NOTICE OF 3rd AGM OF THE COMPANY

NOTICE is hereby given that the 3rd Annual General Meeting (AGM) of the members of Picturepost Studios Limited at WeWork Lightbridge, 6th floor, Hiranandani Business Park, Saki Vihar Rd, Tunga Village, Chandivali, Powai, Mumbai, Maharashtra 400072, India will be held on Wednesday, 30th September 2026 at 10.00 am to transact the following businesses:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**.

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

   "RESOLVED THAT the audited Standalone and Consolidated 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, as circulated to the Members, be and are hereby considered and adopted."

2. **TO APPOINT MR. PARISH TEKRIWAL, DIRECTOR (DIN: 03530041), WHO LIABLE TO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

   if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution.**

   "RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Parish Tekriwal, Director (DIN: 03530041)** who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

SPECIAL BUSINESS:

3. **TO REGULARISE/APPOINT MR. PRATEEK TEKRIWAL DIN: 03530052) AS DIRECTOR OF THE COMPANY:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act"), and the rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, Mr. Prateek Tekriwal (DIN: 03530052), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 21-05-2026 and who holds office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Act and is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

4. **TO REGULARISE/APPOINT MS. URVASHI DILIP MAHARSHI (DIN: 09711176) AS INDEPENDENT WOMEN 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 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act"), and the rules made thereunder, read with Schedule IV to the Act, and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, Ms. Urvashi Dilip Maharshi (DIN: 09711176), who was appointed by the Board of Directors as an Additional Director of the Company in the capacity of an Independent Director with effect from 02-06-2026, and who holds office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Act, and who has submitted a declaration confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations and is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of [five] consecutive years commencing from June 02, 2026 up to June 01, 2031."

RESOLVED FURTHER THAT pursuant to Regulation 25(2A) and other applicable provisions of the SEBI LODR Regulations, the appointment of Ms. Urvashi Dilip Maharshi as an Independent Women Director of the Company be and is hereby approved by the Members by way of Special Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof or any person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, filings and writings as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By Order of the Board
For Picturepost Studios Limited

Sd/-
Mr. Parish Tekriwal
Managing Director
DIN: 03530041

Registered office: 701, 7th Floor, Sapphire Building,
Junction of S.V. Rd & 1st Rd, Khar (W), Khar Colony,
Mumbai, Maharashtra, India, 400052
CIN: U62099MH2023PLC404020

Date: September 02,2026
Place: Mumbai

PICTURE POST
STUDIOS

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Ordinary/ Special Business(es) to be transacted at the 30th Annual General Meeting of the Company (the "Meeting" or "AGM") under Item Nos. 4 to 8, is annexed hereto. The relevant details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), in respect of the persons seeking re-appointment as Directors or whose remuneration is proposed, are given under the heading "Profile of Directors" forming part of this Notice as Annexure A.

4. Route map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.

5. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also e-voting at the AGM venue, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of NSDL. The Board has appointed Satyajit Mishra & Co. Practising Company Secretaries, Mumbai (Membership No. F5759;Certificate of Practice No. 4997), a Peer Reviewed Firm, as the Scrutinizer for this purpose.

6. The facility for e-voting will be available at the AGM venue to those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting, may attend the AGM but will not be entitled to cast their votes once again.

7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 23rd September, 2026 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting at the AGM venue. A person who is not a member on the cut-off date should accordingly treat this Notice as for information purposes only.

8. Members may visit the Company's corporate website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Company Secretary at the Registered Office of the Company.

9. Members are required to bring their attendance slips to the AGM. Company will not be in a position to provide duplicate attendance slips or copies of the Report and Accounts at the AGM venue.

   THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

   The remote e-voting period begins Saturday, *26th September, 2026 at 09:00 A.M. and ends on Tuesday, 29th September, 2026 05.00 P.M.* The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **23rd September, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **23rd September, 2026.**

   The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses and other matters as may be required.

PICTURE POST STUDIOS

<u>How do I vote electronically using NSDL e-Voting system?</u>

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

<u>Step 1: Access to NSDL e-Voting system</u>

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period
	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL 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 abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

<u>How to cast your vote electronically on NSDL e-Voting system?</u>

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select **"EVEN NO - 142608"** of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csnirmaltiwari@gmail.com_with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five 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 www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to **Mr. Suketh Shetty** at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@pictureposttstudio.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@picturepoststudio.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

E-VOTING

Voting rights of Members shall be reckoned on the paid-up value of equity shares registered in their name as on the Cut-off date.

Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., 23rd September, 2026, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM, as the case may be.

The procedure for e-voting on the day of the AGM is identical to Remote e-voting instructions as outlined in this Notice.

Any person who becomes a Member of the Company after dispatch of the Notice and holds equity shares as on the Cut-off date can vote by following the procedure for e-voting, as outlined in the Notice.

Any person holding shares in physical form, who acquire equity shares of the Company and become Member after the notice is sent through e-mail and is holding shares as of the Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of Shareholders holding securities in demat mode who acquire shares and become Member after the notice is sent through e-mail and holding shares as of the Cut-off date may follow steps mentioned in the Notice.

Members present at the 3rd AGM and who have not cast their vote on resolutions set out in the Notice convening the AGM through remote e-voting and who are not otherwise barred from doing so, shall be allowed to cast their vote through e-voting facility during the AGM.

However, Members who have exercised their right to vote during the Remote e-voting period may attend the AGM but shall not be entitled to cast their vote again.

Once the vote on a resolution is cast, Member shall not be allowed to change the same subsequently or cast vote again.

Members can opt for only one mode of voting i.e. either through Remote e-voting or e-voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail.

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names as per the Company's records, will be entitled to cast vote or the first holder as per companies' record will be entitled to attend the meeting.

INSPECTION OF DOCUMENTS:

The statutory registers maintained under Section 170 and Section 189 of the Act and other documents referred in the Notice convening this AGM shall be made available for inspection by Members during the remote e-voting period and during the proceedings of the AGM.

Members seeking to inspect such documents can send an email to investors@picturepoststudio.com with subject line "Inspection of Documents", mentioning their name, DP ID and Client ID and documents they wish to inspect.

DECLARATION OF RESULTS OF VOTING:

After conclusion of the meeting, the Scrutinizer will submit the report on votes cast in favour or against and invalid votes, if any, to the Chairman or any other person authorized by him, who shall countersign the same, and the result of the voting will be declared within the time stipulated under the applicable laws. The voting results along with the Scrutinizer's report, will be hosted on the Company's website on https:// picturepoststudio.com/,website of NSDL, https:// www.evoting.nsdl.com/, displayed on the Notice Board of the Company at the Registered Office and will be simultaneously forwarded to the Stock Exchanges i.e. National Stock Exchange of India Limited.

CONTACT DETAILS:

Particulars	Company	Registrar and Transfer Agent	e-Voting Agency	Scrutinizer
Name	Picturepost Studios Limited	Bigshare Services Pvt. Ltd.	National Securities Depository Limited	M/s. Satyajit Mishra & Co., Company Secretaries
Address	701, 7th Floor, Sapphire Building, Junction of S.V. Rd & 1st Rd, Khar (W), Khar Colony, Mumbai, Maharashtra, India, 400052	Office No S6-2, 6th Floor, Pinnacle Business Park,Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400 093	301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051	Unit 404, Kamlacharan Commercial Premises Co-op Soc. Ltd., Jawahar Nagar Phatak, Above SRV Hospital, Goregaon (West), Mumbai 400 062
Phone	9769199410	+ 9122 6263 8200	022 - 4886 7000	9820264847
Email- ID	investors@picturepos tstudio.com	info@bigshareonline .com	evoting@nsdl.com investors@picturepo ststu dio.com	cs.smishra@gmail.co m investors@picture postst udio.com

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 3 to 4 of the accompanying to this Notice.

ITEM NO. 3:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 21-05-2026, appointed Mr. Prateek Tekriwal (DIN: 03530052) as an Additional Director of the Company with effect from 21-05-2026, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company.

In terms of Section 161(1) of the Act, Mr. Prateek Tekriwal holds office as an Additional Director up to the date of this Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

The Company has received from Mr. Prateek Tekriwal:

(a) consent in writing to act as a Director in Form DIR-2;

(b) declaration that he is not disqualified from being appointed as a Director under Section 164 of the Act;

(c) disclosure of interest in Form MBP-1;

(d) such other declarations and confirmations as may be required under the Act and SEBI LODR Regulations; and

(e) notice in writing proposing his candidature for the office of Director pursuant to Section 160 of the Act.

The Board, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that Mr. Prateek Tekriwal possesses the requisite qualifications, experience, expertise and knowledge and that his association with the Company as a Director would be in the interest of the Company.

The Board accordingly recommends the appointment of Mr. Prateek Tekriwal as a Director of the Company for approval of the Members.

Upon appointment as a Director, Mr. Prateek Tekriwal shall be liable to retire by rotation in accordance with the provisions of Section 152(6) of the Act and the Articles of Association of the Company.

Except Mr. Prateek Tekriwal & Mr. Parish Tekriwal, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the Ordinary Resolution set out at Item No. 3 for approval by the Members.

ITEM NO. 4:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 02-06-2026, appointed Ms. Urvashi Dilip Maharshi (DIN: 09711176) as an Additional Director of the Company in the capacity of an Independent Director with effect from 02-06-2026, pursuant to Section 161(1) of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company.

In terms of Section 161(1) of the Act, Ms. Urvashi Dilip Maharshi holds office as an Additional Director up to the date of this Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

The Company has received the necessary consent, declarations and disclosures from Ms. Urvashi Dilip Maharshi, including:

(a) consent in writing to act as a Director in Form DIR-2;

(b) declaration that she is not disqualified from being appointed as a Director under Section 164 of the Act;

(c) declaration that she satisfies the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations;

(d) confirmation regarding compliance with the applicable provisions relating to the maximum number of directorships;

(e) disclosure of interest in Form MBP-1;

(f) confirmation regarding her inclusion in the databank of persons offering to become Independent Directors, to the extent applicable;

(g) declaration that she has not been debarred or disqualified from being appointed or continuing as a Director by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority; and

(h) such other declarations, confirmations and documents as may be required under applicable laws.

The Board, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that Ms. Urvashi Dilip Maharshi possesses the requisite qualifications, experience, expertise and integrity and fulfils the conditions specified in the Act and the SEBI LODR Regulations for appointment as an Independent Director.

In the opinion of the Board, Ms. Urvashi Dilip Maharshi is independent of the management and fulfils the conditions specified in the Act and the SEBI LODR Regulations for appointment as an Independent Director.

The Board is also of the opinion that the association of Ms. Urvashi Dilip Maharshi as an Independent Director would bring valuable expertise and experience to the Board and would be in the best interests of the Company.

Pursuant to Section 150(2) of the Act, the Company has considered the qualifications, experience and suitability of Ms. Urvashi Dilip Maharshi for appointment as an Independent Director. The Board considers Ms. Urvashi Dilip Maharshi suitable for the proposed appointment.

The appointment of Ms. Urvashi Dilip Maharshi as an Independent Director is proposed for a term of five consecutive years commencing from June 02, 2026 and ending on June 01, 2031. The proposed appointment is subject to approval of the Members by way of Special Resolution in accordance with applicable provisions of the Act and Regulation 25(2A) of the SEBI LODR Regulations.

Ms. Urvashi Dilip Maharshi shall be entitled to receive sitting fees and/or commission and reimbursement of expenses for attending meetings of the Board and Committees thereof, as may be determined by the Board in accordance with the Act and the Company's policies.

In accordance with Section 149(13) of the Act, Ms. Urvashi Dilip Maharshi shall not be liable to retire by rotation.

Except Ms. Urvashi Dilip Maharshi, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the Special Resolution set out at Item No. 4 for approval by the Members.

By Order of the Board
For Picturepost Studios Limited

Sd/-
Mr. Parish Tekriwal
Managing Director
DIN: 03530041

Registered office: 701, 7th Floor, Sapphire Building,
Junction of S.V. Rd & 1st Rd, Khar (W), Khar Colony,
Mumbai, Maharashtra, India, 400052
CIN: U62099MH2023PLC404020

Date: September 02,2026
Place: Mumbai

Annexure A

Details of the Directors retiring by rotation and seeking re-appointment / appointment at the Annual General Meeting pursuant to (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI) are as under:

(I)

Name of the Director	**Mr. PARISH TEKRIWAL**
Designation and Category of Directorship	Executive Director, Promoter
Directors Identification Number	**03530041**
Date of Birth	24/03/1986
Age	40 Years
Date of first Appointment on board of the Company	24-07-2023
Brief Resume, Experience and Expertise in Functional Area	Mr. Parish Tekriwal is a seasoned finance and business leader with extensive experience of more than 15 years in financial management, corporate strategy, governance, media industry and business operations. He currently serves as the Managing Director of the Company, where he is responsible for providing strategic leadership and overseeing the Company's overall business and financial performance. He brings to the role strong leadership capabilities, sound financial acumen, and extensive experience in driving sustainable business growth and creating long-term value for stakeholders.
Terms and Conditions of appointment / re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.
Number of Meetings of the Board attended during the year	4/4 Board Meeting attended during FY 2025-26.
List of Directorship held in other companies	1. HYBRID MOTION PRIVATE LIMITED
Memberships/ Chairmanships of Committees across companies (excluding foreign companies)	2
Shareholding in the Company including as a beneficial owner	9939000
Relationship with other Directors, Manager and other Key Managerial Personnel	Promoter and Managing Director of the Company
Whether debarred/disqualified by SEBI/MCA or any statutory authority	No
Retirement by rotation	Yes

(II)

Name of the Director	Mr. PRATEEK TEKRIWAL
Designation and Category of Directorship	Non-Executive Director, Relative of Promoter
Directors Identification Number	**03530052**
Date of Birth	31.12.1984
Age	42 Years
Date of first Appointment on board of the Company	21/05/2026
Brief Resume, Experience and Expertise in	**Mr. Prateek Tekriwal** , aged 42 years, is the Non- Executive Director of our Company. Mr. Prateek Tekriwal possesses over 15 years of rich experience in the textile industry with extensive expertise in garment, trading, business development, and operations management. He has significant knowledge of the garment business, including sourcing, quality management, and market expansion.
Terms and Conditions of appointment / re-appointment	Appointment in terms of Section 149 & 152 of the Companies Act, 2013.
Number of Meetings of the Board attended during the year	No Board Meeting attended during FY 2025-26 as he was appointed in FY 2026-27.
List of Directorship held in other companies	NIL
Memberships/ Chairmanships of Committees across companies (excluding foreign companies)	NIL
Shareholding in the Company including as a beneficial owner	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	Brother of Mr. Paris Tekriwal – Promoter and Managing Director of the Company
Whether debarred/disqualified by SEBI/MCA or any statutory authority	No
Retirement by rotation	Yes

(III)

Name of the Director	Ms. Urvashi Dilip Maharshi
Designation and Category of Directorship	Independent Director
Directors Identification Number	09711176
Date of Birth	26-04-1990
Age	36 Years
Date of first Appointment on board of the Company	02/06/2026
Proposed tenure	5 consecutive years
Proposed term	June 02, 2026 up to June 01, 2031
Brief Resume, Experience and Expertise in Functional Area	**Ms. Urvashi Dilip Maharshi** , aged 36 years, is the Independent Director of our Company. Ms. Urvashi Dilip Maharshi (DIN: 09711176) is a member of the Institute of Chartered Accountants of India (ICAI) & a Committee Member of WIRC– ICAI and Founder of UMCO. Ms. Urvashi Maharshi is a seasoned Chartered Accountant and Law graduate based in Mumbai, India with over 18+ years of professional experience and possesses extensive experience in the areas of accounting, auditing, taxation, financial management, corporate governance, compliance and advisory services. She has been associated with various professional assignments and has developed expertise in financial reporting, regulatory compliance, risk management and strategic financial planning. Her rich professional experience and knowledge will strengthen the Company's governance framework and contribute to its long-term growth and sustainability. She specializes in Risk Advisory and Audit & Assurance with extensive exposure to IFRS and Ind AS implementation, delivering structured, compliant, and globally aligned financial solutions. She has led engagements for large multinational corporations, with expertise spanning SOP development, regulatory compliances, assessments, litigation support, and strategic tax advisory.
Terms and Conditions of appointment / re-appointment	Appointment in terms of Section 149, 150, 152 of the Companies Act, 2013.
Number of Meetings of the Board attended during the year	No Board Meeting attended during FY 2025-26 as she was appointed in FY 2026-27.
List of Directorship held in other companies	1. NGUM BUSINESS SOLUTIONS PRIVATE LIMITED
Memberships/ Chairmanships of Committees across companies (excluding foreign companies)	NIL
Shareholding in the Company including as a beneficial owner	NIL
Listed entities where she holds directorship	NIL
Listed entities from which resigned during preceding 3 years	NIL
Whether debarred by SEBI/MCA/statutory authority	NIL
Category	Independent Director
Retirement by rotation	No
Relationship with other Directors, Manager and other Key Managerial Personnel	NIL

PicturePost Studios Limited

Registered office: 701, 7th Floor, Sapphire Building, Junction of S.V. Rd & 1st Rd, Khar (W), Khar Colony, Mumbai, Maharashtra, India, 400052

CIN: U62099MH2023PLC404020

ATTENDANCE SLIP

Third Annual General Meeting of the Company

Day, Date & Time: Wednesday, 30th September, 2026 at 10.00 AM

Regd. Folio No. ______________________________ ;

DP ID ______________ Client ID/Ben. A/C ______________ ;

No. of shares held ______________________________ ;

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 3rd Annual General Meeting of the Company on Wednesday, 30th Septemper, 2026 at 10.00 AM at WeWork Lightbridge, 6th floor, Hiranandani Business Park, Saki Vihar Rd, Tunga Village, Chandivali, Powai, Mumbai, Maharashtra 400072, India

Member's/Proxy's name in Block Letters **Member's/Proxy's Signature**

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

PICTURE POST STUDIOS

FORM NO. MGT-11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

PROXY FORM

Name of the member(s): ____________________

Registered address: ____________________

E-mail Id: ____________________ **Folio No./ Client Id:** ____________________

DP ID: ____________________

I/We, being the member(s) of ____________________ shares of the above-named company, hereby appoint:

1. **Name:** ____________________ **Address:** ____________________

   E-mail Id: ____________________ **Signature:** ____________________

   or failing him/her

2. **Name:** ____________________ **Address:** ____________________

   E-mail Id: ____________________ **Signature:** ____________________

   or failing him/her

3. **Name:** ____________________ **Address:** ____________________

   E-mail Id: ____________________ **Signature:** ____________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3rd Annual General Meeting of the Company, to be held on the Wednesday, 30th day of September, 2026 at 10 a.m.at WeWork Lightbridge, 6th floor, Hiranandani Business Park, Saki Vihar Rd, Tunga Village, Chandivali, Powai, Mumbai, Maharashtra 400072, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For/Against
	ORDINARY BUSINESS	
1	To receive, consider and adopt the audited Standalone and Consolidated financial statement	For / Against
2	To appoint Mr. Parish Tekriwal, Director (DIN: 03530041), who retires by rotation	For / Against
	SPECIAL BUSINESS	
4	To regularise/appoint Mr. Prateek Tekriwal DIN: 03530052) as Director of the Company	For / Against
5	To regularise/appoint Ms. Urvashi Dilip Maharshi (DIN: 09711176) as independent women director of the Company	For / Against

Signed this ________day of ________________ 20________

Signature of shareholder(s): ____________________

Signature of Proxy holder(s): ____________________

AFFIX REVENUE STAMP

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the company.

ROAP MAP OF AGM VENUE

WeWork Lightbridge,
6th floor, Hiranandani Business Park,
Saki Vihar Rd, Tunga Village, Chandivali,
Powai, Mumbai, Maharashtra 400072, India

Road Map to WeWork Lightbridge – Chandivali, Powai (AGM Venue)