

Date: January 06, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400 001

SCRIP CODE: 543895

Subject: Notice of Extra -Ordinary General Meeting ("**EOGM**").

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

Dear Sir/Madam,

With reference to the captioned subject and in accordance with the provisions of Regulation 30 of Listing Regulations, please find enclosed herewith a copy of Notice of Extra Ordinary General Meeting scheduled on **Tuesday, January 28, 2025 at 09:00 AM (IST)** at 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.**

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

Kindly take the same on record.

Thanking You

Yours Faithfully
For Exhicon Events Media Solutions Limited

Pranjul Jain
Company Secretary & Compliance Officer
Membership No.: A67725

Encl.: A/a

EXHICON EVENTS MEDIA SOLUTIONS LIMITED

(Formerly Known as Exhicon Events Media Solutions Private Limited) CIN:L74990MH2010PLC208218

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

Toll Free: 1800 258 8103 | Email: info@exhicongroup.com | www.exhicongroup.com



EXHICON EVENTS MEDIA SOLUTIONS LIMITED

Corporate Identity Number (CIN): L74990MH2010PLC208218

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

Tel. No.: 1800 258 8103 | **Website:** <https://exhicongroup.com/>

E- Mail: info@exhicongroup.com / cs@exhiconevents.in

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (“EOGM”) OF THE MEMBERS OF EXHICON EVENTS MEDIA SOLUTIONS LIMITED WILL BE HELD ON TUESDAY, JANUARY 28, 2025 AT 09:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE 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:

SPECIAL BUSINESS:

- 1. To withdraw the issue of 2,00,459 Equity Shares of the Company on preferential basis for consideration other than cash (Share Swap):**

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

“**RESOLVED THAT** the Special Resolution passed by the Members of the Company in the 14th Annual General Meeting held on September 28, 2024, under Item No.4: To consider and approve issue of Equity Shares of the Company on preferential basis for consideration other than cash (Share Swap), be and is hereby rescinded in its entirety due to the re-negotiation and restructuring of the existing terms and conditions related to the proposed issuance.

RESOLVED FURTHER THAT the approval of the Members is hereby accorded for the rescindment of the aforementioned resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company 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.”

- 2. To withdraw the issuance of 2,00,000 Warrants (Equity Convertible Warrants) on Preferential Basis to entities belonging to the promoter & non-promoter category:**

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

“**RESOLVED THAT** the Special Resolution passed by the Members of the Company in the 14th Annual General Meeting held on September 28, 2024, under Item No. 5: Issuance of 2,00,000 Warrants (Equity Convertible Warrants) on Preferential Basis to entities belonging to the promoter & non-promoter category, be and is hereby rescinded in its entirety due to re-negotiation and restructuring of the existing

terms and conditions related to the proposed issuance the restructuring of the terms and conditions related to the proposed issuance.

RESOLVED FURTHER THAT the approval of the Members is hereby accorded for the rescindment of the aforementioned resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company 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.”

3. To consider and approve the issue of Warrants convertible into Equity Shares on preferential basis to the non-promoter public category investor for Cash Consideration:

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 provisions of Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (**“the Act”**) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI (ICDR) Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR), Regulations”**) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI (Takeover) Code”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) 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”**) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the **“ROC”**), Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**) and the Stock Exchange where the shares of the Company are listed (**“Stock Exchange”**) and/or any other competent authorities (hereinafter referred to as **‘Applicable Regulatory Authorities’**) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the 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, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called **‘the Board’** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 44,74,000 (Forty-Four Lakh Seventy-Four Thousand) Fully Convertible Warrants (**“Warrants/ Convertible Warrants”**) for cash at an issue price of Rs. 315/- (Rupees Three Hundred and Fifteen Only) per warrant (including a premium of Rs. 305/- (Rupees Three Hundred and Five Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company (**“Equity Shares”**) within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs.140,93,10,000/- (Rupees One Hundred Forty Crore Ninety-Three Lakhs and Ten Thousand Only) to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or

other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members.

Sr. No.	Name of the Proposed Allottees	No of Warrants to be allotted	Current Status/ Category	Proposed Status/ Category
1	Sharda Subhashchandra Bhat	500,000	Non - Promoter	Non - Promoter
2	India Equity Fund 1	317,000	Non - Promoter	Non - Promoter
3	Hitesh Natwarlal Kawa	306,000	Non - Promoter	Non - Promoter
4	Jitendra Rasiklal Sanghavi	306,000	Non - Promoter	Non - Promoter
5	Jalan Chemical Industries Private Limited	285,000	Non - Promoter	Non - Promoter
6	Kaushik Hasmukhlal Gandhi	200,000	Non - Promoter	Non - Promoter
7	Naresh Saraaf	153,000	Non - Promoter	Non - Promoter
8	Joshi Anura Satyam	150,000	Non - Promoter	Non - Promoter
9	Zainab Rizvi	150,000	Non - Promoter	Non - Promoter
10	Sahba Qamar	150,000	Non - Promoter	Non - Promoter
11	Sadashiv Kanyana Shetty	111,000	Non - Promoter	Non - Promoter
12	Minal Prakash Deshpande	100,000	Non - Promoter	Non - Promoter
13	Nimesh Sahadeo Singh	100,000	Non - Promoter	Non - Promoter
14	Triveni Trust (Mahendra Kumar Dhanuka, Rahul Dhanuka, Mridul Dhanuka are Beneficiaries)	100,000	Non - Promoter	Non - Promoter
15	Akilandeswari Selvamurthy	100,000	Non - Promoter	Non - Promoter
16	Manju Pushker	100,000	Non - Promoter	Non - Promoter
17	Aarchi Binakiya	100,000	Non - Promoter	Non - Promoter
18	Mausam Nehal Shah	80,000	Non - Promoter	Non - Promoter
19	Divya Deven Pathak	75,000	Non - Promoter	Non - Promoter
20	Ramesh Sakharampant Deshpande	75,000	Non - Promoter	Non - Promoter
21	Akshay Rajesh Khandor	50,000	Non -	Non - Promoter

			Promoter	
22	Varshit Janak Shah	50,000	Non - Promoter	Non - Promoter
23	Value Prolific Consulting Services Private Limited	50,000	Non - Promoter	Non - Promoter
24	Nirmal Aggarwal	50,000	Non - Promoter	Non - Promoter
25	Pallavi Hitesh Visaria	50,000	Non - Promoter	Non - Promoter
26	Hitesh Visaria	50,000	Non - Promoter	Non - Promoter
27	Aditya Santosh Pandey	50,000	Non - Promoter	Non - Promoter
28	Mohammed Irfan Mohammed Iqbal Kachalia	50,000	Non - Promoter	Non - Promoter
29	Satishkumar Hiralal Gandhi	45,000	Non - Promoter	Non - Promoter
30	Rekha Mahendra Vashi	38,000	Non - Promoter	Non - Promoter
31	Devang Chandrakantbhai Shah	36,000	Non - Promoter	Non - Promoter
32	Naman Jain	32,000	Non - Promoter	Non - Promoter
33	Tapas Jain	30,000	Non - Promoter	Non - Promoter
34	Brijesh Jitendra Parekh	27,000	Non - Promoter	Non - Promoter
35	Ary Vaibhavbhai Sanghavi	27,000	Non - Promoter	Non - Promoter
36	Sahil Ashwin Zota	27,000	Non - Promoter	Non - Promoter
37	Suresh Zunzunwala	27,000	Non - Promoter	Non - Promoter
38	Vikram Chirimar	27,000	Non - Promoter	Non - Promoter
39	Harshil Ashok Shah	25,000	Non - Promoter	Non - Promoter
40	Anup Gupta	25,000	Non - Promoter	Non - Promoter
41	Divyam Saraf	25,000	Non - Promoter	Non - Promoter
42	Shyamsunder Basudeo Agarwal	25,000	Non - Promoter	Non - Promoter
43	Hemali Viral Doshi	25,000	Non - Promoter	Non - Promoter
44	Harshil A Shah	25,000	Non - Promoter	Non - Promoter
45	Geeta Bhimsen Singh	25,000	Non - Promoter	Non - Promoter

46	Preeti Bhavik Shah	25,000	Non - Promoter	Non - Promoter
47	Dipen Prakash Mehta	25,000	Non - Promoter	Non - Promoter
48	Sripal H Chajer	25,000	Non - Promoter	Non - Promoter
49	Prakash Nayak	25,000	Non - Promoter	Non - Promoter
50	Amit Kumar Vora	25,000	Non - Promoter	Non - Promoter
TOTAL		44,74,000		

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is Friday, December 27, 2024 i.e., 30 days prior to the date of Passing of the Special Resolution in the Extra Ordinary General Meeting.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of the Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b) Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the **“Warrant Exercise Period”**);
- c) The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- d) The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders’ resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- e) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- f) The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

- g) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- h) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- i) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
- j) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- k) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- l) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principal approval from the stock exchange.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).”

“RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and to record the name and details of the Proposed Allottee in Form PAS-5 and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize

such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company 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.”

By Order of the Board of Directors

sd/-

Quaim Mohammad Syed

Managing Director

DIN: 03163591

Date: January 02, 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 2588103

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

NOTES:

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

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

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

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the EOGM.
4. In case of joint holders attending the EOGM only such joint holder who is higher in the order of names will be entitled to vote.
5. Members/Proxies/Authorized Representatives should bring their duly filled and signed attendance slip enclosed herewith to attend the EOGM
6. During the period beginning 24 hours before the time fixed for the commencement of the EOGM and ending with the conclusion of the EOGM a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three (3) days’ notice in writing is given to the Company.
7. All documents referred to in the accompanying Notice shall be open for inspection at the registered office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. to 1.00 p.m. up to the date of the EOGM of the Company.
8. The members are requested to kindly send all their correspondence relating to change of address, transfer of shares, etc. directly to the Company’s Registrar & Transfer Agents – 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 dematerialized form, the intimation of change of address should be passed on to their respective depository participants.

9. Members seeking any information with regard to the financial statements are requested to write to the Company at least ten (10) days before the EOGM to enable the management to keep the information ready at the meeting.
10. 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 (22.01.2025 to 28.01.2025) (Both days inclusive) for the purpose of EOGM.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at <https://exhicongroup.com>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
12. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the EOGM hall.
13. The Board of Directors have appointed Mr. Brijesh Gupta (Membership No. A33070) a in M/s. Brajesh Gupta & Co., Practicing Company Secretaries 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.
14. 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/EOGM to its shareholders in respect of the business to be transacted at the AGM/EOGM. 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.
15. 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 <https://exhicongroup.com> 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.
16. Route Map to the venue of the Extra-Ordinary 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 25.01.2025 and 09:00 AM and ends on 27.01.2025 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 21.01.2025 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	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.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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.nsd.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. 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 redirected 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.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.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.nsd.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>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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 - 4886 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	Enter your 10-digit alpha-numeric*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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: 250106004 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 21.01.2025.
- 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.21.01.2025 may sending a request at cs@exhiconevents.in.
- c) A person, whose name is recorded in the register of members or in the register of beneficial owners

maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the EOGM through ballot paper.

- d) The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EOGM.
- 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 EOGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forth with.
- f) The Results of EOGM voting will be declared along with the report of the Scrutinizer on or before two working days and shall be placed on the website of the Company <https://exhicongroup.com/> after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

By Order of the Board of Directors

sd/-

Quaim Mohammad Syed

Managing Director

DIN: 03163591

Date: January 02, 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 2588103

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

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

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

Item No. 1:

The Board of Directors of the Company in its meeting held on September 03, 2024 has approved the proposal for Issue, offer and allot 2,00,459 Fully Paid Equity Shares of the Company (Share Swap) having face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 400/- (Rupees Four Hundred Only) {including premium of Rs. 390/- (Rupees Three Hundred and Ninety Only)} for consideration other than cash (share swap) in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on preferential basis and accordingly respective approval was also sought for the same from the Members of the Company in Annual General Meeting held on September 28, 2024.

Further, the Board of Directors has applied to BSE Limited for In-principal approval for the same, however, due to re-negotiation and deal restructuring of the terms and conditions related to the proposed issuance the Company has withdrawn the application made earlier and the same has been noted and approved by the Board in their Board Meeting held on January 02, 2025.

All other contents of the notice the 14th Annual General Meeting of the members of the Company dated September 05, 2024 save and except as mentioned above shall remain unchanged.

Accordingly, all concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes.

The Board of Directors accordingly recommends the resolution as set out in Item Number 01 of the accompanying Notice for the approval of the Members as Special Resolution.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the Special Resolution.

Item No. 2:

The Board of Directors of the Company in its meeting held on September 03, 2024 has approved the proposal for Issue, offer and allot upto 2,00,000 (Two Lakh) Warrants (Equity Convertible Warrants) at a price of Rs. 400/- (Rupees Four Hundred Only) each warrant (including premium of Rs. 390/- (Rupees Three Hundred and Ninety Only) per warrant on Preferential Basis to Promoter Group and Non-promoters in accordance with Chapter V of the SEBI ICDR Regulations on Preferential Basis for cash consideration aggregating up to an amount of Rs. 8,00,00,000/- (Rupees Eight Crore Only) accordingly, respective approval was also sought for the same from the Members of the Company in Annual General Meeting held on September 28, 2024.

Further, the Board of Directors has applied to BSE Limited for In-principal approval for the same, however, due to re-negotiation and deal restructuring of the terms and conditions related to the proposed issuance the Company has withdrawn the application made earlier and the same has been noted and approved by the Board in their Board Meeting held on January 02, 2025.

All other contents of the notice the 14th Annual General Meeting of the members of the Company dated September 05, 2024 save and except as mentioned above shall remain unchanged.

Accordingly, all concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes.

The Board of Directors accordingly recommends the resolution as set out in Item Number 02 of the accompanying Notice for the approval of the Members as Special Resolution.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the Special Resolution.

Item No. 3:

The Members are hereby informed that the Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to support the expansion of business and for general corporate purposes and working capital requirements. Such fund requirements can be met by the Company either through capital fund or borrowed fund.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on Thursday, January 02, 2025, In accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations as amended from time to time, issue and allotment of upto 44,74,000 (Forty-Four Lakh Seventy-Four Thousand) Fully Convertible Warrants ("**Warrants/ Convertible Warrants**") for cash at an issue price of Rs. 315/- (Rupees Three Hundred and Fifteen Only) per warrant (including a premium of Rs. 305/- (Rupees Three Hundred and Five Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company ("**Equity Shares**") within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs.140,93,10,000/- (Rupees One Hundred Forty Crore Ninety-Three Lakhs and Ten Thousand Only) on preferential and private placement subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of warrants, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

1. Objects of the Preferential Issue:

- A.** To raise further capital in order to meet the funding and business requirements of the Company including in relation to, and for [funding the business growth, capital expenditure, expansion plans including investments in subsidiaries, Investment in good business entities, Investment in any Company for creating group/associate Companies, exploring new initiatives, acquisition of business by making Investment or acquisition of stake in entities/Companies for further expansion and diversification of the Business model, Inter body corporate loans in the

requirements of business, mode of working capital, not exceeding Rs. 1,05,69,82,500/- (Rupees One Hundred & Five Crore Sixty-Nine Lakhs Eighty-Two Thousand Five Hundred Only);

- B.** To meet general corporate purpose which shall not exceed 25% of the Issue Size i.e. Not exceeding Rs. 35,23,27,500/- (Rupees Thirty-Five Crore Twenty-Three Lakhs Twenty-Seven Thousand Five Hundred Only).

The said proceeds will be used within a period of 12 months from the date of receipts of funds or from the date the funds can be utilised, whichever is later. Till the time the proceeds are not utilised by the Company, it will be kept in a Separate Bank Account of the Company.

As the proposed total issue size of warrants is exceeding Rupees 100 Crores, Pursuant to Regulation 162A of SEBI, the Board has appointed M/s. Infomercials Valuation and Rating Private Limited, agency registered with SEBI to monitor the proceeds of the issue and to submit its report to the Company, on a quarterly basis, till hundred percent of the proceeds of the issue have been utilised.

2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 44,74,000 (Forty-Four Lakh Seventy-Four Thousand) Fully Convertible Warrants ("*Warrants/ Convertible Warrants*") for cash at an issue price of Rs. 315/- (Rupees Three Hundred and Fifteen Only) per warrant (including a premium of Rs. 305/- (Rupees Three Hundred and Five Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company ("*Equity Shares*") within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs.140,93,10,000/- (Rupees One Hundred Forty Crore Ninety-Three Lakhs and Ten Thousand Only)

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is frequently traded, the price is determined pursuant to Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is Friday, December 27, 2024.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. Rs. 315/- (Rupees Three Hundred and Fifteen Only) per warrant which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five percent of the post issue fully diluted share capital of the Company to the proposed allottees, a valuation report from an independent registered valuer is obtained pursuant to Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://exhicongroup.com/>

4. Name and Address of Valuer who performed Valuation:

Bhavin Patel, Cost Accountant, Registered Valuer - Reg. No: IBBI/RV/05/2019/11668

Address: 315, Phoenix Complex, Nr. Suraj Plaza, Sayaji Gunj, Vadodara – 390020, Gujarat, Email: bhavinbrd3388@gmail.com, Mobile: +91-7600022094

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

5. Amount which the Company intends to raise by way of issue of Equity Shares:

Upto 44,74,000 (Forty-Four Lakh Seventy-Four Thousand) Fully Convertible Warrants (“*Warrants/Convertible Warrants*”) for cash at an issue price of Rs. 315/- (Rupees Three Hundred and Fifteen Only) per warrant (including a premium of Rs. 305/- (Rupees Three Hundred and Five Only) aggregating to Rs.140,93,10,000/- (Rupees One Hundred Forty Crore Ninety-Three Lakhs and Ten Thousand Only).

6. Material terms of issue of Warrants/ Convertible Warrants:

The issue of Warrants shall be subject to the following terms and conditions:

- i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- ii. Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the “Warrant Exercise Period”);
- iii. The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- iv. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- vi. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

- vii. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- viii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- ix. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
- x. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- xi. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

7. Principal terms of Assets charged as securities:

Not Applicable

8. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sr. No.	Category	*Pre-Issue		*Post - Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoter and Promoter Group	76,92,498	57.83	77,07,998	43.36
B	Public	56,10,002	42.17	1,00,68,502	56.64
	Total (A+B)	1,33,02,500	100	1,77,76,500	100
C	Custodian	--	--	--	--
	Grand Total (A+B+C)	1,33,02,500	100	1,77,76,500	100

**The pre- issue and post-issue shareholding as shown above is calculated assuming full subscription and allotment and conversion of all the previous and current allotments of the warrant's equity shares.*

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Convertible Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2024-2025, the Company has not made allotment on preferential basis to any person.

13. Valuation for consideration other than cash:

Not applicable.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

15. Lock-in:

The Equity Shares so to be allotted after conversion of warrants in to equity and shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations

16. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

17. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link <https://exhicongroup.com/>

18. Undertakings:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the Company are in dematerialized form only;

19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of the Proposed Allottee	The natural persons who are ultimate beneficial owner	Pre-Issue			Number of warrants proposed to be allotted	Post-Issue		
			Category (Promoter/ Non-Promoter)	No. of Shares	Percentage Holding (%)		Category (Promoter/ Non-Promoter)	No. of Shares	Percentage Holding (%)
1.	Sharda Subhashchandra Bhat	NA	Non-Promoter	00	00.00	500,000	Non-Promoter	500,000	2.81
2.	India Equity Fund I	Mr. Jatin Chonani as Authorized signatory of Vistra ITCL India Ltd., being the trustee of Sarcap	Non-Promoter	541000	07.19	317,000	Non-Promoter	317,000	4.83

		Investment Trust (SEBI Registered Alternative Investment Fund Cat III), India Equity Fund being the first scheme of the Trust.							
3.	Hitesh Natwarlal Kawa	NA	Non-Promoter	00	00.00	306,000	Non-Promoter	306,000	1.72
4.	Jitendra Rasiklal Sanghavi	NA	Non-Promoter	00	00.00	306,000	Non-Promoter	306,000	1.72
5.	Jalan Chemical Industries Private Limited	Rajesh Jain	Non-Promoter	00	00.00	285,000	Non-Promoter	285,000	1.60
6.	Kaushik Hasmukhlal Gandhi	NA	Non-Promoter	00	00.00	200,000	Non-Promoter	200,000	1.13
7.	Naresh Saraaf	NA	Non-Promoter	00	00.00	153,000	Non-Promoter	153,000	0.86
8.	Joshi Anura Satyam	NA	Non-Promoter	00	00.00	150,000	Non-Promoter	150,000	0.84
9.	Zainab Rizvi	NA	Non-Promoter	2000	00.01	150,000	Non-Promoter	150,000	0.86
10.	Sahba Qamar	NA	Non-Promoter	500	00.003	150,000	Non-Promoter	150,000	0.85
11.	Sadashiv Kanyana Shetty	NA	Non-Promoter	00	00.00	111,000	Non-Promoter	111,000	0.62
12.	Minal Prakash Deshpande	NA	Non-Promoter	00	00.00	100,000	Non-Promoter	100,000	0.56
13.	Nimesh Sahadeo Singh	NA	Non-Promoter	00	00.00	100,000	Non-Promoter	100,000	0.56

14.	Triveni Trust (Mahendra Kumar Dhanuka, Rahul Dhanuka, Mridul Dhanuka are Beneficiaries)	Mahendra Kumar Dhanuka, Rahul Dhanuka, Mridul Dhanuka	Non-Promoter	00	00.00	100,000	Non-Promoter	100,000	0.56
15.	Akilandeswari Selvamurthy	NA	Non-Promoter	500	00.003	100,000	Non-Promoter	100,000	0.57
16.	Manju Pushker	NA	Non-Promoter	14000	00.01	100,000	Non-Promoter	100,000	0.64
17.	Aarchi Binakiya	NA	Non-Promoter	00	00.00	100,000	Non-Promoter	100,000	0.56
18.	Mausam Nehal Shah	NA	Non-Promoter	00	00.00	80,000	Non-Promoter	80,000	0.45
19.	Divya Deven Pathak	NA	Non-Promoter	00	00.00	75,000	Non-Promoter	75,000	0.42
20.	Ramesh Sakharant Deshpande	NA	Non-Promoter	00	00.00	75,000	Non-Promoter	75,000	0.42
21.	Akshay Rajesh Khandor	NA	Non-Promoter	00	00.00	50,000	Non-Promoter	50,000	0.28
22.	Varshit Janak Shah	NA	Non-Promoter	00	00.00	50,000	Non-Promoter	50,000	0.28
23.	Value Prolific Consulting Services Private Limited	Santosh Kumar Gadia Anshuman Khanna Chaitanya Gadia Neha Khanna	Non-Promoter	00	00.00	50,000	Non-Promoter	50,000	0.28
24.	Nirmal Aggarwal	NA	Non-Promoter	00	00.00	50,000	Non-Promoter	50,000	0.28
25.	Pallavi Hitesh	NA	Non-Promoter	2000	00.01	50,000	Non-Promoter	50,000	0.29

	Visaria		er			0	er	00	
26.	Hitesh Premjibhai Visaria	NA	Non-Promoter	500	00.003	50,000	Non-Promoter	50,000	0.28
27.	Aditya Santosh Pandey	NA	Non-Promoter	00	00.00	50,000	Non-Promoter	50,000	0.28
28.	Mohammed Irfan Mohammed Iqbal Kachalia	NA	Non-Promoter	00	00.00	50,000	Non-Promoter	50,000	0.28
29.	Satishkumar Hiralal Gandhi	NA	Non-Promoter	00	00.00	45,000	Non-Promoter	45,000	0.25
30.	Rekha Mahendra Vashi	NA	Non-Promoter	00	00.00	38,000	Non-Promoter	38,000	0.21
31.	Devang Chandrakantbhai Shah	NA	Non-Promoter	00	00.00	36,000	Non-Promoter	36,000	0.20
32.	Naman Jain	NA	Non-Promoter	00	00.00	32,000	Non-Promoter	32,000	0.18
33.	Tapas Jain	NA	Non-Promoter	00	00.00	30,000	Non-Promoter	30,000	0.17
34.	Brijesh Jitendra Parekh	NA	Non-Promoter	00	00.00	27,000	Non-Promoter	27,000	0.15
35.	Ary Vaibhavbhai Sanghavi	NA	Non-Promoter	00	00.00	27,000	Non-Promoter	27,000	0.15
36.	Sahil Ashwin Zota	NA	Non-Promoter	00	00.00	27,000	Non-Promoter	27,000	0.15
37.	Suresh Zunzunwala	NA	Non-Promoter	00	00.00	27,000	Non-Promoter	27,000	0.15
38.	Vikram Chirimar	NA	Non-Promoter	00	00.00	27,000	Non-Promoter	27,000	0.15
39.	Harshil Ashok Shah	NA	Non-Promoter	500	00.003	25,000	Non-Promoter	25,000	0.14
40.	Anup Gupta	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14
41.	Divyam Saraf	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14
42.	Shyamsunder Basudeo Agarwal	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14
43.	Hemali Viral Doshi	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14

44.	Harshil A Shah	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14
45.	Geeta Bhimsen Singh	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14
46.	Preeti Bhavik Shah	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14
47.	Dipen Prakash Mehta	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14
48.	Sripal H Chajer	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14
49.	Prakash Nayak	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14
50.	Amit Kumar Vora	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares*

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 3 in the accompanying notice for approval by the Members.

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

By Order of the Board of Directors

sd/-

Quaim Mohammad Syed

Managing Director

DIN: 03163591

Date: January 02, 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 2588103

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

Form No. MGT-11,

Proxy Form

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

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

As my/our proxy to attend and vote(on a poll)for me/ us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, January 28, 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 withdraw the issue of 2,00,459 Equity Shares of the Company on preferential basis for consideration other than cash (Share Swap)		
2	To withdraw the issuance of 2,00,000 Warrants (Equity Convertible Warrants) on Preferential Basis to entities belonging to the promoter & non-promoter category		
3	To consider and approve the issue of Warrants convertible into Equity Shares on preferential basis to the non-promoter public category investor for Cash Consideration		

Applicable for investors holding shares in electronic form.

Signed this ___ day of ___ 2025

Signature of Shareholder _____

Signature of Proxy holder _____

Signature of the shareholder a cross-Revenue Stamp

Affix Revenue Stamps

Note:

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

ATTENDANCE SLIP

Full name of the member's attending:
(In block capitals)

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

No. Shares held:

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

I hereby record my presence at the Extra Ordinary General Meeting of the Exhicon Events Media Solutions Limited at Unit No. 134 & 146, 1st Floor, Andheri Industrial Estate, Plot No. 22, Veera Desai Road, Andheri West, Mumbai – 400053, Maharashtra, India on Tuesday, January 28, 2025 at 09:00AM.

Member/ Proxy Signature

Note:

1. 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.
2. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Form No. MGT-12

Polling Paper

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

Name of the Company: Exhicon Events Media Solutions Limited		
Registered Office: Unit No. 134 & 146, 1 st Floor, Andheri Industrial Estate, Plot No. 22, Veera Desai Road, Andheri West, Mumbai – 400053, Maharashtra, India		
CIN: L74990MH2010PLC208218		
BALLOTPAPER		
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 withdraw the issue of 2,00,459 Equity Shares of the Company on preferential basis for consideration other than cash (Share Swap):		
2	To withdraw the issuance of 2,00,000 Warrants (Equity Convertible Warrants) on Preferential Basis to entities belonging to the promoter & non-promoter category		
3	To consider and approve the issue of Warrants convertible into Equity Shares on preferential basis to the non-promoter public category investor for Cash Consideration		

I hereby exercise my vote in respect of Special Resolution numbered at above by recording my assent or dissent to the said resolutions in the following manner:

Signature of the shareholder (as per Company records)

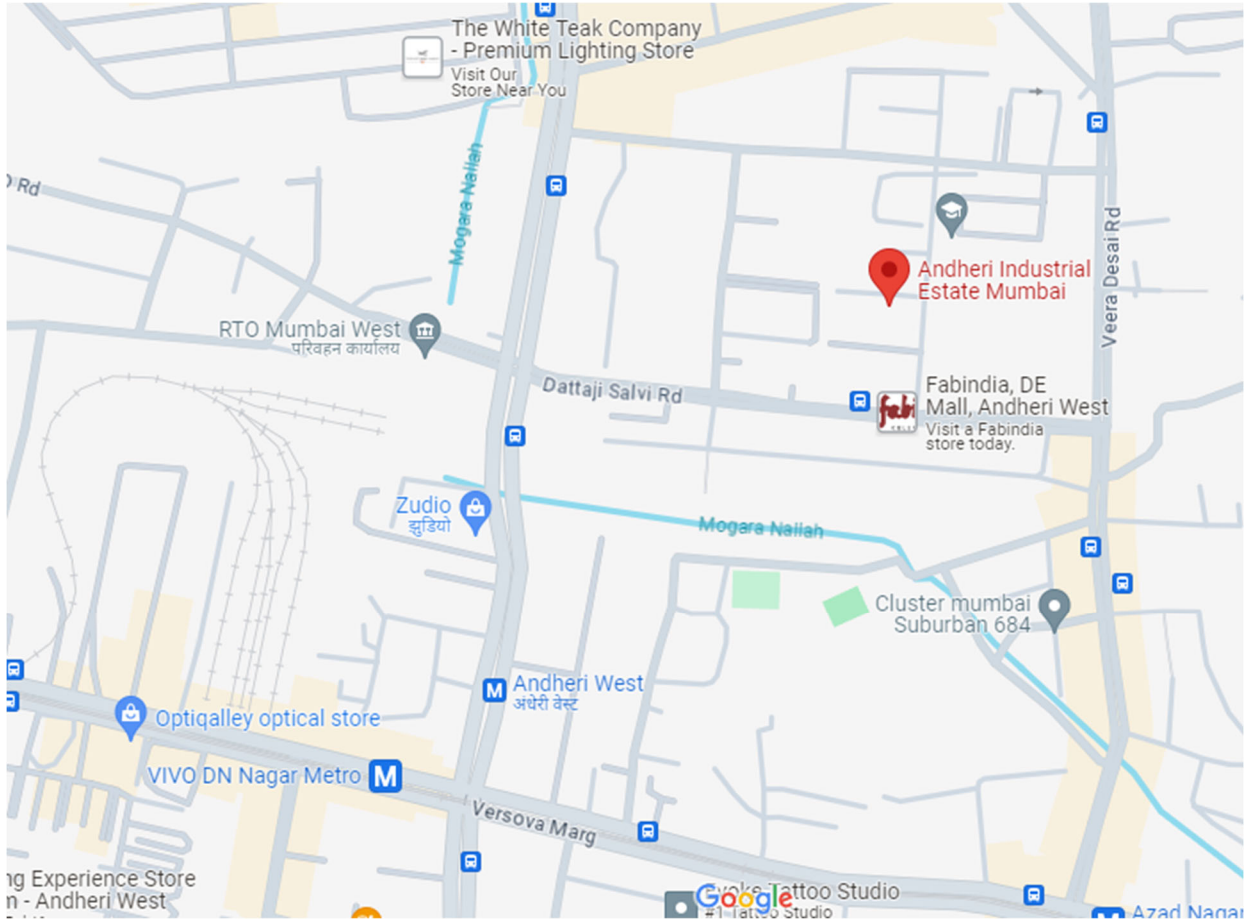
Date:

Place: Mumbai

ROUTE MAP FOR VENUE OF THE EXTRA ORDINARY GENERAL MEETING

VENUE OF EOGM: 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