

Date: November 23, 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400 001

SCRIP CODE: 543895

Subject: Notice of Extra-Ordinary General Meeting (“EOGM”).

Ref.: Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Dear Sir/ Madam,

This is in furtherance to our intimation dated November 18, 2023 and in pursuant to the provisions of Regulation 30 of Listing Regulations and other applicable provisions of Listing Regulations, please find enclosed herewith the Notice convening Extraordinary General Meeting (“EGM”) of the company scheduled on Friday, December 15, 2023 at 11:00 AM (IST) at the registered office of the Company at 103, Crystal Paradise, DS Road, off Veera Desai Road, Andheri (W), Mumbai 400053.

Further, the Notice of the EOGM have also been made available on the website of the Company at <https://exhicongroup.com/> and the Company has commence the dispatch of Notice of the EOGM to the Members through electronic means on the email addresses as registered with the Company /Registrar and Share Transfer Agent/ Depository Participant(s), in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Kindly take the same on record.

Thanking You

Yours Faithfully

For **Exhicon Events Media Solutions Limited**

CS Pranjul Jain

Company Secretary and Compliance Officer

Membership No.: A67725

Encl.: A/a

Exhicon Events Media Solutions Limited

(Formerly known as Exhicon Events Media Solutions Private Limited)

CIN: U74990MH2010PLC208218

Reg. Office: 103, Crystal Paradise, DS Road, off Veera Desai Road, Andheri (W), Mumbai 400053

Tel: +9122 40036045/22 62361291| Email: info@exhicongroup.com| Website: www.exhicongroup.com

EXHICON EVENTS MEDIA SOLUTIONS LIMITED

(Formerly known as Exhicon Events Media Solutions Private Limited)

CIN: U74990MH2010PLC208218

Reg. Office: 103, Crystal Paradise, DS Road, off Veera Desai Road, Andheri (W), Mumbai 400053

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NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING ('EOGM') OF THE MEMBERS OF EXHICON EVENTS MEDIA SOLUTIONS LIMITED (FORMERLY KNOWN AS EXHICON EVENTS MEDIA SOLUTIONS PRIVATE LIMITED) WILL BE HELD ON FRIDAY, DECEMBER 15, 2023 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT 103, CRYSTAL PARADISE, DS ROAD, OFF VEERA DESAI ROAD, ANDHERI (W) MUMBAI – 400053, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:

Special Business:

ITEM NO. 1:

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), and the rules made thereunder (including any amendment thereto or re-enactment thereof), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if any, the approval of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore and Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores and Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each by addition of Rs. 13,00,00,000/- (Rupees Thirteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT subject to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and subject to such other approval(s) from the concerned Statutory Authority(ies), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V i.e. Capital Clause thereof by the following new Clause V as under:

“V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) be and is hereby severally authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with Stock Exchanges or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 2:**ISSUANCE OF 10,88,000 EQUITY SHARES ON PREFERENTIAL BASIS TO ENTITIES BELONGING TO THE NON-PROMOTER CATEGORY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”), (iv) any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (‘SEBI’), Reserve Bank of India (‘RBI’), stock exchange and/ or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by 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 powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 10,88,000 equity shares of the Company of face value of Rs. 10/- each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to non- promoters at a price of Rs. 295/- (Rupees Two Hundred and Ninety-Five Only) (including premium of Rs. 285/-) as determined in accordance with Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“SEBI ICDR Regulations”), to the following persons, for consideration in cash, total consideration of Rs. 32,09,60,000/- (Rupees Thirty-Two Crore Nine Lakh and Sixty Thousand Only), on such terms and conditions as follows:

Sr. No	Name of the proposed Allottee	Status of Allottee Individual/Body Corporate/Trust /HUF	Nature of persons who are the ultimate beneficial Owner	No. Equity Shares proposed to be allotted	Category Promoter / Non-Promoter	Allottee is QIB/ MF/ FI/ Trust/ Banks
1	IRSHAD MADAKIYA	Individual	Individual	17500	Non-promoter	Not applicable
2	NILESH PRADIP KURHADE	Individual	Individual	10500	Non-promoter	Not applicable
3	DIVYASHRI RAVICHANDRAN	Individual	Individual	110000	Non-promoter	Not applicable
4	HEMANT BALI	Individual	Individual	10500	Non-promoter	Not applicable
5	PRABHAT TYAGI	Individual	Individual	18000	Non-promoter	Not applicable
6	DINESH BABU MOHANA	Individual	Individual	18000	Non-promoter	Not applicable

7	SUNEEL PADAVALA HUF	HUF	SUNEEL PADAVALA	10500	Non-promoter	Not applicable
8	POONAM SINGH	Individual	Individual	7000	Non-promoter	Not applicable
9	MANOJ DEVIDAS KULCHANDANI	Individual	Individual	13500	Non-promoter	Not applicable
10	ARCHIT BINAIKIA	Individual	Individual	100000	Non-promoter	Not applicable
11	VIJAY KUMAR AGARWAL	Individual	Individual	7000	Non-promoter	Not applicable
12	AENUGU SRAVANTHI	Individual	Individual	7000	Non-promoter	Not applicable
13	BEHRAM NOORALI SODAWALA	Individual	Individual	7000	Non-promoter	Not applicable
14	SANIE ZAHERA MOHAMMED AKBAR SAYYED	Individual	Individual	7000	Non-promoter	Not applicable
15	ANG CORPORATE SERVICES PRIVATE LIMITED	Body Corporate	1. Santosh Gadia 2. Anshuman Khanna 3. Chaitanya Gadia 4. Neha Khanna	35000	Non-promoter	Not applicable
16	PREMIUM ESTATES PRIVATE LIMITED	Body Corporate	1. Santosh Gadia 2. Chaitanya Gadia 3. Vidhu Gadia	35000	Non-promoter	Not applicable
17	GOTHAMCHAND A HUF	HUF	GOTHAMCHAND A	20000	Non-promoter	Not applicable
18	SHAGUN CAPITAL VENTURE (Firm represented by its partners SHANKESH VIJAYAKUMAR AND MANAV VIJAYAKUMAR)	Individual	1. SHANKESH VIJAYAKUMAR 2. MANAV VIJAYAKUMAR	7000	Non-promoter	Not applicable
19	HIRACHAND PADMA JAIN	Individual	Individual	7000	Non-promoter	Not applicable
20	VIMAL KUMAR SRISRIMAL	Individual	Individual	7000	Non-promoter	Not applicable
21	HARICHAND MOHANCHAND	Individual	Individual	7000	Non-promoter	Not applicable
22	AVINASH	Individual	Individual	7000	Non-promoter	Not applicable
23	RAJESH H SETHIA HUF	HUF	RAJESH H SETHIA	7000	Non-promoter	Not applicable
24	VIKAS KUMAR GADIYA	Individual	Individual	7000	Non-promoter	Not applicable
25	MITHALAL NIRMAL KUMAR	Individual	Individual	7000	Non-promoter	Not applicable
26	RISHAB INTERMEDIATES PVT LTD	Body Corporate	SUNIL KUMAR	7000	Non-promoter	Not applicable
27	VIKAS REKHA BOHRA	Individual	Individual	7000	Non-promoter	Not applicable
28	ANITHA	Individual	Individual	7000	Non-promoter	Not applicable
29	GAYATHRI RAMAMURTHY	Individual	Individual	10000	Non-promoter	Not applicable

30	SAMEER PAHLAJANI HUF	HUF	SAMEER PAHLAJANI	15000	Non-promoter	Not applicable
31	AMARPAL SINGH HURA HUF	HUF	AMARPAL SINGH HURA	12000	Non-promoter	Not applicable
32	NEERAJ PAHLAJANI	Individual	Individual	15000	Non-promoter	Not applicable
33	WOW INVESTMENTS (Firm Represented by BRIJESH THAKKAR)	Individual	BRIJESH THAKKAR	34000	Non-promoter	Not applicable
34	AARSON INVESTMENTS (Firm represented by SHARAD GOEL)	Individual	SHARAD GOEL	21000	Non-promoter	Not applicable
35	FIVE STAR INVESTMENTS (Firm represented by SAURABH AGRAWAL)	Individual	SAURABH AGRAWAL	18000	Non-promoter	Not applicable
36	TEN EIGHTY INVESTMENTS (Firm represented by AATISH SHARMA)	Individual	AATISH SHARMA	18000	Non-promoter	Not applicable
37	CHHATTISGARH INVESTMENTS LIMITED	Body Corporate	Kamal Kishore Sarda	45000	Non-promoter	Not applicable
38	ABHAY D MUSALE	Individual	Individual	8000	Non-promoter	Not applicable
39	BLUE LOTUS CAPITAL MULTI BAGGER FUND II	Qualified Institutional Buyer (QIB)	Exempted	100000	Non-promoter	QIB
40	PERSISTENT GROWTH FUND-VARSU INDIA GROWTH STORY SCHEME I	Qualified Institutional Buyer (QIB)	Exempted	30000	Non-promoter	QIB
41	PANNA GUNCHANDRA MEHTA	Individual	Individual	20000	Non-promoter	Not applicable
42	INDU RAMANLAL GOLECHA	Individual	Individual	10000	Non-promoter	Not applicable
43	A UTTAMCHAND JAIN HUF	HUF	A UTTAMCHAND JAIN	7000	Non-promoter	Not applicable
44	ROOPA GARG	Individual	Individual	7000	Non-promoter	Not applicable
45	SANDEEP BHANDARI	Individual	Individual	10000	Non-promoter	Not applicable
46	AKASH KUMAR SOHANRAJ	Individual	Individual	7000	Non-promoter	Not applicable
47	SVAR FAMILY TRUST	Trust	SWAPNIL JATINBHAI SHAH	8500	Non-promoter	Trust
48	JAYANT JAIN	Individual	NA	7000	Non-promoter	Not applicable
49	VM FINSERVE AND ASSET MANAGEMENT (Firm Represented by SHRIPAL BHANDARI)	Individual	SHRIPAL BHANDARI	7000	Non-promoter	Not applicable
50	D PRAKASH DEVI	Individual	NA	7000	Non-promoter	Not applicable
51	MURUGESU LANKALINGAM	Individual	NA	17500	Non-promoter	Not applicable
52	TECHINDIA INFOWAY PRIVATE LTD	Body Corporate	R SATHYA KUMAR	17500	Non-promoter	Not applicable
53	THIYAGARAJAN VELAYATHAM	Individual	NA	8500	Non-promoter	Not applicable

54	VUMMIDI AMARENDRAN	Individual	NA	7000	Non-promoter	Not applicable
55	GANESH RAMAKRISHNAN	Individual	NA	7000	Non-promoter	Not applicable
56	RAJNIKANT MEGHJI SHAH	Individual	NA	7000	Non-promoter	Not applicable
57	INDIA EQUITY FUND 1	Qualified Institutional Buyer (QIB)	Exempted	52000	Non-promoter	QIB
58	AJAY PITAMBER SHARMA	Individual	NA	15000	Non-promoter	Not applicable
59	PREMAL VAISHNAV	Individual	NA	8000	Non-promoter	Not applicable
60	LEENA MANOJ MEHTA	Individual	NA	7500	Non-promoter	Not applicable
61	KARAN RAMESHBHAI MANDHANI HUF	HUF	KARAN RAMESHBHAI MANDHANI	7000	Non-promoter	Not applicable
62	DIMPLE GUPTA	Individual	NA	7000	Non-promoter	Not applicable
TOTAL				1088000		

“RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 15th November 2023, being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra Ordinary General Meeting i.e. 15th December, 2023 to approve this offer.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in- principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- b) The equity shares to be allotted on preferential basis shall be locked in for such period as prescribed in Regulation 167 of Chapter V of SEBI (ICDR) Regulations;
- c) No partly paid-up Equity Shares shall be issued and allotted;
- d) Allotment of the Equity Shares shall only be made in dematerialized form;
- e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;
- f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of consideration in cash; and

- g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

“RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate received from Mr. Brajesh Gupta (Practicing Company Secretary) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations 2018.

“RESOLVED FURTHER THAT the equity shares to be allotted, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Quaim Mohammad Syed, Managing Director and /or Ms. Padma Mishra, Whole-Time Director and /or, Mr. Pranjul Jain, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

ITEM NO 3:

ISSUANCE OF 3,40,000 WARRANTS (EQUITY CONVERTIBLE WARRANTS) PREFERENTIAL BASIS TO ENTITIES BELONGING TO THE PROMOTER & NON-PROMOTER CATEGORY:

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and

Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), provisions of Chapter V and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“SEBI ICDR Regulations”), the applicable Rules, Notifications, Guidelines, Policies, Procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Stock Exchanges where the shares of the Company are listed and other competent authorities and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory or other appropriate authorities (including but not limited to the SEBI, the Stock Exchanges where the shares of the Company are listed, RBI, the Government of India, etc.), if any, and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and all such other approvals which may be agreed to by 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 has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent and approval of the members of the company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, in one or more tranches, to the Promoter & Non-Promoter category (hereinafter referred to as the “Proposed Allottee”) on preferential basis up to 3,40,000 (Three Lakhs Forty Thousand) Warrants (“Equity Convertible Warrants”) fully convertible warrants (“Warrants”), each convertible into in to Equity Shares of the Company, to the person as described below, at an option of the Proposed Warrant Allottee, in one or more tranches, one Equity Share of face value of INR 10/- (Indian Rupees Ten only) each, for cash at an issue price of INR 295/- (Indian Rupees Two Hundred and Ninety Five only) per Warrant (including a premium of INR 285/- per Warrant) which is the price determined by obtaining the Valuation Report by Independent Registered Valuer by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations (“Warrant Issue Price”), and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be determined by the Board in accordance with the provisions of the SEBI ICDR Regulations or other applicable laws:

Sr. No.	Name of the proposed Warrants Allottee	Nature of persons who are the Ultimate Beneficial Owner	No. of Warrants proposed to be issued	Category	Allottee is QIB/ MF/ FI/ Trust/ Banks
1	PRAKASH CHAND GOTHAM CHAND	Individual	40,000	Non-Promoter	Not applicable
2	AARNAH CAPITAL ADVISORS PVT LTD.	Body Corporate: 1. Archana Mathur 2. Nishigandha Keluskar	1,00,000	Promoter	Not applicable
3	QUAIM MOHAMMAD SYED	Individual	1,00,000	Promoter	Not applicable
4	PADMA MISHRA	Individual	1,00,000	Promoter	Not applicable
	TOTAL		3,40,000		

“**RESOLVED FURTHER THAT** the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 15th November 2023, being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra-Ordinary General Meeting i.e. 15th December, 2023 to approve this offer.”

“RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

(a) The Proposed Warrant Allottee shall, on or prior to the date of allotment of the Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price per Warrant shall be payable by the Proposed Warrant Allottee at the time of exercise of the Warrants conversion in to equity shares.

(b) Each Warrant held by the Proposed Warrant Allottee shall entitle the Proposed Warrant Allottee to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants (the “Warrant Exercise Period”).

(c) In the event the Proposed Warrant Allottee does not exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid upfront by the Proposed Warrant Allottee shall stand forfeited by the Company.

(d) The pre-preferential Equity shareholding of the Proposed Warrant Allottee along with Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

(e) Warrants (Equity Convertible Warrants) so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

(f) The Warrants (Equity Convertible Warrants) shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government.

(g) Warrants and the Equity Shares to be issued and allotted by the Company upon exercise of any Warrants shall, in each case, be in dematerialized form.

(h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee.

(i) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

(j) The Warrants by themselves until converted into Equity Shares, do not give to the Proposed Warrant Allottee any voting rights in the Company in respect of such Warrants.

(k) The Warrants shall be converted in 1 (one) or more tranches. The Proposed Warrant Allottee shall be entitled to exercise any or all of the Warrants by issuance of a written notice to the Company (“Exercise Notice”) not later than 15 (fifteen) days prior to the expiry of the Warrant Exercise Period. The Exercise Notice shall set out the number of Warrants proposed to be exercised by the Proposed Warrant Allottee, together with the aggregate amount payable to the Company. The Company shall convene a meeting of the Board or a committee thereof to implement the exercise of the Warrants specified in the Exercise Notice and issue and allot the corresponding number of the Equity Shares to the Proposed Warrant Allottee.

(l) Upon exercise by the Proposed Warrant Allottee of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to the Proposed Warrant Allottee, evidence of the credit of such Equity Shares to the demat account of the Proposed Warrant Allottee and entering the name of the Proposed Warrant Allottee in the records of the Company as the registered owner of such Equity Shares.

m) No partly paid-up Warrants (Equity Convertible Warrants) or Equity Shares upon conversion of Equity Warrants shall be issued and allotted; and

“RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted upon exercise of the option in the Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company subject to applicable laws as well as the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate received from Mr. Brajesh Gupta (Practicing Company Secretary) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT the equity shares to be allotted upon conversion of warrants, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

“RESOLVED FURTHER THAT the Board/Committee(s) of the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the conversion option in the Warrants held by the Proposed Warrant Allottee.

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Quaim Mohammad Syed, Managing Director and /or Ms. Padma Mishra, Whole-Time Director and /or, Mr. Pranjul Jain, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Warrants or allotment of the Equity shares upon the conversion of Warrants, as may be required, issuing clarifications on the issue and allotment of the Warrants or allotment of the Equity shares upon the conversion of Warrants, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Warrants or Equity Shares on conversion of Warrants and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

By Order of the Board of Directors
Sd/-
Quaim Mohammad Syed
Managing Director
DIN: 03163591

Date: November 18, 2023

Place: Mumbai

Registered Office:

Exhicon Events Media Solutions Limited

(CIN: U74990MH2010PLC208218)

103, Crystal Paradise, DS Road,

Off Veera Desai Road, Andheri (W)

Mumbai – 400053, Maharashtra

Contact No: +91 22 40036045/22 62361291

Website: <https://exhicongroup.com/>

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Extra-Ordinary General Meeting (“EOGM”) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (THE “MEETING” OR THE “EOGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of proxy in order to be effective should be deposited at the registered office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of EOGM. A proxy form is sent herewith. Proxies submitted on behalf of companies, societies etc., must be supported by appropriate resolutions/ authority, as applicable.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with Rule 19(2) of the Companies (Management and Administration) Rules, 2014; a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. In case a Member holding more than 10% of the total share capital of the Company carrying voting rights proposes to appoint a proxy, then such Member may appoint a single person as proxy, however, such proxy shall not act as a proxy for any other person or Member. The holder of proxy shall prove his identity at the time of attending the Meeting.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution authorising their representative to attend and vote on their behalf at the EOGM.
4. In case of joint holders attending the EOGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members/Proxies/Authorised Representatives should bring their duly filled and signed attendance slip enclosed herewith to attend the EOGM.
6. During the period beginning 24 hours before the time fixed for the commencement of the EOGM and ending with the conclusion of the EOGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three (3) days’ notice in writing is given to the Company.

7. All documents referred to in the accompanying Notice shall be open for inspection at the registered office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. to 1.00 p.m. up to the date of the EOGM of the Company.
8. The members are requested to kindly send all their correspondence relating to change of address, transfer of shares, etc. directly to the Company's Registrar & Transfer Agents – Link Intime India Private Limited, C-101, 1st floor, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400083, Maharashtra, quoting their folio number and in case of shares held in dematerialized form, the intimation of change of address should be passed on to their respective depository participants.
9. Members seeking any information with regard to the matters stated (Resolution No. 1 -3) in this notice are requested to write to the Company at least ten (7) days before the EOGM to enable the management to keep the information ready at the meeting.
10. As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has not provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Depository due to non-applicability. Voting through ballot paper will only be made available at the EOGM.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Notice of AGM/EOGM/ Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the depository. Members who have not registered their e-mail addresses are requested to register their e-mail address so that they can receive the communication, notices of Extra-Ordinary General Meetings and other documents, communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
12. The Notice, attendance slip and proxy form, are being sent through electronic mode to members whose e-mail addresses are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. Physical copy of the notice of EOGM has not been sent those members who have not registered the request for sending physical copy of the same. Members who have received the Notice of EOGM through electronic mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter at Venue of EOGM for registering your attendance at the EOGM.
13. As per the provisions of Section 72 of the Act, the facility for making 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. The form can be downloaded from the Company's website at <https://exhicongroup.com/>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
14. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the EOGM hall.
15. Route Map to the venue of the Extra-Ordinary General Meeting of the Company is enclosed at the last page of the Notice.

OTHER NOTES

- a) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 08.12.2023.

- b) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through electronic means and holding shares as of the cut-off date i.e. 08.12.2023 may send a request for notice at cs@exhiconevents.in .
- c) A person, 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 only shall be entitled to avail the facility of voting at the EOGM through ballot paper.
- d) M/s. Brajesh Gupta & Co. (Membership No: 33070; COP Number: 21306), Practicing Company Secretary, has been appointed as the scrutinizer to act as scrutinizer for the purpose of this Extra-Ordinary General Meeting.
- e) The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EOGM.
- f) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 Hours of the conclusion of the EOGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- g) The Results of EOGM voting will be declared along with the report of the Scrutinizer on or before two working days and shall be placed on the website of the Company <https://exhicongroup.com/> after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

By Order of the Board of Directors

Sd/-

Quaim Mohammad Syed

Managing Director

DIN: 03163591

Date: November 18, 2023

Place: Mumbai

Registered Office:

Exhicon Events Media Solutions Limited

(CIN: U74990MH2010PLC208218)

103, Crystal Paradise, DS Road,

Off Veera Desai Road, Andheri (W)

Mumbai – 400053, Maharashtra

Contact No: +91 22 40036045/22 62361291

Website: <https://exhicongroup.com/>

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice

ITEM NO. 1:

Your Board at its meeting held on 18th November, 2023 approved the proposal of increase in Authorised Capital of the company subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crores) consisting of 1,20,00,000 (One Crore Twenty lacs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) consisting of 2,50,00,000 (Two Crores and Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

The board of directors recommended the Proposed resolution under this item No. 1 to obtain Members' approval to alter Clause V i.e. Capital Clause of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Resolutions at Item No. 1 of the Notice except to the extent of their shareholding. The Board recommends the Resolutions set forth in Item No. 1 for the approval of the members.

ITEM NO. 2:

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders is required for Issue of Equity Shares to non-promoters on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 (**“the Act”**) and as per the applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:

1. Objects of the issue:

To raise further capital in order to meet the funding and business requirements of the Company including in relation to, and for [funding the business growth, capital expenditure, expansion plans including investments in subsidiaries, Investment in good business entities, Investment in any company for creating group/associate companies, exploring new initiatives, acquisition of business by making Investment or acquisition of stake in entities/companies for further expansion and diversification of the Business model, Inter body corporate loans in the requirements of business, mode of working capital, and other general corporate purposes] by way of fresh issue for cash.

2. Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:

None of the promoters / directors / key management personnel of the Company intend to subscribe in the proposed preferential issue of Equity Shares stated in the Resolution no. 2 of this notice.

3. Maximum number of specified securities to be issued:

The Company intends to issue a maximum of 10,88,000 equity shares of face value Re. 10/- per share at a price of Rs. 295/- (including premium of Rs. 285/- per share) as determined under Regulation 164 of SEBI (ICDR) Regulations, 2018.

4. The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)	73,91,998	62.25	73,91,998	57.02
Public (B)	44,83,502	37.75	55,71,502	42.98
Total (A) + (B)	1,18,75,500	100	1,29,63,500	100
Custodian (C)	--	--	--	--
Grand Total (A) + (B) + (C)	1,18,75,500	100	1,29,63,500	100

5. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of:

- (i) date of the approval of this Special Resolution; or
- (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

6. The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:

Sr. No	Name of the proposed Allottee	The natural persons who are ultimate beneficial owner	Pre-Issue			Number of Shares proposed to be allotted	Post-Issue		
			Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)
1	IRSHAD MADAKIYA	Individual	Non-Promoter	0	0	17500	Non-Promoter	17500	0.13
2	NILESH PRADIP KURHADE	Individual	Non-Promoter	0	0	10500	Non-Promoter	10500	0.08
3	DIVYASHRI RAVICHANDRAN	Individual	Non-Promoter	0	0	110000	Non-Promoter	110000	0.85
4	HEMANT BALI	Individual	Non-Promoter	0	0	10500	Non-Promoter	10500	0.08
5	PRABHAT TYAGI	Individual	Non-Promoter	0	0	18000	Non-Promoter	18000	0.14
6	DINESH BABU MOHANA	Individual	Non-Promoter	0	0	18000	Non-Promoter	18000	0.14
7	SUNEEL PADAVALA HUF	HUF Karta is SUNEEL PADAVALA	Non-Promoter	1000	0.01	10500	Non-Promoter	11500	0.09
8	POONAM SINGH	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
9	MANOJ DEVIDAS KULCHANDANI	Individual	Non-Promoter	0	0	13500	Non-Promoter	13500	0.10
10	ARCHIT BINAIKIA	Individual	Non-Promoter	0	0	100000	Non-Promoter	100000	0.77

11	VIJAY KUMAR AGARWAL	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
12	AENUGU SRAVANTHI	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
13	BEHRAM NOORALI SODAWALA	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
14	SANIE ZAHERA MOHAMMED AKBAR SAYYED	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
15	ANG Corporate Services Private Limited	Body Corporate: 1. Santosh Gadia 2. Anshuman Khanna 3. Chaitanya Gadia 4. Neha Khanna	Non-Promoter	0	0	35000	Non-Promoter	35000	0.27
16	PREMIUM ESTATES PRIVATE LIMITED	Body Corporate: 1. Santosh Gadia 2. Chaitanya Gadia 3. Vidhu Gadia	Non-Promoter	0	0	35000	Non-Promoter	35000	0.27
17	GOTHAMCHAND A HUF	HUF Karta is GOTHAMCHAND A	Non-Promoter	0	0	20000	Non-Promoter	20000	0.15
18	SHAGUN CAPITAL VENTURE (UBO SHANKESH VIJAYAKUMAR AND MANAV VIJAYAKUMAR)	1. SHANKESH VIJAYAKUMAR 2. MANAV VIJAYAKUMAR	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
19	HIRACHAND PADMA JAIN	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
20	VIMAL KUMAR SRISRIMAL	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
21	HARICHAND MOHANCHAND	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
22	AVINASH	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
23	RAJESH H SETHIA HUF	HUF Karta is RAJESH H SETHIA	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
24	VIKAS KUMAR GADIYA	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
25	MITHALAL NIRMAL KUMAR	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
26	RISHAB INTERMEDIATES PVT LTD	SUNIL KUMAR	Non-Promoter	2000	0.02	7000	Non-Promoter	9000	0.07
27	VIKAS REKHA BOHRA	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05

28	ANITHA	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
29	GAYATHRI RAMAMURTHY	Individual	Non-Promoter	0	0	10000	Non-Promoter	10000	0.08
30	SAMEER PAHLAJANI HUF	HUF Karta is SAMEER PAHLAJANI	Non-Promoter	0	0	15000	Non-Promoter	15000	0.12
31	AMARPAL SINGH HURA HUF	HUF Karta is AMARPAL SINGH HURA	Non-Promoter	0	0	12000	Non-Promoter	12000	0.09
32	NEERAJ PAHLAJANI	Individual	Non-Promoter	0	0	15000	Non-Promoter	15000	0.12
33	WOW INVESTMENTS (UBO BRIJESH THAKKAR)	BRIJESH THAKKAR	Non-Promoter	0	0	34000	Non-Promoter	34000	0.26
34	AARSON INVESTMENTS (UBO SHARAD GOEL)	SHARAD GOEL	Non-Promoter	0	0	21000	Non-Promoter	21000	0.16
35	FIVE STAR INVESTMENTS (UBO SAURABH AGRAWAL)	SAURABH AGRAWAL	Non-Promoter	0	0	18000	Non-Promoter	18000	0.14
36	TEN EIGHTY INVESTMENTS (UBO AATISH SHARMA)	AATISH SHARMA	Non-Promoter	0	0	18000	Non-Promoter	18000	0.14
37	CHHATTISGARH INVESTMENTS LIMITED	Body Corporate: Kamal Sarada	Non-Promoter	0	0	45000	Non-Promoter	45000	0.35
38	ABHAY D MUSALE	Individual	Non-Promoter	0	0	8000	Non-Promoter	8000	0.06
39	BLUE LOTUS CAPITAL MULTI BAGGER FUND II	Exempted	Non-Promoter	0	0	100000	Non-Promoter	10000 0	0.77
40	PERSISTENT GROWTH FUND-VARSU INDIA GROWTH STORY SCHEME I	Exempted	Non-Promoter	0	0	30000	Non-Promoter	30000	0.23
41	PANNA GUNCHANDRA MEHTA	Individual	Non-Promoter	0	0	20000	Non-Promoter	20000	0.15
42	INDU RAMANLAL GOLECHA	Individual	Non-Promoter	0	0	10000	Non-Promoter	10000	0.08
43	A UTTAMCHAND JAIN HUF	HUF Karta is A UTTAMCHAND JAIN	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
44	ROOPA GARG	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
45	SANDEEP BHANDARI	Individual	Non-Promoter	100000	0.84	10000	Non-Promoter	11000 0	0.85

46	AKASH KUMAR SOHANRAJ	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
47	SVAR FAMILY TRUST	1. SWAPNIL JATINBHAI SHAH	Non-Promoter	0	0	8500	Non-Promoter	8500	0.07
48	JAYANT JAIN	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
49	VM FINSERVE AND ASSET MANAGEMENT (UBO SHRIPAL BHANDARI)	SHRIPAL BHANDARI	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
50	D PRAKASH DEVI	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
51	MURUGESU LANKALINGAM	Individual	Non-Promoter	0	0	17500	Non-Promoter	17500	0.13
52	TECHINDIA INFOWAY PRIVATE LTD	R SATHYA KUMAR	Non-Promoter	0	0	17500	Non-Promoter	17500	0.13
53	THIYAGARAJAN VELAYATHAM	Individual	Non-Promoter	2000	0.02	8500	Non-Promoter	10500	0.08
54	VUMMIDI AMARENDRAN	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
55	GANESH RAMAKRISHNAN	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
56	RAJNIKANT MEGHJI SHAH	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
57	INDIA EQUITY FUND 1	Exempted	Non-Promoter	434000	3.65	52000	Non-Promoter	486000	3.75
58	AJAY PITAMBER SHARMA	Individual	Non-Promoter	0	0	15000	Non-Promoter	15000	0.12
59	PREMAL VAISHNAV	Individual	Non-Promoter	0	0	8000	Non-Promoter	8000	0.06
60	LEENA MANOJ MEHTA	Individual	Non-Promoter	0	0	7500	Non-Promoter	7500	0.06
61	KARAN RAMESHBHAI MANDHANI HUF	HUF Karta is KARAN RAMESHBHAI MANDHANI	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05
62	DIMPLE GUPTA	Individual	Non-Promoter	0	0	7000	Non-Promoter	7000	0.05

7. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations, 2018.

8. Change in the control, if any:

The existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment, However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment.

9. Price of the issue:

The offer price of equity shares of face value Re.10/- (Rupees Ten only) per equity share is Rs. 295/- (Rupees Two Hundred Ninety-Five Only) per share (including premium of Rs. 285/- per share) as determined under Regulation 164 of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer Bhavesh M Rathod, Registered Valuer (Reg. No: IBBI/RV/06/2019/10708) Valuation report is available at the registered office of the Company for your review and is placed on the website of the Company at <https://www.exhicongroup.com>

10. Relevant Date:

The Relevant Date on the basis of which the price of the Proposed issue of equity shares on preferential basis is determined is 15th November, 2023.

11. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Brajesh Gupta (ACS: 33070, CP 21306) of M/s. Brajesh Gupta & Associates, Practicing Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: www.exhicongroup.com

12. Undertakings

- a. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- b. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- c. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

13. Willful Defaulter or Fraudulent Borrower

Neither the issuer nor any of or its promoters or directors are willful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days between 11:00 am to 1:00 p.m., from Monday to Friday up to the one day prior to the EOGM.

The Board recommends the Special Resolution set out at Item No. 02 of the Notice for approval of Members.

Item No. 3:

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders is required for Issue of Warrants (Equity Convertible Warrants) on preferential basis to Promoters & Non-Promoters and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per the applicable regulations of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under: -

1. Objects of this issue:

To raise further capital in order to meet the funding and business requirements of the Company including in relation to, and for [funding the business growth, capital expenditure, expansion plans including investments in subsidiaries, Investment in good business entities, Investment in any company for creating group/associate companies, exploring new initiatives, acquisition of business by making Investment or acquisition of stake in entities/companies for further expansion and diversification of the Business model, Inter body corporate loans in the requirements of business, mode of working capital, and other general corporate purposes] by way of fresh issue of Warrants for cash.

2. Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:

Promoters / directors personnel of the Company intend to subscribe in the proposed preferential issue of Warrants (Equity Convertible Warrants), the details of the promoters and promoter group intent to subscribe issue is as follows:

S. No.	Name of the promoter & Director Proposed Allottee	Promoter/Director	No. of Warrant to be subscribe
1	AARNAH CAPITAL ADVISORS PVT LTD.	Promoter Group	1,00,000
2	QUAIM MOHAMMAD SYED	Promoter & Managing Director	1,00,000
3	PADMA MISHRA	Promoter & Whole Time Director	1,00,000
Maximum Warrants to be subscribed by promoters			3,00,000

3. Maximum number of specified securities to be issued:

The Company intends to issue securities of the Company in the following manner:

- I. 3,40,000 Equity Warrants convertible into 3,40,000 Equity Shares of face value Re. 10/- per share.

Thus, based on the assumption that all the Equity Warrants will be converted in equity shares of face value Rs. 10/- of the Company, the Company intends to issue a maximum of 3,40,000 equity shares of face value Re. 10/- per share at a price of Rs. 295/- (including premium of Rs. 285 per share) as determined under Regulation 164 of SEBI (ICDR) Regulations, 2018 in the following manner:

4. The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Sr. No.	Category	*Pre- Issue		#Post – Issue	
		No. of Shareholder	% of share holding	No. of Shareholder	% of share holding
1	Promoters and Promoter Group (A)	73,91,998	62.25	76,91,998	57.82
2	Public (B)	44,83,502	37.75	56,11,502	42.18
3	Total (A) + (B)	1,18,75,500	100	1,33,03,500	100
4	Custodian (C)	--	--	--	--
5	Grand Total (A) + (B) + (C)	1,18,75,500	100	1,33,03,500	100

Notes:

- i. The above shareholding pattern has been prepared on the basis of shareholding as on 15th November, 2023 relevant date as provided by the Registrar and Share Transfer Agent and filed by the Company with the Stock Exchanges.
- ii. *Further the Pre-Issue Capital has been taken the Paid-up and Listed Capital as on Relevant date i.e. 1,18,75,500 Equity Shares for the calculation of Pre-Preferential shareholding of allottees for warrants.
- iii. # Further, the post-issue capital is derived on the assumption that the 3,40,000 Equity Warrant proposed to be allotted in the present issue will be converted into 3,40,000 equity shares of the Company respectively.

5. Proposed time within which the preferential issue of Warrant shall be completed:

The Company shall complete the allotment of the Warrant (Equity Convertible Warrants) within a period of 15 (fifteen) days from the later of: (i) date of allotment of Equity Warrants respectively; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the approval of the Stock Exchanges for issuance of the Equity Shares to the Proposed Allottees).

Sr. No.	Name of the proposed Allottee	The natural persons who are ultimate beneficial owner	* Pre-Issue			Number of Shares proposed to be allotted	# Post-Issue		
			Category (Promoter /Non Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter /Non Promoter)	No. of Shares	Percentage holding (%)
1	PRAKASH CHAND GOTHAM CHAND	Individual	Non-Promoter	0	0	40,000	Non-Promoter	40,000	0.30
2	AARNAH CAPITAL ADVISORS PVT LTD.	Body Corporate 1. Archana Mathur 2. Nishigandha Keluskar	Promoter	23,72,131	19.97	1,00,000	Promoter	24,72,131	18.58
3	QUAIM MOHAMMAD SYED	Individual	Promoter	8,30,908	7.00	1,00,000	Promoter	9,30,908	7.00
4	PADMA MISHRA	Individual	Promoter	21,15,289	17.81	1,00,000	Promoter	22,15,289	16.65

Note:

i. The above shareholding pattern has been prepared on the basis of shareholding as on 15th November, 2023 relevant date as provided by the Registrar and Share Transfer Agent and filed by the Company with the Stock Exchanges.

ii. *Further the Pre-Issue Capital has been taken the Paid-up and Listed Capital as on Relevant date i.e. 1,18,75,500 Equity Shares for the calculation of Pre-Preferential shareholding of allottees for warrants.

iii. # Further, the post-issue capital is derived on the assumption that the 3,40,000 Equity Warrant proposed to be allotted in the present issue will be converted into 3,40,000 equity shares of the Company respectively.

6. Lock in period:

a. Equity Warrants

The Equity Warrant convertible in to Equity Shares to be issued and allotted shall be subject to minimum lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations.

b. Equity Shares allotted upon conversion of Equity Warrants

The Equity Shares to be issued and allotted shall be subject to minimum lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations.

7. Change in the control, if any:

There will be no change in the Promoters neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted pursuant to this preferential issue.

8. Price of the issue:

The offer price of equity shares of face value Re. 10/- (Rupees Ten only) per equity share is Rs. 295/- (Rupees Two Hundred Ninety-Five Only) per share (including premium of Rs. 285 per share) as determined under Regulation 164 of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer Bhavesh M Rathod, Registered Valuer (Reg. No: IBBI/RV/06/2019/10708) Vation Report is available at the registered office of the Company for your review and is placed on the website of the Company at www.exhicongroup.com

9. Relevant Date:

The Relevant Date, on the basis of which the price of the Proposed issue of equity shares, Equity Warrants on preferential basis is determined, is **15th November, 2023**.

10. Compliance Certificate from Practising Company Secretary:

A copy of the Compliance Certificate as issued by the Practising Company Secretary, Brajesh Gupta, Proprietor, FCS No. ACS No.33070; CP No.: 21306, Practising Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days between 11:00 am to 1:00 pm till the one day before of the EOGM. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: www.exhicongroup.com

11. Undertakings:

- a) The Issuer Company undertakes that they shall re-compute the price of the equity shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- b) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- c) The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

12. Wilful Defaulter or Fraudulent Borrower:

Neither the issuer nor any of its promoters or directors are wilful defaulters or fraudulent borrowers.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution no. 5 as set out in the accompanying notice for the approval of members as a Special Resolution.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolution.

By Order of the Board of Directors
Sd/-
Quaim Mohammad Syed
Managing Director
DIN: 03163591

Date: November 18, 2023

Place: Mumbai

Registered Office:

Exhicon Events Media Solutions Limited

(CIN: U74990MH2010PLC208218)

103, Crystal Paradise, DS Road,

Off Veera Desai Road, Andheri (W)

Mumbai – 400053, Maharashtra

Contact No: : +91 22 40036045/22 62361291

Website: <https://exhicongroup.com/>

Form No. MGT-11,

Proxy Form

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

Name of the Member(s)		
Registered Address		
E-mail Id:	Folio No /Client ID:	DP ID:
Name:	E-mail Id:	
Address:		
Signature, or failing him		

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, December 15, 2023 at 11:00 AM at the registered office of the Company at 103, Crystal Paradise, DS Road, off Veera Desai Road, Andheri (W), Mumbai 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution(s)	I/ we Assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	Increase in Authorized Share Capital of the Company and Consequential Alteration in the Memorandum of Association of the Company.		
2	Issue of Equity Shares on Preferential Basis.		
3	Issue of equity convertible warrants on preferential basis.		

Applicable for investors holding shares in electronic form.

**Affix Revenue
Stamps**

Signed this ____ day of ____ 2023

Signature of Shareholder _____

Signature of Proxy holder _____

Signature of the shareholder across 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. The proxy need not be a member of the Company.

ATTENDANCE SLIP

Full name of the member's attending:

(In block capitals)

Ledger Folio No. /Client ID No. No.:

No. Shares held:

Name of Proxy:

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra-Ordinary General Meeting of the Exhicon Events Media Solutions Limited at the registered office of the Company at 103, Crystal Paradise, DS Road, off Veera Desai Road, Andheri (W), Mumbai 400053 on Friday, December 15, 2023 at 11:00 AM.

Member/ Proxy Signature

Note:

- 1.** Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2.** In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3.** The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Exhicon Events Media Solutions Limited		
Registered Office: 103, Crystal Paradise, DS Road, off Veera Desai Road, Andheri (W) Mumbai - 400053, Maharashtra		
CIN: U74990MH2010PLC208218		
BALLOT PAPER		
S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investor holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

Item No.	Resolution(s)	I/ we Assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	Increase in Authorized Share Capital of the Company and Consequential Alteration in the Memorandum of Association of the Company.		
2	Issue of Equity Shares on Preferential Basis.		
3	Issue of equity convertible warrants on preferential basis.		

I hereby exercise my vote in respect of Ordinary/Special Resolutions numbered at below by recording my assent or dissent to the said resolutions in the following manner:

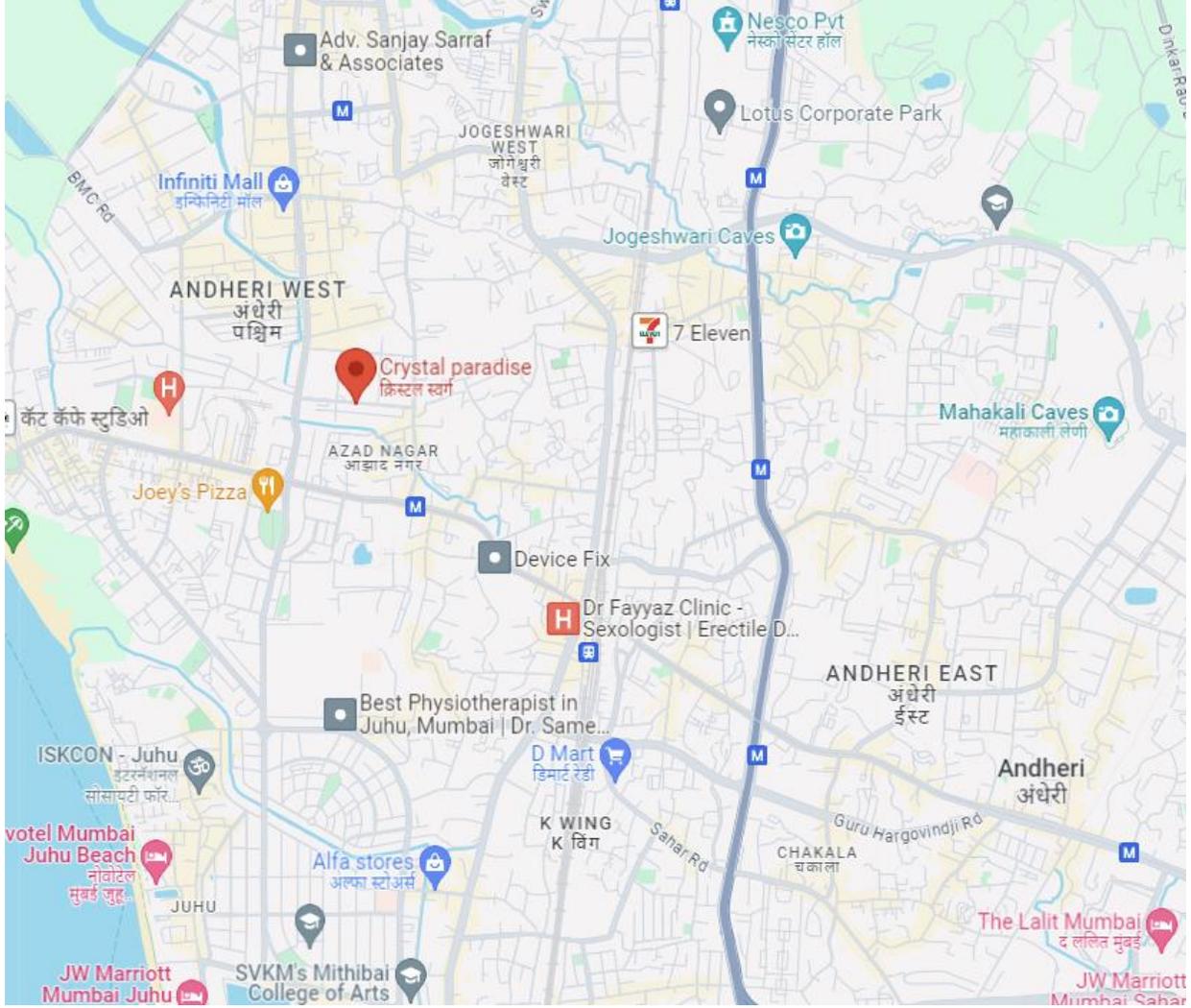
Signature of the shareholder (as per Company records)

Date:

Place:

ROUTE MAP FOR VENUE OF EXTRA-ORDINARY GENERAL MEETING

VENUE OF EOGM: 103, Crystal Paradise, DS Road, off Veera Desai Road, Andheri (W) Mumbai - 400053, Maharashtra



Important Note:

1. **Landmark:** Infinity Mall
2. **Nearest Metro Station:** Lower Oshiwara