

Notice

NOTICE is hereby given that the 19th Annual General Meeting ("AGM") of the members of Maxposure Limited will be held on Monday, the 29th September, 2025 at 04:30 P.M. IST through Video Conferencing ("VC") /Other Audio- Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

Item No. 1: Approval and adoption of Financial Statements:

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on March 31st, 2025, the Auditor's Report and the Board's Report thereon, by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on March 31st, 2025, the Auditor's Report and the Board's Report thereon be and are hereby considered, approved and adopted."

Item No. 2: Appointment of Director retiring by rotation:

To appoint a Director in place of Mr. Prakash Johari (DIN: 01891273), who retires by rotation and being eligible, offers himself for re-appointment by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Prakash Johari (DIN: 01891273), who retires by rotation at this meeting and being eligible, offers himself for re-appointment be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Special Business:

Item No. 3: Re-designation of Mr. Massimo Angelo Antonio Monti (DIN: 03592779) as an Independent Director

To re-designate Mr. Massimo Angelo Antonio Monti (DIN: 03592779), Non-executive Director as an Independent Director of the Company by passing the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule IV to the Act and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, the Company hereby approves the re-designation of Mr. Massimo Angelo Antonio Monti (DIN: 03592779), currently serving as a Non-Executive Director, as an Independent Director, not liable to retire by rotation, for a term of five consecutive years with effect from 29th September, 2025 on the Board of the Company."

Item No. 4: Approval of Maxposure Limited Employee Stock Option Scheme - 2025

To consider and if thought fit, to pass the following resolution as

a **Special Resolution**:

"RESOLVED THAT pursuant to the Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) **["Companies Act"]**, Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **["SEBI (SBEB & SE) Regulations, 2021"]**, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **["SEBI (LODR) Regulations"]**, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded for approval of Maxposure Limited Employee Stock Option Scheme - 2025 **("Scheme")** and the Board of Directors (hereinafter referred to as the **"Board of Directors"** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, not exceeding 5,00,000 (Five Lakhs) Employee Stock Options **("Options")** (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees and Directors of the Company, its Subsidiary Company, in India or outside India, and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable), exercisable into not more than 5,00,000 (Five Lakhs) Equity Shares **("Shares")** of face value of Rs. 10 /- each, on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations, 2021.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment from the Company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to issue and allot Shares

upon exercise of Options from time to time in accordance with the Scheme and such Shares shall rank pari passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, the outstanding options to be granted under the Scheme shall be suitably adjusted for the number of options as well as the exercise price in a fair and reasonable manner, in accordance with the Scheme.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution."

Item No. 5: Approval for grant of options to employees of subsidiary company, in India or outside India, of the Company under Maxposure Limited Employee Stock Option Scheme - 2025

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ["Companies Act"], Regulation 6(3)(c) and other

applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations, 2021"], relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"], relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded to Board of Directors (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of Maxposure Limited Employee Stock Option Scheme - 2025 ("Scheme") including the grant of Employee Stock Options ("Options") and issuance of the Equity Shares ("Shares") thereunder, to such Employees and Directors of the Subsidiary Company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time) at such price and on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to issue and allot Equity Shares upon exercise of Options from time to time in accordance with the Scheme and such Equity Shares shall rank pari - passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorized to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution."

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated 19th September 2024, issued by the Ministry of Corporate Affairs (MCA), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024, and other applicable

circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), Companies are permitted to hold AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) until 30th September, 2025, without requiring the physical presence of members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act") read with the aforementioned circulars, the 19th AGM of the Company is being conducted through VC/ OAVM.

2. The venue of the meeting shall be deemed to be the Registered Office of the Company i.e, Ground Floor, 62, Okhla Industrial Estate, Phase-3, New Delhi-110020.
3. The Company's Registrar and Transfer Agent is Bigshare Services Private Limited, Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai- 400093
4. An Explanatory Statement pursuant to Section 102 of the Act relating to the Business enumerated at Item No. 3, 4, 5 to be transacted at AGM is annexed to this Notice.
5. All the members of the Company are encouraged to attend the AGM and vote on the items to be transacted at the AGM.
6. In terms of the Circulars, since physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for this AGM and hence, the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
7. Corporate Members intending to send its authorized representative to attend the meeting are requested to send to the Company/RTA, in advance, a duly certified copy of the Board Resolution/letter of authority to attend and vote on its behalf at the meeting.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act and they can login and join the AGM 15 minutes prior to the scheduled time of the AGM. Instructions and other information for members for attending the AGM through VC/ OAVM are provided in Note No. 22
9. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the aforesaid Circulars, an e-voting facility is being provided to the members. The details w.r.t the facility and manner of casting votes by a member using remote e-voting system as well as during AGM are provided in Note No. 22. Shareholders are requested to kindly follow the said process for casting their vote electronically. The shareholders, who do not opt to cast their vote through remote e-voting, may cast their vote through electronic voting systems during the AGM.
10. Any person who acquires the shares of the Company and becomes the member of the Company after sending of the notice and is holding shares as on cut-off date i.e. Tuesday, 23rd September, 2025, may follow the steps mentioned in the Notice under 'Instructions for remote e-voting' or obtain login ID and password by sending a request at e-voting@bigshareonline.com. However if he/she is already registered with Bigshare for remote e voting, then he/ she can use his/ her existing user ID and password for casting the vote. Any shareholders who dispose off his/ her shareholding such that he/she is not a member as on the cut-off date should treat this notice for information purpose only.
11. The Board of Directors has appointed Mr. Amit Shukla, Practicing Company Secretary (Membership No. ACS: 48811) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to NSE, NSDL and RTA, and will also be displayed on the Company's website.
12. For ease of conduct, members who would like to ask questions/ express their views on the items of the business to be transacted at the meeting can send their questions/ comments mentioning their name, demat account number/ folio number, email id, mobile number at cs@maxposuremedia.com and the same will be replied by the Company suitably. Those Members who have registered themselves as a speaker by emailing to cs@maxposuremedia.com will only be allowed to express their views/ask questions during the AGM provided they hold shares as on cut-off date ie, Tuesday, 23rd September, 2025. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
13. The Registers of Members/ Share Transfer Books of the Company will remain closed from Wednesday, 24th September, 2025 to Monday, 29th September, 2025 (both days inclusive) for the purpose of Annual General Meeting.
14. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses and bank account details in their demat account, with their respective DP to receive copies of the Annual Report 2024-25 in electronic mode, as per the process advised by DP.
15. The Securities and Exchange Board of India (SEBI) has

mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant (DP) with whom they are maintaining their Demat Accounts.

16. In compliance with the aforesaid Circulars, the Notice of 19th AGM along with Annual Report for the reporting Financial Year is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories as on Friday, August 29th, 2025.

Members may note that Annual Report (including AGM Notice) for the F.Y. 2024-25 has also been uploaded on the website of the Company at www.maxposuremedia.com. The same can be accessed on the website of Stock Exchange i.e. NSE Limited (NSE Emerge) at <https://www.nseindia.com/> and the Notice of the AGM can be accessed on the website of RTA, Bigshare Services Private Limited at <https://ivote.bigshareonline.com/>.

In terms of Regulation 36(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a letter providing the weblink, including the exact path, where the Notice of AGM and complete Annual Report is available, is being physically sent to the shareholders who have not registered their email address(es) with the Company/ Depository/ RTA and whose name appear in the Register of Members as on Friday, August 29th, 2025 i.e. the cut-off date.

Physical copies of the Notice of 19th AGM along with Annual Report 2024-25 shall only be sent to those Members who request for the same.

17. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection.
18. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all days except Saturday, Sunday and Public holidays up to the date of the Annual General Meeting.
19. The Company has published advertisements in newspapers to encourage shareholders to register their email ids for receiving the Annual Report of the Company for the financial year 2024-25.
20. The Company will be providing facility for remote e-voting, participation in the 19th AGM through VC/OAVM and voting during the 19th AGM through electronic means. The remote e-voting period begins from 9.00 A.M. on Friday, 26th September, 2025 and ends on 5.00 P.M. on Sunday, 28th September, 2025. The remote e-voting module shall

be disabled by Bigshare Services Private Limited for voting thereafter.

21. Annual Listing Fee for the Financial Year 2025-26 has been paid to NSE. Also, the Annual Custodian Fee for the year has been paid to both the depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.

22. Instructions For Remote E-Voting For Shareholders:

- i. The voting period begins on Friday, 26th September, 2025 at 9.00 A.M. and ends on Sunday, 28th September, 2025 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 23rd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

- iv. 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi/ Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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.nsdl.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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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 22 55 33.
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.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
 - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

Note: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the

dropdown option.

- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

Note: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
 - Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
 - Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".

Note: The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to attend the AGM/ EGM under the dropdown option.

- For joining virtual meeting, you need to click on "VC/ OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 3, 4 & 5 in the Notice:

Item No. 3:

The Board of Directors of the Company, at its meeting held on 08th November, 2023, had appointed Mr. Massimo Angelo Antonio Monti (DIN: 03592779) as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013. Subsequently, the shareholders approved his appointment as a Non-Executive Director at the Extra-Ordinary General Meeting held on 16th November, 2023.

Further, the Nomination and Remuneration Committee (NRC), after evaluating his diverse skill set, leadership qualities, academic and professional qualifications, extensive global experience, strategic acumen, and his valuable contributions to the Company, has recommended his re-designation as an Independent Director of the Company.

Mr. Monti has submitted a declaration under Section 149(6) and 149(7) of the Companies Act, 2013, confirming that he meets the criteria of independence as prescribed under the Act and also complies with Regulation 16(1)(b) of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").

Accordingly, the Board of Directors, at its meeting held on 01st September, 2025, considered and approved the recommendation of the NRC and proposed the re-designation of Mr. Massimo Angelo Antonio Monti as an Independent Director, for a term of five consecutive years, commencing from 29th September, 2025 to 28th September, 2030, not liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting.

In view of the above, the Board is of the opinion that Mr. Monti's re-designation as an Independent Director will be in the best interests of the Company, given his proven expertise and long-term strategic value addition to the Board.

The Board accordingly recommends Ordinary Resolution No. 3 for the approval of the members.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their relatives is concerned or interested in the Resolution at Item No. 3 of the Notice, except Mr. Massimo Angelo Antonio Monti, to the extent of his re-designation.

Additional details of Mr. Monti, pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), are provided in the Annexure to this Notice.

Item No. 4 & 5

Equity based remuneration includes alignment of personal goals of the Employees with organizational objectives by participating in the ownership of the Company. The Company understands the need to enhance the Employee engagement, to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

With a view to drive long term objectives of the Company, to attract, motivate and retain employees by rewarding for their performance and incentivize key talent to drive long term objectives of the Company, it is proposed to approve and adopt the Maxposure Limited Employee Stock Option Scheme – 2025 ("Scheme").

The Board of Directors has considered and approved the Scheme at its meeting dated 1st September, 2025. The Scheme shall be implemented through Direct route to extend the benefits to the Eligible Employees by the way of fresh allotment from the Company.

In terms of Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations, 2021"], and Section 62 and other applicable provisions, if any, of the Companies Act, 2013, the issue of Equity Shares under the captioned Scheme requires approval of the Shareholders by way of a Special Resolution. The Special Resolution set out at **Item No. 4** is to seek your approval for the said purpose.

Further, as per Regulation 6(3)(c) of SEBI (SBEB & SE) Regulations, 2021, approval of the Shareholders by way of separate Special Resolution is also required for grant of Options to Eligible Employees and Directors of Subsidiary Company, in India or outside India, of the Company. The Special Resolution set out at **Item No.5** is to seek your approval for the said purpose.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB & SE) Regulations, 2021 are as under:

1. Brief Description of the Scheme:

The Scheme shall be called as Maxposure Limited Employee Stock Option Scheme – 2025 ("**Scheme**").

The Purpose of the Scheme:

The Company has structured this Scheme for the Employees. The purpose of the Scheme includes the followings:

- i. To motivate and retain the Employees to contribute to the growth and profitability of the Company.
- ii. To attract new talent into the Company to drive its growth plans.
- iii. To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.
- iv. To foster a sense of ownership and participation amongst the Employees, allowing them to share in the value they create for the Company in the years to come, and
- v. To provide deferred rewards to Employees.

2. The total number of Options to be offered and granted under the Scheme:

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 5,00,000 (Five Lakhs) Options which shall be convertible into equal number of Shares not exceeding 5,00,000 (Five Lakhs) Equity Shares having face value of Rs. 10/- each.

If any Option Granted under the Scheme lapses or is forfeited or surrendered or cancelled under any provision of the Scheme, such Option shall be added back to the pool and shall be available for further Grant under the Scheme unless otherwise determined by the Committee.

Further, the maximum number of Options that can be Granted and the Shares arise upon Exercise of these Options shall stand adjusted in case of Corporate Action.

3. Identification of classes of Employees entitled to participate in the Scheme:

- (i) An Employee as designated by the Company, who is exclusively working in India or outside India; or

(ii) A Director of the Company, whether a Whole Time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or

(iii) an Employee as defined in sub-clauses (i) or (ii), of Subsidiary Company, in India or outside India, of the Company.

but does not include

(a) An Employee who is a Promoter or a person belonging to the Promoter Group; or

(b) A Director who either himself or through his Relative or through any Body Corporate directly or indirectly holds more than ten percent of the outstanding equity shares of the Company.

4. Requirement of Vesting and period of Vesting:

The Vesting Period shall commence from a period of 1 (One) year from the Grant Date and shall extend upto a maximum period of 4 (Four) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.

The Vesting Schedule, % of Options to be vested will be clearly defined in the Grant Letter of respective Grantees subject to minimum and maximum Vesting Period as specified above and can vary from Grantee to Grantee as per the discretion of the Committee whose decision shall be final and binding.

Vesting of Options may be subject to continued / uninterrupted employment with the Company and achievement of performance criteria, or any additional relevant metrics as outlined in the Grant Letter.

5. Maximum period within which the Options shall be vested:

The maximum period within which the Options shall be vested is 4 (Four) years from the date of grant of such Options.

6. Exercise Price or Pricing Formula:

Under this Scheme, the Exercise Price will be decided by the Committee at the time of Grant and shall be linked with the Market Price as defined in the Scheme.

The Committee has the power to provide suitable discount on such price as arrived above. However, in any case the Exercise Price shall not go below the face value of the Share of the Company.

7. Exercise period and process of Exercise:

After Vesting, Options can be exercised in full, within a maximum exercise period of 3 (Three) months from the date of respective Vesting, after submitting the Exercise application along with payment of the Exercise Price, applicable taxes and other charges, if any.

The mode and manner of the Exercise shall be communicated to the Grantees individually.

8. Appraisal process for determining the eligibility of the Employees to the scheme:

The Committee may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Grant and decide upon the quantum of Options under the Scheme and the terms and conditions thereof:

- Depending upon the role/ position of the employee and its criticality.
- Longevity of Service: It will be determined on the basis of tenure of employment of an Employee in the Company.
- Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

9. The Maximum number of Options to be granted per Employee and in aggregate:

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any Eligible Employee during any one year shall not be equal to or exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. The Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued equity share capital (excluding outstanding warrants and conversions) to any Eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 5,00,000 (Five Lakhs) Options which shall be convertible into equal number of Shares not exceeding 5,00,000 (Five Lakhs) Equity Shares having face value of Rs. 10/- each.

10. The Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum quantum of benefits that will be available to every Eligible Employee under the Scheme will be the difference between the Fair Market Value (as given under Rule 3(8)(ii) of the Income Tax Rules, 1962) of Company's Share on the Recognized Stock Exchange(s) as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment from the Company.

The Scheme shall be administered by the Nomination and Remuneration Committee of the Company.

12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:

The Scheme involves new issue of Equity Shares by the Company.

13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

Not applicable, since the Scheme is proposed to be implemented by direct route.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

Not applicable, since the Scheme is proposed to be implemented by direct route.

15. Disclosure and accounting policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options:

The Company shall comply with the disclosure and accounting policies as prescribed by appropriate authority from time to time. Till the Company is listed on SME Exchange, it is to be done as per ICAI Guidance Note 18 (The Accounting note on the Share based employee benefit). The Company shall use appropriate valuation methodology to value its Options.

17. Statement with regard to Disclosure in Director's Report:

As the company is adopting fair value method, presently

there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

18. Period of lock-in:

The Shares allotted to the Grantees pursuant to Exercise of Options shall be subject to no lock-in period from the date of allotment. The Grantee is free to sell the shares.

19. Terms & conditions for buyback, if any, of specified securities:

The Committee has the powers to determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

The Board of Directors recommend the resolutions as set out at **Item no. 4 and 5** for your approval as Special Resolutions.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Scheme.

Maxposure Limited Employee Stock Option Scheme - 2025 and other documents referred to in the aforesaid resolutions are available for inspection at the registered office of the Company.

By Order of the Board of Directors
Maxposure Limited

SD/-
(Priya Kesari)
Company Secretary and Compliance Officer
ICSI M. No. A22710

Place: New Delhi
Date: 01.09.2025

Annexure To Item No. 2 & 3 Of The Notice

Additional information on directors recommended for appointment/ re-appointment/ re-designation as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and applicable Secretarial Standards issued by ICSI.

Particulars	Mr. Massimo Angelo Antonio Monti	Mr. Prakash Johari
Director Identification Number (DIN)	03592779	01891273
Date of Birth/Age	04th October, 1971, 53 Years	14th July 1980, 45 Years
Date of first appointment on the Board	08th November, 2023	17th August, 2006
Educational Qualification	Bachelor's degree in Medicine and Surgery	Bachelor's degree in Science
Experience (including expertise in specific functional areas)	Mr. Massimo Angelo Antonio Monti has served as a Chief Executive Officer of Hubert Burda Media India Private Limited, Chief Operating Officer (Asia) of Burda International, and Managing Director of Burda Education GmbH. He also served as a Director at BL Engineering Solutions Private Limited, Burda Media India Private Limited, and Burda Druck India Private Limited.	Mr. Prakash Johari is a Promoter of the Company who holds a Bachelor's degree in Science, majoring in Finance and Operation Technology Management, from Boston College, Carroll School of Management. He has been associated with our company since its inception and is responsible for expanding business horizons, corporate strategy, leadership and management, financial performance across verticals, stakeholder relations, innovation, and growth. He is a transformational change catalyst, who pioneers 'future-proof' strategies and has led our company from traditional media to a future-ready media and entertainment business. He has been instrumental in identifying areas of growth and expanding intellectual property assets through the acquisition of global patents for the Inviso Tray Table, investments in technology, and overseeing our company's digital transformation.
Listed companies in which the person holds directorship and committee membership/Chairmanships (other than Maxposure Limited) along with listed entities from which the person has resigned in the past three years	None	None
Inter-se relationships between directors	None	Mr. Prakash Johari is related with Mrs. Sweta Johari, Whole- time Director of the Company
Shareholding in the Company	Nil	37.43%
Skills and capabilities required for the role and the manner in which Mr. Massimo Angelo Antonio Monti meets such requirements *In case of appointment of independent directors	Mr. Massimo Angelo Antonio Monti (DIN: 03592779) is an Italian national, pursued a degree in Medicine and Surgery at the University of Catania, Italy, and also attended Università Degli Studi Di Pisa, Italy, where he pursued a Bachelor's degree in Philosophy. He has held several senior leadership positions, including Chief Executive Officer of Hubert Burda Media India Private Limited, Chief Operating Officer (Asia) of Burda International, and Managing Director of Burda Education GmbH. He also served as a Director at BL Engineering Solutions Private Limited, Burda Media India Private Limited, and Burda Druck India Private Limited. He brings to the table significant experience in production, provision, and development of services, primarily in the field of publishing and printing, including the production of books and other printed materials.	Not Applicable

Particulars	Mr. Massimo Angelo Antonio Monti	Mr. Prakash Johari
Terms and Conditions of Appointments	Mr. Massimo Angelo Antonio Monti is proposed to be appointed as an Independent Director of the Company for a consecutive period of 5 (Five) years commencing from 29th September 2025 upto 28th September 2030, not liable to retire by rotation.	In terms of Section 152(6) of the Companies Act, 2013 and as per the Articles of Association of the Company, Mr. Prakash Johari, being the longest in the office, shall retire by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment as the Director of the Company, liable to retire by rotation. Further, he has been appointed as a Managing Director of the Company for a period of 3 (Three) years starting from 15th November, 2023 to 14th November, 2026.