

COMPANY SECRETARIES

Arch Square X2, Room No. 601, EP-Y1, Sector V, Sech Bhawan, North 24 Parganas, Saltlake, West Bengal, India – 700091
Mob: +91 9867771580 | Email: raveena@mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2026

{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the
Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,

The Members,

EXPRESSION 360 SERVICES INDIA LIMITED

203/1, A. J. C. Bose

Road, Circus Avenue,

Kolkata, West Bengal, India, 700017

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Expression 360 Services India Limited** (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct /statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026, complied with the statutory provisions listed here under and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:



We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under **(during the period under review not applicable to the company);**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under **(during the period under review not applicable to the company);**
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under relating to Foreign Direct Investment. **(during the period under review not applicable to the company);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(during the period under review not applicable to the company);**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 **(during the period under review not applicable to the company);**
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(during the period under review not applicable to the company);**



- (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(during the period under review not applicable to the company);**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(during the period under review not applicable to the company);**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(during the period under review not applicable to the Company);**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(during the period under review not applicable to the Company);**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(during the period under review not applicable to the Company);**

We have examined compliance with the applicable clauses of the following:

- (i) Standards issued by the Institute of Company Secretaries of India with regards to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(during the period under review not applicable to the Company);**



- (iii) Other laws specifically applicable to the Company namely:
- a) Information Technology Act, 2000
 - b) The Copyright Act, 1957
 - c) The Patents Act, 1970
 - d) The Trademarks, 1999
 - e) Press and Registration of Books Act, 1867
 - f) Registration of Newspapers (Central) Rules, 1956
 - g) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines etc.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of the Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all Directors to commence and convene the Board/ Committee Meetings. The agenda and notes on agenda were sent in advance for the meetings. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

Further, the company has undertaken following events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.



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- 1) The members of the Company at their Extra ordinary general meeting held on July 10, 2025 approved increase in the authorized share capital of the company from existing ₹25 crore (2.5 crore equity shares of ₹10 each) to ₹30 crore (3 crore equity shares of ₹10 each) and the consequent alteration of Memorandum of Association.

The members of the Company at their Extra ordinary general meeting held on July 26, 2025 approved the capitalization of ₹29,70,78,000 from the Company's reserves and surplus for issuing fully paid up bonus equity shares of ₹10 each in the ratio of 134:1 (134 shares for every 1 share held) to the existing shareholders as on the record date determined by the Board.

- 2) The member of the company at their extra ordinary general meeting held on August 8, 2025 approved the sub-division of the Company's equity shares from a face value of ₹10 each into ₹5 each, thereby converting every 1 equity share into 2 equity shares, without altering the total paid-up capital. The split became effective from August 5, 2025 (record date), and consequently, the authorised share capital stand reclassified into 6,00,00,000 equity shares of ₹5 each (aggregating ₹30 crore), and the Memorandum of Association (capital clause) was altered accordingly.
- 3) The members of the company at its extra ordinary general meeting held on August 8, 2025 approved the alteration of Object Clause of the Memorandum of Association of the Company by deleting the existing Object Clause III(A) and substituting it with revised clauses, along with the insertion of a new sub-clause.
- 4) The members of the company at their extra ordinary general meeting held on December 3, 2025 approved the adoption of new Article of Association of the Company in substitution of the existing AOA, to align with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with applicable stock exchange requirements.



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- 5) The members of the company at their extra ordinary general meeting held on February 18, 2026 had, inter alia, approved
- a) the adoption of amended Articles of Association (AOA) of the Company in substitution of the existing AOA, to align with the requirements of IPO, SEBI (LODR) Regulations, 2015, stock exchange norms, and the Companies Act, 2013.
 - b) the total borrowing limit (excluding temporary borrowings) which may exceed the paid-up capital and free reserves, but shall not exceed ₹5,000 million (₹500 crore) at any time and authorized the Board of Directors to borrow monies for the Company's business purposes under Section 180(1)(c) of the Companies Act, 2013, from various sources such as banks, financial institutions, and other entities, through loans, advances, debentures, or other financial instruments, on such terms as the Board may deem fit.
 - c) the creation of charges/mortgages/hypothecation on the Company's assets (present and future) in favour of lenders, financial institutions, or other parties to secure borrowings or financial facilities. Further authorized the Board to determine the terms and conditions of such security, subject to an overall borrowing limit not exceeding ₹5,000 million (₹500 crore).



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We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Mehta & Mehta,**
Company Secretaries

(ICSI Unique Code: P1996MH007500)



Raveena Dugar Agarwal
Partner

ACS No: 51836

Place: Kolkata

UDIN: A051836H001491373

CP No: 26055

Date: August 31, 2026

PR No.: 7281/2025

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

Mehta & Mehta

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Annexure A

To,
The Members,
EXPRESSION 360 SERVICES INDIA LIMITED
203/1, A. J. C. Bose
Road, Circus Avenue,
Kolkata, West Bengal, India, 700017

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of corporate laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.



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- 6) As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred to in our Secretarial Audit Report in Form MR-3 the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
- 7) The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Mehta & Mehta,**
Company Secretaries

(ICSI Unique Code: P1996MH007500)



Raveena Dugar Agarwal
Partner

ACS No: 51836

Place: Kolkata

UDIN: A051836H001491373

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Date: August 31, 2026

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