

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting (“AGM”) of the Members of M/s Crayons Advertising Limited will be held on Tuesday, the 23rd day of September 2025 at 03.00 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF THE STANDALONE AUDITED FINANCIAL STATEMENTS:

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March 2025 including audited Balance Sheet as of 31st March 2025 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (“the Board”) and Auditors thereon.

2. ADOPTION OF THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS:

To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the year ended 31st March 2025 including audited Balance Sheet as of 31st March 2025 and the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors thereon.

3. TO APPOINTMENT MR. HULASMAL LALANI, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFER HIMSELF FOR RE-APPOINTMENT AS DIRECTOR.

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

“RESOLVED THAT Mr. Hulasmal Lalani (DIN: 00257693) who retires by rotation and eligible for reappointment, in the Annual General Meeting, be and is hereby appointed as Director of the Company.”

SPECIAL BUSINESS:

4. APPOINTMENT OF M/S. VAISH & CO. CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY TO FILL CASUAL VACANCY, TO HOLD OFFICE FOR A PERIOD OF 1 (ONE) FINANCIAL YEAR, FROM THE CONCLUSION OF THE 39TH ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF THE 40TH ANNUAL GENERAL MEETING OF THE COMPANY AND TO AUTHORISE THE BOARD OF DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, and based on the recommendation of Audit Committee, consent of the Members of the Company be and is hereby accorded to appoint **M/s. Vaish & Co., Chartered Accountants** (Firm Registration No. 014188C) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. Manish Pandey & Associates, Chartered Accountants** (Firm Registration No. 021141N) **from the date of conclusion of upcoming AGM**, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be determined by the Board of Directors in consultation with the Auditors.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

5. TO APPOINT M/S. AKSHAT GARG & ASSOCIATES, PRACTICING COMPANY SECRETARIES, AS SECRETARIAL AUDITORS OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF 5 (FIVE) FINANCIAL YEARS, FROM THE CONCLUSION OF THE 39TH ANNUAL GENERAL MEETING OF THE COMPANY UNTIL THE CONCLUSION OF THE 44TH ANNUAL GENERAL MEETING OF THE COMPANY AND TO AUTHORISE THE BOARD OF DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION

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

“RESOLVED THAT pursuant to provisions of Sections 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, **M/s. Akshat Garg & Associates**, Company Secretaries (ICSI Unique Code: S2013UP218100), be and are hereby appointed as the Secretarial Auditors for the Company, to hold office for a term of five consecutive years i.e. from financial year 2025-26 to financial year 2029-30, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

6. APPOINTMENT OF MR. ASHRAYE LALANI AS AN EXECUTIVE DIRECTOR (WTD) OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee, and subject to such approvals as may be required, consent of the members be and is hereby accorded to the appointment of Mr. Ashraye Lalani (DIN: 08371173) as an Executive Director (WTD) of the Company, for a period of 5 years commencing from the date of Board Meeting held on 27th August, 2025 to 26th August 2030, on such remuneration and terms & conditions as set out in the explanatory statement annexed hereto, with liberty to the Board of Directors to alter and vary the terms and conditions of his appointment, including remuneration, as may be agreed between the Board and Mr. Ashraye Lalani and permissible under the applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee or any of its committees, by whatever name called, be authorised in its absolute discretion and from time to time, to fix within the range stated above, the salary payable to Mr. Ashraye Lalani.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient, to give effect to this resolution.”

**By Order of the Board
For Crayons Advertising Limited**

Sd/-

**Kunal Lalani
(Managing Director)**

DIN: 00002756

**Address: 14, Oak Drive, DLF Chhatarpur
Farms, New Delhi-110074**

**Place: New Delhi
Date: 27.08.2025**

Notes:

In view of the continuing COVID-19 pandemic, social distancing norms to be followed and the ongoing restriction on movement of individuals at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively and General Circular No.02/2021 dated January 13, 2021, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 39th (Thirty Ninth) AGM of the Company is being conducted through Video Conference (VC) / Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue, in compliance with the aforesaid MCA Circulars and SEBI Circulars. In terms with the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the venue of the 39th (Thirty Ninth) AGM shall be deemed to be the Registered Office of the Company situated at NSIC Complex, Maa Anandmayee Marg, Okhla Industrial Area-III, New Delhi-110020.

Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 39th (Thirty Ninth) AGM and hence the Proxy Form, Attendance Slip, and route map are not annexed to this Notice.

This notice is sent to all the members whose name appears as on **22nd August 2025** in the Register of Members

1. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. The Annual Report 2024-25 is being sent through electronic mode only to those members whose email address are registered with the Company/Depository Participant(s). Pursuant to circular no. 20/2020 dated 05th May, 2020 issued by MCA dispatch of Physical copy of annual report is dispensed.
3. The relevant explanatory statement pursuant to section 102 of the Companies Act,

2013 in respect of the Special Businesses as set out above is annexed hereto and form part of this notice.

4. Additional Information, pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, In respect of the directors seeking appointment/ re-appointment at the AGM, is furnished as annexure to the Notice.

5. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and in case the shares are held in physical form to the Company's Registrar and Share Transfer Agents.

6. The Notice for the Annual General Meeting and the Annual Report will be available for inspection at the Registered Office of the Company on all working days in business hours up to the date of Annual General Meeting. The above said shall also be available on the Company's website at www.thecrayonsnetwork.com and on the website of the Skyline Financial services Private Limited at <https://www.skylinerta.com/> for inspection and downloading by the shareholders of the company.

7. To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Financial Results etc. from the Company electronically. Members seeking further information on the Accounts or any other matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their de-mat account. Members holding shares in physical form can submit their PAN details to the Company at the Registered Office of the Company.

9. In case of joint holders attending the Meeting, only such joint holder who are higher in the order of names will be entitled to vote.

10. The Register of Members and Share Transfer Books shall remain closed from **18th September 2025 to 23rd September 2025** (Both days inclusive). Cut-off date for e-

voting is **16th September 2025.**

11. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@thecrayonsnetwork.com with a copy marked to admin@skylinerta.com.

12. The Board of Directors has appointed **M/s Akshat Garg & Associates**, Practicing Company Secretary, as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.

13. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within 24 hours from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other Key Managerial Personnel who shall countersign the same and declare the results of the voting within 48 hours of conclusion of Annual General Meeting.

14. The results declared along with the report of Scrutinizer shall be placed on the website of the Company www.thecrayonsnetwork.com and on the website of Skyline Financial Services Private Limited <https://www.skylinerta.com/> immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.

15. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at <https://www.skylinerta.com/>. However, if he / she is already registered with LIPL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

16. The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of the 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting.

17. Voting through electronic means:

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. 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 MCA Circulars 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 AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. 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 to atleast 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 restrictions on the first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of

India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.thecrayonsnetwork.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. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM 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 8, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed

entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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

	<p>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.</p> <ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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 with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing

	<p>the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income

	<p>Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on

“OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@thecrayonsnetwork.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN (250826045) of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareolders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders

may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

**By Order of the Board
For Crayons Advertising Limited**

Sd/-

**Kunal Lalani
(Managing Director)**

DIN: 00002756

**Address: 14, Oak Drive, DLF Chhatarpur
Farms, New Delhi-110074**

Place: New Delhi

Date: 27.08.2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

SPECIAL BUSINESS

ITEM NO. 4:

APPOINTMENT OF M/S. VAISH & CO. CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY TO FILL CASUAL VACANCY, TO HOLD OFFICE FOR A PERIOD OF 1 (ONE) FINANCIAL YEAR, FROM THE CONCLUSION OF THE 39TH ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF THE 40th ANNUAL GENERAL MEETING OF THE COMPANY AND TO AUTHORISE THE BOARD OF DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION

M/s. Manish Pandey & Associates, Chartered Accountants (Firm Registration No. 021141N), who were appointed as the Statutory Auditors of the Company at the Annual General Meeting held on 30th September 2024 for a term of 5 years, have tendered their resignation letter dated 19th August 2025 effective from the conclusion of 39th Annual General Meeting of the Company, due to their pre-occupation in other assignments. Consequently, a casual vacancy has arisen in the office of Statutory Auditors of the Company as envisaged under Section 139(8) of the Companies Act, 2013.

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 27th August, 2025, has proposed the appointment of M/s. Vaish & Co., Chartered Accountants (Firm Registration No. 014188C), as the Statutory Auditors of the Company to fill the said casual vacancy, who have conveyed their willingness to act as Statutory Auditors of the Company along with confirmation of their eligibility under Section 141 of the Companies Act, 2013.

In accordance with the provisions of Section 139(8) of the Companies Act, 2013, any appointment made to fill a casual vacancy in the office of Statutory Auditors shall hold office until the conclusion of the next Annual General Meeting.

Accordingly, the approval of the Members is being sought for the appointment of M/s. Vaish & Co., Chartered Accountants (Firm Registration No. 014188C), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be decided by the Board of Directors in consultation with the Auditors.

The Board of Directors recommends the resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members by way of an Ordinary Resolution.

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

Further disclosure required under regulation 36(5) of SEBI (LODR) Regulations, 2015 are as follows:

S. No	Particulars	Details
1	Proposed fees payable to the Statutory auditor	The fees of the Statutory auditor shall be as fixed by the Board of Directors of the Company in consultation with them
2	Terms of appointment	The auditor shall hold the office till the conclusion of 40 th Annual General meeting of the Company
3	In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;	The fixed remuneration for the Statutory Audit & other related services, for the year 2025-26 is fixed at INR 350,000/- (Rupees Three Lakh Fifty Thousand only) plus applicable taxes and other out-of-pocket costs incurred in connection with the audit and there will be no material change in remuneration. The proposed fees are determined based on the scope of work, team size, industry experience, time and expertise.
4	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	<p>The Audit Committee and the Board of Directors of the Company have recommended for the appointment of M/s Vaish & Co, Chartered Accountants as the statutory auditors subject to the approval of the members at the annual general meeting of the Company for the period of 1 (One) year for FY 2025-26 as Vaish & Co, is a reputed peer reviewed seasoned and experienced firm that reflects the needs of today and that matches aspirations for the company business by rendering professional services as per the provisions of Companies act, 2013 and SEBI (LODR) Regulations and other applicable provisions.</p> <p>Vaish & Co. have assembled a team with the right mix of skills and expertise to align seamlessly with its business objectives. This team brings deep experience and a strong understanding of the unique challenges faced by fast-growing, entrepreneurial companies.</p>

ITEM NO. 5:

TO APPOINT M/S. AKSHAT GARG & ASSOCIATES, COMPANY SECRETARIES AS SECRETARIAL AUDITORS OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF 5 (FIVE) FINANCIAL YEARS, FROM THE CONCLUSION OF THE 39TH ANNUAL GENERAL MEETING OF THE COMPANY UNTIL THE CONCLUSION OF THE 44TH ANNUAL GENERAL MEETING OF THE COMPANY AND TO AUTHORISE THE BOARD OF DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION FROM TIME TO TIME

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act but as per Regulation 36(5) of the SEBI (Listing Obligations and Disclosures Requirement) Regulations 2015 is mandatory to disclosure.

Pursuant to Regulation 24A of Listing Regulations, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 (Amendment), the appointment of Secretarial Auditors:

- (a) Is required to be approved by the Shareholders of the Company at the Annual General Meeting.
- (b) In case of a Secretarial Audit Firm – cannot be for more than two consecutive terms of 5 (five) years each.

The Board at its meeting held on July 25, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of Akshat Garg & Associates, Practising Company Secretaries, a peer reviewed firm (ICSI Unique Code Number: S2013UP218100) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members. The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024, and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Akshat Garg & Associates is a well-known firm of Practising Company based in Ghaziabad, UP. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. Akshat Garg & Associates has focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The firm provides its services to various companies. Akshat Garg & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by Akshat Garg & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024

None of the Directors / Key Managerial Personnel of the Company /their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 5 of the notice for approval by the members.

Further disclosure required under regulation 36(5) of SEBI (LODR) Regulations, 2015 are as follows:

S. No	Particulars	Details
1	Proposed fees payable to the Secretarial auditor	The fees of the Secretarial auditor shall be as fixed by the Board of Directors of the Company in consultation with them
2	Terms of appointment	The auditor shall hold the office till the conclusion of 44 th Annual General meeting of the Company
3	In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;	The fixed remuneration for the Secretarial Audit for the year 2025-26 is fixed at INR 50,000/- (Rupees Fifty Thousand only). The said remuneration excludes certifications and other professional work, applicable taxes and out of pocket expenses incurred in connection with the audit and there will be no material change in remuneration. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required. The remuneration for the subsequent year(s) of their term shall be fixed by the Board.
4	Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial auditor(s) proposed to be appointed	The Audit Committee and the Board of Directors of the Company have recommended for the appointment of M/s Akshat Garg & Associates, Practising Company Secretaries as the statutory auditors subject to the approval of the members at the annual general meeting of the Company for the period of 5 (five) years for FY 2025-26 to FY 2029-30 as M/s Akshat Garg & Associates is a reputed peer reviewed PCS firm rendering professional services as per the provisions of Companies act, 2013 and SEBI (LODR) Regulations and other applicable provisions.

ITEM NO. 6:

TO APPOINT MR. ASHRAYE LALANI (DIN: 08371173) AS AN EXECUTIVE DIRECTOR (WTD) OF THE COMPANY

Mr. Ashraye Lalani (DIN: 08371173) was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 27th August 2025 pursuant to Section 161(1) of the Companies Act, 2013 and holds office up to the date of this Annual General Meeting.

He has been associated with the Company as Internal designated Director - Growth & Technology and has been instrumental in driving the Company's expansion plans, securing vital clients, and delivering digital and technology-integrated campaigns. Considering his contribution and the role envisaged, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 27th August 2025, approved his appointment as Executive Director (WTD), liable to retire by rotation for a period of 5 years commencing from 27th August 2025, subject to the approval of members at the ensuing AGM.

The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director.

Mr. Ashraye Lalani is not disqualified from being appointed as Executive Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority from being appointed as the Executive Director and has given his consent to act as a director.

Remuneration & Terms of Appointment:

- **Salary & Allowances:** ₹ 1,50,000 per month (including basic salary, allowances, perquisites and benefits, in accordance with Company's policy).
- **Performance-linked Incentive:** As may be decided by the Board/Committee from time to time.
- **Perquisites:** As per Company policy (including medical reimbursement, leave travel, gratuity, provident fund, etc.).
- **Overall Remuneration:** The total remuneration payable shall not exceed the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013.
- **Tenure:** 5 years with effect from 27th August 2025 to 26th August 2030, liable to retire by rotation.
- **Other terms:** In the event of absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be payable as minimum remuneration, subject to compliance with Schedule V.

The Board seeks the consent of the Members of the Company, for the appointment of Mr. Ashraye Lalani as an Executive Director (WTD) (by whatever name called) for a period of 5 (five) years at the remuneration including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period set out below:

Particulars	Remuneration per Month (in Rs.)
Basic salary	50,000
House Rent allowance	25,000
Statutory Allowances	20,000
Bonus	5,000
Other Allowances	50,000
Total	150,000

The remuneration structure can be reviewed and/ or revised by the Board on the recommendation of the Nomination & Remuneration Committee during the term of appointment of Mr. Ashraye Lalani in the manner prescribed under the Act.

Brief profile of Mr. Ashraye Lalani is attached to annexure- 1 to this notice. The Board of Directors considers that this association would be of immense benefit to the Company and it is desirable to avail the services as a director.

The Board of Directors recommends the resolution set forth in Item No. 6 for the approval of the members as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Kunal Lalani (DIN: 00002756), to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution.

ANNEXURE-1

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 39TH AGM OF THE COMPANY

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Particulars	Details	Details
Name of Director	Ashraye Lalani	Hulasmal Lalani
DIN	08371173	00257693
Date of Birth and Age	08-05-1997 (28 years)	01-05-1944 (81 years)
Date of First Appointment on the Board	27-08-2025 (Proposed at this AGM)	01/08/1986
Qualifications	Bachelor of Science in Economics with accounting (Honors)	Matriculate (Secondary School)
Relationship between Directors inter-se	He is the Son of Managing Director, Mr. Kunal Lalani. Hence related to each other.	Mr. Hulasmal Lalani is the promoter of the company and uncle of Mr. Kunal Lalani.
Brief Resume	Mr. Ashraye Lalani, has been a driving force behind Crayons Advertising Limited ambition for global expansion. He has played a crucial role in securing key clients and new business opportunities, significantly contributing to the Company's growth trajectory. Heading Growth and Technology vertically, he has conceptualized and successfully delivered several digital and technology-integrated campaigns, strengthening the Company's position as an innovation-led agency with a strong client-centric approach.	Mr. Hulasmal Lalani possesses extensive experience & provides strategic guidance, policy advice, and oversight to the management team, contributing towards the Company's governance and long-term growth objectives.
Expertise in specific functional areas	Vast experience in technology-led growth strategies, business	Governance, Corporate Strategy, and Business Development Initiatives.

	development, client acquisition, and execution of digital & tech-integrated campaigns	
Directorships held in other Public Companies (excluding Foreign Companies)	1	1
Names of listed entities from which the director has resigned in the past three years	Nil	Nil
Memberships / Chairmanships of Committees of other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
Shareholding in Company as on March 31, 2025	Nil	14640 equity shares
No. of Board Meetings attended during the year	N.A	5
Terms and conditions of appointment / reappointment	Proposed to be appointed as Executive Director, liable to retire by rotation	Proposed to be re-appointed as Non-Executive Director, liable to retire by rotation
Remuneration last drawn in financial year 2024-25	As per the Agreed terms	As per the agreed terms
Details of Remuneration sought to be paid	As per the agreed terms	As per the agreed terms