Notice of the 16TH Annual General Meeting of the members of Big OOH Limited (Formerly known as Armour Display Systems Limited)

Notice is hereby given that the **16th Annual General Meeting ("AGM")** of the members of the Company, Big OOH Limited (Formerly known as Armour Display Systems Limited) will be held on Wednesday, 30th September 2026 at 01:00 PM (IST), through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Ms. Sonal Garg (DIN: 08028120), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. REGULARISATION OF MS. VARINDA (DIN: 11228217) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161(1) read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Ms. Varinda (DIN: 11228217)**, as an Additional Director (Non-Executive & Independent) w.e.f, **August 07, 2026**, and who holds office up to the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing her candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing August 07, 2026.

RESOLVED FURTHER THAT Ms. Varinda shall not be liable to retire by rotation during her tenure as an Independent Director of the Company.

"RESOLVED FURTHER THAT any of the Director of Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.**"**

4. TO APPROVE THE SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Central Government (Regional Director), and such other approvals, consents, permissions, and sanctions as may be required, the consent of the members be and is hereby accorded for shifting the Registered Office of the Company from the State of Tamil Nadu to the National Capital Territory of Delhi and that Clause II of the Memorandum of Association of the Company be and is hereby substituted by the following clause:

"II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi."

RESOLVED FURTHER THAT upon the approval of the Central Government (Regional Director), the Registered Office of the Company be shifted from its current address TL-7, 3rd Floor, Alsa Mall, No.4, Montieth Road Egmore, Chennai, Tamil Nadu, India, 600008 to the new address at Asset No. 2 6th Floor Hotel Pullman Caddie Commercial Tower Aerocity, New Delhi- 110037, India.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make any modifications, alterations, clarifications, or amendments as may be required by the Registrar of Companies, Regional Director, or any other authority, and to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies.**"**

5. APPROVAL OF RELATED PARTY TRANSACTION WITH SAPPHIRE MEDIA LIMITED FOR ACQUISITION OF SPECIFIED BUSINESS ON SLUMP SALE BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 188, 102 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules made thereunder, and subject to such approvals, consents, permissions and sanctions as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into and give effect to the Business Transfer Agreement ("BTA") with Sapphire Media Limited ("SML"), the holding company of the Company, for acquisition of the specified business of SML as a going concern on a slump sale basis, comprising the business assets, transferred intellectual property including goodwill, business contracts, identified employees, applicable licences and permits and Identified liabilities, for a total consideration not exceeding ₹95,00,00,000 (Rupees Ninety-Five Crore only), on such terms and conditions as may be agreed between the Company and SML, in accordance with the applicable laws and the terms approved by the Members.

RESOLVED FURTHER THAT the Members hereby note and approve that the aforesaid transaction is not in the ordinary course of business of the Company, however is proposed to be undertaken on an arm's length basis, with the consideration being determined/evaluated in accordance with the valuation report and the terms of the BTA.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to make such modifications, amendments, additions or variations to the BTA and the documents incidental thereto as may be necessary or desirable for giving effect to the transaction, including an increase or decrease of up to 10% (Ten per cent) in the consideration value of the transaction from the amount approved by the Members provided that such modifications, amendments, additions or variations do not materially alter the nature or scope of the transaction and are in accordance with applicable laws and the terms and parameters approved by the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise, execute and deliver the BTA and all other agreements, deeds, documents, instruments and writings and to undertake all such acts, deeds, matters and things as may be necessary, desirable or expedient for the purpose of giving effect to the aforesaid transaction."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to make such modifications, amendments, additions or variations to the terms and conditions of the transaction as may be necessary or appropriate, provided that the same are within the scope and limits approved by the Members and are in accordance with applicable laws."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, including making necessary filings with the Registrar of Companies and other statutory or regulatory authorities, as may be necessary to give effect to this resolution.**"**

For and on behalf of the board
Big OOH Limited
(Formerly known as Armour Display Systems Limited)

Sd/-

Daksha Agarwal
Company Secretary
Membership No.: A65247

Date: September 05, 2026
Place: New Delhi

Notes:

1. Ministry of Corporate Affairs ("MCA") has vide its General circular no. 10/2022 dated December 28, 2022 read with circular No. 2/2022 dated May 5, 2022 read with circulars dated May 5, 2020, January 13, 2021, and December 14, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

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 Annual General Meeting ("AGM"/ "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 AGM through video conferencing. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.

4.In compliance with the applicable MCA Circulars, the Notice of the AGM 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 AGM 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 AGM 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 AGM commences on **Sunday, September 27, 2026 (9:00 a.m. IST) and ends on Tuesday, September 29, 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 Wednesday, September 23, 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 AGM, first count the votes cast through e-voting during the meeting and thereafter unblock the votes cast through remote e-voting before the AGM 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 AGM 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 AGM may send their requests to the Company by Thursday, September 24, 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 AGM through VC on its behalf and to vote either through remote e-voting or during AGM 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 AGM. Members seeking to inspect such documents can send an email to compliance@armourds.com.

15. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice. The Route Map is not required to be annexed to this Notice.

16. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and other relevant registers and documents referred in the Notice will be available electronically for inspection by the members during the AGM.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM 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 AGM ("remote e-voting") as well as voting at the AGM through VC ("e-voting at the AGM") 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 AGM to cast vote through e-voting system during the AGM are given in the Notice.

b) The remote e-voting period commences on **Sunday, September 27, 2026 (9:00 a.m. IST) and ends on Tuesday, September 29, 2026 (5:00 p.m. IST).** During this period, members holding shares either in physical form or in demat form, as on Wednesday, September 23, 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 AGM 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 AGM. 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 AGM may also attend/ participate in the AGM 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 AGM. The Company is also offering a facility for voting by way of “Insta Poll” at the AGM 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 AGM, 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., 10245, 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 10245 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., Big OOH 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 AGM 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".

<u>Option 1 – Login through Depositories</u>

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

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

<u>Option 2 - Login through Depository Participants</u>

Big OOH Limited (Formerly known as "Armour Display Systems Limited")
Reg Off: TL-7, 3rd Floor, Alsa Mall, No.4, Montieth Road Egmore, Chennai, Tamil Nadu, India, 600008
Corporate Off: A-154A, Second Floor, Sector-63, Noida, Uttar Pradesh - 201301
compliance@armourds.com
+91 9138420100 / +91 9742474732

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 AGM: 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 AGM. If a member casts votes by both modes i.e. voting at the AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM 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 Wednesday, September 23, 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**.** Wednesday, September 23, 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 AGM**: Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views, during the period starting from Wednesday, September 23, 2026 (9:00 a.m. IST) to Thursday, September 24, 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 AGM depending on the availability of time for the AGM. Those members who have registered themselves as speakers will only be allowed to express their views/ask questions during the AGM. 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., Wednesday, September 23, 2026. Those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM and the maximum time per speaker will be restricted to 3 minutes.

e) Due to limitation of transmission and co-ordination during the AGM, the Company may have to dispense with or curtail the speaker session & dispense with the speaker registration during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

f) Facility of joining the AGM through VC shall be open fifteen (15) minutes before the time scheduled for the AGM 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 AGM.

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 AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, not later than two working days of conclusion of the AGM, 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 AGM.

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

a) Members may access the platform to attend the AGM 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 AGM through VC / OAVM shall open 15 minutes before the scheduled time for commencement of the AGM 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 AGM proceedings. Upon the declaration by the Chairperson about the commencement of e-voting at AGM, members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, 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 AGM 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 AGM.

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 AGM, 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 Wednesday, September 23, 2026 (9:00 a.m. IST) to Thursday, September 24, 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. Wednesday, September 23, 2026. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at einward.ris@kfintech.com.

EXPLANATORY STATEMENT: Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications) thereto or re-enactments made thereunder, if any, for the time being in force (the "**Act**"), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanyingNotice:

Item No. 3.

REGULARISATION OF MS. VARINDA (DIN: 11228217) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

Ms. Varinda (DIN: 11228217) was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from August 07, 2026, pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company. In terms of Section 161(1), she holds office up to the date of the General Meeting of members, and the Company now proposes to regularize her appointment as a Director, in the capacity of a Non-Executive Independent Director, by way of the resolution set out at Item No. 3 of the Notice.

The Board of Directors & Nomination Remuneration Committee, after reviewing the provisions of the Act and the Rules made thereunder, is of the opinion that Ms. Varinda (DIN: 11228217) fulfils the conditions specified for appointment as an Independent Director and is independent of the management of the Company.

Ms. Varinda (DIN: 11228217) has given her consent to act as a Director of the Company and has furnished a declaration confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing Ms. Varinda's (DIN: 11228217) candidature for the office of Director. As she is proposed to be appointed as an Independent Director on the recommendation of the Board, the requirement of deposit of ₹1,00,000 (Rupees One Lakh) under Section 160(1) of the Act does not apply.

Accordingly, the Board and the Nomination and Remuneration Committee recommend the appointment of Ms. Varinda (DIN: 11228217) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years commencing from the date of August 07, 2026 pursuant to Section 149 read with Schedule IV of the Act, for the approval of the Members.

Item No. 4.

TO APPROVE THE SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER UNDER SECTION 13 OF THE COMPANIES ACT, 2013

Presently, the registered office of the Company is situated in the State of Tamil Nadu at TL-7, 3rd Floor, Alsa Mall, No.4, Montieth Road Egmore, Chennai, Tamil Nadu, India, 600008, while the day-to-day operations of the Company are carried out from the corporate office situated at New Delhi in the National Capital Territory of Delhi. The Company proposes to shift the Registered Office from the State of Tamil Nadu to the National Capital Territory of Delhi for better control, co-ordination and reduction in costs.

Thus by effecting the change, the affairs of the Company would be managed more economically and efficiently to the advantage of all concerned.

Since the majority of the Directors of the Company are based in the NCR region, it would be more convenient and efficient to conduct and manage the business and affairs of the Company from the National Capital Territory of Delhi.

The Board of Directors of the Company at its meeting held on September 05, 2026, has approved the shifting of Registered Office of the Company from the State of Tamil Nadu to the National Capital Territory of Delhi, subject to the approvals of the members and requisite statutory/ regulatory authorities. The shifting of Registered Office from the State of Tamil Nadu to the National Capital Territory of Delhi is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of public, shareholders, creditors or employees in any manner, whatsoever.

Pursuant to the provisions of Sections 12, 13 and 110 of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force), shifting of the Registered Office from one State to another and consequential alteration of Clause II of the Memorandum of Association of the Company requires approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to the Regional Director).

Therefore, approval of the members is sought through Postal Ballot (through remote e-voting only) for shifting of the registered office of the Company from the State of Tamil Nadu to the National Capital Territory of Delhi and consequently, for altering Clause II of the Memorandum of Association. Draft copy of the revised Memorandum of Association of the Company (with proposed change), resolution passed by the Board of Directors in this regard and other allied documents, if any, being referred to in the Notice will also be available for inspection by the members at the Registered Office of the Company on all working days from the date of dispatch of this Notice upto the last date of remote e-voting. Members seeking to inspect such document(s) may send an e-mail to compliance@armourds.com. 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 resolution.

The Board recommends the resolution as Special Resolution set out in item no. 4 of the accompanying Notice for the approval of members of the Company.

5. APPROVAL OF RELATED PARTY TRANSACTION WITH SAPPHIRE MEDIA LIMITED FOR ACQUISITION OF SPECIFIED BUSINESS ON SLUMP SALE BASIS

The Board of Directors of the Company, at its meeting held on 05-Sep, 2026, considered and approved, subject to the approval of the Members wherever required, the proposal for acquisition of the specified business of Sapphire Media Limited ("SML") by the Company on a slump sale basis.

SML is the holding company of Big OOH Limited and holds 72.66% of the equity share capital of the Company. Accordingly, SML is a related party of the Company within the meaning of the applicable provisions of the Companies Act, 2013.

The Company proposes to acquire from SML the specified business as a going concern on a slump sale basis pursuant to the Business Transfer Agreement.

The specified business comprises the marketing, promotion and advertisement of brands through the display and placement of logos, advertisements and other marketing materials on or at Delhi Metros, Delhi Roadways bus shelters, Himachal Roadways buses and four railway stations, together with the relevant business assets, intellectual property including goodwill, business contracts, identified employees, applicable licences and permits and assumed liabilities.

The consideration for the acquisition of the specified business shall be evaluated as per the valuation report.

Nature of Relationship

The transaction is proposed to be undertaken with Sapphire Media Limited, which is the holding company of Big OOH Limited and holds 72.66% equity share capital of the Company.

Further:

Mr. Sahil Mangla (DIN: 06385907) is a Director of both Big OOH Limited and Sapphire Media Limited and holds approximately 89.06% of the equity share capital of Sapphire Media Limited.

Mr. Madan Lal (DIN: 07681655) is a Director of both Big OOH Limited and Sapphire Media Limited and is the father of Mr. Sahil Mangla.

In view of the above relationship, the proposed transaction constitutes a Related Party Transaction and the approval of the Members is being sought in accordance with the applicable provisions of the Companies Act, 2013.

Particulars of the Proposed Related Party Transaction:

Particulars	Details
Name of Related Party	Sapphire Media Limited
Relation	Holding Company

Percentage of Holding	72.66%
Nature of Transaction	Acquisition of specified business on slump sale basis
Business proposed to be acquired	Marketing, promotion and advertisement business
Mode of Consideration	As per the terms of the agreement
Nature of transaction	One-time Transaction
Agreement	Business Transfer Agreement
Purpose	Acquisition
Valuation	As per valuation report
Basis of consideration	Consideration shall be evaluated as per the valuation report
Whether transaction is in ordinary ourse of business	No
Whether at arm's length	Yes

Rationale and Benefits of the Transaction

The proposed acquisition will enable the Company to acquire and consolidate the specified business together with its associated business assets, contracts, goodwill, intellectual property, employees, licences and operational capabilities.

The Board believes that the proposed acquisition will enable the Company to directly operate and develop the acquired business and is in the commercial interest of the Company.

The Board, after considering the terms of the proposed transaction and the commercial rationale thereof, is of the opinion that the proposed transaction is in the best interests of the Company and its Members.

Material Terms of the Transaction

The transaction is proposed to be undertaken pursuant to the Business Transfer Agreement, on a slump sale basis, with the consideration to be evaluated as per the valuation report.

The transaction includes the transfer/acquisition of the specified business together with the assets, goodwill, business contracts, identified employees, intellectual property, applicable licences and permits and assumed liabilities, subject to the terms and conditions contained in the Business Transfer Agreement.

Interest of Directors and Key Managerial Personnel

Mr. Sahil Mangla, Director of the Company, is interested in the proposed transaction by virtue of being a Director of SML as well as holding approximately 89.06% of the equity share capital of SML.

Mr. Madan Lal, Director of the Company, is also a Director of SML and is the father of Mr. Sahil Mangla.

Save as stated above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Documents for Inspection

The Business Transfer Agreement and other relevant documents relating to the proposed transaction shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be made available electronically in accordance with applicable law.

The Board recommends the resolution as Special Resolution set out at Item No.5 for approval of the Members.

For and on behalf of the board
Big OOH Limited
(Formerly known as Armour Display Systems Limited)

Sd/-

Daksha Agarwal
Company Secretary
Membership No.: A65247

Date: September 05, 2026
Place: New Delhi

Annexure -A

Details of Directors seeking re-appointment/appointment at 16th Annual General Meeting (AGM) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India on General Meetings, as on the date of Notice: All the proposed appointee Director and their relatives may be deemed to be interested regarding their respective appointment. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or insted, financially or otherwise, in the said businesses set out in the Notice:

Particulars	Ms. Sonal Garg	Ms. Varinda
Designation	Non-Executive Director	Additional Independent Director
DIN	08028120	11228217
Age	35	27
Qualifications	Master's in Business and Administration	Company Secretary
Experience / Nature of Expertise	Expertise in corporate management, strategic decision-making, and oversight of business operations, with experience in the media, advertising, investment and allied business sectors. The expertise also encompasses providing strategic guidance to the Board, evaluating business opportunities, stakeholder management and ensuring effective governance and regulatory oversight.	Extensive experience in handling Companies Act and SEBI compliances, corporate restructuring and incorporation, rights issues, share transfers/transmissions, Board & General Meeting compliances, statutory filings, ISIN/Demat matters and coordination with regulatory authorities/RTA.
Date of First Appointment on the Board	17/12/2024	07/08/2026
Terms and Conditions of Appointment / Reappointment	As per resolution dated 17th December, 2024	As per resolution dated 07th August, 2026
Remuneration Last Drawn (per annum)	Nil	Nil
Remuneration Now Proposed (per annum)	Nil	No remuneration is being given to Independent Director other than Sitting Fees.
Shareholding in the Company	NIL	NIL
Relationship with other Directors / Manager / KMP of the Company	Wife of Mr. Sahil Mangla	NIL
Number of Board Meetings Attended During the Year	All the Board meetings held during the F.Y. 2025-2026	NA
Other Directorships	1. Jcs Industries Private Limited 2. Geeken Seating Collection Private Limited 3. Big Comfort Collection Private Limited 4. Big Studios Private Limited5. Big Fm Investment Private Limited	1. Nestara Consulting Services Private Limited
Membership / Chairmanship of Committees of Other Boards	NIL	NIL

Big OOH Limited (Formerly known as "Armour Display Systems Limited")
Reg Off: TL-7, 3rd Floor, Alsa Mall, No.4, Montieth Road Egmore, Chennai, Tamil Nadu, India, 600008
Corporate Off: A-154A, Second Floor, Sector-63, Noida, Uttar Pradesh - 201301
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