September 5th, 2025

To,
The Manager,
Corporate Services,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051

NSE Symbol: MAXPOSURE

Subject: Submission of Annual Report 2024-25 under Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2024-25.

Please note that the 19th Annual General Meeting ("AGM") of the Company for the Financial Year 2024-25 is scheduled to be held on **Monday, 29th day of September, 2025** at **04:30 P.M.** IST through **Video Conferencing/ Other Audio Visual Means ("VC/OAVM")**.

The Annual Report for the Financial Year 2024-25 is also available on the Company's website at https://maxposuremedia.com/wp-content/uploads/2025/09/Annual-Report_2025.pdf

The soft copy of the Annual Report including the Notice of the 19th AGM is being sent electronically to the Members whose email addresses are registered with the Company/Depository Participants/RTA as on Friday, 29th August, 2025, i.e, the cut-off date.

Further, 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 those shareholders who have not registered their email address(es) with the Company/ Depository Participants/ RTA and whose name appear in the Register of Members as on Friday, August 29th, 2025, i.e, the cut-off date.

This is for your information and record please.

Thanking you,
Yours faithfully,

For Maxposure Limited

PRIYA KESARI Digitally signed by PRIYA KESARI Date: 2025.09.06 11:36:53 +05'30'

Priya Kesari
Company Secretary and Compliance Officer
ACS 22710

Maxposure Limited
#TheAddress, Plot No 62,
Okhla Phase-3, New Delhi-110020, India
Tel +91-11-43011111, Fax +91-11-43011199
CIN L22229DL2006PLC152087
cs@maxposuremedia.com
maxposuremedia.com

Maxposure
Content to ROI

Maxposure Limited

ANNUAL REPORT
2024-25

Content to ROI

maxposuremedia.com

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Company Overview

Maxposure is a **leader in media and technology**, specialising in **Content Marketin**g, **Experiential** and Interactive Solutions—including **Virtual Reality** (VR) and Augmented Reality (AR)—as well as innovative **proprietary Technology platform**.

Supported by a **strong advertising sales team** in India and a network of **owned offices** and sales representatives across **international markets**, Maxposure has proven expertise in **content monetisation** and **brand storytelling**.

Working with a diverse portfolio of **government** and **private clients**, both in India and globally; Maxposure Limited has been has been a trusted partner to industry leaders across aviation and travel industry leaders, including **IndiGo, Air India, Gulf Air, Air Arabia, Air Europa, Garuda Indonesia, Incredible India, Madhya Pradesh Tourism Board, Mercedes Benz, Ministry of External Affairs, Oberoi Hotels and Resorts**, the **Taj Group** of Hotels to name a few.

The Company's differentiated positioning lies in its ability to offer **Media as a Service (MAAS);** offering a full spectrum of **content and media solutions**—from editorial and visual storytelling to immersive experiences, technology-led brand experiences—backed by advertising, data-driven insights and compliance-driven governance structures.

Maxposure's **integrated service offerings**—spanning content technology, immersive media, and advertising—combined with its **cross-industry client relationships**, position the Company for sustainable, long-term growth and value creation. The Company continues to invest in **innovation**, digital infrastructure, and strategic partnerships to drive shareholder value and expand its footprint in high-growth international markets.

Specialising in customised solutions, the house of Maxposure stands on four pillars:

content marketing

experiential marketing

advertising

technology

Vision

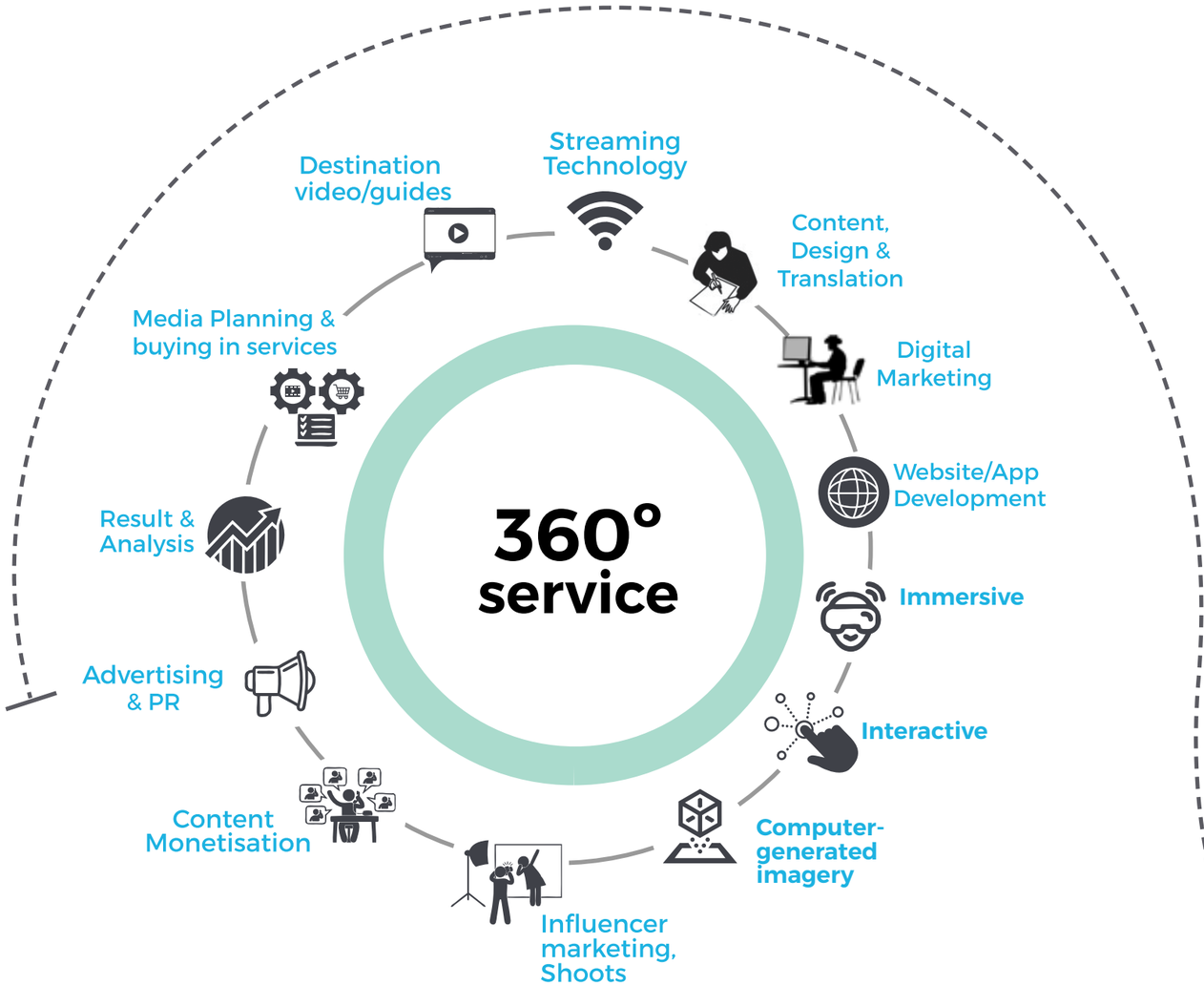
To become a trailblazing Indian media and entertainment powerhouse with a global footprint- driven by cutting-edge technology, immersive media services, and continuous digital innovation. We aim to excel in content marketing, immersive experiences, and revolutionising aviation and travel-tourism sectors with unparalleled quality and transformative experiences.

Mission

To revolutionise content marketing deliveries and immersive experiences with technology-based solutions and platforms. We are committed to reshaping the global aviation and travel-tourism landscape by blending innovation with creativity- delivering consistent value, measurable impact, and operational excellence at every touchpoint.

Delhi | London | Mumbai | Bengaluru | Kolkata | Chennai | Hyderabad

About us



We offer **360°**
services across multiple
distribution platforms

Board of Directors

Prakash Johari
Chairman and Managing Director

An alumni of Boston College, Mr Johari pioneers strategies and has been instrumental in identifying areas of growth sectors through acquisition of global companies, filing of patents, investments in technology, and overseeing the company's digital transformation.

Dr. Torsten-Joern Klein
Independent Director

A German national, Dr. Klein has served as President, Gruner + Jahr, a 2.1-billion-dollar company owned by the 20-billion media conglomerate Bertelsmann Group. Since 2018, he has been the Managing Director of TJK GrowthInvest GmbH.

Sweta Johari
Whole-time Director

Ms. Johari has been associated with our company since 2017, initially as a Manager, and has progressed through the ranks to become VP-APAC-Sales. In the past, she has also worked at TATA AIG.

Massimo Angelo Antonio Monti
Non-Executive Director

An Italian national, Mr. Monti was CEO, Hubert Burda Media India Pvt Ltd, COO (Asia), Burda International, & MD, Burda Education GmbH. Hubert Burda Media India Private Limited is a 100% subsidiary of German media group Hubert Burda Group, with a revenue of over €2.921 billion in FY 2022.

Jorge Luis Arauz
Independent Director

An American national, Mr Arauz is a founding director on the board of EDITOR-IN-CHIEF, ETC. INC., a company engaged in the business of creating luxury lifestyle and in-flight publications.

Group Businesses/Verticals

Maxposure
Content to ROI

NEUTRAL

Creates **Immersive ecosystems** and experiences, helping brands to showcase propositions with memorable encounters blending business, aesthetic excellence and technical expertise to **create senses to new realities.**

bluebird

A 40-year-old **INS-accredited** media buying and selling agency proving end-to-end services in **traditional and digital media**

AERO HUB
aerohub.aero

Portable and aircraft-powered **streaming devices** for In-Flight Entertainment with patented PA Pause.

aerolab MEDIA

State-of-the-art **TPN-certified lab** with editing and post-production facilities approved by the **Motion Pictures of America.**

cityscape .aero

Destination videos and guides providing passengers a 360-degree perspective of the airline's destination cities.

Suite of Services

Content Strategy & Creation

With our award-winning team of content creators & strategist, we help brands strategise, communicate & engage effectively through quality content across print & digital platforms.

Branding & Design Services

Provides high quality branding & design services with contemporary ideas that creatively represent a brand's philosophy and ethos across different communication channels and platforms.

PR & Advertising

With strong ties to both Indian and international media, we have extensive experience in managing organic and paid releases and advertisements across all platforms and formats — including a strong presence in in-flight publications.

Immersive and Interactive Solutions

Pioneers in creating immersive and interactive solutions in metaverse; blending technology, aesthetics and business requirements to create new realities and achieve the desired ROI for the brand.

Digital Marketing

We are a one-stop solution for a brand's digital needs. We leverage online platforms to promote brands with marketing strategies, targeting audiences through SEO, social media, email campaigns, & content marketing.

Technology

Maxposure is a technology driven company with multiple state-of-art products from wireless streaming technology (aircraft powered and streaming) to AI driven conversational booking for airlines, to gesture based NOD rings and AR driven HoloLens.

Pre- Press & Print

The group has experience and expertise in print and pre-press on web and offset printing. We have working relationships with the leading press in India and abroad to achieve quality, quantity, and timelines for large print runs.

Translation

We are multilingual experts and create content in more than 25 Indian and global languages. We have a large pool of translators and linguists on our panel and a trusted partner for translation work for government bodies in India.

Shoots & Production Services

Maxposure's creative wing executes shoots (still & dynamic) and has implemented multiple product, celebrity and travel shoots. It's state-of-the-art production lab with editors, videographers, visualisers, animators, etc to execute any project in 2D or 3D.

Client Portfolio

Aviation

IndiGo
एअर इंडिया AIR INDIA A STAR ALLIANCE MEMBER
trujet
Kenya Airways
vistara
AirAsia
Jazeera
GULF AIR
AirEuropa
Biman BANGLADESH AIRLINES
airarabia.com
SpiceJet Red. Hot. Spicy.
Garuda Indonesia
GO FIRST
air pegasus
flyafrica.com
SalamAir

NEUTRAL

CATHAY PACIFIC
AIR CANADA
QATAR
BRITISH AIRWAYS
Panasonic
LATAM
IAG
GULF AIR
Emirates
vueling
FlySafair
KUWAIT
HAWAIIAN
ETIHAD AIRWAYS
PLAY
IndiGo
SAUDIA
RIYADH AIR
AIR INDIA
WESTJET
Alaska AIRLINES
flynas
TXENGO
acumen.
Museum of the Bible
AirDolomiti
AIR NOSTRUM
SAS
Viasat
AJet

Premium Hospitality

The Oberoi Group
TAJ
ITC HOTELS RESPONSIBLE LUXURY

Automobile

Mercedes-Benz
BHARATBENZ
Audi
ISUZU
HYUNDAI
ASHOK LEYLAND
SUZUKI

Travel, Fashion & Lifestyle

AMBIENCE MALL
lifestyle
Hindustan Unilever Limited
SELECT CITYWALK
Chhatrapati Shivaji International Airport
DLF PROMENADE
vfs. VFS.GLOBAL
monsoon
GMR
fDCI
ēthos
Schwarzkopf PROFESSIONAL
pantaloons
Be U
PAUL PETER MINUTI

Government

Incredible India
Uttarakhand
NBCC
AIRPORTS AUTHORITY OF INDIA

Real Estate

CROSSINGS Republik
DLF BUILDING INDIA
CREDAI
TRIDHAATU

Banking

AXIS BANK
YES BANK

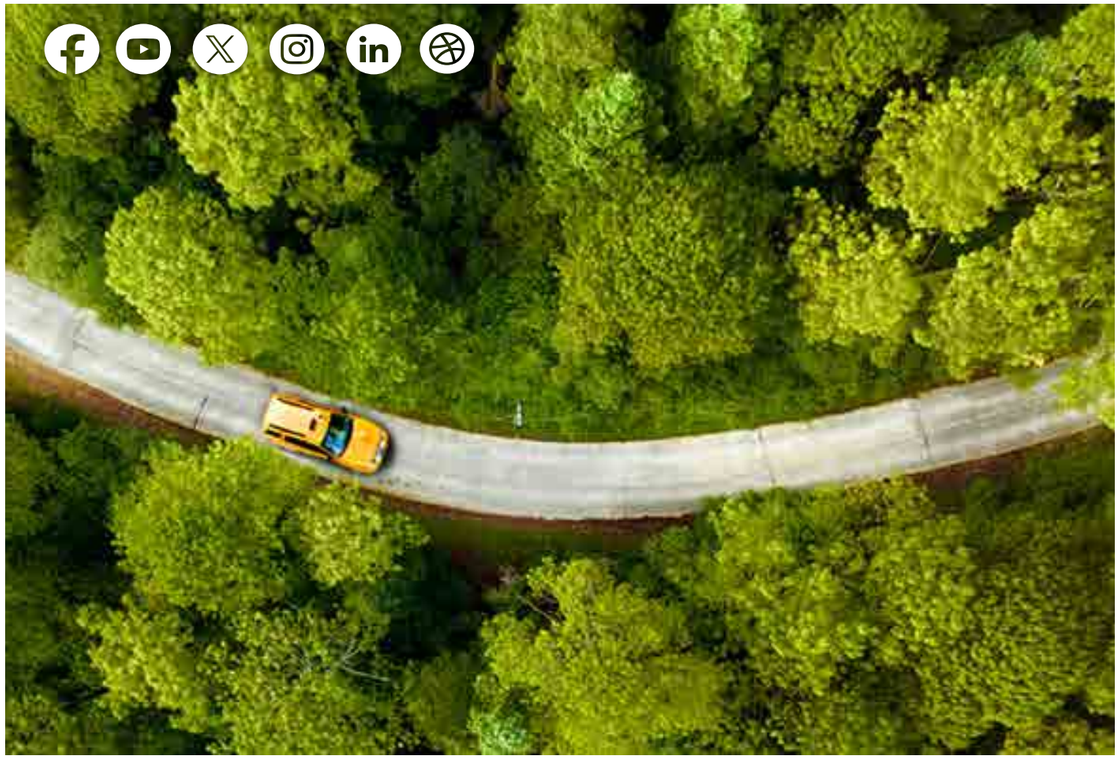
Global Org.

UNFPA

Our Verticals

1) Content Marketing

- A **content and digital marketing leader in India**, Maxposure creates compelling conversations around a brand, to increase its influence, and reach the target audience.
- **Agnostic of platform and channel**, we offer innovative strategies designed to effectively meet desired targets of our clients both online and offline.
- We have developed and managed successful **digital campaigns** for **several government entities**, reputed brands and have worked with **large budgets** to drive the best reach and engagement, apart from launching successful **organic campaigns** on all digital platforms.
- Our digital media landscape includes Google advertising, Social Media advertising, Native Advertising etc. We are also involved in Budget Optimisation and KPI Achievement. We work extensively in SEO optimisation, Online Reputation Management, Marketing Automation, Mobile Marketing etc. We leverage **technology, data** and **human expertise** to unlock any business potential – better and more effectively than ever before.



Content marketing channels

content strategy

As content becomes crucial to customer interaction, precise planning and execution of fresh content on the right platform is the key to creating long lasting customer engagement. Content strategy is devised keeping in mind important parameters like communication goals of the brand, KPIs, performance indicators important to the company and ROI expectations. We align our creativity for an omnichannel solution.

content creation & distribution

Even the most effective content fails to communicate as desired if it doesn't reach out to the right audience. We use our expertise in content creation to disseminate information most efficiently. We also build on this experience to enhance content distribution across multiple channels, including social media and digital platforms. We understand omnichannel distribution and help our clients communicate with their audience in the desired context.

content monetisation

Project sustainability and monetisation are two of the major interests of brands while planning content strategy. Our expert teams have been helping our clients monetise content and refinance their publications for over a decade now. We have also been delivering the best returns on digital spending for our clients

results & analytics

Data drives our decisions! Maxposure uses research, social media monitoring and analytics to understand how prospects and customers are interacting with a brand and business, and readjusts them for maximum efficiency.

Our Verticals

2) Experiential Marketing

With the acquisition of UK based Neutral Digital, the company has capabilities in the Aviation space to enhance creative and innovative service offerings and unlock sustainable future growth opportunities. With expertise in creating **immersive experiences** and digital content for the world's leading international airlines, the company has long standing relationships with **Qatar Airways, British Airways, IAG, LATAM, Etihad, Cathay Pacific, Emirates, Air Canada, Air India**, etc

Blending business understanding, aesthetic excellence, and technical expertise, Neutral specialises in **creating environments** that **engage the senses** – enabling customers to create **new realities**. Neutral has successfully created 4 products that are driving future profitability:

1. **High Quality Aircraft renders & CGI** animations (High-definition aircraft images and animations photo accurate interior images)
2. **Cabinly** (Interactive cabin booking engine, virtual assist, etc)
3. **Bespoke Immersive Marketing** (such as Qatar Airways QVerse)
4. Design- **UX/UI** and branding services with a focus on IFEC (GUI design, microsites)

NEUTRAL

Technological Innovations

QVerse an immersive VR and web platform narrated by the **world's first Meta-Human cabin crew** for Qatar Airways

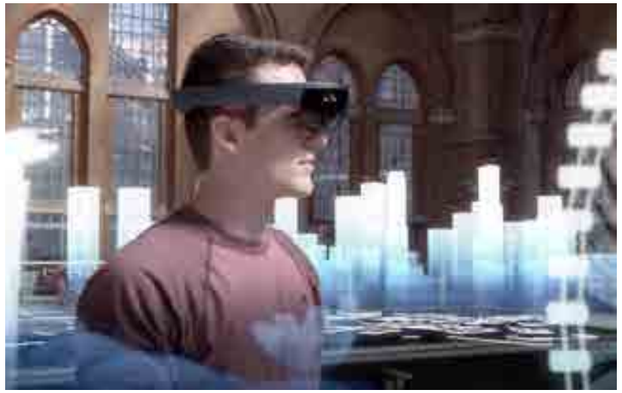
QATAR QVERSE

Video https://www.qatarairways.com/html/redirect/QR/qverse/check-in?lang=en

Conversational booking with AI digital cabin crew for Qatar Airways

Video https://x.com/qatarairways/status/1893918852230340752

HoloLens AR Travel for Panasonic



NOD ring with advanced 3D interactive design elements.

Leap Plus gesture-based AVOD (audio-video-on-demand) system for Panasonic

Our Verticals

3) Advertising

- Maxposure's advertising services enables its clients to monetise their marketing collaterals and generate revenues and acts as a **differentiator** compared to other players in respective markets.
- Maxposure advertising wing- Bluebird which is a **40-year-old INS-accredited media buying/selling** agency has added various clients in the corporate and government sector to strengthen its portfolio.
- It has its **own sales team** in 7 major cities in India and works with advertising representatives in 20+ international hubs (Singapore, Dubai, London, Paris, New York, Dubai) around the world.

inviseo

Patented Aircraft Tray Table

Advertising channels

advertising

With a strong and experienced sales team spread across India, with own offices in major Indian cities, and with global sales representatives, Maxposure has a rich sales network that helps generate revenue for its clients. In the digital sphere, Maxposure has successfully created and executed high-value advertising campaigns on platforms like Google, Meta (Facebook), X (Twitter) and YouTube and popular content/news websites.

inviseo

Fully approved by the FAA (Federal Aviation Administration), the EASA (European Aviation Safety Agency) and the LBA (Luftfahrt Bundesamt), Inviseo's Patented Table Design provides airline tray-tables with a panel for printed advertisements. Some of the airlines that have installed Inviseo table fitted are Eurowings, Ryan Air, Aegean airlines and Onur Air.

inviseo

aviation OOH

This is an innovative and one-stop solution for airline and airport advertisements to target flyers at every step of their journey. With pre-board, post-board and onboard advertisement, an advertiser engages its targeted audience with its brand message while they travel.

AVIATION OOH®

media buying and planning

A 40-year-old INS-accredited media buying and selling agency, Bluebird Advertising crafts creative and in-depth advertising strategies to resonate with a client's audience. It blends planning and creativity to deliver advertising solutions that go beyond conventional trends.

bluebird

Our Verticals

4) Technology

As a part of our efforts to provide our clients and associates **complete technology solutions**, we have designed and developed two technology products: AeroHub, a platform to enhance the in-flight passenger experience on board & Smart Trip Planner, an application focused on creating customised itineraries for our travel/tourism clients.

AeroHub is a state-of-the-art integrated portable wireless IFE solution for the aviation industry. It is the most competitive portable wireless IFE device in the market that offers the best returns on Investment (ROI) in its category.

Smart Trip Planner is a customisable itinerary-building tool developed for our travel and tourism clients. It helps create curated and personalised travel plans based on individual preferences, offering a seamless way to manage and share detailed itineraries with customers.

Technological Innovations

Skyview In-Flight Platform

SkyView Ecosystem

SkyView is a powerful, **hardware-agnostic in-flight software platform** designed to deliver a **seamless and immersive entertainment experience** across both connected and offline environments. **Fully certified by all major Hollywood studios,** SkyView empowers airlines and connectivity providers to deploy a customizable IFE portal without being tied to specific hardware or reliant on constant internet access.

With our own Motion Pictures of America certified lab (Aerolab) facility, we handle the complete content workflow—including encoding, encryption,Metadata, subtitles, dubbing and studio compliance—ensuring high-quality, secure content delivery.

AeroHub - Building Aviation Tech Legacy

AEROHUB PRO WIRELESS STREAMING SERVER
(BATTERY POWERED)

AEROHUB PRO WIRELESS STREAMING SERVER
(AIRCRAFT POWERED)

AeroHub is a platform to enhance the **In-Flight passenger** experience and to help Airlines **grow the ancillary business revenue** in-line with the evolving trends and changing business dynamics in the airline and transportation industry. **It comes in two versions - Battery powered and Aircraft Powered**.

It is built to seamlessly integrate to **third party apps**. It can also offer retail, inventory and loyalty management services by integrating solutions from different developers and suppliers.

Technology-driven products

aerohub

It is a state-of-the-art integrated portable Wireless Streaming Server (WMS) that offers complete IFE solutions for the airline industry. It is the most competitive portable wireless IFE device in the market that offers the best ROI in its category.
It aims to reduce the cost compared to traditional inflight screens, thereby disrupting the market. We have 2 WMS: Aerohub & Aerohub Pro

AEROHUB aerohub.aero

smart trip planner

The automated Smart Trip Planner uses content, Google Mapping and on-ground expertise to offer travellers actual and live travel itineraries with unique experiences that can be shared, edited and completely customised according to personal preferences.

SMART TRIP PLANNER

website/mobile app

We have developed websites on various platforms; designed and developed tablet and mobile applications, including with geo-location tagging to help travellers reach the exact destination easily, to facilitate tourism in remote parts of India.

AR/VR projects

We are capable of developing multiplatform transitions using AR/VR for effective communication. Also, over the years, we have been developing and offering our clients the services of multi-access live dashboards for monitoring data.

Our Strengths

Diverse In-Flight Experiences: Award-winning services offering curated entertainment, customised content & design, immersive marketing and innovative ambient advertising.

AeroHub: Cost-effective Wireless Streaming Server for complete inflight entertainment solution to airlines.

Horizontal Marketing Approach: End-to-end solutions and integrated services fostering a horizontal marketing approach, with successful implementations.

Digital Marketing experts Successfully strategised and managed digital campaigns across platforms for most effective ROI.

Industry-Wide Client Base: Result-oriented strategies leading to a diverse client selection globally, spanning tourism, automobile, hospitality, aviation, lifestyle, fashion, real estate, and banking.

Strategic Advertisement Platforms: Target flyers throughout their journey - pre-boarding, onboard, and post-boarding - with a range of strategic and innovative advertising solutions.

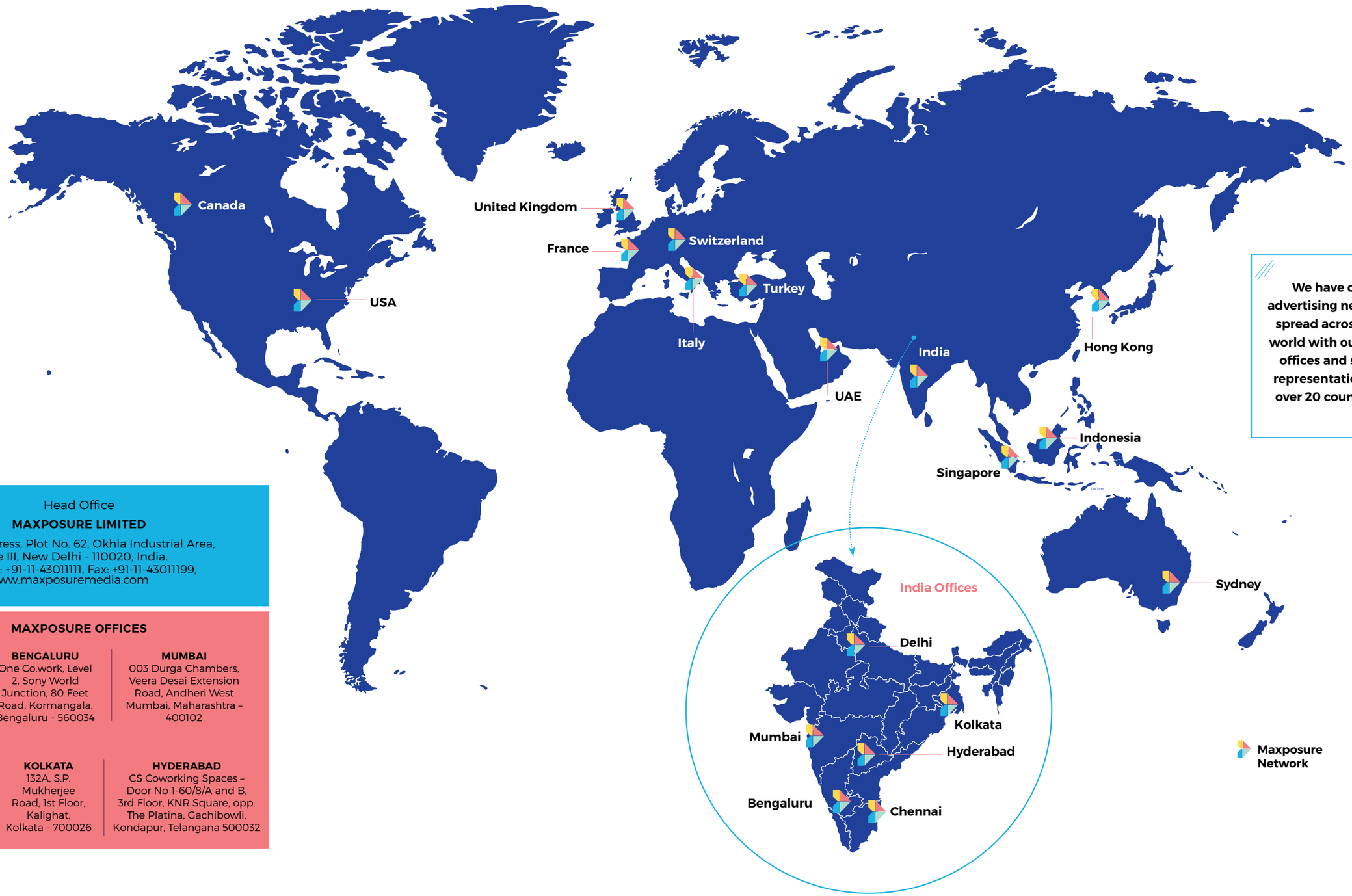
Multilingual Content Services: Reach a wider global audience with services available in 21+ foreign and regional languages, including German, Russian, Arabic, and Chinese.

360-degree service: Curated content services offered across all platforms and medium through various channels including social media, website, IFE Screens, blogs etc.

Government and Corporate Partnerships: Content and digital partner for government departments, providing creative solutions to major corporations in aviation, automobile, tourism, hospitality, retail, and banking.

Company highlights

Global Network



We have our advertising network spread across the world with our own offices and sales representations in over 20 countries.

Head Office

MAXPOSURE LIMITED

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Telephone: +91-11-43011111, Fax: +91-11-43011199,
www.maxposuremedia.com

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One Co.work, Level 2, Sony World Junction, 80 Feet Road, Kormangala, Bengaluru - 560034

MUMBAI
003 Durga Chambers, Veera Desai Extension Road, Andheri West Mumbai, Maharashtra – 400102

CHENNAI
Inspire Workspace Gulecha Towers, 158, 2nd, Arcot Rd, Vadapalani, Chennai, Tamil Nadu - 600026

KOLKATA
132A, S.P. Mukherjee Road, 1st Floor, Kalighat, Kolkata - 700026

HYDERABAD
CS Coworking Spaces – Door No 1-60/8/A and B, 3rd Floor, KNR Square, opp. The Platina, Gachibowli, Kondapur, Telangana 500032

Corporate Information

Board Of Directors And Key Managerial Personnel			
Sr.No.	**Name**	**DIN/Membership No.**	**Designation**
1	Prakash Johari	01891273	Managing Director
2	Sweta Johari	02770947	Whole-time Director
3	Massimo Angelo Antonio Monti	03592779	Non-Executive Director
4	Dr. Torsten-Joern Klein	10366241	Independent Director
5	Jorge Luis Arauz	10342785	Independent Director
6	Uma Shanker Joshi	-	Chief Financial Officer
7	Ms. Sakshi Mishra (served till 08th May, 2025)	A49605	Company Secretary & Compliance Officer
	Ms. Priya Kesari (appointed w.e.f 08th May, 2025)	A22710	

Audit Committee		
Name of the Director	**Designation in Committee**	**Nature of Directorship**
Dr. Torsten- Joern Klein	Chairman	Independent Director
Jorge Luis Arauz	Member	Independent Director
Massimo Angelo Antonio Monti	Member	Non-Executive Director
Prakash Johari	Member	Managing Director

Stakeholders' Relationship Committee		
Name of the Directors	**Status in Committee**	**Nature of Directorship**
Dr. Torsten- Joern Klein	Chairman	Independent Director
Jorge Luis Arauz	Member	Independent Director
Massimo Angelo Antonio Monti	Member	Non-Executive Director
Sweta Johari	Member	Whole-time Director

Nomination And Remuneration Committee		
Name of the Directors	**Status in Committee**	**Nature of Directorship**
Dr. Torsten- Joern Klein	Chairman	Independent Director
Jorge Luis Arauz	Member	Independent Director
Massimo Angelo Antonio Monti	Member	Non-Executive Director

OTHER INFORMATION

Registered Office

MAXPOSURE LIMITED

#TheAddress, Plot No. 62, Okhla Industrial Area, Phase III, New Delhi-110020, India

Phone: + 91 11 4301 1111

Fax: +91 11 4301 1199

Email: cs@maxposuremedia.com

Stock Exchange

NSE INDIA LTD-SME PLATFORM

Jeevan Vihar Building, 4th Floor, Road Area, 3, Sansad Marg, Janpath, Connaught Place, New Delhi- 110001

Company Secretary & Compliance Officer

PRIYA KESARI

E-602, Amrapali Princely Estate, Sector-76, Gautam Buddha Nagar, Noida-201301, Uttar Pradesh

Mb. No.: 9990098768

Email: cs@maxposuremedia.com

Statutory Auditors

MANISH PANDEY & ASSOCIATES

B-102, First Floor, Sector 6, Noida-201301

Tel No.: 0120-4555246

Website: http://camanishpandey.com/

Email: info@camanishpandey.com

Registrar & Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Pinnacle Business Park, Office no S6-2 ,6th floor, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai, Maharashtra, India, 400093

Tel no: +91 22 6263 8200

Fax No: +91 22 6263 8299

Email: investor@bigshareonline.com

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, 2025may 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**	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**	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 Inviseo 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 Universita 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.

Board Report

To the Members of **Maxposure Limited**

(previously known as Maxposure Media Group India Private Limited)

Your Directors have pleasure in presenting this 19th Annual Report on the business and operations of the Company together with Audited Financial Statements for the financial year ended March 31, 2025.

Financial Highlights

The Financial Results for the year ended March 31, 2025 and the corresponding figures for the previous year are as under:

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	Financial Year 2024-25	Financial Year 2023-24	Financial Year 2024-25	Financial Year 2023-24
Revenue From Operations	5390.06	4281.38	6328.16	4727.76
Other Income	138.32	85.32	134.83	86.67
Total Income	**5528.38**	**4366.69**	**6462.99**	**4814.43**
Total Expenses	**4407.67**	**3363.33**	**5363.32**	**3760.51**
Profit before exceptional and extraordinary items and tax	**1120.71**	**1003.36**	**1099.67**	**1053.92**
Exceptional Items and extraordinary items - Prior period items	-	(88.47)	-	(88.47)
Profit before tax	**1120.71**	**1091.83**	**1099.67**	**1142.38**
Tax Expenses	**282.27**	**320.44**	**249.57**	**331.80**
Profit after tax	**838.43**	**771.39**	**850.10**	**810.58**
Earnings Per Share Basic & Diluted	3.69	3.39	3.74	3.56

Statement Of Company's Affairs And Future Outlook

During the financial year 2024–25, your Company demonstrated robust performance and continued its upward growth trajectory. The year was marked by strong financial outcomes and meaningful operational achievements, with significant improvements in both standalone and consolidated metrics over the previous year.

On a **consolidated basis**, the Company recorded the following key financial highlights:

- **Revenue from Operations** stood at ₹6,328.16 Lakhs, reflecting a **33.85% increase** over ₹4,727.76 Lakhs in FY 2023–24.
- **Total Income** increased to ₹6,462.99 Lakhs from ₹4,814.43 Lakhs in the previous year.
- **Profit Before Tax (PBT)** stood at ₹1,099.67 Lakhs, compared to ₹1,142.38 Lakhs in FY 2023–24.
- **Profit After Tax (PAT)** improved to ₹850.10 Lakhs, as against ₹810.58 Lakhs in the previous year.
- **Earnings Per Share (EPS)** (Basic and Diluted) increased to ₹3.74 from ₹3.56.

Prospects For 2025-2026

Your company enters FY 2025–26 with strong momentum and a vision to be a globally recognised leader in Media & Entertainment Services, offering Media as a Service (MAAS) across diverse content verticals, immersive/interactive technologies, and innovative platforms.

Building on its performance in FY 2024–25, the company will focus on scaling its global presence, deepening technology integration, and expanding service capabilities across the aviation, tourism, automobile, luxury, and real estate sectors. Maxposure aims to evolve into a full-spectrum MAAS provider, delivering value through content marketing, inflight media, immersive technology, advertising and digital innovation.

Expanding Content Marketing Business

Your company continued to strengthen its position as a leading content marketing and strategic communications partner in FY 2024–25, securing several prestigious mandates from both government and corporate sectors. These engagements reflect the company's growing capabilities in digital storytelling, brand strategy, and global communications.

Your company was appointed by the Ministry of External Affairs for promotion of the prestigious *Bharat Ko Janiye Quiz* 2024-25, launched by the Honourable External Affairs Minister of India, Dr. S. Jaishankar under the leadership of Honourable Prime Minister Shri Narendra Modiji. Strengthening the company's digital marketing domain, the project was promoted successfully through the social media handles of the Ministry and Indian embassies and high commissions worldwide.

Expanding its footprint in public-sector marketing, your company onboarded India Tourism Development Corporation Ltd. (ITDC) under the Ministry of Tourism wherein your company is responsible for Digital Marketing and Public Relations initiatives. The engagement focuses on boosting brand visibility, driving audience engagement, and building thought leadership in both domestic and international markets.

In a separate engagement, your company was also awarded the Internal Communications Mandate for HMIL's Experience Hyundai, a monthly newsletter. This initiative strengthens Maxposure's presence in the automotive and corporate communication space and highlights its growing capabilities in employee engagement, internal branding, and content-led culture building for large enterprises.

These high-profile assignments reaffirm your company's leadership in delivering integrated communication and branding strategies for both public sector institutions and leading corporate brands. Your company's content marketing business is expected to play a central role in its Media as a Service (MAAS) strategy, both in India and international markets, expanding offerings across digital marketing, content creation, and strategic communications.

Technology Initiatives

Your company's technology division, AeroHub, continues to make strides in transforming inflight entertainment (IFE) through its cutting-edge hardware and software solutions. With strong demand for cost-effective, portable, and non-intrusive IFE systems, AeroHub has emerged as a preferred technology partner for global airlines.

AeroHub, forged a strategic partnership with Garuda Indonesia, a 5-star Skytrax-rated airline, to deploy its battery-powered inflight entertainment (IFE) system aboard Boeing 737 aircraft under a pilot initiative. The solution, selected for its ability to function independently of aircraft electrical systems, requires no structural modifications, making it a cost-effective and efficient passenger engagement tool.

In another major development, AeroHub partnered with Air Europa, one of Spain's premier airlines, to implement AeroHubPro, its advanced portable IFE system, across 40 Boeing 737 MAX aircraft. This marks a significant milestone in your company's global expansion strategy and highlights the increasing demand for portable, flexible IFE solutions across the international aviation sector.

Your company's proprietary SkyView Software Suite was opted as an Inflight Entertainment Solution is now live on Kenya Airways and Garuda Indonesia. The company continues to develop additional products like 2D Moving Map, Qibala App, AirShop, AeroVoice and integrating them in the Skyview Software Suite. These are expected to become additional SaaS revenue lines being built for the future.

The Skyview Software Suite delivers high-quality content, multilingual Metadata & GUI interface (supports over 15 languages), real-time updates, and advertising capabilities—enhancing passenger experience while opening new monetisation opportunities for airlines.

Your company will continue to expand its Skyview Suite licensing to global connectivity providers as well as enhance the features of the AeroHub Wireless Streaming Server.

This technology segment enjoys very high gross margins due to its proprietary nature, low infrastructure dependency, and recurring licensing revenues—making it a critical growth engine in Maxposure's long-term strategy.

Immersive Marketing

Following the acquisition of UK based Neutral Digital, your company's capabilities in immersive, VR/ XR experiences, high definition animations and CGI has seen strong performance and significant growth. The acquisition has enabled it to expand services, particularly in aviation and real estate sectors.

In the aviation category, the Company has successfully delivered CGI, animation, VR solutions, GUI design, Boarding videos and films to several prominent global airlines and OEMs like Emirates, Qatar Airways, British Airways, Panasonic. Saudia, etc. High quality CGI services have been provided to an array of airlines like Etihad, Hawaiian, Pegasus, British Airways, Druk Air, Delta+Latam, Air Nostrum, etc and to Panasonic. These projects showcase the company's expertise in creating photorealistic environments for aircraft interiors, cabins, and enhancing passenger experiences.

Notably, the company also executed premium renders and animations to Emirates, British Airways (First Class), Latam air, etc further solidifying the company's expertise in the aviation visualisation domain.

Your company has also designed a next-generation interactive (GUI) for Saudia Airlines, enhancing passenger interaction and inflight engagement through intuitive, immersive visual elements. The company also created a Boarding Video for Emirates, capturing the airline's luxury positioning and commitment to excellence. Additionally, the company developed a film for British Airways' Economy Class, aimed at enhancing pre-flight engagement and communicating passenger comfort features.

Beyond aviation, the company's capabilities are also being deployed in the real estate sector offering Immersive virtual walkthroughs for luxury developments, 3D architectural visualizations, AR/VR experiences that support engagement and experiential marketing for Ballymore, a real estate developer in the United Kingdom.

This expansion reflects the company's continued commitment to delivering cutting-edge immersive and experiential experiences across industries. The company's ability to integrate design, animation, storytelling, and interactivity at a global scale reinforces its ambition to become a leader in Media as a Service (MAAS)—offering fully integrated content, technology, and immersive marketing solutions across industries.

Advertising Agency Initiatives

Under Bluebird, your advertising agency, your company was appointed the official printing partner for Delhi Metro Rail Corporation (DMRC) for a three-year term, tasked with producing and supplying identity and retirement cards — a critical function supporting security and access control for DMRC operations.

Your company further strengthened its branding and visual communication; by onboarding National Hydroelectric Power Corporation (NHPC) as its official printing partner for Corporate stationary and branding needs.

Your company also strengthened its position as a key player in Maharashtra's public information ecosystem with empanelment in the print media advertising for significant civic bodies- the Panvel Municipal Corporation (PMC), Maharashtra Electricity Regulatory Commission (MERC) and the Bhiwandi Nizampur City Municipal Corporation (BNCMC).

With a strong portfolio of government, institutional and corporate clients, your company is well-positioned to expand its service offerings into integrated ad campaigns (print+ digital), visual strategies for smart cities and infrastructure projects, corporate communications, etc.

Change In The Nature Of Business, If Any

During the year under review, the Company has not changed the nature of its business.

Dividend

No dividend has been recommended for the year under review as management wants to retain its profits to enhance the net worth of the Company.

Transfer Of Unclaimed Dividend To Investor Education And Protection Fund

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as no dividend was declared or paid in earlier years.

Amount Transferred To Reserves

During the financial year ended March 31, 2025, no amount was transferred from the Surplus in the Profit and Loss Account to the General Reserve.

Material Changes And Commitments Affecting The Financial Position Of The Company

Subsequent to the end of the financial year, the company has increased its shareholding in Neutral Digital Limited from 57.28% to 92%, thereby enhancing its control and potential influence over the subsidiary. This acquisition constitutes a material change and is expected to have a significant impact on the Company's consolidated financial position in the upcoming periods.

Apart from this, there have been no other material changes or commitments affecting the financial position of the Company between the end of the financial year and the date of this Report.

Deposits

Your Company has not accepted any deposits during the year under review in terms of Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Also, the Company has duly complied with the requirements of filing of return to ROC Form DPT-3 in this regard.

Details Of Subsidiary, Joint Venture Or Associates

The Company has two (2) Subsidiary Companies, namely:

- Blue Bird Advertising Private Limited became a wholly owned subsidiary (WOS) of the Company with effect from December 26, 2023, upon acquisition of 100% of its equity shares. The acquisition is in line with the Company's strategic objective to strengthen its capabilities in the advertising and branding domain within India.
- Neutral Digital Limited, an overseas entity, became a subsidiary of the Company on March 6, 2025, following the acquisition of 57.28% equity stake. The investment marks the Company's entry into the global digital solutions and creative technology sector and is expected to contribute significantly to future growth.

The Company does not have any joint ventures or associate companies as defined under the Companies Act, 2013.

Performance And Financial Position Of Subsidiary Companies

Blue Bird Advertising Private Limited

During the year under review, Blue Bird Advertising Private Limited reported stable operational performance with improved brand outreach for its clients and enhanced profitability. The integration with the Company's core business is progressing effectively and is expected to yield increased cross-selling opportunities in the near term.

Neutral Digital Limited

As the 57.28% stake was acquired in the last quarter of the financial year, Neutral Digital Limited's full-year performance was not consolidated for the reporting year. However, preliminary figures indicate strong top-line growth and promising margins. The Company is confident that this subsidiary will play a pivotal role in its international expansion strategy and digital innovation roadmap.

The Board has reviewed the affairs of the Company's subsidiaries at regular intervals. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared Consolidated Financial Statements incorporating the Financial Statements of subsidiaries, which form part of the Annual Report. **A separate statement containing the salient features of the Financial Statements of the Company's subsidiary, in the prescribed Form AOC-1 is annexed with this Report.** This statement also provides details of the performance and financial position of the Subsidiary of the Company. Further pursuant to the provisions of Section 136 of the Companies Act, 2013, these financial statements are also placed on the Company's website at **https://maxposuremedia.com/investors/**

Copy of these Financial Statements shall be made available to any member of the Company, on request.

Statutory Auditor & Auditor's Report

At the Annual General Meeting (AGM) held on September 30, 2024, the members of the Company approved the appointment of M/s. Manish Pandey & Associates, Chartered Accountants (FRN: 019807C) as the Statutory Auditors of the Company for a period of five (5) consecutive years, to hold office from the conclusion of that AGM until the conclusion of the AGM to be held in the financial year 2029–30.

The Statutory Auditors, M/s. Manish Pandey & Associates, Chartered Accountants, have conducted the audit of the financial statements of the Company for the financial year ended March 31, 2025, in a fair and transparent manner. The Auditor's Report forms an integral part of this Annual Report.

The Auditors have issued an unmodified opinion on the financial statements of the Company for the financial year 2024–25. There are no qualifications, reservations, adverse remarks, or disclaimers in the Auditor's Report.

Further, based on the confirmations received from the Statutory Auditors, the Board confirms that no instances of fraud, misfeasance, or irregularities were detected or reported by the Auditors during the year under review.

Internal Auditor & Their Report

The Company had engaged M/s. Arun K Agarwal & Associates, Chartered Accountants (FRN: 003917N), as the Internal Auditors of the Company for the Financial Year 2024-25 and their reports are reviewed by the Audit Committee from time to time. The internal audit assists the Company to review the operational efficiency and the internal controls.

The Internal Auditor has not reported any qualification, reservation or adverse opinion during the period under review.

During the Current year 2025-26, the Board of Directors of the Company, on the recommendation of the Audit Committee, has reappointed M/s. Arun K Agarwal & Associates, Chartered Accountants (FRN: 003917N) as the Internal Auditors of the Company.

Secretarial Auditor & Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the applicable rules made thereunder, the Company has obtained a Secretarial Audit Report in the prescribed form, for the financial year ended 31st M arch, 2025, from M/s. Amit Shukla & Associates, Practicing Company Secretaries, **annexed herewith and forming part of the Report.**

There is no qualification, reservation or adverse remark made by the Secretarial Auditor in its report.

M/s VAP & Associates, Company Secretaries (FRN: P2023UP098500 and Peer Review Certificate No. 1083/ 2021) is appointed as secretarial auditor for the Financial Year 2025-26 by the Board of Directors of the Company in their meeting held on September 1st, 2025.

Further, the Company is exempt from the requirement of conducting secretarial audit under Regulation 24A(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including for its material subsidiary, if any. This exemption is available to the Company under Regulation 15(2) of the Listing Regulations, which exempts companies listed on the SME platform from compliance with certain corporate governance provisions, including Regulation 24A. Accordingly, since the requirement of conducting secretarial audit of the Company and its material subsidiary under Regulation 24A, is not applicable, the same has not been conducted for the financial year under review.

Internal Financial Controls

Your Company has maintained a well-established internal control framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of financial and operational controls. The Board is of the opinion that the Company has sound Internal Financial Controls commensurate with the size, scale and complexity of its business operations.

The Audit Committee reviews at regular intervals the Internal Financial Control and Risk Management system and also the Statutory Auditors confirm that the Company's Internal Financial control is adequate. The report on the Internal Financial Control issued by M/s. Manish Pandey & Associates, Chartered Accountants, Statutory Auditors of the Company in compliance with the provisions under the Companies Act, 2013 is forming part as Annexure B of the Auditor's Report for the F.Y. 2024-25.

Disclosure About Cost Audit

The provisions of maintenance of cost audit records and filing are not applicable to the Company.

Share Capital

During the year under review, the Company has not issued equity shares or sweat equity shares. The Company has not offered any shares under the Employee Stock Option Scheme and bought back any of its securities. The Company has not issued any debentures, bonds or any other non-convertible securities or warrants during this Financial Year.

Hence, during the Financial Year 2024-25 no changes took place in the share capital of the Company.

Authorized Share Capital: As on March 31, 2025, the authorized share capital of the Company is ₹24,50,00,000, divided into 2,29,00,000 equity shares of ₹10 each and 16,00,000 preference shares of ₹10 each.

Issued, Subscribed and Paid-up Capital: As on March 31, 2025, the paid-up capital of the Company is ₹22,74,09,500, divided into 2,27,40,950 equity shares of ₹10 each.

Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo

Pursuant to the provisions of **Section 134(3)(m)** of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the required disclosures with respect to **Conservation of Energy, Technology Absorption, and Foreign Exchange Earnings and Outgo** are as follows:

(A)	Conservation Of Energy	
	The steps taken or impact on conservation of energy	NA
	The steps taken by the company for utilizing alternate sources of energy	NA
	The capital investment on energy conservation equipments	NA
(B)	**Technology Absorption**	
	The efforts made towards technology absorption	NA
	The benefits derived like product improvement, cost reduction, product development or import substitution	NA
	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NA
	The expenditure incurred on research and development	NA

(Rs. In Lakhs)

(C)	Foreign Exchange Earnings And Outgo	For the year ended	
	Particulars	**31.03.2025**	**31.03.2024**
	Foreign Exchange Earnings		
	Export of goods calculated on F.O.B. basis	-	-
	Royalty, know-how, professional and consultation fees	-	-
	Interest and dividend	-	-
	Other income (Export of Services)	**732.45**	**546.05**
	TOTAL	732.45	546.05
	Foreign Exchange Outgo		
	Import of Services	**286.00**	**61.08**
	TOTAL	**286.00**	**61.08**

Corporate Social Responsibility

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company is required to undertake Corporate Social Responsibility (CSR) activities.

Since the amount required to be spent by the Company on CSR activities during the financial year 2024-25 is less than ₹50 lakhs, the Company is not required to constitute a CSR Committee as per the proviso to Section 135(9) of the Act. Accordingly, the functions of the CSR Committee are being discharged by the Board of Directors.

During the financial year, the Company was required to spend ₹11.74 lacs and has spent ₹ 12 lacs on CSR activities in accordance with its obligations under the Act.

The Annual Report on CSR activities for the financial year 2024-25 as prescribed under Rule 8 of the CSR Rules, is annexed to this Report.

Directors And Key Managerial Personnel

The Board of Directors of the Company is duly constituted as on 31st March 2025.

The details of the Board of Directors and Key Managerial Personnel (KMP) as on 31st March 2025 are as follows:

S.No.	Name of Director	DIN/PAN	Designation
1	Mr. Prakash Johari	01891273	Managing Director
2	Ms. Sweta Johari	02770947	Whole-time Director
3	Mr. Massimo Angelo Antonio Monti	03592779	Non-Executive Director
4	Dr. Torsten-Joern Klein	10366241	Independent Director
5	Mr. Jorge Luis Arauz	10342785	Independent Director
6	Mr. Uma Shanker Joshi	AIZPJ0703C	Chief Financial Officer
7	Ms. Sakshi Mishra	CBTPM1523N	Company Secretary and Compliance Officer

Changes In Directors And Key Managerial Personnel

During the year under review, there was no change in the composition of the Board of Directors and Key Managerial Personnel.

Recommendation To The Shareholders For Appointment Of Directors

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Prakash Johari (DIN: 01891273), Managing Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment.

Further, based on the recommendation of the Nomination and Remuneration Committee and upon receipt of the declaration under Section 149(6) and 149(7) of the Companies Act, 2013, confirming independence, the Board has approved and recommends for the approval of the shareholders, the re-designation of Mr. Massimo Angelo Antonio Monti (DIN: 03592779), currently serving as a Non-Executive Director, as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from the date of approval by the shareholders at the ensuing Annual General Meeting.

The Board recommends the re-appointment of Mr. Prakash Johari as Director and re-designation of Mr. Massimo Angelo Antonio Monti as Independent Director for the consideration and approval of the members at the ensuing Annual General Meeting.

Material Events During The Year Under Review And Up To The Date Of Signing Of This Report

Changes in Board and KMP

- Ms. Priya Kesari was appointed as the Company Secretary and Compliance Officer of the Company with effect from 8th May 2025, in place of Ms. Sakshi Mishra, who ceased to hold office from the said date.
- Upon the request of Dr. Torsten Joern Klein and recommendation of the Nomination and Remuneration Committee, the Board at their meeting held on 1st September, 2025 approved his re-designation from Independent Director to Non-Executive Director, liable to retire by rotation, effective from the date of Board Meeting.
- The Board, based on the recommendation of the Nomination and Remuneration Committee and upon receipt of a declaration of independence as per the provisions of Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, approved the re-designation of Mr. Massimo Angelo Antonio Monti from Non-Executive Director to Independent Director for a term of five consecutive years, subject to shareholder's approval at the ensuing Annual General Meeting.

Adoption of Maxposure Limited Employee Stock Option Scheme – 2025

- The Board, based on the recommendation of the Nomination and Remuneration Committee, has approved the proposal of the Maxposure Limited Employee Stock Option Scheme – 2025, to reward and retain talent and align employees' objectives with the Company's long-term goals.
- The Scheme proposes to grant up to 5,00,000 (Five Lakhs) stock options, convertible into an equal number of equity shares, to eligible employees and directors of the Company and its subsidiaries. The Scheme is proposed to be implemented through fresh allotment of shares and is

subject to shareholder's approval at the ensuing Annual General Meeting.

- The Scheme will be administered by the Nomination and Remuneration Committee, which has been designated as the Compensation Committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Declaration By Independent Directors Under Section 149(6)

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as mentioned under Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Familiarization Programmes For Independent Directors

Your Company has formulated a comprehensive Familiarization Programme for its Independent Directors in accordance with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Schedule IV of the Companies Act, 2013 which provides that the Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company etc. through various programmes.

The details of the familiarization programme imparted to Independent Directors are available on the website of the Company and can be viewed on the following link: https://maxposuremedia.com/wp-content/uploads/2023/12/Policy-on-Familiarisation-for-Independent-Directors.pdf

Meetings Of Board Of Directors

Your Board meets at regular intervals to discuss and decide on various financial matters, legal and compliance matters and other businesses. Seven (7) meetings of the Board of Directors were held during the year and the intervening gap between any two consecutive meetings was within the period prescribed under Companies Act, 2013 and Secretarial Standards- 1. The prescribed quorum was present for all meetings and Directors of the Company actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

Details of Board Meetings held During the Financial Year

S.No.	Date of Board Meeting	Board Strength	No. of Directors Present
1	20/05/2024	5	5
2	08/09/2024	5	5
3	27/09/2024	5	4
4	14/11/2024	5	5
5	01/12/2024	5	4
6	10/02/2025	5	5
7	28/03/2025	5	5

Audit Committee

The Audit Committee of Maxposure Limited plays a crucial role in overseeing and monitoring the financial reporting process, internal control systems, audit functions, and overall financial discipline within the Company. The Committee ensures that proper checks and balances are in place with regard to financial transactions and accounting practices. It acts as a vital link between the Management, the Board of Directors, the Statutory Auditors, and the Internal Auditors.

The Audit Committee comprises members with extensive knowledge and expertise in financial, accounting, and business matters. The Committee's composition is in line with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Committee is chaired by an Independent Director.

The functioning of the Committee is governed by a charter and terms of reference that comply with applicable regulatory requirements. The Audit Committee held regular meetings during the year under review, and the minutes of these meetings were duly circulated to all Committee and Board members. The recommendations made by the Audit Committee during the year were accepted and implemented by the Board.

All members of the Audit Committee are financially literate. The Chief Financial Officer (CFO), Statutory Auditors, and Internal Auditors are regularly invited to attend the meetings. The Company Secretary acts as the Secretary to the Committee.

Composition of the Audit Committee

As on 31st March 2025, the Audit Committee of the Company comprised the following members

S.No.	Name of Member	Designation
1	Dr. Torsten-Joern Klein	Chairman
2	Mr. Jorge Luis Arauz	Member
3	Mr. Massimo Angelo Antonio Monti	Member
4	Mr. Prakash Johari	Member

Meetings of the Audit Committee and attendance thereat

During the Financial Year 2024-25, the Audit Committee met 5 (five) times, on the following dates

S.No.	Date of Audit Committee Meeting	Total No. of members entitled to attend the Meeting	No. of members attended the Meeting
1	20/05/2024	4	4
2	08/09/2024	4	4
3	27/09/2024	4	3
4	14/11/2024	4	4
5	10/02/2025	4	4

Vigil Mechanism

Pursuant to provisions of Section 177(9) of the Companies Act, 2013, the Company has established a "Vigil Mechanism" incorporating whistle blower policy in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for employees and Directors of the Company, for expressing the genuine concerns of unethical behavior, actual or suspected fraud or violation of the code of conduct by way of direct access to the Chairman/Chairman of the Audit Committee.

The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns.

The Policy on Vigil Mechanism may be accessed on the Company's website at the link https://maxposuremedia.com/wp-content/uploads/2023/12/Policy-On-Vigil-Mechanism.pdf

Nomination And Remuneration Committee

Pursuant to the provisions of Section 178 of the Companies Act, 2013 Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Nomination and Remuneration Committee of the Board of Directors.

The Company has in place a policy formulated by the Board of Directors of the Company relating to the remuneration for the Directors, Key Managerial Personnel, Senior management and other employees and also the criteria for determining the qualification, positive attributes and independence of Directors and can be accessed on the Company's website at the link **https://maxposuremedia.com/wp-content/uploads/2023/12/Nomination-Remuneration-and-Evaluation-Policy.pdf**

Composition of the Nomination and Remuneration Committee

As on 31st March 2025, the Nomination and Remuneration Committee of the Company comprised the following members

S.No.	Name of Member	Designation
1	Dr. Torsten-Joern Klein	Chairman
2	Mr. Jorge Luis Arauz	Member
3	Mr. Massimo Angelo Antonio Monti	Member

Meetings of the Nomination and Remuneration Committee and attendance thereat

During the Financial Year 2024-25, the Nomination and Remuneration Committee met 2 (two) times, on the following dates

S.No.	Date of NRC Meeting	Total No. of members entitled to attend the Meeting	No. of members attended the Meeting
1	20/05/2024	3	3
2	08/09/2024	3	3

Stakeholders Relationship Committee

The composition of the Stakeholders Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The prime responsibility of the Stakeholders Relationship Committee is to ensure that the proper liasoning is established with the shareholders of the Company and the grievances of security holders are resolved efficiently and effectively i.e. within the given time period.

Composition of the Stakeholders Relationship Committee

As on 31st March 2025, the Stakeholders Relationship Committee of the Company comprised the following members

S.No.	Name of Member	Designation
1	Dr. Torsten-Joern Klein	Chairman
2	Mr. Jorge Luis Arauz	Member
3	Mr. Massimo Angelo Antonio Monti	Member
4	Ms. Sweta Johari	Member

Meetings of the Stakeholders Relationship Committee and attendance thereat

During the Financial Year 2024-25, the Stakeholders Relationship Committee met on May 20, 2024, in which all the members of the Stakeholders Relationship Committee were present.

General Meetings

Extra-ordinary General Meeting: Two (2) extra-ordinary general meetings were held on 24th October, 2024 and 6th March, 2025 respectively during the financial year under review.

Annual General Meeting: Annual General Meeting of the shareholders of the Company was held on 30th September, 2024.

Particulars Of Loans Given, Investment Made, Guarantee Given And Securities Provided

The Company has neither granted any loans, extended any guarantees or provided any securities nor made any Investments during the Financial Year 2024-25, pursuant to the provisions of Companies Act, 2013.

Contracts And Arrangements With Related Parties

Pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder, all contracts or arrangements entered into by the Company with related parties during the financial year were in the ordinary course of business and on an arm's length basis.

There were no material related party transactions entered into during the year under review, as defined under the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of related party transactions, as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, **are provided in Form AOC-2, which is annexed to this Report.**

The Policy on Related Party transactions may be accessed on the Company's website at the link **https://maxposuremedia.com/wp-content/uploads/2025/05/Policy-on-RPT_Maxposure-Limited.pdf**

Company's Policy On Appointment And Remuneration Of Directors

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015, the Company has adopted a **Nomination, Remuneration and Evaluation Policy** to govern the appointment and remuneration of the Directors, Key Managerial Personnel (KMP), and Senior Management Personnel.

The policy aims to ensure that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors with

the required skills, expertise, and experience;

- Remuneration is linked to individual and Company performance and meets appropriate performance benchmarks;
- The appointment of Directors is based on merit, qualifications, experience, and diversity considerations;
- Independent Directors are evaluated and remunerated in line with the applicable provisions of the Act and SEBI Regulations, without entitlement to stock options.

The Nomination and Remuneration Committee is responsible for identifying suitable candidates for appointment to the Board and recommending their nomination, as well as determining the remuneration structure in line with the Company's long-term objectives, financial position, and statutory limits.

The policy also provides for the formal evaluation of the performance of the Board, its committees, and individual Directors on an annual basis.

The Company affirms that the appointment and remuneration of Directors, KMPs, and Senior Management during the year were in accordance with the Nomination, Remuneration and Evaluation Policy of the Company. The full Policy is available on the Company's website at: **https://maxposuremedia.com/wp-content/uploads/2023/12/Nomination-Remuneration-and-Evaluation-Policy.pdf**

Evaluation Of Board Performance

A formal evaluation of the performance of the Board, its Committees and the individual Directors was carried out for the year 2024-25. The evaluation was done using individual questionnaires covering the vision, strategy and role clarity of the Board, Board dynamics and processes, contribution towards the development of strategy, risk management, receipt of regular input and information, functioning, performance and structure of Board Committees, ethics and values, skill set, knowledge and expertise of Directors, leadership etc.

As part of the evaluation process, the Performance evaluation of all the Directors has been done by all the other Directors (except himself and herself) and the Directors have also evaluated the performance of the Board and its Committees as a whole. The Directors expressed satisfaction with the evaluation process.

Particulars Of Employees And Managerial Remuneration

Details of the top ten employees in terms of remuneration drawn, as required under the provisions of Section 197 of the Act, read with Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, **is annexed to this Report.**

The ratio of remuneration of each Director and Key Managerial Personnel to the median of employees' remuneration, the percentage increase in remuneration, as required under the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report.

In terms of Section 197(14) of the Companies Act, 2013, the Company does not have any Holding Company. The Managing Director or Whole Time Director does not receive any remuneration or commission from any holding or subsidiary of the Company.

Further, there are no employees posted and working outside India and drawing salary in excess of the prescribed limits under the above Rules and accordingly, the statement included in this Report does not contain the particulars of employees who are posted and working outside India.

Annual Return And Extract Of Annual Return

The Copy of the Annual Return as required under Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 has been placed on the website of the Company at **https://maxposuremedia.com/wp-content/uploads/2025/01/Annual-Return-2024.pdf**

Risk Management Policy

Your Company has developed and implemented a Risk Management Policy, including the identification of elements of risk and its severity, that may impact the existence of the Company. Though the applicability of the risk management committee does not apply to the Company. However, the Audit Committee of the Board is entrusted to ensure the Risk Management Policy and System.

The Board of Directors has a Risk Management Policy which is available on the Company's website at **https://maxposuremedia.com/wp-content/uploads/2023/12/Risk-Management-Policy.pdf**

Management Discussion And Analysis Report

In terms of Regulation 34(2) (e) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, a Management Discussion and Analysis Report has been prepared and **the same is forming part of this Report.**

Corporate Governance

As per Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46, and Para C, D, and E of Schedule V, shall not apply to a listed entity which has listed its specified securities on the SME Exchange.

Since the Company has listed its equity shares on the SME platform and falls within the exemption criteria prescribed under the said regulation, compliance with the aforesaid provisions relating to corporate governance is not applicable.

Accordingly, the report on Corporate Governance is not annexed to this Annual Report.

Annual Secretarial Compliance Report

Your Company being eligible has claimed exemption under Regulation 15(2) of SEBI (LODR), Regulations, 2015 to NSE for submitting Annual Secretarial Compliance Report. Such exemption was duly filed to the exchange.

Disclosure Of Utilization Of Ipo Proceeds And Variation/ Deviation In Utilization Of Funds

A. Statement Of Utilisation Of Issue Proceeds

(Rs. In Lakhs)

S.No.	Objective of the issue	Amount allotted for the object (Original)	Amount allotted for the object (Modified)	Amount utilized from 01.04.2024 to 30.09.2024	Amount unutilized as on 30.09.2024	Amount utilized from 01.10.2024 To 31.03.2025	Amount unutilized as on 31.03.2025
1	Funding of expenses pro-posed to be incurred towards obtaining various certifications from the Federal Aviation Administration ("FAA") and the European Union Aviation Safety Agency ("EASA") for Wireless Streaming Server ("AeroHub") and Patented Inviseo tray table	350.00	250.00	39.72	310.28	80	130.28
2	Funding working capital requirements of our Company for manufacturing the Proposed Products and the working capital requirements of our Company in the ordinary course of business	850.00	784.57	154.39	695.61	--	630.18
3	Prepayment or repayment of all or a portion of certain outstanding bor-rowings availed by our Company	250.00	95.65	95.65	154.35	--	--
4	General corporate pur-poses	381.64	202.62	--	381.64	--	202.62
5	IPO Expenses	194.56	186.81	186.81	7.75	--	--
6	Strategic Acquisition and Investment	--	506.55	--	--	506.55	--
	TOTAL	**2026.20**	**2026.20**	**476.57**	**1549.63**	**586.55**	**963.08**

Explanation Of Deviation And Reasons Thereof

The Board at its meeting held on 10th February, 2025 has accorded its consent to the variation in the utilization of proceeds, including the reallocation of funds among the original objects and the introduction of an additional object — namely, a strategic acquisition and investment, intended to support the company's expansion and long-term growth objectives. The variation was subsequently placed before the shareholders for their approval and was duly approved at the Extraordinary General Meeting held on March 6, 2025.

This variation pertains to the proposed acquisition and investment in a target company operating within the aviation industry.

The variation is driven by strategic objectives aimed at:

- Expanding market reach and presence in new and existing geographies.
- Diversifying product and service offerings to strengthen the Company's portfolio; and
- Accelerating growth through access to the target company's established customer relationships, intellectual property, and domain expertise.

The proposed investment is expected to enhance the Company's long-term competitiveness and value creation by enabling faster scale-up and deeper market penetration. The Board believes this variation aligns with the Company's vision of achieving sustainable growth through strategic acquisitions.

B. Variation/ Deviation In Utilization Of Funds

(Rs. In Lakhs)

Original Object	Modified object, if any	Original Allocation	Amount utilized from 01.04.2024 to 30.09.2024	Amount unutilized as on 30.09.2024	Amount utilized from 01.10.2024 To 31.03.2025	Amount unutilized as on 31.03.2025
Funding of expenses proposed to be incurred towards obtaining various certifications from the Federal Aviation Administration ("FAA") and the European Union Aviation Safety Agency ("EASA") for Wireless Streaming Server ("Aero-Hub") and Patented Inviseo tray table	Funding of expenses proposed to be incurred towards obtaining various certifications from the Federal Aviation Administration ("FAA") and the European Union Aviation Safety Agency ("EASA") for Wire-less Streaming Server ("AeroHub") and Pa-tented Inviseo tray table	350.00	250.00	119.72	Nil	The amount allocated for this object was reduced from ₹ 350 lakhs to ₹ 250 lakhs
Funding working capital requirements of our Company for manufacturing the Proposed Products and the working capital requirements of our Company in the ordinary course of business	Funding working capital requirements of our Company for manufacturing the Proposed Products and the working capital requirements of our Company in the ordinary course of business	850.00	784.57	154.39	Nil	The amount allocated for this object was reduced from ₹ 850 lakhs to ₹ 784.57 lakhs
Prepayment or re-payment of all or a portion of certain outstanding borrowings availed by our Company	Prepayment or re-payment of all or a portion of certain outstanding borrowings availed by our Company	250.00	95.65	95.65	Nil	The amount allocated for this object was reduced from ₹ 250 lakhs to ₹ 95.65 lakhs
General corporate purposes	General corporate purposes	381.64	202.62	0.00	Nil	The amount allocated for this object was reduced from ₹ 381.64 lakhs to ₹ 202.62 lakhs
IPO Expenses	IPO Expenses	194.56	186.81	186.81	Nil	The amount allocated for this object was reduced from ₹ 194.56 lakhs to ₹ 186.81 lakhs
--	Strategic Acquisition and Investment	--	506.55	506.55	Nil	Allocation of ₹ 506.55 lakhs towards additional objective of strategic Acquisition and Investment vide shareholders approval at EGM held on 6th March, 2025

Listing Of Securities

During the financial year 2023–24, your Company successfully completed its Initial Public Offering (IPO) and the equity shares were listed on the NSE Emerge Platform, the SME segment of the National Stock Exchange of India Limited (NSE), on January 23, 2024.

The equity shares of the Company are listed on NSE Emerge Platform under the symbol "MAXPOSURE", and ISIN is INE0ECC01022. The Company has also paid the requisite annual listing fees to NSE for the financial year 2024–25 and 2025-26.

Directors' Responsibility Statement

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, the Directors would like to state/confirm that:

(a) in the preparation of the annual accounts for the Financial Year ended on 31st March, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) the appropriate accounting policies have been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 2024-25 and of the profit and loss of the Company for that period;

(c) the proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities

(d) the annual accounts for the Financial Year ended on 31st March, 2025 have been prepared on a going concern basis;

(e) the Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively, and

(f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Significant And Material Orders Passed By The Regulators Or Courts

During the financial year ended March 31, 2025, no significant material orders were passed by any regulator, court, or tribunal which would impact the going concern status of the Company or its future operations.

Secretarial Standards

The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards, i.e., SS-1 and SS-2 issued by the Institute of Companies Secretaries of India.

Disclosure Under The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013

The Company has in place a policy on prevention of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been duly constituted to address complaints of sexual harassment.

In compliance with the latest regulatory requirements, the following is the summary of complaints received and resolved during the financial year 2024–25:

Particulars	Number
Complaints of sexual harassment received	0
Complaints disposed off during the year	0
Complaints pending for more than 90 days	0
Number of workshops or awareness programs conducted	3

The Company is committed to providing a safe and respectful workplace for all employees, and it conducts regular awareness programs and trainings to sensitize employees about the prevention of sexual harassment at work.

Disclosure Related To Insolvency And Bankruptcy Code, 2016

During the financial year 2024–25, no application was made or admitted under the Insolvency and Bankruptcy Code, 2016 (IBC) by or against the Company. Therefore, the requirement to disclose the details of any proceedings under the Code does not arise.

Details Of Difference Between Valuation At The Time Of One Time Settlement And At The Time Of Availing Loan

During the financial year 2024–25, the Company has not undertaken one time settlement with any bank or financial institution. Accordingly, the requirement to disclose differences in valuation under Rule 8(5)(xii) of the Companies (Accounts) Rules, 2014 is not applicable.

Compliance With The Maternity Benefit Act, 1961

The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961 during the financial year.

Acknowledgements

The Board of Directors places on record its sincere appreciation for the continued support and cooperation received from the shareholders, employees, customers, suppliers, bankers, financial institutions, regulatory authorities, and other stakeholders during the year.

We acknowledge the dedicated efforts and commitment of our employees across all levels, whose contributions remain vital to the Company's progress and growth.

For and on Behalf of the Board of Directors
Maxposure Limited

SD/-
Prakash Johari
Managing Director
DIN - 01891273

SD/-
Sweta Johari
Whole- time Director
DIN - 02770947

Place: New Delhi
Date: 01/09/2025

FORM NO. AOC-1

Statement containing salient features of the financial statement of Subsidiaries/associate companies /joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

S.No.	Particulars	Name of the subsidiary	
		Blue Bird Advertising Private Limited (Amt in Rs. Lakhs)	Neutral Digital Limited (Amt in Rs. Lakhs)
1.	Date since when subsidiary was acquired	26.12.2023	06.03.2025
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	No	No
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Not Applicable	Reporting currency: £ (Pounds) Exchange rate: 110.5345 INR
4.	Share capital	2	0.38
5.	Reserves & Surplus	144.69	374.63
6.	Total Assets	447.40	885.30
7.	Total Liabilities	300.71	510.29
8.	Investments	-	-
9.	Turnover	821.43	2,495.10
10.	Profit/ Loss before taxation	51.26	(30.78)
11.	Provision/ Credit for taxation	12.90	(79.55)
12.	Adjustment in respect of tax of earlier years	(0.26)	0
13.	Profit after taxation	38.62	48.77
14.	Proposed Dividend	-	-
15.	Extent of shareholding (in percentage)	100%	57.28%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations – **Nil**
2. Names of subsidiaries which have been liquidated or sold during the year. - **Nil**

Part "B": Associates and Joint Ventures

The Company does not have any Associates or Joint Ventures during the reporting period.

For and on Behalf of the Board of Directors
Maxposure Limited

SD/-
Prakash Johari
Managing Director
DIN - 01891273

SD/-
Sweta Johari
Whole- time Director
DIN - 02770947

SD/-
Uma Shanker Joshi
(CFO)

SD/-
Priya Kesari
(Company Secretary)

Place: New Delhi
Date: 01/09/2025

FORM NO. AOC-2

(Pursuant to Clause (h) of sub section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This Form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013, including certain arm's length transactions under third proviso thereto.

- Details of contracts or arrangements or transactions not at arm's length basis- **Nil**
- Details of material contracts or arrangement or transactions at arm's length basis

S. No	Name(s) of the Related Party	Nature of Relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value (In Rs. Lacs), if any	Date of approval by the Board	Amount paid as advances, if any (in Rs. Lacs)
1.	M/s Subcontinental Media Group Private Limited	Company in which Director is Director	Purchase of services	As per Purchase order	112.00	20/05/2024	Nil
2.	M/s Three Hands Infrastructure (India) Private Limited	Company in which Director is Director	Rent paid	9 Years	85.18	20/05/2024	Nil
3.	Aeroplay Entertainment Pte. Ltd.	Company in which Director is interested	Sale of services	As per Release order	16.43	20/05/2024	Nil
4.	Iconic Brands Group, INC	Company in which Director is Director	Sale of services	As per Release order	1.50	20/05/2024	Nil

All the transaction was entered in the ordinary course of business and at arm's length basis.

For and on Behalf of the Board of Directors
Maxposure Limited

SD/-
Prakash Johari
Managing Director
DIN - 01891273

SD/-
Sweta Johari
Whole- time Director
DIN - 02770947

Place: New Delhi
Date: 01/09/2025

FORM NO. MR-3

Secretarial Audit Report

For the Financial Year ended 31st March, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
Maxposure Limited
Ground Floor, 62, Okhla Industrial Estate
Phase – 3, South Delhi, New Delhi – 110020

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Maxposure Limited (hereinafter called the "Company"), bearing CIN: L22229DL2006PLC152087. The Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed with Regulatory Authorities, and other records maintained by the Company for the financial year ended on 31st March 2025 according to the provisions of:

i. The Companies Act, 2013 (the "Act") and the rules made there under.

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.

iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder.

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act), to the extent applicable:

1. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended to date;
3. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
4. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
5. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
6. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
7. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
8. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
9. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;
10. The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021;
11. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

vi. Other Applicable Laws:

a. The Information Technology Act, 2000 and The Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021

b. The Copyright Act, 1956

c. The Trademarks Act, 1999

d. The Cinematograph Act, 1952

e. The Press Council of India Act, 1978

f. The Cable Television Networks (Regulation) Act, 1995

g. The Consumer Protection Act, 2019

h. Bharatiya Vayuyan Adhiniyam, 2024

i. The Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act 2013

The Company has adequate and proper compliance mechanism system in place for compliance of aforementioned laws applicable. We have also examined compliance of with the applicable clauses of the following:

(i) Secretarial Standards formulated by the Institute of Company Secretaries of India and notified by the Central Government as amended time to time; and

(ii) The Listing Agreement entered into by the Company with the National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned herein above.

We further report that:

The Company has filed all required forms/e-forms before the regulatory authorities with or without additional fees.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive Directors, Independent Directors, and Woman Director. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors and or Committees of the Board. We noticed that all the decisions were approved by the respective Board/Committee and Shareholders without any dissent note.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with sector specific applicable laws, rules, regulations, and guidelines.

For Amit Shukla & Associates
Practicing Company Secretaries
Firm Regn No. S2017HR481400
(Peer Review Certificate No. 6100/2024)

SD/-
CS Amit Shukla
M. N. ACS 48811
C P No. 18190
UDIN: A048811G001063561

Date: 22/08/2025
Place: Noida

Note:

1. This report is to be read with our letter of even date which is annexed as Annexure-A, which shall be the integral part of the Report.

Annexure-A

Annexure to Secretarial Audit Report issued by Company Secretary in Practice (unqualified)

To
The Members
Maxposure Limited
Ground Floor, 62, Okhla Industrial Estate
Phase – 3, South Delhi, New Delhi – 110020

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes that were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we follow provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of the laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Amit Shukla & Associates
Practicing Company Secretaries
Firm Regn No. S2017HR481400
(Peer Review Certificate No. 6100/2024)

SD/-
CS Amit Shukla
M. N. ACS 48811
C P No. 18190
UDIN: A048811G001063561

Date: 22/08/2025
Place: Noida

Annual Report on CSR Activities

1. **Brief outline on CSR Policy of the Company.**

   The Corporate Social Responsibility is strongly connected with the principles of sustainability; an organization should make decisions based not only on financial factors, but also considering the social and environmental consequences. As a Corporate Citizen receiving various benefits out of society, it is our co- extensive responsibility to pay back in return to the society in terms of helping needy people by providing foods, clothes, etc., keeping the environment clean and safe for the society by adhering to the best industrial practices and adopting Corporate Social Responsibility is intrinsically linked with the principles of sustainability; an organization ought to make decisions not solely based on financial factors, but also considering the social and environmental implications. As a Corporate Entity benefiting significantly from society, it is our responsibility to reciprocate by assisting the needy through provisions of essentials such as food and clothing, maintaining a clean and secure environment by adhering to top industrial practices and adopting advanced technologies, and so forth. It is the Company's intention to positively impact the society in which it operates.

   With unwavering dedication to quality, well-being, sustainable growth, and corporate integrity, Maxposure Limited ("The Company") pledges, through this Corporate Social Responsibility (CSR) Policy Document, to integrate these same values into its corporate obligations and responsibilities.

   The main responsibilities of the Company towards society at large are to promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

2. **Composition of the CSR Committee.**

   Not Applicable

3. **Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.**

   https://maxposuremedia.com/wp-content/uploads/2025/01/Corporate-Social-Responsibility-Policy.pdf

4. **Provide the executive summary along with web-link(s) of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8, if applicable.**

   Impact Assessment under Rule 8(3) is not applicable to the Company.

5. **(a) Average net profit of the company as per section 135(5)**: Rs. 587.02 Lakhs

   (b) Two percent of average net profit of the Company as per section 135(5): Rs. 11.74 Lakhs

   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

   (d) Amount required to be set off for the financial year, if any: Nil

   (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 11.74 Lakhs

6. **(a) Amount spent on CSR Projects (both Ongoing Project and other than ongoing project):** Rs. 12 Lakhs

   (b) Amount spent in Administrative Overheads: Nil

   (c) Amount spent on Impact Assessment, if applicable: Nil

   (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 12 lakhs

   (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
12 Lakhs	Nil	NA	Nil	Nil	NA

(f) Excess amount for set-off, if any:

Sl. No.	Particulars	Amount (in Rs)
(i)	Two percent of average net profit of the company as per Section 135 (5)	11,74,037
(ii)	Total amount spent for the Financial Year	12,00,000
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	25,963
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	25, 963

7. **Details of Unspent CSR amount for the preceding three financial years:**

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under Section 135 (6) (in Rs)	Balance Amount in Unspent CSR Account under Section 135 (6) (in Rs)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso Section 135 (5), if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		
(i)	2023-24	-	-	-	-	-	-	-
(ii)	2022-23	-	-	-	-	-	-	-
(iii)	2021-22	-	-	-	-	-	-	-

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

   No assets were created or acquired through CSR amount spent during the Financial Year under review.

9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135 (5):**

   Not Applicable

For and on Behalf of the Board of Directors
Maxposure Limited

SD/-
Prakash Johari
Managing Director
DIN - 01891273

SD/-
Sweta Johari
Whole-time Director
DIN - 02770947

Place: New Delhi
Date: 01/09/2025

Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of Directors' Report for the year ended 31st March, 2025.

1. **Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:**

Name of the Director / KMP	Designation	Remuneration (in Rs. Lacs)	Ratio to Median Remuneration
Prakash Johari	Managing Director	48	9.61
Sweta Johari	Whole-time Director	33	6.61

Note: *Non-executive Directors were not paid any remuneration during the financial year, hence the ratio is not applicable.*

2. **Percentage increase in remuneration of each Director, CFO, Company Secretary in the financial year**:

Name	Designation	% Increase in Remuneration
Prakash Johari	Managing Director	33.89
Sweta Johari	Whole-time Director	7.32
Uma Shanker Joshi	CFO	20
Sakshi Mishra	Company Secretary	--

3. **The median remuneration of employees of the Company during the financial year was Rs. 4,99,500.**

4. **Percentage increase in the median remuneration of employees in the financial year:** 0.67%.

5. **Number of permanent employees on the rolls of the company as on 31st March, 2025:** 68 employees.

6. **Affirmation that the remuneration is as per the remuneration policy of the company:** The Board affirms that the remuneration paid is as per the Remuneration Policy of the Company.

Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with rule 5 (2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

It is hereby affirmed that:

(i) No employee of the Company was in receipt of remuneration for the financial year ended 31st March, 2025, in the aggregate, of ₹1.02 crore or more;

(ii) No employee was in receipt of remuneration for any part of the year at a rate which, in the aggregate, was more than ₹8.50 lakhs per month;

(iii) No employee of the Company was in receipt of remuneration which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-time Director, and does not hold by himself or along with his spouse and dependent children, 2% or more of the equity shares of the Company.

(iv) Top 10 Employees in terms of remuneration drawn during the financial year ended 31st March, 2025

S. No	Name of Employee	Designation	Gross Remuneration (in Rs. Lacs)	Nature of employment	Qualification & Experience	Date of commencement of employment	Age	% of Equity Shares Held	Whether Relative of any Director / Manager
1.	Prakash Johari	Managing Director	48	Permanent	Bachelors, 20+ years	01-04-16	45	37.43%	Yes
2	Sweta Johari	Whole-time Director	33	Permanent	Bachelors, 10+ years	01-04-18	40	2.20%	Yes
3	Sameer Sirdeshmukh	Project Manager-AeroHub	24	Permanent	MBA, 25+ years	01-03-24	46	-	NA
4	Jayita Bandyopadhyay	Editorial Director	23.72	Permanent	Master's, 25+ years	19-02-10	50	-	NA
5	Nikhil Tanawade	VP Sales- South	23.39	Permanent	MBA, 20+ years	20-02-17	51	-	NA
6	Pratik Misra	VP Sales- West	21.30	Permanent	Master's, 25+ years	14-03-16	45	-	NA
7	Sasha Somya	Client Acquisition & Management Head	20.78	Permanent	Bachelors, 15+ years	08-02-08	42	-	NA
8	Iftikhar Khan	General Manager – Sales	15.55	Permanent	MBA, 15+ years	09-02-16	41	-	NA
9	Naveen Tandon	AVP – Sales	15	Under Probation	Bachelors, 28 years	06-01-25	46	-	NA
10	Sanjay Premshankar Tiwari	AGM- Studio Operations	13.66	Permanent	Bachelors, 12+ years	11-07-19	37	-	NA

For and on Behalf of the Board of Directors
Maxposure Limited

SD/-
Prakash Johari
Managing Director
DIN - 01891273

SD/-
Sweta Johari
Whole-time Director
DIN - 02770947

Place: New Delhi
Date: 01/09/2025

Management Discussion And Analysis Report

For the Financial Year ended 31st March, 2025

(Pursuant to Regulation 34(2)(e) read with Schedule V of the SEBI (LODR) Regulations, 2015)

1. Industry Structure And Developments

Maxposure Limited ("the Company") is a leading player in the media, entertainment, and aviation-focused content and advertising space. With core strengths in content marketing, inflight entertainment, advertising, technology and experiential/ immersive marketing, the Company offers integrated marketing and communication solutions across platforms.

The Indian Media and Entertainment (M&E) industry remains one of the fastest-growing globally, driven by robust digital adoption, favorable demographics, and rising advertiser spend. According to FICCI-EY 2025 report, the landscape of the Indian Media and Entertainment (M&E) has undergone a significant transformation, with digital media finally breaking television's 20-year stronghold to become the largest segment in the industry, contributing 32% of total revenues. Moreover, as per the report, the industry reached ₹2.6 lakh crore and is expected to grow at a CAGR of 9–11% over the next five years.

The report also shows that the Advertising revenue grew by 8.1%. The growth was led by performance advertising on digital media, including spending on e-commerce platforms, growth in demand for premium and digital Out-of-Home (OOH) media, print and radio retail revenues.

The AR & VR market showed rapid growth in India and is driven by increasing investments in digital education and immersive entertainment technologies. According to Statistica, the Revenue in this sector is expected to show an annual growth rate (CAGR 2025-2029) of 8.18%, resulting in a projected market volume of US$1.3bn by 2029.

In aviation, the DGCA reported India surpassed 150 million domestic passengers in FY 2024–25, exceeding pre-pandemic levels. With the resurgence of global air travel, focus has shifted towards ancillary revenues (inflight advertising), content-driven engagement, and passenger personalisation. This evolving environment aligns strongly with Maxposure's services and business models.

2. Opportunities And Threats

Opportunities

1. **Expanding Aviation Market**

   India is set to become the world's third-largest aviation market by 2030, creating immense potential for inflight services and passenger engagement. With a captive and growing passenger base, Maxposure is strategically positioned to deepen airline partnerships and monetisation models. Additionally, the company is scaling its technology offerings to enhance inflight entertainment and elevate the passenger experience.

2. **Surge in Digital Content and Advertising**

   India's digital content market is projected to exceed $24 billion by 2028. Maxposure's expertise in crafting diverse, high-quality digital content across genres positions it well to capitalise on this explosive growth. The digital advertising market, growing at 11% CAGR, presents further revenue opportunities.

3. **Rise of Vernacular and Regional Content**

   The increasing demand for localized and multi-lingual content aligns with Maxposure's core strength in regional storytelling and talent acquisition. This trend opens up new avenues expanding both reach and relevance.

4. **Robust Advertising Market Growth**

   India's overall advertising revenue is expected to grow at a CAGR of 8% through 2027—driven by 11% growth in digital media and 3% in traditional formats. Maxposure's pan-India presence and proven advertising capabilities uniquely position it to tap into this growth for scalable revenue expansion across its client portfolio.

5. **Government & Tourism Collaborations**

   Ongoing partnerships with tourism boards, central ministries and PSUs ensure long-term contracts and recurring income streams. Maxposure's trusted relationships in the public sector are a key strategic advantage for its various service offerings from content marketing, advertising and technological solutions.

6. **Expansion into Experiential and Immersive Technologies**

   India's user base for immersive tech is expected to reach over 770 million by 2029, with user penetration rising from 44.8% in 2025 to 51.2%. Maxposure's acquisition of UK based Neutral Digital strengthens its ability to offer immersive experiences, creating new revenue streams in inflight entertainment, tourism, and branded content.

7. **Global Expansion through MAAS (Media as a Service)**

   Maxposure is actively targeting international markets by offering integrated Media as a Service solutions across content marketing, advanced technological solutions, and immersive experiences. The company is focused on securing global clients in aviation, luxury, real estate, and tourism—further diversifying its portfolio and revenue base.

Threats

1. **High Competition:** Intense competition in content licensing and digital media may affect margins.
2. **Tech Disruptions:** Rapid changes in inflight technology (IFEC) necessitate ongoing investments in R&D.
3. **Regulatory Constraints:** Advertising and data privacy regulations in aviation and digital sectors may impact operations.
4. **Currency & Economic Volatility:** Global macroeconomic trends and forex fluctuations could influence profitability.
5. **Talent Retention:** Creative and tech talent retention remains a priority in a competitive environment.

3. Segment / Product-Wise Performance

During FY 2024–25, the Company operated under four core business verticals:

a. Content Marketing

Maxposure continued to deliver high-quality, engaging content across travel, lifestyle, and automotive sectors. Serving both private enterprises and government clients, the company produced content for a diverse mix of traditional and digital platforms. With a strong focus on storytelling, regional language capability, and design excellence, this vertical remained a key pillar of brand engagement and visibility for clients.

b. In-flight Advertising

This vertical benefited significantly from the resurgence in domestic air travel, resulting in higher inventory utilization. New brand partnerships, the development of proprietary IPs, and an integrated sales strategy helped enrich the inflight advertising portfolio. These efforts positioned Maxposure as a leading media partner for airlines, offering end-to-end solutions that blend content, technology, and advertising.

c. Experiential Marketing

Following the strategic acquisition of UK based Neutral Digital, this vertical evolved to focus on delivering high-impact immersive experiences through cutting-edge technology. Leveraging AR, VR, XR, 3D visualisations, CGI and interactive media, Maxposure now offers solutions that span virtual brand experiences, through immersive and experiential marketing targeting industries like aviation, real estate and tourism.

d. Technology

This vertical focused on developing and deploying innovative digital solutions to enhance customer engagement and content delivery for airlines through AeroHub. From inflight entertainment systems to immersive technologies (AR/VR), Maxposure continued to invest in tech-driven products that support personalisation, interactivity, and seamless media integration across platforms.

4. Outlook

The outlook for FY 2025–26 is positive with anticipated growth in the content marketing, technology, advertising and experiential marketing segments. The company will focus on scaling its global presence, deepening technology integration, and expanding service capabilities across the aviation, tourism, automobile, luxury, and real estate sectors. Maxposure aims to evolve into a full-spectrum MAAS provider, delivering value through content marketing, inflight media, immersive technology, and tech innovations.

Strategic Priorities:

- **Expand AeroHub globally:** Maxposure is actively pursuing the global expansion of AeroHub, its proprietary inflight entertainment and content platform. As airlines increasingly seek cost-effective, portable, inflight entertainment solutions, AeroHub is uniquely positioned to meet these needs with its engaging user interface and seamless integration capabilities.
- **Strengthen Content Marketing:** Maxposure aims to further enhance its leadership in content marketing by deepening its presence across both domestic and international markets. The expansion will be supported by continued investment in content innovation, regional talent development, and stronger integration with digital and immersive technologies.
- **Capitalise on rising demand for Immersive Technology:** Maxposure is well-positioned to leverage the growing global demand for immersive and experiential digital content across multiple high-value sectors, including aviation, tourism and real estate. The company will continue to invest in R&D for experiential digital content, immersive solutions and extender reality.
- **Develop partnerships** and branded content experiences and intellectual properties..
- Explore **acquisitions** for international expansion.

The Company is strategically positioned to capitalise on market opportunities while navigating economic uncertainties with resilience.

5. Risks And Concerns

a) Market Risks: Dependency on aviation sector performance.

b) Technology Risks: Obsolescence due to rapid tech evolution.

c) Competitive Risks: Market entry by global players.

d) Regulatory Risks: Changes in advertising and digital regulations.

e) Economic Risks: Cyclical changes in ad-spend patterns.

6. Internal Control Systems And Their Adequacy

The Company has implemented robust internal controls covering:

- Order-to-cash cycle
- Vendor onboarding
- Rights management and licensing
- Financial and statutory compliance

Internal audits were conducted by M/s Arun K Agarwal & Associates, Chartered Accountants. The Audit Committee reviewed observations and monitored corrective actions. The Board confirms adequacy and effectiveness of internal controls.

7. Discussion On Financial Performance With Respect To Operational Performance

Key Consolidated Financial Metrics for FY 2024–25:

Revenue from Operations: ₹6,328.16 Lakhs (↑ 33.85%)

Total Income: ₹6,462.99 Lakhs (↑ from ₹4,814.43 Lakhs)

Profit Before Tax (PBT): ₹1,099.67 Lakhs

Profit After Tax (PAT): ₹850.10 Lakhs (↑ from ₹810.58 Lakhs)

Earnings Per Share (EPS): ₹3.74 (↑ from ₹ 3.56)

The Company continues to expand both organically and inorganically through new client wins, international projects, and product innovations.

8. Material Developments In Human Resources/ Industrial Relations

The Company continues to invest in its people through:

- Hiring creative talent in branded content, digital media, immersive technology, etc.
- Training on leadership, analytics, and ad-tech platforms.
- Focus on employee well-being and engagement.
- POSH training and diversity initiatives.

Industrial relations remained cordial during the year.

9. Key Financial Ratios

RATIOS	Numerator	Denominator	FY 2025	FY 2024
Current Ratio	Current Assets	Current Liabilities	2.04	2.98
Debt Equity Ratio	Long Term Borrowings +Short Term Borrowings	Shareholder's Fund	0.12	0.03
Debt Service Coverage Ratio	Earning for Debt services	Interest & Lease Payments + Principal Repayments	23.84	30.10
Return on Equity Ratio	Net profit after tax - Preference Dividend	Shareholder's Equity	12.98	13.72
Inventory Turnover Ratio	Cost of goods sold	Average Inventory	5.43	4.51
Trade Receivables Turnover Ratio	Credit Sales	Average Trade Receivables	0.86	3.11
Trade Payables Turnover Ratio	Credit Purchase	Average Trade Payables	0.34	0.23
Net Capital Turnover Ratio	Net Sales	Average Working Capital	0.63	3.87
Net Profit Ratio	Net profit after Tax	Net Sales	15.56	18.02
Return On Capital Employed	Earnings Before Interest and Tax	Capital Employed	15.28	19.73
Debtor Turnover Ratio	Turnover	Average Debtors	3.43	3.11
Interest Coverage Ratio	Earnings Before Interest and Tax	Interest Expense	80.79	28.73
Operating Profit Margin (%)	Earnings Before Interest and Tax	Net Sales	21.05%	26.42%

10. Changes In Return On Net Worth (RoNW)

RoNW for FY 2024–25 stood at 13.88%, down from 17.86% in FY 2023–24. This change reflects a higher average Net Worth base due to increased profits over the previous two years.

11. Disclosure On Accounting Treatment

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with the relevant provisions of the Act, as applicable. There has been no deviation from the prescribed Accounting Standards in the preparation of these financial statements.

12. Compliance And Governance

The Company maintains high standards of compliance and governance. Regular internal audits, standard operating procedures, and risk assessments are in place to ensure regulatory adherence.

13. Cautionary Statement

Statements in this MD&A describing the Company's objectives, expectations, or predictions may be forward-looking. Actual results may vary materially depending on market dynamics, aviation industry growth, digital adoption, regulatory changes, and overall economic conditions.

Compliance Certificate

[Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Board of Directors
Maxposure Limited

A. We have reviewed Financial Statements and the cash flow statement for the Financial Year ended March 31, 2025, and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which is fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit Committee the:

1. Significant changes in internal control over financial reporting during the year;
2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For and on Behalf of the Board of Directors
Maxposure Limited

Place: New Delhi
Date: 28/05/2025

SD/-
Prakash Johari
Managing Director

SD/-
Uma Shanker Joshi
CFO

Independent Auditor's Report

To the Members of **Maxposure Limited**

(Formerly Known as "Maxposure Private Limited" and "Maxposure Media Group India Private Limited")

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **MAXPOSURE LIMITED** (the "Company") which comprise the standalone balance sheet as at 31st March 2025, and the standalone statement of profit and loss, statement of cash flow for the year ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information hereinafter referred to as a "Financial Statement"

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements for the year ended on 31st March 2025 give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, and its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be key audit matters to be communicated in our report.

Key Audit Matter	Principal audit procedure performed
The company drives its revenue from Sale of Services mainly In-flight Entertainment, Advertisement, Content Marketing & Technology The revenue is recognized at the time of completion of services or part thereof.	In view of the significance of the matter we applied the following audit procedures on selected specific and statistical samples of contracts, among others to obtain sufficient audit evidence: 1. Assessed the appropriateness of the revenue recognition is in accordance with the applicable accounting standard and accounting policies. 2. Verified the contract with customers made in this regard and revenues accounted under proportionate Completion method.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and auditor's report thereon.

The Company Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard except as below:

We draw attention to the fact that the Company Secretary and Compliance Officer of the Company has resigned subsequent to the balance sheet date but prior to the date of this audit report. Although this event does not affect the financial results for the year ended March 31, 2025, it is a significant event with implications on the Company's corporate governance framework and compliance monitoring functions. Our opinion is not modified in respect of this matter.

Responsibilities of the Management and Those charged with governance for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act 2013 ("The Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the Financial Position, Financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken based on these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risk of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether adequate internal financial controls systems are in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation
- Materiality is the magnitude of misstatement in the standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatement in the Financial Statements.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we may have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A' statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The Company has Two branches (Delhi & Mumbai), accounts of all branch office of the company are not audited by a person other than the company's auditor. hence, the provisions of section 143(3)(c) is not applicable.

   (d) The standalone balance sheet, the standalone statement of profit and loss, the Standalone statement of cash flows dealt with by this Report agree with the books of account.

   (e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act,.

   (f) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31st , 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

   (g) There are no observations or comments on financial transactions or matters which have any adverse effect on the functioning of the company.

   (h) There is no any qualification, reservation or adverse remark relating to maintenance of accounts and other matters connected therewith.

   (i) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.

   (j) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   (k) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   k.i. The Company does not have any pending litigations which would impact its financial position

   k.ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   k.iii. There have been no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

   k.iv. (1) The management has represented that, to the best of its knowledge and belief, no funds (Which are material either Individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

   - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the ultimate beneficiaries.
   - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

   The management has represented, that, to the best of its knowledge and beliefs, no funds (Which are material either individually or in the aggregate) have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

   - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties or Ultimate Beneficiaries.
   - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

   (2) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of rule 11(e) as provided under clause (1) and (2) contain any material misstatement.

   k.v. The company has neither declared nor paid any dividend during the year. Hence, reporting the compliance with section 123 of the Act is not applicable.

   k.vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account for the financial year ended March 31, 2025, which has a feature of recording audit trail (edit log) facility and the same has been operative throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

   As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.

For **Manish Pandey & Associates**
Chartered Accountants
Firm's Registration No.: 019807C

SD/-
Garima Gulati
Partner
Membership No.: 420785
UDIN: 25420785BMXIDF7953

Place: New Delhi
Date:28/05/2025

Annexure "A" To Independent Auditors' Report

(Referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of Maxposure Limited of even date)

Report on the Companies (Auditor's Report) Order, 2020, issued in terms of Section 143(11) of the Companies Act, 2013 ("the Act") of Maxposure Limited ("the Company"):

i. The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the period ended 31st March, 2025, On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us we report that:

a. In respect of company's property, plant and equipment:

i. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

ii. The Company has maintained proper records showing full particulars of intangible assets.

b. According to the information and explanations given to us and based on our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals; .In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its Property, Plant and Equipment. According to the information and explanations given to us, no material discrepancies were noticed on such verification of Property, Plant and Equipment.

c. According to the information and explanations given to us on the basis of our examination of the records of the Company, the Company do not have any immovable properties during the year.

d. According to the information and explanations given to us on the basis of our examination of the records of the Company, the Company has not revalued any of its Property, Plant and Equipment during the financial year.

e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.

ii. In respect of its Inventories:

a. As explained to us, inventories have been physically verified by the management at reasonable intervals during the year and discrepancies noticed on physical verification of inventory as compared to the book records did not exceed 10% or more in the aggregate for any class of inventory.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii) (b) of the Order is not applicable to the Company.

iii. In respect of Investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:

a) The company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity and hence reporting under clause 3(iii)(a) is not applicable to the Company.

b) According to the information and explanations given to us, investment made are in the ordinary course of business and accordingly, in our opinion, are not prejudicial to the Company's interest. The Company has not provided any guarantees, given any security and the terms and granted any loans and advances in the nature of loans and guarantees.

c) The Company has not granted any loans or advances in the nature of loans and hence reporting under clauses 3(iii)(c), (d), (e)and (f) of the Order is not applicable to the Company

iv. According to the information and explanations given to us and on the basis of our examination of records, the Company has not given any loans, or provided guarantees or securities, as specified under section 185 and 186 of the Companies Act, 2013

v. The company has not accepted deposits and does not have any unclaimed deposits within the meaning of sections 73 to 76 of the Act, 2013 and the Companies (Acceptance of Deposits) Rules,2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the companies Act, 2013 for the business activities carried out by the company, thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. In respect of payment/non-payment of statutory dues:

a. In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have been regularly deposited with the appropriate authorities by the Company, though there have been delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year end for a period of more than six months from the date they became payable.

b. According to the information and explanations given to us, there were no dues in respect of income tax, sales tax, service tax, value added tax, goods and service tax, duty of custom, duty of excise, cess and other statutory dues which have not been deposited on account of any dispute.

viii. According to the information and explanation given to us and on the basis of our examination of the records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961. Accordingly, clause 3 (viii) of the Order is not applicable.

ix. In respect of loans and other borrowings:

a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayments of loans or other borrowings or in the payment of interest thereon from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable to the Company.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

c. In our opinion and according to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.

d. On examination of the financial statements of the Company, the Company has not raised any funds on short term basis which has been used for long-term purposes hence reporting under clause 3(ix)(d) of the Order is not applicable.

e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, hence reporting on clause 3(ix) (e) of the Order is not applicable. The Company does not hold any investment in any joint venture and associate.

f. The Company has not raised any loans on the pledge of securities held in its subsidiaries during the period and hence reporting on clause 3(ix) (f) of the Order is not applicable. The Company does not hold any investment in any joint venture and associate.

g. The Company has not issued any of its securities (Including debt instruments) during the year and hence reporting under clause (x)(a) of the order is not applicable.

h. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally) under Section 42 and 62 of the Act during the year, Accordingly, clause 3 (x)(b) of the Order is not applicable.

x. In respect of Frauds noticed/reported:

a. According to the information and explanations given to us and on the basis of our examination of the books and records, no fraud by the Company or on the Company has been noticed or reported during the year.

b. According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c. According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

xi. Company is not a Nidhi company. Accordingly, Clause 3(xii) of the Order is not applicable

xii. According to the information and explanations given to us, the transactions entered by the Company with the related parties are in compliance with Section177 and 188 of the Act where applicable and details of such transactions have been properly disclosed in the notes to the standalone financial statements as required by the applicable accounting standards.

xiii. In respect of company's Internal Audit:

a. To the best of our knowledge the company has an internal audit system which is commensurate with the size and nature of its business.

b. We have not considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, Clause 3(xv) of the Order for reporting the provisions of section 192 of the Companies Act is not applicable.

xv. a. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) (a), & (b) of the Order is not applicable.

b. The Company is not a Core Investment Company and there is no core investment company within the group. Accordingly, paragraph 3(xvi) (c) & (d) of the Order is not applicable.

xvi. According to the information and explanations given to us, the company has not incurred cash losses in the current and in the immediately preceding financial year

xvii. There has been no resignation of the statutory Auditors during the year.

xviii. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xix. According to the information and explanations given to us and on the basis of our examination of the records, there are no amounts unspent in respect of corporate social responsibility towards ongoing or other than ongoing projects and hence reporting under clause 3(xx) (a) and (b) of the Order is not applicable to the Company.

xx. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Manish Pandey & Associates**
Chartered Accountants
Firm's Registration No.: 019807C

SD/-
Garima Gulati
Partner
Membership No.: 420785
UDIN: 25420785BMXIDF7953

Place: New Delhi
Date: 28/05/2025

Annexure "B" To Independent Auditors' Report

Annexure "b" to the independent auditor's report on the standalone financial statements of basilic Maxposure Limited for the year ended 31 March, 2025

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Maxposure Limited (the "Company") as of March 31st, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date

Management's Responsibilities for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls with Reference to Financial Statements

Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A. Company's internal financial control over financial reporting includes those policies and procedures that

(1) Pertain to the maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control

over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial. controls over financial reporting were operating effectively as at March 31st, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Manish Pandey & Associates**
Chartered Accountants
Firm's Registration No.: 019807C

SD/-
Garima Gulati
Partner
Membership No.: 420785
UDIN: 25420785BMXIDF7953

Place: New Delhi
Date: 28/05/2025

Notes to Standalone Financial Statement

1.1 Company Overview

Maxposure Limited is a company Incorporated on August 17, 2006, formerly known as "Maxposure Media Group India Private Limited". The corporate identification number of the company is U22229DL2006PLC152087 with its registered office situated at Ground Floor, 62, Okhla Industrial Estate, Phase - 3, South Delhi, New Delhi, India, 110020. The company has been converted from Private Company to Public Company on November 03, 2023. The Company has by way of Initial Public Offer (IPO) and listed on Emerge Platform of National Stock Exchange of India Limited on 23rd of January, 2024 with Corporate Identification Number U22229DL2006PLC152087.

The company is engaged in the business of providing media and entertainment services like Inflight Entertainment, Content Marketing, Advertisement and technology.

1.2 Significant Accounting Policies

a Basis of preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (India GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b Revenue recognition

The company derives its revenues primarily from Sale of Inflight Entertainment, Content Marketing, Advertisement and technology.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured in accordance with AS-9, Revenue Recognition. Sales are recognized on accrual basis, and only after transfer of services to the customer.

Revenue from services provided under fixed price contracts, where the outcome can be estimated reliably, is recognized following the proportionate completion method, where revenue is recognized in proportion to the progress of the contract activity.

c Property Plant and Equipment including Intangible assets

Property Plant and Equipment's are stated at cost, less accumulated depreciation. Cost includes cost of acquisition including material cost, freight, installation cost, duties and taxes, and other incidental expenses, incurred up to the installation stage, related to such acquisition. Property Plant and Equipment's purchased in India in foreign currency are recorded in Rupees, converted at the exchange rate prevailed on the date of purchase. Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

d Depreciation & Amortisation:

The Company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013 and calculated the depreciation as per the Written Down Value (WDV) method. Depreciation on new assets acquired during the year is provided at the rates applicable from the date of acquisition to the end of the financial year. In respect of the assets sold during the year, depreciation is provided from the beginning of the year till the date of its disposal. Intangible assets are amortised on a straight-line basis over the estimated useful life as specified in Schedule II of the Companies Act 2013. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss. In respect of the assets sold during the year, amortisation is provided from the beginning of the year till the date of its disposal.

Useful life of Property, Plant and Equipment's

Category	Useful Life
Computer & Accessories	3-6 Years
Furniture & Fittings	10 Years
Office Equipment	5 Years
Plant & Machinery	3 Years
Printer & Scanner	13 Years
Vehicles	8 Years

e Impairment of assets

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognised wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. Reversal of impairment loss is recognised immediately as income in the profit and loss account.

f Use of estimates

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and

disclosures relating to contingent assets and liabilities as at the date of the financial statements and the reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, income taxes, post - sales customer support and the useful lives of Property Plant and Equipment's and intangible assets.

1.3 Inventories

The company has been maintaining inventories of paper as on 31.03.2025 and the same has been valued at Lower of Cost or Net realisable value.

1.4 Prior Period Items

There is NIL prior period item during the year.

1.5 Segment Reporting

Operating segments are defined as components of an entity where discrete financial information is evaluated regularly by the chief operating decision market ("CODM") in deciding allocation of resources and in assessing performance. The Board of Director's is its CODM. The Company's CODM reviews financial information presented on a consolidated basis for the purposes of making operating decisions, allocating resources, and evaluating financial performance. As such, the Company has determined that it operates in one operating and reportable segment.

1.6 Foreign currency transactions

Domestic Operation:

I. **Initial recognition:** A foreign currency transaction should be recorded, on initial recognition in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

II. **Measurement:** Foreign currency monetary items should be reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency should be reported using the exchange rate at the date of the transaction. Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency should be reported using the exchange rates that existed when the values were determined.

III. **Treatment of Foreign exchange:** Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expenses in the Statement of Profit and Loss.

1.7 Taxes on Income

Income Tax expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" for both Current Tax and Deferred Tax stated below:

A. **Current Tax:** Provision for current tax is made in accordance with the provisions of the Income Tax Act, 1961.

B. **Deferred Tax**: Deferred tax is recognised, subject to the consideration of prudence, as the tax effect of timing difference between accounting income and the corresponding tax bases used in the computation of taxable income for the current accounting year using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carried forward losses, that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

1.8 Provisions and Contingent Liabilities

A provision is recognised if, as a result of past event, the Company has a present legal obligation that can be estimated reliably and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.9 Earnings Per Share

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

1.10Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and Cheque in hand, balance with bank, demand deposits with banks and other short term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where it has a short maturity of three months or less from the date of acquisition.

1.11 Cash Flow Statement

Cash flows are reported using indirect method, whereby net profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal. For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.

1.12 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

1.13 Borrowings

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

1.14 Other Income

Interest income is accounted on accrual basis. Income other than interest income is accounted for when right to receive such income is established

Standalone Balance Sheet as at March 31, 2025

(Rs. In Lakhs)

Sr. No.	Particulars	Note No.	As at 31-03-2025	As at 31-03-2024
I	**Equity And Liabilities**			
1	**Shareholders Funds**			
	(a) Share Capital	2	2,274.10	2,274.10
	(b) Reserves & Surplus	3	4,187.71	3,349.28
			6,461.81	**5,623.38**
2	**Non-current liabilities**			
	(a) Long-Term Borrowings	4	78.17	114.50
	(b) Long-Term Provisions	5	95.20	72.90
	(c) Deferred Tax Liabilities (net)	6	0.44	-
			173.81	**187.40**
3	**Current Liabilities**			
	(a) Short-Term Borrowings	7	701.41	33.55
	(b) Trade Payables	8		
	(A) total outstanding dues of micro enterprises and small enterprises; and		-	8.91
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises		228.62	393.91
	(c) Other Current Liabilities	9	165.99	246.12
	(d) Short-Term Provisions	10	644.06	565.85
			1,740.07	**1,248.34**
	TOTAL		**8,375.70**	**7,059.12**
II	**Assets**			
1	**Non Current Assets**			
	(a) Property, Plant & Equipment & Intangible Assets	11		
	(i) Property, Plant and Equipment		312.23	321.56
	(ii) Intangible Assets		21.98	3.03
	(iii) Capital WIP		32.28	-
	(b) Non Current Investments	12	3,842.61	2,793.15
	(c) Deferred Tax Assets (net)	13	-	5.57
	(d) Long Term Loan & Advance	14	41.78	50.20
	(e) Other Non-Current Assets	15	573.95	170.36
			4,824.83	**3,343.87**
2	**Current Assets**			
	(a) Inventories	16	38.38	40.63
	(b) Trade Receivables	17	1,540.25	1,603.11
	(c) Cash and Cash Equivalents	18	1,106.11	1,887.86
	(d) Short-Term Loans and Advances	19	516.25	86.51
	(e) Other Current Assets	20	349.88	97.14
			3,550.87	**3,715.26**
	TOTAL		**8,375.70**	**7,059.12**

The accompanying notes are integral part of financial statements 1
As per our report of even date attached here with

For **Manish Pandey & Associates**
Chartered Accountants
FRN: 019807C

SD/-
Garima Gulati
(Partner)
Membership No. - 420785
UDIN : 25420785BMXIDF7953

Place: New Delhi
Date: 28/05/2025

For and on behalf of the Board of Directors
Maxposure Limited

SD/-
Prakash Johari
Managing Director
DIN - 01891273

SD/-
Sweta Johari
Whole-time Director
DIN - 02770947

SD/-
Uma Shanker Joshi
(CFO)

SD/-
Priya Kesari
(Company Secretary)

Statement of Standalone Profit and Loss Account
for the year ended March 31, 2025

(Rs. In Lakhs)

Particulars	Note No.	For the half -year ended			For the Year ended	
		31-03-2025	30-09-2024	31-03-2024	31-03-2025	31-03-2024
		Audited	Unaudited	Audited	Audited	Audited
I. Revenue from Operations	21	2,584.03	2,806.03	2,265.24	5,390.06	4,281.38
II. Other Income	22	61.59	76.73	50.45	138.32	85.32
III. Total Income (I + II)		**2,645.62**	**2,882.76**	**2,315.69**	**5,528.38**	**4,366.69**
IV. Expenses:						
Cost of material consumed	23	94.41	119.92	89.21	214.33	176.68
Direct Expenses	24	1,389.85	1,500.28	1,265.59	2,890.13	2,058.56
Employee benefits expense	25	329.32	373.53	342.42	702.85	592.76
Finance costs	26	24.10	5.87	23.21	29.97	52.18
Depreciation and amortization expense	27	38.86	36.91	28.51	75.77	53.75
Other expenses	28	290.52	204.10	151.14	494.63	429.40
IV. Total Expenses		**2,167.05**	**2,240.61**	**1,900.09**	**4,407.67**	**3,363.33**
V. Profit before exceptional and extraordinary items and tax (III - IV)		478.56	642.14	415.60	1,120.71	1,003.36
VI. Exceptional items & Extraordinary Items -Prior Period Items		-	-	-0.50	-	-88.47
VII. Profit before tax (V- VI)		**478.56**	**642.14**	**416.10**	**1,120.71**	**1,091.83**
VIII. Tax expense:		-	-	-	-	-
MAT credit entitlement		-	-	-	-	-
Current Tax		107.09	169.17	2.91	276.26	303.68
Deferred Tax		13.56	(7.55)	(2.52)	6.01	16.76
Earlier year tax expenses		-	-	-	-	-
Total Tax Expense		120.65	161.62	0.39	282.27	320.44
IX . Profit (Loss) for the period (VII-VIII)		357.90	480.53	415.71	838.43	771.39
X. Earnings per equity share:						
(1) Basic		1.57	2.11	1.83	3.69	3.39
(2) Diluted		1.57	2.11	1.83	3.69	3.39

The accompanying notes are integral part of financial statements
As per our report of even date attached here with

For **Manish Pandey & Associates**
Chartered Accountants
FRN: 019807C

SD/-
Garima Gulati
(Partner)
Membership No. - 420785
UDIN : 25420785BMXIDF7953

Place: New Delhi
Date: 28/05/2025

For and on behalf of the Board of Directors
Maxposure Limited

SD/-
Prakash Johari
Managing Director
DIN - 01891273

SD/-
Sweta Johari
Whole-time Director
DIN - 02770947

SD/-
Uma Shanker Joshi
(CFO)

SD/-
Priya Kesari
(Company Secretary)

Standalone Cash Flow Statement for the year ended March 31, 2025

(Rs. In Lakhs)

	Particulars	For the Period Ended	
		31/03/2025	31/03/2024
A	**Cash Flow From Operating Activities:**		
	Net Profit before tax	1,120.71	1,091.83
	Depreciation & Amortisation	75.77	53.75
	Finance Cost	29.97	52.18
	(Profit)/ Loss on Sale of Investments	25.02	14.68
	Provision for Gratuity	1.79	3.64
	Provision for Leave Encashment	(126.63)	(62.19)
	Interest Income Received	-	5.01
	Profit on Sale of Fixed Asset	-	-
	Operating Profit before Working Capital Changes Adjusted for:	**1,126.61**	**1,158.90**
	(Decrease)/Increase in Long Term & Short Term Provisions	(238.88)	-
	(Decrease)/Increase in Other Current Liabilities	(80.13)	(37.73)
	(Decrease)/Increase in Trade Payables	(174.21)	(664.75)
	(Increase)/Decrease in Inventories	2.25	(3.08)
	(Increase)/Decrease in Trade Receivables	62.87	(451.68)
	(Increase)/Decrease in Loan and Advances	(421.31)	(3.42)
	(Increase)/Decrease in Other Assets	(656.33)	(88.85)
		(1,505.73)	**(1,249.51)**
	Cash generated/(used) From Operations	**(379.12)**	**(90.61)**
	Income Tax Paid	-	-
	Net Cash generated/(used in) from Operating Activities (A)	**(379.12)**	**(90.61)**
B	**Cash Flow From Investing Activities:**	-	
	Net Purchase of property, plant & equipment and intangible assets	(117.68)	(203.55)
	Sale of property, plant & equipment	-	7.66
	Interest Income Received	126.63	62.19
	Investment in Subsidiaries	(1,049.46)	(145.00)
	Non Current Investment	-	(157.71)
	Net Cash used in Investing Activities (B)	**(1,040.52)**	**(436.41)**
C	**Cash Flow From Financing Activities:**		
	Proceeds/(Repayment) of Borrowings	667.86	(112.55)
	Fresh Issue of Share (including Securities Premium)	-	2,026.20
	Finance Cost Paid	(29.97)	(52.18)
	Loan & advance Recovered	-	516.65
	Share Issue Expenses	-	(186.81)
	Net Cash used in Financing Activities (C)	**637.89**	**2,191.32**
	Net Increase/(Decrease) in Cash and Cash Equivalents	(781.74)	1,664.30
	Cash and Cash Equivalents at the beginning of the year	1,887.86	223.56
	Cash and Cash Equivalents at the end of the year	1,106.11	1,887.86

The accompanying notes are integral part of financial statements
As per our report of even date attached here with

For **Manish Pandey & Associates**
Chartered Accountants
FRN: 019807C

SD/-
Garima Gulati
(Partner)
Membership No. - 420785
UDIN : 25420785BMXIDF7953

Place: New Delhi
Date: 28/05/2025

For and on behalf of the Board of Directors
Maxposure Limited

SD/-
Prakash Johari
Managing Director
DIN - 01891273

SD/-
Sweta Johari
Whole-time Director
DIN - 02770947

SD/-
Uma Shanker Joshi
(CFO)

SD/-
Priya Kesari
(Company Secretary)

Notes to the Standalone Financial Statements

NOTE 2: Share Capital

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Authorised		
Equity Share Capital	2,290.00	2,290.00
2,29,00,000 (previous year : 2,29,00,000) equity shares of ₹10 each		
Preference Share Capital		
16,00,000 (previous year: 16,00,000) compulsorily convertible preference shares of ₹10 each	160.00	160.00
	2,450.00	**2,450.00**
Issued, Subscribed & Fully Paid-up		
Equity Share Capital		
2,27,40,950 (Previous Year:- 22740950) Equity Share @ 10 Each	2,274.10	2,274.10
TOTAL	**2,274.10**	**2,274.10**

Note 2A: Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

(In Number)

Particulars	As at 31-03-2025	As at 31-03-2024
Shares outstanding at the beginning of the year (Nos.)	2,27,40,950	3,32,01,900
Add: Issue of Bonus Share as on 07-Oct-2023 u/s 63 (Read with rule 14 of Companies (Share Capital & Debentures) Rules 2014	-	13,28,07,600
Equity Shares @ Rs. 1 before Consolidation	**-**	**16,60,09,500**
Consolidation of Rs. 1 Shares in Rs. 10	-	1,66,00,950
IPO allotment during the year		61,40,000
Shares outstanding at the end of the year (Nos.) @ 10	**2,27,40,950**	**2,27,40,950**

Note
The Company has issued 61,40,000 equity shares to the public having a face value of Rs.10 per share including share premium of Rs. 23 per share aggregating to Rs. 2026.20 Lakhs by way of Initial Public Offer (IPO) and got listed on Emerge Platform of National Stock Exchange of India Limited on 23rd January, 2024.

NOTE 2B: Term/rights attached to equity shares

(i) The Company has only one class of equity shares having par value of Rs. 10/- per share. Each equity share holder is entitled for one vote per share. Dividend, if declared and paid, will be in Indian rupees and shall be subject to the approval of shareholders in the ensuing Annual General Meeting.
(ii) During the year ended March 31, 2025 and Year ended March 31, 2024, Company has not declared any dividend.
(iii) In the event of liquidation of the Company, the holder of equity shares shall be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion of the number of fully paid equity shares held by each shareholder.

Note 2C: Details of shareholders holding more than 5% shares in the company

Particulars	As at 31-03-2025		As at 31-03-2024	
	Number	% of Holding	As at 31-03-2024	As at 31-03-2024
Prakash Johari	8512690	37.43%	8512690	37.43%
Vikas Johari	1405710	6.18%	1405710	6.18%
Shubhi Johari	1400000	6.16%	1400000	6.16%
Kusum Johari	1375000	6.05%	1375000	6.05%
Balkrishan Johari	1350000	5.94%	1350000	5.94%
India-Ahead Venture Fund	1296000	5.70%	1296000	5.70%
	1,53,39,400	**67.45%**	**1,53,39,400**	**67.45%**

Note 2D: For verification of shareholding pattern

As per records of the company including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Note 2E: The company for the period of five years immediately preceding the reporting date has not

(i) Allotted any class of share as fully paid pursuant to contract (s) without payment being received in cash
(ii) During the year, the Company has issued 13,28,07,600 bonus shares of Face value of Rs. 1/- each as on 7th October 2023.
(iii) There is no buy back of share.

Note 2F: Details of shares held by the promoters at the end of the period

Particulars	31-03-2025				
	No. of Shares at beginning	Change during the Year	No. of Shares at end	% of Total Shares	% change during the year
Prakash Johari	85,12,690	-	85,12,690	37.43%	0.00%
Vikas Johari	14,05,710	-	14,05,710	6.18%	0.00%
Kusum Johari	13,75,000	-	13,75,000	6.05%	0.00%
Balkrishan Johari	13,50,000	-	13,50,000	5.94%	0.00%
Shashi Soni	8,55,000	-	8,55,000	3.76%	0.00%
Sweta Johari	5,00,000	-	5,00,000	2.20%	0.00%
	1,39,98,400	-	**1,39,98,400**	**61.56%**	

Particulars	31-03-2024				
	No. of Shares at beginning	Change during the Year	No. of Shares at end	% of Total Shares	% change during the year
Prakash Johari	2,00,25,480	(11,512,790)	85,12,690	37.43%	-
Vikas Johari	1,31,76,420	(11,770,710)	14,05,710	6.18%	-
Kusum Johari	-	1,375,000	13,75,000	6.05%	-
Balkrishan Johari	-	1,350,000	13,50,000	5.94%	-
Shashi Soni	-	855,000	8,55,000	3.76%	-
Sweta Johari	-	500,000	5,00,000	2.20%	-
	3,32,01,900	**1,92,03,500**	**1,39,98,400**	**61.56%**	

NOTE 3: Details Of Reserve & Surplus As

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Securities Premium		
Opening Balance	2,899.76	3,002.44
Add: Received during the year	-	1,412.20
Less : Issue of Bonus Share	-	-1,328.08
Less : IPO Expenses	-	-186.81
Closing Balance	**2,899.76**	**2,899.76**
Surplus balance in profit & loss:		
Opening Balance	449.52	-321.87
Less: Previous year pre-operative expense written off	-	-
Add : Net profit / (Loss) after Tax for the year	838.43	771.39
Add: Reversal of depreciation expenses	-	-
Less: Lease Equalisation Reserve written back	-	-
Less: Income tax paid for earlier years	-	-
Add: Reversal of Liability	-	-
Less: Deferred Tax for previous years	-	-
Closing Balance	**1,287.95**	**449.52**
TOTAL	**4,187.71**	**3,349.28**

NOTE 4: Details Of Long Term Borrowings

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Secured		
Vehicle Loan		
- Vehicle Loan (Banks)	114.50	148.05
- Vehicle Loan (Other)	-	-
TOTAL	**114.50**	**148.05**
Less: Current Maturities of Long Term Debts	36.33	33.55
TOTAL	**78.17**	**114.50**

Details of Borrowings :-

(Rs. In Lakhs)

Bank Name	Nature of Securities	Interest Rate	Sanction Limit (In Lakhs)	EMI (In Rs.)	Repayment Term	Outstanding as on (In Lakhs)	
						31-03-2025	31-03-2024
HDFC Bank Ltd.	Secured by Vehicle	7.70%	54.67	110075 (Including Interest)	Repayable in 60 Equated Monthly Installments (EMIs)	30.85	41.25
HDFC Bank Ltd.	Secured by Vehicle	7.70%	60.60	122000 (Including Interest)	Repayable in 60 Equated Monthly Installments (EMIs)	34.20	45.72
HDFC Bank Ltd.	Secured by Vehicle	8.50%	66.55	136543 (Including Interest)	Repayable in 60 Equated Monthly Installments (EMIs)	49.45	61.09
					TOTAL	**114.50**	**148.05**

NOTE 5: Details Of Long Term Provisions As

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Provision for gratuity	78.63	58.15
Provision for leave encashment	16.57	14.76
TOTAL	**95.20**	**72.90**

NOTE 6: Details Of Deferred Tax Liabilities (Net)

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Deferred Tax Assets arising on account of:		
-Difference of WDV as per Companies Act, 2013 and Income Tax Act, 1961 and Expenses disallowed under Income Tax Act, 1961	0.44	-
TOTAL	**0.44**	**-**

NOTE 7: Details Short Term Borrowings

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Secured Loan:		
From Banks		
- Working Capital Facilities	665.08	-
Current maturities of long-term debt	36.33	33.55
TOTAL	**701.41**	**33.55**

Details of Borrowings :-

Bank Name	Nature of Securities	Interest Rate	Sanction Limit (In Lakhs)	EMI (In Rs.)	Repayment Term	Outstanding as on (In Lakhs)	
						31-03-2025	31-03-2024
Indusind Bank Ltd. Overdraft*	"**Primary Security** - Not Applicable. **Collateral Security-** First and Exclusive charge on Deposits @ 110 % against OD of the borrower for the value of 190.30 Lakhs. **Guarantee** - Not Applicable"	Floating Rate of FD +1.50% at monthly rest	173.00	-	-	-6.07	-229.26
HDFC Bank Ltd.	"**Primary Security** - Hypothecation Charge on Stock and Book Debts. **Collateral Security**- Fixed Deposit - Maxposure Limited Guarantee from Credit Guarantee Trust for Micro and Small Enterprises (CGTMSE) for Rs. 500.00 Lakhs Subject to approval from CGTMSE for the Same. **Guarantee** - By Prakash Johari & Sweta Johari.	MBOR + 2.85 %	1,000.00	-	-	665.08	-
					TOTAL	**659.01**	**-229.26**

* The Indusind Bank Ltd has positive balance as at 31.03.2025 and 31.03.2024, hence classified under the head cash and cash equivalent.

NOTE 8: Details Trade Payables

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Due to Micro, Small and Medium Enterprises	-	8.91
Due to Others	228.62	393.91
TOTAL	228.62	402.82

Trade Payables ageing schedule for the year ended 31.03.2025

Bank Name	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
MSME	-	-	-	-	-
Others	179.56	14.10	31.71	3.24	228.62
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
TOTAL	179.56	14.10	31.71	3.24	228.62

Trade Payables ageing schedule for the year ended 31.03.2024

Bank Name	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
MSME	8.91	-	-	-	8.91
Others	370.84	8.93	0.09	14.05	393.91
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
TOTAL	379.75	8.93	0.09	14.05	402.82

NOTE 9: Details Of Other Current Liabilities As

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Employee benefit payable	46.87	52.61
Advances from Customers	92.99	150.65
TDS Payable	24.21	39.83
PF & ESIC Payable	0.09	0.14
Professional Tax Payable	0.04	0.04
Equalisation Levy Payable	-	0.47
Interest on loan accrued	-	0.79
Other Payables	1.79	1.59
TOTAL	165.99	246.12

NOTE 10: Details Of Short Term Provisions

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Provision for Taxation (Net of Advance Tax, TDS and TCS)	579.94	303.68
Provision for Audit Fees	2.40	1.98
Provision for gratuity	-	4.66
Provision for Leave Encashment	-	1.48
Provision for Expenses	61.72	253.75
Provision for Interest on Delay Payment of MSME	-	0.31
TOTAL	644.06	565.85

NOTE 11: Property,Plant & Equipments And Intangible Assets

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Property, Plant & Equipments	312.23	321.56
Intangible Assets	21.98	3.03
Capital WIP	32.28	-
TOTAL	366.49	324.59

Note 11A:

Property Plant & Equipments — Tangible Assets

(Rs. In Lakhs)

Particulars	Plant & Machinery	Computers	Vehicles	Furniture & Fixtures	Land	Leasehold Improvements (Okhla 62)	Office Equipments	Total Tangible	Capital Work in Progress
Gross Block									
As at April 01, 2023	-	135.85	162.30	122.32	4.97	20.21	51.25	496.90	-
Additions	-	22.57	76.98	11.21	-	16.40	-	127.16	-
Disposals	-	-	33.77	-	-	-	-	33.77	-
Adjustments of last year	-	6.40	8.62	35.91	-	7.09	4.83	62.85	-
As at March 31, 2024	**-**	**158.42**	**205.51**	**133.53**	**4.97**	**36.61**	**51.25**	**590.29**	**-**
As at April 01,2024	-	158.42	205.51	133.53	4.97	36.61	51.25	590.29	-
Additions	34.24	25.74	-	4.15	-	3.67	1.05	68.85	32.28
Disposals	-	-	-	-	-	-	-	-	-
Adjustments of last year	-	-	-	-	-	-	-	-	-
As at March 31, 2025	**34.24**	**184.16**	**205.51**	**137.68**	**4.97**	**40.28**	**52.30**	**659.14**	**32.28**
Depreciation									
As at April 01, 2023	-	104.94	33.84	61.97	-	10.74	40.57	252.06	-
Charge for the year	-	12.62	22.38	11.52	-	2.13	3.15	51.80	-
Disposals	-	-	31.09	-	-	-	-	31.09	-
Adjustments of last year	-	-	-	-	-	-	-	-	-
As at March 31, 2024	**-**	**117.56**	**25.13**	**73.49**	**-**	**12.87**	**43.72**	**272.77**	**-**
As at April 01, 2024	-	117.56	25.13	73.49	-	12.87	43.72	272.77	-
Charge for the year	7.70	22.57	24.36	12.63	-	3.87	3.01	74.14	-
Disposals	-	-	-	-			-	-	-
Adjustments of last year	-	-	-	-			-	-	-
As at March 31, 2025	**7.70**	**140.13**	**49.49**	**86.12**	**-**	**16.74**	**46.73**	**346.91**	**-**
Net Block									
As at March 31,2024	**0.01**	**40.87**	**180.39**	**60.05**	**4.98**	**23.75**	**7.54**	**317.53**	**-**
As at March 31, 2025	**26.54**	**44.03**	**156.02**	**51.56**	**4.97**	**23.54**	**5.57**	**312.23**	**32.28**

Note 11B: Intangible Assets

	Intangible Assets			
Particulars	Licenses	Computer Software	Patent	Total Tangible
Gross Block				
As at April 01, 2023	-	51.09	0.76	51.85
Additions	-	-	-	-
Disposals	-	-	-	-
Adjustments of last year	-	3.54		3.54
As at March 31, 2024	**-**	**51.09**	**0.76**	**51.85**
As at April 01,2024	-	51.09	0.76	51.85
Additions	16.55	-	-	16.55
Disposals	-	-	-	-
Adjustments of last year	-	-	-	-
As at March 31, 2025	**16.55**	**51.09**	**0.76**	**68.40**
Amortisation				
As at April 01, 2023	-	42.54	0.31	42.85
Charge for the year	-	1.87	0.07	1.94
Disposals	-	-	-	-
Adjustments of last year	-	-	-	-
As at March 31, 2024	**-**	**44.41**	**0.38**	**44.79**

As at April 01, 2024	-	44.41	0.38	44.79
Charge for the year	-	1.55	0.09	1.64
Disposals	-	-	-	-
Adjustments of last year	-	-	-	-
As at March 31, 2025	**-**	**45.96**	**0.47**	**46.43**
Net Block				
As at March 31,2024	**-**	**6.68**	**0.38**	**7.06**
As at March 31, 2025	**16.55**	**5.13**	**0.29**	**21.98**

Note 11C: Capital work-in-progress

	Capital WIP ageing Schedule as at March 31, 2025				(In Lakhs)
Particulars	**< 1 Year**	**1-2 years**	**2-3 years**	**> 3 Years**	**Total**
Projects in Progress	32.28	-	-	-	32.28
Projects Temporarily suspended	-	-	-	-	-
Total	**32.28**	**-**	**-**	**-**	**32.28**

	Capital WIP ageing Schedule as at March 31, 2024				(In Lakhs)
Particulars	**< 1 Year**	**1-2 years**	**2-3 years**	**> 3 Years**	**Total**
Projects in Progress	-	-	-	-	-
Projects Temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

NOTE 12: Details Of Non Current Investments

(Rs. In Lakhs)

Particulars	**As at 31-03-2025**	**As at 31-03-2024**
Unquoted - Other (At Cost)		
A. Investment in Equity Instruments of Three Hands Infrastructures India Pvt Ltd Investment in Three Hands Infrastructures India Pvt Ltd September 2023 - 211203 (FY 2022-23 - 211203, FY - 2021-22 -176611 shares and FY 2020-21 - 176611 Shares) of Three Hands Infrastructures India Pvt Ltd of ₹ 10 Each	2,648.15	2,648.15
Subsidiaries		
B. Investment in Equity Instrument of Bluebird Advertising Pvt. Ltd. Investment in Bluebird Advertisement Pvt. Ltd. 2000 Equity Share @ 10 Each (1999 held on the Name of Maxposure Limited & 1 Share held by Prakash Johari as authorised representative of Maxposure Limited - Wholly owned Subsidiary (100 %)	145.00	145.00
C. Investment in Neutral Digital Limited Investment in Neutral Digital Limited 190947 Class A ordinary Share of GBP 0.001 each fully paidup - Partially Owned Subsidiary (57.28 %)	1,049.47	-
TOTAL	**3,842.61**	**2,793.15**
Aggregate value of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate carrying value of unquoted investments	3,842.61	2,793.15
Aggregate provision for diminution in value of investments	-	-

NOTE 13: Details Of Deferred Tax Assets (Net)

(Rs. In Lakhs)

Particulars	**As at 31-03-2025**	**As at 31-03-2024**
Deferred Tax Assets arising on account of:		
-Difference of WDV as per Companies Act, 2013 and Income Tax Act, 1961 and Expenses disallowed under Income Tax Act, 1961	-	5.57
TOTAL	**-**	**5.57**

NOTE 14: Details Of Long-Term Loans & Advances

(Rs. In Lakhs)

Particulars	**As at 31-03-2025**	**As at 31-03-2024**
Advance Tax, TDS and TCS	41.78	41.78
Loan to Others	-	8.42
TOTAL	**41.78**	**50.20**

NOTE 154: Details Of Other Non Current Assets

(Rs. In Lakhs)

Particulars	**As at 31-03-2025**	**As at 31-03-2024**
Security Deposits	59.82	44.19
Fixed Deposit (having remaining maturity of more than 12 months)	514.13	126.16
TOTAL	**573.95**	**170.36**

NOTE 16: Details Of Inventories

(Rs. In Lakhs)

Particulars	**As at 31-03-2025**	**As at 31-03-2024**
Inventories consist of		
Raw Material	38.38	40.63
Work-in-Progress	-	-
Finished Goods	-	-
TOTAL	**38.38**	**40.63**

NOTE 17: Details Of Trade Receivables

(Rs. In Lakhs)

Particulars	**As at 31-03-2025**	**As at 31-03-2024**
Unsecured, Considered Good		
Trade Receivable More than Six Months	567.17	536.27
Trade Receivable Less than Six Months	973.08	1,066.84
Unsecured, Considered Doubtful		
Trade Receivable More than Six Months	-	-
Less: Provision for Bad & Doubtful Debts	-	-
Trade Receivable Less than Six Months	-	-
Less: Provision for Bad & Doubtful Debts	-	-
TOTAL	**1,540.25**	**1,603.11**

Trade Receivable Ageing Schedule for the period ended 31.03.2025

Bank Name	**Outstanding for following periods from due date of payment**					
	< 6 Months	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed Trade receivables – considered good	973.08	41.07	300.39	225.71	-	**1,540.25**
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
TOTAL	**973.08**	**41.07**	**300.39**	**225.71**	**-**	**1,540.25**

Trade Receivable Ageing Schedule for the period ended 31.03.2024

Bank Name	**Outstanding for following periods from due date of payment**					
	< 6 Months	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed Trade receivables – considered good	1,066.84	234.32	301.95	-	-	**1,603.11**
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
TOTAL	**1,066.84**	**234.32**	**301.95**	**-**	**-**	**1,603.11**

NOTE 18: Details Of Cash & Bank Balance

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
a. Cash and Cash Equivalents		
Cash-in-Hand	0.20	0.02
Bank Balances		
-Current Account	121.38	7.97
-Cash Credit Account	6.07	229.26
Fixed Deposits (having original maturity of less than 3 months)	-	-
b. Other Bank Balances with Scheduled Bank		
" Fixed Deposit with bank (*having original maturity of more than 3 months and remaining maturity of more than 12 months including given as collateral) "	978.46	1,650.61
TOTAL	**1,106.11**	**1,887.86**

NOTE 19: Details Of Short Term Loan And Advances As

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Advance Tax, TDS and TCS (Net of Provisions for Tax)	485.62	80.10
Advances to Staff	6.58	4.44
Vendor and other advances	24.04	1.98
TOTAL	**516.25**	**86.51**

NOTE 20: Details Of Other Current Assets

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Prepaid Expenses	221.76	22.66
GST Receivables	111.66	54.25
Interest Accrued on fixed deposit	4.08	1.64
Foreign Exchange	12.38	18.60
TOTAL	**349.88**	**97.14**

NOTE 21: Revenue From Operations

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Sale of Services:				
Advertising	1,092.43	1,163.18	2,255.62	1,978.12
Content Marketing	1,318.20	1,104.27	2,422.47	1,175.59
Inflight Entertainment	139.31	521.17	660.49	890.53
Technology	34.08	17.41	51.48	237.13
TOTAL	**2,584.03**	**2,806.03**	**5,390.06**	**4,281.38**

NOTE 22: Other Income

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Interest Income on FD	57.26	69.15	126.41	29.94
Other Interest Income	0.08	0.14	0.22	32.25
Interest on Income Tax Refund	-	-	-	8.08
Foreign Exchange Fluctuation	3.12	0.91	4.04	3.01
Profit on sale of Asset	-	-	-	5.01
Reimbursement of expense	1.19	-	1.19	7.00
Management Services	-	6.46	6.46	-
Miscellaneous Income	-0.06	0.07	0.01	0.03
TOTAL	**61.59**	**76.73**	**138.32**	**85.32**

NOTE 23: Details Of Cost Of Material Consumed

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Opening Stock of Raw material & Stores and spares	-	40.63	40.63	37.56
Add: Purchase During the year	101.11	110.97	212.07	179.76
Less: Closing Stock of Raw material Raw material & Stores and spares	-6.70	-31.68	-38.38	-40.63
TOTAL	**94.41**	**119.92**	**214.33**	**176.68**

NOTE 24: Details Of Direct Expenses

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Printing, Editorial, Photography & related Expenses	93.02	103.70	196.72	180.05
Digital Marketing Cost	926.12	724.90	1,651.02	850.61
Inflight Entertainment Service Expenses	89.79	132.11	221.90	312.53
License Fees, Royalty, & Revenue Sharing	269.45	527.44	796.90	695.99
Dispatch Distribution & Freight Charges	11.47	12.12	23.59	19.37
TOTAL	**1,389.85**	**1,500.28**	**2,890.13**	**2,058.56**

NOTE 25: Details Of Employee Benefit Expenses

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Salary to Staff	321.90	341.76	663.67	567.54
Contribution to provident and other funds	0.38	0.46	0.83	1.14
Gratuity Expense	2.62	22.40	25.02	14.68
Incentive to Staff	1.18	0.05	1.23	-
Leave Encashment Expenses	-2.29	4.08	1.79	3.64
Staff Welfare Expenses	5.54	4.78	10.32	5.76
TOTAL	**329.32**	**373.53**	**702.85**	**592.76**

NOTE 26: Details Of Finance Cost

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Bank Charges	14.33	0.85	15.18	5.28
Interest on Borrowings	9.16	4.89	14.05	39.37
Interest on delayed payment of taxes	0.61	0.14	0.75	6.92
Interest on MSME	-	-	-	0.31
Other Interest	-	-	-	0.30
TOTAL	**24.10**	**5.87**	**29.97**	**52.18**

NOTE 27: Details Of Depreciation And Amortization Expenses

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Depreciation and Amortization expense	38.86	36.91	75.77	53.75
TOTAL	**38.86**	**36.91**	**75.77**	**53.75**

NOTE 28: Details Of Other Expenses

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Auditor's Remuneration	1.70	1.70	3.40	3.40
Electricity & Water Expenses	4.96	9.82	14.79	11.25
Insurance Charges	5.65	4.86	10.51	4.97
Printing and Stationery	4.98	4.10	9.08	5.14
Legal and Professional Charges	71.30	30.61	101.92	28.52
Rent	58.08	54.59	112.67	96.40
Telephone,Internet & Other Communication Expenses	9.44	8.19	17.64	15.17

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Travelling Expenses	46.81	35.54	82.35	44.94
Repair & Maintenance Expenses	9.02	13.58	22.61	3.65
Rates & Taxes	10.28	6.14	16.42	10.28
Sales Promotion	10.40	3.57	13.96	108.26
Commission	34.32	5.50	39.81	70.43
Office Expenses	3.62	3.56	7.18	6.43
IPO Expenses	0.01	3.66	3.67	-
Fess & Subscriptions	-1.02	1.02	-	1.87
Recruitment Charges	-	-	-	1.41
Loss on sale of Fixed Asset	-	-	-	0.30
Misc. Expenses	7.23	-1.31	5.92	0.36
CSR Expenses	12.00	-	12.00	4.95
Software Expenses	1.74	7.18	8.92	11.69
Provisions for Bad Debts	-	11.79	11.79	-
TOTAL	**290.52**	**204.10**	**494.63**	**429.40**

Note 28.1:

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Statutory Audit	1.13	1.13	2.25	2.25
Tax Audit	0.58	0.58	1.15	1.15
TOTAL	**1.70**	**1.70**	**3.40**	**3.40**

Notes to Standalone Financial Statement

29. Contingent liabilities and commitments (to the extent not provided for):

A. Contingent Liabilities

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Claims against the company not acknowledged as debt	-	-
Guarantees	-	-
Other money for which the company is contingently liable	-	-
GST Demand	25.27	8.45
TOTAL	**25.27**	**8.45**

B. Commitments

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Estimated amount of contracts remaining to be executed	-	-
on capital account and not provided for	-	-
Uncalled liability on shares and other investments partly paid	-	-
Other commitments (specify nature)	-	-
TOTAL	**-**	**-**

30. Proposed Dividend Details: The Company has not declared dividend during the period under review.

31. Utilisation of IPO Proceeds: The Company has issued 61,40,000 equity shares to the public having a face value of Rs.10 per share including share premium of Rs. 23 per share aggregating to Rs. 2026.20 Lakhs by way of Initial Public Offer (IPO) and got listed on Emerge Platform of National Stock Exchange of India Limited on 23rd January, 2024. The net proceeds from the issue has been utilised for the following purpose:

(Rs. In Lakhs)

S.No.	Objective of the issue	Amount allotted for the object (Original)	Amount allotted for the object (Modified)	Amount utilized from 01.04.2024 to 30.09.2024	Amount unutilized as on 30.09.2024	Amount utilized from 01.10.2024 To 31.03.2025	Amount unutilized as on 31.03.2025
1	Funding of expenses proposed to be incurred to-wards obtaining various certifications from the Federal Aviation Administration ("FAA") and the European Union Aviation Safety Agency ("EASA") for Wireless Streaming Server ("AeroHub") and Patented Inviseo tray table	350.00	250.00	39.72	310.28	80	130.28
2	Funding working capital requirements of our Com-pany for manufacturing the Proposed Products and the working capital requirements of our Company in the ordinary course of business	850.00	784.57	154.39	695.61	--	630.18
3	Prepayment or repayment of all or a portion of certain outstanding bor-rowings availed by our Company	250.00	95.65	95.65	154.35	--	--
4	General corporate purposes	381.64	202.62	--	381.64	--	202.62
5	IPO Expenses	194.56	186.81	186.81	7.75	--	--
6	Strategic Acquisition and Investment	--	506.55	--	--	506.55	--
	TOTAL	**2026.20**	**2026.20**	**476.57**	**1549.63**	**586.55**	**963.08**

32. In the opinion of the Board, the company has used borrowings from banks and financial institution only for the specific purpose for which it was taken at the balance sheet date.

33. In the opinion of the Board, all of the assets other than Property, Plant and Equipment and noncurrent investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

34. Details of Benami Property held: There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).

35. The company has borrowing from the banks or financial institutions on the basis of Primary security of Stock and book debts, company is require to file Quarterly statements of Stock and debt or as and when required by bank.

36. Wilful Defaulter : The company is not declared as wilful defaulter by any bank or financial institution or other lender during the reporting period.

37. Relationship with Struck off Companies : The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013.

38. Registration of charges or satisfaction with Registrar of Companies: The Company does not have any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

39. Compliance with number of layers of companies: The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

40. Compliance with approved Scheme(s) of Arrangements: No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the reporting period.

41. Utilisation of Borrowed funds and share premium:

A. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

B. Where a company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

42. Payment to the Auditor

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
Auditor	2.25	2.25
Taxation Matters	1.15	1.15
TOTAL	3.40	3.40

43. Corporate Social Responsibility The Company is covered under section 135, amount of expenditure incurred on corporate social responsibility activities are as follows:

a. amount required to be spent by the company during the year is Rs. 11.75 Lakhs

b. amount of expenditure incurred is Rs. 12.00 Lakhs

(Rs. In Lakhs)

Particulars	Paid in Cash	Yet to be Paid	Total
Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	12.00	-	12.00
TOTAL	12.00	-	12.00

c. shortfall at the end of the year out of the amount required to be spent by the Company during the year - Nil

d. total of previous years shortfall – Nil.

e. The reason for above shortfalls by way of a note - Not Applicable

f. The nature of CSR activities undertaken by the Company – Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects

g. Details of related party transactions - Nil

h. The Company has not made any provision with respect to a liability incurred by entering into a contractual obligation.

44 Services Income: In case of Companies Rendering or Supplying Services:

Particulars	For the year ended	
	31-03-2025	31-03-2024
Advertising	2255.62	1,978.12
Content Marketing	2422.47	1,175.59
Inflight Entertainment	660.49	890.53
Technology	51.48	237.13
TOTAL	5390.06	4,281.38

45. The Company has not set aside or proposed to be set aside any material amount to reserve, but not including provisions made to meet any specific liability, contingency or commitment known to exist at the date as to which the balance sheet is made up.

46. The Company has not set aside any material amount to provisions made for meeting specific liabilities, contingencies or commitments.

47. (a) Dividends from subsidiary companies- Nil

(b) Provisions for losses of subsidiary companies-Nil

48 Value of Imports: Value of imports calculated on C.I.F basis by the company during the financial year is as follows:

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
	-	-
NIL	-	-
	-	-
TOTAL	-	-

49. Foreign Currency earned and expended:

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
A. Foreign currency earned		
Export of goods calculated on F.O.B. basis	-	-
Royalty, know-how, professional and consultation fees	-	-
Interest and dividend	-	-
Other income (Export of Services)	732.45	546.05
TOTAL	732.45	546.05
B. Foreign currency expended		
Import of Services	286.00	61.08
TOTAL	286.00	61.08

50. The amount remitted during the year in foreign currencies on account of dividends with a specific mention of the total number of non-resident shareholders, the total number of shares held by them on which the dividends were due and the year to which the dividends related;-NIL

51. Undisclosed income: There are no transactions that were not recorded in the books of account, and which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). There is no previously unrecorded income and related assets have been recorded in the books of account during the year.

52. Details of Crypto Currency or Virtual Currency: The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

53. Dues to Micro, Small and Medium Enterprises: The principal amount remaining unpaid to the supplier registered under Micro, Small and Medium Enterprises Development Act, 2006 are not outstanding for more than 45 days as at the end of reporting date and provision for the interest has not been created against the amount outstanding.

54. Disclosure of related parties/related party transactions pursuant to Accounting Standard (AS) - 18 "Related Party Disclosures":

A. List of Related Parties:

1. Prakash Johari- Director
2. Bal Kishan Johari-Relative of director
3. Kusum Johari-Relative of director
4. Vikas Johari-Relative of director
5. Arti Verma -Relative of director
6. Shashi Soni-Relative of director
7. Garv Johari-Relative of director
8. Samrat Johari-Relative of director
9. Sweta Johari-Director
10. Ashok Kumar Verma-Relative of director
11. Madhu Verma-Relative of director
12. Sumit Verma-Relative of director
13. Subcontinental Media Group Private Limited-Company in which director is Director
14. Three Hands Infrastructure (India)Private Limited-Company in which director is Director
15. Monsoon Salon & Spa Private Limited-Company in which director is Director
16. Inswi Watches & Jewellery (India) Private Limited-Company in which director is Director
17. Pandora Private Limited-Company in which director is Director
18. Jaipur Capital Holding LLP-LLP in which director is Partner
19. Display Netmedia India Private Limited-Company in which director is Director
20. The Professional Hair Salon & Spa (India) Private Limited-Company in which director is Director
21. Aeroplay Entertainment Pte. Ltd.- Company in which Director is interested
22. Alpha Picture Pte. Ltd.- Company in which director is Director
23. Iconic Brands Group, INC-Company in which director is Director
24. Waltham Construction & Management Services LLP-LLP in which director is Partner
25. M/s Retail KC LLP-
26. M/s Retail VK LLP-
27. Gingerpan Swapkart Private Limited-KMP is Director
28. Shorea Social Commerce Private Limited-Relative is a director
29. Shorea Softech Private Limited-Relative is a director
30. THI Industries Private Limited- Company in which director is Director

31. Vinci Infrastructure Private Limited- Company in which director is Director
32. Superfuel Consultants LLP-Relative is Partner
33. Jaipur Capital PTE LTD - Company in which director is Director
34. Air Play (Shanghai) Entertainment Co. Ltd - Company in which director is Director
35. M/s Aabhushan-Relative is Proprietor
36. GSI Constructions (India) Private Limited- Company in which director is Director
37. Uma Shanker Joshi
38. Sakshi Mishra

B. Transaction with Related Parties:

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount of transaction during the year ended March 31, 2025	Amount outstanding as on March 31, 2025 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2024	Amount outstanding as on March 31, 2024 (Payable)/ Receivable
Prakash Johari	Director	Remuneration	48.00	(4.00)	38.85	(4.25)
		Reimbursement of Expenses	15.00	-	133.63	-
		Reimbursement of Expenses Paid	15.00		133.63	
		Loan Taken	-	-	-	-
		Loan Repaid	-		73.15	
Bal Kishan Johari	Relative of director	Remuneration	6.00	(0.50)	6.00	(0.50)
		Reimbursement of Expenses	0.50	-	0.50	-
		Reimbursement of Expenses Paid	-		0.50	
Kusum Johari	Relative of director	Remuneration	6.00	(0.50)	6.00	(0.50)
Sweta Johari	Director	Remuneration	33.00	(2.75)	33.00	(2.75)
		Reimbursement of Expenses	9.00	-	56.56	-
		Reimbursement of Expenses Paid	9.00		56.56	-
		Sale of Plot	-	-	12.64	-
Vikas Johari	Relative of director	Reimbursement of Expenses	-	-	2.05	-
		Reimbursement of Expenses Paid	-		2.05	-
Subcontinental Media Group Private Limited	Company in which director is Director	Sales of services	-	-	27.32	-
		Purchase of services	112.00	-	-	-
		Loan Taken	-	-	37.07	-
		Loan Repaid	-		37.07	-
Three Hands Infrastructure (India) Private Limited	Company in which director is Director	Advance given	-	-	282.55	-
		Advance repaid	-		282.55	
		Rent Paid	85.18	-	112.84	-
Monsoon Salon & Spa Private Limited	Company in which director is Director	Advance given	-	-	-	-
		Interest on loan	-		10.09	
		Advance repaid	-		292.06	
Pandora Private Limited	Company in which director is Director	Advance given	-	-	0.92	-
		Advance repaid	-		38.73	
Jaipur Capital Holding LLP	Company in which director is Director	Advance given	-	-	-	-
		Interest on loan	-		2.13	
		Advance repaid	-		90.18	
The Professional Hair Salon & Spa (India) Private Limited	Company in which director is Director	Advance given	-	78.22	-	78.22
		Advance repaid	-		-	
Aeroplay Entertainment Pte. Ltd.	Company in which Director is interested	Sales of services	16.43	(0.28)	280.55	(3.83)
Alpha Picture Pte. Ltd.	Company in which director is Director	Sales of Services	0.00	-	0.04	-
Iconic Brands Group,INC	Company in which director is Director	Sales of Services	1.50	58.13	2.17	56.63
Umashanker Joshi	Key Managerial Personnel	Remuneration	10.19	(0.77)	8.76	(0.77)
		Reimbursement of Expenses	5.05	-	18.63	-
		Reimbursement of Expenses Paid	5.05		18.63	
		Advance given	0.00	1.02	2.00	2.00
Sakshi Mishra	Key Managerial Personnel	Remuneration	6.30	(0.43)	2.66	(0.55)
		Reimbursement of Expenses	0.71	-	0.56	-
		Reimbursement of Expenses Paid	0.71		0.56	
Blue Bird Advertising Private Limited	100% Subsidiary	Advance given	533.10	243.05	5.00	-
		Advance given Paid	290.05		5.00	

Notes to be disclosed :

1. Terms and conditions of sales and purchases: the sales and purchases transactions among the related parties are in the ordinary course of business based on normal commercial terms, conditions, market rates and memorandum of understanding signed with the related parties. For the year ended 31st March, 2025, the Company has not recorded any loss allowances for transactions between the related parties.
2. As the future liabilities for gratuity and leave encashment is provided on an actuarial basis and payment of insurance costs are made for the Company as a whole, the amount pertaining to the key management personnel is not ascertainable, therefore, not included above.
3. No amounts in respect of related parties have been written off/ written back during the year or has not made any provision for doubtful debts/ receivable.
4. No Loans or Advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

55 Income Taxes:

I. Minimum Alternate Tax Credit

The Company has opted the lower tax regime under section 115BAA of the Income Tax Act, 1961. Hence, there is no Minimum Alternate Tax credit recognised in the reporting year.

II. Current Tax

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
Current Tax	**276.26**	**303.68**
Less: MAT Credit Entitlement	-	-
Net Current Tax	276.26	303.68

56 Exchange Difference

Particulars	For the year ended	
	31-03-2025	31-03-2024
Exchange Difference Gain/(Loss)	4.04	3.01
TOTAL	**4.04**	**3.01**

57 Employee Benefit (Incurred in India)

Disclosure Under As-15:

A. Defined Contribution Plan

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
Employers' Contribution to Provident Fund and ESIC	0.83	1.14

B. Defined Benefit

1) Gratuity

The gratuity benefit payable to the employees of the Company is as per the provisions of the Payment of Gratuity Act, 1972, as amended. Under the gratuity plan, every employee who has completed at least 5 years of service gets gratuity on separation or at the time of superannuation calculated for equivalent to 15 days salary for each completed year of service calculated on last drawn basic salary. The Company does not have a funded plan for gratuity liability.

I. Assumptions	For the year ended	
	31-03-2025	31-03-2024
Discount Rate	7.00%	7.25%
Salary Escalation	10.00%	10.00%
Withdrawal Rates	10.00%	10.00%
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 years	60 years

(Rs. In Lakhs)

II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION	For the year ended	
	31-03-2025	31-03-2024
Present Value of Benefit Obligation as at the beginning of the year	62.80	71.52
Current Service Cost	14.38	10.99
Interest Cost	5.08	4.27
(Benefit paid)	(9.19)	(23.40)
Actuarial (gains)/losses	5.56	(0.59)
Present value of benefit obligation as at the end of the year	**78.63**	**62.80**

III. ACTUARIAL GAINS/LOSSES:	For the year ended	
	31-03-2025	31-03-2024
Actuarial (gains)/losses on obligation for the year	5.56	(0.59)
Actuarial (gains)/losses on asset for the year	-	-
Actuarial (gains)/losses recognized in income & expenses Statement	**5.56**	**(0.59)**

IV. EXPENSES RECOGNISED	For the year ended	
	31-03-2025	31-03-2024
Current service cost	14.38	10.99
Interest cost	5.08	4.27
Actuarial (gains)/losses	5.56	(0.59)
Expense charged to the Statement of Profit and Loss	**25.02**	**14.67**

V. BALANCE SHEET RECONCILIATION	For the year ended	
	31-03-2025	31-03-2024
Opening net liability	62.80	71.52
Expense as above	25.02	14.67
(Benefit paid)	(9.19)	(23.40)
Net liability/(asset) recognized in the balance sheet	**78.63**	**62.80**

VI. EXPERIENCE ADJUSTMENTS	For the year ended	
	31-03-2025	31-03-2024
On Plan Liability (Gains)/ Losses	(6.85)	(1.54)

VII. The estimates of rate of salary increase considered in the actuarial valuation takes into account inflation, seniority, promotion and all other relevant factors including supply and demand in the employment market.

2) Leave Encashment

I. Assumptions	For the year ended	
	31-03-2025	31-03-2024
Discount Rate	7.25%	7.25%
Salary Escalation	10.00%	10.00%
Withdrawal Rates	10.00%	10.00%
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 years	60 years

(Rs. In Lakhs)

II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION	For the year ended	
	31-03-2025	31-03-2024
Present Value of Benefit Obligation as at the beginning of the year	16.23	21.21
Interest cost	1.29	1.16
Current Service Cost	6.09	4.41
(Benefit paid)	(1.45)	(8.61)
Actuarial (gains)/losses	(5.59)	(1.94)
Present value of benefit obligation as at the end of the year	**16.57**	**16.23**

III. ACTUARIAL GAINS/LOSSES:	For the year ended	
	31-03-2025	31-03-2024
Actuarial (gains)/losses on obligation for the year	(5.59)	(1.94)
Actuarial (gains)/losses on asset for the year	-	-
Actuarial (gains)/losses recognized in income & expenses Statement	**(5.59)**	**(1.94)**

IV. EXPENSES RECOGNISED	For the year ended	
	31-03-2025	31-03-2024
Current service cost	1.29	1.16
Interest cost	6.09	4.41
Actuarial (gains)/losses	(5.59)	(1.94)
Expense charged to the Statement of Profit and Loss	**1.79**	**3.63**

V. BALANCE SHEET RECONCILIATION	For the year ended	
	31-03-2025	31-03-2024
Opening net liability	16.23	21.21
Expense as above	1.79	3.63
(Benefit paid)	(1.45)	-8.61
Net liability/(asset) recognized in the balance sheet	**16.57**	**16.23**

VI. EXPERIENCE ADJUSTMENTS	For the year ended	
	31-03-2025	31-03-2024
On Plan Liability (Gains)/Losses	(13.27)	(2.19)

VII. The estimates of rate of salary increase considered in the actuarial valuation takes into account inflation, seniority, promotion and all other relevant factors including supply and demand in the employment market.

58 Cashflow Statement

1. The Company has no significant amount of cash and cash equivalent balances held that are not readily available for use.
2. The Company does not have undrawn borrowing facilities that may be available for future operating activities.
3. The Company has appropriate amount of Cash Flows that are required to maintain operating capacity.
4. The Company is investing adequately in the maintenance of its operating capacity.

Additional Disclosures:

I. Components of Cash and Cash Equivalents:

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
Cash on Hand	0.20	0.02
Cheque in hand	0.00	0
Balance with banks	121.38	7.97
Demand deposits with banks	978.46	1650.61
Short term highly liquid investments	-	-
Bank Overdraft	6.07	229.26
TOTAL	**1106.11**	**223.56**

II. II. Amount Spent for CSR Activities

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	12.00	4.95
TOTAL	**12.00**	**4.95**

59 Details of dues to Micro and Small Enterprises as per MSMED Act, to the extent of information available with the Company are as follows:

Particulars	31-03-2025	31-03-2024
The principle amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	-	9.22
(i) Principal Amount	-	8.91
(ii) Interest due on above		0.31
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	-	0.31

60 Disclosures on Property, plant and equipment and Intangible Assets

I. Property, plant and equipment

1. The Company do have any restrictions on title, and property, plant and equipment pledged as security for liabilities.
2. There is no amount of expenditure recognised in the carrying amount of an item of property, plant and equipment in the course of its construction.
3. There is no contractual commitments for the acquisition of property, plant and equipment.
4. There is no amount of compensation from third parties for items of property, plant and equipment that were impaired, lost or given up that is included in the statement of profit and loss.
5. The Company has no assets that are retired from active use and held for disposal
6. There is no temporarily idle property, plant and equipment at the reporting date.
7. The Company has fully depreciated property, plant and equipment that is still in use.
8. The Company has not revalued any class of property, plant and equipment during the financial year.
9. The Company has no property, plant and equipment retired from active use and not held for disposal.

II. Intangible asset

1. The carrying amount and remaining amortization period of any individual intangible asset that is material to the financial statements of the enterprise as a whole-Nil
2. The Company do have any restrictions on title, and intangible assets pledged as security for liabilities.
3. There is no contractual commitments for the acquisition of intangible assets.
4. The Company has no fully amortised intangible asset that is still in use.
5. There is no acquisitions of intangible assets through business combinations.

61 Investments :

I. Profits and losses with regard to investments have been disclosed as under:

a) profits and losses on disposal of current investments -Not Applicable

b) profits and losses on changes in the carrying amount of current investments -Not Applicable

c) profits and losses on disposal of long-term investments -Not Applicable

d) profits and losses on changes in the carrying amount of long- term investments -Not Applicable

II. The Company has no significant restrictions with regard to investments in subsidiaries on the right of ownership, realisability of investments or the remittance of income and proceeds of disposals.

62 Earnings Per Share:

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
1. Profit attributable to equity shareholders before extraordinary items (A)	838.43	771.39
2. Profit attributable to equity shareholders after extraordinary items (B)	838.43	771.39
3. Weighted average number of equity shares outstanding during the year (C)	22740950	22740950
4. Effect of potential equity shares on employee stock options outstanding	-	-
5. Effect of any other items of potential Equity Shares eg. Convertible Debentures, Convertible Preference Shares	-	-
6. Weighted average number of potential equity shares outstanding during the year for the purpose of computing Diluted Earnings Per Share (D)	22740950	22740950
7. Basic and Diluted earnings per share before extraordinary items of face value of ₹ 10	3.69	3.39
8. Basic and Diluted earnings per share after extraordinary items of face value of ₹ 10	3.69	3.39

63 Financial Ratios

Ratios	Numerator	Denominator	For the year ended March 31, 2025	For the year ended March 31, 2024	Variation (%)	Reason for Variations
(a) Current Ratio	Current Assets	Current Liabilities	2.04	2.98	-31.52 %	Increase in short term borrowings due to Cash credit facilities
(b) Debt-Equity Ratio	Long Term Borrowings +Short Term Borrowings	Shareholder's Fund	0.12	0.03	302.15%	Increase in short term borrowings due to Cash credit facilities
(c) Debt Service Coverage Ratio	Earning for Debt services	Interest & Lease Payments + Principal Repayments	23.84	30.10	-20.79%	NA
(d) Return on Equity Ratio	Net profit after tax - Preference Dividend	Shareholder's Equity	12.98%	13.72%	-5.43%	NA
(e) Inventory turnover ratio	CoGS	Average Inventory	5.43	4.51	20.22 %	NA
(f) Trade Receivables turnover ratio	Credit Sales	Average Trade Receivables	0.86	3.11	-72.43%	Increase in average trade receivables in FY25
(g) Trade payables turnover ratio	Credit Purchase	Average Trade Payables	0.34	0.23	46.02%	Decrease in average trade payables in FY25
(h) Net capital turnover ratio	Net Sales	Average Working Capital	0.63	3.87	-83.72%	Due to Increase in average Working Capital in FY25
(i) Net profit ratio	Net profit after Tax	Net Sales	15.56%	18.02%	-13.68%	NA
(j) Return on Capital employed	EBIT	Capital Employed	15.28%	19.73%	-22-54%	NA
(k) Return on investment			-	-	0.00%	NA

64 Balance shown under head Sundry debtors, creditors and advances are subject to confirmation.

65 The company is duly following the notification of the Ministry of Corporate Affairs (MCA) which said, according to proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, for the financial year commencing April 1, 2023, every company which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

66 Previous year's figures have been regrouped / reclassified wherever necessary to conform with current year's classification.

For **Manish Pandey & Associates**
Chartered Accountants
FRN: 019807C

SD/-
Garima Gulati
(Partner)
Membership No. - 420785
UDIN : 25420785BMXIDF7953

Place: New Delhi
Date: 28/05/2025

For and on behalf of the Board of Directors
Maxposure Limited

SD/-
Prakash Johari
Managing Director
DIN - 01891273

SD/-
Sweta Johari
Whole-time Director
DIN - 02770947

SD/-
Uma Shanker Joshi
(CFO)

SD/-
Priya Kesari
(Company Secretary)

Independent Auditor's Report

To the Members of **Maxposure Limited**

(Formerly Known as "Maxposure Private Limited" and "Maxposure Media Group India Private Limited")

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Maxposure Limited (Hereinafter referred to the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31st, 2025, and the consolidated statement of Profit and Loss, the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements"), attached herewith, being submitted by the holding company pursuant to the requirements of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31st, 2025, consolidated profit and its consolidated cash flows for the year then ended.

The consolidated financial statements includes the annual financial results of the following entities:

- Maxposure Limited (Holding Company)
- Blue Bird Advertising Private Limited (Wholly owned Subsidiary)
- Neutral Digital Limited (57.28% holding)

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters

We have determined the matters described below to be key audit matters to be communicated in our report..

Key Audit Matter	Principal audit procedure performed
The holding company drives its revenue from Sale of Services mainly Inflight, Entertainment, Advertisement, Content Marketing & Technology The revenue is recognized at the time of completion of services or part thereof.	In view of the significance of the matter we applied the following audit procedures on selected specific and statistical samples of contracts, among others to obtain sufficient audit evidence: 1. . Assessed the appropriateness of the revenue recognition is in accordance with the applicable accounting standard and accounting policies. 2. Verified the contract with customers made in this regard and revenues accounted under proportionate Completion method.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and auditor's report thereon.

The Company Annual report are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management and Those charged with governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also::

- · Identify and assess the risk of material misstatement of the consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether adequate internal financial controls systems are in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider

quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements of two subsidiaries included in the consolidated financial statements, namely, Blue Bird Advertising Private Limited and Neutral Digital Limited.

The financial statements of Blue Bird Advertising Private Limited, a wholly owned subsidiary, reflect total assets of 447.40 lakhs as at March 31, 2025, and total revenue of 821.60 lakhs for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management.

The financial statements of Neutral Digital Limited, a foreign subsidiary incorporated on April 17, 2012, in which Maxposure Limited acquired 190,947 out of 333,336 equity shares (contains 57.28% holding) on 6th March 2025, reflect net assets of GBP 339,268 and total revenue of GBP 2,257,300 for the year ended March 31, 2025. These financial statements are unaudited and have been certified by the Management.

Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors and the Management's certification, as applicable.

Our opinion is on the consolidated financial statements, and our report on Other Legal and regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A' statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements

   (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act.

On the basis of the written representations received from the directors of the Holding Company as on March 31st, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies incorporated in India is disqualified as on March 31st, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

(a) With respect to the adequacy of internal financial controls over financial reporting and the operating effectiveness of such controls, reporting under this section is not applicable for subsidiaries, as all subsidiaries are not incorporated in India and for Holding Company refer to our separate report in "Annexure B" of the Consolidated Auditor's Report included in this annual report.

(b) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

i. The Group does not have any pending litigations which would impact its financial position

ii. he Group did not have any long-term contracts, including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated in India.

iv. (1) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries..

(2) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(3) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub-clause(i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contains any material misstatement

v. The company has neither declared nor paid any dividend during the year. Hence, reporting the compliance with section 123 of the Act is not applicable.

Based on our examination, which included test checks, the Holding Company has used accounting software for maintaining its books of account for the financial year ended March 31st, 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software and the audit trail feature has not been tampered with and as proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31st , 2025. However, reporting in respect of subsidiaries is not applicable as all subsidiaries of the Group are incorporated outside India.

For **Manish Pandey & Associates**
Chartered Accountants
Firm's Registration No.: 019807C

SD/-
Garima Gulati
Partner
Membership No.: 420785
UDIN: 25420785BMXIDG5349

Place: New Delhi
Date:28/05/2025

Annexure "A" To Independent Auditors' Report

On The Consolidated Financial Statements Of Maxposure Limited For The Year Ended 31st March 2025.

(Referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of Maxposure Limited of even date)

In our opinion and according to the information and explanations given to us, the Companies (Auditor's Report) Order, 2020 of the Holding Company did not include any qualifications or adverse remarks made by the auditors of subsidiary company in their auditor's report, included in the consolidated financial statements of the Company

For **Manish Pandey & Associates**
Chartered Accountants
Firm's Registration No.: 019807C

SD/-
Garima Gulati
Partner
Membership No.: 420785
UDIN: 25420785BMXIDG5349

Place: New Delhi
Date:28/05/2025

Notes to Consolidated Financial Statement

1.1 Company Overview

Maxposure Limited is a company Incorporated on August 17, 2006, formerly known as "Maxposure Media Group India Private Limited". The corporate identification number of the company is U22229DL2006PLC152087 with its registered office situated at Ground Floor, 62, Okhla Industrial Estate, Phase - 3, South Delhi, New Delhi, India, 110020. The company has been converted from Private Company to Public Company on November 03, 2023. The Company has by way of Initial Public Offer (IPO) and listed on Emerge Platform of National Stock Exchange of India Limited on 23rd of January, 2024 with Corporate Identification Number U22229DL2006PLC152087.

Maxposure Limited holds 100% of Bluebird Advertising Private Limited which was incorporated on 29th of September 1983. The registered office of subsidiary are situated at Ground Floor, 62, Okhla Industrial Estate, Phase - 3, South Delhi, New Delhi, India, 110020.

Maxposure Limited Holds 57.28% of Neutral Digital Limited which was incorporated on 17th April, 2012. The registered office of the Subsidiary is situated at Pendragon House, 65 London Road, St. Albans, Hertfordshire, England, AL1 1LJ.

The company is engaged in the business of providing media and entertainment services like Inflight Entertainment, Content Marketing, Advertisement and technology. Maxposure Limited along with subsidiary Bluebird Advertising Private Limited and Neutral Digital Limited is the Group for the purpose of consolidation.

1.2 Significant Accounting Policies

a Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (India GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

b Revenue recognition

The Consolidated financial statements of the Group are consolidated on a line-by-line basis and intra-group balances and transactions, including unrealized gain / loss from such transactions, are eliminated upon consolidation.

These Consolidated financial statements are prepared by applying uniform accounting policies in use at the Group.

Minority interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Company, are disclosed separately, if applicable.

The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be.

c Revenue recognition:

The company derives its revenues primarily from Sale of Inflight Entertainment, Content Marketing, Advertisement and technology.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured in accordance with AS-9, Revenue Recognition. Sales are recognized on accrual basis, and only after transfer of services to the customer.

Revenue from services provided under fixed price contracts, where the outcome can be estimated reliably, is recognized following the proportionate completion method, where revenue is recognized in proportion to the progress of the contract activity.

d Property Plant and Equipment including Intangible assets

Property Plant and Equipment's are stated at cost, less accumulated depreciation. Cost includes cost of acquisition including material cost, freight, installation cost, duties and taxes, and other incidental expenses, incurred up to the installation stage, related to such acquisition. Property Plant and Equipment's purchased in India in foreign currency are recorded in Rupees, converted at the exchange rate prevailed on the date of purchase. Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

e Depreciation & Amortisation:

The Company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013 and calculated the depreciation as per the Written Down Value (WDV) method. Depreciation on new assets acquired during the year is provided at the rates applicable from the date of acquisition to the end of the financial year. In respect of the assets sold during the year, depreciation is provided from the beginning of the year till the date of its disposal. Intangible assets are amortised on a straight-line basis over the estimated useful life as specified in Schedule II of the Companies Act 2013. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss. In respect of the assets sold during the year, amortisation is provided from the beginning of the year till the date of its disposal.

f Impairment of assets

The Management periodically assesses using, external and internal sources, whether there is an indication that an

Useful life of Property, Plant and Equipment's

Category	Useful Life
Computer & Accessories	3-6 Years
Furniture & Fittings	10 Years
Office Equipment	5 Years
Plant & Machinery	3 Years
Printer & Scanner	13 Years
Vehicles	8 Years

asset may be impaired. An impairment loss is recognised wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. Reversal of impairment loss is recognised immediately as income in the profit and loss account.

g Use of estimates

The preparation of the consolidated financial statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the consolidated financial statements and the reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, income taxes, post - sales customer support and the useful lives of Property Plant and Equipment's and intangible assets.

1.3 Inventories

The company has been maintaining inventories of paper as on 31.03.2025 and the same has been valued at Lower of Cost or Net realisable value.

1.4 Prior Period Items

There is NIL prior period item during the year.

1.5 Segment Reporting

Operating segments are defined as components of an entity where discrete financial information is evaluated regularly by the chief operating decision market ("CODM") in deciding allocation of resources and in assessing performance. The Board of Director's is its CODM. The Company's CODM reviews financial information presented on a consolidated basis for the purposes of making operating decisions, allocating resources, and evaluating financial performance. As such, the Company has determined that it operates in one operating and reportable segment.

1.6 Foreign currency transactions

Domestic Operation:

I. **Initial recognition:** A foreign currency transaction should be recorded, on initial recognition in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

II. **Measurement:** Foreign currency monetary items should be reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency should be reported using the exchange rate at the date of the transaction. Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency should be reported using the exchange rates that existed when the values were determined.

III. **Treatment of Foreign exchange:** Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expenses in the Statement of Profit and Loss.

1.7 Taxes on Income

Income Tax expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" for both Current Tax and Deferred Tax stated below:

A. **Current Tax:** Provision for current tax is made in accordance with the provisions of the Income Tax Act, 1961.

B. **Deferred Tax**: Deferred tax is recognised, subject to the consideration of prudence, as the tax effect of timing difference between accounting income and the corresponding tax bases used in the computation of taxable income for the current accounting year using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carried forward losses, that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

1.8 Provisions and Contingent Liabilities

A provision is recognised if, as a result of past event, the Company has a present legal obligation that can be estimated reliably and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.9 Earnings Per Share

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

1.10 Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and Cheque in hand, balance with bank, demand deposits with banks and other short term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where it has a short maturity of three months or less from the date of acquisition.

1.11 Cash Flow Statement

Cash flows are reported using indirect method, whereby net profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal. For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.

1.12 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

1.13 Borrowings

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

1.14 Goodwill

For the purpose of impairment testing, goodwill is allocated to each of the group's cash-generating units that are expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit's value may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit in proportion to the carrying amount of each asset in the unit.

1.15 Other Income :

Interest income is accounted on accrual basis. Income other than interest income is accounted for when right to receive such income is established

Consolidated Balance Sheet as at March 31, 2025

(Rs. In Lakhs)

Sr. No.	Particulars	Note No.	As at 31-03-2025	As at 31-03-2024
I	EQUITY AND LIABILITIES			
1	**Shareholders Funds**			
	(a) Share Capital	2	2,274.10	2,274.10
	(b) Reserves & Surplus	3	5,270.64	3,388.47
			7,544.73	**5,662.56**
2	**Non-current liabilities**			
3	**Minority Interest**		**(282.42)**	-
	(a) Long-Term Borrowings	4	102.21	114.50
	(b) Long-Term Provisions	5	95.20	72.90
			197.41	**187.40**
4	**Current Liabilities**			
	(a) Short-Term Borrowings	6	701.41	33.55
	(b) Trade Payables:	7		
	(A) total outstanding dues of micro enterprises and small enterprises; and		0.45	8.91
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		792.67	510.22
	(c) Other Current Liabilities	8	197.11	295.98
	(d) Short-Term Provisions	9	835.39	739.21
			2,527.02	**1,587.87**
	TOTAL		**9,986.75**	**7,437.84**
II	Assets			
1	**Non Current Assets**			
	(a) Property, Plant & Equipment & Intangible Assets	10		
	(i) Property, Plant and Equipment		327.66	317.53
	(ii) Intangible Assets		**21.98**	7.06
	(iii) Capital WIP		32.28	-
	(iv) Goodwill from Consolidation		1,473.27	76.11
	(b) Non Current Investments	11	2,648.15	2,648.15
	(c) Deferred Tax Assets (net)	12	12.09	5.57
	(d) Long Term Loan & Advance	13	41.78	50.20
	(e) Other Non-Current Assets	14	575.49	170.35
			5,132.69	**3,274.97**
2	**Current Assets**			
	(a) Inventories	15	38.38	40.63
	(b) Trade Receivables	16	2,373.16	1,986.20
	(c) Cash and Cash Equivalents	17	1,485.32	1,944.64
	(d) Short-Term Loans and Advances	18	605.19	93.46
	(e) Other Current Assets	19	352.00	97.94
			4,854.05	**4,162.86**
	TOTAL		**9,986.75**	**7,437.84**

The accompanying notes are integral part of financial statements 1
As per our report of even date attached here with

For **Manish Pandey & Associates**
Chartered Accountants
FRN: 019807C

SD/-
Garima Gulati
(Partner)
Membership No. - 420785
UDIN : 25420785BMXIDG5349

Place: New Delhi
Date: 28/05/2025

For and on behalf of the Board of Directors
Maxposure Limited

SD/-
Prakash Johari
Managing Director
DIN - 01891273

SD/-
Sweta Johari
Whole-time Director
DIN - 02770947

SD/-
Uma Shanker Joshi
(CFO)

SD/-
Priya Kesari
(Company Secretary)

Statement of Consolidated Profit and Loss Account
for the year ended March 31, 2025

(Rs. In Lakhs)

Particulars	Note No.	For the half -year ended			For the Year ended	
		31-03-2025	30-09-2024	31-03-2024	31-03-2025	31-03-2024
		Audited	Unaudited	Audited	Audited	Audited
I. Revenue from Operations	20	3,220.54	3,107.62	2,711.61	6,328.16	4,727.76
II. Other Income	21	57.94	76.89	51.79	134.83	86.67
III. Total Income (I + II)		**3,278.48**	**3,184.51**	**2,763.40**	**6,462.99**	**4,814.43**
IV. Expenses:						
Cost of material consumed	22	-148.97	363.30	89.21	214.33	176.68
Direct Expenses	23	2,223.39	1,500.28	1,653.54	3,723.66	2,446.52
Employee benefits expense	24	404.66	400.06	348.25	804.72	598.59
Finance costs	25	25.58	5.88	23.21	31.46	52.18
Depreciation and amortization expense	26	39.28	37.01	28.51	76.28	53.75
Other expenses	27	306.28	206.59	154.53	512.87	432.80
IV. Total Expenses		**2,850.22**	**2,513.13**	**2,297.26**	**5,363.32**	**3,760.51**
V. Profit before exceptional and extraordinary items and tax (III - IV)		428.25	671.40	466.14	1,099.67	1,053.92
VI. Exceptional items & Extraordinary Items -Prior Period Items		-	-	-0.50	-	-88.47
VII. Profit before tax (V- VI)		428.25	671.40	466.64	1,099.67	1,142.38
VIII. Tax expense:						
Current Tax		**79.72**	176.37	14.27	256.09	315.04
Deferred Tax		1.00	(7.52)	(2.52)	(6.52)	16.76
Earlier year tax expenses		-	-	-	-	-
Total Tax Expense		80.72	168.84	11.75	249.57	331.80
IX . Profit (Loss) for the period (VII-VIII)		347.53	502.56	454.89	850.10	810.58
X. Earnings per equity share:						
(1) Basic		1.53	2.21	2.00	3.74	3.56
(2) Diluted		1.53	2.21	2.00	3.74	3.56

The accompanying notes are integral part of financial statements
As per our report of even date attached here with

For **Manish Pandey & Associates**
Chartered Accountants
FRN: 019807C

SD/-
Garima Gulati
(Partner)
Membership No. - 420785
UDIN : 25420785BMXIDG5349

Place: New Delhi
Date: 28/05/2025

For and on behalf of the Board of Directors
Maxposure Limited

SD/-
Prakash Johari
Managing Director
DIN - 01891273

SD/-
Sweta Johari
Whole-time Director
DIN - 02770947

SD/-
Uma Shanker Joshi
(CFO)

SD/-
Priya Kesari
(Company Secretary)

Consolidated Cash Flow Statement for the year ended March 31, 2025

(Rs. In Lakhs)

	Particulars	For the Period Ended	
		31/03/2025	31/03/2024
A	**Cash Flow From Operating Activities:**	2.25	-3.08
	Net Profit before tax	-386.96	-804.06
	Depreciation & Amortisation Exp.	273.99	-575.81
	Finance Cost	-765.79	-97.82
	Provision for Gratuity	-160.13	-
	Provision for Leave Encashment	-98.87	185.49
	Interest Income Received	-	5.01
	Profit on Sale of Fixed Asset	-1,397.16	-76.11
	Goodwill from Consolidation	-282.42	-
	Minority Interest	(238.	-
	Operating Profit before Working Capital Changes		**1,322.13**
	Inventories	2.25	-3.08
	Trade Receivables	-386.96	-804.06
	Trade Payables	273.99	-575.81
	Short Term Loans & Advances and Current Assets	-765.79	-97.82
	Short Term Provisions	-160.13	-
	Other Current Liabilities	-98.87	185.49
		-1,135.52	**-1,295.28**
	Cash generated/(used) From Operations	**-1,712.20**	**26.85**
	Income Tax Paid	-	-
	Net Cash generated/(used in) from Operating Activities (A)	**-1,712.20**	**26.85**
B	**Cash Flow From Financing Activities:**		
	Proceeds from Long term loans & Advances	8.42	436.40
	Sale/(Purchase) of plant & equipment, Intangible & Capital WIP (Net)	-133.61	-195.89
	Sale/ (Purchase) of Investments (Net)	-405.14	-157.71
	Interest Income Earned	126.80	62.19
	Net Cash used in Investing Activities (B)	**-403.53**	**144.99**
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Proceeds from long term and short term borrowings	655.57	-112.54
	Proceeds from Issue of Share Capital (net of expenditure)	1,032.29	2,026.20
	Share Issue Exp	-	-186.81
	Finance Cost	-31.46	-240.98
	Net Cash used in Financing Activities (C)	**1,656.40**	**1,485.87**
	Net Increase/(Decrease) in Cash and Cash Equivalents	-459.33	1,657.72
	Cash and Cash Equivalents at the beginning of the year	1,944.64	286.93
	Cash and Cash Equivalents at the end of the year	1,485.32	1,944.64

The accompanying notes are integral part of financial statements
As per our report of even date attached here with

For **Manish Pandey & Associates**
Chartered Accountants
FRN: 019807C

SD/-
Garima Gulati
(Partner)
Membership No. - 420785
UDIN : 25420785BMXIDG5349

Place: New Delhi
Date: 28/05/2025

For and on behalf of the Board of Directors
Maxposure Limited

SD/-
Prakash Johari
Managing Director
DIN - 01891273

SD/-
Sweta Johari
Whole-time Director
DIN - 02770947

SD/-
Uma Shanker Joshi
(CFO)

SD/-
Priya Kesari
(Company Secretary)

Notes To The Consolidated Financial Statements

NOTE 2: Share Capital

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Authorised		
Equity Share Capital	2,290.00	2,290.00
2,29,00,000 (previous year : 2,29,00,000) equity shares of ₹.10 each		
Preference Share Capital		
16,000,00 (previous year : 16,000,000) compulsorily convertible preference shares of ₹.10 each	160.00	160.00
	2,450.00	**2,450.00**
Issued, Subscribed & Fully Paid-up		
Equity Share Capital		
2,27,40,950 (Previous Year :- 22740950) Equity Share @ 10 Each	2,274.10	2,274.10
TOTAL	**2,274.10**	**2,274.10**

Note 2A: Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

(In Number)

Particulars	As at 31-03-2025	As at 31-03-2024
Shares outstanding at the beginning of the year (Nos.)	2,27,40,950	3,32,01,900
Add: Issue of Bonus Share as on 07-Oct-2023 u/s 63 (Read with rule 14 of Companies (Share Capital & Debentures) Rules 2014	-	13,28,07,600
Equity Shares @ Rs. 1 before Consolidation	**-**	**16,60,09,500**
Consolidation of Rs. 1 Shares in Rs. 10	-	1,66,00,950
IPO allotment during the year		61,40,000
Shares outstanding at the end of the year (Nos.) @ 10	**2,27,40,950**	**2,27,40,950**

Note
The Company has issued 61,40,000 equity shares to the public having a face value of Rs.10 per share including share premium of Rs. 23 per share aggregating to Rs. 2026.20 Lakhs by way of Initial Public Offer (IPO) and got listed on Emerge Platform of National Stock Exchange of India Limited on 23rd January, 2024.

NOTE 2B: Term/rights attached to equity shares

(i) The Company has only one class of equity shares having par value of Rs. 10/- per share. Each equity share holder is entitled for one vote per share. Dividend, if declared and paid, will be in Indian rupees and shall be subject to the approval of shareholders in the ensuing Annual General Meeting.
(ii) During the year ended March 31, 2025 and Year ended March 31, 2024, Company has not declared any dividend.
(iii) In the event of liquidation of the Company, the holder of equity shares shall be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion of the number of fully paid equity shares held by each shareholder.

Note 2C: Details of shareholders holding more than 5% shares in the company

Particulars	As at 31-03-2025		As at 31-03-2024	
	Number	% of Holding	As at 31-03-2024	As at 31-03-2024
Prakash Johari	8512690	37.43%	8512690	37.43%
Vikas Johari	1405710	6.18%	1405710	6.18%
Shubhi Johari	1400000	6.16%	1400000	6.16%
Kusum Johari	1375000	6.05%	1375000	6.05%
Balkrishan Johari	1350000	5.94%	1350000	5.94%
India-Ahead Venture Fund	1296000	5.70%	1296000	5.70%
	1,53,39,400	**67.45%**	**1,53,39,400**	**67.45%**

Note 2D: For verification of shareholding pattern

As per records of the company including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Note 2E: The company for the period of five years immediately preceding the reporting date has not

(i) Allotted any class of share as fully paid pursuant to contract (s) without payment being received in cash
(ii) During the year, the Company has issued 13,28,07,600 bonus shares of Face value of Rs. 1/- each as on 7th October 2023.
(iii)There is no buy back of share.

Note 2F: Details of shares held by the promoters at the end of the period

Particulars	31-03-2025				
	No. of Shares at beginning	Change during the Year	No. of Shares at end	% of Total Shares	% change during the year
Prakash Johari	85,12,690	-	85,12,690	37.43%	0.00%
Vikas Johari	14,05,710	-	14,05,710	6.18%	0.00%
Kusum Johari	13,75,000	-	13,75,000	6.05%	0.00%
Balkrishan Johari	13,50,000	-	13,50,000	5.94%	0.00%
Shashi Soni	8,55,000	-	8,55,000	3.76%	0.00%
Sweta Johari	5,00,000	-	5,00,000	2.20%	0.00%
	1,39,98,400	-	**1,39,98,400**	**61.56%**	

Particulars	31-03-2024				
	No. of Shares at beginning	Change during the Year	No. of Shares at end	% of Total Shares	% change during the year
Prakash Johari	2,00,25,480	(11,512,790)	85,12,690	37.43%	-
Vikas Johari	1,31,76,420	(11,770,710)	14,05,710	6.18%	-
Kusum Johari	-	1,375,000	13,75,000	6.05%	-
Balkrishan Johari	-	1,350,000	13,50,000	5.94%	-
Shashi Soni	-	855,000	8,55,000	3.76%	-
Sweta Johari	-	500,000	5,00,000	2.20%	-
	1,39,98,400	**1,92,03,500**	**1,39,98,400**	**61.56%**	

NOTE 3: Details Of Reserve & Surplus As

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Securities Premium		
Opening Balance	2,899.76	3,002.44
Add: Received during the year	1,032.08	1,412.20
Less : Issue of Bonus Share	-	-1,328.08
Less : IPO Expenses	-	-186.81
Closing Balance	**3,931.84**	2,899.76
Surplus balance in profit & loss:		
Opening Balance	488.70	-321.87
Less: Previous year pre-operative expense written off	-	-
Add : Net profit / (Loss) after Tax for the year	850.10	810.58
Add: Reversal of depreciation expenses	-	-
Less: Lease Equalisation Reserve written back	-	-
Less: Income tax paid for earlier years	-	-
Add: Reversal of Liability	-	-
Less: Deferred Tax for previous years	-	-
Closing Balance	**1,338.80**	**488.71**
TOTAL	**5,270.64**	**3,388.47**

NOTE 4: Details Of Long Term Borrowings

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Secured		
Vehicle Loan		
- Vehicle Loan (Banks)	114.50	148.05
Other Loans	24.04	-
TOTAL	**138.54**	**148.05**
Less: Current Maturities of Long Term Debts	36.33	33.55
TOTAL	**102.21**	**114.50**

Details of Borrowings :-

(Rs. In Lakhs)

Bank Name	Nature of Securities	Interest Rate	Sanction Limit (In Lakhs)	EMI (In Rs.)	Repayment Term	Outstanding as on (In Lakhs)	
						31-03-2025	31-03-2024
HDFC Bank Ltd.	Secured by Vehicle	7.70%	54.67	110075 (Including Interest)	Repayable in 60 Equated Monthly Instalments (EMIs)	30.85	41.25
HDFC Bank Ltd.	Secured by Vehicle	7.70%	60.60	122000 (Including Interest)	Repayable in 60 Equated Monthly Instalments (EMIs)	34.20	45.72
HDFC Bank Ltd.	Secured by Vehicle	8.50%	66.55	136543 (Including Interest)	Repayable in 60 Equated Monthly Instalments (EMIs)	49.45	61.09
					TOTAL	**114.50**	**148.05**

NOTE 5: Details Of Long Term Provisions As

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Provision for gratuity	78.63	58.15
Provision for leave encashment	16.57	14.76
TOTAL	**95.20**	**72.90**

NOTE 6: Details Short Term Borrowings

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Secured Loan:		
From Banks		
- Working Capital Facilities	665.08	-
Current maturities of long-term debt	36.33	33.55
TOTAL	**701.41**	**33.55**

Details of Borrowings :-

(Rs. In Lakhs)

Bank Name	Nature of Securities	Interest Rate	Sanction Limit (In Lakhs)	EMI (In Rs.)	Repayment Term	Outstanding as on (In Lakhs)	
						31-03-2025	31-03-2024
Indusind Bank Ltd. Overdraft*	**"Primary Security** - Not Applicable. **Collateral Security-** First and Exclusive charge on Deposits @ 110 % against OD of the borrower for the value of 190.30 Lakhs. **Guarantee** - Not Applicable"	Floating Rate of FD +1.50% at monthly rest	173.00	-	-	-6.07	-229.26
HDFC Bank Ltd.	**"Primary Securi**ty - Hypothecation Charge on Stock and Book Debts. **Collateral Security**- Fixed Deposit - Maxposure Limited Guarantee from Credit Guarantee Trust for Micro and Small Enterprises (CGTMSE) for Rs. 500.00 Lakhs Subject to approval from CGTMSE for the Same. **Guarantee** - By Prakash Johari & Sweta Johari.	MBOR + 2.85 %	1,000.00	-	-	665.08	-
					TOTAL	**659.01**	**-229.26**

* The Indusind Bank Ltd has positive balance as at 31.03.2025 and 31.03.2024, hence classified under the head cash and cash equivalent.

NOTE 7: Details Trade Payables

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Due to Micro, Small and Medium Enterprises	0.45	8.91
Due to Others	792.67	510.22
TOTAL	793.12	519.13

Trade Payables ageing schedule for the year ended 31.03.2025

Bank Name	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
MSME	0.45	-	-	-	0.45
Others	743.61	14.10	31.71	3.24	792.67
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
TOTAL	744.06	14.10	31.71	3.24	793.12

Trade Payables ageing schedule for the year ended 31.03.2024

Bank Name	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
MSME	8.91	-	-	-	8.91
Others	487.15	8.93	0.09	14.05	510.22
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
TOTAL	496.06	8.93	0.09	14.05	519.13

NOTE 8: Details Of Other Current Liabilities As

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Employee benefit payable	53.20	55.19
Advances from Customers	92.99	150.65
GST Payable	3.57	39.83
TDS Payable	24.73	47.28
PF & ESIC Payable	20.62	0.14
Professional Tax Payable	0.04	0.04
Equalisation Levy Payable	-	0.47
Interest on loan accrued	-	0.79
Other Payables	1.96	1.60
TOTAL	197.11	295.98

NOTE 9: Details Of Short Term Provisions

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Provision for Taxation (Net of Advance Tax, TDS and TCS)	605.37	315.04
Provision for Audit Fees	3.30	2.28
Provision for gratuity	-	4.66
Provision for Leave Encashment	-	1.48
Provision for Expenses	226.72	415.45
Provision for Interest on Delay Payment of MSME	-	0.31
TOTAL	835.39	739.21

NOTE 10: Property,Plant & Equipments And Intangible Assets

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Property,Plant & Equipments	327.66	317.53
Intangible Assets	21.98	7.06
Capital WIP	32.28	-
TOTAL	381.92	324.59

Note 10A:

Property Plant & Equipments — Tangible Assets

(Rs. In Lakhs)

Particulars	Plant & Machinery	Computers	Vehicles	Furniture & Fixtures	Land	Leasehold Improvements (Okhla 62)	Office Equipments	Total Tangible	Capital Work in Progress
Gross Block	-	135.85	162.30	122.32	4.97	20.21	51.25	496.90	-
As at April 01, 2023	-	22.57	76.98	11.21	-	16.40	-	127.16	-
Additions	-	-	33.77	-	-	-	-	33.77	-
Disposals	-	6.40	8.62	35.91	-	7.09	4.83	62.85	-
Adjustments of last year	-	158.42	205.51	133.53	4.97	36.61	51.25	590.29	-
As at March 31, 2024	**-**	**158.42**	**205.51**	**133.53**	**4.97**	**36.61**	**51.25**	**590.29**	**-**
As at April 01,2024	-	173.03	205.51	133.53	4.97	36.61	51.25	604.90	-
Additions	34.24	36.08	-	4.15	-	3.67	1.05	79.19	32.28
Disposals	-	-	-	-	-	-	-	-	-
Adjustments of last year	-	-	-	-	-	-	-	-	-
As at March 31, 2025	**34.24**	**209.11**	**205.51**	**137.68**	**4.97**	**40.28**	**52.30**	**684.09**	**32.28**
Depreciation									
As at April 01, 2023	-	104.94	33.84	61.97	-	10.74	40.57	252.06	-
Charge for the year	-	12.62	22.38	11.52	-	2.13	3.15	51.80	-
Disposals	-	-	31.09	-	-	-	-	31.09	-
Adjustments of last year	-	-	-	-	-	-	-	-	-
As at March 31, 2024	**-**	**117.56**	**25.13**	**73.49**	**-**	**12.87**	**43.72**	**272.77**	**-**
As at April 01, 2024	-	123.03	25.13	73.49	-	12.87	43.72	278.24	-
Charge for the year	7.70	26.62	24.36	12.63	-	3.87	3.01	78.19	-
Disposals	-	-	-	-			-	-	-
Adjustments of last year	-	-	-	-			-	-	-
As at March 31, 2025	**7.70**	**149.65**	**49.49**	**86.12**	**-**	**16.74**	**46.73**	**356.43**	**-**
Net Block									
As at March 31,2024	**0.01**	**40.87**	**180.39**	**60.05**	**4.98**	**23.75**	**7.54**	**317.53**	**-**
As at March 31, 2025	**26.54**	**59.46**	**156.02**	**51.56**	**4.97**	**23.54**	**5.57**	**327.66**	**32.28**

Note 10B: Intangible Assets

	Intangible Assets			
Particulars	Licenses	Computer Software	Patent	Total Tangible
Gross Block				
As at April 01, 2023	-	51.09	0.76	51.85
Additions	-	-	-	-
Disposals	-	-	-	-
Adjustments of last year	-	3.54		3.54
As at March 31, 2024	**-**	**51.09**	**0.76**	**51.85**
As at April 01,2024	-	51.09	0.76	51.85
Additions	16.55	-	-	16.55
Disposals	-	-	-	-
Adjustments of last year	-	-	-	-
As at March 31, 2025	**16.55**	**51.09**	**0.76**	**68.40**
Amortisation				
As at April 01, 2023	-	42.54	0.31	42.85
Charge for the year	-	1.87	0.07	1.94
Disposals	-	-	-	-
Adjustments of last year	-	-	-	-
As at March 31, 2024	**-**	**44.41**	**0.38**	**44.79**

As at April 01, 2024	-	44.41	0.38	44.79
Charge for the year	-	1.55	0.09	1.64
Disposals	-	-	-	-
Adjustments of last year	-	-	-	-
As at March 31, 2025	**-**	**45.96**	**0.47**	**46.43**
Net Block				
As at March 31,2024	**-**	**6.68**	**0.38**	**7.06**
As at March 31, 2025	**16.55**	**5.13**	**0.29**	**21.98**

Note 10C: Capital work-in-progress

	Capital WIP ageing Schedule as at March 31, 2025				(In Lakhs)
Particulars	**< 1 Year**	**1-2 years**	**2-3 years**	**> 3 Years**	**Total**
Projects in Progress	32.28	-	-	-	32.28
Projects Temporarily suspended	-	-	-	-	-
Total	**32.28**	**-**	**-**	**-**	**32.28**

	Capital WIP ageing Schedule as at March 31, 2024				(In Lakhs)
Particulars	**< 1 Year**	**1-2 years**	**2-3 years**	**> 3 Years**	**Total**
Projects in Progress	-	-	-	-	-
Projects Temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

NOTE 11: Details Of Non Current Investments

(Rs. In Lakhs)

Particulars	**As at 31-03-2025**	**As at 31-03-2024**
Unquoted - Other (At Cost)		
A. Investment in Equity Instruments of Three Hands Infrastructures India Pvt Ltd Investment in Three Hands Infrastructures India Pvt Ltd September 2023 - 211203 (FY 2022-23 - 211203, FY - 2021-22 -176611 shares and FY 2020-21 - 176611 Shares) of Three Hands Infrastructures India Pvt Ltd of ₹ 10 Each	2,648.15	2,648.15
TOTAL	**2,648.15**	**2,648.15**
Aggregate value of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate carrying value of unquoted investments	2,648.15	2,648.15
Aggregate provision for diminution in value of investments	-	-

NOTE 12: Details Of Deferred Tax Assets (Net)

(Rs. In Lakhs)

Particulars	**As at 31-03-2025**	**As at 31-03-2024**
Deferred Tax Assets arising on account of:		
-Difference of WDV as per Companies Act, 2013 and Income Tax Act, 1961 and Expenses disallowed under Income Tax Act, 1961	12.09	5.57
TOTAL	**12.09**	**5.57**

NOTE 13: Details Of Long-Term Loans & Advances

(Rs. In Lakhs)

Particulars	**As at 31-03-2025**	**As at 31-03-2024**
Advance Tax, TDS and TCS	41.78	41.78
Loan to Others	-	8.42
TOTAL	**41.78**	**50.20**

NOTE 14: Details Of Other Non Current Assets

(Rs. In Lakhs)

Particulars	**As at 31-03-2025**	**As at 31-03-2024**
Security Deposits	60.86	44.19
Fixed Deposit (having remaining maturity of more than 12 months)	514.63	126.16
TOTAL	**575.49**	**170.35**

NOTE 15: Details Of Inventories

(Rs. In Lakhs)

Particulars	**As at 31-03-2025**	**As at 31-03-2024**
Inventories consist of		
Raw Material	38.38	40.63
Work-in- Progress	-	-
Finished Goods	-	-
TOTAL	**38.38**	**40.63**

NOTE 16: Details Of Trade Receivables

(Rs. In Lakhs)

Particulars	**As at 31-03-2025**	**As at 31-03-2024**
Unsecured, Considered Good		
Trade Receivable More than Six Months	585.56	535.37
Trade Receivable Less than Six Months	1,787.61	1,450.83
Unsecured, Considered Doubtful	**-**	**-**
Trade Receivable More than Six Months	-	-
Less: Provision for Bad & Doubtful Debts	-	-
Trade Receivable Less than Six Months	-	-
Less: Provision for Bad & Doubtful Debts	-	-
TOTAL	**2,373.16**	**1,986.20**

Trade Receivable Ageing Schedule for the period ended 31.03.2025

Bank Name	**Outstanding for following periods from due date of payment**					
	< 6 Months	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed Trade receivables – considered good	1,787.61	41.07	318.78	225.71	-	**2,373.16**
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
TOTAL	**1,787.61**	**41.07**	**318.78**	**225.71**	**-**	**2,373.16**

Trade Receivable Ageing Schedule for the period ended 31.03.2024

Bank Name	**Outstanding for following periods from due date of payment**					
	< 6 Months	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed Trade receivables – considered good	1,450.83	234.32	301.05	-	-	**1,986.20**
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
TOTAL	**1,450.83**	**234.32**	**301.05**	**-**	**-**	**1,986.20**

NOTE 17: Details Of Cash & Bank Balance

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
a. Cash and Cash Equivalents		
Cash-in-Hand	1.03	1.02
Bank Balances		
-Current Account	499.77	49.75
-Cash Credit Account	6.07	229.26
Fixed Deposits (having original maturity of less than 3 months)	-	14.00
b. Other Bank Balances with Scheduled Bank		
" Fixed Deposit with bank (*having original maturity of more than 3 months and remaining maturity of more than 12 months including given as collateral) "	978.46	1,650.61
TOTAL	**1,485.32**	**1,944.64**

NOTE 18: Details Of Short Term Loan And Advances As

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Advance Tax, TDS and TCS (Net of Provisions for Tax)	574.10	86.90
Advances to Staff	6.58	4.46
Vendor and other advances	24.51	2.11
TOTAL	**605.19**	**93.46**

NOTE 19: Details Of Other Current Assets

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Prepaid Expenses	222.84	22.66
GST Receivables	112.69	54.25
Interest Accrued on fixed deposit	4.08	2.43
Foreign Exchange Fluctuations	12.38	18.60
TOTAL	**352.00**	**97.94**

NOTE 20: Revenue From Operations

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Sale of Services				
Advertising	1,585.96	1,231.40	2,817.35	1,980.22
Content Marketing	1,461.20	1,337.64	2,798.84	1,619.86
Inflight Entertainment	139.31	521.17	660.49	890.53
Technology	34.08	17.41	51.48	237.13
TOTAL	**3,220.54**	**3,107.62**	**6,328.16**	**4,727.75**

NOTE 21: Other Income

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Interest Income on FD	57.27	69.31	126.58	31.25
Other Interest Income	0.08	0.14	0.22	32.29
Interest on Income Tax Refund	-	-	-	8.08
Foreign Exchange Fluctuation	-0.88	0.91	0.03	3.01
Profit on sale of Asset	-	-	-	5.01
Reimbursement of expense	1.19	-	1.19	7.00
Management Services	-	6.46	6.46	-
Miscellaneous Income	0.29	0.07	0.36	0.03
TOTAL	**57.94**	**76.89**	**134.83**	**86.67**

NOTE 22: Details Of Cost Of Material Consumed

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Opening Stock of Raw material & Stores and spares	-	40.63	40.63	37.56
Add: Purchase During the year	-142.27	354.34	212.07	179.76
Less : Closing Stock of Raw material Raw material & Stores and spares	-6.70	-31.68	-38.38	-40.63
TOTAL	**-148.97**	**363.30**	**214.33**	**176.68**

NOTE 23: Details Of Direct Expenses

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Printing, Editorial, Photography & related Expenses	225.99	103.70	329.69	181.83
Digital Marketing Cost	1,626.68	724.90	2,351.59	1,236.79
Inflight Entertainment Service Expenses	89.79	132.11	221.90	312.53
License Fees, Royalty, & Revenue Sharing	269.45	527.44	796.90	695.99
Dispatch Distribution & Freight Charges	11.47	12.12	23.59	19.37
TOTAL	**2,223.39**	**1,500.28**	**3,723.66**	**2,446.52**

NOTE 24: Details Of Employee Benefit Expenses

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Salary to Staff	369.95	321.80	691.74	489.51
Director's Salary	24.15	46.50	70.65	83.85
Contribution to provident and other funds	3.40	0.46	3.86	1.14
Gratuity Expense	2.62	22.40	25.02	14.68
Incentive to Staff	1.18	0.05	1.23	-
Leave Encashment Expenses	-2.29	4.08	1.79	3.64
Staff Welfare Expenses	5.66	4.78	10.44	5.76
TOTAL	**404.66**	**400.06**	**804.72**	**598.59**

NOTE 25: Details Of Finance Cost

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Bank Charges	15.82	0.85	16.67	5.28
Interest on Borrowings	9.16	4.89	14.05	39.37
Interest on delayed payment of taxes	0.61	0.14	0.75	6.92
Interest on MSME	-	-	-	0.31
Other Interest	-	-	-	0.30
TOTAL	**25.58**	**5.88**	**31.46**	**52.18**

NOTE 26: Details Of Depreciation And Amortization Expenses

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Depreciation and Amortization expense	39.28	37.01	76.28	53.75
TOTAL	**39.28**	**37.01**	**76.28**	**53.75**

NOTE 27: Details Of Other Expenses

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Auditor's Remuneration	5.35	2.20	7.55	3.70
Electricity & Water Expenses	4.96	9.82	14.79	11.25
Insurance Charges	5.85	4.86	10.71	4.97
Printing and Stationery	5.10	4.25	9.35	5.21
Legal and Professional Charges	74.19	30.76	104.95	28.52
Rent	58.08	54.59	112.67	96.40
Telephone,Internet & Other Communication Expenses	9.47	8.21	17.67	15.18

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Travelling Expenses	48.52	36.34	84.86	45.90
Repair & Maintenance Expenses	12.69	13.58	26.28	3.72
Rates & Taxes	10.95	6.27	17.22	10.48
Sales Promotion	10.40	3.57	13.96	108.26
Commission	34.32	5.50	39.81	71.33
Office Expenses	7.09	4.58	11.67	6.56
Fess & Subscriptions	0.14	0.09	0.23	1.87
Recruitment Charges	0.04	-	0.04	1.41
Loss on sale of Fixed Asset	-	-	-	0.30
Misc. Expenses	3.56	2.36	5.92	1.05
CSR Expenses	12.00	-	12.00	4.95
Software Expenses	2.82	7.82	10.64	11.74
Provisions for Bad Debts	0.75	11.79	12.54	-
TOTAL	**306.28**	**206.59**	**512.87**	**432.80**

Note 27.1:

(Rs. In Lakhs)

Particulars	31-03-2025 (H2)	30-09-2024 (H1)	31-03-2025	31-03-2024
Statutory Audit	4.52	1.38	5.90	2.55
Tax Audit	0.83	0.82	1.65	1.15
TOTAL	**5.35**	**2.20**	**7.55**	**3.70**

Notes To The Consolidated Financial Statements

28. Contingent liabilities and commitments (to the extent not provided for):

A. Contingent Liabilities

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Claims against the company not acknowledged as debt	-	-
Guarantees	-	-
Other money for which the company is contingently liable	-	-
GST Demand	25.27	8.45
TOTAL	**25.27**	**8.45**

B. Commitments

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
Uncalled liability on shares and other investments partly paid	-	-
Other commitments (specify nature)	-	-
TOTAL	**-**	**-**

29. Proposed Dividend Details: The Company has not declared dividend during the period under review.

30. Utilisation of IPO Proceeds: The Company has issued 61,40,000 equity shares to the public having a face value of Rs.10 per share including share premium of Rs. 23 per share aggregating to Rs. 2026.20 Lakhs by way of Initial Public Offer (IPO) and got listed on Emerge Platform of National Stock Exchange of India Limited on 23rd January, 2024. The net proceeds from the issue has been utilised for the following purpose:

(Rs. In Lakhs)

S.No.	Objective of the issue	Amount allotted for the object (Original)	Amount allotted for the object (Modified)	Amount utilized from 01.04.2024 to 30.09.2024	Amount unutilized as on 30.09.2024	Amount utilized from 01.10.2024 To 31.03.2025	Amount unutilized as on 31.03.2025
1	Funding of expenses pro-posed to be incurred towards obtaining various certifications from the Federal Aviation Admin-istration ("FAA") and the European Union Aviation Safety Agency ("EASA") for Wireless Streaming Server ("AeroHub") and Patented Inviseo tray table	350.00	250.00	39.72	310.28	80	130.28
2	Funding working capital requirements of our Com-pany for manufacturing the Proposed Products and the working capital requirements of our Company in the ordinary course of business	850.00	784.57	154.39	695.61	--	630.18
3	Prepayment or repayment of all or a portion of certain outstanding bor-rowings availed by our Company	250.00	95.65	95.65	154.35	--	--
4	General corporate purposes	381.64	202.62	--	381.64	--	202.62
5	IPO Expenses	194.56	186.81	186.81	7.75	--	--
6	Strategic Acquisition and Investment	--	506.55	--	--	506.55	--
	TOTAL	**2026.20**	**2026.20**	**476.57**	**1549.63**	**586.55**	**963.08**

31. In the opinion of the Board, the company has used borrowings from banks and financial institution only for the specific purpose for which it was taken at the balance sheet date.

32. In the opinion of the Board, all of the assets other than Property, Plant and Equipment and noncurrent investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

33. Details of Benami Property held : There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).

34. The company has borrowing from the banks or financial institutions on the basis of Primary security of Stock and book debts, company is require to file Quarterly statements of Stock and debt or as and when required by bank.

35. Wilful Defaulter : The company is not declared as wilful defaulter by any bank or financial institution or other lender during the reporting period.

36. Relationship with Struck off Companies : The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013.

37. Registration of charges or satisfaction with Registrar of Companies: The Company does not have any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

38. Compliance with number of layers of companies: The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

39. Compliance with approved Scheme(s) of Arrangements: No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the reporting period.

40. Utilisation of Borrowed funds and share premium:

A. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

B. Where a company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

41. Payment to the Auditor

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
Auditor	5.90	2.55
Taxation Matters	1.65	1.15
TOTAL	7.55	3.70

42. Corporate Social Responsibility: The Company is covered under section 135, amount of expenditure incurred on corporate social responsibility activities are as follows:

a. amount required to be spent by the company during the year is Rs. 11.75 Lakhs

b. amount of expenditure incurred is Rs. 12.00 Lakhs

(Rs. In Lakhs)

Particulars	Paid in Cash	Yet to be Paid	Total
Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	12.00	-	12.00
TOTAL	12.00	-	12.00

c. shortfall at the end of the year out of the amount required to be spent by the Company during the year - Nil

d. total of previous years shortfall – Nil.

e. The reason for above shortfalls by way of a note - Not Applicable

f. The nature of CSR activities undertaken by the Company – Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects

g. Details of related party transactions - Nil

h. The Company has not made any provision with respect to a liability incurred by entering into a contractual obligation.

43 Services Income: In case of Companies Rendering or Supplying Services:

Particulars	For the year ended	
	31-03-2025	31-03-2024
Advertising	2817.35	1980.22
Content Marketing	2798.84	1619.86
Inflight Entertainment	660.49	890.53
Technology	51.48	237.13
TOTAL	6328.16	4727.75

44. The Company has not set aside or proposed to be set aside any material amount to reserve, but not including provisions made to meet any specific liability, contingency or commitment known to exist at the date as to which the balance sheet is made up.

45 The Company has not set aside any material amount to provisions made for meeting specific liabilities, contingencies or commitments.

46. (a) Dividends from subsidiary companies- Nil

(b) Provisions for losses of subsidiary companies-Nil

47 Value of Imports: Value of imports calculated on C.I.F basis by the company during the financial year is as follows:

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
	-	-
NIL	-	-
	-	-
TOTAL	-	-

48. Foreign Currency earned and expended:

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
A. Foreign currency earned		
Export of goods calculated on F.O.B. basis	-	-
Royalty, know-how, professional and consultation fees	-	-
Interest and dividend	-	-
Other income (Export of Services)	732.45	546.05
TOTAL	732.45	546.05
B. Foreign currency expended		
Import of Services	286.00	61.08
TOTAL	286.00	61.08

49. The amount remitted during the year in foreign currencies on account of dividends with a specific mention of the total number of non-resident shareholders, the total number of shares held by them on which the dividends were due and the year to which the dividends related;-NIL

50. Undisclosed income: There are no transactions that were not recorded in the books of account, and which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). There is no previously unrecorded income and related assets have been recorded in the books of account during the year.

51. Details of Crypto Currency or Virtual Currency: The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

52. Dues to Micro, Small and Medium Enterprises: The principal amount remaining unpaid to the supplier registered under Micro, Small and Medium Enterprises Development Act, 2006 are not outstanding for more than 45 days as at the end of reporting date and provision for the interest has not been created against the amount outstanding.

53. Disclosure of related parties/related party transactions pursuant to Accounting Standard (AS) - 18 "Related Party Disclosures":

A. List of Related Parties:

1. Prakash Johari- Director
2. Bal Kishan Johari-Relative of director
3. Kusum Johari-Relative of director
4. Vikas Johari-Relative of director
5. Arti Verma -Relative of director
6. Shashi Soni-Relative of director
7. Garv Johari-Relative of director
8. Samrat Johari-Relative of director
9. Sweta Johari-Director
10. Ashok Kumar Verma-Relative of director
11. Madhu Verma-Relative of director
12. Sumit Verma-Relative of director
13. Subcontinental Media Group Private Limited-Company in which director is Director
14. Three Hands Infrastructure (India)Private Limited-Company in which director is Director
15. Monsoon Salon & Spa Private Limited-Company in which director is Director
16. Inswi Watches & Jewellery (India) Private Limited-Company in which director is Director
17. Pandora Private Limited-Company in which director is Director
18. Jaipur Capital Holding LLP-LLP in which director is Partner
19. Display Netmedia India Private Limited-Company in which director is Director
20. The Professional Hair Salon & Spa (India) Private Limited-Company in which director is Director
21. Aeroplay Entertainment Pte. Ltd.- Company in which Director is interested
22. Alpha Picture Pte. Ltd.- Company in which director is Director
23. Iconic Brands Group, INC-Company in which director is Director
24. Waltham Construction & Management Services LLP-LLP in which director is Partner
25. M/s Retail KC LLP-
26. M/s Retail VK LLP-
27. Gingerpan Swapkart Private Limited-KMP is Director
28. Shorea Social Commerce Private Limited-Relative is a director
29. Shorea Softech Private Limited-Relative is a director
30. THI Industries Private Limited- Company in which director is Director

31. Vinci Infrastructure Private Limited- Company in which director is Director
32. Superfuel Consultants LLP-Relative is Partner
33. Jaipur Capital PTE LTD - Company in which director is Director
34. Air Play (Shanghai) Entertainment Co. Ltd - Company in which director is Director
35. M/s Aabhushan-Relative is Proprietor
36. GSI Constructions (India) Private Limited- Company in which director is Director
37. Uma Shanker Joshi
38. Sakshi Mishra

B. Transaction with Related Parties:

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount of transaction during the year ended March 31, 2025	Amount outstanding as on March 31, 2025 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2024	Amount outstanding as on March 31, 2024 (Payable)/ Receivable
Prakash Johari	Director	Remuneration	48.00	(4.00)	38.85	(4.25)
		Reimbursement of Expenses	15.00	-	133.63	-
		Reimbursement of Expenses Paid	15.00		133.63	
		Loan Taken	-	-	-	-
		Loan Repaid	-		73.15	
Bal Kishan Johari	Relative of director	Remuneration	6.00	(0.50)	6.00	(0.50)
		Reimbursement of Expenses	0.50	-	0.50	-
		Reimbursement of Expenses Paid	-		0.50	
Kusum Johari	Relative of director	Remuneration	6.00	(0.50)	6.00	(0.50)
Sweta Johari	Director	Remuneration	33.00	(2.75)	33.00	(2.75)
		Reimbursement of Expenses	9.00	-	56.56	-
		Reimbursement of Expenses Paid	9.00		56.56	-
		Sale of Plot	-	-	12.64	-
Vikas Johari	Relative of director	Reimbursement of Expenses	-	-	2.05	-
		Reimbursement of Expenses Paid	-		2.05	-
Subcontinental Media Group Private Limited	Company in which director is Director	Sales of services	-	-	27.32	-
		Purchase of services	112.00	-	-	-
		Loan Taken	-	-	37.07	-
		Loan Repaid	-		37.07	-
Three Hands Infrastructure (India) Private Limited	Company in which director is Director	Advance given	-	-	282.55	-
		Advance repaid	-		282.55	
		Rent Paid	85.18	-	112.84	-
Monsoon Salon & Spa Private Limited	Company in which director is Director	Advance given	-	-	-	-
		Interest on loan	-		10.09	
		Advance repaid	-		292.06	
Pandora Private Limited	Company in which director is Director	Advance given	-	-	0.92	-
		Advance repaid	-		38.73	
Jaipur Capital Holding LLP	Company in which director is Director	Advance given	-	-	-	-
		Interest on loan	-		2.13	
		Advance repaid	-		90.18	
The Professional Hair Salon & Spa (India) Private Limited	Company in which director is Director	Advance given	-	78.22	-	78.22
		Advance repaid	-		-	
Aeroplay Entertainment Pte. Ltd.	Company in which Director is interested	Sales of services	16.43	(0.28)	280.55	(3.83)
Alpha Picture Pte. Ltd.	Company in which director is Director	Sales of Services	0.00	-	0.04	-
Iconic Brands Group,INC	Company in which director is Director	Sales of Services	1.50	58.13	2.17	56.63
Uma Shanker Joshi	Key Managerial Personnel	Remuneration	10.19	(0.77)	8.76	(0.77)
		Reimbursement of Expenses	5.05	-	18.63	-
		Reimbursement of Expenses Paid	5.05		18.63	
		Advance given	0.00	1.02	2.00	2.00
Sakshi Mishra	Key Managerial Personnel	Remuneration	6.30	(0.43)	2.66	(0.55)
		Reimbursement of Expenses	0.71	-	0.56	-
		Reimbursement of Expenses Paid	0.71		0.56	

Notes to be disclosed :

1. Terms and conditions of sales and purchases: the sales and purchases transactions among the related parties are in the ordinary course of business based on normal commercial terms, conditions, market rates and memorandum of understanding signed with the related parties. For the year ended 31st March, 2025, the Company has not recorded any loss allowances for transactions between the related parties.
2. As the future liabilities for gratuity and leave encashment is provided on an actuarial basis and payment of insurance costs are made for the Company as a whole, the amount pertaining to the key management personnel is not ascertainable, therefore, not included above.
3. No amounts in respect of related parties have been written off/ written back during the year or has not made any provision for doubtful debts/ receivable.
4. No Loans or Advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person..

54. Income Taxes:

I. Minimum Alternate Tax Credit

The Company has opted the lower tax regime under section 115BAA of the Income Tax Act, 1961. Hence, there is no Minimum Alternate Tax credit recognised in the reporting year..

II. Current Tax

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
Current Tax	**256.09**	**315.04**
Less: MAT Credit Entitlement	-	-
Net Current Tax	256.09	315.04

55. Exchange Difference

Particulars	For the year ended	
	31-03-2025	31-03-2024
Exchange Difference Gain/(Loss)	0.03	3.01
TOTAL	**0.03**	**3.01**

56. Employee Benefit (Incurred in India)

(Rs. In Lakhs)

Disclosure Under As-15:

A. Defined Contribution Plan

Particulars	For the year ended	
	31-03-2025	31-03-2024
Employers' Contribution to Provident Fund and ESIC	0.83	1.14

B. Defined Benefit

1) Gratuity

The gratuity benefit payable to the employees of the Company is as per the provisions of the Payment of Gratuity Act, 1972, as amended. Under the gratuity plan, every employee who has completed at least 5 years of service gets gratuity on separation or at the time of superannuation calculated for equivalent to 15 days salary for each completed year of service calculated on last drawn basic salary. The Company does not have a funded plan for gratuity liability.

I. Assumptions	For the year ended	
	31-03-2025	31-03-2024
Discount Rate	7.00%	7.25%
Salary Escalation	10.00%	10.00%
Withdrawal Rates	10.00%	10.00%
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 years	60 years

(Rs. In Lakhs)

II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION	For the year ended	
	31-03-2025	31-03-2024
Present Value of Benefit Obligation as at the beginning of the year	62.80	71.52
Current Service Cost	14.38	10.99
Interest Cost	5.08	4.27
(Benefit paid)	(9.19)	(23.40)
Actuarial (gains)/losses	5.56	(0.59)
Present value of benefit obligation as at the end of the year	**78.63**	**62.80**

III. ACTUARIAL GAINS/LOSSES:	For the year ended	
	31-03-2025	31-03-2024
Actuarial (gains)/losses on obligation for the year	5.56	(0.59)
Actuarial (gains)/losses on asset for the year	-	-
Actuarial (gains)/losses recognized in income & expenses Statement	**5.56**	**(0.59)**

IV. EXPENSES RECOGNISED	For the year ended	
	31-03-2025	31-03-2024
Current service cost	14.38	10.99
Interest cost	5.08	4.27
Actuarial (gains)/losses	5.56	(0.59)
Expense charged to the Statement of Profit and Loss	**25.02**	**14.67**

V. BALANCE SHEET RECONCILIATION	For the year ended	
	31-03-2025	31-03-2024
Opening net liability	62.80	71.52
Expense as above	25.02	14.67
(Benefit paid)	(9.19)	(23.40)
Net liability/(asset) recognized in the balance sheet	**78.63**	**62.80**

VI. EXPERIENCE ADJUSTMENTS	For the year ended	
	31-03-2025	31-03-2024
On Plan Liability (Gains)/ Losses	(6.85)	(1.54)

VII. The estimates of rate of salary increase considered in the actuarial valuation takes into account inflation, seniority, promotion and all other relevant factors including supply and demand in the employment market.

2) Leave Encashment

I. Assumptions	For the year ended	
	31-03-2025	31-03-2024
Discount Rate	7.25%	7.25%
Salary Escalation	10.00%	10.00%
Withdrawal Rates	10.00%	10.00%
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 years	60 years

(Rs. In Lakhs)

II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION	For the year ended	
	31-03-2025	31-03-2024
Present Value of Benefit Obligation as at the beginning of the year	16.23	21.21
Interest cost	1.29	1.16
Current Service Cost	6.09	4.41
(Benefit paid)	(1.45)	(8.61)
Actuarial (gains)/losses	(5.59)	(1.94)
Present value of benefit obligation as at the end of the year	**16.57**	**16.23**

III. ACTUARIAL GAINS/LOSSES:	For the year ended	
	31-03-2025	31-03-2024
Actuarial (gains)/losses on obligation for the year	(5.59)	(1.94)
Actuarial (gains)/losses on asset for the year	-	-
Actuarial (gains)/losses recognized in income & expenses Statement	**(5.59)**	**(1.94)**

IV. EXPENSES RECOGNISED	For the year ended	
	31-03-2025	31-03-2024
Current service cost	1.29	1.16
Interest cost	6.09	4.41
Actuarial (gains)/losses	(5.59)	(1.94)
Expense charged to the Statement of Profit and Loss	**1.79**	**3.63**

V. BALANCE SHEET RECONCILIATION	For the year ended	
	31-03-2025	31-03-2024
Opening net liability	16.23	21.21
Expense as above	1.79	3.63
(Benefit paid)	(1.45)	-8.61
Net liability/(asset) recognized in the balance sheet	**16.57**	**16.23**

VI. EXPERIENCE ADJUSTMENTS	For the year ended	
	31-03-2025	31-03-2024
On Plan Liability (Gains)/Losses	(13.27)	(2.19)

VII. The estimates of rate of salary increase considered in the actuarial valuation takes into account inflation, seniority, promotion and all other relevant factors including supply and demand in the employment market.

57. Cashflow Statement

1. (1)The Company has no significant amount of cash and cash equivalent balances held that are not readily available for use.
2. The Company does not have undrawn borrowing facilities that may be available for future operating activities.
3. The Company has appropriate amount of Cash Flows that are required to maintain operating capacity.
4. The Company is investing adequately in the maintenance of its operating capacity..

Additional Disclosures:

I. Components of Cash and Cash Equivalents:

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
Cash on Hand	1.03	1.02
Cheque in hand	-	-
Balance with banks	499.77	49.75
Demand deposits with banks	978.46	1664.61
Short term highly liquid investments		-
Cash Credit	6.07	229.26
TOTAL	**1485.32**	**1944.64**

II. Amount Spent for CSR Activities

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	12.00	4.95
TOTAL	**12.00**	**4.95**

58. Details of dues to Micro and Small Enterprises as per MSMED Act, to the extent of information available with the Company are as follows:

Particulars	31-03-2025	31-03-2024
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	0.45	9.22
(i) Principal Amount	0.45	8.91
(ii) Interest due on above	0.00	0.31
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	-	0.31

59. Disclosures on Property, plant and equipment and Intangible Assets

I. Property, plant and equipment

1. The Company do have any restrictions on title, and property, plant and equipment pledged as security for liabilities.
2. There is no amount of expenditure recognised in the carrying amount of an item of property, plant and equipment during its construction.
3. There is no contractual commitments for the acquisition of property, plant and equipment.
4. There is no amount of compensation from third parties for items of property, plant and equipment that were impaired, lost or given up that is included in the statement of profit and loss.
5. The Company has no assets that are retired from active use and held for disposal
6. There is no temporarily idle property, plant and equipment at the reporting date.
7. The Company has fully depreciated property, plant and equipment that is still in use.
8. The Company has not revalued any class of property, plant and equipment during the financial year.
9. The Company has no property, plant and equipment retired from active use and not held for disposal..

II. Intangible asset

1. The carrying amount and remaining amortization period of any individual intangible asset that is material to the financial statements of the enterprise as a whole-Nil
2. The Company do have any restrictions on title, and intangible assets pledged as security for liabilities.
3. There is no contractual commitments for the acquisition of intangible assets.
4. The Company has no fully amortised intangible asset that is still in use.
5. There is no acquisitions of intangible assets through business combinations.

60. Investments :

I. Profits and losses with regard to investments have been disclosed as under:

a) profits and losses on disposal of current investments -Not Applicable

b) profits and losses on changes in the carrying amount of current investments -Not Applicable

c) profits and losses on disposal of long-term investments -Not Applicable

d) profits and losses on changes in the carrying amount of long- term investments -Not Applicable

II. The Company has no significant restrictions with regard to investments in subsidiaries on the right of ownership, realisability of investments or the remittance of income and proceeds of disposals.

61 Earnings Per Share:

(Rs. In Lakhs)

Particulars	For the year ended	
	31-03-2025	31-03-2024
1. Profit attributable to equity shareholders before extraordinary items (A)	850.10	810.57
2. Profit attributable to equity shareholders after extraordinary items (B)	850.10	810.57
3. Weighted average number of equity shares outstanding during the year (C)	22740950	22740950
4. Effect of potential equity shares on employee stock options outstanding	-	-
5. Effect of any other items of potential Equity Shares eg. Convertible Debentures, Convertible Preference Shares	-	-
6. Weighted average number of potential equity shares outstanding during the year for the purpose of computing Diluted Earnings Per Share (D)	22740950	22740950
7. Basic and Diluted earnings per share before extraordinary items of face value of ₹ 10	3.74	3.56
8. Basic and Diluted earnings per share after extraordinary items of face value of ₹ 10	3.74	3.56

62. Balance shown under head Sundry debtors, creditors and advances are subject to confirmation.

63. The company is duly following the notification of the Ministry of Corporate Affairs (MCA) which said, according to proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, for the financial year commencing April 1, 2023, every company which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

64. Previous year's figures have been regrouped / reclassified wherever necessary to conform with current year's classification.

For **Manish Pandey & Associates**
Chartered Accountants
FRN: 019807C

SD/-
Garima Gulati
(Partner)
Membership No. - 420785
UDIN : 25420785BMXIDG5349

Place: New Delhi
Date: 28/05/2025

For and on behalf of
the Board of Directors
Maxposure Limited

SD/-
Prakash Johari
Managing Director
DIN - 01891273

SD/-
Sweta Johari
Whole-time Director
DIN - 02770947

SD/-
Uma Shanker Joshi
(CFO)

SD/-
Priya Kesari
(Company Secretary)

Maxposure Content to ROI

NEUTRAL

AERO HUB aerohub.aero

bluebird

skyview

aerolab MEDIA

cityscape aero

AVIATION OOH

inviseo

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