

**Date: 27<sup>th</sup> August 2025**

To,  
**M/s National Stock Exchange of India Ltd.**  
Exchange Plaza  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra (E), Mumbai-400051  
Ph.: 022-26598100-8114

Scrip Code: **CRAYONS**

**Sub: Submission of Annual Report of the Company for the Financial Year 2024-25 pursuant to Regulation 34 of the Securities and Exchange of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 (Listing Regulations).**

Dear Sir/Ma'am,

In terms of Regulation 34(1) of the Securities and Exchange of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, find enclosed the Annual Report for the Financial Year 2024-25 along with the Notice of the Annual General Meeting ("AGM") being dispatched to Members of the company through electronic mode whose e-mail I'd are registered with company/ Depository ("DP")/Registrar and Transfer Agent ("RTA").

The 39th Annual General Meeting ("AGM") of the company will be held on Tuesday, 23<sup>rd</sup> September, 2025 at 03:00 P.M. (IST), through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the General Circular No. 20/2020 Dated May 5, 2020 read with General Circular No. 14/ 2020 dated April 8, 2020, General Circular N0. 17/2020 dated April 13, 2020 and General Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 further SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 Dated January 15, 2021 issued by Securities and Exchange Board of India ("SEBI")

In Pursuance of Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose Annual Report for the Financial Year 2024-25.

The Annual Report of the company is also available on the website:  
**[www.thecrayonsnetwork.com](http://www.thecrayonsnetwork.com).**

You are requested to please take the same in your record.

Thanking You,  
Yours Sincerely,  
**For Crayons Advertising Limited**

**(Kunal Lalani)**  
**Managing Director**  
**DIN:00002756**

# 1986 2025

**39 YEARS OF  
BEING CREATIVELY  
INDEPENDENT**

ANNUAL REPORT 2024 - 2025



## The Spark of Creativity

Every remarkable campaign begins with a spark - an idea waiting to be realized. At Crayons Advertising Ltd, this spark ignites a journey fueled by over 35 years of passion and expertise in integrated marketing communications. Established in 1986, Crayons has evolved into a fully integrated, independent Indian agency that blends timeless creativity with cutting-edge ad-tech solutions. Our philosophy is simple yet profound: creativity alone is not enough; it must be strategically harnessed to build meaningful brand stories that resonate deeply with diverse audiences across Bharat and beyond.

We don't just craft ads. We build brands. Our comprehensive services span brand strategy, print, digital media, outdoor advertising, events, and virtual activations. Each campaign is meticulously designed to convert intangible concepts into powerful narratives that drive engagement and deliver measurable results. This is the Crayons way—transforming sparks of ideas into vibrant stories that become catalysts for client success.

## From Vision to Vibrant Campaigns

Turning concepts into campaigns demands more than just creativity; it requires insight, strategy, and execution excellence. At Crayons, creativity meets contextual understanding. Our deep experience working with marquee clients like Tata Group, Indian Oil Corporation, and Air India helps us craft campaigns that are culturally relevant, resonant, and rooted in local narratives. For example, our recent campaigns for Tata Mumbai Marathon and 'Wings of Change' for Air India are case studies in innovative storytelling layered with strategic brand messaging.

Our team leverages the full spectrum of media and technology—from traditional print and outdoor hoardings to advanced digital platforms utilizing data intelligence and audience insights. We stay ahead of the curve by adopting emerging technologies like augmented reality, metaverse, and hologram activations to make brands memorable in new dimensions. Digital transformation is not optional for us; it's embedded into our creative DNA and service delivery, enabling us to drive both reach and impact with precision.

## Stories into Success

In this annual report, we celebrate the journey from raw ideas to real-world achievements. The success stories featured here capture the essence of how Crayons converts creative vision into tangible business outcomes. Our brand builders do not rest on past laurels; instead, they continuously innovate to push the boundaries of what marketing can achieve.

Our tagline, "**Brand Builders. Storytellers. Reputation Makers.**", is more than words—it encapsulates our commitment to partner with clients on their growth paths by delivering storytelling that builds trust, loyalty, and market leadership. With "Your Story, Our Strategy, Shared Success," we convey our ethos: every client's narrative is unique, and through our strategic insights and creativity, we co-create success stories that endure.

At Crayons, we don't just celebrate numbers; we celebrate narratives. Join us as we turn concepts into campaigns and stories into success—crafting the future of advertising, one story at a time.

## Empowering Brands with Purpose and Innovation

At Crayons Advertising, we believe that impactful campaigns are founded on purpose-driven storytelling. In today's dynamic market landscape, consumers seek authentic brand experiences that align with their values and lifestyles. Our mission goes beyond merely promoting products; we aim to build lasting emotional connections between brands and their audiences. This is why we invest deeply in understanding consumer behavior, market trends, and cultural nuances to create narratives that inspire and engage.

Innovation is at the heart of everything we do. From leveraging AI-powered data analytics for campaign optimization to pioneering immersive virtual experiences, Crayons continually adapts to the evolving advertising ecosystem. Our commitment to sustainability and social responsibility also informs many of our campaigns, ensuring that our creative solutions contribute positively to society while driving business growth.

As we step into the future, Crayons Advertising Ltd remains dedicated to pushing creative boundaries, embracing new technologies, and cultivating meaningful partnerships. Our collaborative approach with clients and stakeholders ensures that each campaign is not just heard but felt—turning every concept into a compelling story of success.

Since 1986

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# Corporate Information

## Managing Director & Chairman

Mr. Kunal Lalani

## Non-Executive Directors

Mrs. Vimi Lalani

Mr. Hulas Mal Lalani

## Non-Executive Independent Directors

Mr. Vinod Zutshi

Mr. Surendra Pagaria

## Chief Financial Officer

Mr. Mukesh Singhal

## Company Secretary and Compliance Officer

Mr. Akbar Mehtab

## Statutory Auditors

M/s Manish Pandey & Associates

## Secretarial Auditor

M/s. Akshat Garg & Associates

(Practicing Company Secretary)

## Registrar and Transfer Agent

M/s Skyline Financial Services Private Limited

## Registered Office

NSIC Complex, Maa Anandmayee Marg,

Okhla Phase-III, New Delhi-110020

Phone no.: +011-41630000

Website: [www.thecrayonsnetwork.com](http://www.thecrayonsnetwork.com)

Email: [cs@thecrayonsnetwork.com](mailto:cs@thecrayonsnetwork.com)

CIN: L52109DL1986PLC024711



# Looking Ahead

This Annual Report talks a lot about the future. Our future

You'll notice words like 'anticipates,' 'believes,' 'expects,' 'plans,' 'intends,' 'projects'. They sound confident, and they are - but they're not promises. They're our best reading of the road ahead, based on the facts and assumptions we have right now.

The catch is, business doesn't always stick to the script. Markets move. Regulations change. Surprises happen. Some we can handle, some are beyond anyone's control. Which means actual results may look different - sometimes a little, sometimes a lot - from the way they look here on paper.

So, while we stand behind our intentions, we can't guarantee outcomes. Nobody can. We ask that you read these statements with that in mind. And though the law doesn't require us to update every twist and turn along the way, when we can and when it matters — we will.

That's as independent, and as straight, as we can put it.

**In short,** This is us looking forward, with eyes wide open.







## To Our Esteemed Shareholders,

I am honoured to present the Annual Report of **Crayons Advertising Limited** for the financial year 2024–25.

The past year has been transformative for the advertising industry. With digital consumption surging across platforms and geographies, the boundaries between traditional and digital advertising are rapidly blurring. Audiences today are not only more fragmented but also more discerning, and brands have mere seconds to make a meaningful impression. In such an environment, relevance, creativity, and agility have become the cornerstones of impactful advertising.

At Crayons, we continue to respond to this evolving landscape with a renewed focus on innovation, data-led strategies, and consumer-centric campaigns. Our deep understanding of brand narratives, combined with cutting-edge digital execution, has enabled us to deliver solutions that not only engage but also convert. We remain committed to helping brands reach their audiences with clarity, purpose, and measurable impact. During FY 2024–25, we strengthened our client relationships, enhanced our digital capabilities, and explored new formats of brand storytelling - leveraging AI, AR, programmatic buying, and hyperlocal targeting to maximise campaign effectiveness.

I would like to express my sincere appreciation to all our stakeholders - our clients, investors, bankers, vendors, and regulatory partners - for their continued trust and confidence. I also extend my deepest gratitude to our employees across all levels. It is their energy, resilience, and commitment to excellence that fuel our journey.

As we look ahead, we remain optimistic about the opportunities in India's rapidly expanding digital and media economy. With increasing regional content consumption, rising digital ad spends, and growing emphasis on ROI - driven marketing, Crayons is well-positioned to capitalise on the next wave of growth. We will continue to invest in technology, talent, and innovation to deliver sustainable value to our stakeholders.

It is a privilege to serve as Chairman and Managing Director of Crayons. I am confident that together, we will continue to build a company that is not only future - ready but also purpose - led.

With warm regards,  
**Kunal Lalani**  
Managing Director and Chairman

## Creatively Independent Since 1986

Agencies love their buzzwords: integrated, innovative, disruptive. But look closer, and they all answer to the same global boss.

But Crayons has been different since 1986. Creatively independent. Fully integrated. And unapologetically Indian. Independent means we answer only to our clients and our conscience. Integrated means we don't just make ads; we bring together creative, strategy, digital, media, events, and outdoor advertising under one roof - with the buck stopping with us. And being Indian means we understand not just the metros, but the heart of this country - from regional nuances to cultural truths.

Over the decades, we've built campaigns that sell products, shape reputations, move people, and in some cases, move governments. From tourism that puts states on the map to events that host prime ministers, from digital campaigns that speak across geographies to billboards that even stop buses - we've done it all without selling out.

In an industry obsessed with size, scale, and ownership, we remain proudly what we set out to be: one of the largest Indian agencies that's still independent, still accountable, and still here to do the one thing that matters - create work that works.





# Our Team

**INDEPENDENT MINDS,  
INTEGRATED IMPACT.**



**Kunal Lalani**  
Founder & Chairman

Built Crayons single-handedly and still runs it hands-on. His instinct for Indian business and culture keeps the agency sharp, relevant, and true to its roots.



**Ranjan Bargotra**  
President & CEO

35 years of building brands, running businesses, and scaling Crayons into India's largest independent agency. From boardrooms to ballots, his work has shaped markets and influenced outcomes. But at his core, he's about people, mentoring teams as naturally as he guides start-ups.



**Samir Datar**  
CSO

Three decades of strategy that have shaped some of India's most enduring brands. A steady hand at leading agencies and a sharp mind at Crayons, he builds ideas that win trust and partnerships that last.



**Manoj Jacob**  
ECD

Two decades in advertising, with experience across India's top agencies and brands. Award-winning and Cannes-recognised, he leads a creative team that knows ideas aren't decoration.

**225 people.**  
**Make communication that works.**





## Digital that Delivers Im-

Advertising has always been about reaching people. Digital made it faster, smarter, and infinitely more personal.

At Crayons, digital isn't an add-on, it's the core of how we think, create, and deliver. From precision targeting to real-time analytics to content that adapts on the fly - we build campaigns that don't just reach audiences, they move them.

Now we're leaning into the future with AI-driven creativity. Not AI that replaces imagination, but AI that amplifies it - decoding culture at scale, predicting behaviour with sharper accuracy, and turning data into stories worth sharing.

That's how Crayons Digital has gone from a young entrant to a serious player - shaping campaigns across markets, driving online business at scale, and proving independence can be every bit as innovative as any global network.

Behind it all is a team of strategists, coders, planners, editors, designers, and creatives who believe the only digital worth doing is the kind that delivers measurable impact.

From web to search, social to influencers, apps to media buying, and every click in between, our digital capabilities are built to perform, adapt, and outpace the market.

**we don't follow formats.  
We invent them.**

## Making Media Matter

Media isn't just about buying space. It's about knowing exactly where, when, and how to show up so the message doesn't just appear, it lands.

At Crayons, our media arm is built on one thing: deep understanding of the Indian market. From metros to small towns, from mass campaigns to niche retail pushes, we know what moves people, and how to make every rupee of a media plan work harder.

Our teams don't just negotiate rates; they engineer impact. Armed with the latest tools for tracking, targeting, and measuring, they ensure every placement is accountable, optimised, and relevant.

Over the years, that approach has helped us deliver campaigns at every scale - from government mandates that needed visibility in every corner of the country to retail pushes that demanded precision on a single street.

Print, outdoor, digital, broadcast - we don't see channels, we see opportunities to connect. And we stitch them together into media mixes that are as cost-efficient as they are effective.





## Every Event an Experience

An event isn't just a date on a calendar. It's a stage where brands get to be real, where strategy meets spectacle.

At Crayons, events are built the way campaigns are built: with insight, imagination, and impact. From product launches that make headlines to government summits that host world leaders, from intimate activations to mass spectacles — we've done them all.

What sets us apart is how we stitch it all together. Whether it's designing the story, building the stage, or amplifying it online, we keep the experience seamless and the message unmistakable.

Over the years, we've managed events that moved markets, built reputations, and even shaped public opinion. But at the heart of it, our measure is simple: did people leave with something to remember?

Because in our world, an event isn't successful when it's over. It's successful when it echoes long after.



## Out Of the Ordinary OOH

Outdoor has evolved. Billboards are no longer just hoardings, they're landmarks, touchpoints, and conversation starters. OOH is where brands meet people on streets, highways, transit hubs, and everywhere in between.

At Crayons, OOH isn't space you buy, it's impact you build. Our specialised division turns media into moments with innovation, precision, and a knack for stopping people in their tracks.

Decades of experience, prime properties, and high-stakes executions have made our work impossible to miss. From highways to high streets, our OOH innovation has set benchmarks.



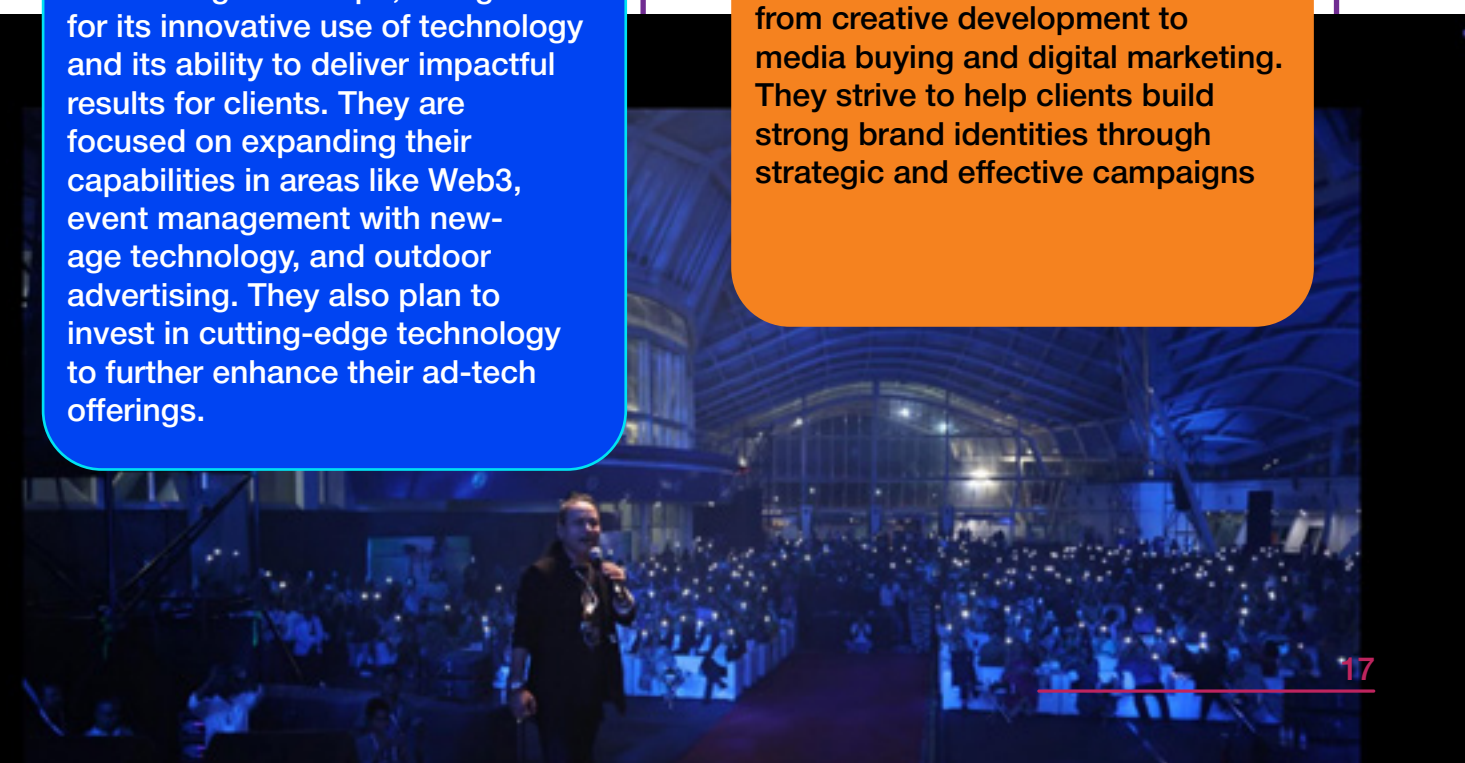
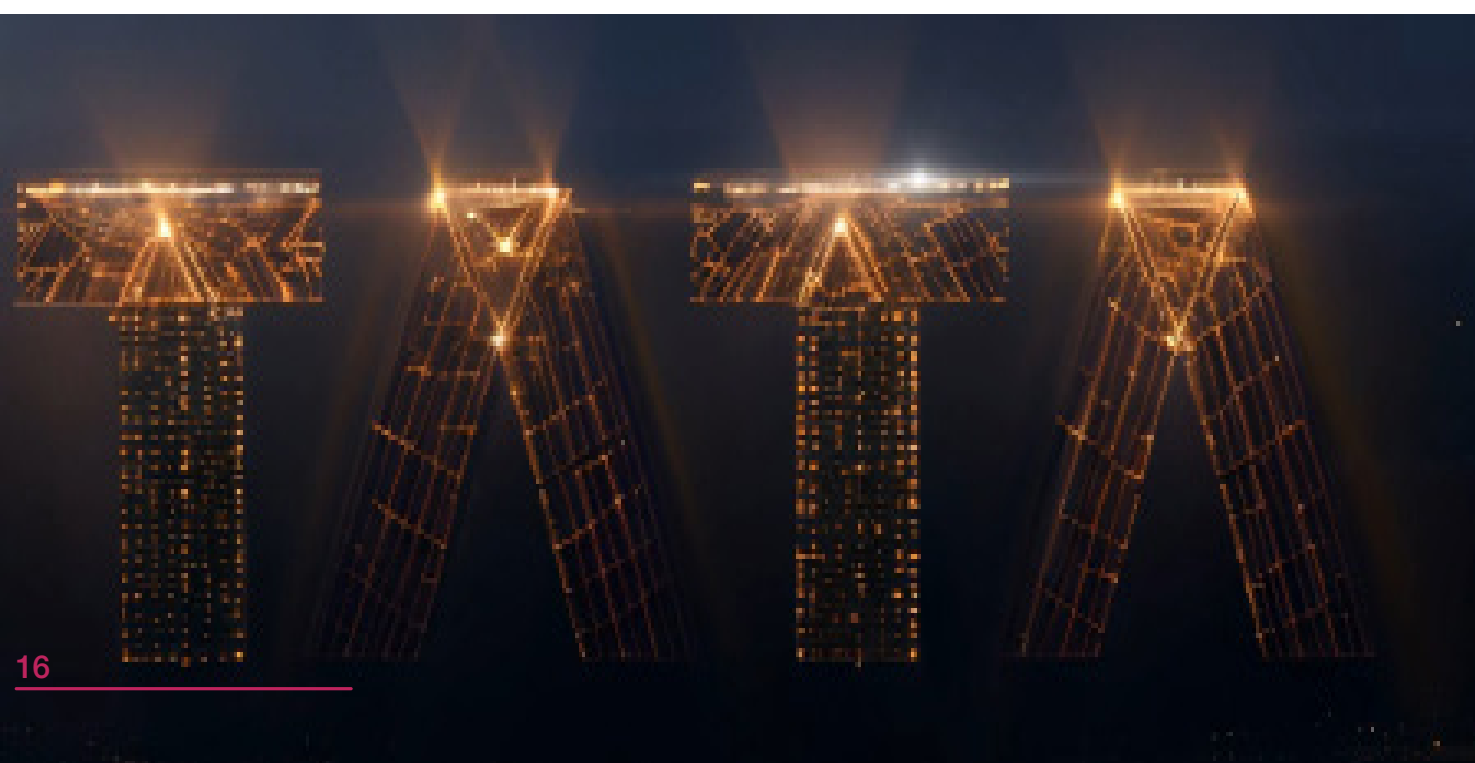
### Vision

The company aspires to be a dominant force in the Indian advertising landscape, recognized for its innovative use of technology and its ability to deliver impactful results for clients. They are focused on expanding their capabilities in areas like Web3, event management with new-age technology, and outdoor advertising. They also plan to invest in cutting-edge technology to further enhance their ad-tech offerings.



### Mission

Crayons Advertising aims to be a comprehensive solutions provider, offering a wide range of services from creative development to media buying and digital marketing. They strive to help clients build strong brand identities through strategic and effective campaigns.





## Goa Tourism Roadshow in South Korea: Promoting Goa as a Premier Travel Destination

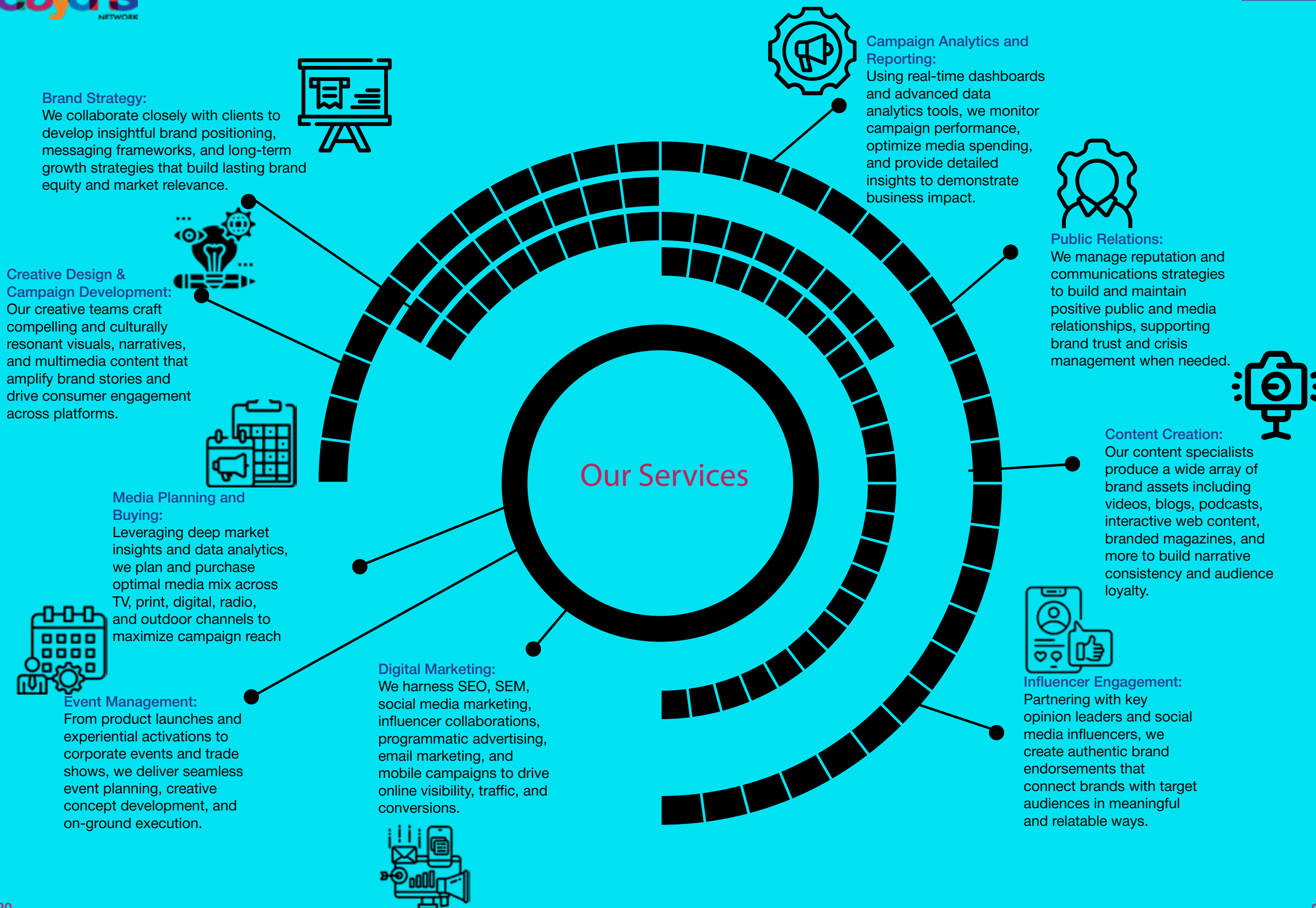
The Goa Tourism Roadshow was successfully conducted at Hotel President, Seoul, on 28th March 2025, followed by a luncheon meet in Busan on 29th March 2025. This B2B event brought together officials from Goa Tourism and select trade representatives from Goa to engage with top tour operators from South Korea. The purpose was to promote Goa as a premier tourist destination, highlighting its rich cultural heritage, pristine beaches, vibrant festivals, and diverse tourism experiences ranging from adventure to wellness.

The Roadshow provided a platform for meaningful interactions, enabling Goa Tourism to showcase its unique offerings and foster strong business relationships with South Korean tour operators. The event featured detailed presentations, networking sessions, and one-on-one meetings, all designed to encourage tour operators to include Goa in their travel packages to South Korea.

Crayons, as the official event management agency for Goa Tourism, successfully managed all aspects of the Roadshow and the luncheon meet, including event planning, logistics, coordination, and execution. Our efforts ensured a seamless and impactful promotion that is expected to boost tourist arrivals from South Korea to Goa in the coming months.









## Services & Distribution

Crayons Advertising Ltd delivers seamless campaign execution and extensive reach through a well-established service and distribution network structured as follows:

### Nationwide Campaign Execution:

We manage large-scale campaigns across India, catering to metro, tier-II, and tier-III cities with customized local insights ensuring relevance and impact.

### In-House Creative and Production Studios:

Our creative studios handle concept development, content creation, editing, and multimedia production, ensuring consistency, quality, and control throughout the campaign lifecycle.

### Robust Digital Hubs:

Our digital infrastructure supports omnichannel marketing campaigns using data analytics, real-time monitoring, and rapid content deployment to maximize reach and engagement.

### Regional Market Expertise:

Dedicated regional teams understand cultural nuances and consumer behavior, allowing us to tailor messaging and media mix for optimal regional penetration.

### Strategic Production Partnerships:

We collaborate with specialized production houses and vendors across print, digital, and broadcast media to scale operations efficiently and innovatively.

### Comprehensive Media Placement Network:

Crayons maintains strong relationships with media owners across television, radio, print, outdoor, and digital platforms, enabling prioritized and timely ad placements for high visibility.

By combining strong creative capabilities with an agile distribution network, Crayons Advertising Ltd guarantees smooth, impactful campaign delivery tailored for India's vast and varied markets.

### Multi-Geographic Reach:

Our distribution covers urban metros while extensively penetrating rural markets, ensuring brands connect with diverse audience segments effectively.

### Campaign Logistics and Coordination:

Dedicated operations teams handle scheduling, deployment, and monitoring of advertisements across platforms to meet precise timelines and client expectations.

### Technology-Enabled Distribution:

We leverage automated media buying tools, programmatic ad platforms, and proprietary campaign dashboards to optimize media spend and campaign effectiveness.





## Advertising

Crayons Advertising Ltd delivers award-winning campaigns blending creativity and data-driven insights to build impactful brand experiences:

- **Creative-First Approach:**  
Our campaigns prioritize storytelling and visual appeal, ensuring ads resonate emotionally and cognitively with target audiences.
- **Multi-Format Production:**  
We create a wide range of advertising creatives including print ads, digital banners, television commercials, radio jingles, outdoor hoardings, and interactive installations.
- **Brand Equity Building:**  
Every campaign is designed to enhance brand recall and equity while driving meaningful consumer action and engagement.
- **Data-Backed Effectiveness:**  
We integrate market research and analytics to refine messaging and optimize campaign performance for maximum ROI.
- **Innovative Experiences:**  
Our team crafts immersive advertising—both physical and digital—that elevates brand impact through interactive and experiential content.

## Advertising Channels

Our expertise spans a diverse mix of channels to deliver cohesive and far-reaching advertising strategies:



**Print Media:**  
Strategic placement in leading newspapers, magazines, and industry-specific journals to engage niche and broad audiences.



**Digital Platforms:**  
Includes social media advertising, programmatic display, video ads, search engine marketing, and influencer collaborations.



**Television & Radio:**  
High-reach traditional media campaigns leveraging prime-time spots, regional channels, and compelling audio advertisements.



**Out-of-Home (OOH):**  
Billboards, transit ads, mall activations, street furniture, and other outdoor media tailored to targeted demographics.



**Innovative Formats:**  
Incorporate ambient advertising in unconventional spaces and guerrilla marketing tactics to generate buzz and viral engagement.



**Influencer Partnerships:**  
Collaborating with social media influencers and celebrities to amplify brand messages authentically.



**Programmatic & Data-Driven Buying:**  
Leveraging real-time bidding and AI to place ads efficiently and target precision audiences dynamically.

## Technology

Crayons harnesses advanced technologies to enhance campaign creativity, precision, and measurement:

- **Campaign Management Dashboards:**  
Proprietary tools enable clients to monitor campaign progress, spending, and impact in real-time.
- **Real-Time Analytics:**  
Continuous data capture and analysis optimize media delivery and audience engagement during campaigns.
- **AI-Powered Audience Insights:**  
Machine learning models identify and target high-value consumer segments to improve campaign relevance and ROI.
- **Augmented Reality (AR) & Virtual Reality (VR):**  
Creating immersive brand experiences through interactive AR/VR activations that engage users at deeper emotional levels.
- **Virtual Events & Webinars:**  
Seamless integration of live digital events with marketing to expand reach and foster community engagement.
- **Interactive Mobile Experiences:**  
Mobile-first campaigns incorporating gamification, location-based targeting, and personalized content delivery.
- **Emerging Tech Exploration:**  
Continual adoption of metaverse, blockchain-based advertising solutions, and other cutting-edge innovations to keep clients ahead of the curve.





As a proud partner in this landmark milestone, Crayons had the privilege of conceptualizing and executing Hindustan Petroleum Corporation Limited's 50th Anniversary celebrations – an occasion that not only marked the organization's golden jubilee but also its record-breaking business performance.

## Event Highlights

- Grand Scale Participation: Over 3,000 employees, families, and senior leaders came together for this historic celebration, facilitated by seamless planning and logistics.
- Entertainment & Cultural Showcase: The evening featured a series of engaging stage acts and cultural performances, culminating in a captivating live concert by acclaimed artist Kailash Kher.
- Hospitality & Catering: High-quality catering services were designed and delivered for 3,000 guests, ensuring an enjoyable and satisfying culinary experience at scale.
- Stage & Experience Management: The event offered a vibrant atmosphere through carefully managed performances, production, and audience engagement.

## HPCL 50th Anniversary Celebrations – GarvParv

Date: 14th July 2024

Venue: CIDCO Exhibition & Convention Centre, Navi Mumbai



### Our Contribution

From strategy and concept design to flawless execution, Crayons ensured that GarvParv reflected the stature and significance of HPCL's golden milestone. Through efficient coordination across logistics, hospitality, stage management, and entertainment, we helped create a memorable celebration that stood as a tribute to HPCL's legacy, achievements, and enduring spirit of togetherness.







Crayons has had the privilege of partnering with Hindustan Petroleum Corporation Limited in delivering its flagship Regional Managers Conference, one of the organization's most significant annual leadership forums. Over the past five years, we have successfully conceptualized, managed, and executed four editions of the conference, providing a platform for HPCL's regional leadership to engage, align, and celebrate achievements.

## Event Highlights

- Strategic Kick-Offs: Each conference commenced with impactful ceremonies, including the grand logo reveal, symbolizing resilience, innovation, and collective strength.
- Business-Centric Engagements: Infrastructure and facilitation were tailored to enable focused knowledge-sharing and strategy sessions across Strategic Business Units (SBUs).
- Adaptability in Adversity: The 2020 edition was delivered in a hybrid format, ensuring immersive digital and physical participation during the pandemic.
- Celebrating Excellence: High-impact AV-driven award ceremonies recognized outstanding performance across SBUs, blending powerful storytelling with a vibrant ambience.
- Cultural & Team Spirit: Evenings featured curated entertainment and gala experiences, fostering camaraderie and reinforcing a sense of unity among delegates.

## HPCL Regional Managers Conference

Years: 2020, 2021, 2022, 2024

Locations: Gurgaon, Mumbai, Pune, Hyderabad

## Our Contribution

From concept development to flawless delivery, Crayons ensured that the Regional Managers Conference consistently stood out as a platform of inspiration, collaboration, and recognition. By integrating strategic discussions with engaging experiences, we helped HPCL create an environment where business focus and celebration came together in true harmony.







Crayons had the privilege of partnering with Bank of Baroda in delivering two consecutive editions of its prestigious Foundation Day celebrations – one of the bank's most high-profile annual events. Each edition was uniquely conceptualized and executed, reflecting the institution's rich legacy while celebrating its progressive vision.

### Event Highlights

- Consistency & Excellence: Successfully managed back-to-back editions, reinforcing Crayons' role as a trusted partner for large-scale, high-visibility events.
- Curated Experiences: Every celebration featured a tailored theme, designed to embody Bank of Baroda's history, values, and aspirations.
- 115th Foundation Day (2022): Held at the Jio Convention Centre, Mumbai's largest indoor venue, featuring a renowned performance by Javed Ali.
- 116th Foundation Day (2023): Hosted at the iconic NCPA Auditorium, highlighted by a soulful performance from acclaimed artist Shreya Ghosal.
- Cultural & Team Spirit: Evenings featured curated entertainment and gala experiences, fostering camaraderie and reinforcing a sense of unity among delegates.
- Leadership Recognition: Each edition earned appreciation from HPCL's Board of Directors for its concept, execution, and seamless orchestration.

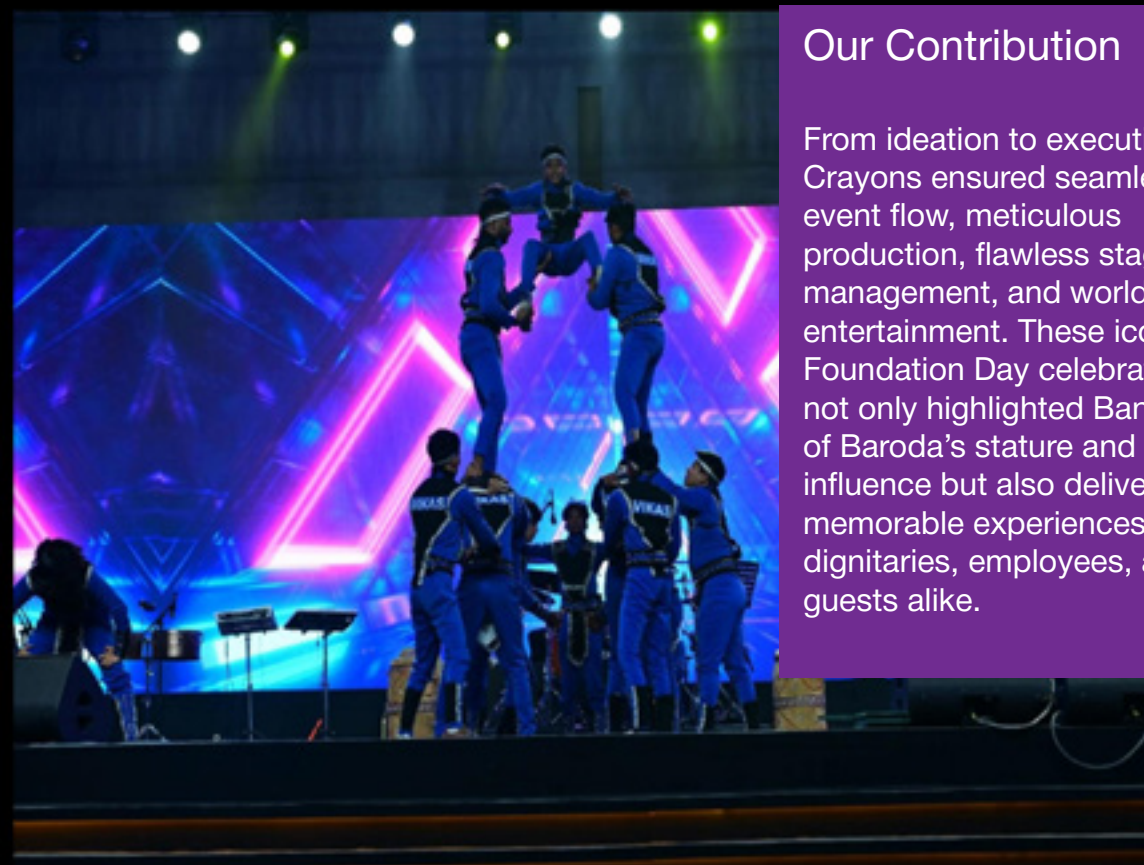
## Bank of Baroda – Foundation Day Celebrations

Years: 2022, 2023

Venues: Jio Convention Centre, Mumbai (2022) | NCPA Auditorium,

### Our Contribution

From ideation to execution, Crayons ensured seamless event flow, meticulous production, flawless stage management, and world-class entertainment. These iconic Foundation Day celebrations not only highlighted Bank of Baroda's stature and influence but also delivered memorable experiences for dignitaries, employees, and guests alike.





## NOTICE OF ANNUAL GENERAL MEETING

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

### ORDINARY BUSINESS:

#### 1. ADOPTION OF THE STANDALONE AUDITED FINANCIAL STATEMENTS:

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

#### 2. ADOPTION OF THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS:

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

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

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

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

### SPECIAL BUSINESS:

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

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

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

the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be determined by the Board of Directors in consultation with the Auditors."

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

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

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

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

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

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

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee, and subject to such approvals as may be required, consent of the members be and is hereby accorded to the appointment of Mr. Ashraye Lalani (DIN: 08371173) as an Executive Director (WTD) of the Company, for a period of 5 years commencing from the date of Board Meeting held on



27<sup>th</sup> August, 2025 to 26<sup>th</sup> August 2030, on such remuneration and terms & conditions as set out in the explanatory statement annexed hereto, with liberty to the Board of Directors to alter and vary the terms and conditions of his appointment, including remuneration, as may be agreed between the Board and Mr. Ashraye Lalani and permissible under the applicable laws.

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

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

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

**Sd/-  
Kunal Lalani  
(Managing Director)  
DIN: 00002756  
Address: 14, Oak Drive, DLF Chhatarpur  
Farms, New Delhi-110074**

**Place: New Delhi  
Date: 27.08.2025**

## Notes:

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

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

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

1. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. The Annual Report 2024-25 is being sent through electronic mode only to those members whose email address are registered with the Company/Depository Participant(s). Pursuant to circular no. 20/2020 dated 05<sup>th</sup> 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](http://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 **18<sup>th</sup> September 2025 to 23<sup>rd</sup> September 2025** (Both days inclusive). Cut-off date for e-voting is **16<sup>th</sup> September 2025**.
11. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [cs@thecrayonsnetwork.com](mailto:cs@thecrayonsnetwork.com) with a copy marked to [admin@skylinerta.com](mailto: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](http://www.thecrayonsnetwork.com) and on the website of Skyline Financial Services Private Limited <https://www.skylinerta.com/> immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.
15. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password

by sending a request at <https://www.skylinerta.com/>. However, if he / she is already registered with LIPL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

16. The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting.

17. Voting through electronic means:

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

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

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restrictions on the first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.



6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.thecrayonsnetwork.com](http://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](http://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](http://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	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDEAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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 Details	Bank	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.
<b>OR</b> Date of Birth (DOB)		<ul style="list-style-type: none"> <li>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.</li> </ul>

- (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](http://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](mailto: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](mailto: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 at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective

### Depository Participant (DP)

**3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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

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

**Sd/-  
Kunal Lalani  
(Managing Director)  
DIN: 00002756  
Address: 14, Oak Drive, DLF Chhatarpur  
Farms, New Delhi-110074**

**Place: New Delhi  
Date: 27.08.2025**

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

#### SPECIAL BUSINESS

#### ITEM NO. 4:

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

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

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

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

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

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

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

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

S. No	Particulars	Details
1	Proposed fees payable to the Statutory auditor	The fees of the Statutory auditor shall be as fixed by the Board of Directors of the Company in consultation with them
2	Terms of appointment	The auditor shall hold the office till the conclusion of 40 <sup>th</sup> Annual General meeting of the Company



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

**ITEM NO. 5:**

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

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

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

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

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

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

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

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

S. No	Particulars	Details
1	Proposed fees payable to the Secretarial auditor	The fees of the Secretarial auditor shall be as fixed by the Board of Directors of the Company in consultation with them
2	Terms of appointment	The auditor shall hold the office till the conclusion of 44 <sup>th</sup> Annual General meeting of the Company

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

#### ITEM NO. 6:

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

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

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

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

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

#### Remuneration & Terms of Appointment:

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

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

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

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

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

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

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



## ANNEXURE-1

### DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 39<sup>TH</sup> AGM OF THE COMPANY

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

Particulars	Details	Details
<b>Name of Director</b>	Ashraye Lalani	Hulasmal Lalani
DIN	08371173	00257693
Date of Birth and Age	08-05-1997 (28 years)	01-05-1944 (81 years)
Date of First Appointment on the Board	27-08-2025 (Proposed at this AGM)	01/08/1986
Qualifications	Bachelor of Science in Economics with accounting (Honors)	Matriculate (Secondary School)
Relationship between Directors inter-se	He is the Son of Managing Director, Mr. Kunal Lalani. Hence related to each other.	Mr. Hulasmal Lalani is the promoter of the company and uncle of Mr. Kunal Lalani
Brief Resume	Mr. Ashraye Lalani, has been a driving force behind Crayons Advertising Limited ambition for global expansion. He has played a crucial role in securing key clients and new business opportunities, significantly contributing to the Company's growth trajectory. Heading the Growth and Technology vertically, he has conceptualized and successfully delivered several digital and technology-integrated campaigns, strengthening the Company's position as an innovation-led agency with a strong client-centric approach.	Mr. Hulasmal Lalani possesses extensive experience & provides strategic guidance, policy advice, and oversight to the management team, contributing towards the Company's governance and long-term growth objectives.
Expertise in specific functional areas	Vast experience in technology-led growth strategies, business development, client acquisition, and execution of digital & tech-integrated campaigns	Governance, Corporate Strategy, and Business Development Initiatives.
Directorships held in other Public Companies (excluding Foreign Companies)	1	1

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

## DIRECTOR'S REPORT FOR THE FINANCIAL YEAR ENDED 2024-25

### Dear Members,

Your directors have pleasure in presenting the 39<sup>th</sup> Board's Report of **M/s Crayons Advertising Limited** ("the Company") for the financial year ended 31<sup>st</sup> March 2025.

### 1. Financial Review

<b>Standalone (IN Rs. Lacs)</b>			
Particulars	FY 2024-25	FY 2023-24	Change %
Revenue from contracts with customers	19,226.69	20,154.90	-4.61%
Cost of Services	15,465.30	15,145.63	2.11%
Employee benefits expenses	1,500.60	1,404.96	6.81%
Other expenses	1,560.77	1,547.25	0.87%
EBITDA	700.02	2,057.06	-65.97%
% EBITDA Margin	3.64	10.21	-64.33%
Depreciation and amortisation expenses	244.48	138.82	76.11%
Finance costs	80.91	91.86	-11.92%
Other income (Excl. Liabilities written back, if any)	548.95	450.07	21.97%
Profit Before Tax and Share of loss of an associate	923.59	2,276.45	-59.43%
Share of loss of an associate	-	-	-
Profit Before Tax (PBT)	923.59	2,276.45	-59.43%
(Less): Total tax	248.26	586.16	-57.65%
(Less): Non-controlling interest	-	-	-
Profit After Tax (PAT) net of non-controlling interest	675.33	1,690.29	-60.05%
% Profit Margin	3.51	8.39	-58.17%
Normalized PAT (net of non-controlling interest)	675.33	1,690.29	-60.05%
% Normalized PAT Margin	3.51	8.39	-58.17%

The company has reported a standalone revenue of Rs 19,226.69 Lacs in FY 2024-25, as compared to revenue of Rs. 20,154.90 in FY 2023-24 with a decline of 4.61% YoY basis. With the decrease in the revenue during the FY 2024-25, the EBITDA margin of the company for FY 2025 is also decreased by 64.33% to 3.64% and the Net Profit during the period is also decrease to 675.33 Lakhs as compared to Rs. 1690.29 Lakh during the previous year.

### Consolidated

Particulars	FY 2024-25	FY 2023-24	Change %
Revenue from contracts with customers	23,402.64	23,392.04	0.05%
Cost of Services	19,207.79	18,068.63	6.30%
Employee benefits expenses	1,600.75	1,491.94	7.29%
Other expenses	1,806.57	1,699.64	6.29%
EBITDA	787.53	2,131.83	-63.06%
% EBITDA Margin	3.37%	9.11	-63.08%

Depreciation and amortisation expenses	245.94	140.7	74.80%
Finance costs	80.91	91.86	-11.93%
Other income (Excl. Liabilities written back, if any)	556.36	441.75	25.95%
Profit Before Tax and Share of loss of an associate	1,017.05	2,341.02	-56.56%
Share of loss of an associate	-	-	-
Profit Before Tax (PBT)	<b>1,017.05</b>	2,341.02	-56.56%
(Less): Total tax	271.13	622.08	-56.42%
(Less): Non-controlling interest	-	-	-
Profit After Tax (PAT) net of non-controlling interest	745.92	1,718.94	-56.61%
% Profit Margin	7.33	7.35	-0.12%
(Add): share of profit / (loss) of associates	381.52	64.69	489.77%
Profit for the Year	<b>1,127.45</b>	1783.63	-36.79%
(Less): Minority Interest	-33.47	-28.63	16.90%
Profit for the year after minority interest	1,093.98	1755.00	-37.66%
Normalized PAT (net of non-controlling interest)	1,093.98	1755.00	-37.66%

The company has reported a Total Consolidated Income of INR 23402.64 Lakh during the financial year 2024-25. EBITDA of the company during the period under review is INR 787.53 Lakh as compared to 2131.83 during the previous year and the Net Profit of the period under review is INR 1093.98 as compared to profit of INR 1,755.00 Lacs during the previous year.

### Key Financial Ratios

Key Ratios	As of March 31, 2025 (Standalone)	As of March 31, 2025 (Consolidated)
Return on Net Worth (%)	5.99	
Return on Capital Employed (%)	0.09	
Total Debt/Equity	0.05	
Interest Coverage Ratio	9.18	
Current Ratio	2.03	
Diluted Earnings per Share (Rs.)	2.71	

### Standalone

Return on Net Worth for FY 2025 is 5.99 whereas the Return on Capital Employed if 0.09. As the company has reduced its debts during last 2 financial years, the total debt to equity ratio came to 0.05. Further the Interest Coverage Ratio of the company for FY 2025 is reduced to 9.18 which is very impressive. Current ratio of the company is increased to 2.03 which shows that's the current assets of the company is more than current liabilities. During FY 2024-25 EPS (Earning Per Share-Diluted) is 2.71.

### Consolidated

Return on Net Worth for FY 2024 is 0.17 whereas the Return on Capital Employed if 0.72. The total debt to equity ratio is 0.14. Further the Interest Coverage Ratio of the company for FY 2024 is reduced to 11.33. Current ratio of the company stands at 2.09. During FY 2024 EPS (Earning Per Share-Diluted) is 7.61.



## 2. DIVIDEND

The management has decided to reinvest the money for the purpose of expansion and overall growth of the company. Hence, your management recommends no dividend for the year ended March 31, 2025, and will increase efforts to enhance the profit in coming financial year.

## 3. RESERVES AND SURPLUS

The Company had earned a Net profit of Rs. 675.33 (in lacs) during the current financial year 2024-25. The entire Net profit during the current financial year had been carried to the Reserves and Surplus.

## 4. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on 31<sup>st</sup> March 2025, there were 6 (Six) Directors in your Company. The detail is as under:

S.No.	Name	DIN	Category	Designation
1	Mr. Kunal Lalani	00002756	Executive	Chairman Managing Director
2	Mrs. Vimi Lalani	00010548	Non-Executive Director	Director
3	Mr. Hulas Mal Lalani	00257693	Non-Executive Director	Director
4	Mr. Atul Jeevandhar kumar Hegde*	02699927	Non-Executive Director	Director
5	Mr. Vinod Zutshi	00502876	Non-Executive Director	Independent Director
6	Mr. Surendra Kumar Pagaria	02945040	Non-Executive Director	Independent Director

\*Resigned on July 1<sup>st</sup>, 2025.

None of the directors are disqualification under section 164(1) of Companies Act, 2013.

During the year under review, the following persons were designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed thereunder:

S.No.	Name	Designation	Remarks
1	Mr. Rajat Singhal	Chief Financial Officer	Appointed on 1 <sup>st</sup> December 2022 and resigned on 4 <sup>th</sup> November, 2024
2	Mr. Mukesh Singhal	Chief Financial Officer	Appointed on 4 <sup>th</sup> November, 2024
3	Mr. Gagan Mahajan	Company Secretary	Appointed on 8 <sup>th</sup> May 2023 and resigned on 10 <sup>th</sup> March 2025
4	Mr. Akbar Mehtab	Company Secretary	Appointed on 10 <sup>th</sup> March 2025

### Change in Board of Directors during financial year 2024-25:

There is no change in the Board of Directors of the company during the year under review. However, Mr. Atul Jeevandhar Kumar Hegde resigned from the Board of Directors on 1<sup>st</sup> July 2025 due to his personal reasons as mentioned in the resignation letter.

### Directors liable to retire by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Hulasmal Lalani (Non-Executive Non-Independent

Director) (DIN: 00257693) is liable to retire by rotation and being eligible, seeks re-appointment at the ensuing AGM. Mr. Hulasmal Lalani is not disqualified under Section 164(2) of the Companies Act, 2013. Board of Directors recommends his re-appointment in the best interest of the Company.

The Notice convening forthcoming AGM includes the proposal for re-appointment of aforesaid Director. A brief resume of the Director proposed to be re-appointed, nature of his experience in specific functions and area and number of listed companies in which he holds Membership/Chairmanship of Board and Committees, shareholdings and inter-se relationships with other Directors as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) are provided in the 'Annexure to the Notice of AGM' forming part of the Annual Report.

## 5. FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There are no such frauds reported by auditors, which are committed against the company by officers or employees of the company.

## 6. SHARE CAPITAL

During the year under review the company has not allotted any new shares. However, During the year under review, the members of the Company had approved Crayons Advertising Limited Employee Stock Option Scheme – 2025 ("Scheme") in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat 29 Equity) Regulations, 2021 (SBEB Regulations) as per which the Company is authorized to create, grant, offer, issue and allot under the Scheme, in one or more tranches, not exceeding 2,00,000 (Two Lakh) Employee Stock Options to or for the benefit of Employees and Directors of the Company, including its Subsidiary Company, in India or outside India, of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws), exercisable into not more than 2,00,000 (Two Lakh) Equity Shares ("Shares") of face value of Rs. 10/- each.

The said scheme has been posted on the website of the Company at <https://admin.thecrayonsnetwork.com/downloads/109-CAL-ESOP-SCHEME-2025.pdf>. The said Scheme is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended. There are no material changes made in the said Scheme. The Company has obtained the certificate from the Secretarial Auditor of the Company certifying that the Company's Employee Stock Option Scheme(s) have been implemented in accordance with the SBEB Regulations, as amended and in accordance with the resolutions passed by the Members.

During the year under review, the Company has not granted any options. However, after the year under review on 12<sup>th</sup> June 2025, the Nomination and Remuneration Committee has granted 120,000 options convertible into equal number of Equity Shares of the Company of face value of Rs. 10/- each, under the Crayons Advertising Limited Employee Stock Option Scheme – 2025 ("Scheme"). The details as required to be disclosed under SBEB Regulations are posted on the website of the Company at [https://admin.thecrayonsnetwork.com/downloads/107-CAL\\_ESOP-Disclosure\\_31.03.2025.pdf](https://admin.thecrayonsnetwork.com/downloads/107-CAL_ESOP-Disclosure_31.03.2025.pdf).

## 7. ISSUE OF SHARE WARRANTS

The Company has issued and allotted 5,00,000 (Five lakh only) warrants convertible into equivalent number of equity shares, having face value of Rs 10/- per equity shares, within a period of 18 months from the dated of allotment i.e., 3<sup>rd</sup> January 2024 at an issue price of Rs. 155/- (Rupees one hundred fifty-five Only) (including premium of Rs. 145/-each). The Company has received Rs. 193.75 lakhs being 25% of the total amount payable towards subscription of the warrants from all the allottees. The said warrants are now stand expired and the amount received by the Company is now forfeited as none of the warrant holder has applied for the conversion and allotment of equity shares in lieu of allotted warrants.

## 8. PUBLIC DEPOSITS

The Company has not accepted any deposit during the period started from 1<sup>st</sup> April 2024 to 31<sup>st</sup> March 2025.

## 9. CHANGE IN NATURE OF BUSINESS OF THE COMPANY

There was no change in the nature of business of the Company.

## 10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements as on 31.03.2025 and part of annual report.

## 11. CORPORATE GOVERNANCE

Your Company's Corporate Governance Practices are a reflection of the value system encompassing culture, policies and relationships with its stakeholders. Integrity and transparency are a key to Corporate Governance Practices to ensure that the Company gain and retain the trust of its stakeholders at all times. Your Company is committed for highest standard of Corporate Governance in adherence of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance forms an integral part of this annual report which is attached as **Annexure-A**.

A Certificate from the M/s Akshat Garg & Associates, Company Secretaries, New Delhi, confirming compliance by the Company of the conditions of Corporate Governance as stipulated in Regulation 34(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also annexed as "**Annexure-A(1)**" to this Board's Report.

Parameters of Statutory compliances evidencing the standards expected from a listed entity have been duly observed and a Report on Corporate Governance as prescribed under the requirements of

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

## 12. MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion & Analysis Report for the year under review as stipulated under Listing Regulations is presented separately as part of this Annual Report is attached as **Annexure-B**

## 13. DISCLOSURE REGARDING BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

## 14. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an adequate internal financial control and risk mitigation, which are constantly assessed and strengthened with new/revised standard operating procedures commensurate with its size and the nature of its business.

During the year, no reportable weakness in the operations and accounting were observed and your company has adequate internal financial control with reference to its financial statements.

## 15. RISK MANAGEMENT POLICY

The Board of the Company has evaluated a risk management to monitor the risk management plan for the Company. The Audit Committee has additional oversight in the area of financial risk and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on continuing basis.

## 16. HUMAN RESOURCES DEVELOPMENT

Attracting, enabling and retaining talent have been the cornerstone of the Human Resource function and the results underscore the important role that human capital plays in critical strategic activities such as growth. A robust Talent Acquisition system enables the Company to balance unpredictable business demands with a predictable resource supply through organic and inorganic growth.

Human Resources are the most important asset of any financial services organization. For all key exists the succession plan triggered in and our Company was able to immediately fill all key leadership positions ensuring continuity and stability.

Our Company also actively encouraged cross utilization of resources to avoid the need of hiring from the market and also to nurture multi-tasking skills in employees. This ensured that all employees of our Company were productively employed and also helped our Company save on hiring costs and wherever necessary strengthened its hiring process to ensure economical quality hires.

The Company's ultimate objective is to create a strong and consistent team of employees wherein each link in the resource chain is as strong as the other. In view of this, various employee benefits,



recreational and team building programs are conducted to enhance employee skills, motivation as also to foster team spirit.

## 17. PARTICULARS OF EMPLOYEES

Details of the top ten employees in terms of remuneration drawn, as required under the provisions of Section 197 of the Act, read with Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed to this Report as **ANNEXURE-C**.

The ratio of remuneration of each Director and Key Managerial Personnel to the median of employees' remuneration, the percentage increase in remuneration, as required under the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as **ANNEXURE-C**.

Further, there are no employees posted and working outside India and drawing salary in excess of the prescribed limits under the above Rules and accordingly, the statement included in this Report does not contain the particulars of employees who are posted and working outside India.

## 18. NUMBER OF BOARD MEETINGS

The Board of Directors of the Company met 10 (Ten) times during the year under review including the meeting of the Independent Directors in accordance with the provisions of the Companies Act, 2013 and rules made there under. The intervening gap between two Board Meeting was within the period prescribed under the Companies Act, 2013 and as per Secretarial Standard-1. The prescribed quorum was presented for all the Meetings and Directors of the Company actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

## 19. NUMBER OF GENERAL MEETINGS

During the year 2024-25, following general meetings held:

1. **Annual General Meeting:** 30<sup>th</sup> September 2024
2. **EGM Date:** 27<sup>th</sup> February 2025

## 20. DETAILS OF SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES, AND HIGHLIGHTS OF THEIR PERFORMANCE AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY

Our Company had an Associate Company namely M/s BB&HV Private Limited within the meaning of Section 2(6) of the Companies Act, 2013 (Act).

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of financial statements of the subsidiary company in form **AOC – 1** appended as **Annexure D**.

## 21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the related party transactions are entered on arm's length basis and are in compliance with the applicable provisions of the Act. Further disclosure in Form AOC-2 is as attached as '**Annexure E**'. There are no materially significant related party transactions made by the company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the company at large.

The Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions, as approved by the Board, is available on the Company's website and may be accessed at: **<https://thecrayonsnetwork.com/assets/downloads/Policy-on-Materiality-of-RPT-and-dealing-with-RPT.pdf>**

## 22. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURES:

Particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134 (3) (m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are given hereunder:

### • CONSERVATION OF ENERGY

- i. **Steps taken or impact on conservation of energy:** Energy conservation efforts are ongoing activities. During the year under review further efforts were made to ensure optimum utilization of electricity.
- ii. **Steps taken by the company for utilizing alternate sources of energy:** Nil, as your company does not carry any manufacturing activities
- iii. **The Capital investment on energy conservation equipment's:** Nil

### • TECHNOLOGY ABSORPTION, ADAPTION & INNOVATION AND RESEARCH & DEVELOPMENT

No research & development or technical absorption or adaption & innovation taken place in the company during the Financial Year 2024-25, the details as per rule 8(3) of The companies (Accounts) Rules 2014 are as follows:

- i. **Efforts made towards technology absorption:** Nil
- ii. **Benefits derived like product improvement, cost reduction, product development or import substitution:** Nil
- iii. **In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):**
  - a) Details of technology imported: Nil
  - b) Year of Import: Nil

- c) Whether the technology been fully absorbed: Nil
- d) Areas where absorption has not taken place, and the reasons thereof: Nil

**iv. Expenditure incurred on Research and Development:** Nil

## 23. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earnings: INR 2.08 Lakhs  
Foreign Exchange Outgo: INR 792.55 Lakhs

## 24. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Nomination & Remuneration Committee has framed a policy for selection and appointment of Directors including determining qualifications and independence of a Director, Key Managerial Personnel (KMP), Senior Management Personnel and their remuneration as part of its charter and other matters provided under Section 178(3) of the Companies Act, 2013.

Pursuant to Section 134(3) of the Companies Act, 2013, the Nomination & Remuneration Policy of the Company which lays down the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors and policies of the Company relating to remuneration of Directors, KMP and Senior Management Personnel is available under investor relations section on the Company's website and also attached as [Annexure-F](#).

Further, the Company also has a Board Diversity Policy to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds.

## 25. DECLARATION FROM INDEPENDENT DIRECTORS

The Company has duly complied with the definition of 'Independence' in according to the provisions of Section 149(6) of the Companies Act, 2013 read with Schedule IV- Code of Independent Directors to the Companies Act, 2013 and Regulation 16 (1) (b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended). All the Independent Director/s have submitted a declaration that he/she meets the criteria of independence and submit the declaration regarding the status of holding other directorships and memberships as provided under law. The Independent Directors have also confirmed that they have complied with the Company's code of conduct for Board and Senior Management as per Regulation 26(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Independent Directors affirmed that none of them were aware of any circumstance or situation which could impair their ability to discharge their duties in an independent manner.

### Opinion of the board with regard to integrity, expertise and experience of the Independent Directors during the year:

The Directors are satisfied with the performance of all the independent directors during the year and are of the opinion that all the independent directors are persons of integrity and possess relevant experience and expertise.

## 26. RISK MANAGEMENT

The Board of the Company has evaluated a risk management to monitor the risk management plan for the Company. The Audit Committee has additional oversight in the area of financial risk and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on continuing basis.

## 27. PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS

Pursuant to the provisions of the Companies Act and the SEBI Listing Regulations, a structured questionnaire was prepared for evaluating the performance of Board, its Committees and Individual Director including Independent Directors. The questionnaires were prepared after taking into consideration the various facets related to working of Board, its Committee and roles and responsibilities of Director. The Board and the Nomination and Remuneration Committee reviewed the performance of the Individual Directors including Independent Directors on the basis of the criteria and framework adopted by the Board. Further, the performance of Board as a whole and committees were evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria. The Board of Directors expressed their satisfaction with the evaluation process. In a separate meeting of Independent Directors, the performance of Non-Independent Directors, performance of Board as a whole and performance of the Chairman was evaluated, taking into account the views of the Executive Directors and Non-Executive Directors.

## 28. STATUTORY AUDITORS

The Board of Directors had appointed M/s. Manish Pandey & Associates, Chartered Accountants, (Firm Registration No.: 019807C) as the Statutory Auditors of the Company for a term of 5 (Five) years from the conclusion of 38<sup>th</sup> Annual General Meeting till the conclusion of the 43<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2029 at a remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company. However, on 19<sup>th</sup> August 2025, M/s Manish Pandey & Associates have given their resignation due to their pre-occupation in other assignments, effective from the conclusion of this 39<sup>th</sup> Annual General Meeting of the Company. M/s Manish Pandey & Associates have issued an Audit Report with an unmodified opinion on the Audited Financial Statements of the Company (Standalone and Consolidated) for the year ended March 31, 2025.

The Chairman places before the board, the proposal to appoint M/s Vaish & Co. Chartered Accountants (FRN: 014188C) as the statutory auditor to fill the casual vacancy caused by the resignation of M/s Manish Pandey & Associates. The board discussed, agreed and approved the appointment of M/s Vaish & Co. Chartered Accountants (FRN: 014188C) as statutory auditor of the Company subject to the approval of members of the Company at the upcoming Annual General Meeting at a remuneration decided by the Board of Directors in consultation with auditors.

M/s Vaish & Co. Chartered Accountants (FRN: 014188C) has furnished a certificate of their eligibility and consent for the appointment as the Statutory Auditors of the Company for FY 2025-26 and in terms of the Listing Regulations, the Statutory Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.



## 29. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s Vasisht & Associates, Company Secretaries as the Secretarial Auditors of the Company to undertake Secretarial Audit of the Company for the FY2024-25. However, due to internal cost restraints, Board has discontinued the appointment of secretarial auditor so appointed and further appointed M/s Akshat Garg & Associates, as the secretarial auditor of the Company for the FY 2024-25. The Secretarial Audit Report is annexed to this Report as **Annexure G**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## 30. INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies Act, the Board based on the recommendations of the Audit Committee had appointed M/s Mahadev Bhansali & Co., the Chartered Accountants, as the Internal Auditors of the Company for the FY 2025-26.

## 31. AUDITOR'S REPORT

The observations of the Statutory Auditors in their report, read with the relevant notes to the financial statement are self-explanatory.

## 32. EXPLANATION TO AUDITOR'S REMARKS

The auditor has not stated any qualification, reservation, adverse remark or disclaimer in the auditor's report.

## 33. DETAILS ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company's CSR activities are primarily done through NGO's. The CSR Committee of the Board of Directors has been formed comprising of three directors with Chairman being Independent Director. CSR Committee has framed and formulated a CSR Policy indicating the activities to be undertaken by the Company, in accordance with schedule VII of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 issued under the Act. The same has also been approved and reviewed from time to time by the Board. The updated CSR policy is available at the website of the Company at <https://www.thecrayonsnetwork.com>. The Annual Report FY 2024-25 on CSR Activities, as stipulated under the Act forms an Integral part of this Report and is appended as "**Annexure H**".

## 34. FRAUDS TO BE REPORTED BY AUDITORS

The Auditors of the Company had not reported any offence involving any fraud committed against the Company by any officer or employee of the Company during the current financial year as well as during the previous financial year, as required under sub-section (12) of section 143 of the Companies Act, 2013.

## 35. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to provide a safe and conducive work environment to its employees. There exist at the group level an Internal Complaint Committee ('ICC') constituted under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The group is strongly opposed to sexual harassment and employees are made aware about the consequences of such acts and about the constitution of ICC. During the year under review, no complaints were filed with the Committee under the provisions of the said Act in relation to the workplace/s of the Company.

## 36. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board meetings and Annual General Meetings.

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

## 37. SIGNIFICANT AND MATERIAL ORDERS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's Operations in future.

## 38. BUSINESS EXCELLENCE AND QUALITY INITIATIVES

Your Company continues to be guided by the philosophy of business excellence to achieve sustainable growth. Innovation in services and business models is a key agenda of the Management along with a customer-focused culture towards building long-term customer relationships.

## 39. SECRETARIAL STANDARDS

The Company has complied with all the Secretarial Standards issued till the end of financial year 2024-25.

## 40. ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, copy of the Annual Return of the Company for the financial year 2024-25 prepared in accordance with Section 92(1) of the Act is available on the website of the Company at <https://admin.thecrayonsnetwork.com/downloads/110-Draft-MGT-7-2025.pdf>

#### 41. DETAILS OF DEMATERIALIZATION OF EQUITY SHARES

All the equity shares of the Company are held in the dematerialized form. The ISIN allocated to the Company is INE00FK01019. To provide service to the Shareholders, the Company has appointed Skyline Financial Services Private Limited having office at D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -110020 as Registrar and Share Transfer Agent (RTA) of the Company.

#### 42. COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year

#### 43. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

As there is no application made or pending under Insolvency and Bankruptcy Code, 2016, so there is no requirement to give details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.

#### 44. DECLARATION REGARDING SETTLEMENT WITH BANKS/FINANCIAL INSTITUTIONS

During the year under review, the Company has not made any settlements with banks or financial institutions. As a result, no valuations were necessary

#### 45. EMPLOYEE STOCK OPTION PLAN DISCLOSURE

The Company has got the approval of ESOP Scheme for the purpose of implementing the Crayons Employee Stock Option Plan 2025 ("Crayons ESOP 2025"). The scheme was initially placed for shareholders' approval on February 27, 2025. Upon receipt of necessary approvals from NSE for 200,000 options, the scheme implemented in accordance with the provisions of Section 62 of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time. The Company has granted 120,000 options during FY 2025-26 and filed the required intimation accordingly.

#### 46. VIGIL MECHANISM POLICY / WHISTLE BLOWER POLICY

The Company has established a vigil mechanism, through a Whistle Blower Policy, where Directors and employees can voice their genuine concerns or grievances about any unethical or unacceptable business practice. A whistle-blowing mechanism not only helps the Company in detection of fraud but is also used as a corporate governance tool leading to prevention and deterrence of misconduct.

It provides direct excess to the employees of the Company to approach the Compliance Officer or the Chairman of the Audit Committee, where necessary. The Company ensures that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimization.

The Whistle Blower policy can be accesses on the Company's Website at the link: <https://thecrayonsnetwork.com/assets/downloads/Whistle-Blower-Policy.pdf>

#### 47. CODE FOR PROHIBITION OF INSIDER TRADING

Your Company has in place a Code for Prohibition of Insider Trading, under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, which lays down the process of trading in securities of the Company by the employees, designated persons and connected persons and to regulate, monitor and report trading by such employees and connected persons of the Company either on his/her own behalf or on behalf of any other person, on the basis of unpublished price sensitive information.

The Company reviews the policy on need basis. The Code for Prohibition of Insider Trading is available on the website of the Company at the link:

<https://thecrayonsnetwork.com/assets/downloads/Insider-Trading-Policy.pdf>

#### 48. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, Company has a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, with a view to lay down practices and procedures for fair disclosure of unpublished price sensitive information through SDD software that could impact price discovery in market for its securities.

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the website of the Company at the link:

<https://thecrayonsnetwork.com/assets/downloads/Insider-Trading-Policy.pdf>

#### 49. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Act, the directors hereby confirm that:

- in the preparation of the annual accounts for the financial year 2024-25, the applicable accounting standards have been followed and there are no material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2025 and of the profit /loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



## 50. ACKNOWLEDGEMENTS

The Directors wish to convey their appreciation to business associates for their support and contribution during the year. The Directors would also like to thank the employees, shareholders, customers, suppliers, bankers and regulatory and government authorities for the continued support given by them to the Company and their confidence reposed in the management.

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

Sd/-  
**Kunal Lalani**  
(Chairman cum Managing Director)  
DIN: 00002756

Place: New Delhi  
Date: 27.08.2025

## Annexure-A

### REPORT ON CORPORATE GOVERNANCE

Your Company had aligned and have its corporate governance practice in a manner so as to achieve the objectives of principles as envisaged in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI LODR).

#### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Report for the financial year ended March 31, 2025, on compliance by the Company with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is given below.

The Company's philosophy on Corporate Governance is founded on the principles of integrity, transparency, accountability, and sustainable growth. It is aimed at:

1. **Enhancing long-term shareholder value** by enabling the top management to take well-informed, sound business decisions and ensuring prudent financial management.
2. **Promoting transparency, professionalism, and ethical conduct** in all decisions and operations of the Company.
3. **Achieving excellence in governance practices** by adhering to applicable laws, regulations, and best-in-class standards, and striving to exceed statutory requirements wherever possible.
4. **Continuously reviewing and improving systems, processes, and internal controls** to meet the evolving needs of stakeholders and the business environment.

The Company believes that good Corporate Governance is a key driver for fostering stakeholder trust, mitigating risks, and ensuring sustainable business performance.

#### 1. BOARD MEETING AND PROCEDURES AND ATTENDANCE OF DIRECTORS AND DETAILS OF OTHER BOARDS OR COMMITTEES WHERE DIRECTOR/S ARE A MEMBER OR CHAIRPERSON

- i. As on March 31, 2025, the Company has six directors. Out of the Six directors, four are Non-Executive Directors out of which two are Independent Directors. However, Mr. Atul Jeevandhar kumar Hegde, resigned from the post of Director from 1<sup>st</sup> July 2025. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.

- ii. None of the Directors on the Board:
- holds directorships in more than ten public companies;
  - serves as Director or as Independent Directors (ID) in more than seven listed entities; and
  - who are the Executive Directors serves as IDs in more than three listed entities.

Necessary disclosures regarding Committee positions in other public companies as on March 31, 2025, have been made by the Directors. None of the Directors is related to each other except Mr. Kunal Lalani, Mrs. Vimi Lalani and Mr. Hulas Mal Lalani.

- iii. Independent Directors are non-executive directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- iv. Ten (10) Board Meetings were held during the year, including the meeting of the Independent Directors under review and the gap between two meetings did not exceed one hundred and twenty days.

The said meetings were held on:

10<sup>th</sup> April 2024, 30<sup>th</sup> May 2024, 25<sup>th</sup> July 2024, 5<sup>th</sup> September 2024, 28<sup>th</sup> October 2024, 6<sup>th</sup> November 2024, 26<sup>th</sup> December 2024, 29<sup>th</sup> January 2025, 31<sup>st</sup> January 2025, 10<sup>th</sup> March 2025.

The necessary quorum was present for all the meetings.

Name	Category	Designation	No. of Meetings entitled to attend	No. of Meetings Attended	No. of Membership in Boards of Other Companies	Attendance of each Director At last AGM	Number of Committee positions held in other Public Companies as Member or Chairperson	Directorship in other Listed Company	Category of Directorship	No. of Shares Held by the Directors
Mr. Kunal Lalani	Executive	Chairman Managing Director	10	10	15	Yes	-	Mega Corporation Limited	Non Executive Director	4390160
Mrs. Vimi Lalani	Non-Executive Director	Director	10	10	6	Yes	-	-	-	2200800
Mr. Hulas Mal Lalani	Non-Executive Director	Director	10	5	7	Yes	-	-	-	-

Mr. Atul Jeevandhar kumar Hegde*	Non-Executive Director	Director	10	5	5	No	-	-	-	-
Mr. Vinod Zutshi	Non-Executive Director	Independent Director	10	5	0	Yes	-	-	-	-
Mr. Surendra Kumar Pagaria	Non-Executive Director	Independent Director	10	5	2	Yes	5	Mega Corporation Limited	Non Executive Independent Director	-

\*Resigned on 1<sup>st</sup> July 2025.

The detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed notes is sent to each Director seven days before the date of the Board Meeting(s) and of the Committee Meeting(s). In some instances, documents are tabled at the meetings, and the presentations are also made by the respective executives on the matters related to them at the Board or Committee Meetings. The information as mentioned in Part A of Schedule II of the Listing Regulations, has been placed before the Board for its consideration. The Directors are also provided the facility of video/tele conferencing to enable them to participate effectively in the Meeting(s), as and when required.

As mandated by proviso under Regulation 17A(1) of the Listing Regulations as of March 31, 2025, none of the Independent Directors of the Company served as an Independent Director in more than seven listed entities and as per Regulation 26 of Listing Regulations none of Directors is a member of more than ten committees or acting as Chairperson of more than five committees across all listed companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

## 2. COMPOSITION OF BOARD

The Company's policy is to maintain an optimum combination of Executive and Non-Executive Directors. The composition of Board of Directors as on 31<sup>st</sup> March 2025 is given in the table below and is in conformity with Regulation 17(1) of the Listing Regulations and other applicable regulatory requirements.

Name	DIN	Category	Designation
Mr. Kunal Lalani	00002756	Executive	Chairman Managing Director
Mrs. Vimi Lalani	00010548	Non-Executive Director	Non-Independent Director
Mr. HulasMal Lalani	00257693	Non-Executive Director	Non-Independent Director
Mr. Atul Jeevandhar kumar Hegde*	02699927	Non-Executive Director	Non-Independent Director
Mr. Vinod Zutshi	00502876	Non-Executive Director	Independent Director
Mr. Surendra Kumar Pa-garia	02945040	Non-Executive Director	Independent Director

\*Resigned on 1<sup>st</sup> July 2025



### PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:

The Board of Directors has made formal annual evaluation of its own performance, and that of its committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed under the Listing Regulations.

Performance of the Board was evaluated after seeking inputs from all the Directors on the basis of the criteria such as adequacy of its composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as composition of committees, terms of reference of committees, effectiveness of the committee meetings, participation of the members of the committee in the meetings, etc.

The Board also carried out evaluation of the performance of Individual Directors on the basis of criteria such as attendance and effective participation and contributions at the meetings of the Board and its committees, exercise of his/her duties with due & reasonable care, skill and diligence, etc.

The Directors expressed their satisfaction with the evaluation process.

### FAMILIARISATION PROGRAMME

The Company has in place a Familiarization Programme for its Independent Directors which shall be given to new Independent Directors upon joining and to existing Independent Directors on “need basis”. The objective of the Familiarization Programme is to provide training to new Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it. Besides, the Independent Directors are made aware of their role and responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment. Additionally, regular updates on relevant statutory and regulatory changes are regularly circulated to all the Directors including Independent Directors.

### CODE OF CONDUCT

- (i) The board has laid down a “Code of Conduct” for all the board members and the senior management of the company and the Code of Conduct has been posted on the website of the company at [www.thecrayonsnetwork.com](http://www.thecrayonsnetwork.com) Annual declaration confirming compliance of the code is obtained from every person covered by the code of conduct.
- (ii) The Members of the Board and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended 31<sup>st</sup> March 2025. The Annual Report of the Company contains a Certificate by the CFO in terms of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 based on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.

### CORE SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD OF DIRECTORS

Category	Expertise/Skill/ Competencies
Non-Executive Non- Independent Director	<ul style="list-style-type: none"> <li>• Legal and Regulatory Framework</li> <li>• In-depth Industry Knowledge</li> <li>• Resource Management and Utilisation</li> <li>• Risk Assessment and Management</li> <li>• Financial Services</li> <li>• Understanding of accounting and financial statements</li> </ul>
Mr. Atul Jeevandar kumar Hegde Mr. HulasMal Lalani Mrs. Vimi Lalani	
<b>Non-Executive Independent Directors</b>	<ul style="list-style-type: none"> <li>• Legal and Regulatory Framework</li> <li>• In-depth Industry Knowledge</li> <li>• Resource Management and Utilisation</li> <li>• Risk Assessment and Management</li> <li>• Financial Services</li> <li>• Understanding of accounting and financial statements</li> </ul>
Mr. Vinod Zutshi Mr. Surendra Pagaria	
<b>Executive Director</b>	<ul style="list-style-type: none"> <li>• Legal and Regulatory Framework</li> <li>• In-depth Industry Knowledge</li> <li>• Resource Management and Utilisation</li> <li>• Risk Assessment and Management</li> <li>• Financial Services</li> <li>• Understanding of accounting and financial statements</li> </ul>
Mr. Kunal Lalani	

### 3. AUDIT COMMITTEE

The Audit Committee was constituted *vide* Board resolution dated January 21, 2023 pursuant to Section 177 of the Companies Act, 2013. The Audit Committee functions according to its Charter that defines its composition, authority, responsibility and reporting functions in accordance with Section 177 of the Act, Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and other regulations applicable to the Company and is reviewed from time to time:

#### The scope of Audit Committee shall include but shall not be restricted to the following:

1. Oversight the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required being included in the Directors Responsibility Statement to be included in the Board’s report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds

utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Review and monitor the auditor's independence and performance and effectiveness of audit process.
8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors on any significant findings and follow up thereon.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debentureholders, shareholders (in case of non payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
20. Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

**The Audit Committee enjoys following powers:**

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit committee.

**The Audit Committee shall mandatorily review the following information:**

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.

5. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee shall meet at least four times a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

Any member of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

**(b) Composition, names of Members and Chairperson, its meetings and attendance:**

The composition of the Audit Committee as on 31st March 2025 and number of meetings attended by the Members during the year are given below:

Name of the Director	Designation in the Committee	Nature of Directorship	Meeting Entitled to Attend	Meeting Attended
Mr. Surendra Pagaria	Chairperson	Non-Executive Independent Director	8	8
Mr. Vinod Zutshi	Member	Non-Executive Independent Director	8	8
Mr. Kunal Lalani	Member	Managing Director	8	8

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

During the year, 8 Audit Committee Meeting was held on 10<sup>th</sup> April 2024, 30<sup>th</sup> May 2024, 25<sup>th</sup> July 2024, 5<sup>th</sup> September 2024, 28<sup>th</sup> October 2024, 29<sup>th</sup> January 2025, 31<sup>st</sup> January 2025 and 10<sup>th</sup> March 2025.

**4. NOMINATION AND REMUNERATION COMMITTEE**

**(A) Composition, names of Members and Chairperson, its meetings and attendance:**

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on January 21, 2023:

The composition of the Nomination and Remuneration Committee as on 31st March 2025 and number of meetings attended by the Members during the year are given below:

Name of the Director	Designation in the Committee	Nature of Directorship	Meeting Entitled to Attend	Meeting Attended
Mr. Surendra Pagaria	Chairperson	Non-Executive Independent Director	3	3
Mr. Vinod Zutshi	Member	Non-Executive Independent Director	3	3
Mrs. Vimi Lalani	Member	Non-Executive Director	3	3

During the year, 3 Nomination & Remuneration Committee Meetings were held on 28<sup>th</sup> October 2024, 28<sup>th</sup> January 2025 and 10<sup>th</sup> March 2025.



Our Company Secretary and Compliance officer will act as the secretary of the Committee.

**(B) Terms of reference**

The terms of the Committee are wide enough covering the matters specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and Terms of reference of the Committee briefly are as under:

The purpose of the committee is to screen and review individuals qualified to serve as executive directors, non-executive directors, key managerial personnel and independent directors, consistent with the criteria approved by the Board, and to recommend, for approval by the Board, nominees for election at the AGM.

It also designed benchmarks and continuously reviews the compensation program for the Board and MD against the achievement of measurable performance goals. The committee also reviews and approves senior executive compensation to ensure that it is competitive in the global markets in which we operate, to attract and retain the best talent.

The committee makes recommendations to the Board on candidates for:

- i. Nomination for election of re-election by the shareholders and
- ii. Any Board vacancies that are to be filled.

It may act on its own in identifying potential candidates, inside or outside the Company, or may act upon proposal submitted by the Chairman of the Board. The committee annually reviews and approves for CEO and MD, the executive directors and executive officers:

- a. The annual base salary.
- b. The annual incentive bonus including the specific performance-based goal and amount.
- c. Equity Compensation.
- d. Employment agreements, severance agreements, and change in control agreements/provisions.
- e. Any other benefits, compensation or agreements.

It reviews and discusses all matters pertaining to candidates and evaluates the candidates, and coordinates and oversees the annual self-evaluation of the Board and of individual directors. It also reviews the performance of all the executive directors on a periodic basis and on such intervals as may be necessary on the basis of the detailed performance parameters set for each executive director at the beginning of the year. The committee may also regularly evaluate the usefulness of such performance and make necessary amendments.

**(C) Remuneration Policy**

Remuneration policy for the members of the Board of Directors of the Company takes into consideration their role and responsibilities. The salient features of the policy are highlighted below:

- The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors.
- The Nomination and Remuneration Committee decides the commission payable to the Non-Executive Directors out of the profits for the financial year and within the ceilings prescribed under the Companies Act, 2013 and as approved by the shareholders at a General Meeting.
- Non-Executive Directors of the Company are eligible for sitting fees for attending meetings of the Board and meetings of Committees of the Board.

- The Company reimburses expenditure reasonably incurred by the Directors in the performance of their duties as per the provisions of the applicable laws Companies Act 2013 and in conjunction with the rules and policies of the Company.
- The Nomination and Remuneration Committee reviews and finalizes the remuneration of the key executives on an annual basis, or earlier if deemed necessary.

**5. STAKEHOLDER'S GRIEVANCE COMMITTEE**

The Stakeholders Relationship Committee of the Board of Directors was constituted in line with the provision of Regulation 20 of SEBI (LODR) Regulations 2015 read with section 178 of the Act to look after Shareholders'/Investors' Grievance like redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports etc.

**(A) Composition, Members, its meetings and attendance:**

During the year, 1 Stakeholder's Relationship Committee meeting was held on 5<sup>th</sup> September 2024.

The Stakeholders Relationship Committee has been formed by the Board of Directors, at the meeting held on January 21, 2024 and number of meetings attended by the Members during the year are given below:

Name of the Director	Designation in the Committee	Nature of Directorship	Meeting Entitled to Attend	Meeting Attend
Mr. Surendra Pagaria	Chairperson	Non-Executive Independent Director	1	1
Mr. Vinod Zutshi	Member	Non-Executive Independent Director	1	1
Mr. Kunal Lalani	Member	Managing Director	1	1

**(B) Terms of Reference/Charter of Stakeholders Relationship Committee**

The Stakeholders Relationship Committee of the Board is constituted with powers and responsibilities including, but not limited to:

- i. Review statutory compliances relating to all security holders.
- ii. Consider and resolve the grievances of security holders of the Company, including complaints related to transfer of securities, non-receipt of annual report/ declared dividends/ notices/ balance sheet.
- iii. Oversee compliances in respect of dividend payments and transfer of unclaimed amounts and shares to and from the Investor Education and Protection Fund.
- iv. Oversee and review all matters related to the transfer of securities of the Company.
- v. Approve issue of duplicate certificates of the Company.
- vi. Review movements in shareholding and ownership structures of the Company.

- vii. Ensure setting of proper controls and oversee performance of the Registrar and Share Transfer Agent.
- viii. Recommend measures for overall improvement of the quality of investor services.

## 6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee has been formed by the Board of Directors, at the meeting held on January 21, 2024. Number of meetings attended by the Members during the year are given below:

Name of the Director	Designation in the Committee	Nature of Directorship	Meeting Entitled to Attend	Meeting Attend
Mrs. Vimi Lalani	Chairperson	Non-Executive Director	2	2
Mr. Surendra Kumar Pagaria	Member	Non-Executive Independent Director	2	2
Mr. Atul Jeevandharkumar Hedge	Member	Non-Executive Director	2	2

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

During the year, 2 Corporate Social Responsibility Committee meetings were held on 30<sup>th</sup> May 2024 and 10<sup>th</sup> March 2025.

The Corporate Social Responsibility Committee is in compliance with Section 135 of the Companies Act 2013. The Company Secretary shall act as the secretary of the Corporate Social Responsibility Committee.

The terms of reference of the Corporate Social Responsibility Committee include the following:

- To formulate and recommend to the Board, a CSR policy which will indicate the activities to be undertaken by the Company in accordance with Schedule VII of the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The quorum for the CSR Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.

Any member of this committee may be removed or replaced at any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

## Compliance officer

Mr. Gagan Mahajan has resigned from the position of Company Secretary on 10<sup>th</sup> March 2025 and in his place Mr. Akbar Mehtab has been appointed as Compliance Officer on 10<sup>th</sup> March 2025.

Mr. Akbar Mehtab, Company Secretary and Compliance Officer of the Company is responsible for complying with requirements of Securities Laws and Listing Agreements with Stock Exchanges.

## Details of Remuneration to the Directors

### • Executive Directors and Non-Executive Director (Non-Independent Director):

The Company has paid remuneration to the Directors for the financial year 2024-2025 as per following manner:

(Amount in Rs.)				
Nature of Payment	Mr. Kunal Lalani (Executive)	Mrs. Vimi Lalani	Mr. Hulas Mal Lalani	Mr. Atul Jeevandhar kumar Hegde
Basic (P.M.)	2,55,000	-	-	-
HRA (P.M.)	1,27,500	-	-	-
Conveyance (P.M.)	-	-	-	-
Special Allowance (P.M.)	92,000	-	-	-
Stock Options (P.M.)	-	-	-	-
Other	25,500	3,00,000	-	-
Total	5,00,000	3,00,000	-	-

### • Non-Executive Directors (Independent Directors):

All the Non-Executive Independent Directors receive remuneration only by way of sitting fees for attending Meetings of the Board/Committees. The details of sitting fees paid to Non-Executive Independent Directors during the financial year 2024-25 are as under:

(Amount in Rs.)			
Nature of Payment	Mr. Vinod Zutshi	Mr. Atul Jeevandhar kumar Hegde	Mr. Surendra Pagaria
Sitting Fees	70000	35,000	70,000
Total	70,000	35,000	70,000

## 7. INDEPENDENT DIRECTOR'S MEETING

During the year under review, the Independent Directors met on 10<sup>th</sup> March 2025, inter alia, to discuss:

- Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole.
- Evaluation of performance of the Chairman of the Company, taking into account the views of Executive & Non-Executive Directors.



- iii) Evaluation of quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

## 8. GENERAL BODY MEETINGS

Details about Annual General Meetings held in last three years

For the Year	Venue	Day, Date & Time	Special Resolution
2021-22	NSIC Complex, Maa Anandmayee Marg, Okhla Phase-III, New Delhi-110020	AGM, Friday, 30 <sup>th</sup> September 2022 at 10:00 AM	Nil
2022-23	NSIC Complex, Maa Anandmayee Marg, Okhla Phase-III, New Delhi-110020	AGM, Thursday, 28 <sup>th</sup> September 2023 at 12:30 PM	4
2023-24	NSIC Complex, Maa Anandmayee Marg, Okhla Phase-III, New Delhi-110020	EGM, Thursday, 14 <sup>th</sup> December 2023 at 04:00 PM	3
2024-25	NSIC Complex, Maa Anandmayee Marg, Okhla Phase-III, New Delhi-110020	AGM, Monday, 30 <sup>th</sup> September 2024 at 02:30 PM	3
2024-25	NSIC Complex, Maa Anandmayee Marg, Okhla Phase-III, New Delhi-110020	EGM, Thursday, 27 <sup>th</sup> February 2025, at 03:00 PM	1

## 9. MEANS OF COMMUNICATION

The Company is also maintaining a functional website [www.thecrayonsnetwork.com](http://www.thecrayonsnetwork.com), wherein all the communications are updated. The Annual reports containing the Audited Annual Accounts, Auditors' Reports, Boards' Report, the Management Discussion and Analysis Report forming part of Boards' Report and other material information are circulated to the members and others entitled thereto. Annual Reports of the Company are emailed to all shareholders who have provided their email IDs in the records of the Depository. All the disclosures and communications to be filed with the Stock Exchanges were submitted through e-filing platform/ email and there were no instances of non-compliances.

As a matter of policy, the company will display the official news release at its website, whenever applicable. There were no instances during the year, which requires the company to make any presentation before institutional investor or to the analyst.

## 10. GENERAL SHAREHOLDER INFORMATION

The Company is registered in New Delhi, India.

## A) Annual General Meeting

**Day, Date and Time:** Tuesday, the 23<sup>rd</sup> day of September 2025 at 03:00 PM

## B) Financial Year—01<sup>st</sup> April 2024 to 31<sup>st</sup> March 2025

## C) Dividend Payment Date

No dividend has been recommended for the year ended 31<sup>st</sup> March 2025.

## D) Listing at Stock Exchanges

### EQUITY SHARES

Sr. No.	Name of Stock Exchange	Stock Code/Symbol
1.	<b>National Stock Exchange Ltd.</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051	<b>CRAYONS</b>

Listing Fee for the year 2024-25 & 2025-26 has been paid to National Stock Exchange.

## E) ISIN – INE00FK01019

## F) Market Price Data: High Low for the period June 2024 to July 2025

Month	Low	High
Jun-24	106.95	142
Jul-24	118.10	142.70
Aug-24	117	136
Sep-24	110.50	147.80
Oct-24	102	134.85
Nov-24	95.50	113.90
Dec-24	90.15	113.60
Jan-25	84	104
Feb-25	56	94
Mar-25	42.15	60.9
Apr-25	47.55	56.20
May-25	46.10	64.65
June-25	44.75	59.60
July-25	50.05	70

Source: NSE Portal

## G) Performance in comparison to broad based indices such as NSE Sensex, CRISIL Index, etc.: Not Applicable.

## H) REGISTRAR & SHARE TRANSFER AGENTS:

Pursuant to the SEBI directive, the Company has appointed M/s Skyline Financial Services Private Limited as Share Transfer Agent for maintaining all the work related to share registry in terms of both physical and electronic form. Shareholders can communicate with them for lodgment of

transfer deeds and their queries at the following address:

**Skyline Financial Services Private Limited**  
**D-153 A| 1st Floor | Okhla Industrial Area,**  
**Phase – I, New Delhi-110 020.**  
**Tel.: 011-26812682-83, 40450193 to 97**  
**Mobile: 9999589742**  
**Web: www.skylinerta.com**

## I) SHARE TRANSFER SYSTEM:

Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgement, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. The Executives of the Registrar are empowered to approve transfer of shares and debentures and other investor related matters. Grievances received from investors and other miscellaneous correspondence on change of address, mandates, etc. are processed by the Registrars within 15 days. The following compliances pertain to share transfers, grievances, etc.:

(1) Pursuant to Regulation 7(3) of the SEBI Listing Regulations, certificates are filed with the stock exchanges on half yearly basis by the Compliance Officer and the representative of the Registrar and Share Transfer Agent for maintenance of an appropriate share transfer facility.

(2) Pursuant to Regulation 13(2) of the SEBI Listing Regulations, a statement on the pending investor complaints is filed with the stock exchanges and placed before the Board of Directors on a quarterly basis.

(3) A Company Secretary-in-Practice carries out a Reconciliation of Share Capital Audit on a quarterly basis to reconcile the total admitted capital with depositories viz National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

(4) Pursuant to Regulation 61(4) read together with Regulation 40(9) of the SEBI Listing Regulations, a Certificate by the Company Secretary-in-Practice is filed with the stock exchanges within one month from the end of each half of the financial year, certifying that all certificates are issued within thirty days of the date of lodgement for transfer, subdivision, consolidation, renewal, exchange or endorsement of calls/ allotment monies.

Shareholders as on 31.03.2025			
S. No.	Name of shareholder	No. of equity Shares	As a % of Issued Capital
Promoters			
1	Mr. Kunal Lalani	43,90,160	17.97%
2	Mrs. Vimi Lalani	22,00,800	9.01%
3	M/s Vimi Investments and Finance Pvt. Ltd.	1,13,40,000	46.62%
Total – A		1,79,30,960	73.40%

Promoter Group			
4	Mr. Vishal Lalani	24,000	0.10%
5	Mr. T.M. Lalani	800	0.00%
Total – B		24,800	0.10%
Public			
6	Public Shareholders	64,74,240	26.50%
Total-C		64,74,240	0.25%
Grand Total (A+B+C)		2,44,30,000	100%

## J) Distribution of Shareholding as on 31st March 2025:

Share or Debenture holding Nominal Value	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount	% to Total Amount
(Rs.)			(Rs.)	
1	2	3	4	5
Up To 5,000	0	0.00	0.00	0.00
5001 To 10,000	532	44.97	5318000	2.18
10001 To 20,000	279	23.58	5580000	2.28
20001 To 30,000	75	6.34	2250000	0.92
30001 To 40,000	69	5.83	2760000	1.13
40001 To 50,000	55	4.65	2750000	1.13
50001 To 1,00,000	67	5.66	5138490	2.10
1,00,000 and above	106	8.96	220503510	90.26
Total	1183	100.00	244300000.00	100.00

### Dematerialization of shares:

The Company has arrangements with both National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to establish electronic connectivity of our shares for scripless trading. 100.00 % of shares of the Company were held in dematerialized form as on the date of this report.

## K) Outstanding GDR'S/ADR's/ Warrants or any Convertible instruments, conversion date and likely impact on equity.

There are no Outstanding GDR'S/ADR's/ Warrants or any Convertible instruments. Share Warrants issued by the Company is lapse due to non-conversion of same into the equity. The same was outstanding on 31<sup>st</sup> March 2025 but now lapse as on date of this Annual report.

## L) Commodity price risk or foreign exchange risk and hedging activities

Not Applicable

## M) Plant Location

The Company does not carry any manufacturing activity. However, it mainly operates from its registered office the address of which is given above.



## N) Address for correspondence:

### Crayons Advertising Limited

Registered Office: NSIC Complex, Maa Anandmayee Marg, Okhla Industrial Estate, Phase-III, New Delhi-110020.

## 11. Other Disclosures

### 1. Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.

During the period under review, the company had not entered into any material transaction with any of its related party. None of the transactions with any of related parties were in conflict with the company's interest. All related party transactions are on arm's length basis and are intended to further the company's interest.

### 2. Details of non-compliance by the company, penalties and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There has been no non-compliance by the Company nor were any penalties or strictures imposed on the Company by Stock Exchanges, SEBI or any other statutory authority on any matter related to capital markets during the last three years.

### 3. Whistle Blower policy and affirmation that no personnel have been denied access to the audit committee.

Your Company has formulated a Whistle Blower Policy in compliance with Companies Act, 2013 and SEBI LODR as part of vigil mechanism of the Company. There is graded reporting structure under the Policy and also provides provision for direct access to Chairman of Audit Committee. Board of Directors affirms that no personnel have been denied access to the audit committee.

### 4. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As regard the non-mandatory requirements, Company tries to implement them to the extent possible.

### 5. Web link where policy for determining 'material' subsidiaries is disclosed;

At present, your Company does not have a Material Subsidiary, so no policy for determining material subsidiary is required to be disclosed on the website of the company.

## 6. Disclosure of commodity price risks and commodity hedging activities

Not Applicable

## 7. Company try to adopt the discretionary requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### General

A certificate duly signed by the Chief Financial Officer and Managing Director relating to financial statements and internal controls and internal control systems for financial reporting as per the format provided in Part B of Schedule II of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 was placed before the Board, who took the same on record.

1. Profile and other information regarding the Directors being appointed/re-appointed as required under Regulations 36(3) of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 have been given in the Notice of the Annual General Meeting annexed to this Annual Report.
2. The Company follows a formal management policy and system of legal compliance and reporting to facilitate periodical review by the Board of compliance status of laws applicable to the company and steps taken to rectify non-compliance, if any.
3. The Company's senior management has confirmed to the Board of Directors that they do not have any personal interest related to its material, financial and commercial transactions that may have a potential conflict with the interests of the Company at large.
4. Declarations by the Chief Financial Officer regarding compliance by board members and senior management personnel with the company's code of conduct  
  
Mr. Mukesh Singhal, Chief Financial Officer of the Company has furnished the requisite declaration affirming compliance with the Code of Conduct by the board members and senior management personnel, for the financial year ended 31<sup>st</sup> March 2025, which is attached with the report.
5. The company has complied with all the Accounting Standards applicable to the company.
6. Certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is attached herewith as part of Annual Report.

**For and on behalf of the Board of Directors**  
**Crayons Advertising Limited**

**Sd/-**  
**Kunal Lalani**  
**Managing Director and Chairman**  
**DIN: 00002756**  
**Place: New Delhi**  
**Date: 27.08.2025**

## DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

S No.	Particulars	No. of Shareholders	No of Share
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	0	0
2	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	0	0
3	Number of shareholders to whom shares were transferred from suspense account during the year	0	0
4	Number of shareholders who have not claimed dividend for last 7 years, and whose shares have been transferred to IEPF account of MCA from Demat Suspense Account	0	0
5	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year. The voting rights on these shares shall remain frozen till the rightful owner of such shares claim the shares	0	0

## Annexure-A (1)

## CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,  
**The Members**  
**Crayons Advertising Limited**  
Nsic Complex, Maa Anandmayee Marg  
Okhla Industrial Estate, Phase-III, New Delhi-110020

I have examined the compliance of conditions of Corporate Governance by Crayons Advertising Limited ("the Company") having CIN: L52109DL1986PLC024711 for the year ended March 31, 2025, as stipulated in Regulations 17-27 and clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended, ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. This examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17-27 and clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 13.08.2025  
Place: Ghaziabad

**For Akshat Garg & Associates**  
*(Company Secretaries)*

*Sd/-*  
**CS Akshat Garg**  
**Prop.**  
C. P. No. 10655  
M. No. F9161  
UDIN: F009161G000994618



## Annexure-B

### Management Discussion and Analysis

#### (a) Business Overview & Discussion on Financial Performance with Respect to Operational Performance

The company treats marketing and advertising fundamentals to business strategy and revenue management. It provides outdoor, print, ground events/activations and digital marketing.

The offering of outdoor media includes advertising on hoardings, billboards on roads, highways, streets, lamp post boards, mobile sign trucks, kiosks, traffic booths, etc. The company helps its clients run focused campaign in consumer-populated areas. The company is focused on cost-effective and impactful solutions tailor- made as per their client needs so that their clients get the necessary reach and frequency to further propel their business.

The company is also engaged in events management which includes planning, organizing, and managing events. Crayons Advertising Limited manages commercial events, corporate events, cultural events, and also small brand promotion events for their clients.

They are also engaged in branding and designing through print and online & digital media and also design various publicity materials for their clients. The company has in-house Creative and design capabilities for the same.

The company has always believed in the best quality in its services. The company is dedicated to the quality of its services and adheres to quality standards as prescribed by its clients. The company strives for complete transparency and satisfaction of its clients with an unwavering thrust and focus on professional excellence and integrity.

It is focused on increasing the number of client relationships and having more relationship managers to service these relationships. Its strategy is to increase the number of client relationships and then leverage those client relationships into offering a whole suite of financial products.

The financial statements have been prepared in accordance with the requirement of the Companies Act, 2013 and applicable Accounting Standards issued by the Institute of Chartered Accountant of India.

Particulars	FY 2024-25	FY 2023-24	Change %
Revenue from contracts with customers	19,226.69	20,154.90	-4.61%
Cost of Services	15,465.30	15,145.63	2.11%
Employee benefits expenses	1,500.60	1,404.96	6.81%
Other expenses	1,560.77	1,547.25	0.87%
EBITDA	700.02	2,057.06	-65.97%
% EBITDA Margin	3.64	10.21	-64.33%
Depreciation and amortisation expenses	244.48	138.82	76.11%
Finance costs	80.91	91.86	-11.92%

Other income (Excl. Liabilities written back, if any)	548.95	450.07	21.97%
Profit Before Tax and Share of loss of an associate	923.59	2,276.45	-59.43%
Share of loss of an associate	-	-	-
Profit Before Tax (PBT)	923.59	2,276.45	-59.43%
(Less): Total tax	248.26	586.16	-57.65%
(Less): Non-controlling interest	-	-	0.00%
Profit After Tax (PAT) net of non-controlling interest	675.33	1,690.29	-60.05%
% Profit Margin	3.51	8.39	-58.17%
Normalized PAT (net of non-controlling interest)	675.33	1,690.29	-60.05%
% Normalized PAT Margin	3.51	8.39	-58.17%

#### (b) Opportunities and Threats:

In today's dynamic business environment which is filled with rapid change of technology, government policies, mounting competitive threats and constant new entrants into market, makes it challenging to sustain and handle the intricacies and provide competitive solutions to its clients. We face competition from domestic and international Companies. We foresee this competition to continue to grow as the demand for advertising and monetizing solutions increases. Further we believe that our competition also depends on several factors which include currency fluctuations, changing business framework, information technology policies, difficult to retain skilled staff etc. We currently operate globally from our offices in four countries. We believe we can extend our marketplace platform through international expansion to help automate and improve advertising for buyers and sellers globally. We intend to grow our market share in our existing international markets. We also plan to expand our business operations into

#### (c) Outlook:

Our technology is a key factor affecting our performance. We plan to continue to make substantial investments in our technology and research and development to enhance the effectiveness of our solution. We sell our solution to advertisers and publishers through our global direct sales team, which operates from our locations in India, US, UK and UAE. This team leverages its market knowledge and expertise to demonstrate the benefits to advertisers and publishers of advertising automation and our solution. We are focused on managing our brand and increasing market awareness to do so, we often present at global industry conferences/exhibitions, create custom events and invest in public relations.

#### (d) Risks and concerns:

The digital advertising market is relatively new, and our solution may not achieve or sustain high levels of demand and market acceptance. While display advertising has been used successfully for many years, marketing via new digital advertising channels, such as mobile and social media and digital video advertising, is not as well established. The future growth of our business could be constrained by the level of acceptance and expansion of emerging

digital advertising channels, as well as the continued use and growth of existing channels, such as digital display advertising, in which our capabilities are more established. It is difficult to predict the future growth rate and size of the digital advertising solutions market or the entry of competitive solutions. Any expansion of the market for digital advertising solutions depends on a number of factors, including the growth of the digital advertising market, the growth of social, mobile and video as advertising channels and the cost, performance and perceived value associated with digital advertising solutions. If demand for digital display advertising and adoption of automation does not continue to grow, or if digital advertising solutions or advertising automation do not achieve widespread adoption, or there is a reduction in demand for digital advertising caused by weakening economic conditions, decreases in corporate spending or otherwise, our competitive position will be weakened, and our revenue and results of operations could be harmed.

#### (e) Internal control systems and their adequacy

Crayons has well-established Internal Control Systems, commensurate with the size, scale and nature of its operations. Stringent controls and processes are in place to monitor and control our operations across the markets we operate in. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorised use or losses, and compliances with applicable regulations. For FY 2026, the Board has also appointed M/s Mahadev Bhansali & Co., the Chartered Accountants as Internal Auditors to maintain its independence, the Internal Auditor reports to the Audit Committee chaired by an Independent Director of the Board. Internal Audit team conducts half yearly audits, which include review of operating effectiveness of internal controls. Based on the report of Internal Auditor, reviewed quarterly by the Audit Committee, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

The Risk Management Committee oversees the overall process of risk management throughout the organisation. Business Heads and Support Function Heads are also responsible for establishing effective internal controls within their respective functions. The Company's business units and corporate functions address risks through an institutionalized approach aligned to the Company's objectives.

#### (f) Human Resources Review

Crayons is committed to nurturing an environment that promotes inclusive growth and drives thought leadership. With this objective in place, we have drawn a comprehensive human resource strategy which addresses all key aspects of human resource development including (i) adoption of fair business practices; (ii) promoting workforce diversity, evolution of performance-based compensation packages to attract and retain the talent; (iii) rewards & recognition and several best-in-class employee initiatives; and (iv) delivery of training programs to improve technical, functional and managerial competence.

As of March 31, 2025, our total employee count on a consolidated basis was 159 of the totals, 75.47% were men and 24.53% were women employees.

Crayons strives to provide a workplace environment that is safe, hygienic, humane and upholds the dignity of the employees. The Company imparted training to all the employees on Prevention of Sexual Harassment at workplace. Psychological trainings were conducted to help employees develop mental fitness through Mind Fitness and Stress Management, particularly during the pandemic times.

#### (g) Compliance

Crayons observes compliance practices of the highest standard. The Compliance team closely monitors all the compliances with special attention to those relevant to the Company. The Company follows all prudential norms laid down and submits all mandatory returns and statements in time. The Company has put in place a robust framework of internal controls that include precise delegation of authority and Standard Operating Processes which are available in all business segments and functions. The Company follows a practice of monitoring various internal control functions in-house as well as through external auditors whenever required or mandated. The Company also reviews risk management processes on a regular basis and documents the results.

#### (h) Details of significant changes in key financial ratios:

Key Ratios	As of March 31, 2025 (Standalone)	As of March 31, 2025 (Consolidated)
Return on Net Worth (%)	5.99	
Return on Capital Employed (%)	0.09	
Total Debt/Equity	0.05	
Interest Coverage Ratio	9.18	
Current Ratio	2.03	
Diluted Earnings per Share (Rs.)	2.71	

#### Detail of Net-Worth of the company

(Amount in Lacs)		
Particulars	As on 31.03.2025	As on 31.03.2024
Net Worth	11265.28	10,589.98

#### (i) Disclosure of Accounting Treatment:

Company has adhered all Accounting Policies applicable to it as per the Securities Laws and applicable provisions of Companies Act, 2013 and Rule made thereunder.

#### (j) Cautionary Statement:

Statements in the Management Discussion & Analysis Report describing the Company's expectations, opinion, and predictions may please be considered as "forward looking statements" only. Actual results could differ from those expressed or implied. Company's operations should be viewed in light of changes in market conditions, prices of raw materials, economic developments in the Country and such other factors.

For and on behalf of the Board of Directors

Crayons Advertising Limited

Sd/-

Kunal Lalani

Managing Director and Chairman

DIN: 00002756

Place: New Delhi

Date: 27.08.2025



Annexure-C

Particulars of Employees

I. DETAILS OF TOP EMPLOYEES IN TERMS OF REMUNERATION DRAWN AS PER PROVISIONS OF SECTION 197(12) OF THE ACT READ WITH RULES 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

S.No	Name and Age of the Employee	Designation of the Employee	Remuneration Received (Amount in Rs.)	Nature of employment whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Last employment	The percentage of equity shares held by the employee within the meaning of clause (iii) of sub-rule (2) of rule 2 of Companies (Appointment and Remuneration) Rules, 2014	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
1	Samir Datar Age: 60 Years	Chief Strategy Officer	41,60,460.00	Non Contractual	Post Graduate, 33 Years of Experience in Advertising Industry	12.10.2020	Hakuhodo, New Delhi	Nil	N.A.
2	Sanjeev Bhirani Age: 61 years	Sr. Vice President	39,62,867.00	Non Contractual	Post Graduate  27 years of Experience	24-04-1998	N.A.	Nil	N.A.
3	Manoj Jacob Age: 50 Years	Executive Creative Director	35,53,828.00	Non Contractual	Graduate, 21 Years of Experience in Creative Work	04.08.2022	BBDO, Bangalore	Nil	N.A.
4	Kunal Lalani Age: 64 years	Chairman & Managing Director	35,41,448.00	Non Contractual	Graduate, 38 Years of Experience	03.07.1986	N.A.	17.97	N.A.
5	Vimi Lalani Age: 58 Years	Designated C.E.O.	27,16,625.00	Non Contractual	Graduate, 25 years of Advertising Experience	01.08.2018	N.A.	9.01	Wife of Mr. Kunal Lalani
6	Anil Kapoor Age: 45 Years	Assoc. Vice President	17,33,243.00	Non Contractual	Post Graduate, 11 Years of Experience in Advertising Client Servicing	14.07.2014	Publicis Communications	Nil	N.A.
7	Rohit Ramji Thakkar Age: 47 Years	Vice President- Revenue and Growth	15,32,509.00	Non Contractual	Post Graduate, 21 Years of Experience	25.06.2024	BMEG Pvt. Ltd.	Nil	N.A.

8	Aneesha Kohli Age: 34 years	Client Servicing Director	15,00,150.00	Non Contractual	Post Graduate with more than 3 years of experience	05-12-2022	Moksha Media Group	Nil	N.A.
9	Ankur Dhaliwal Age: 42 years	Assoc. Vice President	14,78,576.00	Non Contractual	Post Graduate with more than 5 years of experience in Digital	01-03-2022	McCann	Nil	N.A.
10	Vaibhav Harish Kalamdani Age: 40 years	Senior Manager - Digital Media	14,49,600	Non Contractual	Post Graduate with more than 5 years of experience in Digital media	01-10-2020	N.A.	Nil	N.A.

II. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Name of Director/ KMP and designation	Remuneration of Director / KMP for financial year 2024-25 (in Rs. Lacs) (Net Salary Paid-Annually)	Median remuneration of employees (in Rs. Lacs) (Per Annum)	Ratio of remuneration of each Director/ KMP to median remuneration of employees	% increase in Remuneration of each director CFO, CEO, CS or Manager
Kunal Lalani (Managing Director & Chairman)	35.41	4.86	7.28	NIL
Vimi Lalani (Director)	27.17		5.59	NIL
Rajat Singhal (Chief Financial Officer)*	23.94		4.92	21.00%
Mukesh Singhal (Chief Financial Officer)*	6.28		1.29	N.A.
Gagan Mahajan (Company Secretary)**	8.43		1.73	NIL
Akbar Mehtab (Company Secretary)**	0.60		0.12	N.A.

\*\*Mr. Rajat Singhal resigned, and Mr. Mukesh Singhal appointed on 4<sup>th</sup> November 2024

\*\* Mr Gagan Mahajan resigned, and Mr. Akbar Mehtab appointed on 10<sup>th</sup> March 2025.

Note:Independent Directors receive only sitting fees for attending Board and Committee meetings

III. The percentage increase in remuneration of Key Managerial Personnel (KMP) in the financial year and comparison of the remuneration of each Key Managerial Personnel (KMP) against the performance of the Company:

Name of Director/KMP and designation	% increase in Remuneration of each director, CFO, CEO, CS or Manager
Kunal Lalani (Managing Director & Chairman)	NIL
Vimi Lalani (Director)	NIL
Rajat Singhal (Chief Financial Officer) *	21.00%
Mukesh Singhal (Chief Financial Officer) *	N.A
Gagan Mahajan (Company Secretary) **	Nil
Akbar Mehtab (Company Secretary)	N.A

\*\*Mr. Rajat Singhal resigned, and Mr. Mukesh Singhal appointed w.e.f. 4<sup>th</sup> November 2024.

\*\*Mr. Gagan Mahajan resigned, and Mr. Akbar Mehtab appointed w.e.f. 10<sup>th</sup> March 2025.

**IV. The percentage increase in the median remuneration of employees on the rolls of the Company in the financial year:**

Median Remuneration in current year (Per Annum) (in Rs. Lacs)	Median Remuneration in previous year (Per Annum) (in Rs. Lacs)	% increase
4.86	4.50	8

**V. The Number of permanent employees on the rolls of company:**

There are 159 regular employees on the rolls of Company as on 31<sup>st</sup> March 2025.

**VI. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

S. No.	Particulars	Average % Increase
1.	Increase in salary of Key Managerial Personnel	39.31%
2.	Increase in salary of employee (other than Key Managerial Personnel)	11.68%

The average increase in remuneration of employees other than the managerial personnel during the financial year was 11.68%, whereas the increase in remuneration of the managerial personnel was 39.31%. The increase in remuneration of employees is in line with the market trends, internal performance evaluation, and retention of key talent. The increase in managerial remuneration is comparatively higher, primarily due to changes in the composition of Key Managerial Personnel during the year, wherein certain incumbents exited and new appointments were made at higher remuneration packages, commensurate with their qualifications, industry experience, and responsibilities entrusted. There were no other exceptional circumstances for increase in the managerial remuneration.

The remuneration of the Managing Director is decided by the Nomination and Remuneration Committee on the basis of individual performance and industry trends. While deciding the remuneration, the Committee also considers various facts such as Directors participation in the Board Meeting, time spent in carrying out other duties, roles, functions and responsibilities.

**VII. Affirmation that the remuneration is as per the remuneration policy of the Company:**

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Remuneration Policy of your Company during the year.

**For and on behalf of the Board of Directors**  
**Crayons Advertising Limited**

Sd/-  
**Kunal Lalani**  
Managing Director and Chairman  
DIN: 00002756

Place: New Delhi  
Date: 27.08.2025



## Annexure-D

### Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

#### Part A – Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

**Your Company has no subsidiary company during the year under review.**

#### Part B – Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures	BB&HV Private Limited
1. Latest audited Balance Sheet Date	31.03.2025
2. Date on which the Associate or Joint Venture was associated or acquired	1 <sup>st</sup> April 2023
3. Shares of Associate or Joint Ventures held by the company on the year end	
(a) No. Of Shares held	1,38,40,550
(b) Amount of Investment in Associate/Joint Venture	Rs. 1,07,20,275.00
(c) Extent of holding %	37.51%
4. Description of how there is significant influence	Associate Company
5. Reason why the associate/joint venture is not consolidated	Consolidated
6. Net Worth attributable to shareholding as per latest audited Balance Sheet	Rs. 15,39,96,280.00
7. Profit or Loss for the year	Rs. 10,17,12,750.00
i. Considered in Consolidation	Rs. 3,81,52,452.53
	2,07,73,390.00
ii. Not Considered in Consolidation	Rs. 6,35,60,297.48

**For and on behalf of the Board of Directors**  
**Crayons Advertising Limited**

**Sd/-**  
**Kunal Lalani**  
**Managing Director/Chairman**  
**DIN: 00002756**

**Place: New Delhi**  
**Date: 27.08.2025**

## Annexure-E

### FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

#### 1. Details of contracts or arrangements or transactions not at Arm's length basis.

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2025, which were not at arm's length basis.

#### 2. Details of contracts or arrangements or transactions at Arm's length basis.

Name of the related party	Nature of relationship	Duration of the contracts/ arrangements/ transaction	Nature of transaction	Amount (in Rs. Lacs)
All White Communications LLP	Enterprises owned or significantly influenced by key management personnel to whom transactions entered during the year	Not Applicable	Service received	11.15
Coeus Communications India LLP		Not Applicable		3.72
Omni Media Communications Private Limited		Not Applicable		396.48
Ultraviolet Digital Solutions LLP	Enterprises owned or significantly influenced by key management personnel to whom transactions entered during the year	Not Applicable	Investment made (and received back)	(50)
All White Communications LLP		Not Applicable		(85)
Mega Cabs Limited	Enterprises owned or significantly influenced by key management personnel to whom transactions entered during the year	Not Applicable	Service Provided	1.67
YAAP Digital Limited		Not Applicable		1105.09
Indication Instruments Limited		Not Applicable		1.69
Coeus Communications India LLP		Not Applicable		11.22
Kunal Lalani	KMP	Not Applicable	Rent Paid	36

**For and on behalf of the Board of Directors**  
**Crayons Advertising Limited**

**Sd/-**  
**Kunal Lalani**  
**Managing Director/Chairman**  
**DIN: 00002756**

**Place: New Delhi**  
**Date: 27.08.2025**

## Annexure-F

### NOMINATION & REMUNERATION POLICY

#### 1. Introduction:

In terms of Section 178 of the Companies Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), this policy on Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management of Crayons Advertising Limited ("the Company") has been adopted by the Board of Directors.

This policy shall act as guidelines on matters relating to the appointment/re-appointment, remuneration, removal and evaluation of performance of the Directors, Key Managerial Personnel and Senior Management.

#### 2. Definitions:

In this policy unless the context otherwise requires:

- a) Act: means the Companies Act, 2013 and rules there under, as amended from time to time.
- b) Board: means "Board of Directors" of Crayons Advertising Limited.
- c) Director: means Directors of the Company appointed under the Companies Act 2013
- d) Independent Director: means a Director referred to in Section 149 (6) of the Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e) Committee: means "Nomination & Remuneration Committee" of the Company as constituted by the Board from time to time.
- f) Key Managerial Personnel or KMP: means Managing Director, Whole-time Director/ Executive Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and such other persons who may be considered to be KMP under the Companies Act, 2013 or as may be identified by the Board.
- g) Senior Management means officers/personnel of the Company who are members of its core management team. The core management team includes Chief Executive Officer, Managing Director, Chief Operating Officer & Whole-time Director/Executive Director, Chief Revenue Officer, Chief Technical Officer, Chief of Human Resources, Chief Financial Officer and Company Secretary.
- h) Listing Regulations means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

#### 3. Appointment of Director, Key Managerial Personnel & Senior Management

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director or KMP and recommend to the Board his / her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

Appointment of Senior Management Personnel shall be in accordance to Company's HR policy. The Company's policy is committed to acquire, develop and retain a pool of high calibre and talent, establish systems and practices for maintaining transparency, fairness and equity and provides for payment of competitive pay packages matching industry standards.

#### 4. (i) Remuneration of Executive Director, KMP and Senior Management Personnel

- a) The remuneration / compensation / commission etc. to the Executive Directors will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the approval of the shareholders of the Company, wherever required.
- b) The remuneration and commission to be paid to the Executive Directors shall be in accordance with the percentage / limits / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act/Listing Regulations.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board in the case of Executive Directors, which should be within the limits approved by the Shareholders and in accordance with the provisions of the Act.
- d) Remuneration of Senior Management Personnel shall be as per the policy of the Company based on the grade structure in the Company. The Chairman/ CEO/ Managing Director of the Company is authorized to decide any payments or compensation changes to Senior Management.
- e) Commission: may be paid to the Executive Director, as may be applicable, within the monetary limit approved by shareholders, subject to the limits prescribed under the applicable provisions of the Act.
- f) Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Directors in accordance with the provisions of the Act.
- g) Provisions for excess remuneration: If any Chairman/Managing Director/Whole-time Directors draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act/Listing Regulations or without the necessary approvals /, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless necessary approvals are obtained under the Act/ Listing Regulations.



## (ii) Remuneration of Independent Directors/Non-Executive Director

### Sitting Fees

The Independent Directors of the Company are entitled to sitting fees as determined by the Board from time to time for attending Board / Committee meetings thereof in accordance with the provisions of Companies Act, 2013.

The Non-Executive Non Independent Directors may be paid sitting fees in accordance with the provisions of Companies Act, 2013.

Currently the Company does not pay any sitting fee to its Non-Executive Non Independent Director.

### Commission

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

The aggregate commission payable to the Independent Directors and Non-Executive Non-Independent Directors will be recommended by the Nomination & Remuneration Committee to the Board based on Company's performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.

## 5. Change in Directors & Key Managerial Personnel

The Committee may recommend to the Board, changes in Board or Key Managerial Personnel subject to the provisions of the Act, Listing Regulations and applicable policies framed and adopted by the Company from time to time.

The Board of Directors will have the discretion to retain the Key Managerial Personnel in the same position / remuneration or revised remuneration after attaining the date of superannuation for organisational development reasons.

## 6. Evaluation

The evaluation of the performance of the Board and individual Directors shall be carried out in accordance with provisions of Companies Act, 2013 and Listing Regulations on an Annual Basis on the basis of self-assessment forms to be reviewed by the Committee annually.

The evaluation of the performance of the Key Managerial Personnel who are not Directors of the Company, Senior Management Personnel shall be conducted as per Company's HR Policies.

## 7. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

## 8. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## 9. Amendments

The Board on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this policy, as deemed fit from time to time.

## Annexure-G

### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR 2024-25

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Crayons Advertising Limited**  
**CIN: L52109DL1986PLC024711**  
NSIC Complex, MAA Anandmayee Marg Okhla Industrial Estate,  
Phase- III, New Delhi - 110020

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Crayons Advertising Limited having CIN: L52109DL1986PLC024711** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31<sup>st</sup>, 2025** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable to the Company during the Audit Period);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (f) The Securities and Exchange Board of India (Depositories and participants) Regulations, 2018;
  - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
  - (h) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
  - (i) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
  - (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
  - (k) The Securities and Exchange Board of India (Issue and Listing of Disclosure Requirements Securities) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
  - (vi) I further state that the Company has established systems to ensure compliance with applicable general laws, including the Shops and Establishments Act, Minimum Wages Act, Employees' Provident Funds Act, Maternity Benefit Act, and the Sexual Harassment of Women at Workplace Act. For other applicable Central and State laws, including industry-specific regulations, reliance has been placed on management representations regarding the mechanisms in place for compliance.
  - (vii) Other laws as may be applicable to the company,
- I have also examined compliance with the applicable provisions of the following:
- (i) Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings



(SS- 2) issued by The Institute of Company Secretaries of India;

- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited (NSE) & provisions of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

### I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried through and based on the information given by the company, I report there were no instances of any dissenting members' views being captured or recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period there were following specific events/actions having a major bearing on the Company' affairs in pursuance of the laws, rules, regulations, guidelines etc., referred to above:

- i) The Nomination and Remuneration Committee of Crayons Advertising Limited approved the Employee Stock Option Scheme – 2025 on 28<sup>th</sup> January 2025. Under this scheme, the Company is authorized to create, grant, offer, issue, and allot not exceeding 2,00,000 (Two Lakhs) Employee Stock Options ("Options") of face value of Rs. 10/- each, as approved by the Members in the Extra-ordinary general Meeting held on 27<sup>th</sup> February 2025, on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

### Disclosure

This Report is to be read with our letter of date which is annexed as Annexure A and forms an integral part of this Report.

**For Akshat Garg & Associates**  
(Company Secretaries)

CS Akshat Garg)

**Prop.**

C. P. No. 10655

M. No. F9161

UDIN: F009161G000983046

Date: 12.08.2025  
Place: Ghaziabad

### Annexure – A

**[Annexure to the Secretarial Audit Report of M/s. Crayons Advertising Limited  
for the Financial Year ended 31<sup>st</sup> March 2025]**

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Akshat Garg & Associates**  
Company Secretaries

Date: 12.08.2025  
Place: Ghaziabad

**Sd/-**  
**CS Akshat Garg**  
**Prop.**

C. P. No. 10655

M. No. F9161

UDIN: F009161G000983046

## Annexure-H

### Format for the annual report on CSR activities for

#### Financial Year ended March 31, 2025

- Brief outline on CSR policy of the Company:** The Company's focus area is Food Supply, Education & Environment. The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. Brief outline on CSR Policy is given in CSR policy of the Company which has been uploaded on the website of the Company and can be accessed at [www.thecrayonsnetwork.com](http://www.thecrayonsnetwork.com).

- Composition of CSR Committee as of 31<sup>st</sup> March 2025:**

Name of the Director	Designation	Nature of Directorship	Meeting Entitled to Attend	Meeting Attend
Mrs. Vimi Lalani	Chairperson	Non-Executive Director	2	2
Mr. Surendra Kumar Pagaria	Member	Non-Executive Independent Director	2	2
Mr. Atul Jeevandharkumar Hedge	Member	Non-Executive Director	2	2

- Provide the web-link where Composition of CSR committee and CSR Policy approved by the Board are disclosed on the website of the Company: **<https://thecrayonsnetwork.com/policies>**
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-Rule (3) of Rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): **not applicable.**
- Details of the amount available for set off in pursuance of sub-Rule (3) of Rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : **NIL**
- Average net profit of the Company as per section 135(5): **1587.74 lakhs.**
- (a) Two percent of average net profit of the Company as per section 135(5): **31.75 lakhs**
- (b) Surplus arising out of the CSR projects or Programmes or activities of the previous financial years: **NIL**
- (c) Amount required to be set off for the financial year: **NIL**
- (d) Total CSR obligation for the financial year (7a+7b-7c): **31.75 lakhs**
- (a) CSR Amount spent or unspent for the Financial Year:

Total amount spent for the financial Year (₹ in Lakhs)	Amount unspent (₹ in Lakhs)				
	Total amount transferred to unspent CSR Account as per section 135 (6)		amount transferred to any fund specified under schedule Vii as per second proviso to section 135 (5)		
	Amount	Date of Transfer	Name of fund	Amount	Date of Transfer
32.00	NIL	NA	-	NIL	NA

- Details of CSR amount spent against ongoing projects for the financial year: **NIL**

- Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
s. no.	Name of the project	Item from the list of activities in Schedule VII to the act.	Local area (Yes / No)	location of the project. (State and District)	Amount spent for the project (₹ in Lakhs)	Mode of Implementation - direct (Yes/No)	Mode of implementation - through implementing Agency Name CSR registration number
1.	Plantation And Prevention Of Environment Pollution	Environment Sustainability	Yes	Delhi	20.00	No	Akashiganga Foundation CSR00011882
2.	Skill Development Of Deprived Section Of Community	Child Education And Food Distribution, Community Health, Women Empowerment, Tribal Welfare, Skill Development and Rural Development	Yes	Delhi	12.00	No	Akashiganga Foundation CSR00011882
Total					32.00		

- Amount spent in Administrative Overheads : **NIL**

- Amount spent on Impact Assessment, if applicable : **NIL**

- Total amount spent for the Financial Year (8b+8c+8d+8e) : **32.00 lakhs.**

- Excess amount for set off, if any : **NIL**

sl. no.	Particular	(₹ in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	31.75
(ii)	Total amount spent for the Financial Year	32.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.25
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

(a) Details of Unspent CSR amount for the preceding three financial years: **The Company has no unspent CSR Amount for the preceding years.**

- Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **NIL**



9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **NIL**
10. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5): **not applicable.**

### CERTIFICATION BY CHIEF FINANCIAL OFFICER OF THE COMPANY

I Mukesh Singhal, Chief Financial Officer of Crayons Advertising Limited, to the best of my knowledge and belief, certify that:

**a.** I, have reviewed financial statements and cash flow statement for the year ended on March 31, 2025, and that to the best of our knowledge and belief:

- i.* these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii.* these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

**b.** There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

**c.** I, accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

**d.** I have indicated to the auditors and the Audit Committee:

- i.* Significant changes in internal control over financial reporting during the year;
- ii.* Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii.* Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-  
**Mukesh Singhal**  
Chief Financial Officer  
Date: 12.08.2025  
Place: New Delhi

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,  
The Members of  
**Crayons Advertising Limited**  
NSIC Complex, Maa Anandmayee Marg,  
Okhla Phase-III, New Delhi-110020

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Crayons Advertising Limited** having CIN: L52109DL1986PLC024711 and having its registered office at NSIC Complex, Maa Anandmayee Marg Okhla Industrial Estate, Phase-III, New Delhi 110020 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs and any other Statutory Authority/ies.

S. No.	Name of Director	DIN	Date of Appointment
1.	Mr. Kunal Lalani	00002756	01/08/1986
2.	Mrs. Vimi Lalani	00010548	01/01/2002
3.	Mr. Hulas Mal Lalani	00257693	01/08/1986
4.	Mr. Vinod Zutshi	00502876	01/12/2022
5.	Mr. Atul Jeevandharkumar Hegde*	02699927	01/12/2022
6.	Mr. Surendra Pagaria	02945040	21/01/2023

*\*Resigned on 1<sup>st</sup> July 2025.*

The responsibility for ensuring the eligibility and appointment / continuity of each Director on the Board with the management of the Company. My responsibility is limited to expressing an opinion based on the verification of relevant records and information provided. This certificate does not constitute an assurance regarding the future viability of the Company, nor does it comment on the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 12.08.2025  
Place: Ghaziabad

For **Akshat Garg & Associates**  
(Company Secretaries)

Sd/-  
**CS Akshat Garg**  
**Prop.**

C. P. No. 10655

M. No. F9161

UDIN: F009161G000982991

Peer Review Certificate No.: 2918/2023

### DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

*[Pursuant to Regulation 34(3) and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

In Compliance with Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Kunal Lalani, Managing Director & Chairman of the Company, hereby declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct formulated by the Company for the financial year ended March 31, 2025 and there is no non-compliance thereof during the period under review.

Sd/-  
**Kunal Lalani**  
**Managing Director/Chairman**  
**DIN: 00002756**

**Place: New Delhi**  
**Date: 12.08.2025**



## INDEPENDENT AUDITOR'S REPORT

To the Members of **Crayons Advertising Limited (Formerly known as Crayons Advertising Private Limited)**

### Report on the Audit of the Standalone Financial statements

#### Opinion

We have audited the accompanying Standalone Financial statement statements of **Crayons Advertising Limited (Formerly known as Crayons Advertising Private Limited)**, which comprise the balance sheet as at March 31 2025 the Statement of profit and loss and the cash flow statement for the year then ended, and notes to the Standalone Financial statements, including a summary of significant accounting policies and other explanatory information. (hereinafter referred to as "the Standalone Financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Standalone Financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial statements.

#### Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no Key audit matters to be communicated in our report.

#### Information Other than the Standalone Financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises information included in the Annual Report, but does not include the Standalone Financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report.

Our opinion on the Standalone Financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

We draw attention to the fact that there was a change in the Chief Financial Officer (CFO) of the Company during the year. The outgoing CFO resigned with effect from 31st October 2024, and the new CFO was appointed with effect from 4th November 2024. Our audit procedures were performed considering the transition in key management personnel. Our opinion is not modified in respect of this matter.

We draw attention to the fact that there was a change in the Company Secretary and Compliance Officer of the Company during the year. The previous Company Secretary and Compliance Officer resigned with effect from 10<sup>th</sup> March 2025, and a new Company Secretary and Compliance Officer was appointed with effect from 10<sup>th</sup> March 2025. Our audit procedures considered the impact of this change in key compliance personnel. Our opinion is not modified in respect of this matter.

#### Responsibility of Management for the Standalone Financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial statements that give a true and fair view of the financial position, financial performance, cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Companies (Accounting Standards) Rules, 2006 (as amended) specified under section 133 of the Act, read with the Companies (Accounts) Rules, 2014).

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Standalone Financial statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial statements, whether due to fraud or error; design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial statements, including the disclosures, and whether the Standalone Financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication..

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("The Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;
  - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Standalone Financial statements comply with the Companies (Accounting Standards) Rules, 2006 (as amended) specified under section 133 of the Act, read with the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in the paragraph 2(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - (g) With respect to the adequacy of the internal financial controls with reference to these Standalone Financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
  - (h) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act; and
  - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position;



- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv.
  - a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 43(v) to the Standalone Financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 43(vi) to the Standalone Financial statements, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company.
- vi. The Company had made the assessment for books of account as per definition in the Act and identified FINAC as an accounting software used for the creation and maintenance of books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded. Further, in case of the Company, audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instance of the audit trail feature being tampered with except some of the inherent limitations in tally (refer note 43(x) of the standalone financial statements).

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025

**For Manish Pandey & Associates**  
Chartered Accountants  
Firm Registration Number:

**Garima Gulati**  
Partner  
Membership Number: 420785  
UDIN: 25420785BMXIDD7733  
Place of Signature: New Delhi  
Date: 28.05.2025

**Annexure '1' referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report to the members of Crayons Advertising Limited (Formerly known as Crayons Advertising Private Limited) ("the Company") of even date In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:**

- (i)
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  
  
(B) The Company has maintained proper records showing full particulars of intangibles assets.
  - (b) Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.
  - (c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in note 11 to the Standalone Financial statements are held in the name of the Company.
  - (d) The Company has not revalued its property, plant and equipment or Intangible assets during the year ended March 31, 2025.
  - (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii)
  - (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
  - (a) As disclosed in note 7 to the Standalone Financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. The quarterly returns/statements filed by the Company with such banks and financial institutions are not in agreement with the books of accounts of the Company and the details of the same is as follows

**(Amount in Rs. in lakhs)**

Quarter	Particulars	Amount as reported in the quarterly return/ statement	Amount as per books of account	Difference
Quarter-4	Trade Receivable	9,588.46	9,711.30	-122.83
Quarter-4	Trade Payable	5,648.88	4,684.61	964.27
Quarter-3	Trade Receivable	6,027.95	5,882.53	145.41
Quarter-3	Trade Payable	1,964.54	2,553.85	-589.32
Quarter-2	Trade Receivable	7,863.80	7,435.82	427.98
Quarter-2	Trade Payable	1,760.89	2,412.34	-651.45
Quarter-1	Trade Receivable	7,339.51	6,997.61	341.89
Quarter-1	Trade Payable	2,327.80	2,604.55	-276.74

(a) During the year the Company has provided loans, advances in the nature of loans, stood guarantee and provided security to companies, firms, Limited Liability Partnerships or any other parties as follows:

(Amount in Rs. in lakhs)

Particulars	Guarantees	Security	Loans	Advances in nature of loans
- Others	1008.20-	-	2,539.50	-

- (b) During the year the terms and conditions of the grant of all loans to companies, are not prejudicial to the Company's interest. The Company has not provided advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties.
- (c) According to the books of accounts and records examined by us in respect of the loans and advances in the nature of loans granted to companies which are repayable on demand and has been disclosed as per clause.
- (d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year; that have been renewed or extended or fresh loans granted to settle the overdoes of existing loans given to the same parties.
- (f) As disclosed in note 43 to the Standalone Financial statements, the Company has granted loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Of these following are the details of the aggregate amount of loans or advances in the nature of loans granted to promoters or related parties as defined in clause (76) of section 2 of the Companies Act, 2013.

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans - Repayable on demand	2,706.00	-	1870
Percentage of loans/ advances in nature of loans to the total loans	100%	-	69.11%

- (iii) In our opinion and according to information and explanation given to us, the Companies has complied with the provision of section 185 and 186 of the Companies Act, 2013, as applicable, in respect of loans, investments, guarantees and security given.
- (iv) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (v) According to the information and explanations given to us, the Central Government has not prescribed

maintenance of cost records under clause (d) of sub-section (1) of section 148 of the Act for the Company's activities. Hence, the provisions of clause 3(vi) of the Order are not applicable to the Company.

- (vi) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (a) We are informed that there are no dues in respect of Sales Tax, Income Tax, Customs Duty, Excise Duty, Goods and Service Tax and Service Tax which have not been deposited on account of any dispute except below:

Particulars	Year	Forum where the dispute is pending	31-03-2025	31-03-2024
Income Tax Demand u/s 143(3) where the cases are pending at various stage of appeal with authorities	A.Y. 2017-18	CCIT (Appeals)-NFAC	16.77	16.77
Income Tax Demand u/s 167(1) where the cases are pending at various stage of appeal with authorities	A.Y. 2021-22	CPC	4.60	3.65
Income Tax Demand u/s 143(3) where the cases are pending at various stage of appeal with authorities	A.Y. 2015-16	ITAT	-	2.13
Outstanding Demad Outsatnding on Traces Portal	FY 2021-22	TRACES	0.30	-
Total			21.67	22.55



- (vii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (viii) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (a) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (b) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were applied by the Company during the year for the purposes for which the loans were obtained.
- (c) On an overall examination of the Standalone Financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (d) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its Associate. The Company does not have any subsidiary or joint venture.
- (e) On an overall examination of the standalone financial statements of the Company, the Company has not raised loans during the year on the pledge of securities held in its Associate. The Company does not have any subsidiary or joint venture.
- (ix)
- (a) The Company has not raised money during the year by way of initial public offer hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares/ fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (x)
- (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the year, no report under sub-section (12) of section 143 of the Act has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xi) The Company is not a Nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(a) to 3(xii)(c) of the Order are not applicable to the Company.

- (xii) According to the information and explanation given by the management, transactions with the related parties are in compliance with sections 177 and 188 of Act where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable Indian accounting standards.
- (xiii) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (xiv) (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement of this Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 38 to the Standalone Financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) There are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Act, in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 42 to the Standalone Financial Statements.
- (xx) (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of the Act. This matter has been disclosed in note 42 to the Standalone Financial Statements.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Manish Pandey & Associates**  
Chartered Accountants  
ICAI Firm Registration Number:

Sd/-  
**Garima Gulati**  
Partner  
Membership Number: 420785  
UDIN: 25420785BMXIDD7733  
Place of Signature: New Delhi  
Date:28.05.2025

**Annexure 2 to the Independent Auditor’s Report of even date on the Standalone Financial statements of Crayons Advertising Limited (Formerly known as Crayons Advertising Private Limited)**

**Report on the Internal Financial Controls under Clause (g) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“The Act”)**

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

We have audited the internal financial controls over financial reporting of **Crayons Advertising Private Limited** (“The Company”) as of March 31, 2025 in conjunction with our audit of the Standalone Financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to these Standalone Financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Standalone Financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these Standalone Financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Standalone Financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Standalone Financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis



for our audit opinion on the internal financial controls over financial reporting with reference to these Standalone Financial statements.

### Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial statements

A company's internal financial control over financial reporting with reference to these Standalone Financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Standalone Financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable

assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Standalone Financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these Standalone Financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Standalone Financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Standalone Financial statements and such internal financial controls over financial reporting with reference to these Standalone Financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Manish Pandey & Associates**  
Chartered Accountants  
ICAI Firm Registration Number:

**Garima Gulati**  
Partner  
Membership Number: 420785  
UDIN: 25420785BMXIDD7733  
Place of Signature: New Delhi

Date: 28.05.2025

### Notes to the Standalone financial statements for the year ended March 31, 2025

(All Amounts are in rupees lakhs, unless otherwise stated)

#### 1 CORPORATE INFORMATION

Crayons Advertising Limited is a public limited company registered under the erstwhile Companies Act 1956 is in the business of advertising, branding and communication. It started its operations in 1986 has an all-India footprint with 7 offices. The company operates from its office at New Delhi

The Board of Directors (Board) of the Company in their board meeting dated December 01, 2022 has approved raising of capital for the Company through an Initial Public Offering (IPO). Subsequent to the year end the Company has completed fresh issue of equity shares by Initial Public Offer ("IPO") of Equity Shares of the face value of Rs. 10/- each at an issue price of Rs. 65/- per Equity Share of 64,30,000 shares. Pursuant to the IPO, the Equity Shares of the Company were listed on National Stock Exchange of India Limited ("NSE")'s Emerger platform on June 02, 2023

These standalone financial statements are presented in Indian Rupees.

#### 2 Summary of significant accounting policies:

##### a) Basis of preparation of standalone financial statements

The standalone financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014 & Companies (Accounting Standards) Amendment Rules, 2016 as amended. The standalone financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of standalone financial statements are consistent with those of previous year.

These standalone financial statements have been prepared by the management of the Company and approved by the board of directors at their meeting.

##### (b) Use of estimates

The preparation of standalone financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods  
Compliance with Ind AS

##### (c) Property plant and equipment

Tangible assets are stated at cost, less accumulated depreciation and impairment (if any). Cost consists of acquisition cost comprising purchase price (excluding rebates and discounts) and direct cost incurred to make the asset ready to use. All assets costing Rs. 5,000 or below are fully depreciated in the year of addition

Subsequent expenditure related to an item of property plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred. Gains or losses arising from derecognition of property plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

( d ) Depreciation on property plant and equipment Depreciation on property plant and equipment is provided on written down value method considering the useful lives prescribed in Schedule II to the Companies Act, 2013.
( e ) Intangible assets Intangible assets are stated at cost which includes any directly attributable expenditure on making the asset ready for its intended use. Intangible assets are amortized over the expected duration of benefit or ten years on written down value method. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. The company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the effect that useful life of an intangible asset exceeds ten years, the company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.  Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.
( f ) Impairment of property plant and equipment and intangible assets The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. The company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.
( g ) Investments Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the Standalone financial statements at lower cost and fair value determined for each category separately. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.
( h ) Borrowing costs Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.
( i ) Foreign currency transactions and balances Initial recognition Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. Conversion Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined. Exchange differences All other exchange differences are recognized as income or as expenses in the period in which they arise.
( j ) Provisions A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.
( k ) Contingent liabilities A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the standalone financial statements.
( l ) Cash and cash equivalents Cash and cash equivalents comprise cash at bank and in hand and short-term investments with original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.



(m) Income taxes	
	Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date
	Deferred income tax reflects the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences of earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.
	Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.
	At each reporting date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.
	The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxable entity and the same taxation authority.
(n) Revenue recognition	
	Revenue from operations are recognized on completion of the project and rendering of services.
	Interest income is recognized on the basis of accrual method on the rates applicable to the transactions.
	Rent is recognized on the basis of accrual as per the agreement.
	Income from investment is accounted for on accrual basis when the right to receive income is established.
	Interest income is accrued on a timely basis, by reference to the principal outstanding and recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.
	Rental income arising from operating lease is accounted on a straight line basis over the lease term.
	In respect of others, Company recognized income when the right to receive is established.
(o) Employee benefits	
	Retirement benefit in the form of provident fund contribution to statutory provident fund, pension fund, superannuation fund and ESI are defined contribution schemes. The contributions are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund
	The company operates two defined benefit plans for its employees, viz., gratuity and provident fund contribution to Dalmia Cement Provident Fund Trust. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

	Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.
(p) Accounting for lease	
	Where the company is lessee
	Finance leases, which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.
	A leased asset is depreciated on a straight-line basis over the useful life of the asset or the useful life envisaged in Schedule II to the Companies Act, 2013, whichever is lower. However, if there is no reasonable certainty that the company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term or the useful life envisaged in Schedule II to the Companies Act, 2013.
	Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.
	Where the Company is lessor
	Leases in which the company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, the company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognized in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.
	Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.
(q) Earnings per share	
	Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.
	For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### STANDALONE BALANCE SHEET AS AT MARCH 31,2025

		(In Lakhs)	
Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
<b>I EQUITY AND LIABILITIES</b>			
1 Shareholders Funds			
(a) Share Capital	2	2,443.00	2,443.00
(b) Money received against share warrants		193.75	193.75
(c) Reserves & Surplus	3	8,628.53	7,953.23
		11,265.28	10,589.98
2 Non-current liabilities			
(a) Long-Term Borrowings	4	288.24	341.75
(b) Long-Term Provisions	5	205.13	180.89
		493.37	522.64
3 Current Liabilities			
(a) Short-Term Borrowings	6	255.06	145.11
(b) Trade Payables:	7		
(A) Total outstanding dues of micro, small and medium enter-prises		28.85	98.03
(B) Total outstanding dues of creditors other than micro, small and medium enterprises		4,922.03	4,994.50
(c) Other Current Liabilities	8	3,014.21	2,081.49
(d) Short-Term Provisions	9	53.68	113.26
		8,273.83	7,432.39
<b>TOTAL</b>		<b>20,032.47</b>	<b>18,545.01</b>
<b>II ASSETS</b>			
1 Non Current Assets			
(a) Property, Plant & Equipment & Intangible Assets	10		
(i) Property, Plant and Equipment		700.55	583.23
(ii) Intangible Assets		-	1.81
(iii) Capital WIP		414.96	101.95
(b) Non Current Investments	11	835.46	993.15
(c) Deferred Tax Assets (net)	12	141.25	124.09
(c) Long Term Loan & Advance	13	985.58	628.18
(d) Other Non-Current Assets	14	132.03	122.36
Total non- current assets		3,209.83	2,554.77
2 Current Assets			
(a) Trade Receivables	15	9,733.26	9,042.75
(b) Cash and Cash Equivalents	16	1,286.84	1,369.33
(c) Short-Term Loans and Advances	17	4,332.41	3,499.17
(d) Other Current Assets	18	1,470.13	2,078.99
Total current assets		16,822.64	15,990.24
<b>TOTAL</b>		<b>20,032.47</b>	<b>18,545.01</b>
As per our report of even date			
For Manish Pandey & Associates		For and on behalf of the Board of Directors of	
Chartered Accountants		Crayons Advertising Limited	
FRN: 019807C			
Sd/-		Sd/-	Sd/-
Garima Gulati		Kunal Lalani	Vimi Lalani
(Partner)		Managing Director	Director
Membership No. -420785		DIN : 00002756	DIN : 00010548
UDIN - 25420785BMXIDD7733			
Place : New Delhi		Mukesh Singhal	Akbar Mehtab
Date : 28/05/2025		Chief Financial Officer	Company Secretary

### STANDALONE STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31,2025

Particulars	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue			
I. Revenue from Operations	19	19,226.69	20,154.90
II. Other Income	20	548.95	450.07
<b>III. Total Income (I + II)</b>		<b>19,775.65</b>	<b>20,604.97</b>
IV. Expenses:			
Cost of Services	21	15,465.30	15,145.63
Employee Benefits Expense	22	1,500.60	1,404.96
Finance Costs	23	80.91	91.86
Depreciation and Amortisation Expense	24	244.48	138.82
Other Expenses	25	1,560.77	1,547.25
<b>IV. Total Expenses</b>		<b>18,852.06</b>	<b>18,328.52</b>
V. Profit before exceptional and extraordinary items and tax (III - IV)		923.59	2,276.45
VI. Exceptional items & Extraordinary Items			
-CSR Provision		-	-
-Prior Period Items		-	-
<b>VII. Profit before tax (V- VI)</b>		<b>923.59</b>	<b>2,276.45</b>
<b>VIII. Tax expense:</b>			
Current Tax		(265.42)	(593.70)
Deferred Tax		17.16	0.68
Earlier year tax expenses		-	6.86
<b>IX . Profit (Loss) for the period (VII-VIII)</b>		<b>675.33</b>	<b>1,690.29</b>
<b>X. Earnings per equity share:</b>			
(1) Basic		2.76	7.25
(2) Diluted		2.71	7.21
The accompanying notes are integral part of financial statements			
As per our report of even date			
For Manish Pandey & Associates		For and on behalf of the Board of Directors of	
Chartered Accountants		Crayons Advertising Limited	
FRN: 019807C			
Sd/-		Sd/-	Sd/-
Garima Gulati		Kunal Lalani	Vimi Lalani
(Partner)		Managing Director	Director
Membership No. -420785		DIN : 00002756	DIN : 00010548
UDIN - 25420785BMXIDD7733			
Place : New Delhi		Sd/-	Sd/-
Date : 28/05/2025		Mukesh Singhal	Akbar Mehtab
		Chief Financial Officer	Company Secretary



## STANDALONE CASH FLOW STATEMENT

PARTICULARS	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax	923.59	2,276.45
Depreciation & Amortisation	244.48	138.82
Interest Paid	80.91	91.86
(Profit)/ Loss on Sale of Investments	(18.50)	69.55
Interest Income Received	-	(275.77)
Amount Written Back	(59.38)	(0.85)
Loss on Sale of Property Plant & Equipment	-	0.03
Profit from Partnership firms	-	(47.02)
Bad debts Written Off	210.77	14.10
Profit on Sale of Property Plant & Equipment	(8.99)	-
Operating Profit before Working Capital Changes	1,372.88	2,267.17
Adjusted for:		
(Decrease)/Increase in Long Term & Short Term Provisions	(91.00)	22.18
(Decrease)/Increase in Current & Other Liabilities	932.70	108.43
(Decrease)/Increase in Trade Payables	(82.27)	763.70
(Increase)/Decrease in Trade Receivables & Other Assets	(292.44)	(3,998.50)
(Increase)/Decrease in Loans & Advances and Other Non Current Assets	(1,465.75)	(1,633.59)
Cash generated/(used) From Operations	374.13	(2,470.61)
Income Tax Paid	(55.64)	(54.19)
<b>Net Cash generated/(used in) from Operating Activities (A)</b>	<b>429.78</b>	<b>(2,524.80)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Sale/(Purchase) of plant & equipment, Intangible & Capital WIP (Net)	(664.01)	(485.34)
Sale/ (Purchase) of Investments (Net)	176.19	(67.30)
Investment/(Drawings) in Partnership Firm (Net)	-	(46.50)
Advance Against Property	-	(41.50)
Interest Income Earned	-	185.96
Investment/Maturity in Fixed Deposit (Net)	173.62	(763.75)
<b>Net Cash used in Investing Activities (B)</b>	<b>(314.21)</b>	<b>(1,218.43)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Net Proceeds from long term borrowing	(53.50)	79.62
Net Proceeds from short term borrowing	109.95	(698.09)
Money received against Share Warrants	-	193.75
Proceeds from Issue of Share Capital Net of Expenditure	-	3,322.72
Finance Cost	(80.91)	(92.02)
<b>Net Cash used in Financing Activities (C)</b>	<b>(24.46)</b>	<b>2,805.98</b>

<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>91.11</b>	<b>(937.25)</b>
Cash and Cash Equivalents at the beginning of the year	568.82	1,506.07
<b>Cash and Cash Equivalents at the end of the year</b>	<b>659.93</b>	<b>568.82</b>

Note :-	For the year ended March 31, 2025	For the year ended March 31, 2024
1. Components of Cash & Cash Equivalent		
a. Balances with banks	650.21	556.05
b. Cash in hand	9.73	12.77
Total cash and cash equivalents	659.94	568.82

2. The above cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.

3. Figures in Brackets represents outflow.

The accompanying notes are integral part of financial statements

As per our report of even date		
For Manish Pandey & Associates	For and on behalf of the	Board of Directors of
Chartered Accountants		Crayons Advertising Limited
FRN: 019807C		
Sd/-	Sd/-	Sd/-
Garima Gulati	Kunal Lalani	Vimi Lalani
(Partner)	Managing Director	Director
Membership No. -420785	DIN : 00002756	DIN : 00010548
UDIN - 25420785BMXIDD7733		

Place : New Delhi	Mukesh Singhal	Akbar Mehtab
Date : 28/05/2025	Chief Financial Officer	Company Secretary

(In Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Note:- 2		
<b>SHARE CAPITAL</b>		
Authorised		
2,50,00,000 Equity Shares of Rs.10/- each (Previous year - 2,50,00,000 Equity Shares of Rs.10/- each)	2,500.00	2,500.00
<b>Issued, Subscribed &amp; Fully Paid-up</b>		
Equity shares of Rs.10/- each fully paid up	2,443.00	2,443.00
<b>Total</b>	<b>2,443.00</b>	<b>2,443.00</b>

NOTE 2A : Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

(In Number)		
Particulars	As at March 31, 2025	As at March 31, 2024
Shares outstanding at the beginning of the year (Nos.)	24,430,000	18,000,000.00
IPO allotment during the year	-	6,430,000.00
<b>Shares outstanding at the end of the year (Nos.)</b>	<b>24,430,000</b>	<b>24,430,000</b>

**Notes:**

(i) On June 02, 2023, the Company has approved the issue and allotment of 64,30,000 fully paid-up equity shares of the Company to eligible Initial public offer in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 at an issue price of Rs. 65 per share (including securities premium of Rs. 55 per share) for a consideration of Rs.4179.50 lakhs. The post allotment, paid-up Equity Capital of the Company stands increased to Rs. 24,43,00,000/- consisting of 244,30,000 Equity Shares of face value of Rs.10/- each.

(ii) Monies raised during the year by the Company by way of initial public offer were utilized for the purpose for which they were raised, though idle/surplus funds which were not required for immediate utilization have been invested in liquid funds, fixed deposits and interest bearing loan given to group company repayable on demand.

NOTE 2B: Term/rights attached to equity shares:

(i) The Company has only one class of equity shares having par value of Rs. 10/- per share. Each equity share holder is entitled for one vote per share. Dividend, if declared and paid, will be in Indian rupees and shall be subject to the approval of shareholders in the ensuing Annual General Meeting.

(ii) During the year ended March 31, 2025 and Year ended March 31, 2024, Company has not declared any dividend.

(iii) In the event of liquidation of the Company, the holder of equity shares shall be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion of the number of fully paid equity shares held by each shareholder.

NOTE 2C: Details of shareholders holding more than 5% shares in the company

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% of Holding	No. of shares	% of Holding
Mr. Kunal Lalani	4,390,160	17.97%	4,390,160	17.97%
Mrs. Vimi Lalani	2,200,800	9.01%	2,200,800	9.01%

M/s Vimi Investments & Finance Private Limited	11,340,000	46.42%	11,340,000	46.42%
	<b>17,930,960</b>	<b>73.40%</b>	<b>17,930,960</b>	<b>73.40%</b>

Note 2D - For verification of shareholding pattern

As per records of the company including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Note 2E : The company for the period of five years immediately preceding the reporting date has not

(i) Allotted any class of share as fully paid pursuant to contract (s) without payment being received in cash

(ii) Alloted fully paid up share by way of bonus share except for 157,50,000 share Rs 10 each in bonus issue on 15 December 2022.

(iii) Bought back any class of share.

Note 2F: Details of shares held by the promoters at the end of the period

Promoters' name	No. of Shares at beginning of year	Change during the Year	As at March 31, 2025		
			No. of Shares at end	% of Total Shares	% change during the year
Kunal Lalani	4,390,160	-	4,390,160	17.97%	0.00%
Hulas Mal Lalani	14,640	-	14,640	0.06%	0.00%
Vimi Lalani	2,200,800	-	2,200,800	9.01%	0.00%
Vishal lalani	24,000	-	24,000	0.10%	0.00%
Todar mal Lalani	800	-	800	0.00%	0.00%
M/s Vimi Investments & Finance Private Limited	11,340,000	-	11,340,000	46.42%	0.00%
<b>Total</b>	<b>17,970,400</b>	<b>-</b>	<b>17,970,400</b>	<b>73.56%</b>	<b>-</b>

Promoters' name	As at March 31, 2024		No. of Shares at end	% of Total Shares	% change during the year
	No. of Shares at beginning	Change during the Year			
Kunal Lalani	4,390,160	-	4,390,160	17.97%	-
Hulas Mal Lalani	14,640	-	14,640	0.06%	-
Vimi Lalani	2,200,800	-	2,200,800	9.01%	-
Vishal lalani	-	24,000	24,000	0.10%	-
Todar mal Lalani	800	-	800	0.00%	-
M/s Vimi Investments & Finance Private Limited	11,340,000	-	11,340,000	46.42%	-
	<b>17,970,400</b>	<b>24,000</b>	<b>17,970,400</b>	<b>73.56%</b>	



Note 2G: Share Warrant

The Company has issued and allotted 5,00,000 (Five lakh only) warrant convertible into equivalent number of equity shares, having face value of Rs 10/- per equity shares, within a period of 18 months from the dated of allotment i.e., 3rd January 2024 at an issue price of Rs.155/-(Rupees one hundred fifty five only) (including premium of Rs. 145/- each). The Company has received Rs. 193.75 lakhs being 25% of the total amount payable towardssubscription of the warrants from all the allottees.

Note:- 3

RESERVE & SURPLUS

(In Lakhs)		
Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
General Reserve		
Opening Balance	27.48	27.48
Add : Transfer during the year	-	-
Closing Balance	27.48	27.48
Securities Premium		
Balance at the beginning of the reporting period	2,679.72	3,536.50
Add: Addition during the year	-	-
Less: Expenditure incurred on Intial Public Offer	0.02	856.78
Balance at the end of the reporting period	2,679.69	2,679.72
Surplus/(Deficit) in Statement of Profit & Loss		
Opening balance	5,246.03	3,555.74
Add/(Less): Net Profit/(Net Loss) for the current year	675.33	1,690.29
Closing Balance	5,921.36	5,246.03
<b>Total reserve &amp; surplus</b>	<b>8,628.53</b>	<b>7,953.23</b>

Note:- 4

LONG TERM BORROWINGS

(In Lakhs)		
Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
(a) Secured Loan		
Term loans	178.94	258.28
Vehicle loans	328.09	228.58
	507.03	486.86
Less: Current Maturities of Long Term Debts	218.79	145.11
<b>Total</b>	<b>288.24</b>	<b>341.75</b>

Details of Borrowings

Bank Name	Type of Loan	Interest Rate	Sanction Limit (In Lakhs)	Repayment Period (EMI)	" Monthly Instalments (In Rs) "	" Amount Outstanding as on March 31, 2025 "	" Amount Outstanding as on March 31, 2024 "
"Axis Bank (Security - se-cured against hypothe-cation of vehicles)"	Auto Loan	8.75%	178.11	60 Equal monthly In-stallments	3,67,566.00	137.88	168.45
"Axis Bank (Security - se-cured against hypothe-cation of vehicles)"	Auto Loan	8.18%	105.47	37 Equal monthly In-stallments	3,23,477.00	24.93	60.13
Indusind Bank	Term Loan	"Floating rate of CD 6 months loan Plus 1.42 % pres-ently 8.5 % P.A at monthly rest.. Presently applicable bank's CD - six month -Loan is 7.08 %."	200.00	"60 Equal monthly principal installments started from March-23."	3,33,333.33	116.67	156.67
Indusind Bank	Term Loan	"EBLR (Pre-sentaly 9.25%) + 0.00% subject to max of 9.25% P.A."	118.00	60 months Equal monthly Installment (Including morato-rioum period of 24 Month)	3,27,777.77	62.28	101.61
"HDFC Bank (Security - se-cured against hypothe-cation of vehicles)"	Auto Loan	7.08%	181.31	60 Equal monthly In-stallments	4,46,889.00	165.28	-
						<b>507.03</b>	<b>486.86</b>

Note:- 5

LONG TERM PROVISIONS

Particulars	(In Lakhs)	
	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Provision for gratuity	180.01	157.02
Provision for leave encashment	25.12	23.87
<b>Total</b>	<b>205.13</b>	<b>180.89</b>

Note:- 6

SHORT TERM BORROWINGS

Particulars	(In Lakhs)	
	For the Year ended March 31, 2025	For the Year ended March 31, 2024
<b>Secured Loan:</b>		
Overdraft Facilities	36.27	-
Current maturities of Long term borrowings	218.79	145.11
<b>Total</b>	<b>255.06</b>	<b>145.11</b>

# Secured Cash credit facility carrying interest rate of floating rate of CD - six months- CC/OD +1.4% presently 9.17 % p.a at monthly rest . Presently applicable bank's CD - six month -CC /OD is 7.77 % . Pa.

1. The cash credit limit has been secured by hypothecation charge on the current assets of the company both present and future.

2. Unencumbered fixed assets of the company both present and futur

3. Residential property- House no-1323, Sector-14, Urban Estate, Faridabad, Haryana owned by Durga Devi Lalani.

4. 10% cash margin for in the form of FD for BG Limit.

( The company to maintain minimum collateral coverage (IP+CM) of 100% throughout the tenure of facility. Short-fall, if any, to be made good by way of additional collateral security acceptable to the bank)

#ICICI Bank Repo Rate + 3 % Spread (Current Repo Rate 6.5 % P.a.)

Lien marked fixed deposits equivalent to 100% of the exposure to be held with ICICI Bank in name of the borrower only

Reconciliations of quarterly bank return

FY 2024-25

Name of Bank	Quarter	Particulars	Amount as reported in the quarterly return/ statement	Amount as per books of account	Difference
Indusind Bank	March 31,2025	Trade Receivable	9,588.46	9,711.30	(122.83)
	March 31,2025	Trade Payable	5,648.88	4,684.61	964.27
		Net Total	15,237.34	14,395.91	841.43
	December 31,2024	Trade Receivable	6,027.95	5,882.53	145.41
	December 31,2024	Trade Payable	1,964.54	2,553.85	(589.32)
		Net Total	7,992.48	8,436.39	(443.90)
	September 30,2024	Trade Receivable	7,863.80	7,435.82	427.98
	September 30,2024	Trade Payable	1,760.89	2,412.34	(651.45)
		Net Total	9,624.69	9,848.16	(223.47)
	June 30,2024	Trade Receivable	7,339.51	6,997.61	341.89
	June 30,2024	Trade Payable	2,327.80	2,604.55	(276.74)
		Net Total	9,667.31	9,602.16	65.15

FY 2023-24

Bank Name	Quarter	Particulars	Amount as reported in the quarterly return/ statement	Amount as per books of account	Difference
Indusind Bank	March 31,2024	Trade Receivable	6,723.29	9,042.75	(2,319.46)
	March 31,2024	Trade Payable	4,994.21	5,092.53	(98.32)
		Net Total	11,717.50	14,135.28	(2,417.78)
	December 31,2023	Trade Receivable	3,429.89	4,250.02	(820.13)
	December 31,2023	Trade Payable	2,357.74	2,518.13	(160.39)
		Net Total	5,787.63	6,768.15	(980.52)
	September 30,2023	Trade Receivable	3,682.41	4,465.03	(782.62)
	September 30,2023	Trade Payable	2,462.11	2,548.60	(86.49)
		Net Total	6,144.52	7,013.63	(869.11)
	June 30,2023	Trade Receivable	1,872.38	4,969.69	(3,097.31)
	June 30,2023	Trade Payable	2,602.39	2,602.40	(0.01)
		Net Total	4,474.77	7,572.09	(3,097.33)



Note:- 7

TRADE PAYABLES

(In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Trade Payables- Due to MSME	28.85	98.03
Trade Payables- Due to Other than MSME	4,922.03	4,994.50
<b>Total</b>	<b>4,950.88</b>	<b>5,092.53</b>

Trade Payables ageing schedule for the year ended 31.03.2025

(In Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
MSME	-	28.80	0.05	-	28.85
Others	4,617.76	54.87	236.81	12.59	4,922.03
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
<b>TOTAL</b>	<b>4,617.76</b>	<b>83.67</b>	<b>236.86</b>	<b>12.59</b>	<b>4,950.88</b>

Trade Payables ageing schedule for the year ended 31.03.2024

(In Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
MSME	83.25	1.65		13.13	98.03
Others	4,540.13	334.46	46.38	73.53	4,994.50
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
<b>TOTAL</b>	<b>4,623.38</b>	<b>336.11</b>	<b>46.38</b>	<b>86.66</b>	<b>5,092.53</b>

Note:- 8

OTHER CURRENT LIABILITIES

(In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Interest Accrued But not due on borrowings	2.01	0.28
Interest Payable on MSME	6.12	10.38
Advance from customers	32.33	30.76
Accrued salaries & benefits	112.81	95.35
Security deposit received	-	0.64
Statutory liabilities	901.39	275.93
Expenses Payable	1,927.05	1,623.68
Others Payable	32.50	44.47
<b>TOTAL</b>	<b>3,014.21</b>	<b>2,081.49</b>

Note:- 9

SHORT TERM PROVISIONS

(In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Provision for gratuity	49.72	58.58
Provision for leave encashment	3.96	3.94
Provision for Income tax	-	50.74
<b>Total</b>	<b>53.68</b>	<b>113.26</b>

Note:- 10

PROPERTY,PLANT & EQUIPMENTS AND INTANGIBLE ASSETS

(In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Property,Plant & Equipments	700.55	583.24
Intangile Assets	-	1.81
Capital WIP	414.96	101.95
<b>TOTAL</b>	<b>1,115.51</b>	<b>687.00</b>

Note:- 10A

Property Plant & Equipments

TANGIABLE ASSETS

Particulars	Building	Building (Temrory Structure)	Computer	Vehicle	Furniture & Fixture	Office Equipments	Total Tangiable	" Capital Worki in Progress "
Gross Block								
As at April 01, 2023	319.52	-	261.46	298.61	329.21	145.03	1,353.82	-
Additions	-	-	129.43	243.80	0.48	10.11	383.81	101.95
Disposals	-	-	(6.24)	-	-	(1.08)	(7.32)	-
As at March 31, 2024	319.53	-	384.65	542.40	329.68	154.06	1,730.31	101.95
	-		-	-	-	-	-	-
As at April 01,2024	319.53		384.65	542.40	329.68	154.06	1,730.31	101.95
Additions	-	12.45	39.52	191.64	77.08	43.87	364.56	313.01
Adjustments of last year	-		(5.22)	(51.68)	(23.95)	(4.97)	(85.80)	-
As at March 31, 2025	319.53	12.45	418.96	682.36	382.82	192.96	2,009.07	414.96
Depreciation								
As at April 01, 2023	233.59	-	190.29	165.26	295.75	133.44	1,018.32	-
Charge for the year	7.94	-	57.58	60.39	6.51	3.22	135.64	-
Disposals	-	-	(5.86)	-	-	(1.02)	(6.87)	-
As at March 31, 2024	241.52	-	242.02	225.62	302.27	135.64	1,147.09	-

As at April 01, 2024	241.52	-	242.02	225.62	302.27	135.64	1,147.09	-
Charge for the year	7.20	-	92.90	118.74	15.36	8.47	242.67	-
Disposals	-	-	(4.83)	(49.06)	(22.65)	(4.70)	(81.24)	-
Adjustments of last year	-	-	-	-	-	-	-	-
As at March 31, 2025	248.72	-	330.09	295.30	294.98	139.41	1,308.52	-
Net Block								
As at March 31,2024	78.02	-	142.64	316.78	27.42	18.41	583.24	101.95
As at March 31, 2025	70.81	12.45	88.87	387.06	87.84	53.55	700.55	414.96

Note:- 10B  
Intangible Assets

Particulars	Computer Software	Intangible Assets Total Tangible
<b>Gross Block</b>		
As at April 01, 2023	52.06	52.06
Additions	-	-
Disposals	-	-
Adjustments of last year	-	-
As at March 31, 2024	52.06	52.06
	-	-
As at April 01,2024	52.06	52.06
Additions	-	-
Disposals	-	-
Adjustments of last year	-	-
As at March 31, 2025	52.06	52.06
<b>Amortisation</b>		
As at April 01, 2023	47.07	47.07
Charge for the year	3.18	3.18
Disposals	-	-
Adjustments of last year	-	-
As at March 31, 2024	50.25	50.25
As at April 01, 2024	50.25	50.25
Charge for the year	1.81	1.81
Disposals	-	-
Adjustments of last year	-	-
As at March 31, 2025	52.06	52.06
<b>Net Block</b>		
As at March 31,2024	1.81	1.81
As at March 31, 2025	(0.00)	(0.00)

Note:- 10C

Capital work-in-progress

Particulars	< 1 Year	1-2 years	Capital WIP ageing Schedule as at March 31, 2025	2-3 years	> 3 Years	Total
Projects in Progress	313.01	101.95	-	-	-	414.96
<b>Total</b>	<b>313.01</b>	<b>101.95</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>414.96</b>

Particulars	< 1 Year	1-2 years	Capital WIP ageing Schedule as at March 31, 2024	2-3 years	> 3 Years	Total
Projects in Progress	101.95	-	-	-	-	101.95
<b>Total</b>	<b>101.95</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>101.95</b>

Note:- 11

NON CURRENT INVESTMENTS

(In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
<b>Unquoted</b>		
Investment in LLP		
Ultra Violet Digital Solutions LLP - 92.31% contribution	256.00	306.00
Ultra Violet Digital Solutions LLP - (Current account balance)	76.29	74.78
All White Communications LLP - 51% contribution	36.57	121.57
All White Communications LLP - (Current account balance)	70.82	44.06
Coeus Communications India LLP-83.33% contribution	50.00	50.00
Coeus Communications LLP - (Current account balance)	32.36	38.47
Investment in associate		
BB& HV Private Limited - 1,34,40,550 Equity shares of Rs 10 each ( P.Y. 4,00,000/- )	107.20	107.20
Others		
AITMC Venture Limited -14,51,250 equity share @ RS 2/- each ( P.Y-Nil )	-	38.32
The Rajasthan Urban Co-operative Bank Limited 15,000 (P.Y. 15,000) equity shares of Rs. 100/- each fully paid up	15.00	15.00
Paymate India Limited -2000 Equity shares of Rs 1 each , fully paid ( P.Y-Nil )	6.60	6.60
	650.85	802.00
Investment in equity instruments		
<b>Quoted</b>		
Nureca Limited - 300 (PY 25 ) equity shares of Rs. 10/- each fully paid up	1.05	0.27
Satluj Jal Vidyut Nigam Limited - 22500 (PY 10680 ) equity shares of Rs. 10/- each fully paid up	21.03	12.78
Vodafone Idea Ltd - Rs 5,85,000 (PY Nil ) equity shares of Rs. 10/- each fully paid up	86.10	-

Chamman lal Sethia Export Limited equit share - 7000 of Rs 2/-	28.43	-
ITC Hotel Limited -1000 Equity Shares @ 1 and ITC Limited 10000 Equity Share @ 1	48.01	-
	184.62	13.05

Investment in property		
DLF Flat ( Qty. 01 )	-	178.10
<b>Total</b>	<b>835.46</b>	<b>993.15</b>

Aggregate book value of total investments		
Aggregate book value of unquoted investments	650.85	802.00
Aggregate book value of quoted investments	184.62	13.05
Aggregate market value of quoted investments	123.56	13.03
Aggregate market value of DLF Flat	-	178.10
Aggregate provision for diminution in the value of investments	Nil	Nil

Note:- 12		
DEFERRED TAX LIABILITIES/(ASSETS) (NET)		(In Lakhs)

Particulars	For the Year ended March 31, 2025	Charge/ (Credit) during the year ended Mar 2025	For the Year ended March 31, 2024
Depreciation & Amortisation	48.76	(13.28)	35.48
Provision for gratuity	57.82	(3.56)	54.26
Provision for leave encashment	7.32	(0.32)	7.00
Provision for bad and doubtful debts	27.35	-	27.35
<b>Total</b>	<b>141.25</b>	<b>(17.16)</b>	<b>124.09</b>

Note:- 13		
LONG TERM LOANS AND ADVANCES		(In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
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<b>Unsecured considered good unless stated other wise</b>		
Capital advances (Refer note-1 mentioned below)	632.23	628.18
Advance tax ( net of provision ) -TDS	353.35	-
<b>Total</b>	<b>985.58</b>	<b>628.18</b>

<b>A. Details of Capital Advance</b>		
Opening Balance of Capital Advances	628.18	586.68
Less : Disposal during the year	-	(12.50)
Add : Amount deposited during the year	4.05	54.00
<b>Total</b>	<b>632.23</b>	<b>628.18</b>

Note:- 14		
OTHER NON CURRENT ASSETS		(In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
<b>(Unsecured consider good unless otherwise state)</b>		
Security and earnest money deposits	112.83	112.15
Fixed deposits with maturity of more than 12 months	19.20	10.21
<b>Total</b>	<b>132.03</b>	<b>122.36</b>

Note:- 15		
TRADE RECEIVABLES		(In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
(a) Secured, considered good;	-	
(b) Unsecured, considered good;	9,733.26	9,042.75
(c) Doubtful.	108.65	108.65
	9,841.91	9,151.40
Less :- Provision for Doubtfull debts	108.65	108.65
<b>Total</b>	<b>9,733.26</b>	<b>9,042.75</b>

(Balances are As taken, valued and certified by management )

Particulars	As at March 31, 2025					
	Outstanding for following periods from due date of payment					Total
	< 6 Months	6months - 1year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receiv-ables — considered good	7,542.19	1,527.82	109.90	126.84	426.51	9,733.26
Undisputed Trade Re- ceivables — considered doubtful	-	-	-	-	108.65	108.65
Disputed Trade Receiv-ables consid- ered good	-	-	-	-	-	-
Disputed Trade Receiv-ables consid- ered doubtful	-	-	-	-	-	-
<b>TOTAL</b>	<b>7,542.19</b>	<b>1,527.82</b>	<b>109.90</b>	<b>126.84</b>	<b>535.16</b>	<b>9,841.91</b>



Particulars	As at March 31, 2024					
	Outstanding for following periods from due date of payment					
	< 6 Months	6months - 1year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receiv-ables — con-sidered good	7,671.76	506.64	185.00	89.33	590.02	9,042.75
Undisputed Trade Re-ceivables — considered doubtful	-	-	-	-	108.65	108.65
Disputed Trade Receiv-ables consid-ered good	-	-	-	-	-	-
Disputed Trade Receiv-ables consid-ered doubtful	-	-	-	-	-	-
<b>TOTAL</b>	<b>7,671.76</b>	<b>506.64</b>	<b>185.00</b>	<b>89.33</b>	<b>698.67</b>	<b>9,151.40</b>

Note:- 16

CASH AND CASH EQUIVALENTS (In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Balances with Banks	647.40	556.05
Cash on Hand (As certified by management)	9.73	12.77
Bank deposits (Balances with bank - Less than 3 Month)	2.81	-
	659.94	568.82
Other Bank Balance		
Bank deposits (Balances with bank - maturity is less than 12months)	626.89	800.51
Bank deposits (Balances with bank - maturity is more than 12months)	19.20	10.21
	646.09	810.72
Less: Non-current bank balance transferred to other	(19.20)	(10.21)
	626.89	800.51
<b>Total</b>	<b>1,286.84</b>	<b>1,369.33</b>

Note:- 17

SHORT TERM LOANS AND ADVANCES (In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Loan to related party and others	2,539.50	2,706.00
Advance to vendors	122.11	69.52
Advance for purchase of investment	165.00	45.00
Advances to staff	8.19	7.57
Other Advances	0.08	4.90
Prepaid expenses	67.23	26.56
Security and earnest money deposits	314.09	183.65
Interest accrued on fixed deposit	38.16	41.07
Interest accrued on loans	214.15	215.78
	3,468.50	3,300.05
Balance with statutory authorities		
Balance with statutory authorities	806.86	133.47
Advance GST Paid	2.81	2.44
TDS On GST (ITC)	54.24	63.21
	863.91	199.12
<b>Total</b>	<b>4,332.41</b>	<b>3,499.17</b>

Note:- 18

OTHER CURRENT ASSETS (In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Unbilled revenue	1,470.13	2,078.99
	<b>1,470.13</b>	<b>2,078.99</b>

Note:- 19

REVENUE FROM OPERATIONS (In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Sale of Services		
- Domestic (Services)	19,224.62	20,154.90
- Export (Services)	2.08	-
<b>Total</b>	<b>19,226.69</b>	<b>20,154.90</b>

Note:- 20

OTHER INCOME (In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Interest Income		
- Bank (Fixed Deposit)	44.63	76.62
- Refund of Income Tax	-	30.83
- Others	304.67	199.15
Rent received	7.39	10.16
Profit from partnership firms	35.66	47.02
Profit on sale of Property, Plant & Equipment (net)	8.99	0.02
Profit on sale of investment (net)	18.50	-
Miscellaneous Income	69.74	85.41
Liabilities no longer required written back	59.38	0.85
<b>Total</b>	<b>548.95</b>	<b>450.07</b>

Note:- 21

COST OF SERVICES (In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Cost of Service	15,465.30	15,145.63
<b>Total</b>	<b>15,465.30</b>	<b>15,145.63</b>

Note:- 22

EMPLOYEES BENEFIT EXPENSE (In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Salaries, Wages & Bonus	1,410.64	1,336.22
Contribution to Provident and other funds	27.20	11.68
Staff Welfare Expenses	62.75	57.06
<b>Total</b>	<b>1,500.60</b>	<b>1,404.96</b>

Note:- 23

FINANCE COST (In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Interest Expense		
Interest on Bank Loans, Bill Discounting, Cash Credits	70.14	70.02
Interest on Unsecured Loan	-	6.42
Interest on MSME	6.12	10.38
Other Borrowings Costs		

Other Borrowings Cost 4.65 5.04

**Total 80.91 91.86**

Note:- 24

DEPRECIATION & AMORTIZATION EXPENSE (In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Depreciation of property, plant and equipment	242.67	135.64
Amortisation of intangible assets	1.81	3.18
<b>Total</b>	<b>244.48</b>	<b>138.82</b>

Note:- Refer Note No -10A

Note:- 25

OTHER EXPENSES (In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Legal and professional charges	353.98	433.17
Directors Fees	1.75	2.10
Rent expenses	244.06	236.16
Telephone expenses	19.09	17.36
Electricity, water and house tax	66.36	59.43
Conveyance expenses	62.59	61.36
Vehicle running and maintenance	40.46	39.14
Repair and maintenance expenses	67.38	61.68
Office maintenance expenses	98.37	165.15
Miscellaneous Balance written off	210.77	14.10
Business promotion expenses	169.48	148.08
Travelling expenses	60.07	70.80
Printing and stationery	10.24	10.15
Postage and telegram	2.30	2.68
Fees and subscription	23.65	26.32
Books and periodicals	8.09	8.35
Advertisement expenses	2.17	4.77
Insurance expenses	15.10	8.12
Commission expenses	9.38	61.93
Security guard expenses	14.93	14.03
Auditor's remuneration	5.98	5.60
Bank charges	6.60	2.95
CSR Expenses	32.00	12.23
Tax Exp. (Demand/Gst Reversal Etc.)	14.70	7.55
Loss on sale of property plant and equipment	-	69.55
Foreign exchange loss	14.59	0.05
Misc. expenses	6.70	4.44
<b>Total</b>	<b>1,560.77</b>	<b>1,547.25</b>

Repairs & Maintenance Expenses

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Repairs of Buildings	8.97	14.70
Repairs - Others	58.41	46.98
<b>Total</b>	<b>67.38</b>	<b>61.68</b>

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Statutory Audit	4.50	3.20
Tax Audit	0.90	0.90
Other Services	0.58	1.50
<b>Total</b>	<b>5.98</b>	<b>5.60</b>

Note:- 26

Earning per share (Basic & diluted)

Particulars	UOM	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Earning per share (Basic & diluted)			
Net profit after tax as per statement of profit and loss	Rs. In lakh	675.33	1,690.29
Weighted average number of shares outstanding during the year ( For Basic earning per share )	Numbers	2,44,30,000	2,33,23,197
Weighted average number of shares outstanding during the year ( for Diluted earning per share )	Numbers	2,49,30,000	2,34,44,668
(Face value Rs. 10/- each)			
Basic earning per share	Rupees	2.76	7.25
Diluted earning per share	Rupees	2.71	7.21

Note:- 27

Contingent liability not provided for: :

Bank guarantees Issued

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Bank guarantees Issued	1,008.20	722.56
	-	-
<b>Total</b>	<b>1,008.20</b>	<b>722.56</b>

In respect of Income Tax

Particulars	Year	Forum where the dispute is pending	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Income Tax Demand u/s 143(3) where the cases are pending at various stage of appeal with authorities	A.Y. 2017-18	CCIT (Ap-peals)-NFAC	16.77	16.77
Income Tax Demand u/s 167(1 ) where the cases are pending at various stage of appeal with authorities	A.Y. 2021-22	CPC	4.60	3.65
Income Tax Demand u/s 143(3) where the cases are pending at various stage of appeal with authorities	A.Y. 2015-16	ITAT	-	2.13
Outstanding Demad Outsatnding on Traces Portal	FY 2021-22	TRACES	0.30	-
<b>Total</b>			<b>21.67</b>	<b>22.55</b>

The Company has received demands related to three different assessment years from the Central Processing Unit (CPC) under the Income Tax Act, 1961, via the income tax web portal. These demands have arisen in the ordinary course of business. The Company has responded to these demands through the web portal and does not expect any material adjustments to be required in the standalone financial statements concerning these demand orders.

Note:- 28

There are no present obligations requiring provisions in accordance with the guiding principles as enunciated in Accounting Standard (AS) - 29, "Provisions, Contingent liabilities & Contingent Assets" as it is not probable that an outflow of resources embodying economic benefits will be required.

Note:- 29

Capital commitments:

Estimated number of contracts remaining to be executed on capital account (net of advances) and not provided for - Rs. 0.00 (Previous Year: Rs 313.64 )

Note:- 30

The Company has not recognized any loss on impairment in respect of assets of the Company as is required in terms of Accounting Standard 28 on "Impairment of Assets" since in the opinion of the Management, the reduction in value of any asset, to the extent required, has already been provided for in the books.

Note:- 31

Foreign exchange earned and used:

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Foreign exchange earned	2.08	-
Foreign exchange used	792.55	156.87

Note:- 32

There are no foreign currency exposures at the end of the financial year (Previous year Rs. Nil).

Note:- 33

In accordance with the provisions of Accounting Standard on impairment of Assets, (AS-28), the management has made assessment of assets in use & considering the business prospects related thereto, no provision is considered necessary in these accounts on account of impairment of assets.



Note:- 34

Details of dues to Micro and Small Enterprises as per MSMED Act, to the extent of information available with the Company are as follows:

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
"The principle amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year; "		
(i) Principal Amount	28.85	98.03
(ii) Interest due on above	6.12	10.38
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	6.12	10.38

The information as required to be disclosed under the Micro, Small and Medium Enterprises (Development) Act, 2006 ("the Act") in the process at management level, so the disclosure requirement for balance outstanding, interest paid/payable as the year end as required by the Act has not been given.

Note:- 35

Assets taken on lease.

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Lease payments for the year	244.06	236.16
<b>Total</b>	<b>244.06</b>	<b>236.16</b>

Future minimum lease payments

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Lease payments for the year not later than Five Year	384.34	105.70
Later than Five Year	3.79	163.32
<b>Total</b>	<b>388.13</b>	<b>269.02</b>

Note:- 36

Events after balance sheet date

No adjusting or significant non-adjusting events have occurred between the reporting date and date of approval for issuance of these standalone financial statements.

Note:- 37

In the opinion of the Board and to the best of their knowledge and belief, the value on realisation of loans, advances and current assets in the ordinary course of business will not be less than the amount at which these are stated in the Balance Sheet.

Note:- 38

Segment reporting: The Company's business activity primarily falls within a single business segment i.e. advertising and marketing Services. The Company operates only in one geographical segment i.e. domestic. Since there is neither more than one business segment nor more than one geographical segment, segment information as per AS 17 is not required to be disclosed

Note:- 39

Financial ratios

S.No	Ratio	Numerator	Denominator	March 31, 2025	March 31, 2024	% change	Reason for variance >25 %
1	Current ratio	Current Assets	Current Liabilities	2.03	2.15	-5.49%	
2	Debt- Equity Ratio	Total Debt	Shareholder's Equity	0.05	0.05	4.90%	
3	Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	7.72	154.88	-95.02%	There is an Decrease in profitability
4	Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	0.06	0.21	-70.80%	There is a decrease in turnover and an increase in shareholders' equity compared to last year.
5	Inventory Turnover ratio	Cost of goods sold	Average Inventory	NA	NA		Not applicable as Company business does not involved inventory
6	Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	2.05	2.63	-22.11%	

7	Trade Pay-able Turn-over Ratio	Net pur-chases = Gross purchases - purchase return	Average Trade Pay-ables	3.08	3.21	-4.21%	
8	Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Cur-rent liabili-ties	2.25	2.36	-4.50%	
9	Net Profit ratio	Net Profit	Net sales = Total sales - sales return	0.04	0.08	-58.12%	" There is a signif-icant decrease in turnover and net profit from opera-tions."
10	Return on Capital Em-ployed	Earnings be-fore interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax	0.09	0.22	-60.18%	During the year, funds were raised through an IPO, resulting in an increase in share-holders' equity as compared to last year.
11	Return on Investment	Interest (Finance Income)	Investment	0.07	0.07	-3.36%	

Note:- 40

Related parties disclosures: Disclosures in respect of Related Parties as defined in Accounting Standard (AS) 18, with whom transactions were carried out in the ordinary course of business during the year as given below:

A. Related parties and their relationship:

a) Associate:

BB & HV Private Limited (w.e.f April 1, 2023)\*

b) Key management personnel and their relatives:

Mr. Kunal Lalani (Director)

Mrs. Vimi Lalani (Director)

Mr. Ashraye Lalani (Son of Director)

Mr. H.M. Lalani (Director)

Mr. Vinod Zutshi (Director) (w.e.f. 01st December 2022)

Mr. Atul Jeevandharkumar Hedge (Director) (w.e.f. 01st December 2022)

Mr. Surendra Pagaria (Director) (w.e.f. 21st January 2023)

Mr. Akbar Mehtab (CS) (w.e.f.10th March 2025)

Mrs. Neelu Prajapati (CS) (upto 07th June 2023)

Mr. Gagan Mahajan (CS) (Upto 10th March 2025)

Mr. Mukesh Singhal (CFO) (w.e.f 04th November 2024)

Mrs. Ruchi Singhal (Wife of CFO)

Mr. Rajat Singhal (CFO) (upto 31st October 2024)

c)	Enterprises owned or significantly influenced by key management personnel to whom transctions entered during the year
	Mega Cabs Limited
	Mega Corporation Limited
	Coeus Communications India LLP
	Ultraviolet Digital Solutions LLP
	Mega Luxuries & Hotels LLP
	Bengaluru Megacabs Private Limited
	All White Communications LLP
	Omni Media Communications Private Limited
	YAAP Digital Private Limited
	OPLIFI Digital Private Limited
	Vimi Investments and Finance Private Limited
	Indication Instruments Limited

B. Transactions with related parties

Particulars	Associate		Key Management Personnel		Others		Total	
	For the year ended		For the year ended		For the year ended		For the year ended	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Loan received/taken (Loan repaid)								
Loan given (Loan received back)	-	-	-	-	800.00	2,070.00	800.00	2,070.00
Mega Corporation Limited	-	-	-	-	(820.00)	(200.00)	(820.00)	(200.00)
Investment made and ( received back ) in capital fund of Partnership Firms	-	-	-	-	(50.00)	(19.00)	(50.00)	(19.00)
Ultra Violet Digital Solutions LLP	-	-	-	-	(85.00)	85.00	(85.00)	85.00
All White Communications LLP	-	-	-	-	-	-	-	-
Investment in equity of Associate	-	67.20	-	-	-	-	-	-
BB & HV Private Limited*	-	-	-	-	-	-	-	67.20
* transaction related with the period when BB & HV Private Limited not considered as associate	-	-	-	-	-	-	-	-
Remuneration paid	-	-	60.00	60.00	-	-	60.00	60.00
Kunal Lalani	-	-	36.00	36.00	-	-	36.00	36.00
Vimi Lalani	-	-	12.00	9.00	-	-	12.00	9.00
Ashraye Lalani	-	-	-	0.80	-	-	-	0.80
Neelu Prajapati (CS )	-	-	8.43	8.08	-	-	8.43	8.08
Gagan Mahajan (CS)	-	-	0.60	-	-	-	0.60	-
Akbar Mehtab (CS)	-	-	23.94	41.01	-	-	23.94	41.01
Rajat Singhal ( CFO )	-	-	6.28	-	-	-	6.28	-
Mukesh Singhal ( CFO )	-	-	7.83	-	-	-	7.83	-
Ruchi Singhal ( Wife of CFO )	-	-	-	-	-	-	-	-
Rent received	-	-	-	-	-	-	-	-
Rent paid	-	-	36.00	36.00	-	-	36.00	36.00
Kunal Lalani	-	-	-	-	-	-	-	-

Interest income

Mega Corporation Limited	-	-	-	234.15	93.82	234.15	93.82
Expense reimbursement made							
Mega Cabs Private Limited	-	-	-	0.02	0.02	-	0.02
Mega corporation Limited	-	-	-	0.02	0.24	0.02	0.24
Kunal Lalani	50.74	84.34	-	-	-	50.74	84.34

Particulars	Associate		Key Management Personnel		Others		Total	
	For the year ended		For the year ended		For the year ended		For the year ended	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Director sitting fee	-	-	-	-	-	-	-	-
Vinod Zutshi	-	-	0.70	1.05	-	0.70	1.05	-
Surendra Kumar Pagaria	-	-	0.70	0.70	-	0.70	0.70	-
Atul Jeevandharkumar Hedge	-	-	0.35	0.35	-	0.35	0.35	-
Service received	-	-	-	-	-	-	-	-
Coeus Communications India LLP	-	-	-	3.72	67.59	3.72	67.59	-
Omni Media Communications Private Limited	-	-	-	396.48	13.84	396.48	13.84	-
All White Communications LLP	-	-	-	11.15	-	11.15	-	-
Service Provided	-	-	-	-	-	-	-	-
Mega Cabs Private Limited	-	-	-	1.67	2.90	1.67	2.90	-
YAAP Digital Private Limited	-	-	-	1,105.09	697.09	1,105.09	697.09	-
Indication Instruments Limited	-	-	-	1.69	2.03	1.69	2.03	-
Coeus Communications India LLP	-	-	-	11.22	-	11.22	-	-
C. Outstanding balances at year end	-	-	-	-	-	-	-	-



Particulars	Associate		Key Management Personnel		Others		Total	
	For the year ended	March 31, 2025	March 31, 2024	For the year ended	March 31, 2025	March 31, 2024	For the year ended	March 31, 2025
Investment in equity of associate								
BB & HV Private Limited	-	107.20	-	-	-	-	-	107.20
* transaction related with the period when BB & HV Private Limited not considered as associate	-	-	-	-	-	-	-	-
Investment in Partnership Firm								
Ultra Violet Digital Solutions LLP								
Capital account	-	-	-	256.00	306.00	256.00	306.00	306.00
Current account	-	-	-	74.67	74.78	74.67	74.78	74.78
All White Communications LLP								
Capital account	-	-	-	36.57	121.57	36.57	121.57	121.57
Current account	-	-	-	44.06	44.06	44.06	44.06	44.06
Coeus Communications India LLP								
Capital account	-	-	-	50.00	50.00	50.00	50.00	50.00
Current account	-	-	-	25.09	38.47	25.09	38.47	38.47
Trade payable								
Mega Cabs Private Limited	-	-	-	-	140.88	-	-	140.88
Omni Media Communications Private Limited	-	-	-	-	69.30	-	-	69.30
Coeus Communications India LLP	-	-	-	3.66	-	3.66	-	-
All White Communications LLP	-	-	-	10.96	-	10.96	-	-
Remuneration payable								
Kunal Lalani	-	-	1.60	1.89	-	-	1.60	1.89
Vimi Lalani	-	-	2.30	2.30	-	-	2.30	2.30
Rajat Singhal ( CFO )	-	-	-	2.63	-	-	-	2.63
Mukesh Singhal ( CFO )	-	-	1.24	-	-	-	1.24	-
Ruchi Singhal ( Wife of CFO )	-	-	1.08	-	-	-	1.08	-
Ashraye Lalani	-	-	0.93	0.70	-	-	0.93	0.70
Gagan Mahajan (CS)	-	-	0.05	0.65	-	-	0.05	0.65
Akbar Mehtab (CS)	-	-	0.58	-	-	-	0.58	-

Trade receivable								
Mega Cabs Private Limited	-	-	0.32	0.32	0.32	0.32	0.32	0.32
Omni Media Communications Private Limited	-	-	7.24	7.24	7.24	7.24	7.24	7.24
YAAP Digital Private Limited	-	-	560.04	103.45	560.04	103.45	103.45	103.45
Coeus Communications India LLP	-	-	11.03	-	11.03	-	-	-
Loan receivable								
Mega Corporation Limited	-	-	1,850.00	1,870.00	1,850.00	1,870.00	1,870.00	1,870.00
Interest receivable ( Short term loan and advance )								
Omni Media Communications Private Limited	-	-	-	80.76	-	-	80.76	80.76
Mega Corporation Limited	-	-	148.64	43.31	148.64	43.31	148.64	43.31

B. DETAILS OF LEAVE ENCASHMENT

I. ASSUMPTIONS:	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Discount rate	6.60%	7.20%
Salary Growth Rate	10.00%	10.00%

II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION:	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Defined Benefit Obligation at beginning of the year	27.81	24.54
Current Service Cost	5.32	4.86
Interest cost	1.86	1.65
Benefits Paid	(5.65)	(3.82)
Actuarial (Gains)/Losses	(0.25)	0.57
Defined Benefit Obligation as at end of the year	29.08	27.81

III. AMOUNT RECOGNIZED IN THE BALANCE SHEET:	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Net liability as at beginning of the year	27.81	24.54
Net expense recognized in the Statement of Profit and Loss	6.93	7.08
Benefits Paid	(5.65)	(3.82)
Net Liability/(Asset) Transfer In		
Net liability as at end of the year	29.08	27.81

IV. EXPENSES RECOGNISED	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Current Service Cost	5.32	4.86
Interest Cost	1.86	1.65
"Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions"	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(0.25)	0.57
Actuarial (Gains)/Losses on Obligations - Due to Experience	-	-
Expense charged to the Statement of Profit and Loss	6.93	7.08

V. EXPERIENCE ADJUSTMENTS	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Experience Adjustment on Plan Liabilities	(1.50)	0.27
Actuarial Loss/Gain due to change in Financial Obligations	1.25	0.31
Net Actuarial Gain Loss	-0.25	0.57

Note:- 41

Employees benefits: As per Accounting Standard 15 "Employee Benefits", the disclosures as defined in the Accounting Standard are given below:

A. Defined contribution plan - provident fund: Contribution to Defined Contribution Plan, recognised as expenses for the year ended in Note No. 22 'Employees Benefit Expenses' under the head 'Contribution to provident & other funds'.

B. Defined benefit plan – gratuity: In accordance with Accounting Standard - 15 (Revised 2005), actuarial valuation was obtained from the actuary in respect of the aforesaid defined benefit plans using projected unit credit method.

C. Defined benefit plan – leave encashment: In accordance with Accounting Standard - 15 (Revised 2005), actuarial valuation was obtained from the actuary in respect of the aforesaid defined benefit plans using projected unit credit method.

A. DETAILS OF GRATUITY

I. ASSUMPTIONS:	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Discount rate	6.60%	7.20%
Salary Growth Rate	10.00%	10.00%

II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION:	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Defined Benefit Obligation at beginning of the year	215.61	196.70
Current Service Cost	31.35	28.07
Interest cost	13.41	12.97
Benefits Paid	(34.93)	(15.75)
Actuarial (Gains)/Losses	4.29	(6.39)
Actuarial (Gains)/Losses	-	-
Defined Benefit Obligation as at end of the year	229.73	215.61

III. AMOUNT RECOGNIZED IN THE BALANCE SHEET:	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Net liability as at beginning of the year	215.61	196.70
Net expense recognized in the Statement of Profit and Loss	49.05	34.65
Benefits Paid	(34.93)	(15.75)
Net Liability/(Asset) Transfer In	-	-
Net liability as at end of the year	229.73	215.61

IV. EXPENSES RECOGNISED	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Current Service Cost	31.35	28.07
Interest Cost	13.41	12.97
"Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions"	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	4.29	(6.39)

Actuarial (Gains)/Losses on Obligations - Due to Experience	-	-
Expense charged to the Statement of Profit and Loss	49.05	34.65

V. EXPERIENCE ADJUSTMENTS	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Experience Adjustment on Plan Liabilities	(3.47)	(8.20)
Acturial Loss/Gain due to change in Financial Obligations	7.76	1.81
Net Acturial Loss/(gain) for the Year	4.29	(6.39)

Note:- 42

Segment reporting: The Company's business activity primarily falls within a single business segment i.e. advertising and marketing Services. The Company operates only in one geographical segment i.e. domestic. Since there is neither more than one business segment nor more than one geographical segment, segment information as per AS 17 is not required to be disclosed

Note:- 43

The Company had given loans/ advances to various companies. Loans amount outstanding as at year end is given in below mentioned table as per Section 186(4) of the Companies Act, 2013.

a) Particular of Loan Given

S. No	Name of Lonee	"Opening balance as on April 1, 2024"	"Loan given"	"Loan repaid"	"Outsatanding balance as on March 31,2025"	Purpose
1	Mega Corporation Ltd.	1870	800	820	1850	Operational

31-Mar-24

S. No	Name of Lonee	Opening balance as on april 1, 2024	"Loan given"	"Loan repaid"	"Outsatanding balance as on March 31,2025"	Purpose
1	Mega Corporation Ltd.	-	2,111.13	241.13	1,870.00	Operational

b) Particular's  
of Investment  
made.

S. No	Name of Lonee	"Opening balance as on April 1, 2024"	Investment made	Investment redeemed/ partner's capital drawing	"Outsatanding balance as on March 31,2025"	Purpose
1	Ultra Violet Digital Solutions LLP	306.00		50.00	256.00	Operational

2	All White Communications LLP	121.57		121.57	Operational
3	Coeus Communications India	50.00	85.00	135.00	Operational
4	BB& HV Private Limited	107.20		107.20	Operational

31-Mar-24

S. No	Name of Lonee	"Opening balance as on April 1, 2023"	Investment made	Investment redeemed/ partner's capital drawing	"Outsatanding balance as on March 31,2024"	Purpose
1	Ultra Violet Digital Solutions LLP	325.00	-	19.00	306.00	Operational
2	All White Communications LLP	36.57	85.00	-	121.57	Operational
3	Coeus Communications India	50.00			50.00	Operational
4	BB& HV Private Limited	-	107.20		107.20	Operational

Particulars of Security Deposit: Nil (Previous year Nil)

Note:- 44

The amount required to be spent as Corporate Social Responsibility( CSR) under Section 135 of the Companies Act ,2013 for the year ended March31,2025 is Rs.31.75 Lakhs (Previous Year: Rs. 12.22 Lakh) i.e. 2% of average net profits for last three financial years, calculated as per Section 198 of the Companies Act, 2013.

The Company had spent Rs. 32.00 Lakhs on CSR Projects / initiatives during the year (Previous year: Rs.12.23l Lakh), which are summarized as under:

S. No.	Nature of activities	For the Year ended March 31, 2025	For the Year ended March 31, 2024
1	To Provide Shelter, food and medical care for homeless elderly, special care for critical patients to save their lives	-	3.00
2	To Empower to economically background Children through knowl- edge, health care , education, Vocational training and commitment	-	2.23
3	Education and welfare	-	5.00
4	Welfare of less privileged people	-	2.00
5	"Plantation And Prevention Of Environment Pollution and Skill Development Of Deprived Section Of Community "	32.00	-
Total		32.00	12.23



Note:- 45

Other Statutory Information:

(i)	The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
(ii)	The Company does not have any transactions with companies struck off.
(iii)	The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
(iv)	The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
(v)	The Company is not a declared wilful defaulter by any bank or financial Institution or other lender, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India, during the year ended March 31, 2024 and March 31, 2023.
(vi)	The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a)	Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b)	Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
(vii)	The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall -
(a)	Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b)	Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
(viii)	The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

31-03-2025

S. No	Particulars	All Parties	Promoters	Related Parties
1	Aggregate amounts of loans/ advances in nature of loans - Repayable on demand	2,539.50	-	1,850.00
2	Percentage of loans/ advances in nature of loans to the total loans	100.00%	-	72.85%

31-03-2024

S. No	Particulars	All Parties	Promoters	Related Parties
1	Aggregate amounts of loans/ advances in nature of loans - Repayable on demand	2706	-	1870
2	Percentage of loans/ advances in nature of loans to the total loans	100.00%	-	69.11%

(ix)	No layers of companies has been established beyond the limit prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
(x)	The company has used an accounting software (FINAC) for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. however, there is some inherent limitations of this accounting software like i) user creation and deletion log not maintained ii) User Identification issue after deletion of User ID iii) software uses user's system date and time instead of Actual time & etc

Note:- 46

Investment in Associate: On April 01, 2023, the Company made an investment of Rs.107.20 lakhs in BB&HV Private Limited ("BBHV"), resulting in an increase in the Company's stake from 0.90% to 31.14%. As a result, BBHV has been considered an associate of the Company. Additionally, the Company has opted for consolidated financial statements for the first time due to this investment, and therefore previous year figures are not presented here.
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Note:- 47

Data Back Up: As per the MCA notification dated August 5, 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022. As per the amended rules, the Companies are required to maintain the back-up of the books of account and other relevant books and papers in electronic mode that should be accessible in India at all the time. Also, the Companies are required to create back-up of accounts on servers physically located in India on a daily basis.
The books of account along with other relevant records and papers of the Company are maintained in electronic mode. These are readily accessible in India at all times and a back-up is maintained in servers situated in India and The Company and its officers have full access to the data in the servers

Note:- 48

Monies raised during the period by the Company by way of initial public offer were utilized for the purpose for which they were raised, though idle/surplus funds which were not required for immediate utilization have been invested in liquid funds, fixed deposits and interest bearing loan given to group company repayable on demand.
--

S. No	Description	Amount (Rs.)
1	Total Fund Utilised for the purpose at the beginning	782.72
2	Fund utilised for the purpose during the year	240
3	Total Unutilised fund Parked as Fixed Deposits	500
4	Total Unutilised fund Parked as ICD to the Group Companies	1800
Total IPO Proceed (net of ipo expenditure)		3322.72

Note:- 49

Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure

As per our report of even date		
For Manish Pandey & Associates	For and on behalf of the Board of Directors of	
Chartered Accountants	Crayons Advertising Limited	
FRN: 019807C		
Sd/-	Sd/-	Sd/-
Garima Gulati	Kunal Lalani	Vimi Lalani
(Partner)	Managing Director	Director
Membership No. -420785	DIN : 00002756	DIN : 00010548
UDIN - 25420785BMXIDD7733		
	Sd/-	Sd/-
Place : New Delhi	Mukesh Singhal	Akbar Mehtab
Date : 28/05/2025	Chief Financial Officer	Company Secretary

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
Crayons Advertising Limited

Report on the Audit of the Consolidated Financial statements

### Opinion

We have audited the accompanying Consolidated Financial statements of Crayons Advertising Limited (Formerly known as Crayons Advertising Private Limited), (hereinafter referred to as "The Company" or "The Holding Company") and its three controlled partnership firms (the Holding Company and its controlled partnership firms together referred to as "The Group") and an associate which comprise the consolidated balance sheet as at March 31st 2025, the consolidated Statement of profit and loss and the consolidated cash flow statement for the year then ended, and notes to the consolidated Financial statements, including a summary of significant accounting policies and other explanatory information. (hereinafter referred to as "The Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the three controlled partnership firms and its associate referred to in the other matters section below, the aforesaid Consolidated Financial statements give the information required by the Companies Act, 2013, as amended ("The Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2025, its profit and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the Consolidated Financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial statements' section of our report. We are independent of the Group and its associate in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in 'Other Matters' paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial statements.

### Emphasis of Matter

We draw attention to Note 43 (b) to the consolidated financial statements wherein the auditor of the associate Company, BB&HV Private Limited has mentioned that the associate Company has not appointed any whole time company secretary as required under section 203 of the Act read with rule 8A of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. Our opinion is not modified in respect of this matter.

### Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no Key audit matters to be communicated in our report.

Information Other than the Consolidated Financial statements and Auditor's Report Thereon  
The Holding Company's Board of Directors is responsible for the other information. The other information comprises information included in the Annual Report but does not include the Consolidated Financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report.

Our opinion on the Consolidated Financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's and Board of Directors' Responsibility for the Consolidated Financial Statements  
The Holding Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows of the of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Companies (Accounting Standards) Rules, 2006 (as amended) specified under section 133 of the Act, read with the Companies (Accounts) Rules, 2014). The respective Management and Board of Directors of the companies included in the Group and its associate are responsibility for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the each Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial statements, the respective Management and Board of Directors of the companies included in the Group and its associate are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to

going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies/ entities included in the Group and its associate are responsible for overseeing the financial reporting process of each company/ entity.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial statements, whether due to fraud or error; design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the set of consolidated financial statements on whether the Group and its Associate has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and board of directors.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and its associate Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial statements, including the disclosures, and whether the Consolidated Financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and an associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other



entities or business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

- i. We did not audited the financial statements/financial information of three controlled partnership firms whose financial statements/financial information reflect total assets of Rs. 1470.82 lakhs as at March 31, 2025; as well as the total revenue of Rs. 4183.36 lakhs for the year ended March 31, 2025, net profit after tax of Rs. 70.59 lakh and net cash inflow amounting to Rs. 121.78 lakhs for the year ended March 31, 2025, as considered in these consolidated financial statements. These financial statements and other financial information have been audited by other auditors whose audit reports for the year ended March 31, 2025, have been furnished to us by the management, and our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of these controlled partnership firms and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid controlled partnership firm is based solely on the report of the other auditors.
- ii. The consolidated financial statements also include the Group's share of profit of Rs. 1093.98 lakhs for the year ended March 31, 2025, in respect of an associate. This financial statements and other financial information have been audited by other auditor whose audit report for the year ended March 31, 2025, have been furnished to us by the management, and our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of this associate and our report in terms of sub-section (3) of Section 143 of the Act, insofar as it relates to the aforesaid associate, is based solely on the report of the other auditor.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the controlled partnership firms and associate incorporated in India, we give in the "Annexure A" a statement on the matters specified in paragraphs 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on financial statements of such controlled partnership firms and its associate were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
  - (b) In our opinion, proper books of account as required by law have been kept by the Group and its associate so far as it appears from our examination of those books except for the matters stated in paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Consolidated Financial statements comply with the Companies (Accounting Standards) Rules, 2006 (as amended) specified under section 133 of the Act, read with the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors of the holding company as on March 31st, 2025 taken on record by the Board of Directors of holding Company and the reports of the statutory auditors of its Controlled partnership firms and associate incorporated in India, none of the directors is disqualified, wherever applicable as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in the paragraph 2(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - (g) With respect to the adequacy of the internal financial controls with reference to these Consolidated Financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
  - (h) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid/ provided by the Company, its controlled partnership firms and its associate to its directors, wherever applicable in accordance with the provisions of section 197 read with Schedule V to the Act; and
    - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

The Group and its associate does not have any pending litigations which would impact its financial position;

- ii. The Group and its associate did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group and its associate;
- iv.

a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 42(vi) to the Consolidated Financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group and its associate to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group and its associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 42(vii) to the Consolidated Financial statements, no funds have been received by the Group and its associate from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group and its associate shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

- v. No dividend has been declared or paid during the year by the Group and its associate.
- vi. As stated in note 42(xi) to the consolidated financial statements and based on our examination which included test checks performed by us on the Holding Company and by the respective auditor of the associate which incorporated in India and audited under the Act, except for the instances mentioned below, in respect of financial year commencing on 1 April 2023, have used accounting software for maintaining their books of account which has a feature of recording audit trail (edit log) facility and the same have operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we and auditor of the above referred associate did not come across any instance of audit trail feature being tampered except mention below:
  - i. With respect of holding Company, The Company had made the assessment for books of account as per definition in the Act and identified FINAC as an accounting software used for the creation and maintenance of books of accounts which has a feature of

recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded. Further, in case of the Company, audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instance of the audit trail feature being tampered with except some of the inherent limitations in tally (refer note 42(xi) of the consolidated financial statements).

- ii. Reporting under this rule is not applicable to controlling partnership firms.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025

For **Manish Pandey & Associates**

Chartered Accountants

Firm Registration Number:

Sd/-

**Garima Gulati**

Partner

Membership Number: 420785

UDIN: 25420785BMXIDE2472

Place: New Delhi

Date: 28/05/2025

**Annexure B** to the Independent Auditors' Report to the members of Crayons Advertising Limited (Formerly known as Crayons Advertising Private Limited), dated May 28, 2025 on its Consolidated Financial Statements

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("The Act") as referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section.**

Our reporting on the internal financial control with reference to consolidated financial statement is not applicable in respect of three controlled partnership firms and associate.

In conjunction with our audit of the consolidated financial statements of Crayons Advertising Limited (Formerly known as Crayons Advertising Private Limited) ("The Holding Company" or "Company") as of and for the year ended March 31, 2025, we have audited the Internal Financial Controls over Financial Reporting of Crayons Advertising Limited (Formerly known as Crayons Advertising Private Limited) incorporated in India, for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding company, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to

consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditor of the relevant subsidiaries in terms of their report referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

#### **Meaning of Internal Financial controls with Reference to Consolidated Financial Statements**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

#### **Inherent Limitations of Internal Financial controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial Controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Holding Company have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at March 31, 2025, based on the internal financial controls with reference to consolidated financial statements criteria established by the such companies considering the essential components of such internal control stated in the Guidance Note on



Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

**Other Matters:**

Our aforesaid reports under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to three controlled partnership firm and one associate company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies. According to the report on the Internal Financial Controls under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 is not applicable to these all four entities. Our opinion is not modified in this respect.

For **Manish Pandey & Associates**  
Chartered Accountants  
Firm Registration No.

Sd/-  
**Garima Gulati**  
Partner  
Membership Number: 420785  
UDIN: 25420785BMXIDE2472  
Place: New Delhi  
Date:28.05.2025

**Notes to the CONSOLIDATED financial statements for the year ended March 31, 2025**

(All Amounts are in rupees lakhs, unless otherwise stated)

**1 CORPORATE INFORMATION**

Crayons Advertising Limited is a public limited company registered under the erstwhile Companies Act 1956 is in the business of advertising, branding and communication. It started its operations in 1986 has an all-India footprint with 7 offices. The company operates from its office at New Delhi

The Board of Directors (Board) of the Company in their board meeting dated December 01, 2022 has approved raising of capital for the Company through an Initial Public Offering (IPO). Subsequent to the year end the Company has completed fresh issue of equity shares by Initial Public Offer (“IPO”) of Equity Shares of the face value of Rs. 10/- each at an issue price of Rs. 65/- per Equity Share of 64,30,000 shares. Pursuant to the IPO, the Equity Shares of the Company were listed on National Stock Exchange of India Limited (“NSE”)’s Emerger platform on June 02, 2023

The CONSOLIDATED Financial Statements (“CFS”) of the group have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The group has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. The CFS relate to Crayons Advertisement Limited (hereinafter referred as the “Company/ Parent”) and its controlled partnership firms (hereinafter collectively referred as the “Group”)and its Associate.

These CONSOLIDATED financial statements are presented in Indian Rupees.

These CONSOLIDATED financial statements were approved for issue in accordance with a resolution of directors on May 28, 2025.

**2 Summary of significant accounting policies:**

**a) Basis of preparation of CONSOLIDATED financial statements**

The CONSOLIDATED financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to Comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014 & Companies (Accounting Standards) Amendment Rules, 2016 as amended. The CONSOLIDATED financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of CONSOLIDATED financial statements are consistent with those of previous year.

These CONSOLIDATED financial statements have been prepared by the management of the Company and approved by the board of directors at their meeting.

**( b) Use of estimates**

The preparation of CONSOLIDATED financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods

( c ) Property plant and equipment

Tangible assets are stated at cost, less accumulated depreciation and impairment (if any). Cost consists of acquisition cost comprising purchase price (excluding rebates and discounts) and direct cost incurred to make the asset ready to use. All assets costing Rs. 5,000 or below are fully depreciated in the year of addition

Subsequent expenditure related to an item of property plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred. Gains or losses arising from derecognition of property plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

( d ) Depreciation on property plant and equipment

Depreciation on property plant and equipment is provided on written down value method considering the useful lives prescribed in Schedule II to the Companies Act, 2013.

( e ) Intangible assets

Intangible assets are stated at cost which includes any directly attributable expenditure on making the asset ready for its intended use. Intangible assets are amortized over the expected duration of benefit or ten years on written down value method. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. The company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the effect that useful life of an intangible asset exceeds ten years, the company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

( f ) Impairment of property plant and equipment and intangible assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

( g ) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the CONSOLIDATED financial statements at lower cost and fair value determined for each category separately. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

( h ) Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

( i ) Foreign currency transactions and balances

Initial recognition

	Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.
	Conversion
	Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.
	Exchange differences
	All other exchange differences are recognized as income or as expenses in the period in which they arise.
(j)	Provisions
	A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.
	The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.
(k)	Contingent liabilities
	A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the CONSOLIDATED financial statements.
(l)	Cash and cash equivalents
	Cash and cash equivalents comprise cash at bank and in hand and short-term investments with original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.
(m)	Income taxes
	Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date
	Deferred income tax reflects the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences of earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

	Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.
	At each reporting date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.
	The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxable entity and the same taxation authority.
	If Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.
(n)	Revenue recognition
	Revenue from operations are recognized on completion of the project and rendering of services.
	Interest income is recognized on the basis of accrual method on the rates applicable to the transactions.
	Rent is recognized on the basis of accrual as per the agreement.
	Income from investment is accounted for on accrual basis when the right to receive income is established.
	Interest income is accrued on a timely basis, by reference to the principal outstanding and recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.
	Rental income arising from operating lease is accounted on a straight line basis over the lease term.
	In respect of others, Company recognized income when the right to receive is established.



( o ) Employee benefits

Retirement benefit in the form of provident fund contribution to statutory provident fund, pension fund, superannuation fund and ESI are defined contribution schemes. The contributions are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.

The company operates two defined benefit plans for its employees, viz., gratuity and provident fund contribution to Dalmia Cement Provident Fund Trust. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

( p ) Accounting for lease

Where the company is lessee

Finance leases, which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset or the useful life envisaged in Schedule II to the Companies Act, 2013, whichever is lower. However, if there is no reasonable certainty that the company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term or the useful life envisaged in Schedule II to the Companies Act, 2013.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Where the Company is lessor

Leases in which the company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, the company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognized in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

( q ) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

( r ) Basis of Consolidation

In the preparation of these CONSOLIDATED Financial Statements, investment in Subsidiaries and Associate have been accounted for in accordance with Accounting Standard (AS) 21 – CONSOLIDATED Financial Statements and Accounting Standard (AS) 23 – Accounting for Investments in Associates in CONSOLIDATED Financial Statements. The CONSOLIDATED Financial Statements have been prepared on the following basis.

Name of Entity	Country of Incorporation	Relationship	Ownership (in %) held as at 31.03.2025	Ownership (in %) held as at 31.03.2024
All White Communications LLP	India	Partnership Firm	51%	60%
COEUS Communications India LLP	India	Partnership Firm	51%	65%
Ultra Violet digital Solutions LLP	India	Partnership Firm	80%	80%
BB& HV Private Limited	India	Associates	37.51%	31.34%

The financial statements of the controlled partnership firm are CONSOLIDATED on a line-by-line basis and all inter-company transactions, balances, income and expenses are eliminated in full on consolidation as per Accounting Standard 21 'CONSOLIDATED Financial Statements'. The Company consolidates all entities which are owned & controlled by it.

Investment in entities in which the Group has significant influence but not controlling interest, are reported according to the equity method i.e. the investment is initially recorded at cost adjusted thereafter for post-acquisition change in the Company's share of net assets of the associates. The CONSOLIDATED statement of profit and loss includes the Company's share of the result of the operations of the associate

CONSOLIDATED BALANCE SHEET AS AT MARCH 31,2025

(In Lakhs)				
Sr.No	Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
I	EQUITY AND LIABILITIES			
1	Shareholders Funds			
	(a) Share Capital	2	2,443.00	2,443.00
	(b) Money received against share warrants		193.75	193.75
	(c) Reserves & Surplus	3	9,047.18	8,017.94
	Total equity attributable to the owner of the Company		11,683.93	10,654.69
	Minority Interest		144.81	131.09
2	Non-current liabilities			
	(a) Long-Term Borrowings	4	288.24	341.75
	(b) Long-Term Provisions	5	205.13	180.89
			493.37	522.64
3	Current Liabilities			
	(a) Short-Term Borrowings	6	255.06	145.11
	(b) Trade Payables:	7		
	(A) total outstanding dues of micro, small and medium enterprises; and		28.85	98.03
	(B) total outstanding dues of creditors other than micro, small and medium enterprises		5,620.43	5,730.94
	(c) Other Current Liabilities	8	3,044.03	2,129.72
	(d) Short-Term Provisions	9	92.29	62.52
			9,040.66	8,166.32
	TOTAL		21,362.77	19,474.74
II	ASSETS			
1	Non Current Assets			
	(a) Property, Plant & Equipment & Intangible Assets	10		
	(i) Property, Plant and Equipment		703.61	587.02
	(ii) Intangible Assets		0.29	2.19
	(iii) Capital WIP		414.96	101.95
	(b) Non Current Investments	11	1,080.24	798.26
	(c) Deferred Tax Assets (net)	12	141.25	124.09
	(c) Long Term Loan & Advance	13	1,061.34	692.14
	(d) Other Non-Current Assets			132.03
2	Current Assets			
	(a) Trade Receivables	15	10,333.07	9,651.41
	(b) Cash and Cash Equivalents	16	1,522.58	1,574.42
	(c) Short-Term Loans and Advances	17	4,467.06	3,741.91
	(d) Other Current Assets	18	1,506.32	2,078.99
			17,829.04	17,046.72
	TOTAL		21,362.77	19,474.74
As per our report of even date				
For Manish Pandey & Associates		For and on behalf of the Board of Directors of		
Chartered Accountants		Crayons Advertising Limited		
FRN: 019807C				
Sd/-		Sd/-	Sd/-	
Garima Gulati		Kunal Lalani	Vimi Lalani	
(Partner)		Managing Director	Director	
Membership No. -420785		DIN : 00002756	DIN : 00010548	
UDIN - 25420785BMXIDD7733				
		Sd/-	Sd/-	
Place : New Delhi		Mukesh Singhal	Akbar Mehtab	
Date : 28/05/2025		Chief Financial Officer	Company Secretary	

CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31,2025

(In Lakhs)			
Particulars		"or the year ended March 31, 2025	For the year ended March 31, 2024
Note No.			
I. Revenue from Operations	19	23,402.64	23,392.04
II. Other Income	20	556.36	441.75
<b>III. Total Income (I + II)</b>		<b>23,959.01</b>	<b>23,833.79</b>
<b>IV. Expenses:</b>			
Cost of Services	21	19,207.79	18,068.63
Employee Benefits Expense	22	1,600.75	1,491.94
Finance Costs	23	80.91	91.86
Depreciation and Amortisation Expense	24	245.94	140.70
Other Expenses	25	1,806.57	1,699.64
<b>IV. Total Expenses</b>		<b>22,941.95</b>	<b>21,492.77</b>
V. Profit before exceptional and extraordinary items and tax (III - IV)		1,017.05	2,341.02
VI. Exceptional items & Extraordinary Items			
-CSR Provision		-	-
-Prior Period Items		-	-
<b>VII. Profit before tax (V- VI)</b>		<b>1,017.05</b>	<b>2,341.02</b>
VIII. Tax expense:			
MAT credit entitlement		-	-
Current Tax		(288.29)	(629.62)
Deferred Tax		17.16	0.68
Earlier year tax expenses		-	6.86
Total Tax Expense		-271.13	-622.08
Add: share of profit of associates		381.52	64.69
Profit for the year		1,127.45	1,783.63
Less: Minority Interest		-33.47	-28.63
<b>IX . Profit (Loss) for the period (VII-VIII)</b>		<b>1,093.98</b>	<b>1,755.00</b>
X. Earnings per equity share:			
(1) Basic		4.48	7.65
(2) Diluted		4.39	7.61

As per our report of even date

For Manish Pandey & Associates

Chartered Accountants

FRN: 019807C

Sd/-

Garima Gulati

(Partner)

Membership No. -420785

UDIN - 25420785BMXIDD7733

For and on behalf of the Board of Directors of

Crayons Advertising Limited

Sd/-

Kunal Lalani

Managing Director

DIN : 00002756

Sd/-

Vimi Lalani

Director

DIN : 00010548

Sd/-

Mukesh Singhal

Chief Financial Officer

Sd/-

Akbar Mehtab

Company Secretary

Place : New Delhi

Date : 28/05/2025

## CONSOLIDATED CASH FLOW STATEMENT

PARTICULARS	(In Lakhs)	
	For the year ended March 31, 2025	For the year ended March 31, 2024"
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax	1017.05	2341.02
Depreciation & Amortisation	137.72	140.70
Interest Paid	46.36	91.86
(Profit)/ Loss on Sale of Investments	(18.50)	69.55
Interest Income Received	0.00	(275.77)
Amount Written Back	(59.38)	(0.85)
Loss on Sale of Property Plant & Equipment	0.00	0.03
Profit from Partnership firms	0.00	64.69
Bad debts Written Off	210.77	66.69
Profit on Sale of Property Plant & Equipment	(8.99)	0.00
Profit on Sale of Investment	0.00	0.00
Operating Profit before Working Capital Changes	1325.03	2497.92
Adjusted for:		
(Decrease)/Increase in Long Term & Short Term Provisions	(1.64)	22.18
(Decrease)/Increase in Current & Other Liabilities	928.03	112.72
(Decrease)/Increase in Trade Payables	(120.31)	972.41
(Increase)/Decrease in Trade Receivables & Other Assets	(319.77)	(3979.76)
(Increase)/Decrease in Loans & Advances and Other Non Current Assets	(1109.00)	(1736.96)
	(622.69)	(4609.41)
<b>Cash generated/(used) From Operations</b>	<b>702.34</b>	<b>(2111.49)</b>
Income Tax Paid (Net of Refund)	(55.64)	(111.63)
<b>Net Cash generated/(used in) from Operating Activities (A)</b>	<b>757.99</b>	<b>(2223.12)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Sale/(Purchase) of plant & equipment, Intangible & Capital WIP (Net)	(556.44)	(489.13)
Sale/ (Purchase) of Intangible Assets	0.00	(0.36)
Sale/ (Purchase) of Investments (Net)	(263.47)	(284.45)
Advance Against Property	0.00	(41.50)
Interest Income Earned	0.00	174.45
Investment/Maturity in Fixed Deposit (Net)	173.62	(763.75)
<b>Net Cash used in Investing Activities (B)</b>	<b>(646.30)</b>	<b>(1404.74)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Repayment of long term borrowing	(53.50)	79.63
Net Proceeds from short term borrowing	109.95	(698.09)

Money received against Share Warrants	0.00	193.75
Proceeds from Issue of Share Capital Net of Expenditure	0.00	3322.72
IPO Expeinses	0.00	
Finance Cost	(46.36)	(92.02)
Net Cash used in Financing Activities (C)	10.09	2805.99
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>121.78</b>	<b>(821.87)</b>
Cash and Cash Equivalents at the beginning of the year	773.91	1595.79
<b>Cash and Cash Equivalents at the end of the year</b>	<b>895.69</b>	<b>773.92</b>

Note :-

1. Components of Cash & Cash Equivalent

a. Balances with banks	871.27	757.56
b. Cash in hand	24.42	16.35
Total	895.69	773.91

2. The above cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.

3. Figures in Brackets represents outflow.

Place : Noida

As per our report of even date

For Manish Pandey & Associates	For and on behalf of the Board of Directors of	
Chartered Accountants	Crayons Advertising Limited	
FRN: 019807C		
Sd/-	Sd/-	Sd/-
Garima Gulati	Kunal Lalani	Vimi Lalani
(Partner)	Managing Director	Director
Membership No. -420785	DIN : 00002756	DIN : 00010548
UDIN - 25420785BMXIDD7733		

	Sd/-	Sd/-
Place : New Delhi	Mukesh Singhal	Akbar Mehtab
Date : 28/05/2025	Chief Financial Officer	Company Secretary



Note:- 2

SHARE CAPITAL

Particulars	(In Lakhs)	
	As at March 31, 2025	As at March 31, 2024
<b>Authorised</b>		
2,50,00,000 Equity Shares of Rs.10/- each (Previous year - 2,50,00,000 Equity Shares of Rs.10/- each)	2,500.00	2,500.00
<b>Issued, Subscribed &amp; Fully Paid-up</b>		
Equity shares of Rs.10/- each fully paid up	2,443.00	2,443.00
<b>Total</b>	<b>2,443.00</b>	<b>2,443.00</b>

NOTE 2A : Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	(In Number)	
	As at March 31, 2025	As at March 31, 2024
Shares outstanding at the beginning of the year (Nos.)	2,44,30,000.00	1,80,00,000.00
IPO allotment during the year	-	64,30,000.00
Shares outstanding at the end of the year (Nos.)	2,44,30,000.00	2,44,30,000.00

**Notes:**

(i) On June 02, 2023, the Company has approved the issue and allotment of 64,30,000 fully paid-up equity shares of the Company to eligible Initial public offer in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 at an issue price of Rs. 65 per share (including securities premium of Rs. 55 per share) for a consideration of Rs.4179.50 lakhs. The post allotment, paid-up Equity Capital of the Company stands increased to Rs. 24,43,00,000/- consisting of 244,30,000 Equity Shares of face value of Rs.10/- each.

(ii) Monies raised during the year by the Company by way of initial public offer were utilized for the purpose for which they were raised, though idle/surplus funds which were not required for immediate utilization have been invested in liquid funds, fixed deposits and interest bearing loan given to group company repayable on demand.

NOTE 2B: Term/rights attached to equity shares:

(i) The Company has only one class of equity shares having par value of Rs. 10/- per share. Each equity share holder is entitled for one vote per share. Dividend, if declared and paid, will be in Indian rupees and shall be subject to the approval of shareholders in the ensuing Annual General Meeting.

(ii) During the year ended March 31, 2025 and Year ended March 31, 2024, Company has not declared any dividend.

(iii) In the event of liquidation of the Company, the holder of equity shares shall be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion of the number of fully paid equity shares held by each shareholder.

NOTE 2C: Details of shareholders holding more than 5% shares in the company

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number	% of Holding	Number	% of Holding
Mr. Kunal Lalani	43,90,160	17.97%	4390160	17.97%
Mrs. Vimi Lalani	22,00,800	9.01%	2200800	9.01%
M/s Vimi Investments & Finance Private Limited	1,13,40,000	46.42%	11360000	46.50%
	<b>1,79,30,960</b>	<b>73.40%</b>	<b>1,79,50,960</b>	<b>73.48%</b>

Note 2D - For verification of shareholding pattern

As per records of the company including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Note 2E : The company for the period of five years immediately preceding the reporting date has not

(i) Allotted any class of share as fully paid pursuant to contract (s) without payment being received in cash

(ii) Alloted fully paid up share by way of bonus share except for 157,50,000 share Rs 10 each in bonus issue on 15 December 2022.

(iii) Bought back any class of share.

Note 2F: Details of shares held by the promoters at the end of the period

Promoters' name	As at March 31, 2025				
	No. of Shares at beginning	Change during the Year	No. of Shares at end	% of Total Shares	% change during the year
Kunal Lalani	43,90,160	-	43,90,160	17.97%	0.00%
Hulas Mal Lalani	14,640	-	14,640	0.06%	0.00%
Vimi Lalani	22,00,800	-	22,00,800	9.01%	0.00%
Vishal lalani	24,000	-	24,000	0.10%	0.00%
Todar mal Lalani	800	-	800	0.00%	0.00%
M/s Vimi Investments & Finance Private Limited	1,13,40,000	-	1,13,40,000	46.42%	0.00%
<b>Total</b>	<b>1,79,70,400</b>	<b>-</b>	<b>1,79,70,400</b>	<b>73.56%</b>	<b>-</b>

Promoters' name	"As at March 31, 2024"				
	No. of Shares at beginning	Change during the Year	No. of Shares at end	% of Total Shares	% change during the year
Kunal Lalani	43,90,160	-	43,90,160	17.97%	-

Hulas Mal Lalani	14,640	-	14,640	0.06%	-
Vimi Lalani	22,00,800	-	22,00,800	9.01%	-
Vishal lalani	-	24,000	24,000	0.10%	-
Todar mal Lalani		800	800	0.00%	-
M/s Vimi Invest- ments & Finance Private Limited	1,13,60,000	(20,000)	1,13,40,000	46.42%	-
<b>Total</b>	<b>1,79,70,400</b>	<b>4,800</b>	<b>1,79,70,400</b>	<b>73.56%</b>	

Note 2G: Share Warrant

The Company has issued and allotted 5,00,000 (Five lakh only) warrant convertible into equivalent number of equity shares, having face value of Rs 10/- per equity shares, within a period of 18 months from the dated of allotment i.e., 3rd January 2024 at an issue price of Rs.155/- (Rupees one hundred fifty five only) (including premium of Rs. 145/- each). The Company has received Rs. 193.75 lakhs being 25% of the total amount payable towardssubscription of the warrants from all the allottees.

Note:- 3

RESERVE & SURPLUS

	(In Lakhs)	
<b>Particulars</b>	<b>For the Year ended March 31, 2025</b>	<b>For the Year ended March 31, 2024</b>
<b>General Reserve</b>		
Opening Balance	27.48	27.48
Add : Transfer during the year		-
Closing Balance	27.48	27.48
<b>Securities Premium</b>		
Balance at the beginning of the reporting period	2,679.72	3,536.50
Add: Addition during the year	-	-856.78
Less: Expenditure incurred on Intial Public Offer	0.02	-
Balance at the end of the reporting period	2,679.69	2,679.72
<b>Surplus/(Deficit) in Statement of Profit &amp; Loss</b>		
Opening balance	5,246.03	3,555.74
Add/(Less): Net Profit/(Net Loss) for the current year	1,093.98	1,755.00
Closing Balance	6,340.01	5,310.74
<b>Total reserve &amp; surplus</b>	<b>9,047.18</b>	<b>8,017.94</b>

Note:- 4

LONG TERM BORROWINGS

	(In Lakhs)	
<b>Particulars</b>	<b>For the Year ended March 31, 2025</b>	<b>For the Year ended March 31, 2024</b>

(a) Secured Loan

Term loans	178.94	258.28
Vehicle loans	328.09	228.58
<b>Total</b>	<b>507.03</b>	<b>486.86</b>
Less: Current Maturities of Long Term Debts	218.79	145.11
<b>Total</b>	<b>288.24</b>	<b>341.75</b>

Details of Borrowings

Bank Name	Type of Loan	Interest Rate	Sanction Limit (In Lakhs)	Repayment Period (EMI)	" Monthly Instalments (In Rs) "	" Amount Outstanding as on March 31,2025 "	" Amount Outstanding as on March 31, 2024 "
"Axis Bank (Security - secured against hy- pothecation of vehicles)"	Auto Loan	8.75%	178.11	60 Equal monthly In- stallments	3,67,566.00	137.88	168.45
"Axis Bank (Security - secured against hy- pothecation of vehicles)"	Auto Loan	8.18%	105.47	37 Equal monthly In- stallments	3,23,477.00	24.93	60.13

Indusind Bank	Term Loan	"Floating rate of CD 6 months loan Plus 1.42 % presently 8.5 % P.A at monthly rest.. Presently applicable bank's CD - six month -Loan is 7.08 %."	200.00	"60 Equal monthly principal installments started from March-23."	3,33,333.33	116.67	156.67
Indusind Bank	Term Loan	"EBLR (Presently 9.25%) + 0.00% subject to max of 9.25% P.A."	118.00	60 months Equal monthly Installment (Including moratorium period of 24 Month)	3,27,777.77	62.28	101.61
"HDFC Bank (Security - secured against hypothecation of vehicles)"	Auto Loan	7.08%	181.31	60 Equal monthly Installments	4,46,889.00	165.28	-
						507.03	486.86

Note:- 5  
LONG TERM PROVISIONS

			(In Lakhs)	
Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024		
Provision for gratuity	180.01	157.02		
Provision for leave encashment	25.12	23.87		
Total	205.13	180.89		

Note:- 6 SHORT TERM BORROWINGS		
(In Lakhs)		
Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Secured Loan:		
Overdraft Facilities	36.27	-
Current maturities of Long term borrowings	218.79	145.11
Total	255.06	145.11
# Secured Cash credit facility carrying interest rate of floating rate of CD - six months- CC/OD +1.4% presently 9.17 % p.a at monthly rest . Presently applicable bank's CD - six month -CC /OD is 7.77 % . Pa.		
1. The cash credit limit has been secured by hypothecation charge on the current assets of the company both present and future.		
2. Unencumbered fixed assets of the company both present and futur		
3. Residential property- House no-1323, Sector-14, Urban Estate, Faridabad, Haryana owned by Durga Devi Lalani.		
4. 10% cash margin for in the form of FD for BG Limit.		
( The company to maintain minimum collateral coverage (IP+CM) of 100% throughout the tenure of facility. Shortfall, if any, to be made good by way of additional collateral security acceptable to the bank)		
#ICICI Bank Repo Rate + 3 % Spread (Current Repo Rate 6.5 % P.a.)		
Lien marked fixed deposits equivalent to 100% of the exposure to be held with ICICI Bank in name of the borrower only		

Reconciliations of quarterly bank return

Bank Name	FY 2024-25				
	Quarter	Particulars	Amount as reported in the quarterly return/ statement	Amount as per books of account	Difference
Indusind Bank	March 31,2025	Trade Receivable	9588.46	9711.30	(122.83)
	March 31,2025	Trade Payable	5648.88	4684.61	964.27
	Net Total		15237.34	14395.91	841.43
	December 31,2024	Trade Receivable	6027.95	5882.53	145.41
	December 31,2024	Trade Payable	1964.54	2553.85	(589.32)
	Net Total		7992.48	8436.39	(443.90)
	September 30,2024	Trade Receivable	7863.80	7435.82	427.98
	September 30,2024	Trade Payable	1760.89	2412.34	(651.45)
	Net Total		9624.69	9848.16	(223.47)
	June 30,2024	Trade Receivable	7339.51	6997.61	341.89
	June 30,2024	Trade Payable	2327.80	2604.55	(276.74)



Net Total	9667.31	9602.16	65.15
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Bank Name	FY 2023-24 Quarter	Particulars	Amount as reported in the quarterly re- turn/statement	Amount as per books of account	Difference
Indusind Bank	March 31,2024	Trade Receivable	6723.29	9741.72	(3018.43)
	March 31,2024	Trade Payable	4994.21	4938.52	55.69
	Net Total		11717.50	14680.24	(2962.74)
	December 31,2023	Trade Receivable	3429.89	4250.02	(820.13)
	December 31,2023	Trade Payable	2357.74	2518.13	(160.39)
	Net Total		5787.63	6768.15	(980.52)
	September 30,2023	Trade Receivable	3682.41	4465.03	(782.62)
	September 30,2023	Trade Payable	2462.11	2548.60	(86.49)
	Net Total		6144.52	7013.63	(869.11)
	June 30,2023	Trade Receivable	1872.38	4969.69	(3097.31)
	June 30,2023	Trade Payable	2602.39	2602.40	(0.01)
	Net Total		4474.77	7572.09	(3097.33)

Note:- 7

TRADE PAYABLES

(In Lakhs)		
Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Trade Payables- Due to MSME	28.85	98.03
Trade Payables- Due to Other than MSME	5,620.43	5,730.94
<b>Total</b>	<b>5,649.28</b>	<b>5,828.97</b>

Trade Payables ageing schedule for the year ended 31.03.2025 (In Lakhs)					
Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
MSME	-	28.80	0.05	-	28.85
Others	5,267.11	71.02	269.72	12.59	5,620.43
Disputed Dues-MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
<b>TOTAL</b>	<b>5,267.11</b>	<b>99.82</b>	<b>269.77</b>	<b>12.59</b>	<b>5,649.29</b>

Trade Payables ageing schedule for the year ended 31.03.2024 (In Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
MSME	83.25	1.65	-	13.13	98.03
Others	5,243.95	367.09	46.38	73.52	5,730.94
Disputed Dues-MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
<b>TOTAL</b>	<b>5,327.20</b>	<b>368.74</b>	<b>46.38</b>	<b>86.65</b>	<b>5,828.97</b>

Note:- 8

OTHER CURRENT LIABILITIES (In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Interest Accrued But not due on borrowings	2.01	0.28
Interest Payable on MSME	6.12	10.38
Advance from customers	32.91	48.96
Accrued salaries & benefits	112.81	97.42
Security deposit received	-	0.64
Statutory liabilities	908.89	289.42
Expenses Payable	1,944.94	1,632.86
Others Payable	36.35	49.76
<b>TOTAL</b>	<b>3,044.03</b>	<b>2,129.72</b>

Note:- 9

SHORT TERM PROVISIONS

(In Lakhs)		
Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Provision for gratuity	49.72	58.58
Provision for leave encashment (refer Note No. 39)	3.96	3.94
Provision for Income tax	36.21	-
Provision for Outstanding Expense	2.40	
<b>Total</b>	<b>92.29</b>	<b>62.52</b>

Note:- 10

PROPERTY,PLANT & EQUIPMENTS AND INTANGIBLE ASSETS (In Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Property,Plant & Equipments	703.61	587.02

Intangible Assets	0.29	2.19
Capital WIP	414.96	101.95
TOTAL	1,118.87	691.16

Note:- 10A								
Property Plant & Equipments	TANGIABLE ASSETS							

Particulars	Building	Building (Temrrory Structure)	Computer	Vehicle	Furniture & Fixture	Office Equipments	Total Tangiable	" Capital Worki in Progress "
Gross Block								
As at April 01, 2023	319.53	-	262.37	298.61	329.71	145.45	1,355.67	-
Additions	-	-	132.57	243.80	0.85	10.35	387.57	101.95
Disposals	-	-	(6.24)	-	-	(1.08)	(7.32)	-
Adjustments of last year	-	-	-	-	-	-	-	-
As at March 31, 2024	319.53	-	388.70	542.41	330.56	154.72	1,735.92	101.95
	-		-	-	-	-	-	-
As at April 01,2024	319.53		388.70	542.41	330.56	154.72	1,735.92	101.95
Additions	-	12.45	40.17	191.64	77.08	43.87	365.22	313.01
Disposals								
Adjustments of last year	-		(5.22)	(51.68)	(23.95)	(4.97)	(85.80)	-
As at March 31, 2025	319.53	12.45	423.66	682.37	383.69	193.62	2,015.34	414.96
Depreciation								
As at April 01, 2023	233.59	-	190.29	165.25	295.75	133.44	1,018.32	-
Charge for the year	7.94	-	59.21	60.39	6.60	3.32	137.46	-
Disposals	-	-	(5.86)	-	-	(1.02)	(6.88)	-
As at March 31, 2024	241.53	-	243.64	225.64	302.35	135.74	1,148.90	-
As at April 01, 2024	241.53	-	243.64	225.64	302.35	135.74	1,148.90	-
Charge for the year	7.20	-	94.10	118.74	15.44	8.55	244.04	-
Disposals	-	-	(4.83)	(49.06)	(22.65)	(4.70)	(81.21)	-
As at March 31, 2025	248.73	-	332.91	295.32	295.14	139.59	1,311.72	-
Net Block								
As at March 31,2024	78.00	-	145.06	316.77	28.21	18.98	587.02	101.95
As at March 31, 2025	70.80	12.45	90.75	387.05	88.55	54.03	703.61	414.96

Note:- 10B

Intangible Assets

Particulars	Computer Software	Total Inangiabile
Gross Block		
As at April 01, 2023	52.15	52.15
Additions	0.36	0.36
Disposals	-	-
Adjustments of last year	-	-
As at March 31, 2024	52.51	52.51
	-	-
As at April 01,2024	52.51	52.51
Additions	-	-
Disposals	-	-
Adjustments of last year	-	-
As at March 31, 2025	52.51	52.51
Amortisation		
As at April 01, 2023	47.07	47.07
Charge for the year	3.24	3.24
Disposals	-	-
Adjustments of last year	-	-
As at March 31, 2024	50.31	50.31
As at April 01, 2024	50.31	50.31
Charge for the year	1.91	1.91
Disposals	-	-
Adjustments of last year	-	-
As at March 31, 2025	52.22	52.22
Net Block		
As at March 31,2024	2.19	2.19
As at March 31, 2025	0.29	0.29

Note:- 10C

Capital work-in-progress

Particulars	Capital WIP ageing Schedule as at March 31, 2025				
	< 1 Year	1-2 years	2-3 years	> 3 Years	Total
Projects in Prog-ress	313.01	101.95	-	-	414.96
Projects Tempo-rarily suspended	-	-	-	-	-
Total	313.01	101.95	-	-	414.96

Particulars	Capital WIP ageing Schedule as at March 31, 2024				
	< 1 Year	1-2 years	2-3 years	> 3 Years	Total
Projects in Progress	101.95	-	-	-	101.95
Projects Temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>101.95</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>101.95</b>

Note:- 11

NON CURRENT INVESTMENTS

Particulars	(In Lakhs)	
	For the Year ended March 31, 2025	For the Year ended March 31, 2024
<b>Investment in associate</b>		
BB& HV Private Limited - 1,34,40,550 Equity shares of Rs 10 each ( P.Y. 4,00,000/- )	107.20	171.90
Add - Profit for the Year	381.52	
Others	-	
AITMC Venture Limited -14,51,250 equity share @ RS 2/- each ( P.Y-Nil )	-	38.31
The Rajasthan Urban Co-operative Bank Limited 15,000 (P.Y. 15,000) equity shares of Rs. 100/- each fully paid up	15.00	15.00
Paymate India Limited -2000 Equity shares of Rs 1 each , fully paid ( P.Y-Nil )	6.60	6.60
Quantumskill Gaming and Tech Private Limited 33,000 Euity Shares of Rs. 10/- each, fully paid	367.05	367.05
Quantumedge Tech Solutions Private Limited 82,500 Equity shares of Rs. 10/- each, fully paid in	8.25	8.25
	885.63	607.11
<b>Investment in equity instruments</b>		
<b>Quoted</b>		
Nureca Limited - 300 (PY 25 ) equity shares of Rs. 10/- each fully paid up	1.05	0.27
Satluj Jal Vidyut Nigam Limited - 22500 (PY 10680 ) equity shares of Rs. 10/- each fully paid up	21.03	12.78
Vodafone Idea Ltd - Rs 5,85,000 (PY Nil ) equity shares of Rs. 10/- each fully paid up	86.10	-
Chamman lal Sethia Export Limited equit share - 7000 of Rs 2/-	28.43	-
ITC Hotel Limited -1000 Equity Shares @ 1 and ITC Limited 10000 Equity Share @ 1	48.01	-
	184.62	13.05
<b>Investment in property</b>		
DLF Flat ( Qty. 01 )	-	178.10
<b>Other</b>		
India Agro	5.00	-

Durga Iron Store	5.00	-
<b>Total</b>	<b>1,080.24</b>	<b>798.26</b>
<b>Aggregate book value of total investments</b>		
Aggregate book value of unquoted investments	885.63	607.11
Aggregate book value of quoted investments	184.62	13.05
Aggregate market value of quoted investments	123.56	13.03
Aggregate market value of DLF Flat	-	178.10
Aggregate market value of Other	10.00	
Aggregate provision for diminution in the value of investments	Nil	Nil

Note:- 12

DEFERRED TAX LIABILITIES/(ASSETS) (NET)

Particulars	(In Lakhs)	
	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Depreciation & Amortisation	52.64	35.48
Provision for gratuity	54.26	54.26
Provision for leave encashment	7.00	7.00
Provision for bad and doubtful debts	27.35	27.35
<b>Total</b>	<b>141.25</b>	<b>124.09</b>

Note:- 13

LONG TERM LOANS AND ADVANCES

Particulars	(In Lakhs)	
	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Unsecured considered good unless stated other wise		
Capital advances (Refer note-A mentioned below)	632.23	628.18
Advance tax ( net of provision )	429.11	3.96
Loan to other party	-	60.00
<b>Total</b>	<b>1,061.34</b>	<b>692.14</b>

A. Details of Capital Advance

Opening Balance of Capital Advances	628.18	586.68
Less : Disposal during the year	-	-12.50
Add : Amount deposited during the year	4.05	54.00
<b>Total</b>	<b>632.23</b>	<b>628.18</b>



Note:- 14

OTHER NON CURRENT ASSETS

Particulars	(In Lakhs)	
	For the Year ended March 31, 2025	For the Year ended March 31, 2024
(Unsecured consider good unless otherwise state)		
Security and earnest money deposits	112.83	112.15
Fixed deposits with maturity of more than 12 months	19.20	10.21
<b>Total</b>	<b>132.03</b>	<b>122.36</b>

Note:- 15

TRADE RECEIVABLES

Particulars	(In Lakhs)	
	For the Year ended March 31, 2025	For the Year ended March 31, 2024
(a) Secured, considered good;		
(b) Unsecured, considered good;	10,333.07	9,651.41
(c) Doubtful.	108.65	108.65
	10,441.73	9,760.06
Less :- Provision for Doubtfull debts	108.65	108.65
<b>Total</b>	<b>10,333.07</b>	<b>9,651.41</b>

(Balances are As taken, valued and certified by management )

Trade receivables includes receivable from related party Rs.619.30 lakh (March 31,2023: Rs 35.77 lakhs )`

Particulars	Trade Receivable Ageing Schedule for the period ended 31.03.2025					
	Outstanding for following periods from due date of payment					
	< 6 Months	6months - 1year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receiv-ables — consid-ered good	8,109.84	1,541.81	124.36	130.55	426.51	10,333.07
Undisputed Trade Receiv-ables — consid-ered doubtful	-	-	-	-	108.65	108.65
Disputed Trade Receivables con-sidered good	-	-	-	-	-	-
Disputed Trade Receivables con-sidered doubtful	-	-	-	-	-	-
<b>TOTAL</b>	<b>8,109.84</b>	<b>1,541.81</b>	<b>124.36</b>	<b>130.55</b>	<b>535.16</b>	<b>10,441.72</b>

Trade Receivable Ageing Schedule for the period ended 31.03.2025

Particulars	Outstanding for following periods from due date of payment					
	< 6 Months	6months - 1year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receiv-ables — consid-ered good	8,242.47	533.39	196.20	89.33	590.02	9,651.41
Undisputed Trade Receiv-ables — consid-ered doubtful	-	-	-	-	108.65	108.65
Disputed Trade Receivables con-sidered good	-	-	-	-	-	-
Disputed Trade Receivables con-sidered doubtful	-	-	-	-	-	-
<b>TOTAL</b>	<b>8,242.47</b>	<b>533.39</b>	<b>196.20</b>	<b>89.33</b>	<b>698.67</b>	<b>9,760.06</b>

Note:- 16

CASH AND CASH EQUIVALENTS

Particulars	(In Lakhs)	
	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Balances with Banks	868.46	757.56
Cash on Hand (As certified by management)	24.42	16.35
Bank deposits (Balances with bank - Less than 3 Month)	2.81	
Other Bank Balance	895.69	773.91
Bank deposits (Balances with bank - maturity is less than 12months)	626.89	800.51
Bank deposits (Balances with bank - maturity is more than 12months)	19.20	10.21
Less: Non-current bank balance transferred to other	(19.20)	(10.21)
	626.89	800.51
<b>Total</b>	<b>1,522.58</b>	<b>1,574.42</b>

Note:- 17

SHORT TERM LOANS AND ADVANCES

Particulars	(In Lakhs)	
	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Loan to related party and others	2,539.50	2,806.00
Advance to vendors	122.13	98.73

Advance for purchase of investment	165.00	45.00
Advances to staff	8.19	7.98
Other Advances	0.59	4.90
Prepaid expenses	67.23	27.76
Security and earnest money deposits	419.62	234.25
Interest accrued on fixed deposit	38.16	41.07
Interest accrued on loans	214.15	227.29
	3,574.56	3,492.98
Balance with statutory authorities		
Balance with statutory authorities	835.31	248.93
Advance GST Paid	2.81	-
TDS On GST (ITC)	54.38	-
	892.50	248.93
<b>Total</b>	<b>4,467.06</b>	<b>3,741.91</b>

Note:- 18

OTHER CURRENT ASSETS		(In Lakhs)
<b>Particulars</b>	<b>For the Year ended March 31, 2025</b>	<b>For the Year ended March 31, 2024</b>

Unbilled revenue	1,506.32	2,078.99
<b>Total</b>	<b>1,506.32</b>	<b>2,078.99</b>

Note:- 19

REVENUE FROM OPERATIONS		(In Lakhs)
<b>Particulars</b>	<b>"For the year ended March 31, 2025"</b>	<b>"For the year ended March 31, 2024"</b>
<b>Sale of Services</b>		
- Domestic (Services)	23,400.56	23,392.04
- Export (Services)	2.08	-
<b>Total</b>	<b>23,402.64</b>	<b>23,392.04</b>

Note:- 20

OTHER INCOME		(In Lakhs)
<b>Particulars</b>	<b>" For the year ended March 31, 2025 "</b>	<b>" For the year ended March 31, 2024 "</b>
<b>Interest Income</b>		
- Bank (Fixed Deposit)	48.09	85.09
- Refund of Income Tax	-	31.91
- Others	304.67	228.30

Rent received	7.39	10.16
Profit from partnership firms	35.66	
Profit on sale of Property, Plant & Equipment (net)	8.99	0.02
Profit on sale of investment (net)	18.50	
Miscellaneous Income	73.70	85.42
Liabilities no longer required written back	59.38	0.85
<b>Total</b>	<b>556.36</b>	<b>441.75</b>

Note:- 21

COST OF SERVICES		(In Lakhs)
<b>Particulars</b>	<b>" For the year ended March 31, 2025 "</b>	<b>" For the year ended March 31, 2024 "</b>
Cost of Service	19,207.79	18,068.63
<b>Total</b>	<b>19,207.79</b>	<b>18,068.63</b>

Note:- 22

EMPLOYEES BENEFIT EXPENSE		(In Lakhs)
<b>Particulars</b>	<b>" For the year ended March 31, 2025 "</b>	<b>" For the year ended March 31, 2024 "</b>
Salaries, Wages & Bonus	1,507.61	1,420.59
Director's Remuneration	-	-
Contribution to Provident and other funds	27.21	11.69
Gratuity Expenses	-	-
Staff Welfare Expenses	65.93	59.66
<b>Total</b>	<b>1,600.75</b>	<b>1,491.94</b>

Note:- 23

FINANCE COST		(In Lakhs)
<b>Particulars</b>	<b>" For the year ended March 31, 2025 "</b>	<b>" For the year ended March 31, 2024 "</b>
Interest Expense		
Interest on Bank Loans, Bill Discounting, Cash Credits	70.14	70.02
Interest on Unsecured Loan	-	6.42
Interest on MSME	6.12	10.38
Other Borrowings Costs		
Other Borrowings Cost	4.65	5.04
<b>Total</b>	<b>80.91</b>	<b>91.86</b>

Note:- 24		
DEPRECIATION & AMORTIZATION EXPENSE (In Lakhs)		
Particulars	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Depreciation of property, plant and equipment	244.13	137.46
Amortisation of intangible assets	1.81	3.24
<b>Total</b>	<b>245.94</b>	<b>140.70</b>
Note:- Refer Note No -10A		
Note:- 25		
OTHER EXPENSES (In Lakhs)		
Particulars	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Legal and professional charges	460.37	525.62
Directors Fees	1.75	2.10
Rent expenses	252.74	239.68
Telephone expenses	19.33	17.52
Electricity, water and house tax	103.60	82.76
Conveyance expenses	71.93	69.86
Vehicle running and maintenance	40.46	40.54
Repair and maintenance expenses	70.10	64.06
Office maintenance expenses	98.75	30.11
Miscellaneous Balance written off	210.77	66.69
Provision for bad and doubtful debts	-	-
Business promotion expenses	185.98	153.14
Travelling expenses	68.03	73.63
Printing and stationery	10.96	10.89
Postage and telegram	2.30	2.68
Fees and subscription	23.82	26.72
Books and periodicals	8.12	8.35
Advertisement expenses	2.32	4.77
Insurance expenses	15.10	8.12
Commission expenses	29.88	61.93
Security guard expenses	14.93	14.03
Auditor's remuneration	7.83	7.22
Bank charges	6.64	2.97
CSR Expenses	32.00	12.22
Tax Exp. (Demand/Gst Reversal Etc.)	21.16	7.55
Loss on sale of property plant and equipment	-	69.55
Foreign exchange loss	14.59	0.05
Brokerage Charges	25.95	

Misc. expenses	7.16	96.85
	1,806.57	1,699.64

Repairs & Maintenance Expenses		
Particulars	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Repairs of Buildings	8.97	14.70
Repairs - Others	58.41	46.98
<b>Total</b>	<b>67.38</b>	<b>61.68</b>

Particulars	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Statutory Audit	5.60	4.82
Tax Audit	0.90	0.90
Other Services	1.32	1.50
<b>Total</b>	<b>7.82</b>	<b>7.22</b>

Note:- 26		
Earning per share (Basic & diluted)		
Particulars	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "

<b>Earning per share (Basic &amp; diluted)</b>		
Net profit after tax as per statement of profit and loss	1,093.98	1,755.00
Weighted average number of shares outstanding during the year ( For Basic earning per share )	2,44,30,000	2,33,23,197
Weighted average number of shares outstanding during the year ( for Diluted earning per share )	2,49,30,000	2,34,44,668
(Face value Rs. 10/- each)		
Basic earning per share	4.48	7.52
Diluted earning per share	4.39	7.49

Note:- 27		
Contingent liability not provided for: :		
Bank guarantees Issued (In Lakhs)		
Particulars	"For the year ended March 31, 2025"	"For the year ended March 31, 2024"
Bank guarantees Issued	1,008.20	722.56
	-	-
<b>Total</b>	<b>1,008.20</b>	<b>722.56</b>



In respect of Income Tax				
Particulars	Year	Forum where the dispute is pending	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Income Tax Demand u/s 143(3) where the cases are pending at various stage of appeal with authorities	A.Y. 2017-18	CCIT (Appeals)-NFAC	16.77	16.77
Income Tax Demand u/s 167(1 ) where the cases are pending at various stage of appeal with authorities	A.Y. 2021-22	CPC	4.60	3.65
Income Tax Demand u/s 143(3) where the cases are pending at various stage of appeal with authorities	A.Y. 2015-16	ITAT	-	2.13
Outstanding Demad Outsatnding on Traces Portal			0.05	
<b>Total</b>			<b>21.42</b>	<b>22.55</b>

The Holding Company has received demands related to three different assessment years from the Central Processing Unit (CPC) under the Income Tax Act, 1961, via the income tax web portal. These demands have arisen in the ordinary course of business. The Company has responded to these demands through the web portal and does not expect any material adjustments to be required in the standalone financial statements concerning these demand orders.

Note:- 28

There are no present obligations requiring provisions in accordance with the guiding principles as enunciated in Accounting Standard (AS) - 29, "Provisions, Contingent liabilities & Contingent Assets" as it is not probable that an outflow of resources embodying economic benefits will be required.

Note:- 29

Capital commitments:

Estimated number of contracts remaining to be executed on capital account (net of advances) and not provided for - Rs. 0.00 (Previous Year: Rs 313.64 )

Note:- 30

The Company has not recognized any loss on impairment in respect of assets of the Company as is required in terms of Accounting Standard 28 on "Impairment of Assets" since in the opinion of the Management, the reduction in value of any asset, to the extent required, has already been provided for in the books.

Note:- 31

Foreign exchange earned and used:

Particulars	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Foreign exchange earned	2.08	-
Foreign exchange used	792.55	156.87

Note:- 32

There are no foreign currency exposures at the end of the financial year (Previous year Rs. Nil).

Note:- 33

In accordance with the provisions of Accounting Standard on impairment of Assets, (AS-28), the management has made assessment of assets in use & considering the business prospects related thereto, no provision is considered necessary in these accounts on account of impairment of assets.

Note:- 34

Details of dues to Micro and Small Enterprises as per MSMED Act, to the extent of information available withthe Company are as follows:

Particulars	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
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"The principle amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;

(i) Principal Amount	28.85	98.03
(ii) Interest due on above	6.12	10.38

The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year

The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-
---	---	---

The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
---	---	---

The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	6.12	10.38
--	------	-------

Note:- 35

Assets taken on lease.

Particulars	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
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Lease payments for the year	244.06	236.16
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<b>Total</b>	<b>244.06</b>	<b>236.16</b>
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Future minimum lease payments		
Particulars	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Lease payments for the year not later than Five Year	384.34	105.70
Later than Five Year	3.79	163.32
<b>Total</b>	<b>388.13</b>	<b>269.02</b>
Note:- 36		
Events after balance sheet date		
No adjusting or significant non-adjusting events have occurred between the reporting date and date of approval for issuance of these standalone financial statements.		
Note:- 37		
In the opinion of the Board and to the best of their knowledge and belief, the value on realisation of loans, advances and current assets in the ordinary course of business will not be less than the amount at which these are stated in the Balance Sheet.		
Note:- 38		
Segment reporting: The Company's business activity primarily falls within a single business segment i.e. advertising and marketing Services. The Company operates only in one geographical segment i.e. domestic. Since there is neither more than one business segment nor more than one geographical segment, segment information as per AS 17 is not required to be disclosed		
Note:- 39		
Additional information pursuant to Schedule III of Companies Act, 2013, "General instructions for the preparation of CONSOLIDATEDfinancial statements.		

Name of the entity in the Group	Net Assets i.e. Total assets minus total Liability "As % of consolidated net assets"		Share in Profit/Loss	
	Amount		As % of consolidated Profit /loss	Amount
A. Parent				
Balance as on 31 March 2025	96.418%	11,265.28	61.73%	675.33
B. Control Entity				
All White Communication LLP				
Balance as on 31 March 2025	0.449%	52.46	7.15%	78.17
Coeus Communication India Limited				
Balance as on 31 March 2025	0.136%	15.94	1.94%	21.24
Ultraviolate Digital LLP				
Balance as on 31 March 2025	0.017%	2.03	0.42%	4.65
Associates	3.265%	381.52	34.87%	381.52
Minority	-0.286%	(33.47)	-3.06%	(33.47)
Elimanation	-	-	-3.06%	(33.47)
<b>Total</b>	<b>100.00%</b>	<b>11,683.78</b>	<b>100.00%</b>	<b>1,093.98</b>

Note:- 40

Related parties disclosures: Disclosures in respect of Related Parties as defined in Accounting Standard (AS) 18, with whom transactions were carried out in the ordinary course of business during the year as given below:	
A.	Related parties and their relationship:
a)	Associate: BB & HV Private Limited (w.e.f April 1, 2023)*
b)	Key management personnel and their relatives: Mr. Kunal Lalani (Director) Mrs. Vimi Lalani (Director) Mr. Ashraye Lalani (Son of Director) Mr. H.M. Lalani (Director) Mr. Vinod Zutshi (Director) (w.e.f. 01st December 2022) Mr. Atul Jeevandharkumar Hedge (Director) (w.e.f. 01st December 2022) Mr. Surendra Pagaria (Director) (w.e.f. 21st January 2023) Mr. Akbar Mehtab (CS) (w.e.f.10th March 2025) Mrs. Neelu Prajapati (CS) (upto 07th June 2023) Mr. Gagan Mahajan (CS) (Upto 10th March 2025) Mr. Mukesh Singhal (CFO) (w.e.f 04th November 2024) Mrs. Ruchi Singhal (Wife of CFO) Mr. Rajat Singhal (CFO) (upto 31st October 2024)
c)	Enterprises owned or significantly influenced by key management personnel to whom transactions entered during the year Mega Cabs Limited Mega Corporation Limited Coeus Communications India LLP Ultraviolet Digital Solutions LLP Mega Luxuries & Hotels LLP Bengaluru Megacabs Private Limited All White Communications LLP Omni Media Communications Private Limited YAAP Digital Private Limited OPLIFI Digital Private Limited Vimi Investments and Finance Private Limited Indication Instruments Limited

B. Transactions with related parties						
Particulars	Associate	Key Management Personnel		Others	Total	
	For the year ended	March 31, 2025	March 31, 2024	For the year ended	March 31, 2025	March 31, 2024
Loan received/taken (Loan repaid)						
					-	-
Loan given (Loan received back)					-	-
Mega Corporation Limited	-	-	-	800.00	800.00	2,070.00
Mega Corporation Limited	-	-	-	(820.00)	(200.00)	(200.00)
Investment in equity of Associate					-	-
BB & HV Private Limited*	-	67.20		-	-	67.20
* transaction related with the period when BB & HV Private Limited not considered as associate					-	-
Remuneration paid					-	-
Kunal Lalani	-	60.00	60.00	-	60.00	60.00
Vimi Lalani	-	36.00	36.00	-	36.00	36.00
Ashraye Lalani	-	12.00	9.00	-	12.00	9.00

Neelu Prajapati (CS )	-	-	0.80	-	-	0.80
Gagan Mahajan (CS)	-	8.43	8.08	-	8.43	8.08
Akbar Mehtab (CS)	-	0.60	-	-	0.60	-
Rajat Singhal ( CFO )	-	23.94	41.01	-	23.94	41.01
Mukesh Singhal ( CFO )	-	6.28	-	-	6.28	-
Ruchi Singhal ( Wife of CFO )	-	7.83	-	-	7.83	-
					-	-
Rent paid					-	-
Kunal Lalani	-	36.00	36.00	-	36.00	36.00
					-	-
Interest income					-	-
Mega Corporation Limited	-	-	-	234.15	234.15	93.82
					-	-
Expense reimbursement made					-	-
Mega Cabs Private Limited	-	-	-	-	0.02	0.02
Mega corporation Limited	-	-	-	0.02	0.02	0.24
Kunal Lalani		50.74	84.34	-	50.74	84.34
Director sitting fee	-	-				
Vinod Zutshi	-	0.70	1.05		0.70	1.05
Surendra Kumar Pagaria	-	0.70	0.70		0.70	0.70
Atul Jeevandharkumar Hedge	-	0.35	0.35		0.35	0.35
					-	-



Service received						-			-	
Omni Media Communications Private Limited	-	-	396.48	13.84	396.48	13.84			13.84	
Service Provided						-			-	
Mega Cabs Private Limited	-	-	1.67	2.90	1.67	2.90			2.90	
YAAP Digital Private Limited	-	-	1,105.09	697.09	1,105.09	697.09			697.09	
Indication Instruments Limited	-	-	1.69	2.03	1.69	2.03			2.03	
C. Outstanding balances at year end										
Particulars	Associate For the year ended	Key For the year ended	Others For the year ended	Total For the year ended						
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024			March 31, 2024	March 31, 2024
Investment in equity of associate										
BB & HV Private Limited	-	107.20	-	-	-	-			107.20	
* transaction related with the period when BB & HV Private Limited not considered as associate	-	-	-	-	-	-			-	
Trade payable										
Mega Cabs Private Limited	-	-	-	-	-	140.88			140.88	
Omni Media Communications Private Limited	-	-	-	-	-	69.30			69.30	
Remuneration payable										
Kunal Lalani	-	-	1.60	1.89	-	-			1.60	1.89
Vimi Lalani	-	-	2.30	2.30	-	-			2.30	2.30
Rajat Singhal ( CFO )	-	-	-	2.63	-	-			-	2.63
Mukesh Singhal ( CFO )	-	-	1.24	-	-	-			1.24	-
Ruchi Singhal ( Wife of CFO )	-	-	1.08	-	-	-			1.08	-
Ashraye Lalani	-	-	0.93	0.70	-	-			0.93	0.70
Gagan Mahajan (CS)	-	-	0.05	0.65	-	-			0.05	0.65
Akbar Mehtab (CS)	-	-	0.58	-	-	-			0.58	-
Trade receivable										
Mega Cabs Private Limited	-	-	0.32	-	0.32	0.32			0.32	
Omni Media Communications Private Limited	-	-	-	-	7.24	7.24			7.24	7.24
YAAP Digital Private Limited	-	-	-	-	560.04	103.45			560.04	103.45
Loan receivable										
Mega Corporation Limited	-	-	1,850.00	1,870.00	1,850.00	1,870.00			1,850.00	1,870.00
Interest receivable ( Short term loan and advance )										
Omni Media Communications Private Limited	-	-	-	-	-	80.76			-	80.76
Mega Corporation Limited	-	-	-	-	148.64	43.31			148.64	43.31

Note:- 41

Financial ratios

S.No	Ratio	Numerator	Denominator	March 31,2025
1	Current ratio	Current Assets	Current Liabilities	1.97
2	Debt- Equity Ratio	Total Debt	Shareholder's Equity	0.05
3	Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	5.64
4	Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	0.05
5	Inventory Turnover ratio	Cost of goods sold	Average Inventory	NA
6	Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	2.34
7	Trade Payable Turnover Ratio	Net purchases = Gross purchases - purchase return	Average Trade Payables	3.35
8	Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	2.66
9	Net Profit ratio	Net Profit	Net sales = Total sales - sales return	4.67%
10	Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax	0.09
11	Return on Investment	Interest (Finance Income)	Investment	23.57%

Note:- 42

Employees benefits: As per Accounting Standard 15 “Employee Benefits”, the disclosures as defined in the Accounting Standard are given below:

A. Defined contribution plan - provident fund: Contribution to Defined Contribution Plan, recognised as expenses for the year ended in Note No. 22 ‘Employees Benefit Expenses’ under the head ‘Contribution to provident & other funds’.

B. Defined benefit plan – gratuity: In accordance with Accounting Standard - 15 (Revised 2005), actuarial valuation was obtained from the actuary in respect of the aforesaid defined benefit plans using projected unit credit method.

C. Defined benefit plan – leave encashment: In accordance with Accounting Standard - 15 (Revised 2005), actuarial valuation was obtained from the actuary in respect of the aforesaid defined benefit plans using projected unit credit method.

A. DETAILS OF GRATUITY

I. ASSUMPTIONS:	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Discount rate	6.60%	7.20%
Salary Growth Rate	10.00%	10.00%

## II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION:

	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Defined Benefit Obligation at beginning of the year	215.61	196.70
Current Service Cost	31.35	28.07
Interest cost	13.41	12.97
Benefits Paid	(34.93)	(15.75)
Actuarial (Gains)/Losses	4.29	(6.39)
Actuarial (Gains)/Losses	-	-
Defined Benefit Obligation as at end of the year	229.73	215.61

## III. AMOUNT RECOGNIZED IN THE BALANCE SHEET:

	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Net liability as at beginning of the year	215.61	196.70
Net expense recognized in the Statement of Profit and Loss	49.05	34.65
Benefits Paid	(34.93)	(15.75)
Net Liability/(Asset) Transfer In	-	-
Net liability as at end of the year	229.73	215.61

## IV. EXPENSES RECOGNISED

	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Current Service Cost	31.35	28.07
Interest Cost	13.41	12.97
"Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions"	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	4.29	(6.39)
Actuarial (Gains)/Losses on Obligations - Due to Experience	-	-
Expense charged to the Statement of Profit and Loss	49.05	34.65

## V. EXPERIENCE ADJUSTMENTS

	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Experience Adjustment on Plan Liabilities	(3.47)	(8.20)
Actuarial Loss/Gain due to change in Financial Obligations	7.76	1.81
Net Actuarial Loss/(gain) for the Year	4.29	(6.39)

B. DETAILS OF LEAVE ENCASHMENT

I. ASSUMPTIONS:	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Discount rate	6.60%	7.20%
Salary Growth Rate	10.00%	10.00%

II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION:	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Defined Benefit Obligation at beginning of the year	27.81	24.54
Current Service Cost	5.32	4.86
Interest cost	1.86	1.65
Benefits Paid	(5.65)	(3.82)
Actuarial (Gains)/Losses	(0.25)	0.57
Actuarial (Gains)/Losses		
Defined Benefit Obligation as at end of the year	29.08	27.81

III. AMOUNT RECOGNIZED IN THE BALANCE SHEET:	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Net liability as at beginning of the year	27.81	24.54
Net expense recognized in the Statement of Profit and Loss	6.93	7.08
Benefits Paid	(5.65)	(3.82)
Net Liability/(Asset) Transfer In		
Net liability as at end of the year	29.08	27.81

IV. EXPENSES RECOGNISED	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Current Service Cost	5.32	4.86
Interest Cost	1.86	1.65
"Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions"	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial As- sumptions	(0.25)	0.57
Actuarial (Gains)/Losses on Obligations - Due to Experience	-	-
Expense charged to the Statement of Profit and Loss	6.93	7.08

V. EXPERIENCE ADJUSTMENTS

	" For the year ended March 31, 2025 "	" For the year ended March 31, 2024 "
Experience Adjustment on Plan Liabilities	(1.50)	0.27
Acturial Loss/Gain due to change in Financial Obligations	1.25	0.31
Net Acturial Gain Loss	(0.25)	0.57

Note:- 43

Segment reporting: The Company's business activity primarily falls within a single business segment i.e. advertising and marketing Services. The Company operates only in one geographical segment i.e. domestic. Since there is neither more than one business segment nor more than one geographical segment, segment information as per AS 17 is not required to be disclosed

Note:- 44

The Company had given loans/ advances to various companies. Loans amount outstanding as at year end is given in below mentioned table as per Section 186(4) of the Companies Act, 2013.

a) Particular of Loan Given

31-Mar-25

S. No	Name of Lonee	"Opening balance as on April 1, 2024"	"Loan given"	"Loan repaid"	"Outsatanding balance as on March 31,2025"	Purpose
1	Mega Corpo- ration Ltd.	1870	800	820	1850	Operational

31-Mar-24

S. No	Name of Lonee	"Opening balance as on April 1, 2023"	"Loan given"	"Loan repaid"	"Outsatanding balance as on March 31,2024"	Purpose
1	Mega Corpo- ration Ltd.	-	2,111.13	241.13	1,870.00	Operational

b) Particular's  
of Investment  
made.

31-Mar-25

S. No	Name of Lonee	"Opening balance as on April 1, 2024"	Investment made	Investment redeemed/ partner's capital drawing	"Outsatanding balance as on March 31,2025"	Purpose
1	Ultra Violet Digital Solu- tions LLP	306.00		50.00	256.00	Operational



2	All White Communica-tions LLP	121.57		121.57	Operational
3	Coeus Com-munications India	50.00	85.00	135.00	Operational
4	BB& HV Pri-vate Limited	107.20		107.20	Operational

31-Mar-24

S. No	Name of Lonee	"Opening balance as on April 1, 2023"	Investment made	Investment redeemed/ partner's capital drawing	"Outsatanding balance as on March 31,2024"	Purpose
1	Ultra Violet Digital Solu-tions LLP	325.00	-	19.00	306.00	Operational
2	All White Communica-tions LLP	36.57	85.00	-	121.57	Operational
3	Coeus Com-munications India	50.00	-	-	50.00	Operational
4	BB& HV Pri-vate Limited	-	107.20	-	107.20	Operational

Particulars of Security Deposit: Nil (Previous year Nil)

Note:- 45

The amount required to be spent as Corporate Social Responsibility( CSR) under Section 135 of the Companies Act ,2013 for the year ended March31,2025 is Rs.31.75 Lakhs (Previous Year: Rs. 12.22 Lakh) i.e. 2% of average net profits for last three financial years, calculated as per Section 198 of the Companies Act, 2013.

The Company had spent Rs. 32.00 Lakhs on CSR Projects / initiatives during the year (Previous year: Rs.12.23l Lakh), which are summarized as under:

S. No.	Nature of activities	For the Year ended March 31, 2025	For the Year ended March 31, 2024
1	To Provide Shelter, food and medical care for homeless elderly, special care for critical patients to save their lives	-	3.00
2	To Empower to economically background Children through knowledge, health care , education, Vocational training and commitment	-	2.23
3	Education and welfare	-	5.00
4	Welfare of less privileged people	-	2.00
5	"Plantation And Prevention Of Environment Pollution and Skill Development Of Deprived Section Of Community "	32.00	
	<b>Total</b>	<b>32.00</b>	<b>12.23</b>

Note:- 46

Other Statutory Information:

(i)	The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
(ii)	The Company does not have any transactions with companies struck off.
(iii)	The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
(iv)	The Company have not traded or invested in Crypto currency or Virtual Currency during the fi-nancial year.
(v)	The Company is not a declared wilful defaulter by any bank or financial Institution or other lend-er; in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India, during the year ended March 31, 2024 and March 31, 2023.
(vi)	The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a)	Directly or indirectly lend or invest in other persons or entities identified in any manner whatso-ever by or on behalf of the company (Ultimate Beneficiaries) or
(b)	Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
(vii)	The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall -
(a)	Directly or indirectly lend or invest in other persons or entities identified in any manner whatso-ever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b)	Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
(viii)	The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

31-03-2025

S. No	Particulars	All Parties	Promoters	Related Parties
1	Aggregate amounts of loans/ advances in nature of loans - Repayable on demand	2,539.50	-	1850.00
2	Percentage of loans/ advances in nature of loans to the total loans	100.00%	-	72.85%

31-03-2024

S. No	Particulars	All Parties	Promoters	Related Parties
1	Aggregate amounts of loans/ advances in nature of loans - Repayable on demand	2706	-	1870
2	Percentage of loans/ advances in nature of loans to the total loans	100.00%	-	69.11%

- (ix) No layers of companies has been established beyond the limit prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (x) The company has used an accounting software (FINAC) for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. however, there is some inherent limitations of this accounting software like i) user creation and deletion log not maintained ii) User Identification issue after deletion of User ID iii) software uses user's system date and time instead of Actual time & etc

Note:- 47

Investment in Associate: On April 01, 2023, the Company made an investment of Rs.107.20 lakhs in BB&HV Private Limited ("BBHV"), resulting in an increase in the Company's stake from 0.90% to 31.14%. As a result, BBHV has been considered an associate of the Company. Additionally, the Company has opted for CONSOLIDATED financial statements for the first time due to this investment, and therefore previous year figures are not presented here.

Note:- 48

Data Back Up: As per the MCA notification dated August 5, 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022. As per the amended rules, the Companies are required to maintain the back-up of the books of account and other relevant books and papers in electronic mode that should be accessible in India at all the time. Also, the Companies are required to create back-up of accounts on servers physically located in India on a daily basis.

The books of account along with other relevant records and papers of the Company are maintained in electronic mode. These are readily accessible in India at all times and a back-up is maintained in servers situated in India and The Company and its officers have full access to the data in the servers

Note:- 49

Monies raised during the period by the Company by way of initial public offer were utilized for the purpose for which they were raised, though idle/surplus funds which were not required for immediate utilization have been invested in liquid funds, fixed deposits and interest bearing loan given to group company repayable on demand.

S. No	Description	Amount (Rs.)
1	Total Fund Utilised for the purpose	782.72
2	Fund utilised for the purpose during the year	240
3	Total Unutilised fund Parked as Fixed Deposits	500
4	Total Unutilised fund Parked as ICD to the Group Companies	1800
	<b>Total IPO Proceed (net of ipo expenditure)</b>	<b>3322.72</b>

Note:- 50

Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure

As per our report of even date

For Manish Pandey & Associates

Chartered Accountants

FRN: 019807C

Sd/-

Garima Gulati

(Partner)

Membership No. -420785

UDIN - 25420785BMXIDD7733

For and on behalf of the Board of Directors of

Crayons Advertising Limited

Sd/-

Kunal Lalani

Managing Director

DIN : 00002756

Sd/-

Vimi Lalani

Director

DIN : 00010548

Sd/-

Mukesh Singhal

Chief Financial

Officer

Sd/-

Akbar Mehtab

Company

Secretary

Place : New Delhi

Date : 28/05/2025



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