

NOTICE

Shorter Notice is hereby given that an Extraordinary General Meeting of the members of Expression 360 Services India Limited (the "Company") (EGM/IV/2025-26) will be held on Saturday, July 26, 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 businesses:

SPECIAL BUSINESS:**1. APPROVE THE ISSUANCE OF BONUS SHARES TO THE EQUITY SHAREHOLDERS OF THE COMPANY:**

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

“RESOLVED THAT, pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 as may be amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, as may be specified while according such approvals from the appropriate authorities in this regard, the consent of the Members of the Company be and is hereby accorded to Capitalize a sum of Rs.29,70,78,000/- (Rupees Twenty Nine Crore Seventy Lakh Seventy Eight Thousand Only) out of the Reserves and Surplus of the company for distribution among the holders of existing fully paid up Equity Shares of Rs. 10/- (Rupees 10) each, whose names will appear in the Register of Members of the Company on a date (“Record Date”) to be decided by the Board of Directors, and that such amounts be transferred to the share capital account as an increase of the nominal amount of the share capital of the Company held by each such shareholder, and not as income or in lieu of dividend, credited as 2,97,07,800 (Two Crore Ninety seven Lakh Seven Thousand Eight Hundred) fully paid Equity Shares of Rs. 10/- (Rupees 10) each as bonus shares in the proportion of 134:1 [i.e., issue of 134 (One Hundred Thirty Four) shares as a bonus Equity Shares of Rs. 10/- each for every 01 (One) Equity Share of Rs. 10/- each of the Company held as on the Record Date.]

RESOLVED FURTHER THAT, the Equity Shares of the Company proposed to be issued and allotted as Bonus Equity Shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of the Company. The equity shares issued pursuant to the Bonus Issue shall be credited to the respective beneficiary accounts of the shareholders of the Company.

RESOLVED FURTHER THAT, all fractions of Bonus Equity Shares be ignored and no members shall be entitled to fractional shares as a result of implementation of this resolution and the bonus shall be rounded off to the nearest integer.

RESOLVED FURTHER THAT, for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be necessary, desirable or expedient, including resolving any question, doubt or difficulties that may arise in connection with or incidental to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations or variations in this regard as prescribed by the statutory authority(ies) which they think fit and proper and to sign, execute and file all necessary papers, document including filing of e-forms with the concerned Registrar of Companies , West Bengal or any other statutory or regulatory authority .

Date: 24.07.2025

Place: Kolkata

By Order of the Board of Directors

For Expression 360 Services India Limited

Expression 360 Services India Ltd.


Mohit Gupta, Managing Director

Managing director

DIN: 02269890

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

NOTES:

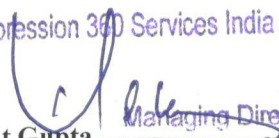
1. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Shorter Notice convening this meeting is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT 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 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 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 write their Client ID and Depository Participant ID on the attendance slip and 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. The Meeting is conveyed at a shorter notice after obtaining the necessary consent of the members as required under the Companies Act, 2013.

10. 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.

Place: Kolkata
Date: 24.07.2025

By order of the Board
for and on behalf of,
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)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013

2. Item No.1: Approve the issuance of Bonus Shares to the Equity Shareholders of the Company:

It is hereby brought to the attention of the members that the operations and performance of the Company has grown significantly over the past few years, which has generated considerable interest in the Company's equity shares; also considering the to capitalize the reserve and surplus and to rationalize the capital structure and in appreciation of continuing support from shareholders of the Company, the Board of Directors at its meeting held on 24th July , 2025, considered it desirable to make a fair and reasonable adjustment to the exercise price against the issue of Bonus shares to the existing Shareholders in the proportion of 134:1,i.e, 134 new fully paid- up equity share of Rs. 10/- (Rupees Ten) each for every 1 existing Equity Share held as on the record date. This Bonus issue will be affected by capitalizing a sum not exceeding Rs. 29,70,78,000/- (Rupees Twenty Nine Crore Seventy Lakh Seventy Eight Thousand only) out of the free reserves of the Company as on 31ST March, 2024.

The Members shall informed that all the conditions specified in Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 are duly complied with.

The members are further informed that the issue of Bonus shares by capitalization of reserves is authorized by Clause 38 of the Articles of Association of the Company in conformity with the Companies Act, 2013.

The Bonus Shares, from the date of allotment thereof, shall rank pari- passu in all respect with the existing equity shares of the Company.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives (as defined in the Companies Act, 2013) of the Company are concerned or interested. financially or otherwise in the proposed resolution as set out at Item No. 1 of the Notice, except to the extent of their shareholding in the Company, if any. The Board of Directors recommends the resolution set forth under Item No. 1 of the accompanying Notice for approval by the Members by way of passing an Ordinary Resolution.

Place: Kolkata

Date: 24.07.2025

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)**

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 **Saturday, July 26, 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	Optional	
		For	Against
	Special Business		
1.	Approve the issuance of Bonus Shares to the Equity Shareholders of the Company:		

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	Saturday, July 24 th , 2025 at 11:30 A.M.

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

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 **Saturday, July 26th, 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 / Proxy holder* 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.