NOTICE

Notice is hereby given that the 1st Extra-ordinary General Meeting of the members of Expression 360 Services India Limited (the "Company") (EGM/I/2026-27) will be held through video conference or other audio- visuals means on Friday, June 19, 2026, at 03:30 p.m. at deemed to be 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 consider and approve the Investments, Loans, guarantees and security in excess of limits specified under sec 186 of the Companies Act, 2013Approval under Section 186 of the Companies Act, 2013**

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder and such other approvals, consents, sanctions and permissions as may be required in that behalf and in terms of the Memorandum and Articles of Association of the Company, the consent of the members on the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to, inter alia, (a) give any loan to any person(s) or other body corporate(s);(b)give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate or invest the funds of the company from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time ₹ 1,00,00,00,000/- (Rupees One Hundred Crores Only) in excess of the limit specified under sub section (2) of the said section 186, so however that such aggregate amount shall not exceed ₹ 1,00,00,00,000/- (Rupees One Hundred Crores Only) at any time.

RESOLVED FURTHER THAT Mr. Mohit Gupta, Managing director of the company 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 and signing 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.

2. To Consider and Increase in NRI /OCI Limits

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

In terms of Foreign Exchange Management Act, 1999, as amended ("FEMA"), the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended ("FEMA Rules") and the Consolidated FDI Policy Circular of 2020, as amended (together with the FEMA and FEMA Rules, the "FEMA Laws"), the Non-resident Indians ("NRIs") and Overseas Citizens of India ("OCIs"), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of an Indian Company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24% by passing a special resolution to that effect by the shareholders of the Company and followed by necessary filings with the Reserve Bank of India. Considering the proposal intending to get the equity shares of the Company listed, the approval of the shareholders may consider by way of special resolution, to increase the foreign investment limit of NRIs and OCIs, together, to 20% of the paid-up equity share capital of the Company.

"RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended up to date, the Consolidated Foreign Direct Investment Policy Circular of 2020 issued by the Department for Promotion of Industry and Internal Trade, Government of India, Master Directions – Foreign Investment issued by the Reserve Bank of India (as amended from time to time), the Companies Act, 2013 as amended, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India ("RBI", Ministry of Finance, Government of India ("MoF), the Ministry of Corporate Affairs, Government of India("MCA") and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company, and subject to the approval of the shareholders of Expression 360 Services India Limited (the "Company"), the respective limits of investment by non-resident Indians ("NRI") and overseas citizens of India ("OCI") in the Equity Shares of the Company in accordance with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, be and is hereby increased from 10% to 24% of the paid-up equity share capital of the Company, on a fully diluted basis, provided however that the shareholding of each non-resident Indian and overseas citizens of India in the Company shall not exceed the limit as may be stipulated by RBI in each case, from time to time.

RESOLVED FURTHER THAT any director and company secretary of the company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms with the relevant authorities and doing all such acts, deeds, and things as may be required or deemed necessary to implement such resolutions."

3. **To Consider and approve the Revision of Remuneration of Mrs. Kanupriya Gupta, Whole Time Director (DIN: 09848901)**

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and Audit committee in accordance with the 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 revision in monthly remuneration of

Mrs. Kanupriya Gupta, Whole-time Director (DIN: 09848901) with effect from April 1, 2026 for the F.Y. 2026-27.

1. **Gross Salary:** The fixed salary be increased from ₹6,50,000 (Rupees Six Lakhs Fifty Thousand) to ₹ 8,50,000 (Rupees Eight Lakhs Fifty Thousand) per month.

2. **Other Benefits and Perquisites:** The Wholetime Director shall continue to be entitled to the existing benefits and perquisites, including but not limited to:
   - **Bonus:** As per the Company's policy and performance parameters.
   - **Allowances:** Housing, transport, and other allowances in accordance with the Company's applicable policies.
   - **Insurance:** Health and life insurance coverage as per the rules of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure, the Committee recommends that the Company may pay to Mrs. Kanupriya Gupta such remuneration and perquisites as set out above, not exceeding the limits prescribed under Schedule V to the Companies Act, 2013, as may be approved by the Board of Directors.

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."

Date: 25.05.2026
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: 203/1, A.J.C Bose Road,
Circus Avenue, Kolkata- 700017

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 1st 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, Circular no. 03/2025 dated 22 September, 2025. In compliance with these Circulars and provisions of the Act, the EOGM of the Company for FY 2026-26 is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the EOGM of the Company for FY 2026-27 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 : 01st Extra-Ordinary General Meeting | Microsoft Teams | Meetup-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

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

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

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 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: To consider and approve the Investments, Loans, guarantees and security in excess of limits specified under sec 186 of the Companies Act, 2013Approval under Section 186 of the Companies Act, 2013

During the normal course of business, the Company may have to give loans, guarantees, securities and / or invest funds which cannot be immediately and / or wholly deployed gainfully in the operations of the Company.

As per Section 186, of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The current loans and investments of the Company is although well within the limits specified under the law, but in view of the cash flows received/expected in the company in near future, and the business plans of the company , it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 of the Companies Act be increased to Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) with the approval of shareholders. The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Companies Act, 2013 read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

The Board of Directors of your Company recommends the resolution as set out in Item No.1 of the accompanying notice for the approval of the shareholders for passing of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

Item No. 2: To Consider and Increase in NRI /OCI Limits

In terms of Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Nondebt Instruments) Rules, 2019, as amended (the "FEMA Regulations"), and the Consolidated Policy Circular of 2017, as amended (together with the FEMA Regulations, the "FEMA Laws"), the Non Resident Indians ("NRI") and Overseas Citizens of India ("OCI"), together, can acquire and hold on repatriation basis up to an aggregate limit of 10% of the paid up equity share capital of an Indian company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with the Reserve Bank of India as required under FEMA Laws.

Considering the proposal of intending to get the shares of the Company listed, the Board of Directors of the Company ("**Board**") has, at its meeting held on March 13, 2026, proposed, subject to the approval of the shareholders by way of a special resolution, to increase the foreign investment limit of NRIs and OCIs to 24% of the paid up equity share capital of the Company. This would allow non-resident Indians to acquire to a greater extent the equity shares proposed to be offered in the Issue and also allow effective post-listing trading in the Equity Shares by non-resident Indians.

The Board recommends the resolution set out in Item No.2 of the Notice for your approval as a Special Resolution.

None of the Directors, key managerial personnel, senior management and relatives of Directors, key managerial personnel and/or senior management (as defined in the Companies Act and SEBI ICDR Regulations) are concerned or interested in the proposed resolution, except in the ordinary course of business.

Item No. 3. To Consider and approve the Revision of Remuneration of Mrs. Kanupriya Gupta, Whole time Director (DIN: 09848901)

Mrs. Kanupriya Gupta was appointed as the Whole-time Director of the Company, effective from February 16, 2026, for a term of five years, pursuant to an ordinary resolution passed by the members on February 18, 2026, and has since been responsible for overseeing the company's business operations.

Based on the recommendations of the Nomination & Remuneration Committee of the Company, Audit Committee of the Company and considering her performance, the Board of Directors of the Company ("the Board"), in its meeting held on May 25, 2026, has revised her terms of remuneration with effect from April 1, 2026, subject to the approval of the Members of the company, as amended from time to time.

The terms of payment will be as follows:

Particulars	Existing remuneration p.m. (in Rs.)	Revised Remuneration p.m. (in Rs.)
Salary & Allowances	6,50,000/-	8,50,000/-
Commission	NA	NA
Retirement Benefits/ Perquisites:	As per Company's Policy	As per Company's Policy

In the event of loss or inadequacy of profits in any of three years tenure of services of Mrs. Kanupriya Gupta as the Whole Time Director of the Company, the aforementioned amount of salary, commission, perquisites, and other allowances be considered as minimum remuneration and shall be payable irrespective of the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

The Nomination and Remuneration Committee ('NRC'), taking into consideration the skills, expertise and competence required for the Board in the context of the business and sectors of the Company and based on the performance evaluation has recommended to the Board that Mrs. Kanupriya Gupta qualifications and the rich experience in the areas of corporate governance, management, transformation of businesses, safety and sustainability and corporate advisory meets the skills, capabilities and knowledge required for the role of Whole-time Director of the Company.

A brief profile of Mrs. Kanupriya Gupta and other requisite details, pursuant Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), is provided separately in **Annexure - 1.**

No director, key managerial personnel or their relatives except Mrs. Kanupriya Gupta (DIN: 09848901), to whom the resolution relates, are interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 3.

The Board of Directors recommends the resolution set out at Item No. 3 for approval by the Members as a Special Resolution.

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

Place: Kolkata
Date: 25.05.2026

Expression 360 Services India Ltd.

Managing Director

Mohit Gupta
Managing Director
DIN: 02269890
Address: 203/1, A.J.C Bose Road,
Circus Avenue, Kolkata- 700017

Brief resume of Directors being Appointment/ Re-appointed or variation in terms of Remuneration pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding such Director:

Name of the Director	Mrs. Kanupriya Gupta
Director Identification Number	09848901
Category	Executive Director (Whole-time Director)
Date of Birth	10/04/1982
Age	44 Years
Nationality	Indian
Date of First Appointment on the Board	16th February, 2026
Relationship with Directors	Wife of Mr. Mohit Gupta- Managing Director and Chairman of the Company
Qualification	Bachelor of commerce
Experience/ Expertise in specific functional area	NA
Details of Board Meetings attended by the Director during the year	Two (2) Board Meetings attended held on 26.03.2026 and 30.03.2026.
Terms and Conditions of Appointment along with remuneration	She has been appointed as a whole time director w.e.f 16th February, 2026 with a remuneration of rs. 6,50,000/- Per Month , Now the remuneration has been revised from Rs. 6,50,000/- to Rs. 8,50,000/- Per month as per the terms and conditions specified in the appointment letter.
Remuneration last drawn	Rs. 6,50,000/-
List of Directorships held in other Companies	1. Unakhom Poly Products Pvt. Ltd. 2. Deep Roots Realty Advisory Pvt. Ltd. 3.National General Industries Limited
Membership/Chairmanship of Committees across other Companies	Members at Audit Committee, Stakeholders Relationship Committee and Nomination and remuneration Committee of National General Industries Limited.
Number of shares held in the Company	89,91,000
List of Companies from which resigned in the past three years	NA