

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF EXPRESSION 360 SERVICES INDIA LIMITED(I OF 2025-26) WILL BE HELD ON FRIDAY, 16TH DAY OF MAY, 2025 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 203/1, A.J.C.BOSE ROAD, CIRCUS AVENUE, KOLKATA- 700017 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:**1. Revision in Remuneration of Mr. Mohit Gupta, Managing Director**

To consider and if thought fit to pass with or without modification(s) the following resolution as Special Resolution:

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with Provisions of section 196, 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 along with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) , and pursuant to the provisions of Articles of Association of the Company, the consent of the Members be and is hereby accorded for the revision in remuneration of Mr. Mohit Gupta, Managing Director (DIN: 02269890) with effect from **April 1, 2025** as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned Authorities in connection with this resolution.

Place: Kolkata

Date: 15.04.2025

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

Expression 360 Services India Limited

Ramesh Kumar Gupta .

Director

Ramesh Kumar Gupta

Director

DIN: 03158448

NOTES:

1. The statement pursuant to section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice convening this meeting is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the Proxy duly completed, stamped and signed should, however, be deposited at the registered office of the company not less than forty-eight hours before the time scheduled for commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. 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 authorizing their representative together with their respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting pursuant to Section 113 of the Companies Act, 2013.
5. All documents referred to in the 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 and at the venue during the continuance of the Meeting.
6. In terms of provision of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015, the Company is not required to provide the e-voting facility to shareholders of the Company and therefore your company has opted to hold this meeting of the members physically only.
7. Members/Proxies are requested to bring their attendance slip enclosed herewith duly filled in and signed for attending the Meeting and hand it over at the entrance.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 ("the Act") and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available during the meeting for inspection by the members during the time of Extra Ordinary General Meeting.
9. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the Meeting is enclosed.

Additional information required to be given as per the provisions contained in Schedule V of the Companies Act, 2013 are given hereunder:

1. GENERAL INFORMATION

i	Nature of Industry	Media and Advertising Industry
ii	Date or expected date of commencement of commercial production	Existing Company in operation since 2010.
iii	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
iv	Financial performance based on given indicators	In the financial year 2023-24, company made a turnover of Rs.22,426.79/- Lakhs and Profit of Rs. 1530.98/- Lakhs after tax
v	Foreign investments or collaborations, if any	N.A.

Place: Kolkata
Date: 15.04.2025

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

Ramesh Kumar Gupta

Ramesh Kumar Gupta Director
Director
DIN: 03158448

EXPLANATORY STATEMENT, PURSUANT TO SECTION 102 OF COMPANIES ACT 2013

Item No. 1: Revision in Remuneration of Mr. Mohit Gupta, Managing Director

Mr. Mohit Gupta was appointed as Managing Director of the Company by the Board of Directors in their meetings held on February 28, 2024, w.e.f. February 29, 2024 for a period of 5 years.

Further considering the Company's performance, the progress made and targets achieved by the Company and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on **April 15, 2025** approved the revision of monthly remuneration of Mr. Mohit Gupta, Managing Director from **Rs. 12.5 lakhs to Rs.20 lakhs** for the **FY 2025-26** with effect from **April 1, 2025**. The details of remuneration payable to Mr. Mohit Gupta, Managing Director is as under:

1. **Gross Salary:** The fixed monthly salary shall be **Rs.20 Lakhs w.e.f April, 01, 2025**.
2. **Other Benefits and Perquisites :** The Managing Director shall continue to enjoy other benefits and perquisites, including but not limited to:
 - o **Bonus:** As per the company's policy and performance.
 - o **Allowances:** Housing, transport, and other allowances in accordance with the company's policies.
 - o **Insurance:** Health and life insurance coverage.
 - o **Advance Salary:** The Managing Director shall be entitled to receive an advance payment of salary as and when required, subject to approval by any two directors of the Company and such advance shall be adjusted against subsequent monthly salary payments.

PERQUISITES: In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revision in remuneration of Mr. Mohit Gupta, Managing Director as decided by the Board of Directors is required to be approved by the Members at their meeting due to inadequacy of profits.

The revised remuneration is in line with industry standards for managerial personnel in similar roles and responsibilities. Accordingly, the Members are requested to consider and approve the revision in the monthly remuneration of Mr. Mohit Gupta, Managing Director.

Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, consent of the members is being sought by way of Special Resolution.

Except Mr. Mohit Gupta, none of the promoters, directors, key managerial personnel and their relatives are concerned or interested financially or otherwise, in the Resolution.

The Board and the NRC, as the case may be, may, at its discretion, fix the monthly increment of MD every year, subject to the percentage limits applicable to the Senior Management based on performance.

Place: Kolkata

Date: 15.04.2025

By order of the Board

For and on behalf of,

Expression 360 Services India Limited

Expression 360 Services India Limited

Ramesh Kumar Gupta *Ramesh Kumar Gupta*

Director

DIN: 03158448

Director

Form No. MGT-11

PROXY FORM

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

Name of the Company: Expression 360 Services India Limited
CIN: U74300WB2010PLC143636

Registered Office:

203/1, A.J.C Bose Road
Circus Avenue, Kolkata- 700017
Phone: 9330634616
E-mail: accounts@expression360.co.in

Name of the Member :

Registered Address :

E-mail Id :

Folio No. :

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name :

Address :

E-mail Id :

Signature : , or failing him/her

2. Name :

Address :

E-mail Id :

Signature : _____, or failing him/her

3. Name :

Address :

E-mail Id :

Signature : _____, or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Friday, May 16, 2025 at 11:30 A.M.** at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the Extra – Ordinary General Meeting, as are indicated below:

Item No.	Resolutions
	Special Business
1.	Revision in Remuneration of Mr. Mohit Gupta, Managing Director
2.	

Signed this _____ day of _____ 2025

Signature of shareholder:

Signature of Proxy holder:

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission

ATTENDANCE SLIP FOR EXTRA ORDINARY GENERAL MEETING
(Please bring this Attendance Slip to the Venue and hand it over at the entrance)

Venue of the meeting	203/1, A.J.C Bose Road, Circus Avenue, Kolkata-700017
Day, Date & Time	Friday, May 16 th , 2025 at 11:30 A.M.

Name of the Member/Proxy* (in Block Letters)	
Address	
Folio No.	
No. of Shares held	

I certify that I am a member/proxy* for the member of the company.

I hereby record my presence at the **Extra – Ordinary General Meeting** of the Company held on **Friday, May 16th, 2025 at 11:30 A.M.** at the Registered Office of the Company at 203/1, A.J.C Bose Road, Circus Avenue, Kolkata-700017, West Bengal.

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Signature of the Member / Proxyholder* attending the meeting

Notes:

1. Member/Proxy holder who wishes to attend the meeting must bring this Attendance Slip and handover the Slip at the entrance of the meeting hall duly signed.
2. *Please strike off whichever is not applicable.