September 01st, 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: Outcome of Board Meeting held on Monday, 01st September, 2025

Dear Sir/ Madam,

In accordance with the provisions of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, we wish to inform you that the Board of Directors of the Company at their meeting held today i.e. Monday, 01st September, 2025 interalia, has considered, noted and approved the following(s):

1. Considered and approved Maxposure Limited Employee Stock Option Scheme – 2025 ***("Scheme")***, brief details of which are as under:

1.1 The Option Pool of the Scheme shall be 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 and as defined in the scheme)* exercisable into be 5,00,000 (Five Lakhs) Equity Shares of face value Rs. 10/- each.

1.2 The Scheme shall be administered by the Nomination and Remuneration Committee of the Company and shall be implemented through direct route, for extending the benefits to the Eligible Employees by the way of fresh allotment from the Company.

2. Considered and approved the grant of Options to Employees of the Subsidiary Company, in India or outside India, of the Company under Maxposure Limited Employee Stock Option Scheme – 2025.

3. Appointed M/s Corporate Professionals Capital Private Limited, a category I Merchant Banker for implementation of the Scheme in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

4. Considered and approved the re-designation of Mr. Massimo Angelo Antonio Monti (DIN: 03592779), Non-Executive Director, as an Independent Director of the Company, subject to shareholder's approval at the ensuing Annual General Meeting of the Company.

5. Considered and approved the re-designation of Dr. Torsten Joern Klein (DIN: 10366241) from Independent Director to Non-Executive Director of the Company.

6. Approved the appointment of M/s VAP & Associates, Company Secretaries (FRN: P2023UP098500 and Peer Review Certificate No. 1083/2021) as Secretarial Auditors of the Company for the Financial year 2025-26. *(Please note pursuant to Regulation 15(2) of the SEBI Listing Regulations, the provisions of Regulation 24A are not applicable to the Company, accordingly the appointment of Secretarial Auditors of the Company has been made for the financial year 2025-26 only instead of 5 consecutive financial years).*

7. Approved the Directors' Report and Management Discussion & Analysis Report for the year ended 31st March, 2025.

8. Approved the notice of 19th Annual General Meeting to be held on Monday, 29th September, 2025 at 04:30 P.M. through Video conferencing / Other Audio Visual Means (OAVM).

9. Decided to close the Register of Members and/ or Share Transfer Book from Wednesday, 24th September, 2025 to Monday, 29th September, 2025 (both days inclusive) for the purpose of Annual General Meeting.

10. The Cut-off date for procuring the data of shareholders for sending the Annual Report is Friday, 29th August, 2025.

As per the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Board has noted that the Annual Report for the ensuing AGM shall be sent to the shareholders only by way of electronic mode, no physical dispatch of Annual Report shall take place.

Further, in terms of Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the weblink, including the exact path, where the Notice of AGM and complete Annual Report is available, shall be physically send to those shareholders of the Company who have not registered their email addresses with the Company/ Depository/ RTA and whose name appear in the the Register of Members of the Company as on Friday, August 29th , 2025 (the Cut-off date).

11. The Cut-off date to identify the shareholders for the purpose of e-voting is Tuesday, 23rd September, 2025.

12. The voting period for the remote e-voting will start from 09:00 A.M. on Friday, 26th September, 2025 and close at 05:00 P.M. on Sunday, 28th September, 2025.

13. Appointment of Mr. Amit Shukla, Proprietor of M/s Amit Shukla & Associates, Company Secretaries (FRN: S2017HR481400 and Membership No. ACS: 48811) as Scrutinizer of the Company for conducting the e-voting process to be undertaken at the 19th Annual General Meeting.

Disclosure of information pursuant to Regulation 30, read with Schedule III of SEBI Listing Regulations, and with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, pertaining to item No. 1, 4, 5 & 6 is enclosed as ANNEXURE-A, B, C and D respectively.

The meeting was originally scheduled at 4:30 P.M., however, commenced at 4:40 P.M. (through video conferencing hosted from the registered office of the Company) and concluded at 05:35 P.M.

Please take the aforesaid on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,
For Maxposure Limited

PRIYA KESARI
Digitally signed by PRIYA KESARI
Date: 2025.09.01 17:43:07 +05'30'

Priya Kesari
Company Secretary and Compliance Officer

ACS 22710

ANNEXURE A

Details under Regulation 30 of the SEBI Listing Regulations read along with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

Sl. No.	Particulars	Details
1.	**Name of the Scheme**	Maxposure Limited Employee Stock Option Scheme – 2025 ***("Scheme")***
2.	**Brief details of options granted**	5,00,000 (Five Lakhs) Employee Stock Options convertible into 5,00,000 (Five Lakhs) Equity Shares of face value of Rs. 10/- each. 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. However, no grant has been made under the Scheme, as on date.
3.	**Whether the Scheme is in terms of SEBI (SBEB & SE) Regulations, 2021 (if applicable)**	Yes
4.	**Total number of shares covered by these options**	5,00,000 (Five Lakhs) Equity Shares of face value of Rs. 10/- each (Each Option is convertible into one Equity Share of the Company).
5.	**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.

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6.	**Options Vested**	Not Applicable, as this outcome is pertaining to date of approval of Board of Directors.
7.	**Time within which option may be exercised**	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
8.	**Options exercised**	Not Applicable, as this outcome is pertaining to date of approval of Board of Directors.
9.	**Money realized by exercise of Options**	
10.	**The total number of Shares arising as a result of exercise of Option**	
11.	**Options lapsed**	
12.	**Variation in terms of Options**	
13.	**Brief details of significant terms**	The Scheme is administered by the Nomination and Remuneration Committee. 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. The grant of Options is based upon the eligibility criteria as mentioned in the Scheme. The Vesting Period shall commence for 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 granted Options once vested shall entitle the Option holder to acquire equal number of Equity Shares, upon payment of exercise price, applicable taxes and other charges, if any, in accordance with terms and conditions of the Scheme.

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		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.
14.	**Subsequent changes or cancellation or exercise of such Options**	Not Applicable, as this outcome is pertaining to date of approval of Board of Directors.
15.	**Diluted earnings per share pursuant to the issue of equity shares on exercise of Options.**	

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ANNEXURE B

Details under Regulation 30 of the SEBI Listing Regulations read along with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

Sl. No.	Particulars	Details
1.	**Reason for Change**	Re-designation of Mr. Massimo Angelo Antonio Monti (DIN: 03592779), Non-Executive Director as an Independent Director of the Company
2.	**Date of appointment & terms of appointment:**	w.e.f 29th September, 2025 The Board of Directors in their meeting held today i.e. 01st September, 2025 has approved the re-designation of Mr. Massimo Angelo Antonio Monti as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 29th September, 2025 to 28th September, 2030, subject to the approval of shareholders of the Company in the ensuing Annual General Meeting.
3.	**Brief Profile**	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.

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4.	**Disclosure of relationship between directors**	Mr. Massimo Angelo Antonio Monti is not related to any of the Directors of the Company.

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ANNEXURE C

Details under Regulation 30 of the SEBI Listing Regulations read along with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

Sl. No.	Particulars	Details
1.	**Reason for Change**	Re-designation of Dr. Torsten Joern Klein (DIN: 10366241) from Independent Director to Non-Executive Director of the Company
2.	**Date of appointment & terms of appointment**	w.e.f 01st September, 2025 The Board of Directors in their meeting held today i.e. 01st September, 2025 has approved the re-designation of Dr. Torsten Joern Klein from Independent Director to Non-Executive Director (Non-Independent) of the Company, liable to retire by rotation.
3.	**Brief Profile**	Dr. Torsten Joern Klein (DIN: 10366241) is a German national, who holds a diploma in Economics from the Berlin School of Economics and has earned a Doctorate in Economics from the same institution. His doctoral work focused on the possibilities and limits of incorporating modern marketing research methods into the development of marketing strategies. In the past, he served as President, Gruner + Jahr, a 2.1-billion-dollar company owned by the 20-billion media conglomerate Bertelsmann Group. Since 2018, he has served as the Managing Director of TJK GrowthInvest GmbH, a company engaged in providing consulting services and brokerage of investments in various sectors, including media, information technology, and the publishing industry.
4.	**Disclosure of relationship between directors**	Dr. Torsten Joern Klein is not related to any of the Directors of the Company.

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ANNEXURE D

Details under Regulation 30 of the SEBI Listing Regulations read along with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

Sl. No.	Particulars	Details
1.	**Reason for Change**	Appointment of M/s VAP & Associates, Company Secretaries (FRN: P2023UP098500 and Peer Review Certificate No. 1083/2021), as the Secretarial Auditors of the Company for the financial year 2025-26.
2.	**Date of appointment & terms of appointment**	w.e.f. 1st September, 2025 The Board of Directors in their meeting held today i.e. 01st September, 2025 has approved the appointment of M/s VAP & Associates, Company Secretaries (FRN: P2023UP098500 and Peer Review Certificate No. 1083/2021) as Secretarial Auditors of the Company for the Financial year 2025-26. *(Please note pursuant to Regulation 15(2) of the SEBI Listing Regulations, the provisions of Regulation 24A are not applicable to the Company, accordingly the appointment of Secretarial Auditors of the Company has been made for the financial year 2025-26 only instead of 5 consecutive financial years).*
3.	**Brief Profile:**	M/s VAP & Associates is a Peer Reviewed Firm of Practicing Company Secretaries with expertise in Corporate Laws, Secretarial Audit, Compliance Audit, FEMA, Securities Laws, Listing Regulations, Corporate Governance, and allied advisory services. The firm has been associated with several reputed Public Sector Undertakings, Listed Companies, NBFCs and private corporates, including Engineers India Limited, IRCON International Limited, India Post Payment Bank Limited and Talwandi Sabo Power Limited (Vedanta Group) etc.

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4.	**Disclosure of relationship between directors**	Not applicable

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