

**NOTICE**

Shorter Notice is hereby given that an Extraordinary General Meeting of the members of Expression 360 Services India Limited (the "Company") (EGM/VII/2025-26) will be held through video conference or other audio-visuals means on Wednesday, February 18, 2026, at 01:00 p.m. at the registered office of the company at 203/1, A.J.C Bose Road, Circus Avenue, Kolkata- 700017 to transact the following businesses:

**SPECIAL BUSINESS:****1. APPOINTMENT OF MRS. KANUPRIYA GUPTA (DIN: 09848901) AS WHOLE TIME DIRECTOR OF THE COMPANY**

*To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:*

**"RESOLVED FURTHER THAT** pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force); any other applicable rules made thereunder as, the SEBI Listing Regulations; recommendation of the nomination and remuneration committee and Board; subject to provisions of Articles of Association of the Company; consent of the members be and is hereby accorded for appointment of Mrs. Kanupriya Gupta (DIN: 09848901) as an Whole-Time Director of the Company designated as the whole time Key Managerial Personnel for a period of five year with effect from the date of approval of Board Meeting, on such terms and conditions including the remuneration, as set out in the appointment letter with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mrs. Kanupriya Gupta.

**1. Duties:**

Mrs Kanupriya Gupta shall be responsible for day-to-day management and operations of the Company and shall perform such duties as may be assigned to her from time to time by the Board of Directors.

**2. Remuneration:**

Not exceeding INR 78,00,000/- (Seventy Eight Lakhs) per annum, payable as remuneration for her services, with authority to the Board of Directors and / or Nomination and Remuneration Committee (NRC) to determine the amount of salary payable and the amount of increment payable on an annual basis within the said limit. However, while determining the annual increments, the Board and / or NRC will consider factors like the Company's overall performance, compensation benchmark etc.

The salary shall be paid monthly in accordance with the Company's normal payroll practices

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of the profits during the tenure of her appointment, the aforesaid amount of remuneration comprising salary, allowances, commission/ bonus, perquisites and benefits, shall be construed as minimum remuneration to Mrs. Kanupriya Gupta and shall be payable irrespective of the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013

**RESOLVED FURTHER THAT** the consent letter, in form DIR-2, received Mrs. Kanupriya Gupta, providing her consent to act as the Additional and Whole-Time Director of the Company, as placed at the meeting be and is hereby taken on record.

**RESOLVED FURTHER THAT** any of the Board of director of the company be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as deem necessary, proper, or desirable and to sign and execute all necessary documents, applications and returns for effectuating the aforesaid resolution.”

2. **APPOINTMENT OF MRS. SHIVANI MARDA (DIN: 10801046) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of sections 149,150, 152 ,and 161 and any other applicable provisions of the Companies Act, 2013(“ACT”) and along with the Rules made there under read with Schedule IV to the Act, the companies (Appointment and Qualification of Directors) Rules, 2014 , and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Mrs. Shivani Marda (DIN; 10801046), who was appointed as an Additional Independent Director( Category: Non-Executive) of the Company by the Board of Directors vide Board resolution dated February 16,2026 effective from February 16,2026, whose term of office expires at ensuing General Meeting (‘GM’) and who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director (Category: Non- executive) of the Company to hold office for a term of 5 (five) consecutive years commencing from February 16, 2026 to February 15, 2031 and shall not be liable to retire by rotation. Mrs. Shivani Marda shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment issued to Mrs. Shivani Marda, and as may be determined by the Board from time to time

**RESOLVED FURTHER THAT** the Board does note the declaration in writing from Mrs. Shivani Marda in Form No. DIR-8 confirming that she is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

**RESOLVED FURTHER THAT** the board of directors of the Company be and hereby severally authorized to do all the acts, deeds and things which are necessary for the appointment Mrs. Shivani Marda as an Independent director of the Company, including filing of the necessary forms with the Registrar of Companies, Kolkata.”

3. **ADOPTION OF NEW SET OF ARTICLE OF ASSOCIATION (AOA) OF THE COMPANY WITH THE REQUIREMENTS APPLICABLE TO A LISTED COMPANY.**

*To consider and if thought fit to pass, with or without modification, if any, the following resolution as special Resolution:*

In order to undertake the proposed initial public offering, the Company will be required to ensure that the articles of association of the Company (the “**Articles of Association**”) confirm to the requirements prescribed by relevant recognised stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges. The Company

therefore proposes to adopt amended Articles of Association that shall conform to the requirements and directions provided by the recognised stock exchanges and contain such other articles as required by a public limited company under applicable laws (including the Companies Act, 2013).

After due discussion, the members are requested to pass the following resolution with or without modification

**“RESOLVED THAT**, Subject to the approval of the shareholders of Expression 360 Services India Limited (the “Company”) through a special resolution and pursuant to Section 5, 14 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, each as amended (“Companies Act”) and in order to align the articles of association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and the recognized stock exchanges where the equity shares of the Company are proposed to be listed, the articles of association of the Company be and are hereby altered and substituted with the revised articles of association, a copy of which has been placed before the meeting, duly initialed by the Chairman of the meeting, be and are hereby approved and adopted as the articles of association of the Company in total exclusion and substitution of the Company’s existing articles of association.

**RESOLVED FURTHER THAT** Mr Mohit Gupta – Chairman and Managing Director (DIN: 02269890), be and is hereby severally, on behalf of the Board, 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, Kolkata at West Bengal (“RoC”), 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, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give 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 or 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 are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

**RESOLVED FURTHER THOSE** certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required

**4. TO AUTHORIZE THE BOARD TO BORROW MONEY PURSUANT TO SECTION 180(1)(c):**

*To consider and if thought fit to pass, with or without modification, if any, the following resolution as special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Section 179 and 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company and, the consent of the members of the Company be and are hereby accorded to the to borrow any sum or sums of money from time to time (exclusive of interest and in one or more tranches) for the purposes of the business of the Company upon such terms and conditions as may be determined, with or without security, from anyone or more of the Company’s bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans,

suppliers' credit, securitized instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institution, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise as the Board may in its absolute discretion think fit. Notwithstanding that the money or moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained/ to be obtained from Company's bankers in the ordinary course of business) including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant foreign currency agreement) may exceed at any time, the aggregate of the paid-up Capital of the Company and its free reserves, provided however, that the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves shall not at any time exceed ₹ 5,000.00 million.

**“RESOLVED FURTHER THAT** Mr. Mohit Gupta (DIN: 02269890) Managing Director, be and is hereby severally, on behalf of the Board, 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, West Bengal at Kolkata (“RoC”), 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, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give 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 or 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 are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

**RESOLVED FURTHER THAT** duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

**5. TO AUTHORIZE THE BOARD TO SELL, LEASE OR OTHERWISE DISPOSE UNDERTAKING OF COMPANY PURSUANT TO SECTION 180(1)(a):**

*To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:*

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or re-enactment thereof) and subject to the approval of the members, consent of the members be and are hereby accorded to create charges, hypothecations, mortgages/equitable mortgages, on movable and/or immovable properties and/ or whole or any part of the undertaking(s) of the Company, present and/or future, to take over the management of the business and concern of the Company and/ or sell/ dispose of the properties so charged, mortgaged or hypothecated in certain events, in favour of lenders, banks, financial institutions, trustees of the holders of debentures/bonds and/or other instruments, hire purchase/lease companies, body corporate or any other person/ on such terms and conditions as the Board may deem fit, towards security for borrowings of the Company from time to time, provided that the total amount at any point of time shall not exceed ₹ 5000.00 million.

**“RESOLVED FURTHER THAT** Mr. Mohit Gupta (DIN: 02269890) Managing Director, be and is hereby severally, on behalf of the Board, be and is 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, West Bengal at Kolkata (“RoC”), 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, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give 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 or 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 are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

**RESOLVED FURTHER THAT** duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time

**Date:** 17.02.2026

**Place:** Kolkata

**By Order of the Board of Directors**

**For Expression 360 Services India Limited**

Expression 360 Services India Ltd.

Managing Director

**Mohit Gupta**

Managing director

DIN: 02269890

Address: GC-4, Tank-11, Salt lake Sector-3

IB Market, Bidhannagar,

North 24 Parganas-700106 (West Bengal)

**NOTES:**

**NOTES FOR MEMBERS' ATTENTION:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business with respect to item 4 & 5 forms part of this Notice
2. This Extra-Ordinary General Meeting ("EOGM") of the Company is being held through Video Conferencing facility, in accordance with the Circular No. 14 dated April 08, 2020, General Circular No. 17 dated April 13, 2020, and General Circular No. 20 dated May 5, 2020, 2020 General Circular No.22 dated June 15, 2020, General Circular No. 33 dated September 28, 2020, General Circular No. 39 dated December 31, 2020, the General Circular No. 02/2021 dated January 13, 2021, General Circular No. 10 dated June 23, 2021, General Circular No. 20 dated December 8, 2021 Circular No. 21/2021 dated December 14, 2021, General Circular No. 02 dated May 05, 2022 and General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024. In compliance with these Circulars and provisions of the Act, the 07<sup>th</sup> Extra-Ordinary General Meeting of the Company for FY 2025-26 is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 07<sup>th</sup> Extra-Ordinary General Meeting of the Company for FY 2025-26 shall be the Registered Office of the Company.
3. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 read with the relevant rules made thereunder, Secretarial Standard on General Meetings (SS-2), in respect of the special business as set out in this Notice, is annexed herewith.
4. The web-link of the meeting is: [07th Extra -ordinary General Meeting of the Members | Microsoft Teams | Meet-up-Join](#) to access and participate in the meeting, shareholders and other participating stakeholders are requested to install Zoom/Microsoft Teams video conferencing application or program, create an account, and then click on the link provided.
5. In case of any assistance with regards to using the technology before or during the meeting, please contact at email id: [sweta@expression360.co.in](mailto:sweta@expression360.co.in)
6. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company.
7. In accordance with MCA Circulars, the notice of the Extra-Ordinary General Meeting is being sent only through electronic mode to those members whose e-mail addresses are registered / available with the Company. Accordingly, no physical copy of the said Notice will be sent to the Members who have not registered their e-mail addresses with the Company / DP. Members may note that the said notice is also available on the website of the Company at [www.expression360.in](http://www.expression360.in)

8. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
9. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution / power of attorney / authorization, authorizing their representative to attend and vote on their behalf at the meeting.
10. Attendance of members through Video Conferencing shall be reckoned for the purpose of quorum for the EOGM as per Section 103 of the Companies Act, 2013, as requirement for physical quorum has been dispensed. Therefore, proxy shall not be allowed to attend and vote at the meeting.
11. The documents covered under this EOGM is made available for inspection, on receipt of request email from members through their e-mail address registered with the Company.
12. The Register of Director's and Key Managerial Personnel and their shareholding and the Register of Contracts with related party and contracts and bodies in which directors are interested, will be available for inspection by the Members on receipt of request email from members through their e-mail address registered with the Company up to the date of the Extra-Ordinary General Meeting and also throughout the continuance of the Extra-Ordinary General Meeting.
13. The Voting at the meeting shall be conducted by saying yes or agreed in accordance with section 109 of the Companies Act, 2013 is demanded by any member. If a poll is demanded at the meeting, then the shareholders can vote by sending an email to the Designated Mail ID: [sweta@expression360.co.in](mailto:sweta@expression360.co.in)
14. The members can pose questions concurrently at the Meeting or can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent.
15. All documents referred to in the Shorter Notice and the Explanatory Statement and other statutory Registers shall be available for inspection by the Members at the Registered Office of the Company during the normal business hours on all working days between 10.00 A.M. and 01.00 P.M. (i.e., except Sundays and public holidays) up to the date of the Extra-Ordinary General Meeting.
16. As the meeting is held through Video Conferencing the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the Meeting is not required.

### **Instructions for attending/joining the EGM**

Members will be able to attend the EGM through VC/OAVM by following procedure

- i) The link for EGM will be made available on the Email Id of the shareholders as registered with the company. Enter the login credentials i.e. User ID and password mentioned in your email. After entering the details appropriately, click on LOGIN
- ii) Members are advised that facility of joining the EGM through VC shall be kept open 15 minutes before the time scheduled for the EGM and shall not be closed till the expiry of 15 minutes after scheduled time. The video-conference shall allow for two way teleconferencing for the ease of participation of the members and the participants
- iii) Members are requested to cast their vote by saying yes or agreed unless demand for poll is made by any Member or Chairman. If demand for poll is made by Chairman or any Member, Members are requested to convey their assent or dissent on the resolution by sending emails through their registered email address on sweta@expression360.co.in. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
- iv) Members are encouraged to join the meeting through Laptops for better experience
- v) Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting
- vi) While all efforts will be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013**

**Item No. 1: APPOINTMENT OF MRS. KANUPRIYA GUPTA (DIN: 09848901) AS WHOLE TIME DIRECTOR OF THE COMPANY**

Subject to the approval of the Shareholders of the Company, the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company had, vide resolutions passed on February 13, 2026, February 14, 2026 and, February 16, 2026 respectively, approved appointment of Mrs. Kanupriya Gupta as Whole time Director of the Company, designated as Executive Director with effect from February 16, 2026 to February 15, 2031. In accordance with Section 196 of the Companies Act, 2013, the appointment of whole-time director requires the approval of the members of the Company and accordingly, the board of directors is seeking your approval for the aforementioned appointment of whole-time director.

The Company has received from Mrs. Kanupriya Gupta, consent to act as the Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director in terms of section 164(2) of the Act, and has not been debarred or disqualified from being appointed or continuing a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mrs. Kanupriya Gupta satisfies all the conditions set out in Part-I of Schedule V to the Act and under sub-section (3) of section 196 of the Act for being eligible for this appointment.

A brief profile of Mrs. Kanupriya Gupta, name of companies in which she holds Directorships, shareholding in the Company, etc, is given as Annexure- 1 to this Notice pursuant the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India.

The remuneration details is also given in Annexure-1 under Other information as required under Section II of Part II of Schedule V of the Act for Payment of Remuneration and terms and conditions of appointment of Mrs. Kanupriya Gupta is as per the details provided under the resolution item No. 1.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mrs. Kanupriya Gupta are in any way concerned or interested in this resolution.

The Board recommends passing of the Resolution at Item No. 1 as Ordinary Resolution in accordance with the provisions of Sections 196, 197, and other applicable provisions of the Companies Act, read with Schedule V to the Companies Act.

**Item No. 2: TO APPOINT MRS. SHIVANI MARDA (DIN: 10801046) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

Based on the recommendation of the Board of Directors of the Company, it is proposed to appoint Mrs. Shivani Marda as an Independent Director of the Company

Mrs. Shivani Marda (DIN: 10801046) was appointed as an Additional Independent Director (Category: Non-Executive) w.e.f. February 16, 2026 in accordance with the provisions of section 161 of the Companies Act, 2013, holds office upto the date of the ensuing General Meeting.

In terms of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Independent Directors requires the approval of shareholders.

Pursuant to the Companies (Appointment and Qualification of Directors), Rules, 2014 and the amendments made thereto from time to time, Mrs. Shivani Marda has registered herself in the Data Bank maintained by the Indian Institute of Corporate Affairs and has paid the fees accordingly.

The Company has received from Mrs. Shivani Marda, consent in writing to act as director in Form DIR-2 and declaration to the effect that he is not disqualified to be appointed as director in Form DIR-8. In the opinion of the Board Mrs. Shivani Marda fulfils the conditions for appointment as an Independent Director (Category: non-Executive) as specified in Companies Act, 2013 and is independent of the management. The proposed Independent Director has significant professional expertise and rich experience across a wide spectrum of functional areas and hence the Board considered that his association with the Company would be of immense benefit to the Company.

Details of Mrs. Shivani Marda in terms of SS-2 has been provided in the Annexure A hereto and forming part of this Notice

The Board feels that presence of Mrs. Shivani Marda (DIN: 10801046) on the board is desirable and would be beneficial to the company and hence recommends passing of the ordinary Resolution as specified in item no. 2 of the notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mrs. Shivani Marda are in any way concerned or interested in this resolution.

### **Item No. 3: ADOPTION OF NEW ARTICLES OF ASSOCIATION:**

In order to undertake the proposed public issue, the Company will be required to ensure that the articles of association of the Company (the “**Articles of Association**”) confirm to the requirements and directions of relevant stock exchanges prior to filing of the Draft Red Herring Prospectus with the Securities and Exchange Board of India and the relevant stock exchanges. The Board therefore proposes to adopt a new altered Articles of Association that shall conform to the requirements and directions provided by the stock exchanges and the Companies Act, 2013 and the rules made thereunder, as amended (“**Companies Act**”), and other applicable laws.

Copy of existing Articles of Association and revised set of Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the extra-ordinary general meeting.

Pursuant to the provisions of Section 14(1) of the Companies Act, as applicable, any amendment in Articles of Association requires approval of the members of the company by way of special resolution.

The Board recommends the resolution for approval of the Members of the Company as specified in item no. 3 of the notice.

### **ITEM NO. 4 & 5: TO AUTHORIZE THE BOARD PURSUANT TO SECTION 180(1)(a) & 180(1)(c):**

As per the provisions of Section 180(1) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Members in the General Meeting by a Special

Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up Capital and the free reserves and securities premium of Company, that is to say, reserves not set apart for any specific purposes. Further without the consent of the Members in the General Meeting by a Special Resolution, the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. Under the provisions of Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013, which were made effective from February, 16, 2026 the above powers can be exercised by the Board only with the consent of the Members obtained by a Special Resolution.

Keeping in view of the Company's business requirements and its growth plans, it is considered appropriate to increase the aforesaid limit of borrowings. Your consent is therefore sought, to authorize the Board to not borrow any time exceed ₹5000.00 Million (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) as outstanding, at any time as set out in the resolution.

The borrowing limit and to create charges, hypothecations, mortgages/equitable mortgages, on movable and/or immovable properties under 180(1)(a) is proposed to be enhanced to such an extent that the sum(s) so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate exceed ₹5000.00 Million in excess of and in addition to the paid-up capital and free reserves of the Company for the time being. It is, therefore, necessary for the Members to pass Special Resolutions under Section 180(1)(a) and Section 180(1)(c) and other applicable provisions of the Companies Act, 2013.

**The Board of Directors at its meeting held on February 16, 2026** recommends the passing of the Special Resolution as set out in Item No. 04 & 05 for approval by the shareholders

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Resolutions, except to the extent of their shareholding in the Company.

**Place: Kolkata**

**Date: 17.02.2026**

By order of the Board  
For and on behalf of,  
Expression 360 Services India Limited

Expression 360 Services India Ltd.

Mohit Gupta

Managing Director

DIN: 02269890

Address: GC-4, Tank-11, Salt lake Sector-3  
IB Market, Bidhannagar,  
North 24 Parganas-700106 (West Bengal)

**ANNEXURE A**

**Brief resume of Directors being Appointment/ Re-appointment pursuant to Secretarial Standard 2 on General Meetings. (For Resolution: 1&2)**

<b>Name of the Director</b>	<b>Mrs. Kanupriya Gupta</b>	<b>Mrs. Shivani Marda</b>
<b>Date of Birth</b>	10/04/1982	19/02/1993
<b>Category</b>	Whole Time Executive Director	Non-Executive Independent Director
<b>Nationality</b>	Indian	Indian
<b>Age</b>	43 Years	32 Years
<b>DIN</b>	09848901	10801046
<b>Date of first Appointment on the Board</b>	16 <sup>th</sup> February, 2026	16 <sup>th</sup> February, 2026
<b>Expertise in specific functional area</b>	Creative Design	PROFESSIONAL
<b>No. of shares held in the Company</b>	8991000	Nil
<b>Board Membership of other listed Companies</b>	National General Industries Limited	Pekon Electronics Ltd. Zinema Media and Entertainment Ltd. North Eastern Exporters Ltd. Croissance Ltd.
<b>Last drawn remuneration from the Company (up to 31 March 2025)</b>	Not Applicable	Not Applicable
<b>Number of Board Meetings attended by the Director during the FY 31 March 2025</b>	Not Applicable	Not Applicable
<b>Chairmanships/Memberships of the Committees</b>	Not Applicable	Member at CSR Committee Chairman at Stakeholder Relationship committee Chairman at NRC committee

<b>List of Directorship in other Companies as on 16-02-2026</b>	Deep Roots Realty Advisory Pvt. Ltd. Unakhom Poly Products Pvt. Ltd. National General Industries Limited	Pekon Electronics Ltd. Zinema Media and Entertainment Ltd. North Eastern Exporters Ltd. Croissance Ltd.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Mrs. Kanupriya Gupta is the wife of Mr. Mohit Gupta, Managing Director and Chairman of the company.	None
<b>List of Companies from which resigned in the past three years</b>	NA	NA

Other information as required under Section II of Part II of Schedule V of the Act for Payment of Remuneration are given below (For Resolution: 1)

<b>1. General Information:</b>	
<b>Nature of Industry</b>	Media and Advertising Industry
<b>Date or expected date of commencement of commercial production</b>	Existing Company in operation since 2010.
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	N.A
<b>Financial performance based on given indicators</b>	In the financial year 2024-25, company made a turnover of Rs.28,022.81/- Lakhs and Profit of Rs.2906.11/- Lakhs after tax
<b>Foreign investments or collaborations, if any</b>	N.A

<b>2. Information About the appointee</b>	
<b>Name</b>	Kanupriya Gupta
<b>1. Background details:</b>	Mrs. Kanupriya Gupta, is the Promoter of our Company. She has been associated with the Company since 2014. She has over 10 years of experience in

	event-based design and decoration. She specializes in planning and designing themes for corporate events, social functions, and brand promotions. At present, she looks after the event design work, digital media, and day-to-day operations of the Company.
<b>2. Past remuneration:</b>	NA
<b>3. Recognition or Awards:</b>	NA
<b>4. Job profile and his suitability:</b>	<p>Mrs. Kanupriya Gupta is appointed as Executive/Whole-Time Director &amp; Whole-time Key Managerial Person (KMP) on the Board of Directors of Company for a period of 5 consecutive years with effect from 16<sup>th</sup> February, 2026. There are certain roles, responsibilities and duties applicable to all Directors, who shall report to the Managing Director of the company, which are as follows:</p> <ul style="list-style-type: none"> <li>• Initiate speedy and stable growth strategies for the organization in line with the Vision and Mission of the company.</li> <li>• Initiate steps for diversification to various other potential businesses.</li> <li>• Initiate steps in achieving the corporate goals of the organization in terms of values and profitability to all the stakeholders.</li> <li>• Shall be responsible for safeguarding and effective utilization of the assets and improving the productivity.</li> <li>• Shall be responsible to discharge the duties entrusted by the Board of Directors from time to time.</li> </ul>
<b>5. Remuneration proposed:</b>	Rs.78,00,000/- p.a
<b>6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:</b>	N.A

<b>7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any:</b>	Mrs. Kanupriya Gupta is the shareholder of the company and wife of Mr. Mohit Gupta, Managing Director and Chairman of the company.
<b>3. Other information:</b>	
<b>1. Reasons of loss or inadequate profits:</b>	NA
<b>2. Steps taken or proposed to be taken for improvement:</b>	NA
<b>3. Expected increase in productivity and profits in measurable terms:</b>	NA
<b>4. Disclosures: NA</b>	