

The Listing Department  
**National Stock Exchange Ltd.**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai-400051

Date: 29<sup>th</sup> January 2025

**Ref: NSE SYMBOL: CRAYONS**

**Sub: Outcome of Board Meeting of the Company held on 29<sup>th</sup> January 2025 pursuant to Regulation 30 and 33 of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015**

Dear Sir/ Madam,

In accordance with the provisions of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), we wish to inform you that a meeting of Board of Directors of the Company was held today, the **29<sup>th</sup> day of January 2025** commenced at **03:00 PM** and concluded at **03:31 PM**. The meeting inter-alia transacted the following businesses:

1. Considered and approved **Crayons Advertising Limited Employee Stock Option Scheme – 2025 ("Scheme")**, brief details of which are as under:
  - 1.1 The Option Pool of the Scheme shall be 2,00,000 (Two Lakhs) Employee Stock Options ("**Options**") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time and as defined in the scheme) exercisable into be 2,00,000 (Two Lakhs) Equity Shares of face value Rs. 10/- each.

The disclosure pursuant to SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed herewith as **ANNEXURE-A**.
  - 1.2 Each Option is convertible into 1 (One) Equity Share of the Company.
  - 1.3 The Scheme shall be administered by the Nomination and Remuneration Committee of the Company and shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment from the Company.
2. Appointed M/s Corporate Professionals Capital Private Limited, a category I Merchant Banker for implementation of the Scheme in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

This is for your information and records.

Thanking You,

**Crayons Advertising Limited**  
**For Crayons Advertising Ltd.**

  
**Company Secretary**

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**Gagan Mahajan**  
**Company Secretary**

**ANNEXURE A**

**Details under Regulation 30 of the SEBI Listing Regulations read along with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023**

Sl. No.	Particulars	Details
1.	Name of the Scheme	Crayons Advertising Limited Employee Stock Option Scheme – 2025 (“ <i>Scheme</i> ”)
2.	Brief details of options granted	The ESOP pool of 2,00,000 (Two Lakhs) Options convertible into 2,00,000 (Two Lakhs) Equity Shares of face value of Rs. 10/- each. The Scheme shall be implemented through direct route for extending the benefits to the Eligible Employees by the way of fresh allotment from the Company. However, no grant has been made under the Scheme, as on date.
3.	Whether the Scheme is in terms of SEBI (SBEB & SE) Regulations, 2021 (if applicable)	Yes
4.	Total number of shares covered by these options	2,00,000 (Two Lakhs) Equity Shares of face value Rs. 10/- each (Each Option is convertible into one Equity Share of the Company).
5.	Pricing Formula	Under this Scheme, the Exercise Price will be decided by the Committee at the time of Grant and shall be linked with the Market Price as defined in the Scheme. The Committee has the power to provide a suitable discount on such price as arrived above. However, in any case the exercise price shall not go below the face value of the Share of the Company.
6.	Options Vested	Not Applicable, as this outcome is pertaining to date of approval of Board of Directors.
7.	Time within which option may be exercised	All Options upon vesting shall be exercisable within maximum exercise period of 2 (Two) years from the date of respective vesting.
8.	Options exercised	Not Applicable, as this outcome is pertaining to date of approval of Board of Directors.
9.	Money realized by exercise of Options	
10.	The total number of Shares arising as a result of exercise of Option	
11.	Options lapsed	
12.	Variation in terms of Options	

13.	Brief details of significant terms	<p>The Scheme is administered by the Nomination and Remuneration Committee.</p> <p>The Scheme shall be implemented through direct route for extending the benefits to the Eligible Employees by the way of fresh allotment from the Company.</p> <p>The grant of Options is based upon the eligibility criteria as mentioned in the Scheme.</p> <p>Vesting Period shall commence from a period of 1 (One) year from the Grant Date and shall extend upto a maximum period of 4 (Four) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.</p> <p>The granted Options once vested shall entitle the Option holder to acquire equal number of Equity Shares, upon payment of exercise price, applicable taxes and other charges, if any, in accordance with terms and conditions of the Scheme.</p> <p>All Vested Options shall be respectively exercised in one or more tranches within maximum exercise period of 2 (Two) years from the date of respective vesting.</p>
14.	Subsequent changes or cancellation or exercise of such Options	Not Applicable, as this outcome is pertaining to date of approval of Board of Directors.
15.	Diluted earnings per share pursuant to the issue of equity shares on exercise of Options.	

Kindly take the same on record.

Thanking you.

**Yours faithfully,**

**Crayons Advertising Limited  
for Crayons Advertising Ltd.**



**Company Secretary**

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**Gagan Mahajan**  
**Company Secretary**