

CONSOLIDATED SCRUTINIZERS' REPORT

[Pursuant to Section 108 and any other applicable provisions of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To

The Chairman

CRAYONS ADVERTISING LIMITED

CIN : L52109DL1986PLC024711

Registered office: Nsic Complex, Maa Anandmayee Marg Okhla Industrial Estate,
Phase- III, Na New Delhi DI 110020,India

For Extra-Ordinary General Meeting ("EGM") of Members of the Company held on Thursday, February 27, 2025 at 3.00 P.M. (IST) convened through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

Dear Sir,

I, Shobhit Vasisht, Proprietor of M/s Vasisht & Associates, Company Secretary in whole-time practice, (holding Membership No. F11517 and C.P. No 21476) was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. remote e-voting and e-voting at Extra-Ordinary General Meeting (EGM) under the provisions of Section 108 and any other applicable provisions of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (as amended) read with Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021, General Circular No 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and Circular No 09/2023 dated September 25,2023, General Circular Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "**MCA Circulars**"), and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 and SEBI CircularNo.SEBI/HO/CFD/CMD2/CIR/P/2021/11dated15.01.2021,SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022 ,SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023 ("**SEBI Circulars**") issued in this regard on the resolutions as set-out in the Notice dated January 31, 2025 ('Notice') for Extra-Ordinary General Meeting of Members of the Company held on Thursday, February 27, 2025 at 03.00 P.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

Regd Office: 441, Sector-2, Faridabad-121004, Haryana,India
Email: cs@vasishtassociates.com , Web: www.vasishtassociates.com
Contact No: +91-9953259389, +91-9220471009

I submit my report as under:

1. The remote e-voting period commenced on Monday, February 24, 2025 at 09.00 A.M. and ended on Wednesday, February 26, 2025 at 5.00 P.M. via e-voting platform on the designated website of Central Depository Services (India) Limited (“**CDSL**”), Authorised agency to provide e-voting facility viz: <https://www.evoting.india.com>. The Company also provided e-voting facility to the Members who participated through VC/OAVM to enable such Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
2. The Members of the Company as on the “cut-off date” i.e. Thursday, February 20, 2025 were entitled to avail the facility of remote e-voting as well as e-voting at the EGM on the proposed resolutions (Item nos. 1) as set out in the Notice.
3. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules thereof including MCA Circulars in respect of the resolutions contained in the Notice of EGM and providing proper facility for EGM. My responsibility as Scrutinizer is restricted to make consolidated Scrutinizer’s Report of the votes cast “For” or “Against” the resolutions stated in the Notice of the EGM.
4. After the closure of the e-voting at the EGM, the e-voting conducted at the EGM and the remote e-voting conducted prior to the EGM were unblocked and were downloaded in the presence of two witnesses Rinku and Neeraj Dixit who are not in the employment of the Company. The votes casted by the Members were reconciled with the records maintained by the Registrar and Transfer Agent of the Company.
5. The shareholders exercised their voting either by remote e-voting or e-voting at EGM. There was no shareholder who opted for both the facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they actually voted were considered.
6. The consolidated summary of results of e-voting at EGM and remote e-voting are as under:

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SPECIAL BUSINESSES:**Resolution 01: Special Resolution****1. Approval for Crayons Advertising Limited Employee Stock Option Scheme-2025**

| Mode | No. of Voters | Total Shares | Invalid | | Favour | | Against | |
|-----------------|---------------|-----------------|----------|--------------|----------|-----------------|----------|--------------|
| | | | Voters | No. of votes | Voters | No. of votes | Voters | No. of votes |
| Remote e-voting | 6 | 17956760 | - | - | 6 | 17956760 | - | - |
| E-Voting at EGM | - | - | - | - | - | - | - | - |
| TOTAL | 6 | 17956760 | - | - | 6 | 17956760 | - | - |

Total Valid Votes (Total Votes - Invalid votes) = 17956760

Votes in Favour (% of Total Valid Votes) = 100%

Votes in Against (% of Total Valid Votes) = 0.00%

7. All the papers relating to remote e-voting and e-voting at the Extra-Ordinary General Meeting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the Extra-Ordinary General Meeting and thereafter, I shall hand over all the related papers to the Company Secretary of the Company.
8. Based on the above voting, I confirm that all the resolutions have been carried on with requisite majority, accordingly i request the Chairman of the EGM , to announce the result of the meeting.

For Vasisht & Associates
(Company Secretaries)

CS Shobhit Vasisht
Scrutinizer

PR No: 2355/2022

UDIN: F011517F004012393

FCS No: 11517

C.P. No: 21476

Date: February 27, 2025

Place: Faridabad

Counter Signed by Chairman/Authorised Person