

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S EXPRESSION 360 SERVICES INDIA LIMITED HELD ON MONDAY, 28<sup>TH</sup> DAY OF APRIL, 2025 AT 11:30 A.M. AT ITS REGISTERED OFFICE AT 203/1, A.J.C BOSE ROAD, CIRCUS AVENUE, KOLKATA-700017.**

**1. CONSTITUTION OF THE STAKEHOLDER RELATIONSHIP COMMITTEE**

**RESOLVED THAT** pursuant to the provisions of Section 178(5) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the approval of the Board of Directors ("the Board") of the Company be and is hereby accorded to constitute the Stakeholder Relationship Committee comprising of the following members of the Board:

| <b>Name of Director</b> | <b>Designation</b>                     | <b>Position in Committee</b> |
|-------------------------|--|------------------------------|
| Mohit Gupta             | Managing Director                      | Member                       |
| Ramesh Kumar Gupta      | Executive Director                     | Member                       |
| Rohit Khetarpal         | Independent and Non-Executive Director | Chairman                     |

**RESOLVED FURTHER THAT** any member of the Stakeholders Relationship Committee may be removed or replaced at any time by the Board and any member of the Committee ceasing to be a director shall be ceased to be a member of the Stakeholders Relationship Committee and the Stakeholders Relationship Committee be reconstituted accordingly.

**RESOLVED FURTHER THAT** the Stakeholders Relationship Committee is authorized to consider and resolve the grievance of security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends and such other functions / activities as may be assigned / delegated from time to time by the Board of Directors of the Company and/or pursuant to the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the quorum for the Stakeholders Relationship Committee will be 2 members.

**RESOLVED FURTHER THAT** the Stakeholders Relationship Committee shall meet at least once in a year and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company

**RESOLVED FURTHER THAT** the Stakeholders Relationship Committee shall have the following terms of reference:

**Measures to be taken by the Committee**

- a) Since this Committee is a Board Committee, the Board shall delegate powers and responsibilities to the Committee (terms of reference)
- b) The terms of reference should include the responsibilities stated under the Act and the Regulations.
- c) The Committee can further create sub-committees of the management if the Company has large shareholder base or more than one type of securities listed on stock markets. This will help better management and quick resolution of the shareholder grievances.

d) The Committee shall lay down policies, procedures and ask for report on status of compliances and various measures taken.

### **The role of Stakeholders Relationship Committee**

1. Resolving the grievances of the security holders of the Company including complaints related to transfer or transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
2. Review of adherence to the service standards adopted by the Company in respect to various services rendered by the registrar & share transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;
3. Review of measures taken for effective exercise of voting rights by shareholders;
4. To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company; and
5. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
6. Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

**RESOLVED FURTHER THAT** the Chairman of the Stakeholders Relationship Committee shall be present at the general meetings of the Company, or in the absence of the Chairman, any other member of the Stakeholders Relationship Committee authorized by the Chairman in this behalf.”

**RESOLVED FURTHER THAT** any of the directors of the Company be and are hereby severally authorized to file E-form MGT-14 or any other applicable e-forms with the Registrar of Companies and do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.

**RESOLVED FURTHER THAT** a copy of the resolution duly certified to be true be furnished to the concerned authorities under the signature of any Director of the Company or Company Secretary & Compliance Officer of the Company, wherever required.

## **2. CONSTITUTION OF THE IPO COMMITTEE**

**RESOLVED THAT** the approval of the Board of Directors ("the Board") of the Company be and is hereby accorded to constitute the IPO Committee comprising of the following members of the Board:

| <b>Name of Director</b> | <b>Designation</b>   | <b>Position in Committee</b> |
|-------------------------|----------------------|------------------------------|
| Mohit Gupta             | Managing Director    | Chairman                     |
| Ramesh Kumar Gupta      | Executive Director   | Member                       |
| Rohit Khetarpal         | Independent Director | Member                       |

**RESOLVED FURTHER THAT** any member of the IPO Committee may be removed or replaced at any time by the Board and any member of the Committee ceasing to be a director shall be ceased to be a member of the IPO Committee and the IPO Committee be reconstituted accordingly.

RESOLVED FURTHER THAT IPO Committee shall have the following Rules for its working:

- **Chairman of the Committee:** In the absence of the Chairman of the IPO Committee from the meeting, the members of the IPO Committee shall elect one of its members as the Chairman of that Committee meeting.
- **Quorum:** The Quorum for the committee meeting shall be the presence of any 2 (two) of the members.
- **Decision & Voting Power:** All the decision of the committee shall be taken by vote of majority. Members of the committee shall be entitled to vote, in case of equality. The Chairman shall have one casting vote.

The Company Secretary and Chief Financial Officer of the Company shall attend and participate at but shall not have the right to vote.

- **Responsibility of Committee:**

The IPO Committee exercises powers in relation to the matters listed below:

1. To decide, negotiate and finalize, in consultation with the lead manager appointed in relation to the Offer (the "LM"), all matters regarding the fresh issue of Equity Shares by the Company in the Offer, decided by the Board, including entering into discussions and execution of all relevant documents with Investors;
2. To decide on other matters in connection with or incidental to the Offer, including the timing, pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered and transferred in the Offer, the Offer opening and Offer closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to anchor investors in consultation with the LMs and in accordance with the SEBI ICDR Regulations and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
3. To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the RoC and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft prospectus (the "DP") and the Prospectus as applicable;
4. To finalize, settle, approve, adopt and file in consultation with the LM where applicable, the DP, the Prospectus, the preliminary and final international wrap and any amendments (including dating of such documents), supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the Stock Exchanges, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;
5. To invite the existing shareholders of the Company to participate in the Offer by offering for sale the Equity Shares held by them at the same price as in the Offer;

6. To approve the relevant restated financial statements to be issued in connection with the Offer;
7. To appoint and enter into and terminate arrangements with the LM, and appoint and enter into and terminate arrangements in consultation with the LM with underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars, public offer account bankers to the Offer, sponsor bank, legal advisors, auditors, independent chartered accountants, registrar to the Offer, depositories, printers, and any other agencies or persons or intermediaries whose appointment is required in relation to the Offer including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the LM and negotiation, finalization, execution and, if required, amendment or termination of the Offer agreement with the LM;
8. To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, and on permitting existing shareholders to sell any Equity Shares held by them;
9. To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DP, the Prospectus, Offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, ad agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), LMs and any other agencies/intermediaries in connection with the Offer with the power authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;
10. To authorise the maintenance of a register of holders of the Equity Shares;
11. To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;
12. To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
13. To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
14. To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;
15. To accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;
16. To approve code of conduct as may be considered necessary or as required under Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;
17. To implement any corporate governance requirements that may be considered necessary by the Board or the any other committee or as may be required under the Applicable Laws, including the SEBI Listing Regulations and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;
18. To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one

- or more stock exchanges, with power to authorize one or more officers of the Company or the Registrar to the Offer to sign all or any of the aforesaid documents;
19. To authorize and approve notices, advertisements in relation to the Offer, in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Offer;
  20. To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the LM.
  21. To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the afore-stated documents;
  22. To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;
  23. To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment, terms of the IPO, utilisation of the IPO proceeds and matters incidental thereto as it may deem fit;
  24. To authorize any concerned person on behalf of the Company to give such declarations, affidavits, undertakings, certificates, consents and authorities as may be required from time to time in relation to the Offer or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;
  25. To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the Board or any other committee thereof may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board or any other committee thereof shall be conclusive evidence of their authority in so doing;
  26. To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
  27. To approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DP, and Prospectus;
  28. To withdraw the DP or the Prospectus or to decide to not proceed with the Offer at any stage in accordance with Applicable Laws and in consultation with the LM; and
  29. To delegate any of its powers set out under (a) to (dd) hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company"

**RESOLVED FURTHER THAT** any of the directors of the Company be and are hereby severally authorized to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.

**RESOLVED FURTHER THAT** a copy of the resolution duly certified to be true be furnished to the concerned authorities under the signature of any Director of the Company or Company Secretary & Compliance Officer of the Company, wherever required.

### **3. CONSTITUTION OF THE RISK MANAGEMENT COMMITTEE**

**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with the approval of the Board of Directors ("the Board") under Regulation 21 and Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("LODR Regulations" or "LODR") and in relation to the applicability, the Company be and is hereby accorded to constitute the Risk Management Committee comprising of the following members of the Board:

| <b>Name of Director</b> | <b>Designation</b>   | <b>Position in Committee</b> |
|-------------------------|----------------------|------------------------------|
| Mohit Gupta             | Managing Director    | Chairman                     |
| Ramesh Kumar Gupta      | Executive Director   | Member                       |
| Rohit Khetarpal         | Independent Director | Member                       |

**RESOLVED FURTHER THAT** any member of the Committee may be removed or replaced at any time by the Board and any member of the Committee ceasing to be a director shall be ceased to be a member of the Risk Management Committee and the Risk Management Committee be reconstituted accordingly.

**RESOLVED FURTHER THAT** the Risk Management Committee is authorize to monitoring and reviewing of the Risk Management Plan and Cyber security of the Company as it may deem fit pursuant to provisions of Companies Act and as per SEBI (LODR). To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management and internal control systems;

**RESOLVED FURTHER THAT** the quorum for the Risk Management Committee will be either 2 members or 1/3<sup>rd</sup> of the members of the Committee, whichever is higher.

**RESOLVED FURTHER THAT** the Risk Management Committee shall meet at least twice in a financial year and shall be conducted in such a manner that on a continuous basis not more than 210 days shall elapse between any two consecutive meetings

**RESOLVED FURTHER THAT** the Risk Management Committee shall have the powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

#### **Role of Risk Management Committee**

The role of the Risk Management Committee shall, inter alia, include the following:

- (1) To formulate a detailed risk management policy which shall include:

(a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectorial, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

(b) Measures for risk mitigation including systems and processes for internal control of identified risks.

(c) Business continuity plan.

(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

**RESOLVED FURTHER THAT** any of the directors of the Company be and are hereby severally authorized to do all such acts, things and deeds on behalf of the Company to give effect to this resolution.

**RESOLVED FURTHER THAT** a copy of the resolution duly certified to be true be furnished to the concerned authorities under the signature of any Director of the Company or Company Secretary & Compliance Officer of the Company, wherever required.

*For Expression 360 Services India Limited*

Expression 360 Services India Ltd.

Mohit Gupta Managing Director

Managing Director

DIN: 02269890