

NOTICE

Shorter Notice is hereby given that an Extraordinary General Meeting of the members of Expression 360 Services India Limited (the "Company") (EGM/V/2025-26) will be held on Friday, August 08, 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. TO APPROVE THE SUB-DIVISION/SPLIT OF EQUITY SHARES OF THE COMPANY FROM THE FACE VALUE OF RS. 10/- TO FACE VALUE OF RS. 5/- PER SHARE AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION 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 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and subject to such other permissions, consents and approvals as may be required from concerned statutory authorities or bodies and Board of Directors, the consent of the members of Expression 360 Services India Limited (the "Company") be and is hereby accorded for the sub-division/ split of Equity Shares of the Company, such that each of the Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each in the authorised Share Capital and paid-up capital of the company (fully paid-up) be sub-divided into 2 (Two) Equity Shares of face value of Rs. 5/- (Rupees Five only) each fully paid up, ranking pari-passu in all respects with effect from **August 05, 2025** being the record date fixed for this purpose by the Board of Directors of the Company ("**Record Date**").

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the authorised, issued, subscribed and paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company existing on **August 05, 2025** being the record date fixed by the Board of Directors of the Company ("**Record Date**") for the sub-division of shares as indicated above shall stand **sub-divided into 2 (Two) Equity Shares of face value of Rs. 5/- (Rupees Five Only)** each fully paid up, without altering the aggregate amount of such capital and shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity share of Rs. 10/- (Rupees Ten) each of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division/ split of equity shares of the Company, the authorised, issued, subscribed and Fully Paid-Up Share Capital of the Company of face value of Rs. 10/- (Rupees Ten only) each, fully paid up, existing on the **Record Date, i.e on August 05, 2025** shall stand sub-divided as follows:

Authorised share capital:

Type of capital	Pre sub-division			Post sub-division		
	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Authorised share capital						
Equity Shares	3,00,00,000	10	30,00,00,000	6,00,00,000	5	30,00,00,000
Total	3,00,00,000	10	30,00,00,000	6,00,00,000	5	30,00,00,000

Issued, Subscribed and Paid-up share capital:

Type of capital	Pre sub-division			Post sub-division		
	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Equity Share	2,99,29,500	10	29,92,95,000	5,98,59,000	5	29,92,95,000

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and as a consequence of sub-division of the equity share Capital of the Company, the consent of the Board be and is hereby accorded to substitute alter the existing Clause V of the Memorandum of Association of the Company with the following new clause:

“V. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 6,00,00,000 (Six Crore) Equity Shares of face value of Rs. 5/- (Rupees Five Only) each.”

RESOLVED FURTHER THAT, upon sub-division/ split of equity shares as aforesaid and with effect from the **Record Date i.e from August 05, 2025**, the equity shares held in dematerialized form, the number of sub-divided Equity Shares be credited proportionately to the respective beneficiary demat account(s) of the Members held with the Depository Participants before sub-division, in lieu of the existing credits present in their respective beneficiary demat account(s) and the company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may, in their absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the sub-division/Split of shares and to file all the requisite returns/forms with the Registrar of Companies/MCA under the provisions of the Companies Act, 2013 and consequent amendment in Memorandum of Association of the Company, as they may think fit, for the purpose of giving effect to this Resolution, on behalf of the Company.” sub-division/split of the Equity Shares of the Company, and matters incidental and ancillary thereto. The certified copies of this resolution be provided to those concerned wherever required.”

2. TO ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to and in accordance with the provisions of Section 4,13 and 15 and other applicable provisions, if any, of Companies Act, 2013,(‘the Act’) read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), and approval of such regulatory authority(ies) and Board of Directors, the consent of the members of Expression 360 Services India Limited (the “**Company**”) be and is hereby accorded, to **alter the existing Memorandum of Association of the Company with respect to the Object Clause (Clause III) (A) and (B) of the Memorandum of Association** and such other amendments as may be required in the manner as set out hereunder to align and adopt the Memorandum of Association with the requirements of the provisions of the Companies Act, 2013, as follows –

- A. The existing Clause III(A) titled “ **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE**” comprising of sub-clause(s) (1), be and is hereby permanently deleted in full. Sub- clauses (2) & (3) be and are altered by replacing and substituting the same with new sub- clause (1) & (2) respectively. Additionally one new Sub clause (3) be and is hereby added as follows:
3. To undertake, manage, and conduct business both in India and abroad, focusing on the planning, organizing, and execution of a diverse range of events and exhibitions. This includes government events, corporate gatherings, trade shows, conferences, Seminars and social events. The company focuses on planning, organizing, and running these events smoothly, ensuring client satisfaction and creativity. This includes handling all the logistics, working with vendors, managing budgets, promoting the event, and following all necessary rules and safety guidelines. The goal is to create memorable, high-quality experiences for clients while keeping costs reasonable and maintaining a professional, innovative approach to every event.
- B. The existing Clause III(B) titled as “**MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)**” a new sub clause (4) be and is hereby added as follows:
4. To carry on the business of installing and operating of food stalls, including but not limited to the establishment, maintenance, and management of food stalls, kiosks, canteens, and similar food and beverage outlets at various locations such as public parks, zoos, recreational areas, shopping complexes, transportation hubs, and other commercial and public spaces. The business activities

shall also include the preparation, processing, packaging, distribution, and sale of food and beverages, both perishable and non-perishable, as well as the supply of related products, accessories, and services

“RESOLVED FURTHER THAT the amended Memorandum of Association of the Company incorporating the alterations as specified above, the draft of which is circulated along with the notice of this meeting be and is hereby approved and adopted as Memorandum of Association of the Company in line with the provisions of the Companies Act, 2013, in place of the existing Memorandum of Association of the Company, and shall take effect and come into force from the date of its registration by the Central Government.”

“RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matter connected therewith or incidental thereto.”

“RESOLVED FURTHER THAT a copy of the resolution duly certified to be true be furnished to the concerned authorities under the signature of any one of the Directors of the Company, wherever required and they be requested to rely upon the authority of the same.”

Date: 06.08.2025

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:


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: 06.08.2025

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

Item no.1: To Approve the Sub-division/Split of Equity Shares of the Company from the face value of Rs.10/- to face value of Rs. 5/- per share and consequent amendment to the Memorandum of Association of the Company:

The shareholders are hereby informed that the Company proposes to undertake a sub-division/Split of its Equity Shares in order to improve the liquidity of its shares. The existing Equity Shares of face value of ₹10/- each will be sub-divided into Equity Shares of face value of ₹5/- each.

In the opinion of the Board of Directors, the proposed sub-division will make the Company's Equity Shares more affordable and is expected to encourage wider investor participation. Accordingly, the Board believes that this move is in the best interest of both the investors and the Company.

Accordingly, the Board of Directors at its meeting held on **06th August, 2025** approved, subject to the approval of members of the Company and statutory authority(ies), if any, the sub-division/ split of Equity Shares of the Company, such that each of the Equity Shares having face value of Rs. 10/- (Rupees ten only) each (fully paid-up), in the authorised and paid-up capital of the Company, be sub-divided into 2 (Two) Equity Shares having face value of Rs. 5/- (Rupee Five only) each, fully paid-up, ranking pari-passu in all respects with effect from August 05, 2025, being the record date fixed for this purpose by the Board ("Record Date").

The Board of Directors, therefore, recommends an Ordinary Resolution as set out in the accompanying Notice for the approval of the members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The sub-division/ split of Equity Shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association of the Company and the revised clause shall be as follows:

"V. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 6,00,00,000 (Six Crore only) Equity Shares of face value of Rs.5/- (Rupees Five Only) each."

There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on account of sub-division/ split of the Equity Shares. Further, such sub-division/ split shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

Post sub-division of Equity Shares, the authorised, issued and paid-up share capital of the Company shall be as follows:

Type of capital	Pre sub-division			Post sub-division		
	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Authorised share capital						
Equity Shares	3,00,00,000	10	30,00,00,000	6,00,00,000	5	30,00,00,000
Total	3,00,00,000	10	30,00,00,000	6,00,00,000	5	30,00,00,000

Issued, Subscribed and Paid-up share capital:

Type of capital	Pre sub-division			Post sub-division		
	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Equity Share	2,99,29,500	10	29,92,95,000	5,98,59,000	5	29,92,95,000

The new set of Memorandum of Association with the proposed amendments is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 1 of this Notice except to the extent of their shareholding and directorship in the Company, if any

Item no. 2: To alter the object clause of the Memorandum of Association of the Company:

The Board of Directors of the Company proposes to alter the Object Clause of the Memorandum of Association (MOA) of the Company, in accordance with the provisions of Sections 4, 13, and 15 of the Companies Act, 2013 read with applicable rules and other applicable provisions, if any.

As per the existing Memorandum of Association, Clause III (A) outlines the objects to be pursued by the Company upon incorporation. The Board of Directors has reviewed the existing objects and believes it is necessary to update and align them with the Company's current and future business plans, and also to ensure compliance with the Companies Act, 2013.

Accordingly, the following changes are proposed:

1. Alteration of Clause III(A) – Main Objects:

- The existing sub-clause (1) of Clause III (A) is proposed to be deleted in full.
- Existing sub-clauses (2) and (3) are proposed to be renumbered and substituted with new sub-clauses (1) and (2), reflecting revised business priorities.
- A new sub-clause (3) is proposed to be added to include the business of planning, organizing, and executing a variety of events and exhibitions, both in India and abroad, encompassing government events, corporate events, trade shows, conferences, and social events.

2. Addition in Clause III (B) – Ancillary/Incidental Objects:

- A new sub-clause (4) is proposed to be inserted in Clause III (B) to include the activity of installing and operating food stalls, kiosks, canteens, and similar outlets, along with preparation, packaging, and sale of food and beverages and related services at various public and commercial locations.

These changes are intended to provide greater flexibility and scope for the Company to explore new business opportunities and align the MOA with modern business practices and the provisions of the Companies Act, 2013.

A draft of the amended Memorandum of Association of the Company incorporating the proposed changes is available for inspection at the registered office of the Company during business hours and is also being circulated along with the Notice of the Extra-Ordinary General Meeting.

The Board recommends the passing of the Special Resolution as set out in the accompanying Notice for the approval of the members.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 2 of this Notice except to the extent of their shareholding and directorship in the Company, if any

Place: Kolkata

Date: 06.08.2025

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

Expression 360 Services India Ltd.


Mohit Gupta Managing Director

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 **Friday, August 08, 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.	To Approve the Sub-division/Split of Equity Shares of the Company from the face value of Rs.10/- to face value of Rs. 5/- per share and consequent amendment to the Memorandum of Association of the Company.		
1.	To alter the object clause of the Memorandum of Association 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	Friday , August 08, 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 **Friday, August 08th, 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.