

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S EXPRESSION 360 SERVICES INDIA PRIVATE LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 203/1, A.J.C BOSE ROAD, CIRCUS AVENUE, KOLKATA-700017 ON WEDNESDAY, 7th DAY OF FEBRUARY, 2024 AT 10 AM.

1. CONVERSION OF COMPANY TO PUBLIC COMPANY:

“RESOLVED THAT pursuant to the provisions of Sections 13, 14 and 18 and other applicable provisions, if any, of Companies Act, 2013 Rules, Circulars and Notifications made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the Board of Directors of the Company, be and is hereby accorded, subject to the approval of the members in the General Meeting for Conversion of the Company into a Public Limited Company and subsequently the name of the Company is hereby changed from “Expression 360 Services India Private Limited” to “Expression 360 Services India Limited” by deletion of the word “Private” from the name of the Company.

RESOLVED FURTHER THAT the Memorandum and Articles of Association of the Company be amended to change the name of the Company from “Expression 360 Services India Private Limited” to “Expression 360 Services India Limited”, appearing wherever in the Memorandum and Articles of Association, respectively.

RESOLVED FURTHER THAT pursuant of Section 100 and other application provision of Companies Act, 2013 read with applicable rules, the consent of the Board of Directors of the Company, be and is hereby accorded, to convene Extraordinary General Meeting of the Company on Wednesday, 28th February, 2024 At 10.00 A.M at the Registered Office of the Company to get approval of members for conversion of private company into public company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file, sign, verify and execute all such forms, papers or documents as required with the Registrar of Companies, West Bengal, and to do all such acts, deed and things as may be necessary and/or incidental to give effect to the above resolution.”

2. INCREASE IN AUTHORIZED SHARE CAPITAL

“RESOLVED THAT pursuant to provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including the statutory modification(s) and re-enactment(s) thereof for the time being in force) and subject to the approval of the members in General Meeting by way of Special resolution, consent of the

Board be and is hereby accorded to increase the Authorized Share Capital of the company from Rs. 50,00,000/- (Rupees Fifty Lakh Only) divided into 5,00,000 (Five Lakh) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each, ranking pari-passu with the existing shares of the Company.

RESOLVED FURTHER THAT to give effect to above resolution an Extra-Ordinary General Meeting of the members is hereby called on **Wednesday, 28th day of February, 2024, at 10:00 AM** at the registered office of the company and the Notice of the Extra-Ordinary General Meeting is hereby approved.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file, sign, verify and execute all such forms, papers or documents as required with the Registrar of Companies, West Bengal, and to do all such acts, deed and things as may be necessary and/or incidental to give effect to the above resolution."

3. TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013

RESOLVED THAT pursuant to the provisions of Sections 4, 13, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, Circulars and Notifications made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the Board of Directors of the Company, be and is hereby accorded, subject to the approval of the members in the General Meeting for adoption of the new set of Memorandum of Association of the Company by replacing the existing set of Memorandum of Association by deleting Clause III (C) - "Other Objects of the Company not included in 'A' and 'B' above" and accordingly Memorandum of Association will no longer carry Other Objects.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A), III (B), IV and V of the Memorandum of Association of the Company, be Renamed and read as under:

"Clause III (A) - The objects to be pursued by the Company on its incorporation are:

Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

Clause IV - The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

Clause V - The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten) each."

RESOLVED FURTHER THAT the words "Companies Act, 1956" be substituted with the words "Companies Act, 2013" whenever appears in the existing Memorandum of Association of the Company."

RESOLVED FURTHER THAT to give effect to above resolution an Extra-Ordinary General Meeting of the members is hereby called on **Wednesday, 28th day of February, 2024, at 10:00 AM** at the registered office of the company and the Notice of the Extra-Ordinary General Meeting is hereby approved.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file, sign, verify and execute all such forms, papers or documents as required with the Registrar of Companies, West Bengal, and to do all such acts, deed and things as may be necessary and/or incidental to give effect to the above resolution."

4. TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013

RESOLVED THAT pursuant to the provisions of Sections 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Board of Directors of the Company, be and is hereby accorded, subject to the approval of the members in the General Meeting for adoption of the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of the Schedule I under the Act, and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT to give effect to above resolution an Extra-Ordinary General Meeting of the members is hereby called on **Wednesday, 28th day of February, 2024, at 10:00 AM** at the registered office of the company and the Notice of the Extra-Ordinary General Meeting is hereby approved.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file, sign, verify and execute all such forms, papers or documents as required with the Registrar of Companies, West Bengal, and to do all such acts, deed and things as may be necessary and/or incidental to give effect to the above resolution."

5. APPOINTMENT OF DIRECTOR, Mr. MOHIT GUPTA, AS THE MANAGING DIRECTOR OF THE COMPANY

RESOLVED THAT pursuant to the provisions of Sections 149, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable Rules, Circulars and Notifications made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, subject to the approval of the members of the company, the Consent Board of Directors Unanimously, be accorded to Change designation of Director of the Company not liable to retire by rotation, as Managing Director of the Company for a period of Five years with effect from 29th February, 2024 upon following terms & conditions:

(A) Period of Appointment :

Mr. Mohit Gupta has been designated as a Managing Director for a period of five (5) with effect from 29th February, 2024 to 28th February, 2029.

(B) Basic Salary: Rs. 3,00,000 per month, with annual increment not exceeding 25% of the applicable Basic, as may be determined by the Board.

(C) Performance Bonus: Not exceeding 300% for Basic payable annually for each financial year, as may be determined by the Board.

(D) Perquisites: As per the Rules.

The aggregate of the remunerating and perquisites payable to Mr. Gupta along with the other Directors of the Company taken together, shall be with the limit prescribed the Act.

RESOLVED FURTHER THAT to give effect to above resolution an Extra-Ordinary General Meeting of the members is hereby called on **Wednesday, 28th day of February, 2024, at 10:00 AM** at the registered office of the company and the Notice of the Extra-Ordinary General Meeting is hereby approved.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file, sign, verify and execute all such forms, papers or documents as required with the Registrar of Companies, West Bengal, and to do all such acts, deed and things as may be necessary and/or incidental to give effect to the above resolution."

6. TO REGULARISE MRS. NISHA ADHIKARI (DIN:10495112) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

"RESOLVED THAT, Pursuant to the provisions of sections 149, 150, 152 and 161(1) read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, the consent of the Board of Directors, be and hereby accorded subject to the approval of members, appoint Mrs. Nisha Adhikari as an Independent Director of the Company, who meets all the criteria for Independence as provided under section 149(6) of the Act and has submitted a Declaration that she meets the criteria for Independence, not liable to retire by rotation, to hold office for a term of Five (5) consecutive years with effect from 5th February, 2024 up to 4th February, 2029.

RESOLVED FURTHER THAT to give effect to above resolution an Extra-Ordinary General Meeting of the members is hereby called on **Wednesday, 28th day of February, 2024, at 10:00 A.M.** at the registered office of the company and the Notice of the Extra-Ordinary General Meeting is hereby approved.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file, sign, verify and execute all such forms, papers or documents as required with the Registrar of Companies, West Bengal, and to do all such acts, deed and things as may be necessary and/or incidental to give effect to the above resolution."

7. TO REGULARISE MR. NISARG HARSHADKUMAR ACHARYA (DIN: 10487687) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

"RESOLVED THAT, Pursuant to the provisions of sections 149, 150, 152 and 161(1) read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, the consent of the Board of Directors be and hereby accorded, subject to the approval of members, appoint Mr. Nisarg Harshadkumar Acharya as an Independent Director of the Company, who meets all the criteria for Independence as provided under section 149(6) of the Act and has submitted a Declaration that he meets the criteria for Independence, not liable to retire by rotation, to hold office for a term of Five (5) consecutive years with effect from 5th February, 2024 up to 4th February, 2029.

RESOLVED FURTHER THAT to give effect to above resolution an Extra-Ordinary General Meeting of the members is hereby called on **Wednesday, 28th day of February, 2024, at 10:00 A.M.** at the registered office of the company and the Notice of the Extra-Ordinary General Meeting is hereby approved.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file, sign, verify and execute all such forms, papers or documents as required with the Registrar

of Companies, West Bengal, and to do all such acts, deed and things as may be necessary and/or incidental to give effect to the above resolution.”

8. ADOPTION OF NEW SET OF AOA & MOA

“RESOLVED THAT pursuant to provision of sections 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including the statutory modification(s) and re-enactment(s) thereof for the time being in force), the consent of the Board of Directors of the Company be and hereby accorded subject to the approval of members, the draft regulations contained in the Articles of Associations submitted in the meeting be and hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Associations of the Company with immediate effect.

“RESOLVED THAT pursuant to provision of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including the statutory modification(s) and re-enactment(s) thereof for the time being in force), the consent of the Board of Directors of the Company be and hereby accorded subject to the approval of members, the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect

RESOLVED FURTHER THAT to give effect to above resolution an Extra-Ordinary General Meeting of the members is hereby called on **Wednesday, 28th day of February, 2024, at 10:00 A.M.** at the registered office of the company and the Notice of the Extra-Ordinary General Meeting is hereby approved.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file, sign, verify and execute all such forms, papers or documents as required with the Registrar of Companies, West Bengal, and to do all such acts, deed and things as may be necessary and/or incidental to give effect to the above resolution.”

9. APPOINTMENT OF CHIEF FINANCIAL OFFICER

“RESOLVED THAT pursuant to provision of section 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including the statutory modification(s) and re-enactment(s) thereof for the time being in force), the consent of the Board of Directors be and hereby accorded, to appoint Mrs. Mamta Gautam as Chief Financial Officer (CFO) and classify her as the Key Managerial Personnel of the Company for a period of 5 years w.e.f 8th February, 2024 upon following terms & conditions:

(A) Period of Appointment :

Mrs. Mamta Gautam has been designated as a Chief Financial Officer (CFO) for a period of five (5) with effect from 8th February, 2024 to 7th February, 2029.


(B) Basic Salary: Rs. 37,500 per month.

(C) Allowances: HRA, Medical, Conveyance, and Other Allowances Rs 37,500 per month.

(D) Perquisites: As per Policy.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file, sign, verify and execute all such forms, papers or documents as required with the Registrar of Companies, West Bengal, and to do all such acts, deed and things as may be necessary and/or incidental to give effect to the above resolution."

For M/s. EXPRESSION 360 SERVICES INDIA PRIVATE LIMITED
Expression 360 Services India Pvt. Ltd.


MOHIT GUPTA Director
Director
(DIN: 02269890)