

This is an abridged prospectus containing salient features of the Red Herring Prospectus dated January 08, 2024 (the “RHP”). You are encouraged to read greater details available in the RHP (Download link: www.maxposuremedia.com) Unless otherwise specified all capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

THIS ABRIDGED PROSPECTUS CONSISTS OF TEN PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.



MAXPOSURE LIMITED

CIN: U22229DL2006PLC152087; Date of Incorporation: August 17, 2006

Registered Office	Contact Person	Email and Telephone	Website
Ground Floor, 62, Okhla Industrial Estate, Phase - 3, South Delhi, New Delhi - 110 020, Delhi, India.	Sakshi Mishra, Company Secretary & Compliance Officer	Telephone: +91 114 301 1111; E-mail: info@maxposuremedia.com	www.maxposuremedia.com

Promoters of the Company

PRAKASH JOHARI AND SWETA JOHARI

Details of Offer to Public

Type of Issue (Fresh/ OFS/Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs)	OFS Size (by no. of shares or by amount in Rs)	Total Issue Size (by no. of shares or by amount in Rs)	Issue Under 6(1)/ 6(2)	Share Reservation			
					QIB	NII	RII	Market Maker
Fresh Issue	Up to 61,40,000 Equity Shares	Nil	Up to 61,40,000 Equity Shares	This issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.	Not more than 28,40,000 Equity Shares	Not less than 8,80,000 Equity Shares	Not less than 20,48,000 Equity Shares	Up to 3,72,000 Equity Shares

These equity shares are proposed to be listed on NSE Emerge (i.e. SME platform of National Stock Exchange of India Limited).

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THIS IS A FRESH ISSUE OF EQUITY SHARES

Price Band, Minimum Bid Lot & Indicative Timelines	
Price Band*	Rs. 31/- to Rs. 33/- Per Equity Share of face value of Rs. 10/- each.
Minimum Bid Lot Size	For details of minimum bid lot size, please refer to price band advertisement to be published in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid / Issue Opening Date.
Anchor Portion Offer Opens/Closes on**	Friday, January 12, 2024
Bid/Offer Open On	Monday, January 15, 2024
Bid/Closes Open On	Wednesday, January 17, 2024
Finalisation of Basis of Allotment	On or before Thursday, January 18, 2024
Initiation of Refunds	On or before Thursday, January 18, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or before Friday January 19, 2024
Commencement of trading of Equity Shares	On or before Monday January 22, 2024

*For details of price band and Basis of Issue Price, please refer to price band advertisement and page 89 of RHP.

**Our Company, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date i.e. Friday, January 12, 2024.

The Weighted average cost of acquisition of all Equity Shares transacted over the trailing eighteen months from the date of RHP

Period	Weighted Average Cost of Acquisition (in Rs.)	Upper end of the Price Band (Rs. [●]) is 'X' times the weighted Average cost of Acquisition*	Range of acquisition price: Lowest Price – Highest Price (in Rs.)
Trailing eighteen Month from the date of RHP	NIL	NIL	NIL

*Information of Cap Price will be included after finalization of the Price Band

WACA: Weighted Average Cost of Acquisition shall be calculated on fully diluted basis for the trailing eighteen months from the date of RHP.

RISKS IN RELATION TO THE FIRST ISSUE
This being the first public offer of the Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹ 10/-. The Floor Price, Cap Price and Offer Price as determined by our Company in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building process, as stated under “Basis for Issue Price” on page 89 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after Listing.

GENERAL RISK
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” beginning on page 26 of the Red Herring Prospectus.

PROCEDURE
You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the stock exchange, syndicate members, registrar to the issue, share transfer agents, depository participants, stock brokers, underwriters, bankers to the issue, investors’ associations or Self Certified Syndicate Banks.

If you wish to know about processes and procedures applicable to this issue, you may request for a copy of the RHP and/or the General Information Document (GID) from the BRLM’s or download it from the website of the Stock Exchange i.e. www.nseindia.com and the BRLM at www.gyrcapitaladvisors.com

PRICE INFORMATION OF BRLM’S*					
Sr. No.	Issue name	Name of Merchant Banker	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1.	Naapbooks Limited	GYR Capital Advisors Private Limited	-16.22%	-29.73%	-18.905%
2.	Ascensive Educare Limited		0.00%	-30.00%	14.61%
3.	Achyut Health Care		0.00%	4.75%	-9.75%

	Limited				
4.	Dhyaani Tile and Marblez Limited		19.61%	82.35%	11.764%
5.	Veekayem Fashion and Apparels Limited		59.96%	22.67%	0.17%
6.	JFL Life Sciences Limited		-29.01%	-38.52%	-40.98%
7.	Sabar Flex India Limited		54.54%	44.54%	32.27%
8.	Mafia Trends Limited		-8.57%	-26.78%	-52.82%
9.	Pritika Engineering Components Limited		35.69%	-4.59%	8.62%
10.	Uma Converter Limited		21.21%	-6.10%	-12.88%
11.	Anlon Technology Solutions Limited		84.40%	-1.61%	163.95%
12.	Agarwal Float Glass India Limited		-9.52%	-14.29%	-13.09%
13.	Mcon Rasayan India Limited		87.5%	157.13%	230.25%
14.	Essen Speciality Films Limited		37.38%	21.00%	-
15.	Srivari Spices & Foods Limited		199.17%	291.78%	-
16.	Basilic Fly Studio Limited*		194.07%	-214%	-
17.	Maitreya Medicare Limited*		65.36%	-	-
18.	Trident Techlabs Limited*		-	-	-
19.	Kay Cee Energy & Infra Limited*		-	-	-

Source: Price Information www.bseindia.com & www.nseindia.com Offer Information from respective Prospectus.

* Companies have been listed on July 06, 2023, August 18, 2023, September 11, 2023, November 07, 2023, December 29, 2023 and January 05, 2024 hence not applicable.

'Name of BRLM and contact details (telephone and email id) of each BRLM	GYR Capital Advisors Private Limited Address: 428, Gala Empire, Near JB Tower, Drive in Road, Thaltej, Ahmedabad -380 054, Gujarat, India. Tel No+91 87775 64648 Email: info@gyrcapitaladvisors.com Contact Person: Mohit Baid
Name of Syndicate Members	GYR Capital Advisors Private Limited
Name of Market Maker	Giriraj Stock Broking Private Limited
Name of Registrar to the Offer and contact details (telephone and email id)	BIGSHARE SERVICES PRIVATE LIMITED Office No. 56-2, 6th Floor, Pinnacle Business Park, Next to Ahura Center, Mahakali Caves Road, Andheri East, Mumbai-400 093, Maharashtra, India. Tel: +91 22 6263 8200 Fax: +91 22 6263 8299 Email: ipo@bigshareonline.com Website: www.bigshareonline.com Investor Grievance Email: investor@bigshareonline.com Contact Person: Babu Rapheal C
Name of Statutory Auditor	M/s. Manish Pandey And Associates, Chartered Accountants
Name of Credit Rating Agency and the rating or grading obtained, if any	Not Applicable
Name of Debenture trustee, if any.	Not Applicable
Self-Certified Syndicate Banks	The list of banks is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Non-Syndicate Registered Brokers	You can submit Bid cum Application Forms in the Issue to Non Syndicate Registered Brokers at the Non Syndicate Broker Centres. For further details, see section titled "Issue Procedure" beginning at page 232 of the RHP

Details regarding website address(es)/ link(s) from which the investor can obtain list of registrar to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable)	https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
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PROMOTERS OF THE ISSUER COMPANY			
Sr. No.	Name	Individual/ Corporate	Experience & Educational Qualification
1	Prakash Johari	Individual	Prakash Johari, aged 43 years, is the Promoter, Chairman and Managing Director of our Company. He holds a bachelor's degree (majoring in finance and operation technology management) in science from Boston College, Carroll School of Management.
2	Sweta Johari	Individual	Sweta Johari, aged 38 years, is the Promoter, Whole-Time Director of our Company and one of the Promoter. She holds a bachelor's degree in commerce from University of North Bengal. She has been associated with the Company since 2017, in the capacity of a manager and grew within the ranks to become VP-APAC-Sales in her career spreading over 6 years.

BUSINESS OVERVIEW AND STRATEGY
<p>Company Overview: Maxposure is a diverse new-age media and entertainment company offering 360-degree services across multiple distribution platforms. Specializing in customized solutions, the house of Maxposure stands on four pillars: Inflight Entertainment, Content Marketing, Technology and Advertising. Today our Company is a fully integrated marketing and communications agency offering diverse solutions across media, entertainment, technology and advertising verticals. We offer a bouquet of specialized services, including but not limited to, in-flight media solutions, content and digital marketing, brand building, video production and shoots, mobile application, website development, social media marketing, print, technology and advertising solutions on online and offline platforms.</p> <p>Product/Service Offering: Our Company primarily has following services:</p> <ul style="list-style-type: none"> i) Inflight Entertainment Services ii) Content marketing Services iii) Technology iv) Advertising <p>Inflight Entertainment Services:</p> <p>Providing one-stop solutions for all inflight entertainment needs of an airline as per the latest market trends to enhance customer experience on board. It specializes in curating, sourcing, licensing and adapting content; tailor made for any airline as per its norms and requirement in-flight entertainment systems. The company has a longstanding working relationship with major content owners, studios and production houses of the world along with leading original equipment manufacturers of airlines.</p> <p>Content marketing Services:</p> <p>With content at its heart, our Company builds creative stories around brands to enhance their ROI. Working across online and offline platforms, our Company's expertise includes strategizing, building compelling conversations to increase a brand's influence and reach the desired target audience. We have created and managed successful digital campaigns for various brands (private and government) and worked with large budgets to drive the best reach and engagement for our clients.</p> <p>Technology</p> <p>In its efforts to increasing market size for its Inflight Entertainment business & enhancing its offerings to its content marketing clients, our Company has invested in developing two technology products: AeroHub & Smart Trip Planner.</p> <p>Advertising</p> <p>Our Company's advertising services enables its clients to monetize their marketing collaterals and generate revenues and acts as a differentiator compared to other players in respective markets. It has its own sales team in 6 major cities in India and works with advertising reps in major hubs (Singapore, Dubai, London, Paris, New York, Chicago) around the world.</p>

Intellectual Property, if any

We hold 6 registered trademark as on the date of Red Herring Prospectus. For more details, refer “Government and Other Approvals” at page 203 of Red Herring Prospectus.

Market Share: Not ascertainable

Manufacturing plant, if any: N.A.

Employee Strength: As on October 31, 2023, the Company has employed 81 employees at various levels of the Organization.

BOARD OF DIRECTORS				
Sr. No.	Name	Designation (Independent / Whole time / Executive / Nominee)	Experience & Educational Qualification	Other Directorships
1.	Prakash Johari	Managing Director	<p>Experience: He has been instrumental in identifying areas of growth and expanding intellectual property assets by acquiring Inviso Tray Table global patents, investments in technology and our Company's digital transformation.</p> <p>Qualification: Bachelor's degree (majoring in finance and operation technology management) in science from Boston College, Carroll School of Management</p>	<p>Indian Companies</p> <ol style="list-style-type: none"> 1. Blue Bird Advertising Private Limited 2. GSI Constructions (India) Private Limited 3. Pandora Private Limited 4. THI Industries Private Limited 5. Three Hands Infrastructure (India) Private Limited 6. Display Netmedia India Private Limited 7. Inswi Watches & Jewellery (India) Private Limited 8. Monsoon Salon & Spa Private Limited <p>Foreign Companies</p> <ol style="list-style-type: none"> 1. Iconic brand group Inc 2. Jaipur Capital Pte Ltd. <p>Limited Liability Partnerships</p> <ol style="list-style-type: none"> 1. Waltham Construction & Management Services LLP
2.	Sweta Johari	Whole Time Director	<p>Experience: More than 6 years of experience</p> <p>Qualification: Bachelor's degree in commerce from University of North Bengal</p>	<p>Indian Companies</p> <ol style="list-style-type: none"> 1. Blue Bird Advertising Private Limited 2. GSI Constructions (India) Private Limited 3. THI Industries Private Limited 4. Three Hands Infrastructure (India) Private Limited 5. Vinci Infrastructure Private Limited 6. Pandora Private Limited 7. Display Netmedia India Private Limited 8. Inswi Watches & Jewellery (India) Private Limited 9. Monsoon Salon & Spa Private Limited <p>Foreign Companies</p> <p>Nil</p> <p>Limited Liability Partnerships</p> <ol style="list-style-type: none"> 1. Jaipur Capital Holdings LLP 2. MS Retail KC LLP
3.	Massimo Angelo Antonio Monti	Non-Executive Director	<p>Experience: He has significant experience in the field of production, provision and development services, mainly in the field of publishing and printing, production of books and other printed matter and other products for education and development, distribution and logistics.</p> <p>Qualification: Degree course in medicine and surgery and also has</p>	Nil

			attended Universita Degli Studi Di Pisa, Italy	
4.	Dr. Torsten-Jörn Klein	Independent Director	<p>Experience: In the past, he was associated with Gruner + Jahr, (2.1 Billion dollar company) and owned by the 20 Billion Bertelsmann Group, in the capacity of a president, a company engaged in the business of publishing magazines.</p> <p>Qualification: Diploma in economics from the Berlin School of Economics</p>	<p>Indian Companies</p> <p>Nil</p> <p>Foreign Companies</p> <p>TJK Growthinvest GMBH</p>
5.	Jorge Luis Arauz	Independent Director	<p>Experience: He is a founding director on the board of EDITOR-IN-CHIEF, ETC. INC. which is engaged in the business of creating luxury lifestyle and in-flight publications.</p> <p>Qualification: Bachelor's degree in arts from University of Miami</p>	<p>Indian Companies</p> <p>Nil</p> <p>Foreign Companies</p> <p>Editor-in -chief, Etc.Inc</p>

For further details in relation to our Board of Directors, see ***“Our Management”*** beginning on page 155 of the RHP.

OBJECTS OF THE OFFER**Details of means of finance –**

The fund requirements for each of the objects of the Issue are stated as follows:

(₹ in lakhs)

Sr. No.	Particulars	Total estimated cost	Amount which will be financed from Net Proceeds ⁽¹⁾	Estimated Utilisation of Net Proceeds	
				Financial Year 2024	Financial Year 2025
1.	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 (“AeroHub”) and Patented Inviso tray table	350	350	200	
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	850	850	-
3.	Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company	250	250	250	-
4.	General corporate purposes ⁽¹⁾	[•]	[•]	[•]	[•]
Total		[•]	[•]	[•]	[•]

⁽¹⁾ To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issue, if any, of the Company in the preceding 10 years: Nil

Name of monitoring agency, if any – Not Applicable

Terms of Issuance of Convertible Security, if any - Not Applicable

Shareholding Pattern:

Sr. No.	Particulars	Pre Issue number of shares	% Holding of Pre issue
1.	Promoter and Promoter Group	1,39,98,400	84.32%
2.	Public	26,02,550	15.68%
	Total	1,66,00,950	100%

Number/amount of equity shares proposed to be sold by selling shareholders. – Not Applicable

RESTATED FINANCIALS STATEMENT

(All amounts in Indian Rupees in Lakhs, unless otherwise stated)

Particulars	As of and for the year/period ended			
	September 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Total income from operations (Net)	2016.13	3178.92	3268.00	2015.85
Net Profit/(Loss) before tax and extra ordinary items	587.77	605.49	40.09	49.10
Net Profit / (Loss) after tax and extraordinary items	370.83	441.21	34.96	36.22
Equity Share Capital	332.02	332.02	332.02	332.02
Reserves and Surplus	3146.19	2775.36	2334.15	2299.19
Net worth*	3478.21	3114.34	2666.17	2631.21
Basic earnings per share (Rs.)	1.12	1.33	0.11	0.11
Diluted earnings per share (Rs.)	1.12	1.33	0.11	0.11
Return on net worth (%)	10.66%	14.20%	1.31%	1.38%
NAV per Equity Shares (Based on Actual Number of Shares) (Rs.)	10.48	9.36	8.03	7.92

*Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (Excluding Capital Reserve)

INTERNAL RISK FACTORS

(Minimum 5 and maximum 10 risk factors to be specified)

The below mentioned risks are top 7 risk factors as per the RHP. (500 word limit in total)

1. Our expansion into new product categories and an increase in the number of products offered by us may expose us to new challenges and more risks.
2. As part of our growth strategy, we intend to expand our business operations to geographical areas in which we have limited operation history. We cannot assure you that our expansion plans will be profitable or that such expansion will not adversely affect our business, results of operations and financial condition.
3. We cannot assure you that we shall be able to obtain the necessary certifications and clearances as may be required from the relevant local and foreign authorities for our Proposed Products. In the event we are unable to obtain such certifications, our business, results of operations, cash flows and financial condition could be adversely affected..
4. Advertising business is dependent on availability of space or sites for publishing of ads. Any significant increase in the prices of such ad space or sites or nonavailability of such ad space or sites may adversely affect our business and results of operations.
5. We rely on our AeroLab for efficient functioning of our in-flight entertainment division, and any interruption or delay in service from our AeroLab could impair the delivery of our divisions and adversely impact our business and results of operations.
6. We are dependent on major content owners, studios and productions houses to source the content, for our in-flight entertainment division. If we are unable to source content at acceptable terms, our business operations will be adversely affected.
7. 7. The commercial success of our services depends to a large extent on the success of the success of our end use customers. If there is any downturn in the industries in which our customers operate, it could have a material adverse effect on our business, financial condition and results of operations.

For further details on 'Risk Factors' please refer page no. 26 of the Red Herring Prospectus.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A summary of outstanding litigation proceedings involving our Company, our Promoters, Directors and our Group Company, as on the date of this Red Herring Prospectus as disclosed in the section titled **"Outstanding Litigation and Material Developments"** in terms of the SEBI (ICDR) Regulations and the Materiality Policy is provided below:

Sr. No.	Name of individual/entity	Criminal Proceedings	Tax proceedings	Statutory/Regulatory proceeding	Disciplinary actions by the SEBI or stock Exchanges against our Promoters	Material civil litigation	Aggregate amount involved
1.	Company						
	By the Company	2	Nil	Nil	Nil	7	411.88
	Against the Company	Nil	Nil	Nil	Nil	2	11.75
2.	Directors (Other Than Promoters)						
	By the Directors	Nil	Nil	Nil	Nil	Nil	N.A.
	Against the Directors	Nil	Nil	Nil	Nil	Nil	N.A.
3.	Promoters						
	By the Promoters	Nil	Nil	Nil	Nil	Nil	N.A.
	Against the Promoters	Nil	Nil	Nil	Nil	Nil	N.A.

For further details, see “Outstanding Litigation and Material Developments” on page 197 of the RHP.

- A. Brief details of top 5 material outstanding litigations against the company and amount involved - **NIL**
- B. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any (200 – 300-word limit in total) - **NIL**
- C. Brief details of outstanding criminal proceedings against Promoters (200- 300-word limit in total) – **NIL**

ANY OTHER IMPORTANT INFORMATION AS PER BRLM / ISSUER COMPANY - **NIL**

DECLARATION BY THE COMPANY

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.