

EGM Notice

NOTICE is hereby given that an **01/26-27** Extra-ordinary General Meeting (“EGM”) of the shareholders (the “Shareholders” or /the “Members”) of Armour Display Systems Limited (Formerly Known as Armour Display Systems Private Limited) (the “Company”) will be held on **Thursday, May 21 2026 at 3:00 P.M. (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following special business:

Special Business:

Item No. 1: Approval of change of name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to the approval of Registrar of Companies (“ROC”) and other regulatory authorities, as may be applicable, consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from “**ARMOUR DISPLAY SYSTEMS LIMITED**” to “**BIG OOH LIMITED**”.

RESOLVED FURTHER THAT the Name Clause of the Memorandum of Association of the Company shall be altered, upon receipt of the fresh Certificate of Incorporation from the Registrar of Companies, consequent to change of name of the Company.

RESOLVED FURTHER THAT upon receipt of the fresh certificate of incorporation by the Registrar of Companies, consequent upon change of name, the old name “Armour Display Systems Limited” wherever appearing in the Memorandum of Association and Articles of Association of the Company, and other documents and places be substituted with the new name “**Big OOH Limited**” as per the applicable provisions.

RESOLVED FURTHER THAT Managing Director of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make application(s) to the ROC and / or to Central Government and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favour of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.”

Item No. 2: Regularization of Mr. Madan Lal (DIN: 07681655) as Director.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Madan Lal (DIN: 07681655), who was appointed as an Additional Director of the Company by the



Board of Directors with effect from March 25, 2026, and who holds office up to the date of next general meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, be and is hereby regularised/appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 3: Appointment of Mr. Madan Lal (DIN: 07681907) as Whole Time Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Madan Lal (DIN: 07681907), as the Whole Time Director of the Company for a period of five (5) years commencing from April 27, 2026 to April 26, 2031, on the terms and conditions as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT during his tenure, Mr. Madan Lal shall be designated as Key Managerial Personnel (KMP) of the Company pursuant to Section 203 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, including signing and filing necessary forms, documents and returns with statutory authorities, as may be required to give effect to this resolution.”

Item No. 4: Approval of remuneration payable to Mr. Madan Lal (DIN: 07681655), Whole Time Director.

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

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, consent of the Members be and is hereby accorded to approve the remuneration payable to Mr. Madan Lal (DIN: 07681655), Whole Time Director, amounting to Rs. 50,000/- per month (Rupees Fifty Thousand only), inclusive of all perquisites, with effect from April 27, 2026, as detailed below: -

1. Designation: Whole Time Director
2. Tenure of Remuneration: 5 (Five) years commencing from April 27, 2026 to April 26, 2031.
3. Remuneration: Rs 50,000/- per month (Rupees Fifty Thousand) inclusive all perquisites. He shall not be entitled to any sitting fees for attending meetings of the Board or Committees.
4. Duties: Mr. Madan Lal shall perform such duties and responsibilities as may be assigned by the Board of Directors from time to time.
5. Termination: As per the Company’s Policy.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits during any financial year during the tenure of his appointment, the above remuneration shall be paid as minimum remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013.



RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to alter or vary the terms of remuneration within the overall limits prescribed under the Act and to do all necessary acts, deeds, matters and things to give effect to this resolution.”

By Order of the Board
For Armour Display Systems Limited
(Formerly Known As Armour Display Systems Private Limited)

Sd/-
Sahil Mangla
Managing Director
DIN: (06385907)

Date: April 29, 2026
Place: New Delhi

CIN: U74900TN2010PLC078047
Regd. Office: TL-7, 3rd Floor, Alsa Mall, No.4, Montieth Road Egmore, Chennai, Tamil Nadu, India, 600008
Phone: +91-9138420100
E-mail: compliance@armourds.com
Website: <https://armourdigitalooh.com/>



Notes:

1. EGM of the Company is being conducted through VC in compliance with General Circular 09/2024 dated September 19, 2024 read with No. 9/2023 dated September 25, 2023, General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs which details the procedure and manner of holding EGM through VC. The registered office of the Company at Chennai shall be deemed to be the venue for the EGM. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) relating to the special business to be transacted at the Extra-ordinary General Meeting (“EGM”/ “Meeting”) is annexed hereto.
3. M/s. KFin Technologies Limited (“KFintech”), Registrar & Transfer Agent of the Company (“RTA”), shall be providing facility for e-voting and attending the EGM through video conferencing. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC.
4. In compliance with the applicable MCA Circulars, the Notice of the EGM is being sent only through electronic mode (by e-mail) to those members whose e-mail ids are registered with the Company/ Depositories and will also be available on the Company’s website at <https://armourdigitalooh.com/> and on the website of KFintech at <https://evoting.kfintech.com>.
5. Since this EGM is being held through VC/OAVM pursuant to the Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this Notice. The period of remote e-voting before the EGM commences on **Monday, May 18, 2026 (9:00 a.m. IST) and ends on Wednesday, May 20, 2026 (5:00 p.m. IST)**. The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e Thursday, May 14, 2026.
7. The Company has appointed Ms. Anu Malhotra (ACS A39971, CP No. 16221) of Anu Malhotra & Associates., Practicing Company Secretary, to act as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner and Ms. Anu Malhotra has communicated her willingness to be appointed and be available for the purpose.
8. The Scrutiniser shall, immediately after the conclusion of the e-voting at the EGM, first count the votes cast through e-voting during the meeting and thereafter unblock the votes cast through remote e-voting before the EGM in presence of at least two witnesses who are not in the employment of the Company, and make a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson or a person authorised by him in writing who shall countersign the same.
9. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.



10. Members seeking or requiring any clarification or information in respect of any matter to be placed at the EGM may send their requests to the Company by Sunday, May 17, 2026, 5:00 p.m. (IST) at compliance@armourds.com.
11. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. As per the provisions of Section 72 of the Act, the facility for making the nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to KFinTech in case the shares are held in physical form.
13. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc. authorising its representative to attend the EGM through VC on its behalf and to vote either through remote e-voting or during EGM together with attested specimen signature(s) of the duly authorised representative(s). The said Resolution/Authorization shall be sent electronically through registered email ids to the Company at compliance@armourds.com with a copy marked to evoting@kfintech.com and the Scrutiniser at csanumalhotra0403@gmail.com.
14. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to compliance@armourds.com.

INSTRUCTIONS FOR E-VOTING AND JOINING THE EGM ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS:

- a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and applicable Circulars, the Company is offering the facility of remote e-voting to its members. The facility of casting votes by a member using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) as well as voting at the EGM through VC (“e-voting at the EGM”) will be provided by Company’s Registrar and Transfer Agent i.e. M/s KFin Technologies Limited. The instructions for remote e-voting and facility for those members participating in the EGM to cast vote through e-voting system during the EGM are given in the Notice.
- b) The remote e-voting period commences on Monday, May 18, 2026 (9:00 a.m. IST) and ends on Wednesday, May 20, 2026 (5:00 p.m. IST). During this period, members holding shares either in physical form or in demat form, as on Thursday, May 14, 2026 (i.e. “cut-off” date), may cast their vote electronically.
- c) The remote e-voting module shall be disabled by KFinTech for voting thereafter. Those members who will be present in the EGM through VC facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during



the EGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

- d) The members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC but shall not be entitled to cast their vote again.
- e) In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the EGM. The Company is also offering a facility for voting by way of “Insta Poll” at the EGM for the members attending the meeting who have not cast their vote by remote e-voting. If a member cast votes by both modes i.e. remote e-voting and Insta Poll at the EGM, then voting done through remote e-voting shall prevail and Insta Poll shall be treated as invalid.

B. THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN BELOW - APPLICABLE FOR NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE:

- a) Please access the RTA’s e-voting platform at the URL: <https://evoting.kfintech.com/>.
- b) Members whose email ids are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of e-voting Event Number (EVEN) i.e., 9691, USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the abovementioned URL.
- c) Alternatively, if the member is already registered with RTA’s e-voting platform, then he can use their existing User ID and password for casting the vote through remote e-voting. If they have forgotten the password, then they may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- d) Members can also use SMS service to get the credentials if their mobile number is registered against Folio No. / DP ID Client ID, by sending SMS: MYEPWD <space> EVEN No.+Folio No. (in case of physical shareholders) or MYEPWD <space> DP ID Client ID (in case of shares held in DEMAT form) to 9212993399.
- e) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-voting Event Number) followed 9691 by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- f) After entering these details appropriately, click on “LOGIN”.
- g) You will now reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc). The system will prompt you to change your password and update your contact details like mobile number, email ids etc., on first







login. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- h) You need to login again with the new credentials.
- i) On successful login, the system will prompt you to select the “EVENT” i.e., Armour Display Systems Limited .
- j) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- k) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- l) Voting has to be done for each resolution of the EGM Notice separately. In case you do not desire to cast your vote on any specific resolution it will be treated as abstained.
- m) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- n) A confirmation box will be displayed. Click “OK” to confirm, and “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they confirm the voting on all the resolutions by clicking “SUBMIT”.

Option 1 – Login through Depositories

NSDL	CDSL
<p>Members who have already registered and opted for IDeAS facility to follow below steps:</p> <p>Go to URL: https://eservices.nsdl.com</p> <p>Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-voting”</p> <p>Click on the Company name or e-voting service provider and you will be re-directed to e-voting service provider website (i.e. KFintech) for casting the vote during the remote e-voting period.</p>	<p>Members who have already registered and opted for Easi / Easiest to follow below steps:</p> <p>Go to URL: https://web.cdslindia.com/myeasitoken/home/login;</p> <p>URL: www.cdslindia.com and then go to Login and select New System Myeasi.</p> <p>Login with user id and password.</p> <p>The option will be made available to reach e-voting page without any further authentication.</p> <p>Click on Company name or e-voting service provider name to cast your vote during the remote e-voting period.</p>
User not registered for IDeAS e-Services	User not registered for Easi/Easiest



<p>To register click on link: https://eservices.nsdl.com (Select “Register Online for IDeAS”) or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Proceed with completing the required fields.</p>	<p>Option to register is available at: https://web.cdslindia.com/myeasitoken/home/login</p> <p>Proceed with completing the required fields.</p>
<p>First-time users can visit the e-voting website directly and follow the process below:</p> <p>Go to URL: https://www.evoting.nsdl.com/</p> <p>Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>Click on the Company name or e-voting service provider name and you will be redirected to e-voting service provider website (i.e. KFintech) for casting your vote during the remote e-voting period.</p> <p>Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>	<p>First-time users can visit the e-voting website directly and follow the process below:</p> <p>Go to URL: www.cdslindia.com</p> <p>Click on the icon “E-voting”</p> <p>Provide Demat Account Number and PAN No.</p> <p>System will authenticate user by sending OTP on registered Mobile & Email ID as recorded in the demat Account.</p> <p>After successful authentication, the user will be provided links for the respective ESP where the e-voting is in progress.</p> <p>Click on the Company name and you will be redirected to e-voting service provider website (i.e. KFintech) for casting your vote during the remote e-voting period.</p>



Option 2 - Login through Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on the Company name or e-voting service provider name and you will be redirected to e-voting service provider website of KFintech for casting your vote during the remote e-voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website. For any technical issues, members may contact as below:

NSDL	CDSL
NSDL helpdesk by email to: evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990 or 1800 22 44 30	CDSL helpdesk by email to: helpdesk.evoting@cdslindia.com or call at 022-23058738, 23058542-43

- I. Voting at the EGM: Those members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the meeting. Members who have already cast their votes by remote e-voting are eligible to attend the meeting. However, those members are not entitled to cast their vote again at the meeting.
- II. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the EGM. If a member casts votes by both modes i.e. voting at the EGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the EGM shall be treated as invalid.

Other Instructions:

- a) Members holding shares either in physical form or in dematerialised form, as on the close of business hours on Thursday, May 14, 2026, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- b) The Board of Directors has appointed Ms. Anu Malhotra (Anu Malhotra and Associates) (ACS A39971 COP No.16221 as a Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- c) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as of the cut-off date, i.e. Thursday, May 14, 2026, may obtain the login ID and password in the manner as mentioned below:
 1. If the mobile number of the Member is registered against Folio/ DP ID and Client ID, the Member may send SMS: MYEPWD<space>(E-Voting Event Number) + Folio No. or DP ID Client ID to **9212993399**.

Example for NSDL:

MYEPWD<space> IN12345612345678



Example for CDSL:

MYEPWD<space> 1202345612345678

2. If e-mail address or mobile number of the member is registered against DP ID and Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter DP ID Client ID and PAN to generate a password.
 3. In case the Member is already registered with KFintech for e-voting then they can use their existing User ID and Password for logging in and casting their vote.
 4. In case of any queries, you may refer Help or ‘FAQs’ and ‘User Manual’ for Members available at the ‘Download’ section on the website (bottom corner) of KFintech at <https://evoting.kfintech.com> or call KFintech Team on Toll-Free No. 1-800-3094-001 (from 9:00 A.M. to 5:00 P.M.). Members may send an e-mail request to einward.ris@kfintech.com. However, KFintech shall endeavour to send User ID and Password to those new members whose e-mail IDs are available.
- d) **Speaker Registration before EGM:** Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views, during the period starting from Saturday, May 16, 2026 (9:00 a.m. IST) to Sunday, May 17, 2026 (5:00 p.m. IST). For registration, please visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select “Speaker Registration” and mention your e-mail id, mobile number, and city. The Company reserves the right to restrict the number of speakers at the EGM depending on the availability of time for the EGM. Those members who have registered themselves as speakers will only be allowed to express their views/ask questions during the EGM. Please note that questions of only those members will be entertained/considered who are holding shares of Company as on the cut-off date i.e., Thursday, May 14, 2026. Those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the EGM and the maximum time per speaker will be restricted to 3 minutes.
- e) Due to limitation of transmission and co-ordination during the EGM, the Company may have to dispense with or curtail the speaker session & dispense with the speaker registration during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- f) Facility of joining the EGM through VC shall be open fifteen (15) minutes before the time scheduled for the EGM and will be available for members on first-come-first-served-basis and the Company may close the window for joining the VC facility fifteen (15) minutes after the scheduled time to start the EGM.
- g) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that login to the e-voting website will be disabled upon 3 unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details/Password’ or ‘Physical User Reset Password’ option available on <https://evoting.kfintech.com> to reset the password.
- h) In case of any query pertaining to e-voting, please visit Help & FAQ’s section and e-voting user manual available at the download section of <https://evoting.kfintech.com> (“KFintech website”) or contact Mr. Umesh Pandey from KFintech at evoting@kfintech.com or call KFintech’s toll free number 1-800-309-4001 for any further clarifications.
- i) The Scrutiniser shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and submit, not later than two



working days of conclusion of the EGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairperson or any other person authorised by him in writing, who shall countersign and declare the same.

- j) The voting results declared along with the Scrutiniser's Report(s) will be available on the website of the Company i.e. <https://armourdigitalooh.com/> and on the website of the RTA at <https://evoting.kfintech.com> within two working days from the conclusion of the EGM.

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM (EGM) AND E-VOTING DURING THE EGM:

- a) Members may access the platform to attend the EGM through VC at by clicking on the tab "video conference" and using their e-voting login credentials provided in the email received from the Company / KFintech. After logging in, click on the "Video Conference" tab and select the EVEN of <https://emeetings.kfintech.com/> the members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
- b) The facility of joining the EGM through VC / OAVM shall open 15 minutes before the scheduled time for commencement of the EGM and may be closed after the expiry of 15 minutes after such scheduled time.
- c) The e-voting window shall be activated upon instructions of the Chairperson during the EGM proceedings. Upon the declaration by the Chairperson about the commencement of e-voting at EGM, members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the EGM, which will take them to the Instapoll page. Members would need to click on the "Instapoll" icon and follow the instructions to vote on the resolutions. Only those shareholders, who are present in the EGM and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system available during the EGM.
- d) Members are encouraged to join the meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- e) Members will be required to grant access to the webcam to enable VC/OAVM. Further, members connecting from mobile devices or Tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- f) Post your Question: Members, who may want to express their views or post questions with regard to the accounts or any matter to be placed at the EGM, may do so by visiting <https://emeetings.kfintech.com> Please login through the user id and password provided in the email received from KFintech. On successful login select "Post Your Question" option to post the queries in the window provided. The window shall remain active from Saturday, May 16, 2026 (9:00 a.m. IST) to Sunday, May 17, 2026 (5:00 p.m. IST).
- g) Please note that questions of only those members will be entertained/considered who are holding shares of Company as on the cut-off date i.e. Thursday, May 14, 2026.
- h) Members who may require any technical assistance or support before or during the EGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at inward.ris@kfintech.com.



Summarized information at glance

Particulars	Details
Time and Date of EGM	Thursday, May 21, 2026 at :30 P.M. (IST)
Venue/Mode	Through video conference at below link: https://emeetings.kfintech.com/
Cut-off date for e-voting	Thursday, May 14, 2026
E-voting Start time and date	Monday, May 18, 2026 (9:00 a.m. IST)
E-voting end time and date	Wednesday, May 20, 2026 (5:00 p.m. IST)
E-voting website links (Please use as applicable to you)	https://evoting.kfintech.com/ https://eservices.nsdl.com https://web.cdslindia.com/myeasitoken/home/login
E-voting Event Number (EVEN)	9691
Contact details of RTA	Mr. Umesh Pandey, Manager KFin Technologies Limited Selenium Tower B, Plot 31 and 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana, India Email ids: einward.ris@kfintech.com umesh.pandey@kfintech.com Website: https://www.kfintech.com Toll free number 1-800-309-4001



EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The Company proposes to change its name from Armour Display Systems Limited to Big OOH Limited in order to better reflect its present business activities and long-term strategic direction.

Over time, the Company has significantly evolved its operations and is now primarily focused on the digital Out-Of-Home (OOH) advertising sector. The existing name does not adequately represent the nature, scope, and positioning of the Company's current business model and brand identity. The proposed new name, Big OOH Limited, is intended to align the Company's corporate identity with its core area of operations and enhance its visibility and recall in the advertising and media industry.

In view of the above, the Company had made an application for reservation of name for change of name of the Company from "Armour Display Systems Limited to Big OOH Limited" and has received a name availability letter from the Registrar of Companies, Ministry of Corporate Affairs, informing no objection with respect to the proposed change in the name of the Company.

The Board of Directors on April 27, 2026 has approved the change in the name of the Company "Armour Display Systems Limited to Big OOH Limited" and the consequent alterations to the Memorandum of Association and the Articles of Association of the Company, subject to the approval of the shareholders of the Company by way of special resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

The members may further note that there is no proposal to change the objects of the Company. The proposed change in the name of the Company would not result in change of the legal status, constitution, turnover, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the members and stakeholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1.

The Board of Directors recommends the resolution in relation to change of the name of the Company, as set out in Item No. 1 for approval of the members by way of Special Resolution.

Item No. 2

The Board of Directors appointed Mr. Madan Lal (DIN: 07681655) as an Additional Director of the Company with effect from March 25 2026, in accordance with the provisions of Section 161 and other applicable Provisions of the Companies Act, 2013 and (including any statutory modification(s) or re-enactment (s) thereof for the time being in force).

In terms of the said provisions, Mr. Madan Lal holds office up to the date of next general meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. The Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company.

Mr. Madan Lal satisfies all the conditions specified under the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act.



Experienced businessman with involvement in various sectors and strong management expertise. Madan Lal is an accomplished entrepreneur. He is having more than 20 years' experience in various industries. He is also non-executive director of Sapphire Media Limited. His deep industry insight and strategic vision have consistently driven organizational growth, operational efficiency, and sustainable driven organizational growth, operational efficiency, and sustainable profitability. The Board of Directors recommends the resolution set out in the Notice for approval of the members as an Ordinary Resolution.

Except Mr. Madan Lal, being the appointee, and his relatives- Mr. Sahil Mangla and Mrs. Sonal Garg, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.

Item No. 3 & 4

Mr. Madan Lal (DIN: 07681655) was appointed as a Whole Time Director in the Board meeting held on April 27, 2026 on the recommendation of the Nomination and Remuneration Committee, subject to approval of the shareholders in accordance with the provisions of Section 161 and other applicable Provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force).

The terms and conditions of his appointment are as under:

1. Designation: Whole Time Director
2. Tenure as Whole Time Director: 5 (Five) years commencing from April 27, 2026, to April 26, 2031
3. Tenure of Remuneration: 5(Five) years commencing from April 27, 2026, to April 26, 2031.
4. Remuneration: Rs 50,000/- per month (Rupees Fifty Thousand) inclusive all perquisites. He shall not be entitled to any sitting fees for attending meetings of the Board or Committees.
5. Duties: Mr. Madan Lal shall perform such duties and responsibilities as may be assigned by the Board of Directors from time to time.
6. Termination: As per the Company's Policy.

Mr. Madan Lal satisfies all the conditions specified under the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act.

Members may also note that in case of loss or inadequacy of the profits in any of the financial year during his tenure, the above remuneration shall be the minimum remuneration payable to him. Further, the approval of the Members is sought in compliance with the provisions of the Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013.

Details/information required to be disclosed as per Schedule V of the Companies Act, 2013, are given as under:

I. Information about the appointee to whom the remuneration is payable:	
Particulars	Mr. Madan Lal (DIN: 07681655)
a)Background details/Profile	Experienced businessman with involvement in various sectors and strong management expertise. Madan Lal is an accomplished entrepreneur. He is having more than 20 years' experience in various industries. He is also non-executive director of Sapphire Media Limited.



b) Remuneration for the Financial Year 2024-25	Not Applicable	Not Applicable						
c) Recognition or Awards	-							
d) Job profile and his suitability	He has been contributing in his role towards the achievement of the common object of the organization.							
e) Remuneration proposed	Rs 50,000/- per month (Rupees Fifty Thousand) inclusive of all perquisites.							
f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details with reference to the country of his origin)	Taking into account Mr. Madan Lal qualifications and prior experience, an industry comparison with similarly situated managerial personnel and the responsibilities placed on him as Whole Time Director of the Company. The Board is confident that Mr. Madan Lal management capabilities will enable the Company to progress further.							
g) Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Except for the payment of remuneration for his services as Whole Time Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the Company. Except Mr. Madan Lal, being the appointee, and his relatives- Mr. Sahil Mangla and Mrs. Sonal Garg, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution.							
II. Disclosure	The terms of appointment and remuneration package proposed to be given mentioned in detail in the resolution and explanatory statement. There are no severance fee or stock option are proposed.							
III. General Information								
a) Nature of Industry	Advertisement							
b) Date or expected date of commercial production	Armour Display Systems Limited is actively engaged in the advertisement and Out-of-Home (OOH) media business. The company specializes in providing innovative display solutions across various formats, catering to outdoor advertising needs such as billboards, digital screens, and other media installations. With established operations in place, the company continues to expand its footprint by delivering high-quality advertising solutions, enhancing visibility for clients, and strengthening its position in the competitive OOH advertising industry							
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable							
d) Financial performance based on given indicators	<table border="1"> <thead> <tr> <th>Particulars</th> <th>March 31, 2025 (Amount in Hundreds)</th> <th>March 31, 2024 (Amount in Hundreds)</th> </tr> </thead> <tbody> <tr> <td>Profit Before Tax</td> <td>22,65,433.42</td> <td>10,21,964.50</td> </tr> </tbody> </table>	Particulars	March 31, 2025 (Amount in Hundreds)	March 31, 2024 (Amount in Hundreds)	Profit Before Tax	22,65,433.42	10,21,964.50	
Particulars	March 31, 2025 (Amount in Hundreds)	March 31, 2024 (Amount in Hundreds)						
Profit Before Tax	22,65,433.42	10,21,964.50						



	Income Tax (including deferred- tax/FBT)	633557.73	357017.6
	Profit After Tax	16,31,875.69	6,64,946.90
e) Foreign investments or collaborators, if any:	At present, the Company has not made any foreign investments and has not entered into any foreign collaboration.		

Except Mr. Madan Lal, being the appointee, and his relatives- Mr. Sahil Mangla and Mrs. Sonal Garg, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of the resolution as set out in Item No. 3 & 4 as a Special Resolution for the approval of members.

By Order of the Board
For **Armour Display Systems Limited**
(Formerly Known As **Armour Display Systems Private Limited**)

Sd/-
Sahil Mangla
Managing Director
DIN: (06385907)

Date: April 29, 2026
Place: New Delhi

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