

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General (EGM) meeting of Maxposure Limited will be held on Thursday, 24th October 2024 at 4.30 pm is being held through VC / OAVM. at the Registered Office of the Company at Plot 62, Ground Floor, Okhla Industrial Estate Phase-3, Southwest Delhi -110020 to transact the following businesses:

SPECIAL BUSINESS – ORDINARY RESOLUTION

Item No. 1

BINDING OFFER FOR ACQUISITION OF NEUTRAL DIGITAL LIMITED

To consider and if thought fit, pass with or without modifications(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the rules made thereunder, including but not limited to Sections 179(3), 180, 186 and other applicable provisions, if any, and subject to necessary approvals, the consent of the members of the Company be and is hereby accorded to make a binding offer for the acquisition of Neutral Digital Limited, a company incorporated under the laws of United Kingdom and having its registered office at Pendragon House, 65 London Road, St. Albans, Hertfordshire, England, AL11LJ, subject to due diligence, valuation, and negotiation of final agreements.

RESOLVED FURTHER THAT the Board of Directors is hereby authorized to negotiate and finalize the terms with Neutral Digital Limited, appoint the necessary advisors and professionals, execute the required documents and agreements to complete the acquisition, and file the necessary forms with the Registrar of Companies (RoC) and other relevant authorities.

RESOLVED FURTHER THAT the Board of Directors is also authorized to make any alterations, modifications, or amendments to the binding offer, if necessary, based on the findings of the due diligence process, and to seek the requisite approvals from any regulatory or governmental bodies if required.

RESOLVED FURTHER THAT for the purpose of the giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings, including all forms filing with the Registrar of Companies ("ROC") as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution;

Item No. 2

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit, pass with or without modifications(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other rules framed thereunder as may be applicable, the consent of the Members of the Company be and hereby accorded for increase in the Authorized Share Capital of the Company, from the existing Rs. 24,50,00,000/- (Rupees Twenty-Four Crore Fifty Lacs only), divided into 2,45,00,000 (Two Crore Forty-Five Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten only)."



RESOLVED FURTHER THAT for the purpose of the giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings, including all forms filing with the Registrar of Companies (“ROC”) as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

Item No. 3

ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

To consider and if thought fit, pass with or without modifications(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten only), with power to increase or reduce the Shares Capital of the Company and to cancel any number of unallotted shares and to divide the shares in the Capital for the time being into different classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined in accordance with the regulations of the Company and subject to provisions of section 55, 66, 48 and other applicable provisions of the Act and the Company may alter the conditions of its Memorandum relating to Share Capital in accordance with Section 61 of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Director of the Company be and hereby authorized to sign the notice for the said meeting and to do all other acts, deeds and things necessary to give effect to the above resolution, including filing of Form no. SH-7 with the Registrar of Companies, Delhi.”

SPECIAL BUSINESS – SPECIAL RESOLUTION

Item No. 4

TO ISSUE EQUITY SHARES ON PREFERENTIAL ISSUE BASIS

To consider and if thought fit, pass with or without modifications(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), the listing agreement entered into by the Company with NSE Limited (‘Stock Exchange’) Foreign Exchange Management Act, 1999, as amended or restated (‘FEMA’), the Reserve Bank of India (‘RBI’), on which the Equity Shares having face value of Rs. 10/- each of



the Company ('Equity Shares') are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, the consent of the Members, be and is hereby accorded, to create, issue, offer and allot upto 14,94,000 (Fourteen Lakhs Ninety-Four Thousand only) Equity Shares of face value of Rs.10/- (Rupees Ten only) each at a price of Rs. 104/- (Rupees Hundred and Four only) per Equity Share including premium of Rs. 94/- (Rupees Ninety-Four only) each, on a preferential basis ('Preferential Issue' for cash the list of the proposed allottees along with their category and number of shares proposed to be allotted are given below:

S.No.	List of Allottee	Category (Promoter/Public)	Maximum No. of Securities Applied
1	Sumit Binani HUF	Public	10000
2	Vinay Bagri	Public	5000
3	Wallfort Financial Services Ltd	Public	12000
4	Capacious Wealth Management LLP	Public	24000
5	Kishor Shah	Public	5000
6	Poonam Rushabh Shah	Public	49000
7	Rajkumar Damani	Public	15000
8	Sudarshan Mall	Public	5000
9	CCV Emerging Opportunities Fund - I	Public	96000
10	Paradise Moon Investment Fund – 1	Public	48000
11	Raj Bala	Public	99000
12	Mamta Chandak	Public	5000
13	Rajasthan Global Securities pvt ltd	Public	24000
14	Jitender Mehta HUF	Public	5000
15	Jajodia Equity Advisors Services Limited	Public	82000
16	SMC Global Securities Ltd	Public	72000
17	Nirmal Aggarwal	Public	29000
18	Pritesh Pravinchandra Vora	Public	48000
19	RMJ Securities Private Limited	Public	48000
20	NAV Capital Emerging Star Fund	Public	458000
21	Viral Shah	Public	24000
22	Amit Agarwal	Public	48000
23	Ankit Mandhanian HUF	Public	10000



24	AJD Family Trust	Public	24000
25	Raj Kumar Gupta	Public	5000
26	Tattvam AIF Trust- Cat III AIF	Public	24000
27	Vivek Kumar Singhal	Public	100000
28	Anand Mundhra	Public	48000
29	Neptune Leisure And Holidays Private Limited	Public	24000
30	Arrow Emerging Opportunities Fund Ltd	Public	48000
	Total		1494000

RESOLVED FURTHER THAT, in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is **Tuesday, September 24, 2024**, being the date 30 days prior to the date of this Extraordinary General Meeting which is scheduled on **Thursday, October 24, 2024** and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations;

- The full consideration in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.
- The Equity Shares proposed to be allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company bearing **ISIN: [INE0ECC01022]** in all respects (including voting powers and the right to receive dividend) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.
- The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares



and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

Dated: 27.09.2024
Place: New Delhi

By Order of the Board of Directors
For Maxposure Limited

Registered Office:
Plot 62, Ground Floor
Okhla Industrial Estate Phase-3,
South-West Delhi-110020

Sakshi Mishra
Company Secretary & Compliance
Officer
(ACS 49605)



NOTES:

- a. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting/Extra Ordinary General Meeting (“AGM/EGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM/EGM of the Company is being held through VC / OAVM. The deemed venue for the AGM/EGM shall be the registered office of the Company.
- b. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts concerning the business under Item no. 1 to Item no. 4 of the Notice is Annexed hereto. Further, additional information with respect to Item no. 1 to Item no. 4 is also annexed hereto as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (‘the Listing Regulations’).
- c. In view of the outbreak of COVID-19 pandemic, social distancing measures are a pre-requisite and in terms of Ministry of Corporate Affairs (“MCA”) in continuation to previous Circular No. 20/2020 dated 5th May 2020, Circular No. 02/2021 dated 13th January 2021, Circular No. 21/2021 dated 14th December 2021, further extended the relaxation vide Circular dated 5th May 2022 (“MCA Circulars”) and The Securities and Exchange Board of India (“SEBI”) has also issued circular in continuation to previous Circular dated 12th May 2020, further extended the relaxation vide Circular dated 15th January 2021 and 13th May 2022, which does not require physical presence of the Members at common venue, in view of this, the Eighteenth Annual General Meeting (AGM) is being conducted through Video Conference (“VC”) at the Registered Office of the Company.
- d. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- e. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- f. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
- g. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



- h. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
- i. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://maxposuremedia.com/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- j. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection without any fee by the members during the EGM. Members seeking to inspect such documents can send an email cs@maxposuremedia.com.
- k. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Monday, 21st October 2024 at 9:00 A.M. and ends on Wednesday, 23rd October 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 11th October, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



NSDL Mobile App is available on



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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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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. NSDL and CDSL.

Login type	Helpdesk details
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 - 4886 7000
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. 1800-21-09911



B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:



- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.
How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to madhuri@mamtabinianiandassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name,



client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM 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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

Dated: 27.09.2024
Place: New Delhi

By Order of the Board of Directors
For Maxposure Limited

Registered Office:
Plot 62, Ground Floor
Okhla Industrial Estate Phase-3,
South-West Delhi-110020

Sakshi Mishra
Company Secretary & Compliance
Officer
(ACS 49605)



E-COMMUNICATION REGISTRATION FORM

Dear Shareholders,

You are aware that the majority of the provisions of Companies Act, 2013 have been made effective from 1st April 2014. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued thereunder, Companies can serve Annual Reports, Notices and other communications through electronic mode to those shareholders who have registered their email address either with the Company/RTA or with the Depository. It is a welcome move that would benefit the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This provides a golden opportunity to every shareholder of Maxposure Limited to contribute to the cause of 'Green Initiative' by giving their consent to receive various communications from the Company through electronic mode. We therefore invite all our shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company <https://maxposuremedia.com/>

[Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.]

Best Regards,

Sakshi Mishra

Company Secretary & Compliance Officer

ACS: A49605



E-COMMUNICATION REGISTRATION FORM

Folio No. /DP ID & Client ID: _____

Name of the 1stRegistered Holder: _____

Name of the Joint Holder[s]: (1) _____
(2) _____

Registered Address:

E-mail ID (to be registered): _____

Mob./Tel. No.: _____

I/We shareholder(s) of Maxposure Limited hereby agree to receive communications from the Company in electronic mode. Please register my above E-mail ID in your records for sending communications in electronic form.

Date: _____

Signature: _____

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.



EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the “Act”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned in the accompanying Notice:

Item No. 1

BINDING OFFER FOR ACQUISITION OF NEUTRAL DIGITAL LIMITED

The Board of Directors of Maxposure Limited has reviewed and considered the opportunity to submit a binding offer to Neutral Digital Limited, for the acquisition of a majority shareholding of Neutral Digital Limited. This acquisition is for strategic advantages, such as expanding market share, diversifying product offerings, or entering new geographical regions. Additionally, this acquisition provides access to a company's established customer base, intellectual property, and expertise, accelerating growth and enhancing competitiveness in the industry.

Maxposure is desirous of purchasing a majority shareholding in the Company in UK through itself or its nominee. This may be implemented by way of acquiring the shareholding interests of the majority shareholder (“Chakrabond”), the exiting Founder (“Adam”) and other external shareholders (“Ian, Walé & Matt”), i.e. by purchasing all of their outstanding shares at closing. Maxposure will also acquire the shares of the non-exiting shareholders (“Christian, Oliviu, Sarah & James”) over a period of 2 years in separate tranches with the first tranche involving an immediate acquisition of 1/3 of their shares at Closing.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Ordinary Resolution set out at Item number 1 of the accompanying Notice in the interests of the Company.

Item No. 2

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

The present Authorised Share Capital of the Company is Rs. 24,50,00,000/- (Rupees Twenty-Four Crore Fifty Lacs only), divided into 2,45,00,000 (Two Crore Forty-Five Lakh) Equity Shares of Rs.10/- (Rupees Ten only). Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on Friday, September 27, 2024, had accorded its approval for increasing the Authorised Share Capital from 24,50,00,000/- (Rupees Twenty-Four Crore Fifty Lacs only), divided into 2,45,00,000 (Two Crore Forty-Five Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each subject to shareholder's approval.

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of equity and other options. Such fund requirements can be met by the Company either through capital fund or borrowed fund. Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on Friday, September 27, 2024 proposed to increase the Authorised Share Capital subject to the necessary approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Ordinary Resolution set out at Item number 2 of the accompanying Notice in the interests of the



Company.

Item No. 3

ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

Pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from Rs. 24,50,00,000/- (Rupees Twenty-Four Crore Fifty Lacs only), divided into 2,45,00,000 (Two Crore Forty-Five Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Ordinary Resolution set out at Item number 3 of the accompanying Notice in the interests of the Company.

Item No. 4

ISSUE OF EQUITY SHARES ON PREFERENTIAL ISSUE BASIS

The Board of Directors of the Company ("Board") at its meeting held on September 27, 2024, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved the proposal for raising of fund by issuance of upto 14,94,000 (Fourteen Lakhs Ninety-Four Thousand only) Equity Shares of face value of Rs.10/- (Rupees Ten only) each at a price of Rs. 104/- (Rupees Hundred and Four only) per Equity Share including premium of Rs. 94/- (Rupees Ninety-Four only) each, aggregating upto a consideration not exceeding Rs. 15,53,76,000/- (Fifteen Crore Fifty Three Lakhs Seventy Six Thousand Only) on a preferential basis ('Preferential Issue' for cash the list of the proposed allottees along with their category and number of shares proposed to be allotted to Specified Investors on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified (collectively called the "Investors").



List of specified investors to which the Equity Shares to be offered is provided here under:

S.No.	List of Allottee	Category (Promoter/Public)	Maximum No. of Securities Applied
1	Sumit Binani HUF	Public	10000
2	Vinay Bagri	Public	5000
3	Wallfort Financial Services Ltd	Public	12000
4	Capacious Wealth Management LLP	Public	24000
5	Kishor Shah	Public	5000
6	Poonam Rushabh Shah	Public	49000
7	Rajkumar Damani	Public	15000
8	Sudarshan Mall	Public	5000
9	CCV Emerging Opportunities Fund - I	Public	96000
10	Paradise Moon Investment Fund – 1	Public	48000
11	Raj Bala	Public	99000
12	Mamta Chandak	Public	5000
13	Rajasthan Global Securities pvt ltd	Public	24000
14	Jitender Mehta HUF	Public	5000
15	Jajodia Equity Advisors Services Limited	Public	82000
16	SMC Global Securities Ltd	Public	72000
17	Nirmal Aggarwal	Public	29000
18	Pritesh Pravinchandra Vora	Public	48000
19	RMJ Securities Private Limited	Public	48000
20	NAV Capital Emerging Star Fund	Public	458000
21	Viral Shah	Public	24000
22	Amit Agarwal	Public	48000
23	Ankit Mandhania HUF	Public	10000
24	AJD Family Trust	Public	24000
25	Raj Kumar Gupta	Public	5000
26	Tattvam AIF Trust- Cat III AIF	Public	24000
27	Vivek Kumar Singhal	Public	100000
28	Anand Mundhra	Public	48000
29	Neptune Leisure And Holidays Private Limited	Public	24000
30	Arrow Emerging Opportunities Fund Ltd	Public	48000
	Total		1494000



It may be noted that:

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
3. The Company has obtained the Permanent Account Numbers of the proposed allottees.
4. The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

1. Particulars of the Preferential Issue including date of passing of Board Resolution:

The Board of Directors at its meeting held on September 27, 2024 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue upto 14,94,000 (Fourteen Lakhs Ninety-Four Thousand only) Equity Shares of face value of Rs.10/- (Rupees Ten only) each at a price of Rs. 104/- (Rupees Hundred and Four only) per Equity Share including premium of Rs. 94/- (Rupees Ninety-Four only) each aggregating upto a consideration not exceeding Rs. 15,53,76,000/- (Fifteen Crore Fifty-Three Lakhs Seventy-Six Thousand Only) to the Investors, for cash consideration, by way of a preferential issue on a private placement basis. in accordance with the provisions of Chapter V of SEBI ICDR Regulations.

2. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

Upto 14,94,000 (Fourteen Lakhs Ninety-Four Thousand only) Equity Shares of face value of Rs.10/- (Rupees Ten only) each at a price of Rs. 104/- (Rupees Hundred and Four only) per Equity Share including premium of Rs. 94/- (Rupees Ninety-Four only) each aggregating upto a consideration not exceeding Rs. 15,53,76,000/- (Fifteen Crore Fifty-Three Lakhs Seventy-Six Thousand Only).

3. Objects of the Issue:



The Company shall utilize the proceeds from the preferential issue of Equity Shares for the below mentioned objects:

- a) To acquire Neutral Digital Limited and making it a subsidiary Company.
- b) To Part Finance the Working capital of the company.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The equity shares of the company are listed on NSE Limited and are frequently traded in accordance with regulation 164 of the ICDR Regulations and NSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs.103.26/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and it is higher of the following:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date i.e. 102.35 or
- b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date i.e. 103.26.

Report of independent registered valuer: Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the price of ₹ 103.26/- (Rupees One Hundred Three and Twenty Six Paise Only) of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 27th September, 2024 issued by CA Parushana Chhajed, IBBI registration number IBBI//RV/02/2021/14232, in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: <https://maxposuremedia.com/wp-content/uploads/2024/10/CERTIFICATE.pdf>.

Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Hence, the Board proposes to issue Equity Shares on preferential at price of Rs. 104/- (Rupees One Hundred Four Only) per Equity Share which consists of Rs.10/- (Rupee Ten Only) as face value and Rs. 94/- (Rupees Ninety-Four Only) as a premium per Equity Share, which is not less than the floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

5. The price or price band at/within which the allotment is proposed:

The Equity Shares on preferential basis are proposed to be issued at a price of Rs. 104/- (Rupees One Hundred Four Only) per Equity Share which consists of Rs.10/- (Rupee Ten Only) as face value and Rs. 94/- (Rupees Ninety Four Only) as a premium per Equity Share. Kindly refer to the above-mentioned point no. (4) for the basis of determination of the price.

6. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential issue of equity shares is **Tuesday**,



September 24, 2024, being the date thirty days prior to the date of Extra Ordinary General Meeting.

7. The class or classes of persons to whom the allotment is proposed to be made:

The preferential Issue of Equity Shares is proposed to be made to investors under the class/ category as mentioned below:

S.No.	List of Allottee	Category (Promoter/Public)	Maximum No. of Securities Applied
1	Sumit Binani HUF	Public	10000
2	Vinay Bagri	Public	5000
3	Wallfort Financial Services Ltd	Public	12000
4	Capacious Wealth Management LLP	Public	24000
5	Kishor Shah	Public	5000
6	Poonam Rushabh Shah	Public	49000
7	Rajkumar Damani	Public	15000
8	Sudarshan Mall	Public	5000
9	CCV Emerging Opportunities Fund - I	Public	96000
10	Paradise Moon Investment Fund – I	Public	48000
11	Raj Bala	Public	99000
12	Mamta Chandak	Public	5000
13	Rajasthan Global Securities pvt ltd	Public	24000
14	Jitender Mehta HUF	Public	5000
15	Jajodia Equity Advisors Services Limited	Public	82000
16	SMC Global Securities Ltd	Public	72000
17	Nirmal Aggarwal	Public	29000
18	Pritesh Pravinchandra Vora	Public	48000
19	RMJ Securities Private Limited	Public	48000
20	NAV Capital Emerging Star Fund	Public	458000
21	Viral Shah	Public	24000
22	Amit Agarwal	Public	48000
23	Ankit Mandhanian HUF	Public	10000
24	AJD Family Trust	Public	24000
25	Raj Kumar Gupta	Public	5000
26	Tattvam AIF Trust- Cat III AIF	Public	24000
27	Vivek Kumar Singhal	Public	100000
28	Anand Mundhra	Public	48000
29	Neptune Leisure And Holidays Private Limited	Public	24000
30	Arrow Emerging Opportunities Fund Ltd	Public	48000



Total	1494000
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8. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue:

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the preferential issue.

9. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this resolution provided that where the allotment of the proposed equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

10. Principal terms of assets charged as securities:

Not Applicable

11. Shareholding pattern of the Company before and after the Preferential Issue:

Please refer **Annexure - A** to this notice for details.

12. Name and address of valuer who performed valuation:

The valuation was performed by CA Parushana Chhajed, IBBI registration number IBBI/RV/02/2021/14232, M/s Treu Valuation Services Private Limited having his office at 2nd Floor, Shree Gurudeo Tower, Above Shirpur Co-op Bank, Canada Corner, Nashik – 422 005, Maharashtra, India.

13. Amount which the Company intends to raise by way of such securities:

The Company intends to raise an amount of upto Rs. 15,53,76,000/- (Fifteen Crore Fifty-Three Lakhs Seventy-Six Thousand Only) by way of issue of Equity Shares.

14. Material terms of the proposed Preferential Issue of the Equity Shares:

The material terms of the proposed preferential issue of the Equity Shares are stipulated in the special resolution as set out at Item No. 4 of this Notice.

15. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:



Not Applicable

16. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:

No	List of Allottee	Category (Promoter/Public)	No. of Securities Applied	Pre-Pref. Holding		Post Pref. Holding	
				No. of Shares	% of holding	No. of Shares	% of holding
	Sumit Binani HUF	Public	10000	NIL	NIL	10000	0.04
	Vinay Bagri	Public	5000	NIL	NIL	5000	0.02
	Wallfort Financial Services Ltd	Public	12000	38000	0.17	50,000	0.21
	Capacious Wealth Management LLP	Public	24000	NIL	NIL	24000	0.10
	Kishor Shah	Public	5000	NIL	NIL	5000	0.02
	Poonam Rushab Shah	Public	49000	NIL	NIL	49000	0.20
	Rajkumar Damani	Public	15000	NIL	NIL	15000	0.06
	Sudarshan Mall	Public	5000	NIL	NIL	5000	0.02
	CCV Emerging Opportunities Fund - I	Public	96000	NIL	NIL	96000	0.40
	Paradise Moon Investment Fund – I	Public	48000	NIL	NIL	48000	0.20
	Raj Bala	Public	99000	NIL	NIL	99000	0.41
	Mamta Chandak	Public	5000	NIL	NIL	5000	0.02
	Rajasthan Global Securities pvt ltd	Public	24000	NIL	NIL	24000	0.10
	Jitender Mehta HUF	Public	5000	NIL	NIL	5000	0.02



Jajodia Equity Advisors Services Limited	Public	82000	NIL	NIL	82000	0.34
SMC GLOBAL SECURITIES LTD	Public	72000	NIL	NIL	72000	0.30
Nirmal Aggarwal	Public	29000	NIL	NIL	29000	0.12
Pritesh Pravinchandra Vora	Public	48000	NIL	NIL	48000	0.20
RMJ Securities Private Limited	Public	48000	NIL	NIL	48000	0.20
NAV Capital Emerging Star Fund	Public	458000	NIL	NIL	458000	1.89
Viral Shah	Public	24000	NIL	NIL	24000	0.10
Amit Agarwal	Public	48000	NIL	NIL	48000	0.20
Ankit Mandhania HUF	Public	10000	NIL	NIL	10000	0.04
AJD Family Trust	Public	24000	NIL	NIL	24000	0.10
Raj Kumar Gupta	Public	5000	NIL	NIL	5000	0.02
Tattvam AIF Trust- Cat III AIF	Public	24000	NIL	NIL	24000	0.10
Vivek Kumar Singhal	Public	100000	NIL	NIL	100000	0.41
Anand Mundhra	Public	48000	NIL	NIL	48000	0.20
Neptune Leisure And Holidays Private Limited	Public	24000	NIL	NIL	24000	0.10
Arrow Emerging Opportunities Fund Ltd	Public	48000	NIL	NIL	48000	0.20
TOTAL		1494000	38000		1532000	



Further, the proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company.

17. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:

No contribution is being made by Promoter or Directors of the Company as part of the Preferential Issue as above.

18. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable, the consideration for issue of Equity Shares shall be paid in cash.

19. Listing

The equity shares proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. NSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

20. Lock-in Period:

- The equity shares to be allotted on a preferential basis shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding of the above allottees, if any, shall be locked-in from the Relevant Date up to a period 90 trading days from the date allotment of Shares as per the SEBI ICDR Regulations.

21. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter/Public:

.No.	List of Allottee	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	Sumit Binani HUF	Public	Public
2	Vinay Bagri	Public	Public
3	Wallfort Financial Services Ltd	Public	Public
4	Capacious Wealth Management LLP	Public	Public
5	Kishor Shah	Public	Public
6	Poonam Rushabh Shah	Public	Public
7	Rajkumar Damani	Public	Public



8	Sudarshan Mall	Public	Public
9	CCV Emerging Opportunities Fund - I	Public	Public
10	Paradise Moon Investment Fund – I	Public	Public
11	Raj Bala	Public	Public
12	Mamta Chandak	Public	Public
13	Rajasthan Global Securities pvt ltd	Public	Public
14	Jitender Mehta HUF	Public	Public
15	Jajodia Equity Advisors Services Limited	Public	Public
16	SMC Global Securities Ltd	Public	Public
17	Nirmal Aggarwal	Public	Public
18	Pritesh Pravinchandra Vora	Public	Public
19	RMJ Securities Private Limited	Public	Public
20	NAV Capital Emerging Star Fund	Public	Public
21	Viral Shah	Public	Public
22	Amit Agarwal	Public	Public
23	Ankit Mandhanian HUF	Public	Public
24	AJD Family Trust	Public	Public
25	Raj Kumar Gupta	Public	Public
26	Tattvam AIF Trust- Cat III AIF	Public	Public
27	Vivek Kumar Singhal	Public	Public
28	Anand Mundhra	Public	Public
29	Neptune Leisure And Holidays Private Limited	Public	Public
30	Arrow Emerging Opportunities Fund Ltd	Public	Public

22. Undertakings:

- Neither the Company nor any of its Directors and/ or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.



- g) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.
- h) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- i) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares.

23. Company Secretary's Certificate

The certificate from Mr. Amit Shukla Proprietor of M/s. Amit Shukla and Associates, Practicing Company Secretary (ICSI Membership No.: 48811 CP No: 18190) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link <https://maxposuremedia.com/wp-content/uploads/202.4/10/CERTIFICATE.pdf>

24. Other disclosures:

- a) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the preferential issue is for a cash consideration.
- c) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares of the Company are listed.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of Equity Shares and fully convertible warrants to the Investor is being sought by way of a special resolution as set out in the said item no. 4 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No. 4 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

None of the directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 4 of this notice.

Dated: 27.09.2024

Place: New Delhi

**By Order of the Board of Directors
For Maxposure Limited**

**Registered Office:
Plot 62, Ground Floor
Okhla Industrial Estate Phase-3,
South-West Delhi-110020**

**Sakshi Mishra
Company Secretary & Compliance
Officer
(ACS 49605)**

