

Date: September 05, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400 001

SCRIP CODE: 543895

Subject: Annual Report of the Company for the Financial Year 2023-24 along with the Notice convening the 14th Annual General Meeting (“**AGM**”).

Ref.: Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

Dear Sir/ Madam,

With respect to the captioned subject and pursuant to the provisions of Regulation 34 of Listing Regulations, please find attached herewith a copy of Annual Report for the Financial Year 2023-24 along with the Notice of the 14th AGM scheduled on **Saturday, September 28, 2024 at 09:00 A.M. (IST)** 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.**

Further, the Notice of the 14th AGM and Annual Report for the Financial year 2023-24 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 AGM along with Annual Report for Financial year 2023-24 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:U74990MH2010PLC208218

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

Corporate Identity Number (CIN): U74990MH2010PLC208218

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 14TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 14TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF EXHICON EVENTS MEDIA SOLUTIONS LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 28, 2024 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:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To declare Final Dividend of Rs. 1/- (Rupees One Only) per equity share for the financial year ended March 31, 2024.
3. To appoint a Director in place of Ms. Padma Mishra (DIN: 07668700), who retires by rotation and, being eligible, offers himself for the re-appointment.

SPECIAL BUSINESS:

4. **To consider and approve issue of 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 pursuant to the provisions of Sections 42 and 62, and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (‘SEBI’), Reserve Bank of India (‘RBI’), stock exchange and/or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to

by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 2,00,459 Equity Shares of the Company of face value of Re. 10/-each (**“Equity Shares”**), in dematerialized form, on Preferential allotment basis, to the shareholders at a price of Rs. 400/- (including premium of Rs. 390/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 8,01,83,600/- (Rupees Eight Crores One Lakhs Eighty-Three Thousand and Six Hundred Only) (**“Purchase Consideration”**) for the acquisition of 6,51,648 equity shares (**“Sale Shares”**) of M/s. Perfect Octave Limited (**“POL”**) from the Proposed Allottees at a price of Rs. 98/- (Rupees Ninety-Eight Only) per equity share of POL, on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

Sr. No.	Name of the proposed Allottees	Nature of persons who are the ultimate beneficial owner	Equity Shares proposed to be allotted	Category	Allottee is QIB/ MF/ FI/ Trust/ Banks
1	Innovative Health Tech Solutions Private Limited	Body Corporate: 1. Ratish Tagde 2. Madhuri Sudarshan Madye	1,14,325	Non Promoter	Not Applicable
2	Insync Digital Media Private Limited	Body Corporate: 1. Ratish Tagde 2. Madhuri Sudarshan Madye	86,134	Non Promoter	Not Applicable
Total			2,00,459		

“RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the **“Relevant Date”** for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be August 29, 2024, being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer.”

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

- The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the share purchase agreement executed amongst the Company, POL and Proposed Allottees, subject to approval by the Board of the Company;
- No partly paid-up Equity Shares shall be issued and allotted;

1. Allotment of the Equity Shares shall only be made in dematerialised form;
2. The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;
3. The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of Sale Shares from the Proposed Allottees i.e. for consideration other than cash; and
4. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

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

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

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

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

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

1. **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** pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), provisions of Chapter V and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“**SEBI ICDR Regulations**”), the applicable Rules, Notifications, Guidelines, Policies, Procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”), the Stock Exchanges where the shares of the Company are listed and other competent authorities and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory or other appropriate authorities (including but not limited to the SEBI, the Stock Exchanges where the shares of the Company are listed, RBI, the Government of India, etc.), if any, and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent and approval of the members of the company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, in one or more tranches, to the Promoter & Non-Promoter category (hereinafter referred to as the “**Proposed Allottee**”) on preferential basis up to 2,00,000 (Two Lakhs) Warrants (“**Equity Convertible Warrants**”) fully convertible warrants (“**Warrants**”), each convertible into in to Equity Shares of the Company, to the person as described below, at an option of the Proposed Warrant Allottee, in one or more tranches, one Equity Share of face value of INR 10/- (Indian Rupees Ten only) each, for cash at an issue price of INR 400/- (Indian Rupees Four Hundred Only) per Warrant (including a premium of INR 390/- per Warrant) which is the price determined by obtaining the Valuation Report by Independent Registered Valuer by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations (“**Warrant Issue Price**”), and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be determined by the Board in accordance with the provisions of the SEBI ICDR Regulations or other applicable laws:

Sr. No.	Name of the proposed Allottees	Nature of persons who are the ultimate beneficial owner	No. of Warrants proposed to be allotted	Category	Allottee is QIB/ MF/ FI/ Trust/ Banks
1	Paruhang Construction And Suppliers Private Limited	Body Corporate: 1. Quaim Mohammad Syed	1,00,000	Promoter Group	Not Applicable
1	Innovative Health Tech Solutions Private Limited	Body Corporate: 1. Ratish Tagde 2. Madhuri Sudarshan Madye	50,000	Non - Promoter	Not Applicable
2	Insync Digital Media Private Limited	Body Corporate: 1. Ratish Tagde 2. Madhuri Sudarshan Madye	50,000	Non - Promoter	Not Applicable
Total			2,00,000		

“RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be August 29, 2024, being the working day immediately preceding the date 30 (thirty) days prior to the date of Annual General Meeting i.e. August 29, 2024 to approve this offer.”

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

- a) The Proposed Warrant Allottee shall, on or prior to the date of allotment of the Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price per Warrant shall be payable by the Proposed Warrant Allottee at the time of exercise of the Warrants conversion in to equity shares.
- b) Each Warrant held by the Proposed Warrant Allottee shall entitle the Proposed Warrant Allottee to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants (the “Warrant Exercise Period”).
- c) In the event the Proposed Warrant Allottee does not exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid upfront by the Proposed Warrant Allottee shall stand forfeited by the Company.
- d) The pre-preferential Equity shareholding of the Proposed Warrant Allottee along with Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- e) Warrants (Equity Convertible Warrants) so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- f) The Warrants (Equity Convertible Warrants) shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government.
- g) Warrants and the Equity Shares to be issued and allotted by the Company upon exercise of any Warrants shall, in each case, be in dematerialized form.
- h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee.
- a) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- b) The Warrants by themselves until converted into Equity Shares, do not give to the Proposed Warrant Allottee any voting rights in the Company in respect of such Warrants.

- a) The Warrants shall be converted in 1 (one) or more tranches. The Proposed Warrant Allottee shall be entitled to exercise any or all of the Warrants by issuance of a written notice to the Company (“Exercise Notice”) not later than 15 (fifteen) days prior to the expiry of the Warrant Exercise Period. The Exercise Notice shall set out the number of Warrants proposed to be exercised by the Proposed Warrant Allottee, together with the aggregate amount payable to the Company. The Company shall convene a meeting of the Board or a committee thereof to implement the exercise of the Warrants specified in the Exercise Notice and issue and allot the corresponding number of the Equity Shares to the Proposed Warrant Allottee.
- b) Upon exercise by the Proposed Warrant Allottee of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to the Proposed Warrant Allottee, evidence of the credit of such Equity Shares to the demat account of the Proposed Warrant Allottee and entering the name of the Proposed Warrant Allottee in the records of the Company as the registered owner of such Equity Shares.
- c) No partly paid-up Warrants (Equity Convertible Warrants) or Equity Shares upon conversion of Equity Warrants shall be issued and allotted;

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

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

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

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

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

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

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

By Order of the Board of Directors

sd/-

Quaim Mohammad Syed

Managing Director

DIN: 03163591

Date: September 03, 2024

Place: Mumbai

Registered Office:

Exhicon Events Media Solutions Limited

(CIN: U74990MH2010PLC208218)

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

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

Mumbai - 400053, Maharashtra, India

Contact No: 1800 258 8103

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

NOTES:

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

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

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

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution authorising their representative to attend and vote on their behalf at the AGM.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members/Proxies/Authorised Representatives should bring their duly filled and signed attendance slip enclosed herewith to attend the AGM.
6. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three (3) days' notice in writing is given to the Company.
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 AGM of the Company.
8. The members are requested to kindly send all their correspondence relating to change of address, transfer of shares, etc. directly to the Company's Registrar & Transfer Agents – Link Intime India Private Limited, C-101, 1st floor, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400083, Maharashtra, quoting their folio number and in case of shares held in dematerialised form, the intimation of change of address should be passed on to their respective depository participants.

1. Members seeking any information with regard to the financial statements are requested to write to the Company at least ten (10) days before the AGM to enable the management to keep the information ready at the meeting.
2. 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 (22.09.2024 to 28.09.2024) (Both days inclusive) for the purpose of AGM.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the depository. Members who have not registered their e-mail addresses are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
4. The Annual Report of the Company circulated to the members of the Company, will be made available on the Company's website at <https://exhicongroup.com/> and also on website of the BSE Limited. Physical copies of the Annual Report will also be available at the Company's registered office for inspection during normal business hours on working days.
5. The Annual Report, including Notice, attendance slip and proxy form, are being sent in electronic mode to members whose e-mail addresses are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. Physical copy of the Annual Report is being sent to those members who have not registered their e-mail addresses with the Company or Depository Participant(s). Members who have received the Annual Report in electronic mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter to attend the AGM.
6. 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.
7. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
8. 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.
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting as well as voting at the AGM to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited ('CDSL') for facilitating voting through electronic means, as the authorized agency.

1. 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.
2. A Statement giving details of the Directors seeking appointment / re-appointment is also annexed with the Notice pursuant to the requirements of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting ("SS-2").
3. Copies of the Annual Report will not be distributed at the AGM.
4. Route Map to the venue of the 14th Annual General Meeting of the Company is enclosed at the last page of the Notice.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

- i. The voting period begins on 25.09.2024 and 09:00 AM and ends on 27.09.2024 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 21.09.2024 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
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com/ and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.

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

- (I) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) 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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN: 240903117 for the relevant Exhicon Events Media Solutions Limited on which you choose to vote.
- (v) 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.
- (i) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ii) 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.
- (iii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (iv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (v) 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.
- (vi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(ii) **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 21.09.2024.
- 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. 21.09.2024 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 AGM through ballot paper.
- d) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.
- e) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- f) The Results of AGM voting will be declared along with the report of the Scrutinizer on or before two working days and shall be placed on the website of the Company <https://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: September 03, 2024

Place: Mumbai

Registered Office:

Exhicon Events Media Solutions Limited

(CIN: U74990MH2010PLC208218)

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

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

Mumbai - 400053, Maharashtra, India

Contact No: 1800 258 8103

Website: <https://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. 4:

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

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:

- **Objects of this issue:**
To acquire 6,51,648 equity shares of Perfect-Octave Limited ("**POL**") equivalent to 76.00% of paid-up share capital of POL.
- **Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:**
None of the promoters / directors / key management personnel of the Company intend to subscribe in the proposed preferential issue of Equity Shares stated in the Resolution No. 4 of this notice.
- **Maximum number of specified securities to be issued:**
The Company intends to issue a maximum of 2,00,459 equity shares of face value Rs. 10/- per share at a price of Rs.400/- (including premium of Rs. 390/- per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018.
- **The shareholding pattern before and after completion of the proposed preferential issue would be as under:**

Sr. No.	Category	*Pre-Issue		*Post - Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoter and Promoter Group	76,92,498	57.83	76,92,498	56.97
B	Public	56,10,002	42.17	58,10,461	43.03
	Total (A+B)	1,33,02,500	100	1,31,62,959	100
C	Custodian	--	--	--	--
	Grand Total (A+B+C)	1,33,02,500	100	1,35,02,959	100

* Pre-Issue and Post issue Capital is derived on the assumption that the earlier issued 3,40,000 warrants (equity convertible) is converted into 3,40,000 equity shares i.e., on diluted basis.

- **Proposed time within which the preferential issue shall be completed:**
The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

- The Identity of the proposed Allottee and the percentage of post preferential issue capital That may be held by them:

Sr. No	Name of the Proposed Allottee	The natural person who are ultimate beneficial owner	Category (Promoter/ Non-Promoter)	*Pre-Issue		Number of Shares proposed to be allotted	Category (Promoter/ Non-Promoter)	*Post-Issue	
				No. of Shares	Percentage Holding (%)			No. of Shares	Percentage Holding (%)
1	Innovative Health Tech Solutions Private Limited	Body Corporate: Ratish Tagde Madhuri Sudarshan Madye	Non-Promoter	00.00	00.00	1,14,325	Non-Promoter	1,14,325	0.84
2	Insync Digital Media Private Limited	Body Corporate: Ratish Tagde Madhuri Sudarshan Madye	Non-Promoter	00.00	00.00	86,134	Non-Promoter	86,134	0.63

* Pre-Issue and Post issue Capital is derived on the assumption that the earlier issued 3,40,000 warrants (equity convertible) is converted into 3,40,000 equity shares i.e., on diluted basis.

- Lock in period:**

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Share Purchase Agreement (if any) subject to approval by the board of directors of the Company.

- Change in the control, if any:**

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment.

- **Price of the issue:**

The offer price of equity shares of face value Re.10/- (Rupees Ten only) per equity share is Rs. 400/- (Rupees Four Hundred Only) per share (including premium of Rs. 390/- per share) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer is available at the registered office of the Company for your review and is placed on the website of the Company at <https://exhicongroup.com/>.

- **Relevant Date:**

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is August 29, 2024.

- **Compliance Certificate from Practicing Company Secretary:**

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

- **Undertakings**

The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.

The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.

The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

- **Willful Defaulter or Fraudulent Borrower**

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

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

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

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to date of Annual General Meeting.

The Board recommends the Special Resolution set out at Item No.4 of the Notice for approval of Members.

Item No.:5

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

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

- **Objects of this issue:**

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

- **Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:**

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

Sr. No.	Name of the promoter & Director Proposed Allottee	Promoter/Director	No. of Warrant to be subscribe
1	Paruhang Construction And Suppliers Private Limited	Promoter Group	1,00,000
Maximum Warrants to be subscribed by promoter		/ Promoter Group	1,00,000

- **Maximum number of specified securities to be issued:**

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

1. 2,00,000 Equity Warrants convertible into 2,00,000 Equity Shares of face value Re. 10/- per share. Thus, based on the assumption that all the Equity Warrants will be converted in equity shares of face value Rs. 10/- of the Company, the Company intends to issue a maximum of 2,00,000 equity shares of face value Re. 10/- per share at a price of Rs. 400/- (including premium of Rs. 390/- per share) as determined under Regulation 164 of SEBI (ICDR) Regulations, 2018.

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

Sr. No.	Category	*Pre-Issue		#Post - Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoter and Promoter Group	76,92,498	57.83	77,92,498	56.87
B	Public	56,10,002	42.17	59,10,461	43.13
	Total (A+B)	1,33,02,500	100	1,37,02,959	100
C	Custodian	--	--	--	--
	Grand Total (A+B+C)	1,33,02,500	100	1,37,02,959	100

Notes:

- The above shareholding pattern has been prepared on the basis of shareholding as on August 29, 2024 relevant date as provided by the Registrar and Share Transfer Agent and filed by the Company with the Stock Exchanges.
- *Further the Pre-Issue Capital has been taken the Paid-up and Listed Capital as on Relevant date i.e. 1,29,62,500 Equity Shares for the calculation of pre-preferential shareholding of allottees for warrants.
- #Further, the post-issue capital is derived on the assumption that the 2,00,000 Equity Warrant proposed to be allotted in the present issue will be converted into 2,00,000 Equity Shares of the Company respectively.
- Furthermore, the Pre-Issue and Post issue Capital is derived on the assumption that the earlier issued 3,40,000 warrants (equity convertible) is converted into 3,40,000 equity shares i.e., on diluted basis.

- Proposed time within which the preferential issue of Warrant shall be completed:**

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

S. No.	Name of the Proposed Allottee	The natural persons who are ultimate beneficial owner	Category (Promoter/ Non-Promoter)	Pre-Issue		Number of Shares proposed to be allotted	Category (Promoter/ Non-Promoter)	Post-Issue	
				No. of Shares	Percentage Holding (%)			No. of Shares	Percentage Holding (%)
1	Paruhang Construction And Suppliers Private Limited	Body Corporate: Quaim Mohammad Syed	Promoter Group	20,73,670	15.58	1,00,000	Promoter Group	2,17,3670	15.86
2	Innovative Health Tech Solutions Private Limited	Body Corporate: Ratish Tagde Madhuri Sudarshan Madye	Non-Promoter	00.00	00.00	50,000	Non-Promoter	50,000	0.36
3	Insync Digital Media Private Limited	Body Corporate: Ratish Tagde Madhuri Sudarshan Madye	Non-Promoter	00.00	00.00	50,000	Non-Promoter	50,000	0.36

Note:

- i. The above shareholding pattern has been prepared on the basis of shareholding as on August 29, 2024 relevant date as provided by the Registrar and Share Transfer Agent and filed by the Company with the Stock Exchanges.
- ii. *Further the Pre-Issue Capital has been taken the Paid-up and Listed Capital as on Relevant date i.e. 1,29,62,500 Equity Shares for the calculation of pre-preferential shareholding of allottees for warrants.
- iii. #Further, the post-issue capital is derived on the assumption that the 2,00,000 Equity Warrant proposed to be allotted in the present issue will be converted into 2,00,000 equity shares of the Company respectively.
- iv. Furthermore, the Pre-Issue and Post issue Capital is derived on the assumption that the earlier issued 3,40,000 warrants (equity convertible) is converted into 3,40,000 equity shares i.e., on diluted basis.

- **Lock in period:**

- a. **Equity Warrants**

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

- b. **Equity Shares allotted upon conversion of Equity Warrants**

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

- **Change in the control, if any:**

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

- **Price of the issue:**

The offer price of equity shares of face value Re. 10/- (Rupees Ten only) per equity share is Rs. 400/- (Rupees Four Hundred Only) per share (including premium of Rs. 390 per share) as determined under Regulation 164 of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer Bhavin Patel, Registered Valuer (Reg. No: IBBI/RV/05/2019/11668) Valuation Report is available at the registered office of the Company for your review and is placed on the website of the Company at www.exhicongroup.com

- **Relevant Date:**

The Relevant Date, on the basis of which the price of the Proposed issue of equity shares, Equity Warrants on preferential basis is determined, is August 29, 2024.

- **Compliance Certificate from Practising Company Secretary:**

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

Further, a copy of the Compliance Certificate is also available in the “Investors” tab on the website of the Company at the following link: www.exhicongroup.com

- **Undertakings:**

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

• **Willful Defaulter or Fraudulent Borrower:**

Neither the issuer nor any of its promoters or directors are willful defaulters or fraudulent borrowers. The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the Resolution No. 5 as set out in the accompanying notice for the approval of members as a Special Resolution. None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolution.

By Order of the Board of Directors

sd/-

Quaim Mohammad Syed

Managing Director

DIN: 03163591

Date: September 03, 2024

Place: Mumbai

Registered Office:

Exhicon Events Media Solutions Limited

(CIN: U74990MH2010PLC208218)

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

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

Mumbai - 400053, Maharashtra, India

Contact No: 1800 258 8103

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

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

Name of the Director	Padma Mishra
DIN	07668700
Date of Birth (Age)	July 21,1977
Nationality	Indian
Date of First Appointment	December 12, 2016
Designation	Whole Time Director
Qualification	Post Graduation from the Lucknow University
Experience (including expertise in specific functional area) / Brief Resume	She holds a degree in Event Trade fairs and Events expert from the Lucknow University. She has over 20 years of experience in the business collaborations & Joint Ventures, International Exhibitions Organizer, Large Scale Industrial Global Expo. She has been awarded with the SARAS Awards of Excellence in Event Services, Women Power award in HealthTech & Healthcare and HR Excellence award by Business world.
Terms & Conditions of Re-appointment	Whole Time Director, liable to retire by rotation
Relationship with other Directors / Key Managerial Personnel of the Company	NA
Number of Meetings of the Board attended during the financial year 2022 -23	0
Shareholding in the Company as on March 31, 2024 including shareholding as a beneficial owner.	21,15,789
Remuneration proposed to be paid	As per existing approved terms of appointment
Remuneration last drawn (FY 2023 -24)	INR 30,00,000/-
List of Directorships in other Companies	<ol style="list-style-type: none"> Paruhang Construction and Suppliers Private Limited Digiglobe Advertising Private Limited Exhicon Healthcare Limited
Names of Listed Entities in which the Director also holds the Directorship and the membership of Committees of the Board as on March 31, 2024	None
List of Chairmanship or membership of various Committees in others public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on March 31, 2024	None
Listed entities from which the Director has resigned in the past three years	None

**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 14th Annual General Meeting of the Company, to be held on Saturday, September 28, 2024 at the registered office of the Company at Unit No. 134 & 146, 1st Floor, Andheri Industrial Estate, Plot No. 22, Veera Desai Road, Andheri West, Mumbai – 400053, Maharashtra, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution(s)	I/ we Assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon.		
.	To declare Final Dividend of Rs. 1/- (Rupees One Only) per equity share for the financial year ended March 31, 2024.		
.	To appoint a Director in place of Ms. Padma Mishra (DIN: 07668700), who retires by rotation and, being eligible, offers himself for the re-appointment.		
4	To consider and approve issue of Equity Shares of the Company on preferential basis for consideration other than cash (Share Swap)		
.	Issuance of 2,00,000 Warrants (Equity Convertible Warrants) on Preferential Basis to entities belonging to the promoter & non-promoter category		

Affix Revenue Stamps Applicable for investors holding shares in electronic form.

Signed this ____ day of ____ 2024

Signature of Shareholder _____

Signature of Proxy holder _____

Signature of the shareholder across Revenue Stamp

Note:

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

ATTENDANCE SLIP

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

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

No. Shares held:

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

I hereby record my presence at the 14th Annual General Meeting of the Exhicon Events Media Solutions Limited at Unit No. 134 & 146, 1st Floor, Andheri Industrial Estate, Plot No. 22, Veera Desai Road, Andheri West, Mumbai – 400053, Maharashtra, India on Saturday, September 28, 2024 at 09:00 AM.

Member/ Proxy Signature

Note:

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

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, 1st Floor, Andheri Industrial Estate, Plot No. 22, Veera Desai Road, Andheri West, Mumbai – 400053, Maharashtra, India
CIN: U74990MH2010PLC208218

BALLOT PAPER

S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investor holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

Item No.	Resolution(s)	I/ we Assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon.		
.	To declare Final Dividend of Rs. 1/- (Rupees One Only) per equity share for the financial year ended March 31, 2024.		
3	To appoint a Director in place of Ms. Padma Mishra (DIN: 07668700), who retires by rotation and, being eligible, offers himself for the re-appointment.		
.	To consider and approve issue of Equity Shares of the Company on preferential basis for consideration other than cash (Share Swap)		
.	Issuance of 2,00,000 Warrants (Equity Convertible Warrants) on Preferential Basis to entities belonging to the promoter & non - promoter category		

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

Signature of the shareholder (as per Company records)

Date:
Place: Mumbai

ROUTE MAP FOR VENUE OF THE 14TH ANNUAL GENERAL MEETING

VENUE OF AGM: Registered Office of the Company,
ADDRESS: Unit No. 134 & 146, 1st Floor, Andheri Industrial Estate, Plot No. 22, Veera Desai Road, Andheri West, Mumbai – 400053, Maharashtra, India



Important Note:

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