUATED AT A-133, GROUND FLOOR, SECTOR-63, NOIDA, GAUTAM BUDDHA NAGAR, U.P. - 201301**

**TO CONSIDER AND TO APPROVE THE OPERATIONAL KEY PERFORMANCE INDICATORS (“KPIs”)**

It was informed that pursuant to Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2022, published in the Official Gazette on November 23, 2022, the Audit Committee is required to approve the Operational Key Performance Indicators (“KPIs”) to be disclose in the Prospectus to be filed with the BSE in respect of the proposed initial public offering of Equity shares of the face value of ₹10 each (“Equity Shares”) of the Company.

The Audit Committee further took note of the fact that no operational KPIs have been disclosed to any investors in the last three years.

Based on the above, the operational KPIs identified by the Audit Committee along with rationale for such classification, as discussed by the Committee, to comply with the SEBI ICDR Amendment, along with a draft of the disclosures to be included in the ‘Basis of Offer Price’ section of the Offer Documents, as set out in *Annexure A*, was placed before the Audit Committee.

The Audit Committee also noted that the operational KPIs as to be disclosed in the Prospectus shall continue to be disclosed by the company post listing, in accordance with paragraph (9)(K)(3)(i) under Part A, Schedule VI and other applicable provisions of the SEBI ICDR Regulations.

Pursuant to discussions between the members of the Audit Committee, the following resolutions has been approved:

**“RESOLVED THAT** pursuant to the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2022, and other applicable provisions, the Audit Committee hereby approves the operational key performance indicators, in respect of the proposed initial public offering of equity shares of the face value of ₹10 each (**“Equity Shares”**) of the company

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, any Director or Company Secretary or Chief Financial Officer be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Ahmedabad, furnish any returns or submit any other documents to any government,

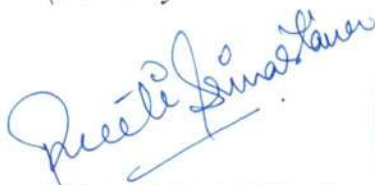


statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deed, matters and things and to negotiate, finalize and execute all such documents, paper, instruments and writings as they may deem necessary, proper, desirable or expedient and to give any such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered to acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof and hereby ratified, confirmed and approved as the act and deed of the board, as the case may be.

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or the Company Secretary and Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action, wherever required.”

**For Earkart Limited**

*(Formerly known as Earkart Private Limited)*



**Preeti Srivastava**  
**Company Secretary & Compliance Officer**  
**M. No. A-31615**



**Encl.: Annexure A**