CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF PROPSHOP EVENTS AND EXHIBITIONS LIMITED (FORMERLY KNOWN AS PROPSHOP EVENTS AND EXHIBITIONS PRIVATE LIMITED) (HEREINAFTER REFERRED TO AS THE "COMPANY") HELD ON MONDAY, JULY 13, 2026, AT 10:00 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 18E AC SHED, PLOT NO. 837, TPS 3, MORI ROAD, MAHIM WEST, MUMBAI, MAHARASHTRA, INDIA, 400016

Approval and recommendation of the Key Performance Indicators of the Company disclosed in the offer documents (defined below) for the Initial Public Offering of the Company:

The Chairman of the Audit Committee informed the members of the Audit Committee that, pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the key performance indicators ("KPIs") relating to the Company proposed to be disclosed in the Red herring prospectus ("RHP") proposed to be filed by the Company with the Securities and Exchange Board of India ("SEBI") are required to be reviewed and recommended by the Audit Committee prior to the filing thereof.

The Chairman of the Audit Committee further informed the members that the Company proposed to file the red herring prospectus ("RHP") with the Registrar of Companies, Maharashtra at Mumbai ("ROC") and the National Stock Exchange of India Limited ("NSE"), and that there are changes to the KPIs or the disclosures proposed to be made under the section titled "Basis for Offer Price" in the RHP from those approved by the Audit Committee and the Board and disclosed in the draft red herring prospectus.

The Chairman of the Audit Committee then placed before the Audit Committee, the list and description of key performance indicators pertaining to the Company, as identified by the members of management of the Company (the "Identified KPIs"), proposed to be disclosed in the RHP proposed to be filed by the Company with SEBI and the prospectus ("Prospectus" and collectively with the RHP, the "Offer Documents") proposed to be filed by the Company with the ROC, SEBI, BSE and NSE.

The Chairman of the Audit Committee then informed the members that the Identified KPIs have been reviewed by the statutory auditors or peer review auditor of the Company, namely, HRJ & Associates, Chartered Accountants. A draft of the KPI certificate proposed to be issued by HRJ & Associates, Chartered Accountants, is enclosed as 'Annexure I'.

Mr. Hitesh Jain, Partner at HRJ & Associates, was then invited to attend the meeting of the Audit Committee to address any questions or provide clarifications sought by the Audit Committee in relation to the Identified KPIs, including those shared by the Company with prior investors during the three-year period preceding the filing of the DRHP. It was further noted that, apart from the disclosures proposed to be made in the "Basis for Offer Price" chapter of the RHP, the Company had not disclosed any additional key performance indicators in relation to the Company with investors during the three years prior to the date of filing of the RHP.

Further, a draft of the section titled "Basis for Offer Price" proposed to be included in the RHP was placed before the Audit Committee and the same is enclosed as 'Annexure II'.

The Audit Committee, after brief deliberations, passed the following resolution, unanimously:

RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and other applicable laws, the consent of the Audit Committee be and is hereby accorded to confirm, and to recommend to the Board of Directors of the Company, that the Key Performance Indicators ("KPIs") of the Company, as set out in Annexure II annexed hereto, comprise all the KPIs pertaining to the Company that have been disclosed to the earlier investors at any time during the period of three years preceding the date of filing of the Red Herring Prospectus ("RHP") with the Securities and Exchange Board of India and the National Stock Exchange of India

Limited, and that all such KPIs proposed to be disclosed under the "Basis for Offer Price" section of the RHP have been duly verified and audited in accordance with the applicable laws and auditing procedures.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the SEBI ICDR Regulations, the KPIs set out in Annexure II and proposed to be disclosed under the "Basis for Offer Price" section of the RHP be and are hereby reviewed and recommended by the Audit Committee to the Board of Directors of the Company for its approval and for inclusion in the Offer Documents.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to the foregoing resolution, including, without limitation, signing and executing all necessary documents, making such modifications as may be required by the regulatory authorities or the Book Running Lead Manager(s), and furnishing certified true copies of this resolution to the concerned authorities, Merchant Banker(s), Auditors, or any other person as may be required.

For Propshop Events and Exhibitions Limited
(Formerly known as Propshop Events And Exhibitions Private Limited)

AJAY JANGIR
Digitally signed by AJAY JANGIR
Date: 2026.07.21 19:59:33 +05'30'

Ajay Jangir
Chairperson of the Audit Committee
DIN: 11071891

Place: Mumbai
Date: July 21, 2026

Annexure II

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations.

KPI	Explanations
Revenue from Operations (₹lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and sizeof our business.
Total Revenue	Total Revenue is used to tack the total revenue generated by the business including other income.
Operating EBITDA (₹ lakhs)	Operating EBITDA provides information regarding the operational efficiency of the business.
Operating EBITDA Margin (%)	Operating EBITDA Margin is an indicator of the operational profitability and financial performance ofourbusiness.
Profit After Tax (₹ lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of ourbusiness.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage.
Interest Coverage Ratio	The interest coverage ratio is a debt and profitability ratio used to determine how easily a company can pay interest on its outstanding debt.
Return on Capital Employed	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Current Ratio	It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.

Financial KPI of our Company

Sr No.	Metric		As of and for the Fiscal		
		Feb 28, 2026	2025	2024	2023
1	Revenue From operations (₹ in Lakhs)	5,980.78	5,151.82	3,051.48	2,591.09
2	Total Income (₹ in Lakhs)	5,994.39	5,158.72	3,056.67	2,593.22
3	EBITDA (₹ in Lakhs)	892.95	855.01	295.08	127.84
4	EBITDA Margin (%)	14.93%	16.60%	9.67%	4.93%
5	Profit/(loss) after tax for the year/ period (₹ in Lakhs)	646.37	632.30	219.46	96.84
6	PAT Margin (%)	10.81%	12.27%	7.19%	3.74%
7	Return on Equity (ROE) (%)	44.42%	81.67%	84.14%	170.64%
8	Debt To Equity Ratio	0.00	0.06	0.10	0.00
9	Interest Coverage Ratio	125.06	105.36	114.14	*NA
10	ROCE (%)	49.62%	74.14%	69.93%	117.19%
11	Current Ratio	3.28	2.60	1.60	1.14
12	Capital Turnover Ratio	4.17	6.75	11.99	50.63

**** Interest Cost is Nil in FY 2022-23***

Notes:

a) *As certified by HRJ & Associates, Chartered Accountants pursuant to their certificate dated* July 13, 2026. *The Audit committee in its resolution dated July 13, 2026 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Draft Red Herring Prospectus other than as disclosed in this section.*

b) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*

c) *EBITDA refers to earnings before interest, taxes, depreciation, amortization and exceptional items. EBITDA excludes other income.*

d) *EBITDA Margin refers to Operating EBITDA during a given period as a percentage of revenue from operations during that period.*

e) *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes but before other comprehensive income by our revenue from operations.*

f) *Return on equity (RoE) is equal to profit for the year divided by the total equity and is expressed as a percentage.*

g) *Debt to equity ratio is calculated by dividing the debt (excluding lease liability) by total equity (which includes issued capital and all other equity reserves)*

h) *Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing EBITDA by interest cost payment.*

i) *RoCE (Return on Capital Employed) (%) is calculated as operating EBIT divided by capital employed. Capital employed is calculated as total assets less current liabilities for that period.*

j) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*

k) *Capital Turnover Ratio quantifies our effectiveness in utilizing our capital of equity shareholders fund and is calculated by dividing our revenue from operations by average working capital.*

Weighted average cost of acquisition ("WACA"), floor price and cap price

Primary Transactions:

There have been no primary/new issue of equity shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of filing of the Draft Red Herring Prospectus / Red Herring Prospectus, where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days

Secondary Acquisition:

There have been no secondary sale/transfers or acquisition of any Equity Shares or convertible securities, where the Promoters, members of the Promoter Group, the Selling Shareholders or Shareholders having the right to nominate Directors to the Board of our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Since there are no transactions to report to under (a) and (b) therefore, information based on last five primary or secondary transactions (secondary transactions where our Promoters/ members of our Promoter Group or Shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), during the three years prior to the date of this Red Herring Prospectus irrespective of the size of transactions, is as below:

Primary Transactions

Date of allotment	No. of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration (₹ in lakhs)
January 04, 2024	40,90,909*	10	Nil	Bonus Issue	Other than Cash	Nil
March 31, 2024	71,59,090*	10	2.44*	Right Issue	Cash	175.00
August 08, 2025	80,66,296	10	Nil	Bonus Issue	Other than Cash	Nil
Weighted average cost of acquisition (WACA)						**0.91**

**Adjusted for bonus shares allotted in the ratio of 34 equity shares for 11 equity share pursuant to Board resolution dated August 04, 2025.*

Secondary Transactions

Date of Transfer	Name of Transferor	Name of Transferee	No. of Securities	Face value of Securities	Price of securities (₹)*	Nature of transaction	Nature of consideration	Total Consideration (in ₹ lakhs)
May 10, 2024	Aarti Prathamesh Pusalkar	Rahul Shah	4,09,090*	10	2.93	Transfer	Cash	12.00
May 10, 2024	Aarti Prathamesh Pusalkar	Varun Kothari HUF	2,04,545*	10	2.93	Transfer	Cash	6.00
June 06, 2025	Aarti Prathamesh Pusalkar	Prathamesh Shantaram Pusalkar	63,12,873*	10	Nil	Gift	Nil	Nil
June 06, 2024	Aarti Prathamesh Pusalkar	Sneha Kamlakar Mithbavkar	409*	10	2.93	Transfer	Cash	0.01
June 06, 2024	Aarti Prathamesh Pusalkar	Shraddha Shrikant Rumade	409*	10	2.93	Transfer	Cash	0.01
June 06, 2024	Aarti Prathamesh Pusalkar	Shreyas Shrikant Rumade	409*	10	2.93	Transfer	Cash	0.01
Weighted average cost of acquisition (WACA)								**0.82**

Past Transactions	Weighted average cost of acquisition	Floor Price	Cap Price
	(₹)	[●]	[●]
WACA of Equity Shares that were issued by our Company	NA	[●]	[●]
WACA of Equity Shares that were acquired or sold by way of secondary transactions	NA	[●]	[●]
Since there were no Primary Transactions or Secondary Transactions to report under points (a) and (b) above, during the 18 months preceding the date of filing of this Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions not older than three years prior to the date of this Red Herring Prospectus irrespective of the size of the transaction			
Based on Primary Transactions	0.91	[●]	[●]
Based on Secondary Transactions	0.82	[●]	[●]

For Propshop Events and Exhibitions Limited
(Formerly known as Propshop Events And Exhibitions Private Limited)

AJAY JANGIR Digitally signed by AJAY JANGIR Date: 2026.07.21 20:00:05 +05'30'

Ajay Jangir
Chairperson of the Audit Committee
DIN: 11071891
Place: Mumbai
Date: July 21, 2026