

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/>

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**CORRIGENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING DATED
JANUARY 02, 2025**

This is with reference to the Notice of Extra-Ordinary General Meeting (EOGM) dated January 02, 2025 dispatched to the Shareholders of the Company on January 06, 2025 scheduled to 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, pursuant to the applicable provisions of the Companies Act, 2013 ("**Companies Act**"), read with applicable rules of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), (including any statutory modification or reenactment thereof, for the time being in force), Secretarial Standard on General Meetings ("**SS-2**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable laws and regulations.

Further, during the scrutiny of the documents, it was observed that one of the proposed allottees namely Harshil Ashok Shah, to whom 25,000 warrants were to be allotted under Item No. 3 of the EOGM Notice on preferential basis, subject to shareholders approval, has been disqualified under the provisions of Regulation 159 of the SEBI (ICDR) Regulations, 2018. In light of this disqualification, the Board of Directors of the Company has proposed that the 25,000 warrants originally allocated to Devang Chandrakantbhai Shah, another existing allottee, on a preferential basis, subject to shareholders approval.

Consequently, the total entitlement of Devang Chandrakantbhai Shah will be 61,000 warrants. It may be please noted that all other particulars such as issue size, issue price, maximum number of warrants to be issued and all other details remains unchanged. The company through this corrigendum wishes to bring into the notice of shareholders about certain alterations/modifications made in resolution at Item No. 3 and its Explanatory Statement of Special Resolution pertaining to Item No. 3 of EOGM Notice dated January 02, 2025 as detailed herein below:

The Item No. 03, special resolution and explanatory statement is modified to state the following:

“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

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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 authorized 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

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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	Devang Chandrakantbhai Shah	61,000	Non - Promoter	Non - Promoter
22	Akshay Rajesh Khandor	50,000	Non - Promoter	Non - Promoter
23	Varshit Janak Shah	50,000	Non - Promoter	Non - Promoter
24	Value Prolific Consulting Services Private Limited	50,000	Non - Promoter	Non - Promoter
25	Nirmal Aggarwal	50,000	Non - Promoter	Non - Promoter
26	Pallavi Hitesh Visaria	50,000	Non - Promoter	Non - Promoter
27	Hitesh Premjibhai Visaria	50,000	Non - Promoter	Non - Promoter
28	Aditya Santosh Pandey	50,000	Non - Promoter	Non - Promoter
29	Mohammed Irfan Mohammed Iqbal Kachalia	50,000	Non - Promoter	Non - Promoter
30	Satishkumar Hiralal Gandhi	45,000	Non - Promoter	Non - Promoter
31	Rekha Mahendra Vashi	38,000	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

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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	Anup Gupta	25,000	Non - Promoter	Non - Promoter
40	Divyam Saraf	25,000	Non - Promoter	Non - Promoter
41	Shyamsunder Basudeo Agarwal	25,000	Non - Promoter	Non - Promoter
42	Hemali Viral Doshi	25,000	Non - Promoter	Non - Promoter
43	Harshil A Shah	25,000	Non - Promoter	Non - Promoter
44	Geeta Bhimsen Singh	25,000	Non - Promoter	Non - Promoter
45	Preeti Bhavik Shah	25,000	Non - Promoter	Non - Promoter
46	Dipen Prakash Mehta	25,000	Non - Promoter	Non - Promoter
47	Sripal H Chajer	25,000	Non - Promoter	Non - Promoter
48	Prakash Nayak	25,000	Non - Promoter	Non - Promoter
49	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;

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- 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.

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- 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 authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the 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,

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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.”

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

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.

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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

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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:

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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) 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;

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

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- 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.

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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:

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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 Practising 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;

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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 1	Mr. Jatin Chona as Authorized signatory of	Non-Promoter	541000	07.19	317,000	Non-Promoter	317,000	4.83

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		Vistra ITCL India Ltd., being the trustee of Sarcap Investment Trust (SEBI Registered Alternate 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

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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

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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.	Devang Chandrakant Shah	NA	Non-Promoter	00	00.00	61,000	Non-Promoter	61,000	0.34
22.	Akshay Rajesh Khandor	NA	Non-Promoter	00	00.00	50,000	Non-Promoter	50,000	0.28
23.	Varshit Janak Shah	NA	Non-Promoter	00	00.00	50,000	Non-Promoter	50,000	0.28
24.	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
25.	Nirmal Aggarwal	NA	Non-Promoter	00	00.00	50,000	Non-Promoter	50,000	0.28
26.	Pallavi Hitesh Visaria	NA	Non-Promoter	200	00.01	50,000	Non-Promoter	50,000	0.29
27.	Hitesh Premjibhai Visaria	NA	Non-Promoter	500	00.003	50,000	Non-Promoter	50,000	0.28
28.	Aditya Santosh Pandey	NA	Non-Promoter	00	00.00	50,000	Non-Promoter	50,000	0.28
29.	Mohammed Irfan Mohammed	NA	Non-Promoter	00	00.00	50,000	Non-Promoter	50,000	0.28

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	Iqbal Kachalia								
30.	Satishkumar Hiralal Gandhi	NA	Non-Promoter	00	00.00	45,000	Non-Promoter	45,000	0.25
31.	Rekha Mahendra Vashi	NA	Non-Promoter	00	00.00	38,000	Non-Promoter	38,000	0.21
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.	Anup Gupta	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14
40.	Divyam Saraf	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14
41.	Shyamsunder Basudeo Agarwal	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14
42.	Hemali Viral Doshi	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14
43.	Harshil A Shah	NA	Non-Promoter	00	00.00	25,000	Non-Promoter	25,000	0.14

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

Note: Except as referred above all other terms and contents of the EGM Notice shall remain unchanged.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 101 and 108 of the Act read with the rules framed thereunder and the MCA Circulars, this corrigendum is being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s) as on the cutoff date i.e. 03rd January 2025.

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This Corrigendum to the Notice of EGM shall form an integral part of the said Notice, which has already been circulated to the Shareholders of the Company, and on and from the date hereof, the Notice of EGM shall always be read in conjunction with this Corrigendum. 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.

This corrigendum is being uploaded on the website of the Company at ww.exhicongroup.com and on the website of National Securities Depository Limited at <https://www.evotingindia.com> and on the website of Stock Exchanges i.e. BSE Limited at www.bseindia.com.

By Order of the Board of Directors

sd/-

Quaim Mohammad Syed

Managing Director

DIN: 03163591

Date: January 23, 2025

Place: Mumbai

Registered Office:

Exhicon Events Media Solutions Limited

(CIN: L74990MH2010PLC208218)

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

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Contact No: 1800 2588103

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