



SCRUTINIZER'S REPORT

To

The Chairman of the 18th Annual General Meeting of Maxposure Limited (CIN U22229DL2006PLC152087), held on Monday, September 30, 2024, at 11.30 a.m. through Video Conferencing or other Audio-Visual Means.

Dear Sir,

Sub: Scrutinizer's Report on voting through remote e-voting and e-voting during the 18th Annual General Meeting of Maxposure Limited held on Monday, September 30, 2024, at 11.30 a.m. through Video Conferencing or other Audio-Visual Means.

I, Shikha Rai, Partner at M/s. Mamta Binani and Associates, has been appointed as the Scrutinizer by the Board of Directors of Maxposure Limited ("the Company") pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize the process of voting i.e., remote e-voting and e-voting during the 18th Annual General Meeting (AGM) of the Company held on Monday, September 30, 2024, at 11.30 a.m. through Video Conferencing or other Audio-Visual Means. [Deemed Venue: The Registered Office of the Company i.e. at Plot No 62, Okhla Industrial Estate, Phase-3, Southwest Delhi-110020].

Dispatch of Notice

The Annual Report 2024, containing financial statements and other reports along with the AGM Notice dated September 9, 2024 (hereinafter referred as Notice of AGM), were sent to the members through electronic mode to those members whose e-mail Ids were registered with the Company or depository, as the case may be.

Shikha Rai



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Further, the revised notice was sent on September 11, 2024. The electronic transmission of the Annual Report was completed on September 11, 2024.

Cut-off date

The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 23, 2024, were entitled to vote on the resolutions set out at item nos. 1 to 3 of the Notice of the AGM.

Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of (i) The Companies Act 2013 and the rules made thereunder; and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice of the AGM.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means and voting are conducted in a fair and transparent manner and render scrutinized report of the total votes cast in favour or against, if any, on the resolutions to the Chairman, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) at the meeting.

I submit my report in respect of the resolutions passed at the AGM of the Company as under:

A. Relating to E-Voting Facility

1. The Company had availed the remote e-voting facility provided by National Securities Depository Limited (NSDL) for conducting remote e-voting.

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B. Result of remote e-voting and voting during the meeting as under:

1. The voting rights of the members were reckoned as on the "cut-off date", i.e., September 23, 2024, for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the AGM.
2. The votes cast through remote e-voting and voting during the meeting were unblocked after the conclusion of AGM in presence of two witnesses, who are not in the employment of the Company.
3. The details of the e-voting exercised by the shareholders and the votes exercised at the time of 18th Annual General Meeting, which were duly scrutinized and processed have been duly entered in a register separately maintained for the purpose in electronic mode. The compilation of the register, in respect of remote e-voting and voting at the AGM contains the statement of Shareholder's name, Folio Number, Number of Shares Held, Number of votes exercised, Votes in favour, Votes in against and those votes which were rejected/ considered invalid which have been duly Scrutinized and shareholding were matched/ confirmed with the register of Members of the company/ list of beneficiaries and BENPOS along with the Shareholding Pattern as on the cut-off date i.e. 23rd September, 2024. The result of voting is attached under as ANNEXURE A.
4. Based on the above results, I report that the resolutions contained at item nos. 1 to 3 have been duly approved by the shareholders with requisite majority.
5. The register of remote e-voting and other relevant documents/registers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 18th AGM and the same shall be handed over, thereafter, to the Company Secretary for safe keeping.
6. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) NSDL and (iii) to be placed on website of the Company. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.



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Thanking you,

Yours faithfully,

For Mamta Binani and Associates

Shikha Rai



Shikha Rai
Practicing Company Secretary
ACS No. A47768
C.P. No: 18655

MAXPOSURE LIMITED

Annexure A

VOTING RESULTS OF THE 18TH ANNUAL GENERAL MEETING (AGM) PURSUANT TO REGULATION 44
OF
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM	SEPTEMBER 30, 2024
Total number of shareholders on cut-off date	943
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and promoter group:	2
Public :	4

Agenda – wise disclosure

Resolution required: ORDINARY	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, along with the Reports of the Board of Directors and the Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)*100	No. of votes- in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)- [(4)/(2)]* 100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	1,39,98,400	0	0	0	0	0	0
	E-voting during the meeting	0	0	0	0	0	0	0
	Total	1,39,98,400	0	0	0	0	0	0
Public Institutions	Remote E-Voting	23,37,000	14,61,000	62.52%	14,61,000	0	100%	0
	E-voting during the meeting	0	0	0	0	0	0	0
	Total	23,37,000	14,61,000	62.52%	14,61,000	0	100%	0
Public-Institutions Non	Remote E-Voting	64,05,550	50,000	0.78%	50,000	0	100%	0
	E-voting	0	0	0	0	0	0	0

Shikha Rai



	during the meeting							
	Total	64,05,550	50,000	0.78%	50,000	0	100%	0

Whether resolution is passed or not - Yes

Resolution required:	Re-Appointment of Mrs. Shweta Johari (DIN: 02770947), who retires by rotation and being eligible, offers herself for re-appointment.							
ORDINARY								
Whether promoter/promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)*100	No. of votes- in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)- [(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	1,39,98,400	0	0	0	0	0	0
	E-voting during the meeting	0	0	0	0	0	0	0
	Total	1,39,98,400	0	0	0	0	0	0
Public Institutions	Remote E-Voting	23,37,000	14,61,000	62.52%	14,61,000	0	0	0
	E-voting during the meeting	0	0	0	0	0	0	0
	Total	23,37,000	14,61,000	62.52%	14,61,000	0	0	0
Public-Non Institutions	Remote E-Voting	64,05,550	50,000	0.78%	50,000	0	100%	0
	E-voting during the meeting	0	0	0	0	0	0	0
	Total	64,05,550	50,000	0.78%	50,000	0	100%	0

Whether resolution is passed or not - Yes

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Resolution required:	Appointment of M/s Manish Pandey & Associates, Chartered Accountants (Firm Registration No: 019807c) as Statutory Auditors of the Company.							
ORDINARY								
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)- [(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	1,39,98,400	0	0	0	0	0	0
	E-voting during the meeting	0	0	0	0	0	0	0
	Total	1,39,98,400	0	0	0	0	0	0
Public Institutions	Remote E-Voting	23,37,000	14,61,000	62.52 %	14,61,000	0	0	0
	E-voting during the meeting	0	0	0	0	0	0	0
	Total	23,37,000	14,61,000	62.52 %	14,61,000	0	0	0
Public-Non Institutions	Remote E-Voting	64,05,550	50,000	0.78%	50,000	0	100%	0
	E-voting during the meeting	0	0	0	0	0	0	0
	Total	64,05,550	50,000	0.78%	50,000	0	100%	0

Whether resolution is passed or not - Yes

Note

1) The bifurcation of public shareholders who have cast their vote has been categorized in the following manner:

- Alternate Investment Fund, Foreign Portfolio Investors and Insurance Companies - Public Institutions
- Non-Resident Indian, HUF, Clearing Members, Corporate Bodies- Public Non-Institutions

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