

NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 15TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF EXHICON EVENTS MEDIA SOLUTIONS LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 27, 2025 AT 09:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT UNIT NO. 134 & 146, 1ST FLOOR, ANDHERI INDUSTRIAL ESTATE, PLOT NO. 22, VEERA DESAI ROAD, ANDHERI WEST, MUMBAI - 400053, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon.
2. To declare Final Dividend of @ 1.5% i.e. Re. 0.15/- (Fifteen Paisa Only) per equity share of the face value of Rs. 10/- each for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Mohammad Quaim Syed (DIN: 03163591), who retires by rotation and, being eligible, offers himself for the re-appointment.

SPECIAL BUSINESS:

4. To consider and approve the appointment of Mr. Anil Kumar Mehta (DIN: 03162069) as a Director of the Company:

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

"RESOLVED THAT, pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory amendment(s), modification(s), enactment(s) or reenactment(s) thereof, for the time being in force) (collectively, the "CA 2013"); and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Mr. Anil Kumar Mehta (DIN: 03162069) who was appointed as an Additional Director (Non-Executive Non-Independent) of the Company by the Board of Directors with effect from August 29, 2025

upon recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of the Director of the Company, being so eligible, be and is hereby appointed as an Non- Executive, Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT, any of the Director(s) and/or the Key Managerial Personnel(s) of the Company be and are hereby authorized to do all such acts, deeds, matters and things and execute such documents as may be necessary and expedient for the purpose of giving effect to this resolution."

5. To appoint M/s. Pratik Bangade & Associates, Practicing Company Secretary as Secretarial Auditors of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder, other applicable laws (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Pratik Bangade & Associates, Peer Reviewed Practicing Company Secretary (Unique Identification No. S2022MH839500), be and are hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive years to hold office from the financial year 2025-26 to the financial year 2029-30, at such remuneration and on such terms and conditions as may be mutually determined by the Board of Directors and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things to the extent as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the above resolution."

6.To shift the Registered Office of the Company outside the local limits of the city from the jurisdiction of one registrar to the jurisdiction of another registrar within the same state:

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

“RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 28 of the Companies (Incorporation) Rules, 2014, and other relevant rules, (including any statutory amendment(s), modification(s), enactment(s) or reenactment(s) thereof, for the time being in force) (*collectively, the “CA 2013”*), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approval of/or confirmation by the Regional Director, Ministry of Corporate Affairs, Government of India, Western Region, Mumbai (*“the Regional Director”*) and such other approvals, permissions and sanctions, as may be required and subject to such terms and conditions, as may be prescribed or imposed by the Regional Director or any of the authorities while granting such approvals, permissions and sanctions and in accordance with the approval and recommendation of the Board of Directors of the Company, the consent of the members be and is hereby accorded for shifting the Registered Office of the Company from “Unit No. 134 & 146, 1st floor, Andheri Industrial Estate, Plot No. 22, Veera Desai Road, Andheri, Mumbai, Maharashtra, India, 400053” which is under the jurisdiction of Registrar Of Companies, Mumbai to “S. No. 65/4, Gaikwad Wasti, Haveli, Pune Mundhawa (N .V.) 411036” falling under the jurisdiction of Registrar Of Companies, Pune being within the same state but outside the local limits of the city with effect from the date of this resolution.

RESOLVED FURTHER THAT, any of the Director(s) and/or the Key Managerial Personnel(s) of the Company be and are hereby authorized to do all such acts, deeds, matters and things and execute such documents as may be necessary and expedient for the purpose of giving effect to this resolution.”

7.To approve introduction and implementation of Exhicon Events Media Solutions Limited Employee Stock Option Scheme 2025 (“ESOP 2025”):

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 (*the “Act”*) read with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*the “SBEB Regulations”*), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*the “Listing Regulations”*), Foreign Exchange Management Act, 1999, (*“FEMA”*) (including any statutory amendment(s), modification(s) or re-enactment(s) of the Act or the *SBEB Regulations* or Listing Regulations or **FEMA**, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (*“GOI”*), Reserve Bank of India (*“RBI”*), the Registrar of Companies (*the “ROC”*), Ministry of Corporate Affairs (*“MCA”*), Securities and Exchange Board of India (*“SEBI”*) and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to Securities and Exchange Board of India (*“SEBI”*), BSE Limited (*“Stock Exchange”*), and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals permissions and/or sanctions, which may be agreed to and accepted by the Company, the consent of the Members of the Company be and is hereby accorded for the introduction and implementation of “Exhicon Events Media Solutions Limited”

Employee Stock Option Scheme 2025" ("ESOP 2025"/ "Scheme"), the salient features of which are detailed in the Explanatory Statement to this Notice, and authorize the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee, including Nomination and Remuneration Committee ("NRC") which the Board has designated as Compensation Committee to exercise its powers, including the powers, conferred by this resolution) to create, issue, grant, offer and allot time to time, in one or more tranches, upto 5,00,000 (Five Lakhs) Employee Stock Options ("Stock Options/ESOPs"), convertible into 5,00,000 (Five Lakhs) Equity Shares of face value of Re. 10/- (Rupees Ten only) each fully paid up, upon exercise at any time, to or for the benefit of such person(s), who are employees, working in India or outside India, including Directors of the Company, whether whole time or otherwise, (selected on the basis of criteria decided by the Board/NRC) other than Promoter(s) or person(s) belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company, (hereinafter collectively referred to as an "Employee(s)"), at such price or prices and on such terms and conditions including vesting conditions, as may be fixed or determined by the Nomination and Remuneration Committee in accordance with the provisions of the scheme, SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division /undertaking or other re-organisation including preferential allotment of shares or qualified institutions placement, and others, if any, additional Stock Options of the Company are granted/to be granted or equity shares are issued/to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws so as to ensure that fair and equitable benefits under ESOP 2025 are passed to the employees of the Company and the above ceiling in terms of number of equity shares/stock options shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT the ESOP 2025 shall be administered by the Nomination & Remuneration Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of

the SBEB Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through a direct route, for extending the benefits to the eligible Employees by way of fresh allotment and will follow a cash mechanism.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of Options shall rank pari-passu in all respect including dividends with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall confirm the accounting policies, guidelines or accounting Standards including the disclosure requirements as prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2025.

RESOLVED FURTHER THAT all actions taken by the Board/NRC in connection with the above and all incidental and ancillary things done, including the appointment of Merchant Banker, under applicable laws and regulations, be and are hereby approved.

RESOLVED FURTHER THAT the Board, subject to compliance with the SBEB Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme as it may deem fit, from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the scheme as the Board may in its absolute discretion think fit without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT any director or key managerial personnel of the Company be and are hereby severally authorized to take necessary steps for In-principle Approval, Listing and Trading Approval of the Stock Exchange, where the Equity Shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations and to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies, merchant banker and other advisors, valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOP 2025, as it may, in its absolute discretion deem fit.

RESOLVED FURTHER THAT any director or key managerial personnel of the Company be and are hereby severally authorised to delegate all or any of the powers conferred herein, to any other officers and employees as it may deem fit to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

8.Extension of the Exhicon Events Media Solutions Employee Stock Option Scheme 2025 ("ESOP 2025") to the eligible employees of the subsidiary(ies) and/or associate company(ies), if any of the Company

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 Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 (the "Act") read with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the "SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Foreign Exchange Management Act, 1999, ("FEMA") (including any statutory amendment(s), modification(s) or re-enactment(s) of the Act or the SBEB Regulations or Listing Regulations or FEMA, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("GOI"), Reserve Bank of India ("RBI"), the Registrar of Companies (the "ROC"), Ministry of

Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to Securities and Exchange Board of India ("SEBI"), BSE Limited ("Stock Exchange"), and/or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals permissions and/or sanctions, which may be agreed to and accepted by the Company, the consent of the Members of the Company be and is hereby accorded to extend the benefits of "Exhicon Events Media Solutions Limited Employee Stock Option Scheme 2025" ("ESOP 2025"/ "Scheme") including the grant of Employee Stock Options ("Stock Options/ESOPs") and issuance of Equity Shares ("Shares") thereunder for the benefit of such person(s) who are employees of Subsidiary(ies) and / or Associate Company(ies), if any, of the Company, whether working in India or outside India including the Future Subsidiary(ies) and Associate Company(ies) of the Company, if any, and/or to the Directors of the Subsidiary and Associate Companies whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board/Nomination and Remuneration Committee) but does not include an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of, such persons who are employees of Subsidiary(ies) and/or Associate Company(ies), if any, of the Company, whether working in India or outside India, and the Future Subsidiary(ies) and Associate Company (ies) of the Company, if any, and/or to the Directors of the Subsidiary and Associate Companies whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board/Nomination and Remuneration Committee "NRC") under the "ESOP 2025" but excluding employees who are promoters

or persons belonging to the promoter group and director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of Employee Stock Options ("Stock Options/ESOPs") not exceeding 5,00,000 (Five Lakhs) Stock Options convertible into equivalent number of equity shares together with the Stock Options proposed to be created/offered/issued/allotted to or for the benefit of such persons who are in employment of the Company as mention in the Resolution No. 7 in terms of "ESOP 2025" or such other number adjusted for change in capital structure or corporate actions such as rights issues, bonus issues in terms of "ESOP 2025" as per applicable law, at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in its sole and exclusive discretion.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, SBEB Regulations, Listing Regulations, FEMA (including any statutory amendment(s), modification(s) or re-enactment(s) thereon, for the time being in force) and other rules, regulations and guidelines, if any, Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to create, offer, issue and allot at any time not exceeding 5,00,000 (Five Lakhs) equity shares having face value of Rs. 10/- (Rupees Ten Only) (*the "Equity Shares"*) [together with the equity shares proposed to be created/offered/ issued/allotted to or for the benefit of such persons who are in employment of the Company as mention in the Resolution No. 7 in terms of "ESOP 2025"] or such other number adjusted for change in capital structure or corporate actions such as rights issues, bonus issues in terms of "ESOP 2025" as per applicable law, to the employees of Subsidiary and Associate Companies upon exercise of Options at such price, in one or more tranches and on such terms and conditions including vesting conditions, as may be fixed or determined by the Board in its sole and exclusive discretion.

RESOLVED FURTHER THAT all actions taken by the Board/ NRC in connection with the above and all incidental and ancillary things done, including the appointment of Merchant Banker, under applicable laws and regulations, be and are hereby approved.

RESOLVED FURTHER THAT the Scheme shall be implemented through a direct route, for extending the benefits to the eligible Employees by way of fresh allotment and will follow a cash mechanism.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of Options shall rank pari-passu in all respect including dividends with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall confirm the accounting policies, guidelines or accounting Standards including the disclosure requirements as prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2025.

RESOLVED FURTHER THAT the Board, subject to compliance with the SBEB Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme as it may deem fit, from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the scheme as the Board may in its absolute discretion think fit without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT any director or key managerial personnel of the Company be and are hereby severally authorized to take necessary steps for In-principle Approval, Listing and Trading Approval of the Stock Exchange, where the Equity Shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations and to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies, merchant banker and other advisors, valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOP 2025, as it may, in its absolute discretion deem fit.

RESOLVED FURTHER THAT any director or key managerial personnel of the Company be and are hereby severally authorised to delegate all or any of the powers conferred herein, to any other officers and employees as it may deem fit to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

9.To grant loans, or give guarantees and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of The Companies Act 2013:

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

"RESOLVED THAT in supersession to all resolutions passed earlier and pursuant to the provisions of Section 186 and other applicable provisions, if any of the Companies Act, 2013 (*'the Act'*) (including any statutory amendment(s) modification(s) or re-enactment(s) thereof for the time being in force), read with The Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the shareholders of the Company be and is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as the 'Board' which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to: (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.160,00,00,000/- (Rupees One Hundred Sixty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Mohammad Quaim Syed, Managing Director, Ms. Padma Mishra, Director and Mr. Pranjul Jain, Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents 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."

10.To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1) (c) of The Companies Act, 2013:

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

"RESOLVED THAT in supersession to all resolutions passed earlier and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013 (*'the Act'*) (including any statutory amendment(s) modification(s) or re-enactment(s) thereof for the time being in force), read with The Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to borrow any sum(s) of money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/ entities and/ or authority/ authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.160,00,00,000/- (Rupees One Hundred Sixty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves."

"RESOLVED FURTHER THAT Mr. Mohammad Quaim Syed - Managing Director, Ms. Padma Mishra - Whole Time Director and Mr. Pranjul Jain, Company Secretary of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, 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."

11.Approval for the Related Party Transactions:

To consider and, if thought fit, to pass, the following resolution with or without modifications, if any as an

Special Resolution:

"RESOLVED THAT in continuation of earlier resolution passed in this behalf and pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions, if any of the Companies Act 2013, ('the Act') (including any statutory amendment(s) modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015,('listing Regulations') as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors ('Board') to enter into any and all transactions/ contracts/ arrangements with the 'related party' as defined in the Act and Regulation 2(zb) of the Listing Regulation i.e., relating to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate or promoter group Company, making of loans to, and/ or giving of guarantees or providing security and/or making of investments and the purchase from and/or sale to it of any securities by the Company, or any combination thereof, etc. on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount/value of all such transactions/ contracts/ arrangements that may be entered into and remaining outstanding at any time shall not exceed Rs.160,00,00,000 (Rupees One Hundred Sixty Crores Only) with each related parties respectively during any Financial year."

RESOLVED FURTHER THAT Mr. Mohammad Quaim Syed-Managing Director, Ms. Padma Mishra – Whole Time Director and Mr. Pranjul Jain - Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s)/ arrangement(s)/ agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties

or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

12.Approval of Advance any Loan/give guarantee/ provide security u/s 185 of The Companies Act, 2013:

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 Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (*the "Loan"*) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act or to Managing Director or Whole Time Director of the Company (collectively

referred to as the "Entities"), of an aggregate amount Rs.160,00,00,000/- (Rupees One Hundred and Sixty Crores Ony), in its absolute discretion deem beneficial and in the best interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate,

finalise and agree to the terms and conditions of the aforesaid Loans and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

Date: August 29, 2025

Place: Mumbai

Registered Office:

Exhicon Events Media Solutions Limited

(CIN: L74990MH2010PLC208218)

Unit No. 134 & 146, 1st Floor, Andheri Industrial Estate,

Plot No. 22, Veera Desai Road, Andheri - West,

Mumbai - 400053, Maharashtra, India

Contact No: 1800 258 8103

Website: <https://exhiconevents.in/>

By Order of the Board of Directors
sd/-

Mohammad Quaim Syed

Date: August 29, 2025

Place: Mumbai

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 Annual General Meeting ("Meeting") is annexed hereto.

2.A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING" OR THE "AGM") 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 AGM. 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 AGM.

4. In case of joint holders attending the AGM, 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 AGM.

6. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, 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.

8. Pursuant to the provisions of regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') the Company has fixed September 20, 2025 as the 'Record Date' for the purpose of determining the members eligible to receive dividend for Fy2025.

9. Subject to the provisions of section 126 of the Companies Act, 2013 (the 'Act'), dividend on equity shares, if declared, at the AGM, will be credited/ dispatched on or about October 20, 2025, to all those members holding shares as on closing hours on Record date.

10. SEBI, vide its circular dated March 16, 2023 read with circular dated November 17, 2023 mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN (Aadhar seeded) or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for payment of dividend in respect of such folios, only through electronic mode with effect from April 01, 2024, upon furnishing all the aforesaid details in entirety. Further, the Company will not dispatch the physical instrument such as banker's cheque or demand draft for the payment of dividend to the members holding shares in physical form as on record date.

11. As per the SEBI Listing Regulations and pursuant to SEBI circular dated April 20, 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared will be paid through electronic mode, where the bank account details of the members are available. Where dividend is paid through electronic mode, intimation regarding such remittance will be sent separately to the members. In case of members holding shares in demat mode and where the dividend could not be paid through electronic mode, payment will be made through physical instrument such as banker's cheque or demand draft incorporating bank account details of such members.

- 12.** To ensure timely credit of dividend through electronic mode, members are requested to keep their latest bank account details updated with their respective Depository Participant ('Dps') and Company's Registrar and Share Transfer Agent viz., MUFG Intime India Private Limited in case they hold shares in physical mode.
- 13.** 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 01.00 P.M. up to the date of the AGM of the Company.
- 14.** 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 – MUFG Intime India Private Limited (Formerly Known as 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 dematerialised form, the intimation of change of address should be passed on to their respective depository participants.
- 15.** Members seeking any information with regard to the financial statements are requested to write to the Company at least ten (10) days before the AGM to enable the management to keep the information ready at the meeting.
- 16.** Pursuant to Reg. 42 of the SEBI (LODR) Regulations, 2015 read with Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from (21.09.2025 to 27.09.2025) (Both days inclusive) for the purpose of AGM.
- 17.** Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve 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 Annual Report and other 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.
- 18.** The Annual Report of the Company circulated to the members of the Company, will be made available on the Company's website at www.exhiconevents.in and also on website of the BSE Limited. Physical copies of the Annual Report will also be available at the Company's registered office for inspection during normal business hours on working days.
- 19.** The Annual Report, including Notice, attendance slip and proxy form, are being sent in 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 Annual Report is being sent to those members who have not registered their e-mail addresses with the Company or Depository Participant(s). Members who have received the Annual Report in electronic mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter to attend the AGM.
- 20.** 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 www.exhiconevents.in. 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.
- 21.** 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 AGM hall.
- 22.** The Board of Directors have appointed Mr. Pratik Bangade (Membership No. A67600) a in M/s. Pratik Bangade & Associates, Practicing Company Secretary as the Scrutinizer to scrutinize the votes cast through the e-Voting system at the meeting and remote e-Voting process in a fair and transparent manner.
- 23.** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting as well as voting at the AGM to its shareholders in respect of the business to be transacted at the AGM.

For this purpose, the Company has entered into an agreement with Central Depository Services Limited ('CDSL') for facilitating voting through electronic means, as the authorized agency.

24. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorized by him within the statutory timelines. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company www.exhiconevents.in and on website of CDSL <https://www.evotingindia.com> immediately after declaration of results by the Chairman or person authorized by him in this behalf. The Company shall simultaneously forward the results to BSE, where the shares of the Company are listed.

25. A Statement giving details of the Directors seeking appointment / re-appointment is also annexed with the Notice pursuant to the requirements of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting ("SS-2").

26. Copies of the Annual Report will not be distributed at the AGM.

27. Route Map to the venue of the 15th Annual General Meeting of the Company is enclosed at the last page of the Notice.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- i. The voting period begins on 24.09.2025 and 09:00 AM and ends on 26.09.2025 and 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20.09.2025 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI / HO / CFD / CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that

the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(i) **In terms of SEBI circular no.**

SEBI/HO/CFD/CMD/CIR/P/2020/242

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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com/ and click on login icon & New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. 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 cdsi 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. 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open.
Individual Shareholders holding securities in demat mode with NSDL Depository	

	<p>You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is 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</p> <p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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. CDSL and NSDL

Login type	Helpdesk details
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
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.co.in or call at: 022 - 4 886 7000 and 022 - 2499 7000

Step 2:

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(IV) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN: 250828066 for the relevant Exhicon Events Media Solutions Limited on which you choose to vote.

(vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(X) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA

if any uploaded, which will be made available to scrutinizer for verification.

(Xiii) Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@exhiconevents.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

- 3 For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon

Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no: 1800 21 09911

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 20.09.2025.
- 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. 20.09.2025 may sending a request at cs@exhiconevents.in.

Date: August 29, 2025

Place: Mumbai

Registered Office:

Exhicon Events Media Solutions Limited

(CIN: L74990MH2010PLC208218)

Unit No. 134 & 146, 1st Floor, Andheri Industrial Estate,

Plot No. 22, Veera Desai Road, Andheri - West,

Mumbai - 400053, Maharashtra, India

Contact No: 1800 258 8103

Website: <https://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 AGM through ballot paper.

- d) The Chairman shall, at the AGM, 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 AGM.

- e) 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 AGM, 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.

- f) The Results of AGM 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://exhiconevents.in/> 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/-

Mohammad Quaim Syed

Managing Director

DIN: 03163591

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

Item No. 4:

Mr. Anil Kumar Mehta (DIN: 03162069) was appointed as an Additional Director of the Company with effect from August 29, 2025 by the Board of Directors under Section 161 of the Act and Article 129 of the Articles of Association of the Company. In terms of Section 161(1) of the Act, Mr. Anil Kumar Mehta holds office only upto the date of the ensuing Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Mehta's appointment as a Director.

Mr. Anil Kumar Mehta is a seasoned corporate leader with nearly three decades of experience in international exhibitions, trade facilitation, and strategic industry collaborations. He has successfully conceived and executed world-class exhibitions, trade fairs, and buyer-seller meets across multiple continents.

In addition to his corporate leadership, **Mr. Mehta serves as a Director at the Atmanirbhar Global Chamber of Commerce & Industry (AGCCI)**, where he has been instrumental in launching and driving flagship initiatives such as the **"Best of India"** multi-brand exhibitions and the pioneering "Display, Stock & Sell" model. These initiatives are designed to shorten trade cycles, expand international market access, and align with the Government of India's vision of Viksit Bharat 2047. In this journey, he has worked in close collaboration with leading export promotion councils and industry bodies—including the Handloom Export Promotion Council (HEPC), Carpet Export Promotion Council (CEPC), Export Promotion Council for Handicrafts (EPCH), Wool & Woollens Export Promotion Council (WWEPC), PHD Chamber of Commerce and Industry (PHDCCI), and the Federation of Indian Chambers of Commerce & Industry (FICCI)—to collectively promote Indian textiles, handlooms, handicrafts, and lifestyle products on the global stage.

The Directors are of the view that the appointment of Mr. Anil Kumar Mehta as a Non-Executive Director will be beneficial to the Company.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval of the shareholders as an Ordinary Resolution

Item No. 5:

Pursuant to Regulation 24A of the SEBI Listing Regulations, a listed entity shall appoint or re-appoint an individual as Secretarial Auditor, on the basis of the recommendation of the Board of Directors, for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in the Annual General Meeting. Based on the Audit Committee's recommendation, the Board of Directors at its meeting held on August 29, 2025, approved the appointment of M/s. Pratik Bangade & Associates, Practising Company Secretary, a peer reviewed firm, as the Secretarial Auditors of the Company for a term of five consecutive years from the financial year 2025-26 to financial year 2029-30.

M/s. Pratik Bangade & Associates has given their consent to act as Secretarial Auditors of the Company and confirmed that they are eligible and are not disqualified to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations and circulars issued by SEBI. They have further confirmed that they have undergone the Peer Review process conducted by the Institute of Company Secretaries of India (ICSI) and hold a valid Peer Review Certificate issued by the Peer Review Board of ICSI.

The Board of Directors of the Company, based on the recommendation of the Audit Committee has approved payment of remuneration of Rs. 1,00,000/- (Rupees One Lakhs Only) excluding taxes and reimbursement of out-of-pocket expenses for carrying out Secretarial Audit for the financial year 2025-26, and for subsequent year(s) of their term, such fees as may be mutually agreed. Besides the secretarial audit services, the Company may also obtain certifications under various statutory regulations and other permissible non secretarial audit services as required from time to time, for which they shall be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any. The Board of Directors and the Audit Committee, upon mutual agreement with the Secretarial Auditors alter or vary their terms and conditions of appointment, including revising their remuneration for the remaining tenure to account for additional efforts due to regulatory changes, restructuring, or other considerations, subject to the approval of both the Board and the Audit Committee.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval of the shareholders as an Ordinary Resolution.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval of the shareholders as an Ordinary Resolution.

Item No. 6:

The Company's registered office is presently situated at Unit No. 134 & 146, 1st Floor, Andheri Industrial Estate, Plot No. 22, Veera Desai Road, Andheri, Mumbai, Mumbai, Maharashtra, India, 400053, under the jurisdiction of the Registrar of Companies, Mumbai ("ROC-Mumbai").

Considering the ongoing projects of the Company in Pune, the proximity to key customers/ investors/ lenders/ professionals, and better access to the business of the company, the board proposes to shift its registered office from Mumbai to Pune at the address situated at S. No. 65/4, Gaikwad Wasti, Haveli, Pune Mundhawa (N .V.) 411036 which falls within the jurisdiction of the Registrar of Companies, Pune ("ROC-Pune").

Pune is rapidly emerging as a hub for technology, engineering, research, and manufacturing businesses along with a lot of events happening in Pune. Considering the cities geographical location, its climate, businesses are more interested in conducting events in Pune which opens up a major market for the company.

The board recommends the shifting of registered office from Mumbai to Pune on the basis of the following:

- **Operational Proximity:** A large part of the Company's operations, units, and key management team are concentrated in or near Pune, which reduces travel and administrative costs.
- **Ease of Operations:** Proximity to industrial clusters, vendors, and logistics hubs around Pune enhances operational efficiency.
- **Talent Pool:** Pune has a strong base of technical and managerial talent which supports long-term growth.
- **Cost Efficiency:** Relocation to Pune will reduce certain overhead and compliance costs associated with operating from Mumbai.
- **Regulatory Accessibility:** The Regional Office of key statutory authorities (ROC, GST, Income Tax) in Pune is accessible and better aligned with the Company's operating base.

The Board is of the view that the proposed shifting of the registered office to S. No. 65/4, Gaikwad Wasti, Haveli,

Pune Mundhawa (N .V.) 411036, under the jurisdiction of the Registrar of Companies, Pune, will serve the long-term business strategy of the Company and be in the best interests of its stakeholders.

This shift is within the State of Maharashtra, but outside the local limits of the current city and from the jurisdiction of one Registrar to another; hence, it requires approval of members by way of Special Resolution and confirmation of the Regional Director ("RD") as per the Companies Act, 2013. None of the directors of the company are interested in the resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the resolution set out at Item No. 6 of the Notice for approval of the shareholders as a Special Resolution.

Item No. 7 and 8:

Exhicon Events Media Solutions Limited ("Exhicon" or "Company") has always followed the philosophy of rewarding its employees for delivering long term sustainable performance and to motivate them to contribute to the overall corporate growth, profitability and to augment shareholders' value. Accordingly, in line with the Company's compensation philosophy and in the best interests of the employees, the Company intends to implement Stock Option Scheme namely "Exhicon Events Media Solutions Limited Employee Stock Option Scheme 2025" ("ESOP 2025"/ "Scheme") for the employees of the Company.

This scheme is intended to:

- Retain and motivate existing employees by rewarding sustained performance and loyalty;
- Attract new, tech-savvy and high-potential talent in a highly competitive market;
- Promote a culture of ownership and accountability, enabling employees to directly benefit from the Company's growth; and
- Reinforce long-term commitment by linking wealth creation with organizational performance.

In terms of Regulation 6 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations") and Section 62 and other applicable provisions of the Companies Act, 2013 ("Act") for the issue of Shares to the Employees of the Company under an Employee Stock Options Scheme requires approval of the members by way of Special Resolution.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC/Committee"), the Board of Directors of the Company at their meeting held on August 29, 2025, had approved the ESOP 2025, subject to the approval of Members, for the benefit of the employees and to grant option to identified employees of the Company.

Hence, Item No. 7 is for seeking your approval by way of special resolution for the formulation and implementation of the ESOP 2025 and the issuance of Equity Shares thereunder.

Further, as per Regulation 6 of SBEB Regulations, separate resolution shall be obtained in case the Company wants to grant Options to the Employees of Subsidiary Company.

Hence, Item No. 8 is for seeking your approval by way of special resolution for the grant of Options to Employees of the Group Companies including Subsidiary or Associate Companies, in India or outside India, of the Company.

Under ESOP 2025, the eligible employees shall be granted Stock Options which will be exercisable into equity shares of face value of Re. 10/- (Rupees Ten only) each of the Company. ESOP 2025 shall be implemented by the Nomination and Remuneration Committee of the Board which will also act as Compensation Committee ("Committee") as per the provisions of SBEB Regulations.

Disclosures pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are as under:

1. Brief Description of the Scheme:

This plan called the "Exhicon Events Media Solutions Limited Employee Stock Option Scheme 2025" ("ESOP 2025"/ "Scheme") provides alternatives to the Company to reward its eligible employees in form of Stock Options. Subject to applicable law and terms and conditions of the "ESOP 2025", the eligible employees shall be entitled to receive Equity Shares upon fulfillment of those conditions as determined by the Board/NRC including payment of Exercise Price and satisfaction of tax obligation arising thereon.

The objectives of the Company for providing an Employee Incentive Scheme are as under:

- a. To provide means to enable the Company to attract

and retain appropriate human talent;

- b. To motivate the employees with incentives and reward opportunities;
- c. To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the employees which will lead to long-term wealth creation; and;
- d. To create a sense of ownership and participation amongst the employees or otherwise increase their proprietary interest.

2. The total number of stock options to be offered and granted:

The total number of options that may be granted under ESOP 2025 shall not exceed 5,00,000 (Five Lakhs) options which are convertible into the equivalent number of equity shares of the Company having face value Rs. 10/- (Rupees Ten Only) each, at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the NRC in its sole and exclusive discretion.

In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutional placement, additional stock options of the Company are to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

3. Identification of classes of Employees entitled to participate and be beneficiaries in the Plan:

The following classes of the employees, shall be eligible to participate in the "ESOP 2025":

i.an employee as designated by the Company, who is exclusively working in India or outside India; or

ii.a director of the Company, whether a Whole Time Director or not, including a Non-Executive Director who is not a promoter or member of the promoter group, but excluding an Independent Director; or

iii.an employee as defined in sub-clauses (i) or (ii), of a group company including Holding, subsidiary or its associate company, in India or outside India, of the Company, but does not include:

a) an employee who is a promoter or a person belonging to the promoter group; or

b) a Director who, either himself or through his relative or through any body corporate directly or indirectly, holds more than 10% percent of the outstanding equity shares of the company.

The eligibility of an employee shall be determined by the Board which shall deemed to include Nomination and Remuneration Committee which the Board has designated as Compensation Committee from time to time in its sole and exclusive discretion.

4. Requirement and Period of Vesting and Maximum Period within which the options shall be vested:

The options granted to the eligible employees under the ESOP 2025 shall vest subject to the continuation of his/her employment with the Company. The specific performance parameters may be decided by the Board/NRC from time to time.

Further, Options granted under the ESOP 2025 would vest not earlier than the minimum vesting period of 1 (One) year and not later than the maximum vesting period of 4 (Four) years from the date of Grant of such Options at the discretion of and in such manner as prescribed by the Board/NRC from time to time.

5.Maximum period (subject to Regulation 18(1) of SBEB Regulations) within which the Stock Options shall be vested:

All the Stock Options granted on any date shall vest not later than 4 (Four) years from the date of grant of such Stock Options at the discretion of and in such manner as prescribed by the NRC from time to time.

6.Exercise price or the formula for arriving at the exercise price:

The exercise price for the purpose of grant of Stock Options shall be as determined by the NRC which shall not be less than the face value and not be more than the Fair Market Value of the Shares of the Company as on date of Grant of such Option and shall be subject to confirmation with the accounting policies specified in Regulation 15 of the SBEB Regulations.

7.Exercise period and process of exercise:

The Exercise Period in respect of a Vested Option shall be subject to a maximum period of 4 (Four) years commencing from the relevant date of Vesting of Options, or such other shorter period as may be prescribed by the Board/ NRC at time of Grant.

The Eligible Employees may, at their discretion, can choose to exercise all or part of the vested options to him/her in one or more tranches or such other minimum number of vested options that are acceptable by the Board/ NRC during the exercise period.

The Stock Options will be exercised by the Employees by submitting an exercise application to the Company, which must be accompanied by payment of the exercise price and applicable taxes.

8.The appraisal process for determining the eligibility of employees for the scheme:

The appraisal process for determining the eligibility of the employee will be specified by the Board/NRC based on criteria such as designation, loyalty, role criticality, length of service, performance of the employee, performance of the Company and other appraisal/assessment processes which may be determined by the Board/NRC from time to time at its discretion.

9.Maximum number of options to be offered and issued per employee and in aggregate:

The maximum number of options that may be granted to all employees pursuant to the ESOP 2025 shall not exceed 5,00,000 (Five Lakhs) which shall be convertible into the equivalent number of Equity Shares.

Subject to the availability of options in the pool under the Scheme, the maximum number of options under ESOP 2025 that may be granted to each employee in any year, shall in aggregate, neither be equal to nor

exceed 1% (one percent) of the issued equity share capital, unless the approval of shareholders by way of separate resolution obtained by the Company.

10 Maximum quantum of benefits to be provided per employee under a scheme:

The maximum value of benefits shall refer to the maximum number of options that may be granted per employee, per grant and in aggregate.

No benefit other than grant of options under ESOP 2025, and any consequential grant of equity shares of the Company is contemplated under the ESOP 2025. Therefore, the maximum quantum of benefits under ESOP 2025 is the difference between the market value of the equity shares of the Company, and the exercise price of the Options, as on the date of exercise.

11. Whether the scheme is to be implemented and administered directly by the company or through a trust:

The Scheme will be implemented through a direct route and administered directly by the Company, through the Board/NRC, without forming or involving any Trust.

12. Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

The "ESOP 2025" contemplates only the issue of fresh/primary shares by the Company. There is no involvement of trust and therefore there will not be any secondary acquisition.

13. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.:

Not applicable as the Scheme is not being implemented through Trust

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme.:

Not applicable, since the Scheme is proposed to be implemented by direct route.

15. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15:

The Company shall comply with the disclosure and accounting policies prescribed in Regulation 15 of SBEB Regulations and any other authorities as applicable, from time to time.

16. The method which the company shall use to value its options:

The Company shall use the Fair Value Method for valuation of the Options as prescribed under the Accounting Standards, as applicable and notified by appropriate authorities from time to time.

17. Declaration/Statement:

'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'

The said statement is not applicable to the Company since the Company is opting for the Fair Value Method.

However, in case the Company opts for expensing of share-based employee benefits using the intrinsic value in future, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it has used the fair value, shall be disclosed in the director's report and the impact of this difference on profits and on earning per share of the Company shall also be disclosed in the director's report.

18.Period of lock-in:

The Equity Shares allotted upon exercise of Stock Options under the Scheme are not subject to any lock in period except such restrictions as may be imposed pursuant to requirements under the applicable laws.

19.Terms & conditions for buyback, if any, of specified securities covered under these regulations:

The Board in accordance with Applicable Laws shall lay down the procedure for buy-back of specified securities issued under this Scheme, to be undertaken by the Company at any time under the SEBI (Buyback of Securities) Regulations, 2018, which shall also include:

- i. permissible sources of financing for buy-back;
- ii. any minimum financial thresholds to be maintained by the company as per its last financial statements; and
- iii. limits upon quantum of specified securities that the Company may buy-back in a financial year.

20.Conditions under which options vested in employee(s) may lapse:

The Options vested in employees under ESOP 2025 may lapse under the following conditions:

- 1.All vested options may be exercised by the employee within seven years from the date of vesting. Any Options that are not exercised within this exercise period shall lapse, unless otherwise decided by the Nomination and Remuneration Committee.
- 2.In case of termination of employment due to misconduct or breach of Company Policies / Terms of Employment, or in case of abandonment of employment, all vested options which were not exercised at the time of such termination or abandonment shall stand cancelled with effect from the date of such termination or abandonment.

21.Resignation / Termination (other than due to misconduct or breach of Company Policies / Terms of Employment):

All the Vested Options as on the date of submission of resignation / date of termination can be exercised by the Option Grantee before his last working day with the Company or before the expiry of the Exercise Period, whichever is earlier.

22.Termination due to misconduct or breach of Company Policies / Terms of Employment:

All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.

23.Certificate of Auditors:

The Board of the Directors of the Company shall, at each Annual General Meeting place before the Shareholders of the Company, a certificate from the Secretarial Auditors of the Company, certifying that this ESOP 2025 has been implemented in accordance with the SBEB Regulations.

The Exhicon Events Media Solutions Limited Employee Stock Option Scheme 2025 ("ESOP 2025") shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to cs@exhiconevents.in from their registered email addresses mentioning their names, folio numbers, DP ID and Client ID and shall also be available on the Company's website at <https://exhiconevents.in/> to facilitate online inspection by the members.

None of the Promoter, Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of the stock options that may be granted to them under the said ESOP 2025.

The Board recommends the Special resolution set out in the Notice in Item No. 7 & 8 for approval of the members.

Item No. 9:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body

corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval of the members under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 160 Crores (Rupees One Hundred Sixty Crore Only, as proposed in the Notice.

Accordingly, the Board of Directors of the Company recommends passing Special Resolution as set out in Item No. 9 of the accompanying Notice.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution.

Item No. 10:

The Board of Directors of the Company ("Board") envisages requirements of funds in future. As per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board can borrow money subject to the condition that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose and securities premium unless the Members have authorized the Board to borrow the monies up to some higher limits.

Hence, it is proposed to empower and authorize the Board to borrow money from any Bank(s), Financial Institutions (FIs), Mutual Funds(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FII's) or any other person/s or entity/ies etc., in excess of paid-up share capital and free reserves and securities premium of the Company from the existing limit to an amount not exceeding Rs. 160 Crore (Rupees One Hundred Sixty Crore Only) (including the money already borrowed by the Company) for the lending business purpose and general corporate purpose.

Accordingly, as per Section 180(1)(c) and other applicable provisions of the Act, approval of the Members is being sought by way of passing Special Resolution. Hence, the Board recommends passing of the enabling Special

Resolutions set out at item No. 10 of the accompanying Notice.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution.

Item No. 11:

Pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), all related party transactions beyond the thresholds mentioned in Rule 15(3)(a) require prior approval of the Members in general meeting.

Further, as per the provisions of Regulation 23(2)(4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an Ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. The Board informs that currently there is no relate party and no related party transaction in preceding financial year, but looking to company's aggressive nature towards the growth, it is better to take prior approval of the shareholders.

Accordingly, as per the provisions of Section 188 and other applicable provisions of the Act, approval of the Members is being sought by way of passing Special Resolution. Hence, the Board recommends passing of the enabling Special Resolutions set out at item No. 11 of the accompanying Notice.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution

Item No. 12:

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as

specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 12 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan,

guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 12 of the notice for your approval as a Special Resolution.

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

Date: August 29, 2025

Place: Mumbai

Registered Office:

Exhicon Events Media Solutions Limited

(CIN: L74990MH2010PLC208218)

Unit No. 134 & 146, 1st Floor, Andheri Industrial Estate,

Plot No. 22, Veera Desai Road, Andheri - West,

Mumbai - 400053, Maharashtra, India

Contact No: 1800 258 8103

Website: <https://exhiconevents.in/>

By Order of the Board of Directors
sd/-

Mohammad Quaim Syed
Managing Director
DIN: 03163591

Additional information on Director recommended for re-appointment in the Annual General Meeting in pursuance of Regulation 36 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations') and Secretarial Standard-2 issued by the Institute of Company Secretaries of India:

Name of the Director	Mohammad Quaim Syed	Anil Kumar Mehta
DIN	03163591	03162069
Date of Birth (Age)	20.08.1972	24.11.1965
Nationality	Indian	Indian
Date of First Appointment	26.09.2010	29.08.2025
Designation	Chairman and Managing Director	Non-Executive and Non - Independent Director
Qualification	Diploma in Electrical Engineering	Bachelor of Commerce
Experience (including expertise in specific functional area) / Brief Resume	<p>He is the Founder of Imamia Chamber of Commerce and Industry, Managing Director of Worldwide Exhibitions Agency Asia Limited - Hong Kong and Editor in Chief of Trade Fair Times. He has served as Executive President at Imamia Chamber of Commerce and Industry, Chair of ICCI at Empretec Program of United Nations Conference on Trade Development (UNCTAD), Convener of Maharashtra at Indian Industries Association (IIA) and recently co-founded 'Exhibition Organisers Council of India. Mr. Syed has been conferred with many awards including Maeshat Media Awards, Realty Icon awards 2022, Appreciation award for promotion of Entrepreneurship in Imamia Youth community by Imamia Chamber of Community & Industry.</p>	<p>Mr. Anil Kumar Mehta is a seasoned corporate leader with nearly three decades of experience in international exhibitions, trade facilitation, and strategic industry collaborations. He has successfully conceived and executed world-class exhibitions, trade fairs, and buyer-seller meets across multiple continents.</p> <p>In addition to his corporate leadership, Mr. Mehta serves as a Director at the Atmanirbhar Global Chamber of Commerce & Industry (AGCCI), where he has been instrumental in launching and driving flagship initiatives such as the "Best of India" multi-brand exhibitions and the pioneering "Display, Stock & Sell" model. These initiatives are designed to shorten trade cycles, expand international market access, and align with the Government of India's vision of Viksit Bharat 2047. In this journey, he has worked in close collaboration with leading export promotion councils and industry bodies—including the Handloom Export Promotion Council (HEPC), Carpet Export Promotion Council (CEPC), Export Promotion Council for Handicrafts (EPCH), Wool & Woollens Export Promotion Council (WWEPC), PHD Chamber of Commerce and Industry (PHDCCI), and the Federation of Indian Chambers of Commerce & Industry (FICCI)—to collectively promote Indian textiles, handlooms, handicrafts, and lifestyle products on the global stage.</p> <p>Renowned for his foresight, governance acumen, and ability to build bridges between government, industry, and</p>

		<p>Council (WWEPC), PHD Chamber of Commerce and Industry (PHDCCI), and the Federation of Indian Chambers of Commerce & Industry (FICCI)—to collectively promote Indian textiles, handlooms, handicrafts, and lifestyle products on the global stage.</p> <p>Renowned for his foresight, governance acumen, and ability to build bridges between government, industry, and international stakeholders, Mr. Mehta has consistently strengthened India's trade presence worldwide. His contributions continue to position him as a driving force in expanding India's global trade ecosystem, fostering stronger bilateral relations, and showcasing the "Best of India" to the world through impactful collaborations, strategic partnerships, and landmark international events.</p>
Terms & Conditions of Re-appointment	Managing Director, liable to retire by rotation	Non – Executive Director, liable to retire by rotation
Relationship with other Directors / Key Managerial Personnel of the Company	Spouse of Ms. Nisha Quaim Syed, Director of the Company	NA
Number of Meetings of the Board attended during the financial year 2024-25	9	NA
Shareholding in the Company as on March 31, 2025 including shareholding as a beneficial owner.	8,56,408	NA
Remuneration proposed to be paid	As per existing approved terms of appointment	As per the resolution set out in this Notice read with the Explanatory Statement thereto
Remuneration last drawn (FY 2024-25)	INR 30,00,000/-	NA
List of Directorships in other Companies	1.Eventpreneur Global Private Limited 2.United Helicharters Private Limited	1.ANM Exhibitions Private Limited 2.Atmanirbhar Global Chamber of Commerce and Industry

Terms & Conditions of Re-appointment	Managing Director, liable to retire by rotation	Non – Executive Director, liable to retire by rotation
Relationship with other Directors / Key Managerial Personnel of the Company	Spouse of Ms. Nisha Quaim Syed, Director of the Company	NA
Number of Meetings of the Board attended during the financial year 2024-25	9	NA
Shareholding in the Company as on March 31, 2025 including shareholding as a beneficial owner.	8,56,408	NA
Remuneration proposed to be paid	As per existing approved terms of appointment	As per the resolution set out in this Notice read with the Explanatory Statement thereto
Remuneration last drawn (FY 2024-25)	INR 30,00,000/-	NA
List of Directorships in other Companies	1.Eventpreneur Global Private Limited 2.United Helicharters Private Limited 3.Council of Indian Exhibition Organisers 4.Imamia Chamber of Commerce and Industry 5.Paruhang Construction and Suppliers Private Limited	1.ANM Exhibitions Private Limited 2.Atmanirbhar Global Chamber of Commerce and Industry

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 15th Annual General Meeting of the Company, to be held on Saturday, September 27, 2025 at the registered office of the Company at Unit No. 134 & 146, 1st Floor, Andheri Industrial Estate, Plot No. 22, Veera Desai Road, Andheri West, Mumbai – 400053, Maharashtra, India, 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	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon		
2	To declare Final Dividend of @ 1.5% i.e. Re. 0.15/- (Fifteen Paise Only) per equity share of the face value of Rs. 10/- each for the financial year ended March 31, 2025		
3	To appoint a Director in place of Mr. Mohammad Quaim Syed (DIN: 03163591), who retires by rotation and, being eligible, offers himself for the re-appointment		
4	To consider and approve the appointment of Mr. Anil Kumar Mehta (DIN: 03162069) as a Director of the Company		
5	To appoint M/s. Pratik Bangade & Associates, Practicing Company Secretary as Secretarial Auditors of the Company		
6	To shift the Registered Office of the Company outside the local limits of the city from the jurisdiction of one registrar to the jurisdiction of another registrar within the same state		
7	To approve introduction and implementation of Exhicon Events Media Solutions Limited Employee Stock Option Scheme 2025 (“ESOP 2025”)		

8	Extension of the Exhicon Events Media Solutions Employee Stock Option Scheme 2025 (“ESOP 2025”) to the eligible employees of the subsidiary(ies) and/or associate company(ies), if any of the Company		
9	To grant loans, or give guarantees and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of The Companies Act 2013		
10	To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1) (c) of The Companies Act, 2013		
11	Approval for the Related Party Transactions		
12	Approval of Advance any Loan/ give guarantee/ provide security u/s 185 of The Companies Act, 2013		

Applicable for investors holding shares in electronic form.

Signed this ___ day of ___ 2025

Affix
Revenue
Stamps

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 15th Annual General Meeting of the Exhicon Events Media Solutions Limited at Unit No. 134 & 146, 1st Floor, Andheri Industrial Estate, Plot No. 22, Veera Desai Road, Andheri West, Mumbai – 400053, Maharashtra, India on Saturday, September 27, 2025 at 09:00 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.

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: Unit No. 134 & 146, 1st Floor, Andheri Industrial Estate, Plot No. 22, Veera Desai Road, Andheri West, Mumbai – 400053, Maharashtra, India
CIN: L74990MH2010PLC208218

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	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon		
2	To declare Final Dividend of @ 1.5% i.e. Re. 0.15/- (Fifteen Paise Only) per equity share of the face value of Rs. 10/- each for the financial year ended March 31, 2025		
3	To appoint a Director in place of Mr. Mohammad Quaim Syed (DIN: 03163591), who retires by rotation and, being eligible, offers himself for the re-appointment		
4	To consider and approve the appointment of Mr. Anil Kumar Mehta (DIN: 03162069) as a Director of the Company		
5	To appoint M/s. Pratik Bangade & Associates, Practicing Company Secretary as Secretarial Auditors of the Company		

6	To shift the Registered Office of the Company outside the local limits of the city from the jurisdiction of one registrar to the jurisdiction of another registrar within the same state		
7	To approve introduction and implementation of Exhicon Events Media Solutions Limited Employee Stock Option Scheme 2025 (“ESOP 2025”)		
8	Extension of the Exhicon Events Media Solutions Employee Stock Option Scheme 2025 (“ESOP 2025”) to the eligible employees of the subsidiary(ies) and/or associate company(ies), if any of the Company		
9	To grant loans, or give guarantees and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of The Companies Act 2013		
10	To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1) (c) of The Companies Act, 2013		
11	Approval for the Related Party Transactions		
12	Approval of Advance any Loan/ give guarantee/ provide security u/s 185 of The Companies Act, 2013		

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)

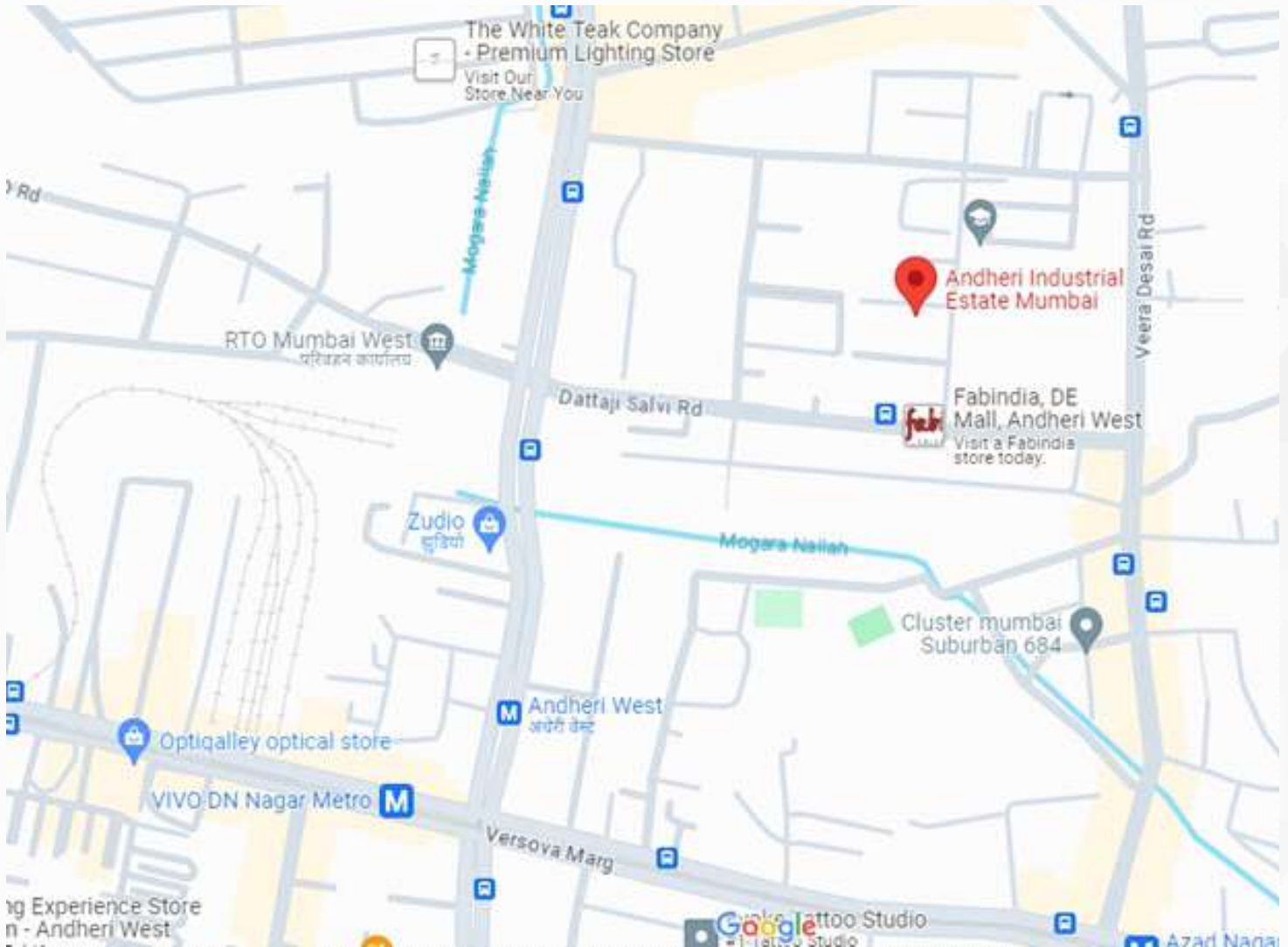
Date:

Place: Mumbai

ROUTE MAP FOR VENUE OF THE 15TH ANNUAL GENERAL MEETING

VENUE OF AGM: Registered Office of the Company,

ADDRESS: Unit No. 134 & 146, 1st Floor, Andheri Industrial Estate, Plot No. 22,
Veera Desai Road, Andheri West, Mumbai – 400053, Maharashtra, India



Important Note:

- 1.Landmark: Opposite to Chitrakoot Garden
- 2.Nearest Metro Station: Azad Nagar, DN Nagar and Andheri West.