

SHORTER NOTICE

(Pursuant to Section 101 of the Companies Act, 2013)

SHORTER NOTICE (Notice) is hereby given that the 16th Annual General Meeting (AGM) of the Members of **Value 360 Communications Limited** (formerly known as “**Value 360 Communications Private Limited**”) will be held on **Tuesday, September 30, 2025 at 12:00 P.M. (IST)** through Video Conference (VC) facility to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, along with the reports of the Board of Directors and Auditors thereon, as circulated to the members be and are hereby received, considered and adopted.”

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2025, together with the report of the Auditors thereon and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, along with the report of Auditors thereon, as circulated to the members be and are hereby received, considered and adopted.”

3. Re-appointment of Raj K Sri & Co., Chartered Accountants (Firm Registration No. 014141N) as the Statutory Auditors of the Company and fixation of their remuneration

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Board of Directors, the consent of the members be and is hereby accorded for the re-appointment of M/s Raj K Sri & Co, Chartered Accountants (Firm Registration No. 014141N), as the Statutory Auditors of the Company to hold the office for a term of three (3) consecutive years, commencing from the conclusion of the 16th Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company to be held in the calendar year 2028, on such remuneration (excluding out of pocket expenses and reimbursement of expenses, if any) as may be determined by the Board of Directors in consultation with the Statutory Auditors of the Company.”

Special Business:

4. Re-appointment of Mr. Kunal Kishore (DIN: 00634724) as a Managing Director of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”) read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), and upon recommendation of the Nomination & Remuneration Committee and the Board of Directors (hereinafter referred to as the “Board”) of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Kunal Kishore (DIN: 00634724) as a Managing Director for a further period of 5 years with effect from September 06, 2025 and whose period of office shall be liable to determination by retirement of directors by rotation on the terms and conditions and at such remuneration as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Kunal Kishore as a Managing Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary and /or modify the terms and conditions of re-appointment and remuneration and perquisites payable to Mr. Kunal Kishore, in such manner as may be agreed to between the Board of Directors and Mr. Kunal Kishore within and in accordance with the limits prescribed in Schedule V to the Act including any modifications thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of the Board.”

By Order of the Board of Directors

Sd/-

Bhakti Sharma
Company Secretary
Mem. No. ACS58320

Date: 22.09.2025

Place: Delhi

Registered Office:

43A, Okhla Industrial Estate, Phase III,
South Delhi, New Delhi, Delhi, 110020, India
Tel: 022-46646832
CIN: U22222DL2009PLC189466
E-mail: shareholders@value360india.com
Website: www.value360india.com

Notes:

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 16th AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), and MCA Circulars, the 16th Annual General Meeting (AGM) of the Company is being held through VC on **Tuesday, September 30, 2025 at 12:00 P.M. (IST)**. The deemed venue for the AGM will be the Registered Office of the Company i.e. 43A, Okhla Industrial Estate, Phase III, South Delhi, New Delhi, Delhi, 110020, India.
2. Since the AGM is being held also through VC pursuant to the MCA Circulars, the facility for appointment of proxies by members who will attend the meeting through these modes will not be available and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC on their behalf and to vote.
4. Only registered Members of the Company may attend and vote at the AGM through VC facility.
5. Relevant documents referred to in the accompanying notice are open for inspection at the registered office of the Company during business hours, except Saturdays and Sundays, till the date of the AGM and also at the AGM. Also, the electronic copy of the relevant documents referred to in the accompanying Notice will be made available for inspection by members through e-mail. The Members are requested to send an email to shareholders@value360india.com for the same.
6. In compliance with MCA circulars, the Notice of the AGM is being sent only through electronic mode to those members whose email addresses registered with the Company/Depositories. Members may note that the Notice and Annual Report for FY 2024-25 will also be available on the Company's website at www.value360india.com.
7. Members holding shares in physical form are requested to advise any change of address immediately to the Company.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
9. Company is providing facility for joining Annual General Meeting through Video Conference (VC) mode to the members who want to join the meeting through VC. Web link for joining the meeting shall be <https://us06web.zoom.us/j/82571535386?pwd=JTQe3y5iTjooHIZWa2vGrbDOP6o4GM.1>

Meeting ID: 825 7153 5386

Passcode: 166412

10. As the AGM is being conducted through VC, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at: shareholders@value360india.com. Queries received by the Company till Sunday, September 28, 2025 (5.00 P.M. IST) shall only be considered and responded during the AGM.
11. Members who have not yet registered their e-mail addresses with the Company may contact to Company Secretary at email shareholders@value360india.com for registering their email ids to receive the Annual Report and other communication from the Company electronically.
12. Voting on all resolutions shall be conducted during the meeting by members indicating their vote in the chat box as follows:
 - Type **“YES”** to approve the resolution.
 - Type **“NO”** to oppose the resolution.
13. Each member vote will be counted in proportion to the number of shares held, in accordance with the provisions of the Companies Act, 2013.
14. The Chairman, or any person authorized by him, will announce the results at the conclusion of the meeting, and the same shall be recorded in the Minutes of the AGM.
15. Members who may require any technical assistance or support before or during the AGM may contact the Company at 022-46646832 or write to us at shareholders@value360india.com.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Statement pursuant to Section 102 (1) of the Companies Act, 2013 to the accompanying Notice dated September 22, 2025

Item Number 1 & 2: Adoption of Audited Standalone and Consolidated Financial Statements

In terms of section 129, 133 of the Companies Act 2013, the Board of Directors based on recommendation of Audit Committee has adopted the Audited Standalone and Consolidated Financial Statements for FY 2024-25. The Audited Standalone and Consolidated Financial Statements show true statement and represent a true and fair view of the Company's affairs, the Company submits its Standalone and Consolidated Financial Statements along with the Report of Auditors and Directors' Report for FY 2024-25 for adoption by members at the Annual General Meeting ("AGM").

The Company hereby confirms that during the financial year Standalone and Consolidated Financial Statements have: (a) no change in accounting policies; (b) no trade receivable from related party has been written-off; (c) no fraud has been reported by the Statutory Auditors; and (d) sufficient Cash Flow/Cash Equivalents.

The Financial Statements of Subsidiaries are placed on Company's website for members ease of reference. The Standalone and Consolidated Financial Statements of the Company along with the Directors' Report and Report of Auditors thereon have been sent to the members on their registered email address and uploaded on the website of the Company, i.e. www.value360india.com, under the 'Investors section'.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

The Board recommends the passing of resolution set out at Item Number 1 and 2 for approval of the members as an **Ordinary Resolution**.

Item No. 3: Re-appointment of Raj K Sri & Co., Chartered Accountants (Firm Registration No. 014141N) as the Statutory Auditors of the Company and fixation of their remuneration

In accordance with the provisions of Section 139 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, Raj K Sri & Co., Chartered Accountants (Firm Registration No. 014141N) were appointed as Statutory Auditors of the Company to fill the casual vacancy in the Board Meeting held on October 03, 2024 and approved by the Members of the Company in its Extra-Ordinary General Meeting ("EGM") held on October 29, 2024 from the conclusion of that EGM till the conclusion of 16th Annual General Meeting ("AGM").

The first term of Raj K Sri & Co., Chartered Accountants, as Statutory Auditors of the Company came to an end upon conclusion of this AGM. The Board of Directors, on recommendation of Audit Committee and subject to approval of members, has re-appointed Raj K Sri & Co., Chartered Accountants as Statutory Auditors of the Company for a term of 3 (three) consecutive years to hold office from the conclusion of this AGM till the conclusion of 19th AGM (to be held in calendar year 2028) in accordance with the provisions of Section 139 of the Act and rules thereunder.

While considering the re-appointment of Raj K Sri & Co., Chartered Accountants, the Audit Committee and Board of Directors, the management team evaluated firms on various parameters including but not limited to independence, competence, technical capability, approach on transition, overall audit approach, sector expertise and understanding of the Company & its business, as the firm has already served the Company in the past. The Audit Committee of the Board and Board of Directors considered Raj K Sri & Co., Chartered Accountants suitable to continue to handle the scale, diversity and complexity associated with the audit of the financial statements/results of the Company.

Brief Profile: Raj K Sri & Co. ('the firm') is operating since 1996 as a partnership firm having firm registration no. as 014141N. The registered office of the firm is at 202 A, Arunachal Building, Barakhamba Road, New Delhi - 110001. Raj K Sri & Co. have given its consent to act as Statutory Auditors of the Company for this term and have confirmed that their re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

The proposed remuneration payable to Raj K Sri & Co. for conducting statutory audit of the Company for the financial year ending 2024-25 is ₹ 3,00,000 (exclusive of applicable taxes and out of pocket expenses, if any). Further, the Board of Directors, on the recommendation of the Audit Committee, shall decide the remuneration of Raj K Sri & Co. as Statutory Auditors for the remaining part of its tenure. In addition to the Statutory Audit, the Company may also obtain certifications from Raj K Sri & Co. under various statutory regulations and other permissible non-audit services as required from time to time, for which their remuneration shall be approved by the Audit Committee, in accordance with the provisions of Sections 142 and 144 of the Act.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

The Board recommends the passing of resolution set out at Item Number 3 for approval of the members as an **Ordinary Resolution**.

Item No. 4: Re-appointment of Mr. Kunal Kishore (DIN: 00634724) as a Managing Director of the Company

Mr. Kunal Kishore was appointed as a Managing Director of the Company in the year 2020 for a period of 5 (Five) years commencing from September 07, 2020 to September 06, 2025. The Nomination and Remuneration Committee ("NRC") at its meeting held on August 20, 2025 had considered various factors including the following key factors while recommending the re-appointment of Mr. Kunal Kishore as a Managing Director of the Company for a further period of 5 years commencing from September 06, 2025 to September 05, 2030:

Past achievement and Key factors for recommending re-appointment of Mr. Kunal Kishore:

He has over 22 years of hands on experience in the PR industry. He is the founder of the Company. He continues to serve the Company by maintaining strong oversight of various divisions and functions of the Company.

- i. Under his leadership, the Company has performed exceedingly well across all financial parameters.
- ii. He has also driven diversification of the business by playing an active role in establishing new verticals such as digital communications, influencer engagement, crisis management, content and creative solutions, amongst others, which are now adding fresh levers of growth while strengthening the Company's leadership position in the PR industry.
- iii. His vision and execution capabilities have also helped the organisation in attracting, grooming and retaining talent. The Company has made significant progress in professionalising the leadership and its workforce.

- iv. He has been a major contributor, through his visionary thought and leadership, the Company has filed Draft Red Herring Prospectus and on its way for the proposed Initial Public Offering (IPO), creating immense wealth for its stakeholders.
- v. As Chairman of the Board, Mr. Kunal Kishore is responsible to:
 - a) oversee, monitor and supervise the performance of the Board of Directors and other sub-committees to achieve aspiration of all stakeholders;
 - b) act as Chairman of the Board at the Board's meetings and Shareholders' meetings by supervising the conduct of the meeting in fair and impartial manner, ensuring effective and efficient participation of all stakeholders;
 - c) promote the independent and transparent expression of opinions in the meetings.

Present day: Under Mr. Kishore's leadership and guidance, the Company has witnessed continued strength and resilience and has propelled Value 360 Group strategic expansion plans, both domestically and internationally. His strategic acumen facilitates the identification of new growth avenues and the effective execution of initiatives to capitalize on them. This includes exploring new markets, diversifying service offerings, and fortifying the company's presence across various segments.

Future potential: Today, the public relations industry stands at an inflection point, poised for significant growth driven by increasing digital adoption, the rise of influencer and content-led campaigns, evolving media landscapes, brand reputation management, and the integration of data and analytics into communication strategies. In this dynamic environment, Kunal Kishore's experience, market understanding, and vision are invaluable assets that will enable the Company to harness emerging opportunities. In a rapidly evolving communications ecosystem, continuity in leadership is crucial for maintaining momentum and executing long-term strategic initiatives. The re-appointment of Kunal Kishore will ensure stability at the helm and reinforce the Company's commitment to sustained growth, client trust, and stakeholder value creation.

Alignment of remuneration of Managing Director with long-term interests of the Company:

The remuneration structure of the Managing Director is designed to align his personal rewards with the sustainable, long-term growth of the Company. As the founder and guiding force, he has steered the Company through challenging phases with resilience and vision, laying the foundation for its current scale and future prospects. His leadership has been instrumental in positioning the Company for its proposed IPO, and the proposed remuneration framework ensures that his interests remain closely tied to value creation for shareholders. By balancing fixed pay with performance-linked components, the structure reinforces accountability, continuity, and commitment to the Company's long-term strategic objectives.

The remuneration details and other terms and conditions are mentioned below:

- A. Remuneration:** The details of the remuneration remains same, as approved by the Members of the Company at EGM held on January 31, 2025.
- B. Annual Increment or Annual Performance Linked Incentive:** As may be decided by the Board of Directors subject to the ceiling laid down as per the Companies Act, 2013.
- C. Notice period:** The agreement to be entered into between the Managing Director and the Company can be terminated by either party by giving three months' notice. The Company may require the Managing Director to serve an additional notice period of three months to enable transition.
- D. Continuation of Employment:** The period of continuous employment for computation of other emoluments including ex-gratia entitlements shall begin from the date of appointment as employee of the Company and shall remain in continuous effect until the last date of cessation of employment from the Company.

- E. Minimum Remuneration:** In any financial year during the term of Mr. Kunal Kishore as a Managing Director, the Company has no profit or its profits are inadequate, the Company will pay remuneration to him by way of salary, house rent allowance, perquisites, benefits, incentives & other allowances, perquisites & benefits and other emoluments as specified above, subject to further approvals as may be required under Schedule V of the Act or any modification(s) thereto.
- F. Reimbursement of Expenses:** The Company shall bear all business related expenses incurred by or on behalf of Mr. Kunal Kishore, during or in performance of his duties, including without limitation, expenses incurred in connection with business-related travel, accommodation, food, telecommunication and entertainment. The terms of confidentiality and other matters shall be governed as per the terms and conditions of agreement entered between him and the Company.

Other information: Mr. Kunal Kishore is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be re-appointed as a Managing Director of the Company. In terms of the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for time being in force) and relevant provisions of Articles of Association of the Company.

Further, in terms of Section 160 of the Act, the NRC and Board have recommended the re-appointment of Mr. Kunal Kishore as a Managing Director. The Company has also received a notice in writing from a member proposing the candidature of Mr. Kunal Kishore to be re-appointed as a Managing Director of the Company.

Disclosure of interest: Mr. Kunal Kishore, Mrs. Manisha Chaudhary, being Executive Directors and/ or his relatives are deemed to be concerned or interested, financially or otherwise, in the resolution set out in Item Number 4 to the extent of their shareholding if any, in the Company and being immediate relative of each other. Save and except the above, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of resolution set out at Item Number 4 for approval of the members as an **Ordinary Resolution**.

By Order of the Board of Directors

Sd/-
Bhakti Sharma
Company Secretary
Mem. No. ACS58320

Date: 22.09.2025
Place: Delhi

Registered Office:

43A, Okhla Industrial Estate, Phase III,
South Delhi, New Delhi, Delhi, 110020, India
Tel: 022-46646832
CIN: U22222DL2009PLC189466
E-mail: shareholders@value360india.com
Website: www.value360india.com