



Annexure - IV

The
Chief General Manager Listing
Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of **44,74,000 Warrants (Equity Convertible Warrants)** to be issued on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, **Brajesh Gupta & Co., Practicing Company Secretary** have verified the relevant records and documents of Exhicon Events Media Solutions Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, no promoter/ promoter group entity are proposed allottee(s) in this preferential issue.
- b) Preferential allottees (7 Proposed Warrant Allottees) are holding equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment as follows:

Pre-preferential Shareholding details of proposed warrant allottees as follows:

Name of Proposed Allottee of Warrants	DP ID/ Client ID*	Pre-preferential holding of Eq. Share
India Equity Fund 1	IN303173-20245239	514000
Zainab Rizvi	12088702-57991671	2000
Sahba Qamar	IN303028-48075696	500
Akilandeswari Selvamurthy	12044700-11192051	500
Manju Pushker	IN303028-13059682	14000
Pallavi Hitesh Visaria	IN301436-92194854	2000
Hitesh Visaria	12088702-36899060	500

c) The pre-preferential shareholding, if any of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding of non-promoter allottees from (Relevant Date) till (date of lock-in). and further, there is no sale/ pledge of pre- preferential holding of Promoter & Promoter Group from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

i. Pre-preferential Shareholding Lock-in details of proposed warrant Allottees as follows:

Sr. No.	Name of the proposed allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
				From	To		
1	India Equity Fund 1	IN30317 3- 2024523 9	514000	23.01.2025	01.07.2025	NA	NA
2	Zainab Rizvi	1208870 2- 5799167 1	2000	22.01.2025	30.06.2025	NA	NA
3	Sahba Qamar	IN30302 8- 4807569 6	500	23.01.2025	01.07.2025	NA	NA
4	Akilandeswari Selvamurthy	1204470 0- 1119205 1	500	22.01.2025	30.06.2025	NA	NA
5	Manju Pushker	IN30302 8- 1305968 2	14000	23.01.2025	01.07.2025	NA	NA
6	Pallavi Hitesh Visaria	IN30143 6- 9219485 4	2000	23.01.2025	01.07.2025	NA	NA
7	Hitesh Visaria	1208870 2- 3689906 0	500	22.01.2025	30.06.2025	NA	NA

(*) client id/ folio no in case allottee hold the securities in physical form

d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.

e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.

- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.”
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2024-25 is more than 5% of the post issue fully diluted share capital of the issuer.

OR

~~The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2024-25 is less than 5% of the post issue fully diluted share capital of the issuer.~~

For: Brajesh Gupta & Co.
Practicing Company Secretary



Brajesh Gupta,
Proprietor
Mem. No. ACS- 33070
Date: 02/01/2025
Place: Indore
C P No.: 21306
UDIN: A033070F003558341