



Crayons Advertising Limited

Formerly known as Crayons Advertising Pvt. Ltd.

Regd. & Corporate Office:

NSIC Complex, Maa Anandmayee Marg,
Okhla Ind. Estate-III, New Delhi-110 020

Tel: +91 11 4163 0000

E-mail: del@crayonad.com

www.thecrayonsnetwork.com

CIN: U52109DL1986PLC024711

Date: 18.12.2023

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

Dear Sir / Madam,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed the details of voting results along with Scrutinizer's Report in respect of the business conducted in the Extra-Ordinary General Meeting of the Company held on Thursday, December 14, 2023 at 04:00 p.m. through electronic mode (video conference or other audio visual means).

Further, the results are also being uploaded on website of the Company at **www.thecrayonsnetwork.com**.

This is for your kind information and record please.

Thanking you,

Yours Sincerely,

For Crayons Advertising Limited
For CRAYONS ADVERTISING LIMITED


COMPANY SECRETARY
Gagan Mahajan
Compliance Officer

CONSOLIDATED SCRUTINIZERS' REPORT

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

To

The Chairman

CRAYONS ADVERTISING LIMITED

CIN : L52109DL1986PLC024711

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

For Extra-Ordinary General Meeting ("EGM") of Members of the Company held on Thursday, December 14, 2023, at 4.00 P.M. (IST) convened through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

Dear Sir,

I, Shobhit Vasisht, Proprietor of M/s Vasisht & Associates, Company Secretary in whole-time practice, (holding Membership No. F11517 and C.P. No 21476) was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. remote e-voting and e-voting at Extra-Ordinary General Meeting (EGM) under the provisions of Section 108 and any other applicable provisions of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (as amended) read with Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021, General Circular No 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and Circular No 09/2023 dated September 09,2023 (collectively referred to as "**MCA Circulars**"), and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01. 2023 ("**SEBI Circular**") issued in this regard on the resolutions as set-out in the Notice dated November 22, 2023 ("Notice") for Extra-Ordinary General Meeting of Members of the Company held on Thursday, December 14, 2023 at 04.00 P.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

I submit my report as under:

1. The remote e-voting period commenced on Monday, December 11, 2023 at 09.00 A.M. and ended on Wednesday, December 13, 2023 at 5.00 P.M. via e-voting platform on the designated website of Central Depository Services (India) Limited ("**CDSL**"), Authorized agency to provide e-voting facility viz: <https://www.evoting.india.com>. The Company also provided e-voting facility to the Members who participated through VC/OAVM to enable such members to cast their votes, if they had not cast their vote earlier through remote e-voting.
2. The Members of the Company as on the "cut-off date" i.e. Friday, December 08, 2023 were entitled to avail the facility of remote e-voting as well as e-voting at the EGM on the proposed resolutions (Item nos. 1 to 3) as set out in the Notice.
3. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules thereof including MCA Circulars in respect of the resolutions contained in the Notice of EGM and providing proper facility for EGM. My responsibility as Scrutinizer is restricted to make consolidated Scrutinizer's Report of the votes cast "For" or "Against" the resolutions stated in the Notice of the EGM.
4. After the closure of the e-voting at the EGM, the e-voting conducted at the EGM and the remote e-voting conducted prior to the EGM were unblocked and were downloaded in the presence of two witnesses, Adity Bali and Rinku Bhardwaj who are not in the employment of the Company. The votes casted by the Members were reconciled with the records maintained by the Registrar and Transfer Agent of the Company
5. The shareholders exercised their voting either by remote e-voting or e-voting at EGM. There was no shareholder who opted for both the facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they actually voted were considered.
6. The consolidated summary of results of e-voting at EGM and remote e-voting are as under:

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SPECIAL BUSINESSES:**Resolution 01: Special Resolution****1.To consider and approve the Alteration of Articles of Association of the Company**

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	13	18144960	-		13	18144960	-	-
E-Voting at EGM	1	230000	--	-	1	230000	-	-
TOTAL	14	18374960	-	-	14	18374960	-	-

Total Valid Votes (Total Votes - Invalid votes) = 18374960

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

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

Resolution 02: Special Resolution**2. To consider and approve issuance of up to 1,00,000 (One Lakh) warrants convertible into Equity Shares on Preferential Basis to the Promoter of the Company.**

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	13	18144960	4	17954960	9	190000	-	-
E-Voting at AGM	1	230000	-	-	1	230000	-	-
TOTAL	14	18374960	4	17954960	10	420000	-	-

Total Valid Votes (Total Votes -Invalid votes) = 420000

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

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

Resolution 03: Special Resolution

3. To consider and approve issuance of up to 4,00,000 (Four Lakh) Equity Warrants convertible into Equity Shares on Preferential Basis to Non- Promoters /Public Category Shareholders of the Company

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	13	18144960	-		13	18144960	-	-
E-Voting at AGM	1	230000	-	-	1	230000	-	-
TOTAL	14	18374960	-	-	14	18374960	-	-

Total Valid Votes (Total Votes - Invalid votes) = 18374960

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

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

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

For Vasisht & Associates

(Company Secretaries)

SHOBHIT
VASISHT

Digitally signed by
SHOBHIT VASISHT
Date: 2023.12.15
11:06:13 +05'30'

CS Shobhit Vasisht

Scrutinizer

PR No: 2355/2022

UDIN: F011517E002956021

FCS No: 11517

C.P. No: 21476

Date: 15.12.2023

Place: Faridabad

Counter Signed by Chairman/Authorised Person