THE crayons NETWORK
— Celebrating 40 years —
OF CREATIVE INDEPENDENCE

Crayons Advertising Limited
Regd. & Corporate Office:
NSIC Complex, Maa Anandmayee Marg,
Okhla Ind. Estate-III, New Delhi-110 020
Tel: +91 11 4163 0000
E-mail: del@crayonad.com
www.thecrayonsnetwork.com
CIN: L52109DL1986PLC024711

To, **Date: 1st September, 2026**
The Manager
Listing Department
The National Stock Exchange of India Limited
Address: 'Exchange Plaza', C-1 Block G, Bandra Kurla complex,
Bandra (E), Mumbai 400051.
NSE Symbol: Crayons

Subj. Notice of Annual General Meeting (AGM) of Crayons Advertising Limited "the Company"

Dear Sir/ Madam,

In compliance with the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the details of 40th Annual General Meeting (AGM) of Crayons Advertising Limited and other relevant details, fixed in connection with the AGM are as follows:

Pursuant to provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015], please find enclosed herewith the Notice of **40th AGM scheduled to be held on Monday, 28th September, 2026 at 03:00 P.M. through Video Conferencing/ Other Audio Visual Means, to transact the business as set out therein**.

The Notice of AGM are also available at the website of the Company i.e. www.thecrayonsnetwork.com under "**Investors Relations**" Section.

Submitted for your record.

Thanking you,
Yours Faithfully,

For Crayons Advertising Limited

Kunal Lalani
Digitally signed by Kunal Lalani
Date: 2026.09.01 18:25:29 +05'30'

Kunal Lalani
Managing Director
DIN: 00002756

NOTICE OF 40TH ANNUAL GENERAL MEETING

Notice is Hereby Given that the Fortieth (40th) Annual General Meeting of the Members of Crayons Advertising Limited will be held on Monday, 28th September, 2026 at 03:00 p.m. (IST), through Video Conferencing / Other Audio Visual Means, for transaction of the following businesses:-

ORDINARY BUSINESS

1. TO RECEIVE, CONSIDER AND ADOPT

(i) Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and the Auditors thereon, and

(ii) Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 and the Report of the Auditors thereon.

2. TO APPOINT A DIRECTOR IN PLACE OF MRS. VIMI LALANI, DIRECTOR (DIN: 00010548), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.

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

"**RESOLVED THAT** Mrs. Vimi Lalani (DIN: 00010548) who retires by rotation and eligible for reappointment, in the Annual General Meeting, be and is hereby appointed as Director of the Company."

3. APPOINTMENT OF M/S. VAISH & CO. CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF FIVE (5) FINANCIAL YEARS FROM THE CONCLUSION OF 40TH ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF THE 45th 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 **Special 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 for a period of 5 years to hold office from the conclusion of this Annual General Meeting until the conclusion of 45th 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."

SPECIAL BUSINESS

4. **REGULARIZATION AND APPOINTMENT OF MR. NAVRATAN BAID, (DIN: 00251523) AS DIRECTOR AND AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS**

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

"RESOLVED THAT Mr. Navratan Baid (DIN: 00251523), who was appointed as an Additional Director (Non-Executive Independent) by the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from 24th March, 2026, and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 'the Act' and as per Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") as amended from time to time, the appointment of Mr. Navratan Baid (DIN: 07810464), who has submitted a declaration that he meets with the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment, as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from March 24, 2026 up to March 23rd, 2031, be and is hereby approved.

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution**."**

5. **TO INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to:

(a) give any loan to any person or other body corporate;
(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate**."**

6. **APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY U/S 185 OF THE COMPANIES ACT, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores Only) for the financial year 2026-27, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable**."**

7. **TO CONSIDER AND APPROVE THE CREATION OF CHARGES, MORTGAGES AND HYPOTHECATION OF ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013**

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

"RESOLVED THAT in supersession of the earlier resolution(s) passed by the Members of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof and/or any person(s) authorised by the Board) to create, from time to time, such mortgages, charges, liens and hypothecations, whether by way of first charge, second charge or subsequent charge, in such manner and on such terms as the Board may deem fit, on all or any of the movable and/or immovable properties, tangible and/or intangible assets, both present and future, of the Company, including the whole or substantially the whole of any undertaking(s) of the Company, in favour of banks, financial institutions, lenders, debenture trustees, bodies corporate, investors or other financing/investing agencies, for securing the repayment of loans, borrowings, working capital facilities, credit facilities, debentures and/or other financial assistance availed or proposed to be availed by the Company, together with interest, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or redemption, costs, charges, expenses and all other monies payable in connection therewith, provided that the aggregate amount secured by such mortgages, charges, liens and hypothecations shall not exceed ₹300 Crore (Rupees Three Hundred Crore only), together with interest and other monies payable thereon.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the nature, extent, ranking and terms of such mortgages, charges, liens and hypothecations and to finalise and execute all necessary agreements, deeds, declarations, undertakings, instruments and other documents in connection therewith.

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RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, desirable or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto."

8. TO CONSIDER AND APPROVE THE BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of the earlier resolution(s) passed by the Members of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013, and pursuant to the provisions of Section 180(1)(c), Section 180(2) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof and/or any person(s) authorised by the Board) to borrow, from time to time, any sum or sums of money, notwithstanding that the money to be borrowed together with the money already borrowed by the Company may exceed the aggregate of its paid-up share capital, free reserves and securities premium account, provided that the total amount of monies so borrowed and outstanding at any time shall not exceed ₹300 Crore (Rupees Three Hundred Crore only), apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to borrow such monies by way of loans, working capital facilities, credit facilities, debentures, bonds or other permissible financial instruments from banks, financial institutions, bodies corporate, lenders, investors or other financing agencies/persons, whether in India or abroad, on such terms and conditions as the Board may deem fit and appropriate in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and determine the terms and conditions of such borrowings, including the rate of interest, tenure, repayment schedule, costs, charges, security and other related terms and conditions, and to execute all such agreements, deeds, documents, instruments and writings as may be necessary or expedient in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, desirable or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto."."

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9. REVISION IN REMUNERATION OF MR. KUNAL LALANI MANAGING DIRECTOR (DIN: 00002756) OF THE COMPANY

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to Regulation 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and the Articles of Association of the Company, consent of the Members be and is hereby accorded for revision of remuneration payable to Mr. Kunal Lalani (DIN: 00002756), Managing Director of the Company, up to a maximum of Rs. 15,00,000 (Rupees Fifteen Lakhs only) per month, inclusive of salary, allowances, perquisites, benefits, incentives and other components of remuneration, with effect from such date as may be determined by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the aforesaid maximum remuneration shall be equivalent to Rs. 1,80,00,000 (Rupees One Crore Eighty Lakhs only) per annum on an annualised basis and shall be subject to the provisions of the Act, Schedule V thereto, SEBI LODR Regulations and other applicable laws.

RESOLVED FURTHER THAT pursuant to Section 197(1) and other applicable provisions of the Act, consent of the Members be and is hereby accorded for payment of managerial remuneration to Mr. Kunal Lalani in excess of the limits prescribed under Section 197, to the extent applicable, subject to compliance with Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Kunal Lalani shall be determined and paid strictly in accordance with Section 197 read with Schedule V to the Act and the conditions prescribed thereunder, and the maximum remuneration ceiling approved herein shall not, by itself, authorise payment of any amount which is otherwise impermissible under applicable law.

RESOLVED FURTHER THAT the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorised to determine, fix, revise, enhance, reduce, restructure or otherwise vary the actual remuneration payable to Mr. Kunal Lalani from time to time, within the maximum ceiling of Rs. 15,00,000 per month, without requiring further approval of the Members solely on account of any such revision being within the maximum ceiling approved herein, subject always to the Act, Schedule V, SEBI LODR Regulations and other applicable laws.

RESOLVED FURTHER THAT the authority aforesaid shall include authority to revise the existing remuneration of Mr. Kunal Lalani, presently to any amount up to Rs. 15,00,000 per month at such time or times as may be determined by the Board on the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the approval under Regulation 17(6)(e) of the SEBI LODR Regulations, to the extent applicable, shall remain valid only for the period prescribed under the said Regulation and shall not extend beyond the expiry of the term of Mr. Kunal Lalani as Managing Director.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, forms, filings and writings as may be necessary, proper, expedient or incidental to give effect to this Resolution, including making necessary filings with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges and other concerned authorities."

10. REVISION IN REMUNERATION OF MR. ASHRAYE LALANI WHOLE TIME DIRECTOR (DIN: 08371173) OF THE COMPANY

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

RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to Regulation 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and the Articles of Association of the Company, consent of the Members be and is hereby accorded for revision of remuneration payable to Mr. Ashraye Lalani, Whole-time Director of the Company, up to a maximum of Rs. 4,00,000 (Rupees Four Lakhs only) per month, inclusive of salary, allowances, perquisites, benefits, incentives and other components of remuneration, with effect from such date as may be determined by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the aforesaid maximum remuneration shall be equivalent to Rs. 4,800,000 (Rupees Forty-Eight Lakhs only) per annum on an annualised basis and shall be subject to the provisions of the Act, Schedule V thereto, SEBI LODR Regulations and other applicable laws.

RESOLVED FURTHER THAT pursuant to Section 197(1) and other applicable provisions of the Act, consent of the Members be and is hereby accorded for payment of managerial remuneration to Mr. Ashraye Lalani in excess of the limits prescribed under Section 197, to the extent applicable, subject to compliance with Schedule V and other applicable provisions of the Act.

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RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Ashraye Lalani shall be determined and paid strictly in accordance with Section 197 read with Schedule V to the Act and the conditions prescribed thereunder, and the maximum remuneration ceiling approved herein shall not, by itself, authorise payment of any amount which is otherwise impermissible under applicable law.

RESOLVED FURTHER THAT the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorised to determine, fix, revise, enhance, reduce, restructure or otherwise vary the actual remuneration payable to Mr. Ashraye Lalani from time to time, within the maximum ceiling of Rs. 400,000 per month, without requiring further approval of the Members solely on account of any such revision being within the maximum ceiling approved herein, subject always to the Act, Schedule V, SEBI LODR Regulations and other applicable laws.

RESOLVED FURTHER THAT the authority aforesaid shall include authority to revise the existing remuneration of Mr. Ashraye Lalani, to any amount up to Rs. 400,000 per month at such time or times as may be determined by the Board on the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the approval under Regulation 17(6)(e) of the SEBI LODR Regulations, to the extent applicable, shall remain valid only for the period prescribed under the said Regulation and shall not extend beyond the expiry of the term of Mr. Ashraye Lalani as Whole-time Director.

RESOLVED FURTHER THAT where any approval, consent, filing, disclosure or other statutory or regulatory compliance is required before implementation of any particular remuneration or increase therein, the Company shall obtain or complete such approval or compliance before giving effect to such remuneration.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, forms, filings and writings as may be necessary, proper, expedient or incidental to give effect to this Resolution, including making necessary filings with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges and other concerned authorities.

Date: 1st September, 2026
Place: New Delhi

For Crayons Advertising Limited

Sd/-
Mr. Akbar Mehtab
(Company Secretary cum Compliance Officer)
Mem. No: A51102

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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, subsequent circulars issued in this regard, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (MCA) & 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 40th (Fortieth) 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 40th (Fortieth) 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 40th (Fortieth) 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 **4th September, 2026** 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 2025-26 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 **22nd September 2026 to 28th September 2026** (Both days inclusive). Cut-off date for e-voting is **21st September 2026.**

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 LIIPL 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.

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 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 restriction on account of 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 cdsl 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 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 & 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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 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 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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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 Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
Dividend Bank Details **OR** Date of Birth (DOB)	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. • 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 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 shareholders 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 atleast **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.

EXPLANATORY STATEMENT

Item No.: 4

The Board of Directors of the Company at its meeting held on 24th March, 2026, based on the recommendation of the Nomination & Remuneration Committee ("NRC"), approved the appointment of Mr. Navratan Baid, Director (DIN: 00251523), as an Additional Director (Independent), be and is hereby accorded to the members of the Company for their approval, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years from the date of his appointment i.e 24th March 2026 up to 23rd March, 2031. The Company has received a Notice under Section 160 of the Act from a Member proposing his candidature to the office of Independent Director of the Company.

The Company has received requisite declarations and disclosures from Mr. Navratan Baid, confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. He has further confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties, in terms of Regulation 25(8) of Listing Regulations.

Mr. Navratan Baid, has confirmed his compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Navratan Baid, is not disqualified from being appointed as Director under Section 164 of the Act and is not debarred to hold the office of Director by virtue of any order passed by SEBI or any other authority and have given his consent to act as Director of the Company. Further, there are no inter se relationship between him and any other member of the Board and Key Managerial Personnel of the Company.

NRC has identified the desired attributes for the selection of Independent Director including leadership, Industry knowledge and experience, expertise in governance including legal compliance, experience & exposure in policy shaping and industry advocacy, expertise & experience in finance & accounts, audit & risk management areas, and global experience/international exposure as the skills required for the role of a Director. Mr. Navratan Baid fulfills all the attributes.

The NRC and Board of Directors views that the appointment of Mr. Navratan Baid as an Independent Director would be in the interest of the Company considering his expertise in industry knowledge, corporate governance, strategic leadership, financial management, global business operations, stakeholder engagement, and sustainability.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director is subject to the approval of the Members by way of a Special Resolution

A copy of the draft letter of appointment to be issued to Mr. Navratan Baid, setting out terms and conditions of appointment will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives, except Mr. Navratan Baid and his relatives are concerned or interested, in the resolution.

The Board recommends the special resolution set out in Item No. 4 of the Notice, for approval of the members.

Item No.: 5

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 300 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 6 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No.: 6

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity (ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 6 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board decided to seek approval of the shareholders pursuant to the provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by its subsidiary company(ies) (Indian or overseas) or other body corporate(s)in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholder of the Company under Section

186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors recommend the resolution set forth in Item no. 6 of the notice for your approval as a Special Resolution.

Item No.: 7

The Company may, from time to time, require financial assistance from banks, financial institutions, lenders and other financing agencies for meeting its working capital requirements, business requirements, capital expenditure, refinancing requirements and other general corporate purposes.

The Members had previously authorised the Board under Section 180(1)(a) of the Companies Act, 2013 to create mortgages, charges and hypothecations over the assets of the Company for securing its borrowings and other financial facilities.

In view of the present and anticipated requirements of the Company, it is proposed to supersede the earlier authority and authorise the Board to create mortgages, charges, liens and hypothecations over the movable and/or immovable properties and other assets of the Company, present and future, including, where applicable, the whole or substantially the whole of any undertaking(s) of the Company, for securing its borrowings and other financial facilities.

The proposed authority shall be subject to an aggregate limit of ₹300 Crore (Rupees Three Hundred Crore only), together with interest and all other monies payable in respect of the secured borrowings and financial facilities.

The approval of the Members is being sought pursuant to Section 180(1)(a) of the Companies Act, 2013 wherever the creation of security involves the whole or substantially the whole of an undertaking of the Company.

The proposed authority will enable the Board to arrange and secure financing facilities efficiently and on such terms and conditions as may be considered appropriate in the interest of the Company.

The Board recommends the Special Resolution set out at Item No. 7 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item No.: 8

The Company requires adequate financial flexibility to meet its working capital requirements, business requirements, capital expenditure, refinancing requirements and other general corporate purposes.

The Members had previously authorised the Board under Section 180(1)(c) of the Companies Act, 2013 to borrow monies beyond the limits prescribed under the said Section. In view of the present and anticipated financial requirements of the Company, it is proposed to supersede the earlier authority and approve a revised borrowing limit of ₹300 Crore (Rupees Three Hundred Crore only).

In terms of Section 180(1)(c) of the Act, the Board cannot borrow monies, together with monies already borrowed, in excess of the aggregate of the Company's paid-up share capital, free reserves and securities premium, except with the consent of the Members by way of a Special Resolution.

Further, pursuant to Section 180(2), the Special Resolution shall specify the total amount up to which monies may be borrowed by the Board. Accordingly, approval of the Members is sought to authorise the Board to borrow up to an aggregate amount of ₹300 Crore, excluding temporary loans obtained from the Company's bankers in the ordinary course of business, as permitted under applicable law.

The proposed authority will provide the Board with necessary flexibility to arrange funds from banks, financial institutions and other lenders on competitive terms and to meet the Company's business and financial requirements.

The Board recommends the Special Resolution set out at Item No. 8 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item No.: 9

Mr. Kunal Lalani (DIN: 00002756) is presently serving as the Managing Director of the Company. He was appointed as Managing Director by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, and his appointment was subsequently approved by the Members of the Company in accordance with the applicable provisions of the Companies Act, 2013. Mr. Kunal Lalani is also a Promoter of the Company.

The Nomination and Remuneration Committee, after considering the experience, expertise, responsibilities, contribution and performance of Mr. Kunal Lalani and the present and future requirements of the Company, has recommended revision in his remuneration ceiling. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved the proposal and recommends the same for approval of the Members.

Accordingly, approval of the Members is sought for a maximum remuneration of Rs. 15,00,000 per month, equivalent to Rs. 1,80,00,000 per annum on an annualised basis, inclusive of salary, allowances, perquisites, benefits, incentives and other components of remuneration.

The proposed approval is a maximum remuneration ceiling and does not require the Company to immediately pay the maximum amount. The existing remuneration may continue until such time as the Board, on recommendation of the Nomination and Remuneration Committee, determines otherwise.

The Board may revise the actual remuneration from time to time within the approved maximum ceiling of Rs. 15,00,000 per month, without obtaining fresh approval of the Members merely on account of such revision being within the approved ceiling, subject always to compliance with the Companies Act, Schedule V, SEBI LODR Regulations and other applicable laws.

Rationale for revision
The proposed revision has been recommended after considering, inter alia:

1. the experience, knowledge and expertise of Mr. Kunal Lalani;
2. the nature and extent of responsibilities attached to the office of Managing Director;
3. his contribution towards the management, operations and growth of the Company;
4. the future business requirements and growth plans of the Company;
5. the financial position and performance of the Company;
6. the need to retain experienced managerial leadership; and
7. the responsibilities and accountability associated with his position.

Section 197 and Schedule V

Section 197 of the Companies Act, 2013 prescribes limits on managerial remuneration payable by a public company and permits payment beyond the prescribed limits with the approval of Members by Special Resolution, subject to the applicable provisions of Schedule V.

In the event of absence or inadequacy of profits, the remuneration payable shall be governed by Section 197 read with Schedule V to the Act and the conditions prescribed thereunder.

The Company shall ensure compliance with the applicable provisions of Schedule V, including the applicable limits based on the effective capital of the Company and other conditions prescribed thereunder.

The approval sought through this Resolution shall not authorise payment of any remuneration which is otherwise prohibited or restricted under applicable law.

SEBI LODR – Promoter Executive Director

Mr. Kunal Lalani is a Promoter and Managing Director of the Company.

The remuneration payable to Mr. Kunal Lalani is therefore required to be considered in accordance with the applicable provisions of Regulation 17(6)(e) of the SEBI LODR Regulations.

Where the remuneration payable to executive directors who are promoters or members of the promoter group exceeds the applicable threshold prescribed under Regulation 17(6)(e), approval of the Members by Special Resolution is required.

The Company has therefore proposed this Special Resolution to obtain the requisite shareholder approval under the applicable provisions of Regulation 17(6)(e), to the extent applicable.

Where Regulation 17(6)(e) is applicable to the remuneration of promoter/promoter-group executive directors, the aggregate remuneration payable to such directors shall be considered for determining compliance with the applicable threshold.

Financial position

Based on the financial information presently available:

Particulars	**Amount**
Paid-up share capital	₹24.43 crore
Reserves and surplus	₹92.14 crore
Net profit	₹3.72 crore
Proposed maximum monthly remuneration	₹15.00 lakh
Proposed maximum annualised remuneration	₹1.80 crore

The statutory net profit for the purposes of Sections 197 and 198 shall be determined in accordance with Section 198 of the Act.

Similarly, effective capital for the purposes of Schedule V shall be calculated in accordance with the applicable provisions of Schedule V and shall not be determined merely by adding paid-up capital and reserves.

Period of approval

The approval shall remain effective only for the period permitted under the applicable provisions of the Act, Schedule V and SEBI LODR Regulations.

In particular, where Schedule V prescribes a maximum period for the relevant approval, the approval shall not extend beyond such period. Similarly, approval under Regulation 17(6)(e) shall remain valid only for the period prescribed under the said Regulation.

Interest of Directors and KMP

Mr. Kunal Lalani is concerned or interested in the proposed Resolution since the Resolution relates to his remuneration.

Mr. Ashraye Lalani, being the son of Mr. Kunal Lalani, is a relative of Mr. Kunal Lalani and may be deemed to be concerned or interested in the Resolution to the extent of his relationship and interest in the matter.

Except Mr. Kunal Lalani, Mr. Ashraye Lalani and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

Recommendation of the Board

The Nomination and Remuneration Committee has recommended the proposed revision and the Board of Directors has approved the same.

The Board is of the opinion that the proposed remuneration is commensurate with the responsibilities, experience, expertise and contribution of Mr. Kunal Lalani and is in the interest of the Company.

The Board accordingly recommends the Special Resolution set out at Item No. 9 for approval by the Members.

Item No.: 10

Mr. Ashraye Lalani is presently serving as the Whole-time Director of the Company. He was appointed to the office of Whole-time Director by the Board of Directors on the recommendation of the Nomination and Remuneration Committee and his appointment was subsequently approved by the Members of the Company in accordance with the applicable provisions of the Companies Act, 2013.

Mr. Ashraye Lalani is presently drawing remuneration of Rs. 150,000 (Rupees One Lakh Fifty Thousand only) per month**.** Mr. Ashraye Lalani is the son of Mr. Kunal Lalani, Managing Director and Promoter of the Company**.**

The Nomination and Remuneration Committee, after considering the experience, expertise, responsibilities, contribution and performance of Mr. Ashraye Lalani and the present and future requirements of the Company, has recommended revision in his remuneration ceiling. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved the proposal and recommends the same for approval of the Members.

Accordingly, approval of the Members is sought for a maximum remuneration of Rs. 400,000 per month**,** equivalent to Rs. 4,800,000 per annum on an annualised basis**,** inclusive of salary, allowances, perquisites, benefits, incentives and other components of remuneration.

The proposed approval is a maximum remuneration ceiling and does not require the Company to immediately pay the maximum amount. The existing remuneration may continue until such time as the Board, on recommendation of the Nomination and Remuneration Committee, determines otherwise.

The Board may revise the actual remuneration from time to time within the approved maximum ceiling of Rs. 4,00,000 per month, without obtaining fresh approval of the Members merely on account of such revision being within the approved ceiling, subject always to compliance with the Companies Act, Schedule V, SEBI LODR Regulations and other applicable laws.

Rationale for revision
The proposed revision has been recommended after considering, inter alia:
1. the experience, knowledge and expertise of Mr. Ashraye Lalani;
2. the nature and extent of responsibilities attached to the office of Whole-time Director;
3. his contribution towards the management, operations and growth of the Company;
4. the future business requirements and growth plans of the Company;
5. the financial position and performance of the Company;
6. the need to retain experienced managerial leadership; and
7. the responsibilities and accountability associated with his position.

Section 197 and Schedule V

Section 197 of the Companies Act, 2013 prescribes limits on managerial remuneration payable by a public company and permits payment beyond the prescribed limits with approval of Members by Special Resolution, subject to Schedule V.

In the event of absence or inadequacy of profits, the remuneration payable to Mr. Ashraye Lalani shall be governed by Section 197 read with Schedule V and the conditions prescribed thereunder.

The Company shall ensure compliance with the applicable provisions of Schedule V, including the applicable limits based on effective capital and other conditions prescribed thereunder.

The approval sought through this Resolution shall not authorise payment of any remuneration which is otherwise prohibited or restricted under applicable law.

SEBI LODR and aggregate remuneration

Mr. Ashraye Lalani is the son of Mr. Kunal Lalani, Managing Director and Promoter of the Company.

To the extent Mr. Ashraye Lalani is included in the Company's promoter/promoter-group disclosures, the remuneration payable to him is required to be considered under Regulation 17(6)(e) of the SEBI LODR Regulations.

Mr. Ashraye Lalani is proposed to receive remuneration up to Rs. 400,000 per month pursuant to this Item No. 11.

Where Regulation 17(6)(e) is applicable, the aggregate remuneration of executive directors who are promoters or members of the promoter group shall be considered for determining compliance with the threshold prescribed under the said Regulation.

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www.thecrayonsnetwork.com
CIN: L52109DL1986PLC024711

Financial position

Based on the financial information presently available:

Particulars	Amount
Paid-up share capital	₹24.43 crore
Reserves and surplus	₹92.14 crore
Net profit	₹3.72 crore
Existing monthly remuneration of Ashraye Lalani	₹1.50 lakh
Proposed maximum monthly remuneration	₹4.00 lakh
Proposed maximum annualised remuneration	₹48.00 lakh

The statutory net profit for purposes of Sections 197 and 198 shall be computed in accordance with Section 198 of the Act.

Effective capital for purposes of Schedule V shall be determined in accordance with Schedule V and the applicable statutory provisions.

Relationship with Mr. Kunal Lalani

Mr. Ashraye Lalani is the son of Mr. Kunal Lalani, Managing Director and Promoter of the Company.

The relationship has been specifically disclosed to the Members.

The proposed remuneration has been recommended by the Nomination and Remuneration Committee and approved by the Board after considering the role, responsibilities, experience and contribution of Mr. Ashraye Lalani.

Period of approval

The approval shall remain effective only for the period permitted under the applicable provisions of the Act, Schedule V and SEBI LODR Regulations.

Where Schedule V prescribes a maximum period for the relevant approval, the approval shall not extend beyond such period. Approval under Regulation 17(6)(e), to the extent applicable, shall remain valid only for the period prescribed under the said Regulation.

Interest of Directors and KMP

Mr. Ashraye Lalani is concerned or interested in the proposed Resolution since the Resolution relates to his remuneration. Mr. Kunal Lalani is also concerned or interested in the proposed Resolution by virtue of being the father of Mr. Ashraye Lalani.

Accordingly, Mr. Ashraye Lalani, Mr. Kunal Lalani and their respective relatives may be deemed to be concerned or interested in the proposed Resolution to the extent of their respective interests.

THE crayons NETWORK

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Save and except the aforesaid Directors and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

Recommendation of the Board

The Nomination and Remuneration Committee has recommended the proposed revision and the Board of Directors has approved the same. The Board is of the opinion that the proposed remuneration is commensurate with the responsibilities, experience, expertise and contribution of Mr. Ashraye Lalani and is in the interest of the Company.

The Board accordingly recommends the Special Resolution set out at Item No. 10 for approval by the Members.

Date: 1st September, 2026
Place: New Delhi

For Crayons Advertising Limited

Sd/-
Mr. Akbar Mehtab
(Company Secretary cum Compliance Officer)
Mem. No: A51102

Annexure – I

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer:

Particulars	**Details**
Name	Mr. Navratan Baid
Reason for change viz. appointment, ~~re-appointment, resignation, removal, death or otherwise;~~	The Board of Directors at their meeting held on 24th March 2026 Appointed Mr. Navratan Baid as an Additional Director (Non-executive and Independent) of the Company.
Date of appointment/ ~~re-appointment/ cessation (as applicable) & term of appointment/ re-appointment~~	Date of Appointment: 24.03.2026 (Subject to the approval of Members)

Brief profile (in case of appointment)	Mr. Navratan Baid is a Commerce graduate from Delhi University, and he is in business since 1980, having a Good experience of small-scale manufacturing, end point Marketing of office equipment's and import and distribution business since 1987.
Disclosure of relationships between directors (in case of appointment of a director)	Mr. Navratan Baid is not related to any Director of the Company.
Information as required as per SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 and SEBI Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026.	Mr. Navratan Baid is not debarred from holding the office of Director by virtue of pursuing BSE & NSE Circular or any Order or any other such authority.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AND/ OR FIXATION OF REMUNERATION OF DIRECTORS AT THE ENSUING ANNUAL GENERAL MEETING

Pursuant to SS-2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name	Vimi Lalani
Date of Birth	29-08-1966
Age	60
DIN	00010548
Qualification	South Delhi Polytechnic 3 year Diploma in Commercial Art Certificate - 1988 and Aptech 6monthAdvance Multimedia Course Certificate 2004
Nature of Expertise / Brief Resume	Expertise in Multimedia, Print Production, Photography, Creative Designing, Visual Communication, Graphic Designing, Digital Content Creation, Branding and Creative Concept Development, with experience in developing and executing creative solutions across print and digital media.
Terms and Conditions of Appointment	Appointed as Director of the company and holds office until resignation given by her or removal by members in the year of rotation.

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Remuneration (including sitting fees, if any) last drawn	N/A
Remuneration proposed to be paid	N/A
Date of first appointment on the Board	01/01/2002
Shareholding in the company	2200800
Number Meetings of the Board attended during the year 2025-26	11 (Eleven)
Names of listed entities in which the person also holds the Directorships	NIL
Names of listed entities in which the person also holds Membership/ Chairmanship of Committees of the Board	NIL
Relationship Between Directors/ KMP inter-se	Wife of Mr. Kunal Lalani

 # Pertains to memberships/ chairpersonships of the Audit Committee and Stakeholders' Relationship Committee of Indian public companies (excluding the Company) as per Regulation 26(1)(b) of the SEBI Listing Regulations.

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting, has proposed the re-appointment of M/s. Vaish & Co., Chartered Accountants (Firm Registration No. 014188C), as the Statutory Auditors of the Company along with confirmation of their eligibility under Section 141 of the Companies Act, 2013.

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 45th Annual General Meeting of the Company to be held for Financial Year 2030-31, 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. 3 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:

Particulars	Details
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. However, The Board of Directors of the Company, on recommendation of the Audit Committee, and subject to approval of the members of the Company at the AGM, have recommended a fee of INR 350,000/- (Rupees Three Lakh Fifty Thousand only) plus applicable taxes and other out-of-pocket costs incurred in connection with the audit.
Terms of appointment:	The auditor shall hold the office till the conclusion of 45th Annual General meeting of the Company. The Letter of appointment specifying the detailed terms of appointment shall be finalized by the Board of Directors of the Company by taking into consideration the views of the Audit Committee if any.
Material change in the fee payable to auditor	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.
Basis of recommendation for appointment	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 5 (Five) years from FY 2025-26 to FY 2030-31 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
Auditor's credentials	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