propshop
EVENTS AND EXHIBITIONS

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING 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 FRIDAY, JULY 10, 2026, AT 11:00 AM (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

Raising of capital through an Initial Public Offering:

"RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Sections 23, 26, 28, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof), for the time being in force, ("Companies Act, 2013"), the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules and regulations framed there under including the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and the SECC Regulations, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations"), the Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations made there under and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, the Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("**SEBI**") or any other competent authority (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and other third parties, and subject to such conditions as may be prescribed by them while granting such approvals, consents, permissions and sanctions 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 duly constituted committee of the Board) and subject to the approval of members in the general meeting, consent, authority and approval of the Board be and is hereby accorded to create, offer, issue and allot in an initial public offering of Equity Shares to the extent of up to 33,40,000 (Thirty Three Lakh Forty Thousand) equity shares of face value of ₹ 10 (Indian Rupees Ten) each ("Equity Shares") or such other equity shares as may be decided by the Board and an offer for sale, up to 8,00,000 (Eight Lakh) Equity Shares, by existing shareholders, at a price including premium to be determined, in accordance with the book building process/fixed price process or any other method as may be prescribed by the ICDR Regulations, which shall include market making up to a certain number of Equity Shares as the Board may at its discretion decide in consultation with the Merchant Banker and as may be permissible.

RESOLVED FURTHER THAT subject to such regulatory approvals as may be required, the Offer shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI (ICDR) Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company, other persons or entities, as may be permissible under applicable law, including reservation for any permissible persons or categories of investors, in accordance with the provisions of the SEBI (ICDR) Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, 2013, SCRA, SCRR, FEMA and other applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the Offer, offer or allotment of the Equity Shares and the utilization of the Offer proceeds as it may deem fit and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the Offer, appoint the Merchant Bankers, bankers to the

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Offer and other intermediaries or agencies concerned or as the Board may suo moto decide in its absolute discretion in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorised herein, and that all or any of the powers conferred on the Board by this resolution may be exercised by the Board.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things and execute all such other documents, etc. as they may deem fit in its absolute discretion, and settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the fresh issuance out of the authorized share capital of the Company ("**Fresh Issue**") and an offer of sale by the existing shareholders of the Company ("**Offer for Sale**") and together with the Fresh Issue (the "**Offer**").

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the listing of the Equity Shares pursuant to the Offer, in the best interest of the Company, including determination of the timing, size and price in relation to the Offer in consultation with the Merchant Banker to the Offer and approve and appoint intermediaries, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, issue, allotment and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Offer, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board.

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing Equity Shares in all respects, including rights in respect of dividend.

RESOLVED FURTHER THAT over subscription to the extent of 10% of the Offer shall be retained for the purpose of rounding off while finalizing the basis of allotment in relation to the Offer.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013.

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not transferred in the Issue may be disposed off by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks /financial institutions/ investment institutions / mutual funds / foreign institutional investors/foreign portfolio investors/bodies corporate /such other persons or otherwise.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer;

POPSHOP EVENTS AND EXHIBITIONS LIMITED

and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities."

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

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

Prathamesh Shantaram Pusalkar
Managing Director
DIN: 06743048

Place: Mumbai
Date: July 10, 2026

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EVENTS AND EXHIBITIONS

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE MEETING OF THE MEMBERS OF PROPSHOP EVENTS AND EXHIBITIONS LIMITED (FORMERLY KNOWN AS, PROPSHOP EVENTS AND EXHIBITIONS PRIVATE LIMITED) (HEREINAFTER REFERRED TO AS THE "COMPANY") HELD ON SHORTER NOTICE ON MONDAY, JULY 13, 2026, AT 11:00 AM (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

Raising of capital through an Initial Public Offering:

"RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Sections 23, 26, 28, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof), for the time being in force, ("Companies Act, 2013"), the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules and regulations framed there under including the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and the SECC Regulations, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations"), the Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations made there under and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, the Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("**SEBI**") or any other competent authority (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and other third parties, and subject to such conditions as may be prescribed by them while granting such approvals, consents, permissions and sanctions 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 duly constituted committee of the Board) consent of the members of the company, be and is hereby accorded to create, offer, issue and allot in an initial public offering of Equity Shares to the extent of up to 33,40,000 (Thirty Three Lakh Forty Thousand) equity shares of face value of ₹ 10 (Indian Rupees Ten) each ("Equity Shares") or such other equity shares as may be decided by the Board and an offer for sale, up to 8,00,000 (Eight Lakh) Equity Shares, at a price including premium to be determined, in accordance with the book building process/fixed price process or any other method as may be prescribed by the ICDR Regulations, which shall include market making up to a certain number of Equity Shares as the Board may at its discretion decide in consultation with the Merchant Banker and as may be permissible.

RESOLVED FURTHER THAT subject to such regulatory approvals as may be required, the Offer shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI (ICDR) Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company, other persons or entities, as may be permissible under applicable law, including reservation for any permissible persons or categories of investors, in accordance with the provisions of the SEBI (ICDR) Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, 2013, SCRA, SCRR, FEMA and other applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the Offer, offer or allotment of the Equity Shares and the utilization of the Offer proceeds as it may deem fit and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

charged on the shares, to vary the size of the Offer, appoint the Merchant Bankers, bankers to the Offer and other intermediaries or agencies concerned or as the Board may suo moto decide in its absolute discretion in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorised herein, and that all or any of the powers conferred on the Board by this resolution may be exercised by the Board.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things and execute all such other documents, etc. as they may deem fit in its absolute discretion, and settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the fresh issuance out of the authorized share capital of the Company ("**Fresh Issue**") and/or an offer of sale by the existing shareholders of the Company ("**Offer for Sale**") and together with the Fresh Issue (the "**Offer**").

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the listing of the Equity Shares pursuant to the Offer, in the best interest of the Company, including determination of the timing, size and price in relation to the Offer in consultation with the Merchant Banker to the Offer and approve and appoint intermediaries, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, issue, allotment and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Offer, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board.

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing Equity Shares in all respects, including rights in respect of dividend.

RESOLVED FURTHER THAT over subscription to the extent of 10% of the Offer shall be retained for the purpose of rounding off while finalizing the basis of allotment in relation to the Issue.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013.

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not transferred in the Issue may be disposed off by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks /financial institutions/ investment institutions / mutual funds / foreign institutional investors/foreign portfolio investors/bodies corporate /such other persons or otherwise.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate

EVENTS AND EXHIBITIONS LIMITED

or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities."

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

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

Prathamesh Shantaram Pusalkar
Managing Director
DIN: 06743048

Place: Mumbai
Date: July 13, 2026

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The Members vide their approval dated September 15, 2025 had approved the proposal to undertake a public issue of equity shares of up to 32,90,000 (Thirty-Two Lakh Ninety Thousand) Equity Shares of face value of ₹10/- each (the "Equity Shares") by way of Fresh Issue and an Offer for Sale of up to 8,00,000 (Eight Lakh) Equity Shares through an Initial Public Offering ("IPO").

Pursuant to the proposed revisions in the issue structure, the Company now proposes to undertake a IPO of equity shares of up to 33,40,000 (Thirty-Three Lakh Forty Thousand) Equity Shares of face value of ₹10/- each (the "Equity Shares") by way of Fresh Issue and an Offer for Sale of up to 8,00,000 (Eight Lakh) Equity Shares through an Initial Public Offering ("IPO") at a price to be determined in consultation with the Lead Manager appointed in respect of the Issue ("LM"), either by the book building process, fixed price process, or otherwise in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and other Applicable Laws, at such premium as may be determined by the Company in consultation with the LM. The IPO shall be made out of the authorized share capital of the Company, to such category of persons as may be permitted under Applicable Laws, whether or not they are shareholders of the Company, as the Board of Directors of the Company ("Board") may in its discretion decide.

The Equity Shares so issued and allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including rights in respect of dividend. The IPO shall be undertaken and the Equity Shares shall be listed on one or more recognized stock exchanges in India, at such opportune time as the Board may determine, in consultation with the LM and other advisors, subject to receipt of necessary approvals from statutory, regulatory, and other authorities, as may be applicable.

The Board, at its meeting held on July 10, 2026, approved the aforesaid revised IPO capital structure of equity shares of the Company, subject to the approval of the Members of the Company and receipt of all requisite regulatory and statutory approvals.

Material information pertaining to the Offer is as follows:

(i) Offer Price:

The price at which the Equity Shares will be allotted shall be determined and finalized by the Company in consultation with the LM and in accordance with the SEBI ICDR Regulations, on the basis of the Fixed Price Offer.

(ii) The object(s) of the Offer:

The proceeds of the Offer are to be utilized for the purposes that shall be disclosed in the Offer Documents. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

(iii) Intention of Directors/Key management personnel to subscribe to the Offer:

The Executive Directors or the key management personnel cannot apply in the offer.

EVENTS AND EXHIBITIONS LIMITED

(iv) <u>Whether a change in control is intended or expected</u>:

No change in control of the Company or its management is intended or expected pursuant to the Offer.

The Equity Shares are proposed to be listed on the SME Exchange of NSE Limited.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 to this Notice except to the extent of their shareholding in the Company.

By the order of the Board of Directors
For, Propshop Events And Exhibitions Limited
(formerly known as Propshop Events And Exhibitions Private Limited)

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

Prathamesh Shantaram Pusalkar
Chairman and Managing Director
DIN: 06743048

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING 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 WEDNESDAY, SEPTEMBER 10, 2025 AT 11:00 AM (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

Raising of capital through an Initial Public Offering:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 26, 28, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof), for the time being in force, ("Companies Act, 2013"), the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules and regulations framed there under including the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and the SECC Regulations, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations"), the Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations made there under and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, the Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("**SEBI**") or any other competent authority (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and other third parties, and subject to such conditions as may be prescribed by them while granting such approvals, consents, permissions and sanctions 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 duly constituted committee of the Board) and subject to the approval of members in the general meeting, consent, authority and approval of the Board be and is hereby accorded to create, offer, issue and allot in an initial public offering of Equity Shares to the extent of up to 32,90,000 (Thirty Two Lakh Ninety Thousand) equity shares of face value of ₹ 10 (Indian Rupees Ten) each ("Equity Shares") or such other equity shares as may be decided by the Board and an offer for sale, up to 8,00,000 (Eight Lakh) Equity Shares, by existing shareholders, at a price including premium to be determined, in accordance with the book building process/fixed price process or any other method as may be prescribed by the ICDR Regulations, which shall include market making up to a certain number of Equity Shares as the Board may at its discretion decide in consultation with the Merchant Banker and as may be permissible."

"**RESOLVED FURTHER THAT** subject to such regulatory approvals as may be required, the Offer shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI (ICDR) Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company, other persons or entities, as may be permissible under applicable law, including reservation for any permissible persons or categories of investors, in accordance with the provisions of the SEBI (ICDR) Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, 2013, SCRA, SCRR, FEMA and other applicable law."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the Offer, offer or allotment of the Equity Shares and the utilization of the Offer proceeds as it may deem fit and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations,

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the Offer, appoint the Merchant Bankers, bankers to the Offer and other intermediaries or agencies concerned or as the Board may suo moto decide in its absolute discretion in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorised herein, and that all or any of the powers conferred on the Board by this resolution may be exercised by the Board."

"**RESOLVED FURTHER THAT** any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things and execute all such other documents, etc. as they may deem fit in its absolute discretion, and settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the fresh issuance out of the authorized share capital of the Company ("Fresh Issue") and an offer of sale by the existing shareholders of the Company ("**Offer for Sale**") and together with the Fresh Issue (the "**Offer**")

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the listing of the Equity Shares pursuant to the Offer, in the best interest of the Company, including determination of the timing, size and price in relation to the Offer in consultation with the Merchant Banker to the Offer and approve and appoint intermediaries, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, issue, allotment and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Offer, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board."

"**RESOLVED FURTHER THAT** the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid shall be listed on one or more recognized stock exchanges in India."

"**RESOLVED FURTHER THAT** the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing Equity Shares in all respects, including rights in respect of dividend."

"**RESOLVED FURTHER THAT** over subscription to the extent of 10% of the Offer shall be retained for the purpose of rounding off while finalizing the basis of allotment in relation to the Offer."

"**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013;

"**RESOLVED FURTHER THAT** subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not transferred in the Issue may be disposed off by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks /financial institutions/ investment institutions / mutual funds / foreign institutional investors/foreign portfolio investors/bodies corporate /such other persons or otherwise."

"**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

"RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities."

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

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

Prathamesh Shantaram Pusalkar
Managing Director
DIN: 06743048
Place: Mumbai
Date : September 13, 2025

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING 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 WEDNESDAY, SEPTEMBER 10, 2025 AT 11:00 AM (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

Increase in limits for Total Holdings by Non-Resident Indians in the Company:

"**RESOLVED THAT** subject to the approval of Members and pursuant to applicable provisions of Foreign Exchange Management Act, 1999 (FEMA), read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (NDI Rules), as amended from time to time, the Companies Act, 2013, as amended, and the rules and regulations made thereunder and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India ("RBI"), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities as may be required under applicable laws and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company ("Board"), consent of the Board of Directors be is hereby accorded to increase the aggregate limit of investment or holding in the Company by all Non-resident Indians ("NRI") and Overseas Citizens of India ("OCI"), put together, whether by way of subscription to, or acquisition of, equity shares or other securities of the Company, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, or direct purchase or acquisition from the open market or otherwise, from 10% to 24% of the paid-up equity share capital of the Company, on a fully diluted basis or the paid-up value of each series of debentures or preference shares or warrants, if any, if convertible into securities of the Company, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital of the Company, on a fully diluted basis or the paid-up value of such series of debentures or preference shares or warrants, if any, issued by the Company or such other limit as may be stipulated under FEMA and the NDI Rules, from time to time.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary, to do all such acts, deeds, matters and things and sign and execute such documents and deeds and give such directions including making necessary filings / applications with the appropriate Governmental or regulatory authorities and all other concerned statutory and other authorities, if any required to effectively implement this resolution to increase the aggregate investment limit by NRIs and OCIs".

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

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

Prathamesh Shantaram Pusalkar
Managing Director
DIN: 06743048
Place: Mumbai
Date : September 13, 2025

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING 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 WEDNESDAY, SEPTEMBER 10, 2025 AT 11:00 AM (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

Increase in limit for Total Holdings by Foreign Institutional Investors in the Company:

"**RESOLVED THAT** subject to the approval of the Members and pursuant to applicable provisions of Foreign Exchange Management Act, 1999 (FEMA), read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (NDI Rules), as amended from time to time, the Companies Act, 2013, as amended, and the rules and regulations made thereunder and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India ("RBI"), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities as may be required under applicable laws and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company ("Board"), consent of the Board of Directors of the Company be and is hereby accorded to increase the aggregate limit of investment or holding in the Company by Foreign Portfolio Investors (FPIs) registered with the Securities and Exchange Board of India (SEBI) and on behalf of their investor group, whether by way of subscription to, or acquisition of, equity shares or other securities of the Company, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, or direct purchase or acquisition from the open market or otherwise, up to the sectoral cap applicable to the Company, which is 100% of the paid-up equity share capital of the Company on a fully diluted basis or of the paid-up value of each series of debentures or preference shares or share warrants".

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things and sign and execute such documents and deeds and give such directions including making necessary filings / applications with the appropriate Governmental or regulatory authorities and all other concerned statutory and other authorities, if any required to effectively implement this resolution to increase the aggregate investment limit by FPIs".

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

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

Prathamesh Shantaram Pusalkar
Managing Director
DIN: 06743048
Place: Mumbai
Date : September 13, 2025

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE MEETING OF THE MEMBERS OF PROPSHOP EVENTS AND EXHIBITIONS LIMITED (FORMERLY KNOWN AS PROPSHOP EVENTS AND EXHIBITIONS PRIVATE LIMITED) (HEREINAFTER REFERRED TO AS THE "COMPANY") HELD ON SHORTER NOTICE ON MONDAY, SEPTEMBER 15, 2025 AT 11:00 AM (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

Raising of capital through an Initial Public Offering:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 26, 28, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof), for the time being in force, ("Companies Act, 2013"), the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules and regulations framed there under including the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and the SECC Regulations, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations"), the Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations made there under and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, the Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("**SEBI**") or any other competent authority (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and other third parties, and subject to such conditions as may be prescribed by them while granting such approvals, consents, permissions and sanctions 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 duly constituted committee of the Board) consent of the members of the company, be and is hereby accorded to create, offer, issue and allot in an initial public offering of Equity Shares to the extent of up to 32,90,000 (Thirty Two Lakh Ninety Thousand) equity shares of face value of ₹ 10 (Indian Rupees Ten) each ("Equity Shares") or such other equity shares as may be decided by the Board and an offer for sale, up to 8,00,000 (Eight Lakh) Equity Shares, at a price including premium to be determined, in accordance with the book building process/fixed price process or any other method as may be prescribed by the ICDR Regulations, which shall include market making up to a certain number of Equity Shares as the Board may at its discretion decide in consultation with the Merchant Banker and as may be permissible."

"**RESOLVED FURTHER THAT** subject to such regulatory approvals as may be required, the Offer shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI (ICDR) Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company, other persons or entities, as may be permissible under applicable law, including reservation for any permissible persons or categories of investors, in accordance with the provisions of the SEBI (ICDR) Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, 2013, SCRA, SCRR, FEMA and other applicable law."

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the Offer, offer or allotment of the Equity Shares and the utilization of the Offer proceeds as it may deem fit and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the Offer, appoint the Merchant Bankers, bankers to the Offer and other intermediaries or agencies concerned or as the Board may suo moto decide in its absolute discretion in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorised herein, and that all or any of the powers conferred on the Board by this resolution may be exercised by the Board."

"**RESOLVED FURTHER THAT** any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things and execute all such other documents, etc. as they may deem fit in its absolute discretion, and settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the fresh issuance out of the authorized share capital of the Company ("Fresh Issue") and/or an offer of sale by the existing shareholders of the Company ("**Offer for Sale**") and together with the Fresh Issue (the "**Offer**")

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the listing of the Equity Shares pursuant to the Offer, in the best interest of the Company, including determination of the timing, size and price in relation to the Offer in consultation with the Merchant Banker to the Offer and approve and appoint intermediaries, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, issue, allotment and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Offer, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board."

"**RESOLVED FURTHER THAT** the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid shall be listed on one or more recognized stock exchanges in India."

"**RESOLVED FURTHER THAT** the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing Equity Shares in all respects, including rights in respect of dividend."

"**RESOLVED FURTHER THAT** over subscription to the extent of 10% of the Offer shall be retained for the purpose of rounding off while finalizing the basis of allotment in relation to the Issue."

"**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013;

"**RESOLVED FURTHER THAT** subject to the provisions of the SEBI ICDR Regulations, such Equity Shar as are not transferred in the Issue may be disposed off by the Board to such persons and in such manne

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks /financial institutions/ investment institutions / mutual funds / foreign institutional investors/foreign portfolio investors/bodies corporate /such other persons or otherwise."

"RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

"RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities."

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

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

Prathamesh Shantaram Pusalkar
Managing Director
DIN: 06743048
Place: Mumbai
Date : September 18, 2025

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE MEETING OF THE MEMBERS OF PROPSHOP EVENTS AND EXHIBITIONS LIMITED (FORMERLY KNOWN AS PROPSHOP EVENTS AND EXHIBITIONS PRIVATE LIMITED) (HEREINAFTER REFERRED TO AS THE "COMPANY") HELD ON SHORTER NOTICE ON MONDAY, SEPTEMBER 15, 2025 AT 11:00 AM (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

Increase in limit for Total Holdings by Foreign Institutional Investors in the Company:

"**RESOLVED THAT** pursuant to applicable provisions of Foreign Exchange Management Act, 1999 (FEMA), read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (NDI Rules), as amended from time to time, the Companies Act, 2013, as amended, and the rules and regulations made thereunder and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India ("RBI"), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities as may be required under applicable laws and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company ("Board"), the consent of the Members of the Company be and is hereby accorded to increase the aggregate limit of investment or holding in the Company by Foreign Portfolio Investors (FPIs) registered with the Securities and Exchange Board of India (SEBI) and on behalf of their investor group, whether by way of subscription to, or acquisition of, equity shares or other securities of the Company, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, or direct purchase or acquisition from the open market or otherwise, up to the sectoral cap applicable to the Company, which is 100% of the paid-up equity share capital of the Company on a fully diluted basis or of the paid-up value of each series of debentures or preference shares or share warrants".

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things and sign and execute such documents and deeds and give such directions including making necessary filings / applications with the appropriate Governmental or regulatory authorities and all other concerned statutory and other authorities, if any required to effectively implement this resolution to increase the aggregate investment limit by FPIs".

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

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

Prathamesh Shantaram Pusalkar
Managing Director
DIN: 06743048
Place: Mumbai
Date : September 18, 2025

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE MEETING OF THE MEMBERS OF PROPSHOP EVENTS AND EXHIBITIONS LIMITED (FORMERLY KNOWN AS PROPSHOP EVENTS AND EXHIBITIONS PRIVATE LIMITED) (HEREINAFTER REFERRED TO AS THE "COMPANY") HELD ON SHORTER NOTICE ON MONDAY, SEPTEMBER 15, 2025 AT 11:00 AM (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

Increase in limits for Total Holdings by Non-Resident Indians in the Company:

"**RESOLVED THAT** pursuant to applicable provisions of Foreign Exchange Management Act, 1999 (FEMA), read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (NDI Rules), as amended from time to time, the Companies Act, 2013, as amended, and the rules and regulations made thereunder and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India ("RBI"), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities as may be required under applicable laws and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company ("Board"), the consent of the Members be is hereby accorded to increase the aggregate limit of investment or holding in the Company by all Non-resident Indians ("NRI") and Overseas Citizens of India ("OCI"), put together, whether by way of subscription to, or acquisition of, equity shares or other securities of the Company, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, or direct purchase or acquisition from the open market or otherwise, from 10% to 24% of the paid-up equity share capital of the Company, on a fully diluted basis or the paid-up value of each series of debentures or preference shares or warrants, if any, if convertible into securities of the Company, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital of the Company, on a fully diluted basis or the paid-up value of such series of debentures or preference shares or warrants, if any, issued by the Company or such other limit as may be stipulated under FEMA and the NDI Rules, from time to time.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary, to do all such acts, deeds, matters and things and sign and execute such documents and deeds and give such directions including making necessary filings / applications with the appropriate Governmental or regulatory authorities and all other concerned statutory and other authorities, if any required to effectively implement this resolution to increase the aggregate investment limit by NRIs and OCIs".

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

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

Prathamesh Shantaram Pusalkar
Managing Director
DIN: 06743048
Place: Mumbai
Date : September 18, 2025

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business stated in the Notice dated September 10, 2025.

Item No. 1, 2 & 3:

The Company proposes to make a public issue of equity shares of up to 32,90,000 (Thirty-Two Lakh Ninety Thousand) Equity Shares of face value of ₹10/- each (the "Equity Shares") by way of a Fresh Issue and an Offer for Sale of up to 8,00,000 (Eight Lakh) Equity Shares through an Initial Public Offering ("IPO"), at a price to be determined in consultation with the Lead Manager appointed in respect of the Issue ("LM"), either by the book building process, fixed price process, or otherwise in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and other Applicable Laws, at such premium as may be determined by the Company in consultation with the LM. The IPO shall be made out of the authorized share capital of the Company, to such category of persons as may be permitted under Applicable Laws, whether or not they are shareholders of the Company, as the Board of Directors of the Company ("Board") may in its discretion decide.

The Equity Shares so issued and allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including rights in respect of dividend. The IPO shall be undertaken and the Equity Shares shall be listed on one or more recognized stock exchanges in India, at such opportune time as the Board may determine, in consultation with the LM and other advisors, subject to receipt of necessary approvals from statutory, regulatory, and other authorities, as may be applicable.

The Board has, in its meeting held on September 10, 2025, approved the IPO, subject to approval of the Members of the Company. In connection with the IPO, the Company will be required to file a Draft Red Herring Prospectus ("DRHP") with the Securities and Exchange Board of India ("SEBI") and the Stock Exchange(s), followed by the filing of the Red Herring Prospectus ("RHP") with the Registrar of Companies ("RoC"), and subsequently, the Prospectus, in accordance with the SEBI ICDR Regulations, the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (collectively, the "Companies Act"), and other applicable laws (together referred to as the "Offer Documents").

Material information pertaining to the Offer is as follows:

(i) Offer Price:

The price at which the Equity Shares will be allotted shall be determined and finalized by the Company in consultation with the LM and in accordance with the SEBI ICDR Regulations, on the basis of the Fixed Price Offer.

(ii) The object(s) of the Offer:

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

The proceeds of the Offer are to be utilized for the purposes that shall be disclosed in the Offer Documents. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

(iii) Intention of Directors/Key management personnel to subscribe to the Offer:

The Executive Directors or the key management personnel cannot apply in the offer.

(iv) Whether a change in control is intended or expected:

No change in control of the Company or its management is intended or expected pursuant to the Offer.

The Equity Shares are proposed to be listed on the SME Exchange of NSE Limited.

Further in continuation of the above and under the FEMA (Transfer or Issue of Security by a Person Resident Outside India), 2019 as amended from time to read with Master Circular on Foreign Investment it is proposed to increase the total holding of all Foreign Institutional Investors ("FII")/ SEBI approved sub accounts of FIIs to 100% from 24% of the paid-up capital and to increase the total holding of all Non-Residential Indians ("NRIs") to 24% from 10% of the paid-up capital.

The Board recommends the Special Resolution set out at Item No. 1, 2 & 3 of the Notice for approval by the members

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1, 2 & 3 to this Notice except to the extent of their shareholding in the Company.

By the order of the Board of Directors
For, Propshop Events And Exhibitions Limited
(formerly known as Propshop Events And Exhibitions Private Limited)

PROPSHOP EVENTS AND EXHIBITIONS LIMITED

Date : September 10, 2025
Place: Mumbai

Prathamesh Shantaram Pusalkar
Chairman and Managing Director
DIN: 06743048