



ANNUAL
REPORT
2022-23



STRATEGY CREATIVE DIGITAL MEDIA EVENT OOH

Managing Director & Chairman

Mr. Kunal Lalani

Non-Executive Directors

Mrs. Vimi Lalani, Mr. Hulas Mal Lalani & Mr. Atul Jeevandhar kumar Hegde

Non-Executive Independent Directors

Mr. Vinod Zutshi & Mr. Surendra Kumar Pagaria

Chief Financial Officer

Mr. Rajat Singhal

Company Secretary and Compliance Officer

Mr. Gagan Mahajan

Statutory Auditors

S.S. Kothari Mehta & Company, Chartered Accountants

Secretarial Auditor

M/s Vasisht & Associates, Company Secretaries

Registrar and Transfer Agent

Skyline Financial Services Private Limited

Registered Office

NSIC Complex, Maa Anandmayee Marg,

Okhla Phase-III, New Delhi-110020

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www.thecrayonsnetwork.com

Email: cs@thecrayonsnetwork.com

CIN: L52109DL1986PLC024711

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FORWARD-LOOKING STATEMENT

In this annual report we are presenting some forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. Wherever possible, we have tried to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.





MANAGING DIRECTOR'S OVERVIEW

We welcome all shareholders to Crayons Advertising Limited's Integrated Annual Report for FY 2022-23. We are a value-driven organization and through this report, we endeavour to provide the readers an accurate and detailed assessment of our ability to create long term sustainable value for our stakeholders, I am glad to inform you that FY 2022-23 proved to be another eventful year in the growth story of **CRAYONS**.

REPORTING PRINCIPLES AND FRAMEWORK

The information presented in this report is in line with the requirements and guidelines of:

- The Companies Act, 2013 (including the rules made thereunder)
- The Indian Accounting Standards
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- The Securities and Exchange Board of India, Circular on Business Responsibility and Sustainability Report (BRSR)
- National Guidelines on Responsible Business Conduct (NGRBC)
- Secretarial Standards issued by the Institute of Company Secretaries of India

REPORTING PERIOD

This report covers standalone financial information of the Company for the period April 1, 2022 to March 31, 2023. It also covers Key Performance Indicators which are also as of March 31, 2023.

SCOPE AND BOUNDARY

The report extends beyond financial and statutory reporting and includes non-financial performance including operating metrics, strategy, risks, materiality and sustainability disclosures. The report showcases our purpose, mission and strategic focus leading to value creation for all our stakeholders.

SUMMARY OF OUR INDUSTRY -

Global Advertising Industry

The global advertising market reached a value of US\$ 590.3 Billion in 2021. Looking forward, IMARC Group expects the market to reach US\$ 792.7 Billion by 2027, exhibiting a CAGR of 5.2% during 2022- 2027. Keeping in mind the uncertainties of COVID-19, we are continuously tracking and evaluating the direct as well as the indirect influence of the pandemic on different end use industries. These insights are included in the report as a major market contributor.

INDIAN ADVERTISING INDUSTRY

The Indian advertising market was valued at nearly INR 670 billion in 2020. The market is further expected to grow at a CAGR of 11% during the forecast period of 2022-2027 to reach INR 1253.2 billion by 2026. The Indian advertising market will remain the fastest-growing in the world over the next two years, a new report by Dentsu International, said. With a growth rate of 16 per cent in 2022 and ad spending that will increase by 15.2 per cent in 2023 and 15.7 per cent in 2024.

OUTLOOK

I believe the future of technology is opportunity rich and I remain more optimistic than ever. Large enterprises and governments across geographies continue to adopt digital and radically transform, to make themselves deeply connected with the consumers and other value chain partners. We will continue to leverage the new market dynamics and unlock greater growth opportunity that lies in reimagined and redesigned future experiences driven by the mobile-first priorities powering the connected ecosystem. With this, I conclude by extending my sincere thanks to all the Afflers, our customers, partners, investors and other stakeholders whose continuous support help us Think Big – For a Bold Tomorrow.

Kunal Lalani
Managing Director and Chairman

CORPORATE SNAPSHOT

Established in 1986, Crayons is one of the few agencies that can truly claim to be a fully integrated, fully independent, and a through and through Indian agency.

Being integrated means, we offer world class creative solutions that solve our clients' business problems.

And being Indian means, we understand local trends far better than any agency headquartered in Madison Avenue.

What's more, the fact that we have 9 offices across various regions, means we are well-versed in regional nuances. And speak to people in the language that they think in.

Talented and driven professionals, in terms of knowledge, skill and experience, form the core workforce of Crayons. The deep understanding of different businesses and their insights help us ensure that fitting and competent communication is conveyed and the desired results are achieved.

An absolute hands on person, Kunal Lalani set up Crayons single-handedly. His Understanding of the intricacies of Indian businesses provides strategic direction and business solutions to all verticals.



Our Services



THINKING

Strategy + Consulting

- Digital Brand Building & Communication Strategy
- Social Media Strategy
- Content and Engagement Strategy



DOING

Execution + Management

- Social Platform Management
- Website Development & Management
- Prototyping
- Film & Photo Studio
- Influencer Outreach
- Mobile Application Development
- SEO



MEASURING

Data + Analytics

- Social Listening
- Website Analytics
- Social Analytics
- Online Reputation Management



CREATING

Creative Services

- Campaign Conceptualization & Design
- Digital Content (Static, Audio, Dynamic, Video)
- Integrated Campaigns
- Experience Design
- UI/UX Design



PROMOTING

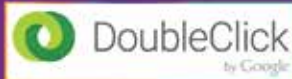
Media + Buying

- Media Planning & Buying
- Mobile Marketing
- Search Engine Marketing
- Display, Video, Social and Native Marketing
- Email Marketing
- Native Content Alliances

CERTIFICATIONS



TOOLS WE USE



Strategy
Market & Consumer Insights
Identity & Design
Creative Content Creation

Activations & Campaigns
Influencer Management
Platform Management
Creative E- Commerce

CREATIVE

WE HAVE OVER

36

YEARS OF DEEP EXPERTISE
IN ADVERTISING

CRM

ORM
Campaign
Management
Social Listening

Online Commerce
Integrated Commerce
Ecommerce ORM & SEO
Captive Brands

USER EXPERIENCE

Website Development
Application Development
Games
Content Management
Platforms

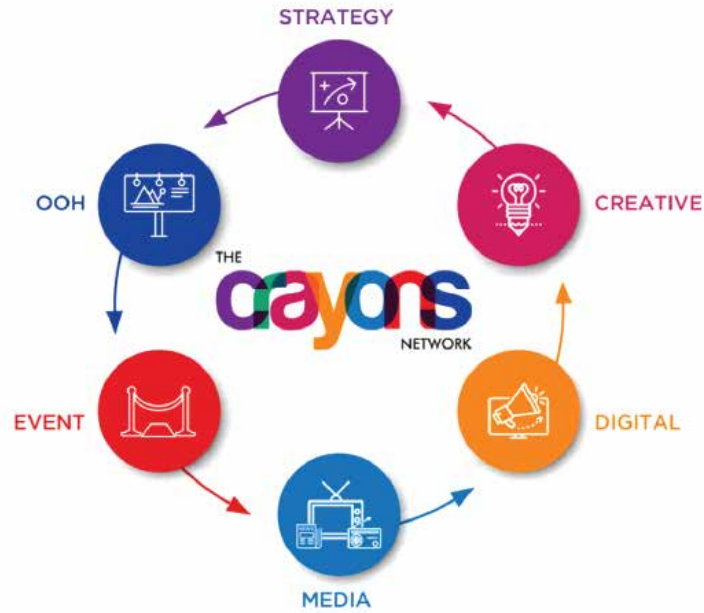
Dashboarding
Maintenance Services

MEDIA

Planning
SEM
Programmatic
Display

Hyperlocal
Amazon Market Services
SEO
Reporting & Analytics

WHAT WE DO?



SOME OF OUR ESTEEMED CLIENTS





MANAGEMENT TEAM

KUNAL LALANI

Founder and Chairman

Kunal set up Crayons single-handedly and with limited resources, in 1986. An absolute hands on person, he provides strategic direction and controls the agency's management across India. His strength lies in understanding the intricacies of Indian business and providing communication as well as business solutions.

An enterprising person, he has business interests in banking, hospitality, transport and aviation, besides advertising.

He is the President of Delhi Ad club and is also a member of the Executive Committee of AAI (Advertising Agencies Association of India)

ASHRAYE LALANI

Director, Growth & Technology

Ashraye graduated with honours from City University of London with a Bachelor of Science in Economics with Accounting. After this, he also acquired a Bachelor of Science degree in strategic management from the London School of Economics. Ashraye brings a global perspective and an understanding of international standards of consumerism, which forges a key pillar in Crayons' efforts to provide cutting-edge digital offerings and plays poetically into the agency's ambition to pursue its global expansion. At Crayons, Ashraye has played a crucial role in driving major new business and has been a key part in securing the majority of vital clients heralded in Crayons' portfolio today.





SAMIR DATAR
Chief Strategy Officer

Samir has 30 years of experience, working across agencies like JWT, Cheil, Grey, and Hakuhodo. He was responsible for the resurgence of Maggi Noodles in 1999, led the team that launched Nature Fresh, and for the launch and success of Samsung Mobile Phones in India.

At Crayons, as CSO, Samir has won Air India and Croma in large multi-agency pitches. He has also been part of Swach Bharat initiatives with the government, and led the teams that created campaigns for Indian Army, Indian Air Force, and the Indian Navy.

RAJAT SINGHAL
Chief Financial Officer

Rajat Singhal is an ICAI and ICSI-certified chartered accountant and company secretary. He has illustrious experience managing and handling the financial portfolios of the biggest corporations in the country.

He has spent more than 15 years tracking, mapping, and implementing financial strategies in media, IT, financial houses, and the textile industry. Rajat has been with Crayons Network for over four years and has played a pivotal role in the growth and success of our company.





MANOJ JACOB

Executive Creative Director

Manoj has over 20 years of experience working across agencies like Ogilvy, DDB Mudra, Havas, BBDO, and Contract Advertising. He has helped build several brands such as Peter England, IBM, Lenovo, Himalaya Wellness, Louis Phillipe, Diageo, Exxon Mobil, GE, UNICEF, Fosters, Reckitt, etc. Manoj's work has won him two Cannes Lions. Other commendable accolades won by him include an Adfest Lotus, One Show Merit, Media Spikes, and a Clio for 'Best Writing in Print'. Manoj believes that you are only as good as your last idea.

AJITH KUMAR
National Media Head

With 22 years of experience in media buying and planning, Ajith has contributed to the success of brand campaigns for leading clients like Reckitt Benckiser, Goodyear, Hyundai, Voltas, LG, MPTB, APL Apollo, and Kajaria. He has also been a part of the strategy teams for some remarkable campaigns for Govt. departments and political parties. While leading the Media team at Crayons, right from planning to launch, he has managed to deliver results beyond client expectations while using the right mix of traditional and new media technologies.





RANJAN SAXENA

Vice President - Digital

Ranjan Saksena is a digital strategy professional with 14 years of varied experience in integrated marketing communications, spanning across digital marketing and planning. He has worked on brands like Maruti Suzuki India Ltd., which included Ms Corporate, Ms Arena, Ms CIAZ, Samsung CE, Jet Airways, Magic Moments, Manforce Condoms, JCB Polaris, and Indian motorcycles. He has also spearheaded the overall digital strategy and planning & product launches such as NEXA Music (2 nd season), NEXA Lounge, NEXA

SERVICES

PRINT MEDIA



Kohinoor
RICES LIMITED

From the sun-kissed valleys of the foothills, comes the true Basmati, Kohinoor. But before it reaches your plate, the rice is carefully selected and milled in a special way, which gives it a long, nut-like flavor and heavenly aroma.

THE TASTE OF AUTHENTICITY

Kohinoor
BASMATI RICE
www.kohinoorindia.co

HOW A CAR BECOMES A SUPER CAR

IndianOil **XP100**
100 octane premium petrol

NOT EVERY CAR IS BORN A SUPERCAR. **BUT EVERY CAR CAN NOW BECOME ONE.**

INDIA'S ONLY

IndianOil **XP100**
100 octane premium petrol

Superior anti-knock properties | Imparts engine power with faster acceleration | Low Benzene and Aromatic Content | Reduced carcinogenic carbon emissions

CLUB 100
PERFORMANCE

At one restaurant, supper is theatre.

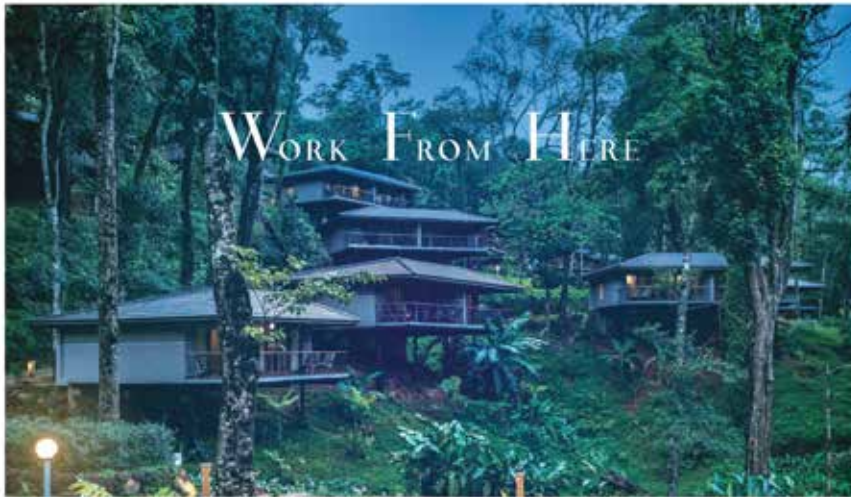
Dining out always has its place in life. Now every everyday thing that you have long associated with this wonderful human delight finds its rightful place at Spectra. Starting from the spectacular design to its fine dining kitchen, plethora of cuisines and artists of its splendid chefs, you know you are about to embark on a never before culinary adventure. So where are you dining tonight?

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KEMPINSKI GURGAON
INDIA. U.S.A.
HOTELS & RESIDENCES

SPECTRA



The Leela, Kempinski Gurgaon, Arvind Road, National Highway-8, Gurgaon 122002, India. Call: 91-124-477 1234, 477 1288 Fax: +91-124-477 1220. www.theleela.com



WORK FROM HERE

www.welcomheritage.com/india

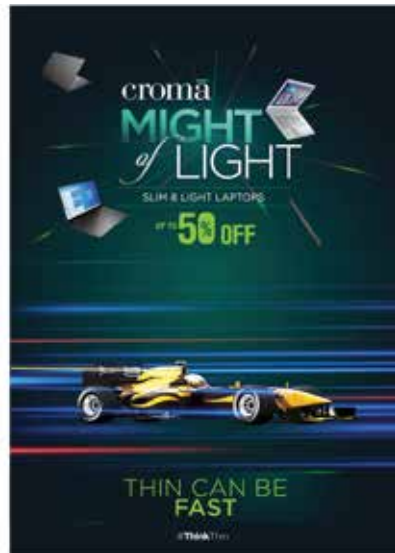
See #WorkFromHome in a new light


WHH
WelcomHeritage
Palaces • Hotels • Resorts • Homes



GRILLING OVER GUNJING!

PUNJAB GRILL
NOW IN LUCKNOW








Brand Campaign:
Social media campaign on the theme of **Independence Day for TATA Group**

Objective
To showcase the **legacy of TATA** and the role it played in the Independence of India

Campaign
The campaign arose from the rich, yet often forgotten legacy and history of the **Tata Group**. The key idea was to capitalize on the historically significant archive documents and assets to show people that **Tata's involvement with Independence** was an important contributor to the movement's success.

Results
IMPRESSIONS: **3.16 M+**
REACH: **2.73 M+**
ENGAGEMENT: **0.09 M+**
VIDEO VIEWS: **0.32 M+**

A person in a blue shirt is using a smartphone. The image is overlaid with various digital icons including bar charts, network symbols, and group icons, connected by thin white lines. The background is a blurred office setting with warm lighting.

DIGITAL

DIGITAL

The world of advertising is fast changing. Traditional advertising is giving way to a more precision based approach - Digital Advertising which is youth oriented and creates engaging and interactive communication. Although a young entrant in the digital space, Crayons Digital has made a mark with its outstanding campaigns of national and global stature. In a very short period it has handled high volume online business for diverse clients with some highly path breaking work.

Crayons was the agency behind the first global digital campaign for Incredible India. The digital team is led by Ranjan Saksena: a digital strategist with 14+ years of experience in integrated marketing communications, and digital strategy and planning. He has worked with diverse brands such as Maruti Suzuki, Samsung CE, Jet Airways, Magic Moments, Manforce condoms and many more.

Crayons boasts a team of savvy strategists, consultants, creatives, and developers that work together to deliver quantifiable results. We believe that digital is the next big thing and we don't look at conventional advertising practices and campaign formats, preferring to create something **INNOVATIVE AND GROUND-BREAKING**.

To create the most effective communication, our agency offers the following:

Web Design & Development, Search Engine Optimization, Social Media Strategy & Management, Digital Strategy & Planning, Influencer Marketing, App-based Marketing, Digital Media Planning & Buying and Web UI & UX Audit & Strategy.

Kerovit

By Kajaria

Brand Campaign:
Awareness around new TVC/Film Amplification

Objective
Launching Anushka Sharma new TVC for Kerovit – Bathroom Surprise- Making an impact through Digital Media


Campaign
We worked on a high impact, short duration campaign to ensure that our TG was exposed to the new TVC at high frequency to ensure recall.

Results


30.70% View Through Rate	100Mn Impressions	10.6 Mn+ Video Views
-----------------------------	----------------------	-------------------------

[View More](#) Kerovit by Kajaria @kerovit

Awareness around (TVC)



Click to play



Kajaria

Brand Campaign:
Awareness around new TVC/Film Amplification

Objective
Promote a Launch Campaign of their Latest TVC with Akshay Kumar with the tagline of #DeshKITile

Campaign
We worked on a high impact, short duration campaign to ensure that our TG was exposed to the new TVC at high frequency to ensure recall

Results

70 Million+ Impressions	05 Mn+ Video Views	31.93% View Through Rate
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[View More](#) Kajaria Ceramics Limited @kajaria.ceramics

#DeshKITile (TVC)



Click to play




ADAAB!



PUNJAB GRILL

NOW IN LUCKNOW

FOR RESERVATIONS, CALL US @ 8130404503

fitbit

Social Campaign:
Awareness on Attributes

Objective
To spread awareness around end user benefits of FitBit products.

Campaign
A tactical campaign was designed with the help of various engaging social media posts, highlighting the scale of solutions that Fit Bit as a brand and its product line can offer to its consumer.

View More Fitbit India @fitbitin



Click to play

Fitbit Health Tracker Click to play

Fitbit Pay Click to play

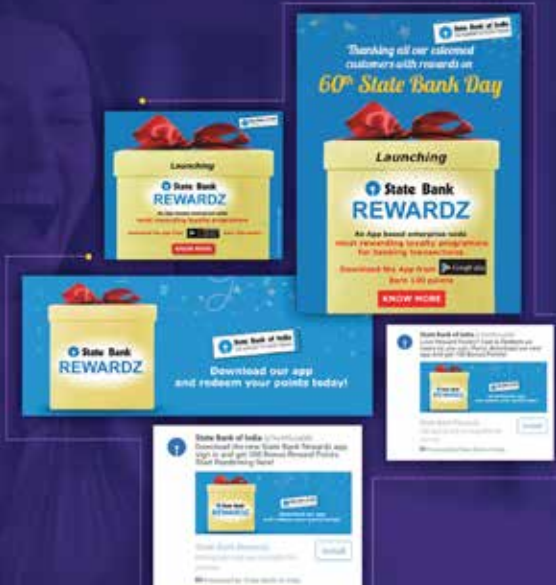
SBI

Brand Campaign:
SBI Rewards

Objective
Creation and execution of detailed digital media strategy. Design and strategic placement of banner creatives. Sponsored social media promotions.

Campaign
Increase awareness about State Bank Rewards promotions and mobile application. Get people to install the app.

Results
APP INSTALLS TARGET 100K
APP INSTALLS ACHIEVED 140K



Launching State Bank REWARDZ

Thanking all our esteemed customers with rewards on 60th State Bank Day

Launching State Bank REWARDZ

An App based awareness needs needs rewarding strategy programmes for banking transactions.

Download the App from State Bank of India

Download our app and redeem your points today!

State Bank of India

Download the new State Bank Rewards app in and get 100 State Bank Reward Points on downloading here

State Bank of India

Download the new State Bank Rewards app in and get 100 State Bank Reward Points on downloading here

State Bank of India

Download the new State Bank Rewards app in and get 100 State Bank Reward Points on downloading here

bob World | **ବିଏ ୱାର୍ଲ୍ଡ**
Bank of Baroda

Brand Campaign:
#bobworld Mobile App Promotion

Objective
To reach maximum relevant users across social media platforms like Facebook, Instagram & YouTube to inform users about the products.

Campaign
We targeted user across India with the age group of 23-45 interested in shopping, saving, borrow and other banking activities & those users who visited to their website.

Results
54 M+ Video Views
273% Delivery
80% VTR



SHOP FROM THE MIDDLE OF NOWHERE.

GET BEST-IN-CLASS SHOPPING EXPERIENCE.

bob World

WE LIVE IN YOUR WORLD.

BORROW FROM COMFORT OF YOUR HOME.

GET ADDITIONAL 1% OVER 10% EMI INTEREST WAIVER

bob World

WE LIVE IN YOUR WORLD.

OPEN AN ACCOUNT, ON THE GO.

OPEN A SAVINGS ACCOUNT WITHIN 15 MINUTES ONLY.

bob World

WE LIVE IN YOUR WORLD.

 It's our great esteem to launch Incredible India in the digital space.

Product Campaign:
#SabKuchJodiChaha Digital Film 2020

Objective
Establishing Madhya Pradesh as a one stop destination that fulfills everything that the heart desires.

Campaign
We worked on a high impact campaign with 4 phases including a digital Film to promote Madhya Pradesh as every traveler's delight.

Results
56% View Through Rate
8.6M+ Impressions
5M+ Video Views

[View More](#) Madhya Pradesh Tourism  @mptourism






 **PVC Pipes (TVC)** [Click to play](#)

Product Campaign:
Apl Apollo Steel Pipes

Objective
To highlight the key USP's of Apollo pipes and water tanks targeted to residential usage.

Campaign
Engaging films with Tiger Shroff were shot where brand's narrative of 'Strength' and key USP's of its pipes and water tank are nicely stitched. These films were further amplified on social media platforms like Facebook, Instagram, twitter & LinkedIn using moment marketing, gamification, ads, highlighting USP's etc.

Results

60 Lakh	2.5 Lakh	1.5 Lakh
Video Views	Clicks	Engagement

[View More](#) Apollo Pipes Limited  @apl_apollo




Water Tanks (TVC) [Click to play](#)



 **TO LAUNCH OUR ALL NEW NISSAN PATROL 2020** [Click to play](#)

Product Launch Campaign:
Launch Of Nissan Patrol 2020

Campaign
A 1st in the industry gaming campaign was conceptualized and executed to launch the new car by Nissan.

MENA DIGITAL AWARDS

BEST USE OF DIGITAL BY SECTOR : AUTOMOTIVE

[View More](#) Nissan Bahrain  @nissaninbahrain





Kajaria

CONGRATULATIONS
TO TEAM INDIA ON WINNING

Kajaria Cup



MEDIA

Our media wing has a great understanding of the local market, using their insights to drive value to media plans. We advise you on how and where to advertise, ensuring that your communication message appeals to consumers, appears in the right place, at the right time and at the best possible price. Our media buyers liaise with publishers from various media titles and are equipped with the latest software that has the right tools to determine campaign efficacies and tracking habits. Using all media vehicles and possible mixes, we aim to provide cost-effective solutions for any requirement, offering the highest quality for the best results.

We have handled various kinds of media mandates, ranging from extremely hectic and large magnitude jobs for Government bodies and big brands demanding visibility at every point of contact, to focused media required for niche retail clients. Recently, we have executed media campaigns for Kajaria, KajariaPLY, Kerovit, APL Apollo, and Social Home.





EVENT

Our events management wing, understands the importance of events as a brand building tool and in promoting businesses. Being an integrated and full service event management set up, Crayons takes care of everything: starting from conceiving the big idea, to budgeting, scheduling, site selection, acquiring necessary permits, coordinating transportation and parking, arranging for speakers or entertainers, decor, event security, catering, coordinating with third party vendors, and emergency plans. Each event is different in its nature so the process of planning & execution of each event differs on basis of type of event. We have done events of all sizes from large scale tourism events, travel agent meets, product launches, State Government events to National and international exhibitions of repute. We ensure cost-effective performance, accountability, flexibility in delivering projects and making the event a memorable one.

Our big ticket events:

- BOC's District Level Outreach Programs in 98 Districts
- Prime Minister's Visit to Kumbh Mela 2019, Prayagraj
- Visit of Sh. Amit Shah with CM and other Cabinet Minister to Kumbh Mela 2019, Prayagraj
- Organisation of Dharam Sansad at Kumbh Mela 2019, Prayagraj
- Organisation of Vaicharik Kumbh at Kumbh Mela 2019, Prayagraj
- Closing Ceremony of Kumbh Mela 2019, Prayagraj
- Pravasi Bhartiya Diwas at Kumbh Mela 2019, Prayagraj
- NYPUNYAM Skill Fiesta 2016
- International road shows for Goa Tourism
- Grand Kerala Shopping Festival – 3 years in a row
- Kerala Tourism Road Shows in India and abroad
- Kohinoor's Guinness World Record Biryani Event
- Bang & Olufsen Launch Event
- Stalls and pavillions in Auto Expo, IITF, etc.

TATA | **WINGS OF CHANGE**
A STAR ALLIANCE MEMBER

#WingsOfChange →
Click to play

Product Campaign:
Air India #WingsOfChange

Objective
Re-launching **TATA Air India** on **Social Media Platform**, with an ultimate objective of post engagement.

Campaign
We have targeted users living in the **top 30 Cities** of India with behaviors like **frequent flyers, Working professionals & interested in travel, Ecom Apps** to reach out to relevant audience

Results
IMPRESSIONS 728 MILLION
WEBSITE TRAFFIC 7 MILLION
IEWS 0.7 M+
ENGAGEMENT 1M+

ORGANIC TWITTER HASHTAG TRENDED #1 ACROSS INDIA

View More | Air India | @airindia.in

THE TIMES OF AIR INDIA

TATA

AMAZING BEFORE
AMAZING AGAIN

We heard what you've been saying, and we look forward to giving you what you've asked for. Today, we're making a commitment to our future. We have been the wings of a nation. Now, we will also be the wings for its future.

WINGS OF CHANGE

Facebook | Twitter | LinkedIn | YouTube | Instagram | WhatsApp | 1800 212 3877 or visit www.airindia.in

WELCOME TO A NEW ERA

TATA | **WINGS OF CHANGE**
A STAR ALLIANCE MEMBER

OOH (OUTDOOR & HOARDINGS)

The outdoor medium of branding has changed drastically. Branding is possible on almost anything now. Out-of-home advertising or outdoor advertising is a medium that reaches the consumers while they are outside their homes, via billboards, street, roads, highways, transit, etc. We have our own specialised outdoor division that understands this growing need of the market. It has a cracking team of outdoor experts with the drive to innovate and come with different and better possibilities. With years of experience in acquiring outdoor properties and buying outdoor media, Crayons's penchant for OOH innovation and precise executions has led to many landmark outdoor campaigns. Some of which are:

- A million signage's all over India for a telecom brand
- Simultaneously putting up 14000 hoardings across India for a political campaign
- Asia's largest banner in the air, in Dubai

SEE TULIPS IN FULL
BLOOM

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J&K TOURISM
see J&K in a new light

Far from the
spotlight
Not far from golf

Dotted across Assam are some of India's most scenic golf courses.
Discover them undisturbed.

Assam
Golf & Country Club
The Spirit of Assam

PRIZED POSSESSIONS

While our first priority is to make our clients achieve their business objectives, it always feels good to be appreciated and get recognition for our creative work. We are proud to have won over 65 awards in the last three years at premium national and international platforms like:

- ABBY One Show Awards (The Advertising Club)
- Trendies Awards (ET Brand Equity)
- ABBY Awards (Bombay Ad Club)
- ASTER Awards (New York)
- Big Bang Awards (Bangalore Ad Club)
- New York Festivals
- International Healthcare Awards (Atlanta)
- The Global Awards (New York)
- The RX Club Awards (New York)
- IPA Best of Health Show (London)
- Concerned Communicator Award
(Patrika Group, India)
- Delhi Ad Club Awards, India
- Ink Awards (Bhaskar Group, India)





DIRECTOR'S REPORT FOR THE FINANCIAL YEAR ENDED 2022-23

Dear Members,

Your Directors have pleasure in presenting the 37th Board's Report of M/s Crayons Advertising Limited (Formerly known as M/s Crayons Advertising Private Limited ("the Company")) for the financial year ended 31st March 2023.

Financial Review

(IN Rs. Lacs)

Particulars	FY 2022-23	FY 2021-22	Change %
Revenue from contracts with customers	27,568.45	19,252.59	43.19
Inventory and data costs	23,017.56	16,992.79	35.45
Employee benefits expenses	1,149.46	751.00	53.06
Other expenses	1,506.88	1,225.11	23.00
EBITDA	1,894.55	283.69	567.82
% EBITDA Margin	6.87	1.47	366.38
Depreciation and amortisation expenses	110.49	92.89	18.95
Finance costs	79.06	107.86	-26.70
Other income (Excl. Liabilities written back, if any)	546.46	152.38	258.62
Profit Before Tax and Share of loss of an associate	2,251.46	235.32	856.77
Share of loss of an associate	-	-	0.00
Profit Before Tax (PBT)	2,251.46	235.32	856.77
(Less): Total tax	592.19	73.98	700.47
(Less): Non-controlling interest	-	-	0.00
Profit After Tax (PAT) net of non-controlling interest	1,659.27	161.34	928.43
% Profit Margin	6.02	0.84	618.21
Normalized PAT (net of non-controlling interest)	1,659.27	161.34	928.43
% Normalized PAT Margin	6.02	0.84	618.21

The company has clocked Commendable revenues of Rs 27,568.45 Lacs in FY 2022-23, as compared to revenue of Rs. 19,252.59 in FY 2022 maintaining the accelerated growth momentum with 43% YoY increase. The EBITDA for FY 2023 is Rs. 1894.55 Lacs with a margin of 6.87%. Net Profit of Rs. 1659.27 Lacs with a margin of 6.02% as Net Profit of FY 2022 which is Rs. 161.34 Lacs with margin of 0.84.

The company has overcome from the impact of COVID-19 and witness growth of 43.19% in the Topline during the financial year 2022-23. During the Financial year 2023-24, the focus of the company is to enhance existing infrastructure with a focus on evolving and improvising owned and acquired technology to build further on cutting edge offerings. In order to make this possible, our starting point will be (i) investing in Studios, (ii) To Enhance our existing foundation of Web3 capabilities to offer more dynamic Metaverse solutions. - with the help of Augmented Reality and Virtual Reality we can take our marketing efforts to a whole other level. We want to allow brands to communicate in a tech-led world, and the consumers to experience the product with the most dynamically created and targeted content, (iii) Tool Software development & Acquisition, (iv) Enhance already our well renowned wide array of Event offerings – enabled with new-age technology applications to allow omnipresence, (v) Elevating our already coveted OOH business with investment in scale and technology.

**Key Financial Ratios**

Key Ratios	As of March 31, 2023
Return on Net Worth (%)	0.31%
Return on Capital Employed (%)	0.92%
Total Debt/Equity	0.18
Interest Coverage Ratio	29.48
Current Ratio	1.46
Diluted Earnings per Share (Rs.)	9.22

Return on Net Worth for FY 2023 is 0.31 whereas the Return on Capital Employed is 0.92. As the company has reduced its debts during last 2 financial years, the total debt to equity ratio came to 0.18. Further the Interest Coverage Ratio of the company for FY 2023 is 29.48 which is very impressive. Current ratio of the company is 1.46 which shows that the current assets of the company are more than current liabilities. During FY 2023 EPS (Earning Per Share) is 9.22.

DIVIDEND

During the year under review, your Company does not recommend any dividend in the absence of profits.

RESERVES AND SURPLUS

The Company had earned a Net profit of Rs. 1659.27 (in lacs) during the current financial year 2022-23. The entire Net profit during the current financial year had been carried to the Reserves and Surplus.

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.

MATERIAL CHANGES AND COMMITMENTS AFTER THE DATE OF CLOSE OF FINANCIAL YEAR 2022-23

The status of the company has been changed from Private Limited Company to Public Listed Company. The company has been listed on National Stock Exchange on 2nd June 2023. There were no other material changes and commitment affecting the financial position of company after the close of financial year 2022-23 till the date of report.

SHARE CAPITAL

During the year under review the company has not allotted any shares except Bonus share issue on 15th December 2022.

PUBLIC DEPOSITS

The Company has not accepted any deposit during the period started from 1st April, 2022 to 31st March, 2023.

CHANGE IN NATURE OF BUSINESS OF THE COMPANY

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

INITIAL PUBLIC OFFER

The company has come with the Public issue of 64,30,000 (Sixty Four Lacs Thirty Thousand) Equity Shares with issue price of Rs. 65 (Rupees Sixty Five Only) per share. The company listed on National Stock Exchange on 2nd June 2023.

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 31.03.2023 and part of annual report.



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 with the Stock Exchanges, a Report on Corporate Governance forms an integral part of this annual report is attached as **Annexure-A**

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**

DISCLOSURE REGARDING BUY BACK OF SECURITIES

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

DISCLOSURE REGARDING BONUS SHARES

During the year under review the company has issued shares 1,57,50,000 (One Crore Fifty-Seven Lacs Fifty Thousand) equity shares each having a nominal value of Rs. 15,75,00,000/- (Rupees Fifteen Crore Seventy-Five Lacs Only) at a price of Rs. 10/- (Rupees Ten only) per share at par as fully paid bonus shares to the holders of equity shares in the Company, whose names appear in the Register of Members of the Company on the date of allotment, in the ratio of 7:1 i.e. [7 (Seven) equity shares for every 1 (One) equity share held].

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.

RISK MANAGEMENT POLICY

The Company has an effective risk management procedure, which is governed at the highest level by the Board of Directors, covering the process of identifying, assessing, mitigating, reporting and review of critical risks impacting the achievement of Company's objectives or threaten its existence. To further strengthen & streamline the procedures about risk assessment and minimization procedures, the Board of Directors has a Risk Management Committee and has also formulated a Risk Management Policy.

HUMAN RESOURCES DEVELOPMENT:

Your Company has continuously adopted structures that help attract best external talent and promote internal talent to higher roles and responsibilities. The Company's people centric focus providing an open work environment fostering continuous improvement and development helped several employees realize their career aspirations during the year.

Company's Health and Safety Policy commits to provide a healthy and safe work environment to all employees. The Company's progressive workforce policies and benefits have addressed stress management, promoted work life balance.

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.

NUMBER OF BOARD MEETINGS:

The Board of Directors of the Company met 22 (Twenty Two) times during the year under review. The details of the meetings of the Board including that of its Committees are given in the Report on Corporate Governance forming part of this Annual Report.

The maximum time gap between any two consecutive meetings did not exceed 120 days.

NUMBER OF GENERAL MEETINGS:

During the year 2022-23, following general meetings held:

1. **Annual General Meeting:** 30th day of September, 2022
2. **EGM Date:** During the year under review, four EGM were held on 16th September 2022, 1st December, 2022, 24th January 2023, 8th February 2023.

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 D**. 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.

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 2022-23, 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

FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earnings: INR 127.97 Lacs

Foreign Exchange Outgo: INR 18.79 Lacs



DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES:

Your Company has no subsidiary company, joint venture or associate company.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on 31st March, 2023, there are 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

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

Change in Board of Directors during financial year 2022-23:

The Board of Directors of the Company approved the appointment of Mr. Atul Jeevandhar kumar Hegde (DIN: 02699927) as a Non-Executive - Non Independent Director and Mr. Vinod Zutshi (DIN: 00502876) as Non-Executive Independent Director of the Company with effect from 1st December 2022.

The Board of Directors of the Company also approved the appointment of Mr. Surendra Pagaria (DIN: 02945040) as a Non-Executive - Independent Director with effect from 21st January 2023 whose term of office will expire on the ensuing Annual General Meeting (AGM) and his appointment is required to be regularized subject to approval of members in the ensuing Annual General Meeting.

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, Mrs. Vimi Lalani (Non-Executive Director) (DIN: 00010548) is liable to retire by rotation and being eligible, seeks re-appointment at the ensuing AGM. Mrs. Vimi 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.

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 st December, 2022
2	Ms. Neelu Prajapati	Company Secretary	Appointed on 15 th December 2022 and resigned on 8 th May 2023
3	Mr. Gagan Mahajan	Company Secretary	Appointed on 8 th May 2023

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-E**.



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.

DECLARATION FROM INDEPENDENT DIRECTORS

The Company received declarations from Independent Directors in accordance with Section 149(7) of the Companies Act, 2013 and Listing Regulations, that he/she meets the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and Listing Regulations.

PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS

Pursuant to the provisions of the Companies Act 2013 and Listing Regulations, the Board carried out an annual performance evaluation of its own performance, the Directors individually, as well as the evaluation of the working of its Committees.

The Board evaluation was conducted through questionnaire designed with qualitative parameters and feedback based on ratings. Evaluation of the Board was based on criteria such as composition and role of the Board, Board communication and relationships, functioning of Board Committees, review of performance of Executive Directors and strategic planning.

Evaluation of Committees was based on criteria such as adequate independence of each Committee, frequency of meetings and time allocated for discussions at meetings, functioning of Board Committees and effectiveness of its advice/recommendation to the Board.

Evaluation of Directors was based on criteria such as participation and contribution in Board and Committee meetings, experience and expertise to provide feedback and guidance to top management on business strategy, governance, risk and understanding of the organisation's strategy.

The outcome of the Board Evaluation for the financial year 2022-23 was discussed by the Independent Directors at its meeting held on March 31, 2023.

DECLARATION FROM INDEPENDENT DIRECTORS

The Company received declarations from Independent Directors in accordance with Section 149(7) of the Companies Act, 2013 and Listing Regulations, that he/she meets the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and Listing Regulations.

STATUTORY AUDITORS:

M/s SS Kothari Mehta & Company, Chartered Accountants (Firm Registration No. 000756N) was appointed as the Statutory Auditors of the Company for a term of 5 (Five) years from the conclusion of 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company to be held in the year 2024 at a remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

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 Vasisht & Associates, Company Secretaries as the Secretarial Auditors of the Company to undertake Secretarial Audit of the Company for the FY 2022- 23. The Secretarial Audit Report is annexed to this Report as **Annexure F**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

AUDITOR'S REPORT:

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

EXPLANATION TO AUDITOR'S REMARKS:

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

DETAILS ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Corporate Social Responsibility is not applicable on the company during FY 2022-23.

**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.

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

Your Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

During the financial year 2022-23, the Company did not receive any complaints on sexual harassment and therefore, no complaints remain pending as of 31st March, 2023.

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.

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.

SECRETARIAL STANDARDS

The Company has complied with all the Secretarial Standards issued till the end of financial year 2022-23.

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 2021-22 prepared in accordance with Section 92(1) of the Act is available on the website of the Company at <https://thecrayonsnetwork.com/wp-content/themes/thecrayonsnetwork/assets/pdfs/Annual-Return-FY-2023.pdf>

VIGIL MECHANISM POLICY / WHISTLE BLOWER POLICY

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a "Whistle Blower Policy and Vigil Mechanism" and which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Company has adopted the Policy for Directors and employees to report genuine concerns and to provide for adequate safeguards against victimization of persons who may use such mechanism. The policy provides for a framework and process whereby concerns can be raised by its Employees and Directors to the management about unethical behavior, actual or suspected fraud or violation of the Code of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements. Further, no person has been denied access to the Audit Committee.

The Whistle Blower policy can be accessed on the Company's Website at the link: www.thecrayonsnetwork.com.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- i. in the preparation of the annual accounts for the financial year 2022-23, the applicable accounting standards have been followed and there are no material departures;
- ii. 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 31st March, 2023 and of the profit /loss of the Company for that period;
- iii. 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;
- iv. the directors had prepared the annual accounts on a going concern basis;



- v. 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.

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
(Formerly known as Crayons Advertising Private Limited)**

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

**Place: New Delhi
Date: September 05, 2023**

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, 2023 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 aimed at (a) enhancing long term shareholder value through assisting the top management in taking sound business decisions; and prudent financial management; (b) achieving transparency and professionalism in all decisions and activities of the Company; (c) achieving excellence in Corporate Governance by conforming to the prevalent guidelines on Corporate Governance, and excelling in, wherever possible and reviewing periodically the existing systems and controls for further improvements.

1. BOARD MEETING AND PROCEDURES

- i. As on March 31, 2023, the Company has Six Directors. Out of the Six Directors, One is Managing Director, Three are Non-Executive Directors and two are Independent Directors. 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, 2023 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. Twenty Two (22) Board Meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days.

The said meetings were held on:

4th April 2022, 15th April 2022, 7th May 2022, 12th May 2022, 3rd June 2022, 7th June 2022, 15th June 2022, 23rd June 2022, 1st July 2022, 8th July 2022, 16th August 2022, 20th August 2022, 26th August 2022, 4th November 2022, 30th November 2022, 1st December 2022, 12th December 2022, 15th December 2022, 2nd January 2023, 21st January 2023, 1st February 2023, 15th February 2023.

The necessary quorum was present for all the meetings.

**2. BOARD OF DIRECTORS**

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
Mr. Kunal Lalani	Executive	Chairman Managing Director	22	22	14	Yes
Mrs. Vimi Lalani	Non-Executive Director	Director	22	22	8	Yes
Mr. Hulasmal Lalani	Non-Executive Director	Director	22	22	4	Yes
*Mr. Atul Jeevandhar kumar Hegde	Non-Executive Director	Director	6	1	5	No
*Mr. Vinod Zutshi	Non-Executive Director	Independent Director	6	1	0	No
*Mr. Surendra Kumar Pagaria	Non-Executive Director	Independent Director	2	1	1	No

*Mr. Vinod Zutshi has been appointed as Independent Director on 1st December 2022.

*Mr. Atul Jeevandhar kumar Hegde has been appointed as Non Executive Director on 1st December 2022.

*Mr. Surrender Kumar Pagaria has been appointed as Independent Director on 21st January 2023.

The detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed notes is sent to each Director at least 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, 2022, 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.

3. 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 31st March, 2023 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	Director
Mr. Hulas Mal Lalani	00257693	Non-Executive Director	Director
Mr. Atul Jeevandhar kumar Hegde	02699927	Non-Executive Director	Director
Mr. Vinod Zutshi	00502876	Non-Executive Director	Independent Director
Mr. Surendra Kumar Pagaria	02945040	Non-Executive Director	Independent Director



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 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 31st March, 2023. 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.

4. 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 in 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 members 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.

The composition of the Audit Committee as on 31st March, 2023 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 Kumar	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

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

During the year, 1 Audit Committee Meeting was held on 31st March 2023.

5. 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:

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

During the year, No meeting of Nomination and Remuneration Committee meetings were held.

(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.

6. 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 meetings was held on 31st March 2023.

The Stakeholders Relationship Committee has been formed by the Board of Directors, at the meeting held on January 21, 2023. As on the date of this Red Herring Prospectus the Stakeholders Relationship Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship	Meeting Entitled to Attend	Meeting Attend
Mr. Surendra Kumar	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.

7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee has been formed by the Board of Directors, at the meeting held on January 21, 2023. As on 31st March 2023, the Stakeholders Relationship Committee comprises of:

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

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

During the year, 1 Corporate Social Responsibility Committee meetings was held on 31st March 2023.

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:

1. 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;
2. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
3. To monitor the CSR policy of the Company from time to time;
4. 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 members 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.

Compliance officer

Ms. Neelu Prajapati has been appointed as Company Secretary on 15th December 2022 and later on she has resigned from the position of Company Secretary on 8th May 2023 and in her place Mr. Gagan Mahajan has been appointed as Compliance Office on 8th May 2023.

Mr. Gagan Mahajan 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 Executive Directors for the financial year 2022-2023 as per following manner:

Nature of Payment	Mr. Kunal Lalani	Mrs. Vimi Lalani	Mr. Hulas Mal Lalani	Mr. Atul Jeevandar kumar Hegde
Basic (P.M.)	2,55,000	1,98,000	-	-
HRA (P.M.)	1,27,500	99,000	-	-
Conveyance (P.M.)	-	-	-	-
Speacial Allowance (P.M.)	92,000	1400	-	-
Stock Options (P.M.)	-	-	-	-
Other (P.M.)	25,500	1600	-	-
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 2022-23 are as under:

Nature of Payment	Mr. Vinod Zutshi	Mr. Surendra Pagaria
Sitting Fees	-	-
Total	-	-

8. INDEPENDENT DIRECTOR'S MEETING

During the year under review, the Independent Directors met on 31st March, 2023, inter alia, to discuss:

- i) Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole.
- ii) 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.

9. GENERAL BODY MEETINGS

Details about Annual General Meetings held in last three years

For the Year	Venue	Day, Date & Time	Special Resolution *
2019-20	NSIC Complex, Maa Anandmayee Marg, Okhla Phase-III, New Delhi-110020	Thursday, 31 st December 2020 at 02:00 PM	Nil
2020-21	NSIC Complex, Maa Anandmayee Marg, Okhla Phase-III, New Delhi-110020	Tuesday, 30 th day of November, 2021 at 4.45 PM	Nil
2021-22	NSIC Complex, Maa Anandmayee Marg, Okhla Phase-III, New Delhi-110020	Friday, 30 th September 2022 at 10:00 AM	Nil

10. MEANS OF COMMUNICATION

The Company is also maintaining a functional website 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.



11. GENERAL SHAREHOLDER INFORMATION

The Company is registered in the New Delhi, India.

A) Annual General Meeting

Day, Date and Time: Thursday, the 28th day of September 2023 at 12:30 PM

B) Financial Year—01st April, 2022 to 31st March, 2023

C) Dividend Payment Date

No dividend has been recommended for the year ended 31st March, 2023.

D) Listing at Stock Exchanges

EQUITY SHARES

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

Listing Fee for the year 2022-23 has been paid to National Stock Exchange.

E) ISIN – INE00FK01019

F) Market Price Data: High Low for the period June 2023 to August 2023

Month	Low	High
June, 2023	121.50	180.35
July, 2023	145.30	167.85
August, 2023	144.25	175.95

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 lodgment, 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 31.03.2023	
S. No.	Name of shareholder	No. of equity Shares	As a % of Issued Capital
Promoters			
1	Mr. Kunal Lalani	43,90,160	24.39%
2	Mrs. Vimi Lalani	22,00,800	12.23%
3	M/s Vimi Investments and Finance Pvt Ltd	1,13,40,000	63.00%
Total – A		1,79,30,960	99.62%
Promoter Group			
4	Mr. Vishal Lalani	24,000	0.13%
5	Mr. T.M. Lalani	800	0.00%
Total – B		24,800	0.13%
Public			
6	Existing Shareholders	44,240	0.25%
Total-C		44,240	0.25%
Grand Total (A+B+C)		1,80,00,000	100%

J) 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.

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

12. 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. Rajat 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 31st March, 2023, which is attached with the report.
5. The company has complied with all the Accounting Standards applicable to the company.
6. The company has come out with Initial Public Offer and the shares was listed on NSE on 2nd June 2023.



7. 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: September 05, 2023**

Management Discussion and Analysis Report

Global uncertainties including inflationary pressures and supply chain constraints are expected to impact profit margins of the organisations across various sectors. International Monetary Fund projections forecast sluggish growth for most of the major economies in 2023 with a gradual recovery in 2024.

As per IMF, the baseline forecast is for growth to fall from 3.4 percent in 2022 to 2.8 percent in 2023, before settling at 3.0 percent in 2024. Advanced economies are expected to see a pronounced growth slowdown, from 2.7 percent in 2022 to 1.3 percent in 2023.

Inflation's return to target is unlikely before 2025 in most cases. Public debt as a ratio to GDP soared across the world during COVID-19 and is expected to remain elevated. However, emerging and developing economies are expected to fare well compared to advanced economies

Digital Economy

Digital adoption continues to evolve at a tremendous speed. Increasing digitalization of the economy and society is changing the ways people act and interact. One of the distinguishing features of digital transformation has been the exponential growth in machine-readable information over the Internet, powering at scale a data-driven digitally intelligent ecosystem.

In Indian Context

India is one of the select markets in the world where digital advertising spends continue to grow at a rapid pace. Digital advertising industry in India grew by 35.3% in 2022 on a y-o-y basis. Digital media has been leading the growth rally for the Indian advertising industry, growing at almost twice the rate of the overall industry. A segment that is fuelling growth for digital segment is mobile advertising. It is driven by factors such as 4G penetration, cost-effective data packages, proliferation of the mobile apps, social media and rapid growth in smartphone penetration giving boost to M-commerce.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

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.

(Rs. in Lakhs)

Particulars	FY 2022-23	FY 2021-22	Change %
Revenue from contracts with customers	27,568.45	19,252.59	43.19
Inventory and data costs	23,017.56	16,992.79	35.45
Employee benefits expenses	1,149.46	751.00	53.06
Other expenses	1,506.88	1,225.11	23.00
EBITDA	1,894.55	283.69	567.82
% EBITDA Margin	6.87	1.47	366.38
Depreciation and amortisation expenses	110.49	92.89	18.95
Finance costs	79.06	107.86	-26.70
Other income (Excl. Liabilities written back, if any)	546.46	152.38	258.62
Profit Before Tax and Share of loss of an associate	2,251.46	235.32	856.77
Share of loss of an associate	-	-	0.00
Profit Before Tax (PBT)	2,251.46	235.32	856.77
(Less): Total tax	592.19	73.98	700.47
(Less): Non-controlling interest	-	-	0.00
Profit After Tax (PAT) net of non-controlling interest	1,659.27	161.34	928.43
% Profit Margin	6.02	0.84	618.21
Normalized PAT (net of non-controlling interest)	1,659.27	161.34	928.43
% Normalized PAT Margin	6.02	0.84	618.21

**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. During the FY 2023 the company was a Private Limited company where there is no Requirement of Internal Auditor, However company has nominated In-House Professionals to conduct the internal audit to ensure adequacy of internal control system, compliance of rules and regulations applicable to the Company and adherence to the management policies. For FY 2024, the Board has also appointed Ms. Ruchi Tayal, Chartered Accountant 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.

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 at March 31, 2023, our total employee count on a consolidated basis was 176, of the total, 73.8% were men and 26.2% were women employees.

Crayons strives to provides 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.

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.

Threats, Risks & Concerns

Crayons may be exposed to a range of external as well as internal risks that can have an impact on its performance. In order to efficiently manage these, we have built a strong risk management framework which includes identification of the identified risks, its impact and our mitigation strategy. You should carefully consider these risks and all other information in the Annual Report. Any of these risks could adversely affect our business, operating results, financial condition, and prospects.



Key Risks and Mitigation Strategy

Risk	Defining the Risk	Mitigation Strategy
Macroeconomic Risk / Economic Uncertainties	Customers can reduce their marketing spends due to economic uncertainties in key markets	<p>We consistently track the markets we operate in, followed by close coordination between the business teams and finance teams to discuss any business concerns with respect to broader economic scenario, business related developments or regarding the customers we serve in specific.</p> <p>Further, our business is well diversified across industry verticals and across geographies; with no major negative impact expected.</p>
Business Continuity Risk	Potential natural or man-made hazards may impact business operations and even pose a risk to employee safety	<p>We have the necessary Standard Operating Procedures (SOPs) and Business Continuity Plan (BCP) that addresses disruptions which could be faced by our teams or the employees, across our India and International offices.</p> <p>We have Work from Home policy in place, event specific succession planning, medical insurance for the employees, dedicated quick response team and the related contingency plans</p>
Technological / Data related Changes	If our ability to profile connected devices is restricted by certain disruptive changes in technology, it could have an adverse impact on business model / operations	we have developed competencies across various technologies and operating environments; and our R&D teams continually strive to be future ready for any such risks.
Systems, Data and Digital Infrastructure Security Failures	Failures in systems and the digital infrastructure supporting our systems could significantly disrupt our operations	<p>We have a comprehensive disaster recovery and business recovery plan for our Consumer Platform tech infrastructure. Our risk mitigation strategy aims for distributed architecture of services and speed of restoration of services. Our active architecture distributes the servers across multiple cloud allowing us to dynamically scale for loadbursts or adapt for sudden failures. We maintain a multicloud risk managed strategy to scale across different clouds as and when required. We ensure that all critical information is securely stored across different layers of attached/cloud/remote distributed storage to mitigate risks while allowing for quick restoration of back ups. Our cloud assets are secured using a combination of passwords, certificates, multi-layered IAM policies, VPNs, Firewalls, anomaly detection systems, etc.</p>
Liquidity Risk	Any threat to the liquidity could be a risk factor	Our Interest Coverage Ratio (EBIT/Finance cost) stood at 29.48x, representing Company's ability to service its interest obligations out of its operating income was 29.48 times during FY 2022-23. Also, we have been maintaining positive cash flows from operations
Credit Risk	Default or inability of the customers to pay on time may impact the balance sheet position and/or the profitability	We have an effective receivable management framework in place to maintain the receivable days. Our finance team deploys strong check and balances to mitigate any credit risks or any possibility of increase in bad debts



Risk	Defining the Risk	Mitigation Strategy
Compliance Risk	Adherence to laws and regulations pertaining to a public-listed company is mandatory	We have a dedicated in-house secretarial and compliance team that manages all the compliances effectively. We also have all the necessary Corporate Policies in place to ensure the regulatory compliances are well met with
Reputation Risk	Negative media coverage or certain actions by activist shareholders may divert the time and attention of our board and management and adversely affect the share price	To mitigate this, Crayons has adopted the following approach: 1. Regular screening of media coverage by our PR team and pre-emptive response by the senior management, if required. 2. Regular interactions with the shareholders & analysts and providing the information in a transparent and timely manner.
Environmental Sustainability	While the Company being in mobile advertising business is less resource intensive with low direct environmental impact. However, there could be broad-based external environmental risks that could potentially impact the health and safety of our employees	The company will strive to not only proactively assess and minimize the impact of environmental risks, but also enable effective resource allocation aligned to our ESG sustainability principles

Cautionary Statement

Certain statements in this Management Discussion and Analysis Report concerning the future growth prospects are forward-looking statements, which involve a number of risks and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties regarding fluctuations in earnings, ability to manage growth, intense competition in our industry including those factors which may affect company's cost advantage, seasonality of business, wage increases, company's ability to attract and retain highly skilled professionals, time and cost overruns on fixed-price, client concentration, company's ability to manage its international operations, company's ability to successfully complete and integrate potential acquisitions, liability for damages on company's contracts, the success of the companies in which Affle has made strategic investments, political instability, legal restrictions on raising capital or acquiring companies outside India, and unauthorized use of our intellectual property and general economic conditions affecting our industry or the global economy.

**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: September 05, 2023**



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 paid (Amount in Rs.)	Nature of employment whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of 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	Kunal Lalani Age: 63 years	Managing Director	22,95,733.00	Non Contractual	Graduate	01.08.1986	17.97	N.A.
2	Samir Datar Age: 58 Years	Chief Strategy Officer	32,13,009.00	Non Contractual	Graduate	12.10.2020	Nil	N.A.
3	Faisal Haq Age: 45 Years	Chief Operating Officer	22,75,413.00	Non Contractual	Graduate	Jul 11, 2022	Nil	N.A.
4	Rajat Singhal Age: 38 years	Chief Financial Officer	22,98,269.00	Non Contractual	Graduate	May 20, 2019	Nil	N.A.
5	Manoj Jacob Age: 48 Years	Executive Creative Director	17,98,614.00	Non Contractual	Graduate	Aug 04, 2022	Nil	N.A.
6	Vimi Lalani Age: 57 Years	Vice President	9,15,900.00	Non Contractual	Graduate	Aug 01, 2018	9.01	Wife of Mr. Kunal Lalani
7	Sanjeev Bhirani Age: 58 Years	Sr. Vice President	21,46,541.00	Non Contractual	Graduate	Apr 24, 1998	Nil	N.A.
8	Anil Kapoor Age: 42 Years	Assoc. Vice President	14,95,250.00	Non Contractual	Graduate	Jul 14, 2014	Nil	N.A.
9	Ankur Dhaliwal Age: 40 Years	Client Servicing Director	13,58,760.00	Non Contractual	Graduate	Mar 01, 2022	Nil	N.A.
10	Amit Chaudhary Age: 37 Years	Assoc. Vice President	11,51,893.00	Non Contractual	Graduate	Apr 01, 2021	Nil	N.A.



* Ms. Neelu Prajapati has resigned from the Position of Company Secretary on 8th May 2023 and Mr. Gagan Mahajan has joined as Company Secretary on 8th May 2023.

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 2022-23 (in Rs. Lacs)	Median remuneration of employees (in Rs. Lacs)	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)	33.00	0.50	66.00	150%
Vimi Lalani (Director)	12.00	0.50	24.00	NIL
Rajat Singhal (Chief Financial Officer)	33.03	0.50	66.06	36.44%
Neelu Prajapati (Company Secretary)	1.21	0.50	2.42	NIL

Note:

- Ms. Neelu Prajapati, resigned from the Position of Company Secretary w.e.f, 8th May 2023.
 - 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)	150%
Vimi Lalani (Director)	NIL
Rajat Singhal (Chief Financial Officer)	36.44%
Neelu Prajapati (Company Secretary)	Nil

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 (in Rs. Lacs)	Median Remuneration in previous year (in Rs. Lacs)	% increase
0.50	0.42	19.05

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

There are 176 regular employees on the rolls of Company as on 31st March, 2023.

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	62.15%
2.	Increase in salary of employee (other than Key Managerial Personnel)	11.96%

Note: While Calculating Increase in salary of Key Managerial Personnel and other employees, those who joined and resigned during the year is excluded.



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

The Company affirms that remuneration is as per the remuneration policy of the Company's.

**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: September 05, 2023**

**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, 2022 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)
Cash UR Drive Marketing Pvt. Ltd.	Enterprises owned or significantly influenced by key management personnel to whom transaction's entered during the year	Not Applicable	Service received	1,733.21
Mega Cabs Private Limited	Enterprises owned or significantly influenced by key management personnel to whom transaction's entered during the year	Not Applicable	Service received	0.08
Coeus Communications India LLP	Enterprises owned or significantly influenced by key management personnel to whom transaction's entered during the year	Not Applicable	Service received	41.30
Omni Media Communications Private Limited	Enterprises owned or significantly influenced by key management personnel to whom transaction's entered during the year	Not Applicable	Service received	133.05
Mega Cabs Private Limited	Enterprises owned or significantly influenced by key management personnel to whom transaction's entered during the year	Not Applicable	Service Provided	4.06
Mega Luxuries & Hotels LLP	Enterprises owned or significantly influenced by key management personnel to whom transaction's entered during the year	Not Applicable	Service Provided	0.08
Cash UR Drive Marketing Pvt. Ltd.	Enterprises owned or significantly influenced by key management personnel to whom transaction's entered during the year	Not Applicable	Payables	0.06
Omni Media Communications Private Limited	Enterprises owned or significantly influenced by key management personnel to whom transaction's entered during the year	Not Applicable	Payables	83.24



Name of the related party	Nature of relationship	Duration of the contracts/ arrangements/ transaction	Nature of transaction	Amount (in Rs. Lacs)
Omni Media Communications Private Limited	Enterprises owned or significantly influenced by key management personnel to whom transaction's entered during the year	Not Applicable	Receivable	7.63
Omni Media Communications Private Limited	Enterprises owned or significantly influenced by key management personnel to whom transaction's entered during the year	Not Applicable	Advance from Customer	0.98
Kunal Lalani	Key Managerial Personnel	Not Applicable	Advance	0.18

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

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

**Place: New Delhi
Date: September 05, 2023**

**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.

Currently, the Company does not pay any commission to its Directors.

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.

**FORM NO. MR-3****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR 2022-23**

[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, Shobhit Vasisht, Proprietor of Vasisht & Associates, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CRAYONS ADVERTISING LIMITED** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on the 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, 2023 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, 2023 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;
- (iv) The 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 Borrowing;
- (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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable to the Company during Audit Period)**;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008 (Not Applicable to the Company during Audit Period);
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and amendments thereof regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009 Not Applicable to the Company during Audit period);
 - (i) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 **(Not Applicable to the Company during Audit period)**;



- (j) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations 2021 **(Not Applicable to the Company during Audit Period);**

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory auditor(s) and other designated professionals.

I have also examined compliance with the applicable provisions of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board Meeting and General Meeting;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Standards and Guidelines etc. mentioned above. However, the Company has not appointed Internal Auditor under Section 138 of the Companies Act, 2013 since the Company was listed w.e.f. June 02, 2023 and the provisions in respect of the Internal Auditor became applicable only from listing date.

I further report that:

- The Board of Directors of the Company has been 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.
- The dissenting members' views were not required to be captured and recorded as part of the minutes as there were no such instance.
- There are adequate systems and process in the company commensurate with the size and operations of the company to monitor and ensure compliances with the applicable laws, rules, regulations and guidelines.

I further report that:

- A. With the approval of shareholders, in their duly convened Extra-Ordinary General Meeting held on 16th September 2022:
- i. Authorized share capital of the Company was increased from Rs. 2,50,00,000/- to Rs 25,00,00,000/- divided into 25000000 Equity Shares of Rs 10/- each;
 - ii. An application was filed to Registrar of Companies, Delhi for the conversion of the Company from Private Limited to Public Limited Company, which was approved and taken on record by the Registrar of Companies, Delhi dated 22/11/2022. Accordingly, the status of Company was changed from Private Limited to Public Limited with effect from 22/11/2022.
 - iii. The Company has amended its Memorandum and Article of association, consequent upon the conversion.
- B. With the approval of Board, in their duly convened Board Meeting held on 15/12/2022 the Company had issued 15750000 Equity Shares of Rs 10 each as Bonus Shares;
- C. With the approval of shareholders, in their duly convened Extra-Ordinary General Meeting held on 14th December 2022.
- i. The authorization to the Board of Directors of the Company pursuant to section 180 1(a) of the Companies Act, 2013 to create such charges, mortgages and hypothecations either by way of 1st, 2nd or subsequent charge on movable or immovable properties both present and future and in such manner as the board may deem fit in favour of bank and financial institutions and other investigating agencies to secure rupee/foreign currency loan and working capital /credit facilities availed or proposed to be availed by the Company provided that the total amount of loan together with interest thereon, compounded interest, liquidated damages, commitment charges and other monies payable by the company in respect of the said loan /credit facilities shall not at any time exceeded the limit of 400 crore.



- ii. The authorization to the Board of Directors of the Company to give loans, provide guarantee/ security, make investments in addition to the loans and investments so far made in and the amount for which guarantees or securities have so far been provided for a sum not exceeding 300 crore (Rupees three Hundred Crores only) over and above the limit of 60% of the paid up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is higher, in terms of Section 186 of the Companies Act, 2013;
- D. The Company has made an Initial Public Offer (“hereinafter referred as IPO”) of 64,30,000 Equity Shares of face value of 10/-each of the Company, at a price of 65/- per equity share and pursuant to IPO of the Company issued fresh 64,30,000 Equity Shares of Rs. 10 each .The Company got listed on NSE SME Platform with effect from 02/06/2023.

**For VASISHT & ASSOCIATES;
(Company Secretaries)**

sd/-
CS SHOBHIT VASISHT
UDIN: F011517E000884939
PR No: 2355/ 2022
FCS No: 11517
C P No: 21476

Place: Faridabad
Date: August 29, 2023

Note: This report is to be read with the letter of even date which is annexed as Schedule - I and forms an integral part of this report.



To,

Schedule - I

The Members,

CRAYONS ADVERTISING LIMITED

CIN: L52109DL1986PLC024711

NSIC Complex, Maa Anandmayee Marg

Okhla Industrial Estate, Phase-III, New Delhi-110020

This report of even date is to be read along with this letter –

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on the audit.
2. I 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. I believe that the processes and practices, i followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
5. 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 VASISHT & ASSOCIATES;
(Company Secretaries)**

**Sd/-
CS SHOBHIT VASISHT
UDIN: F011517E000884939
PR No: 2355/ 2022
FCS No: 11517
C P No: 21476**

**Place: Faridabad
Date: August 29, 2023**



CERTIFICATION BY CHIEF FINANCIAL OFFICER OF THE COMPANY

I Rajat 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, 2023 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/-
Rajat Singhal
Chief Financial Officer**

**Date: September 05, 2023
Place: New Delhi**



**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF
CORPORATE GOVERNANCE UNDER LISTING REGULATIONS, 2015**

To

Crayons Advertising Limited
NSIC Complex, Maa Anandmayee Marg,
Okhla 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, 2023, 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.

**FOR VASISHT & ASSOCIATES
(COMPANY SECRETARIES)**

Sd/-
CS SHOBHIT VASISHT
Proprietor
UDIN: F011517E000884928
PR: 2355/2022
FCS No: 11517
C.P. No: 21476

Place: Faridabad
Date: August 29, 2023



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

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, 2023 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. Hulasmal Lalani	00257693	01/08/1986
4.	Mr. Vinod Zutshi	00502876	01/12/2022
5.	Mr. Atul Jeevindharkumar Hegde	02699927	01/12/2022
6.	Mr. Surendra Pagaria	02945040	21/01/2023
7.	Mr. Raghu Khanna*	02496328	30/11/2021

*Resigned w.e.f. 12.05.2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate 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.

FOR VASISHT & ASSOCIATES
(Company Secretaries)

Sd/-
CS SHOBHIT VASISHT
 Proprietor
UDIN: F011517E000884840
PR No:2355/2022
FCS No: 11517
C.P. No: 21476

Place: Faridabad
Date: August 29, 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, 2023 and there is no non-compliance thereof during the period under review.

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

**Place: New Delhi
Date: September 05, 2023**



NOTICE

Notice is hereby given that the 37th Annual General Meeting (“AGM”) of the Members of M/s Crayons Advertising Limited (Formerly Known as M/s Crayons Advertising Private Limited) will be held on Thursday, the 28th day of September, 2023 at 12.30 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, 2023 including audited Balance Sheet as at 31st March, 2023 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.

SPECIAL BUSINESS:

1. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SURENDRA PAGARIA (DIN: 02945040) AS DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Article of Articles of Association of the Company and other applicable laws, Mr. Surendra Pagaria (DIN: 02945040) who was appointed as an Additional Director (Independent Director) of the Company with effect from 21st January 2023 by the Board of Directors pursuant to Section 161 of the Act and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive Independent Director of the Company.”

“RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

2. TO APPOINTMENT MR. VIMI LALANI, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFER HERSELF 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 Mrs. Vimi Lalani (DIN: 00010548) who retires by rotation and eligible for reappointment, in the Annual General Meeting, be and is hereby appointed as Director of the Company.”

3. TO CONSIDER AND APPROVE THE HYPOTHECATIONS OF THE ASSETS UNDER SECTION 180(1)(A) OF THE COMPANIES ACT 2013.

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

“RESOLVED THAT in supersession to the earlier resolution passed by the members of the Company, consent of members of the company be and is hereby accorded pursuant to Section 180 (1)(a) and other applicable Provisions, Rules and Regulations of the Companies Act, 2013, to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee) to create such charges, mortgages and hypothecations either by way of 1st, 2nd or subsequent charge, on such movable or immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of banks/financial institutions and other investing agencies to secure rupee/foreign currency loan and working capital/credit facilities availed or proposed to be availed by company, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the



company in respect of the said loans/credit facilities, shall not, at any time exceeded the limit of Rs. 400 Crores (Rupees Four Hundred Crores only).

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as well as to execute all such documents, instruments and writings as may be required in order to give effect to the above resolution."

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

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

"RESOLVED THAT in super session to the resolution passed by the members of the company in their meeting held earlier, consent of members of the company be and is hereby accorded to the Board of Directors of the company pursuant to Section 180(1)(c) and other applicable provisions, Rules and Regulations of the Companies Act, 2013, for borrowing from time to time, any sum or sums of money for the purposes of the company upon such terms and conditions, and with or without security as the Board of Directors may in its discretion think fit, notwithstanding that the money or monies to be borrowed by the company (apart from the temporary loans obtained or to be obtained from time to time from the Company's Banker's in the ordinary course of business) together with the already borrowed, may exceed the aggregate of the paid up share capital of the money company and its free reserves that is to say, reserves not set apart for any specific purpose(s), provided however that the money or monies to be borrowed by the company with the money already borrowed shall not at any time exceed Rs. 400 Crores (Rupees Four Hundred Crores only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as well as to execute all such documents, instruments and writings as may be required in order to give effect to the above resolution."

5. TO CONSIDER AND TO APPROVE LOANS, INVESTMENTS OR GUARANTEE OR SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 300 Crores (Rupees Three Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mrs. Vimi Lalani and Mr. Kunal Lalani, Directors of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

6. TO APPROVAL LOANS, INVESTMENTS OR GUARANTEE OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013



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

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Kunal Lalani, Director of the Company, be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**For Crayons Advertising Limited
(Formerly known as Crayons Advertising Private Limited)**

**Sd/-
Kunal Lalani
(Director)**

DIN: 00002756

**Address: 14, Oak Drive, DLF Chhatarpur
Farms, New Delhi-110074**

**Place: New Delhi
Date: September 05, .2023**

**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 37th (Thirty Seventh) 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 37th (Thirty Seventh) 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 37th (Thirty Seventh) 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 1st September 2023 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 2022-23 is being sent through electronic mode only to those members whose email address are registered with the Company/Depository Participant(s). Pursuant to circular no. 20/2020 dated 05th May, 2020 issued by MCA dispatch of Physical copy of annual report is dispensed.
3. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the Special Businesses as set out above is annexed hereto and form part of this notice.
4. Additional Information, pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, In respect of the directors seeking appointment/ re-appointment at the AGM, is furnished as annexure to the Notice.
5. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and in case the shares are held in physical form to the Company's Registrar and Share Transfer Agents.
6. The Notice for the Annual General Meeting and the Annual Report will be available for inspection at the Registered Office of the Company on all working days in business hour up to the date of Annual General Meeting. The above said shall also be available on the Company's website at www.megacorppltd.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. Member 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 is higher in the order of names will be entitled to vote.
10. The Register of Members and Share Transfer Books shall remain closed from 22nd September 2023 to 28th September 2023 (Both days inclusive).
11. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@thecrayonsnetwork.com with a copy marked to admin@skylinerta.com.
12. The Board of Directors has appointed M/s Vasisht & Associates, Practicing Company Secretary as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.
13. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within 24 hours from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other Key Managerial Personnel who shall countersign the same and declare the results of the voting within 48 hours of conclusion of Annual General Meeting.
14. The results declared along with the report of Scrutinizer shall be placed on the website of the Company www.thecrayonsnetwork.com and on the website of Skyline Financial Services Private Limited <https://www.skylinerta.com/> immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.
15. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at <https://www.skylinerta.com/>. However, if he / she is already registered with 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.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

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.

2. 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 at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
3. 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.
4. 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.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.thecrayonsnetwork.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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.
6. 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.
7. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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 25th September 2023 at 09:00 AM and ends on 27th September at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September 2023 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	<p>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 www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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 & 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@thecrayonsnetwork.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 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 **5 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**



If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

**By Order of the Board
For Crayons Advertising Limited
(Formerly known as Crayons Advertising Private Limited)**

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

**Address: 14, Oak Drive, DLF Chhatarpur
Farms, New Delhi-110074**

**Place: New Delhi
Date: September 05, 2023**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013****ITEM NO. 1: REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SURENDRA PAGARIA (DIN: 02945040) AS DIRECTOR OF THE COMPANY.**

Board of directors of the Company through resolution passed on 21st January 2023 has appointed Mr. Surendra Pagaria (DIN: 02945040) as Additional Director (Independent Director) of the Company to hold office of the Director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Surendra Pagaria as Director of the Company.

Mr. Surendra Pagaria is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Surendra Pagaria is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no. 1 for the approval of the members.

ITEM NO. – 3 & 4 TO APPROVE THE HYPOTHECATIONS OF THE ASSETS AND TO APPROVE THE BORROWING POWERS

The borrowings of the company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/or immovable properties of the company in such form, manner and ranking as may be determined by the Board of directors of the company, from time to time, in consultation with the lender(s). The mortgage and/or charge by the company of its movable and/or immovable properties and or the whole or any part of the undertaking(s) of the company in favour of lenders/agent(s)/trustees, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The approval of the members for the said borrowings and creation of a mortgage or charge for the said borrowing is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1)(c) and 180 (1) (a) of the Act respectively.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of both Resolutions.

The Board of Directors recommends the Special Resolution as set out at Item no. 3 & 4 of the Notice for approval by the members.

ITEM NO. – 5 TO APPROVE LOANS, INVESTMENTS OR GUARANTEE OR SECURITY UNDER SECTION 186

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

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 400 crores (Four Hundred Crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Special Resolution as set out at Item no. 5 of the Notice for approval by the members.

ITEM NO. – 6 TO APPROVAL OF LOANS, INVESTMENTS OR GUARANTEE OR SECURITY UNDER SECTION 185

As per the provisions of Section 185 of the Companies Act, 2013, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.



Hence, the Board decided to seek approval of the shareholders pursuant to the provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Special Resolution as set out at Item no. 6 of the Notice for approval by the members.

ANNEXURE TO NOTICE OF AGM

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

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

Name	Mrs. Vimi Lalani	Mr. Surendra Pagaria
Date of Birth	29/08/1966	21/10/1965
Age	57 Years	58 Years
DIN	00010548	02945040
Qualification	South Delhi Polytechnic 3 year Diploma in Commercial Art Certificate - 1988 and Aptech 6month Advance Multimedia Course Certificate-2004	Graduate Certificate from St. Xaviers College
Expertise in specific functional areas	Multimedia, Print Production, Photography and Creative Designing	Film and TV Serial Productions
Terms and Conditions of appointment along with details of remuneration sought to be paid	Appointed as Director of the company and holds office until resignation given by him or removal by members in the year of rotation.	Appointed as Director of the company and holds office until resignation given by him or removal by members.
Date of Appointment	01/01/2002	21/01/2023
No. of Board Meetings attended during the year	22	2
Inter-se relationships between Directors	Wife of Mr. Kunal Lalani	None of the directors are related
Shares Held in the company	22,00,800	0

**INDEPENDENT AUDITOR'S REPORT**

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

Report on the Audit of the Financial Statements**Opinion**

We have audited the accompanying financial statements of Crayons Advertising Limited (Formerly known as Crayons Advertising Private Limited), which comprise the Balance sheet as at March 31 2023, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2023, its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the 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 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 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 financial statements.

Information Other than the 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 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 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 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 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.

Responsibility of Management for the 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the 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 Financial Statements.

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 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 financial statements, including the disclosures, and whether the 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.

**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;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 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
 - (h) 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 42(v) to the 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 42(vi) to the 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. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For S.S. Kothari Mehta & Company
Chartered Accountants
ICAI Firm Registration Number: 000756N

Sd/-
AMIT GOEL
Partner

Membership Number: 500607
UDIN: 23500607BGURMA2313

Place of Signature: New Delhi
Date: June 20, 2023



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.

(i)(a)(B) The Company has maintained proper records showing full particulars of intangibles assets.

(i)(b) Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.

(i)(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 financial statements are held in the name of the Company.

(i)(d) The Company has not revalued its property, plant and equipment or Intangible assets during the year ended March 31, 2023.

(i)(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.

(ii)(b) As disclosed in note 7 to the 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 :

Quarter	Particulars	Amount as reported in the quarterly return/statement	Amount as per books of account (Rs. In lacs)	Difference
Quarter-1	Trade Receivable	3,686.69	5523.46	(1,836.77)
Quarter-1	Trade Payable	727.46	3760.49	(3,033.03)
Quarter-2	Trade Receivable	5,781.20	5173.58	607.62
Quarter-2	Trade Payable	1,958.93	4204.57	(2,245.64)
Quarter-3	Trade Receivable	4,709.77	4521.35	188.42
Quarter-3	Trade Payable	1,386.55	2793.48	(1,406.93)
Quarter-4	Trade Receivable	6,472.88	6287.36	185.52
Quarter-4	Trade Payable	4,062.39	3843.77	218.62

(iii)(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 Lacs)

	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year				
- Others	-	-	1361.91	-
Balance outstanding as at balance sheet date in respect of above cases	-	-	828.00	-
- Others				



(iii) (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.

(iii)(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 3(iii)(f) below and note 41 and 42f the financial statements. In respect of these unsecured loans, the company has received the amount whenever demanded. Further, outstanding loan given in note 41 and 42 of the financial statements Company has not demand for repayment of loan. Hence the same is treated as regular.

(iii)(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.

(iii)€ 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 overdues of existing loans given to the same parties.

(iii)(f) As disclosed in note 42 to the 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:

	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans - Repayable on demand	828.00	-	-
Percentage of loans/ advances in nature of loans to the total loans	100%	-	-

(iv) 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.

(v) 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.

(vi) 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.

(vii) (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.

(vii) (b) There are no dues of goods and services tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess, goods and service tax and other statutory dues which have not been deposited on account of any dispute.

(viii) 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.

(ix)(a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(ix)(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.



- (ix)(c) 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.
- (ix) (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (ix)(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (ix)(f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
- (x)(a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (x)(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.
- (xi)(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.
- (xi)(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.
- (xi)(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii)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.
- (xiii) In our opinion, and according to the information and explanations given to us during the course of audit,, transactions with the related parties are in compliance with sections 188 of Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of section 177 are not applicable to the Company for the period under audit and hence not commented upon.
- (xiv) The Company does not have an internal audit system and is not required to have an internal audit system under the provisions of Section 138 of the Act. Therefore, the requirement to report under clause 3(xiv)(a) and 3(xiv)(b) of the Order is not applicable to the Company.
- (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.
- (xvi)(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.
- (xvi)(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.
- (xvi)(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 financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the 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) The Company is not required to spent on corporate social responsibility as per the section 135 of the Act. Accordingly, the requirement to report on clause 3(xx) (a) and (b) of the Order is not applicable to the Company.

(xxi) The Company is not subject to prepare consolidated financial statements, as informed to us. Accordingly, the provision of clause 3 (xxi) of the Order is not applicable to the Company.

For S.S. Kothari Mehta & Company
Chartered Accountants
ICAI Firm Registration Number: 000756N

Sd/-
AMIT GOEL
Partner
Membership Number: 500607
UDIN: 23500607BGURMA2313

Place of Signature: New Delhi
Date: June 20, 2023

**Annexure 2 to the Independent Auditor's Report of even date on the financial statements of Crayons Advertising Limited (Formerly known as Crayons Advertising Private Limited).****Report on the Internal Financial Controls under Clause (i) 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, 2023 in conjunction with our audit of the 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these 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 Companies Act, 2013, 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 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 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 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 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 financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements. A company's internal financial control over financial reporting with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 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 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 financial statements.



Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements.

Because of the inherent limitations of internal financial controls over financial reporting with reference to these 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 financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these 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 financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2023, 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 S.S. Kothari Mehta & Company
Chartered Accountants
ICAI Firm Registration Number: 000756N

Sd/-
AMIT GOEL
Partner
Membership Number: 500607
UDIN: 23500607BGURMA2313

Place: New Delhi
Date: June 20, 2023



1. Corporate information

Crayons Advertising Limited (Formerly known as Crayons Advertising Private 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 9 offices. The company operates from its office at New Delhi.

During the current year the Company has changed from private to public company. Consequently, the name of Crayons Advertising Private Limited was changed to Crayons Advertising Limited and a fresh certificate of incorporation pursuant to change of name was issued by the RoC on November 22, 2022.

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 financial statements are presented in Indian Rupees.

2. Summary of significant accounting policies:

a) Basis of preparation of financial statements

The 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 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. These 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 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.

Impairment losses, including impairment on inventories, are recognized in the statement of profit and loss.

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 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 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.

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.

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) Segment reporting

Identification of segments

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate.

Inter-segment transfers

The company generally accounts for intersegment sales and transfers at cost plus appropriate margins.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

S) Standards notified but not yet effective

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards Amendment Rules, 2023) has notified certain amendments to existing Ind AS via notification dated March 31, 2023. The same shall come into force from annual reporting period beginning on or after April 1, 2023 which the Company has not applied as they are not effective for annual period beginning on or after April 1, 2022.



Balance Sheet as at March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

	Note	As at March 31, 2023	As at March 31, 2022
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	1,800.00	225.00
Reserves and surplus	4	3,583.22	3,498.95
Total shareholders funds		5,383.22	3,723.95
Non-current liabilities			
Long-term borrowings	5	318.40	352.42
Long-term provisions	6	176.55	166.50
Total non- current liabilities		494.95	518.92
Current liabilities			
Short-term borrowings	7	786.92	608.15
Trade payables	8		
Total outstanding dues of micro enterprises and small enterprises		485.91	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		3,843.77	5,821.81
Other current liabilities	9	1,973.23	2,028.55
Short-term provisions	10	44.69	24.09
Total current liabilities		7,134.52	8,482.60
		13,012.69	12,725.47
ASSETS			
Non-current assets			
Property plant and equipment	11	335.48	582.73
Intangible assets	11A	4.99	7.23
Non-current investments	12	879.68	1,136.36
Deferred tax assets (net)	13	123.41	111.31
Long-term loan and advances	14	1,068.59	946.37
Other non-current assets	15	193.92	226.72
Total non- current assets		2,606.07	3,010.72
Current assets			
Trade receivables	16	6,287.36	5,902.13
Cash and bank balances	17	1,535.64	1,784.80
Short-term loans and advances	18	1,733.61	1,830.81
Other current assets	19	850.01	197.01
Total current assets		10,406.62	9,714.75
		13,012.69	12,725.47

Significant accounting policies 2
The accompanying notes form an integral part of these financial statements

As per our report of even date

For **S.S. Kothari Mehta & Company**
Chartered Accountants
Firm registration No.: 000756N

Sd/-
Amit Goel
Partner
Membership No. 500607

Place: New Delhi
Date: June 20, 2023

For and on behalf of the Board of Directors of
Crayons Advertising Limited
(Formerly known as Crayons Advertising Private Limited)

Sd/-
Kunal Lalani
Managing Director
DIN NO: 00002756

Sd/-
Rajat Singhal
Chief Financial
Officer

Sd/-
H.M. Lalani
Director
DIN NO: 00257693

Sd/-
Gagan Mahajan
Company Secretary
Mem No. A34028



Statement of profit and loss for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

	Note	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue			
Revenue from operations		27,568.45	19,252.59
Other income	20	546.46	152.38
Total revenue		28,114.91	19,404.97
Expenses			
Advertising and job work costs		23,017.56	16,992.79
Employee benefits expense	21	1,149.46	751.00
Finance costs	22	79.06	107.86
Depreciation and amortisation	11 & 11A	110.49	92.89
Other expenses	23	1,506.88	1,225.11
Total expenses		25,863.45	19,169.65
Profit before taxation		2,251.46	235.32
Less: Tax expenses			
- Current tax		605.90	75.61
- Earlier year tax expenses		(1.61)	-
- Deferred tax charge		(12.10)	(1.63)
Net profit for the period/ year after tax		1,659.27	161.34
Earning per equity share:			
Basic and diluted earnings per share (In Rs.)	24	9.22	0.90
(Nominal value of share Rs.10 each)			
*restated			

Significant accounting policies

2

The accompanying notes form an integral part of these financial statements

As per our report of even date annexed

For **S.S. Kothari Mehta & Company**
Chartered Accountants
Firm registration No.: 000756N

For and on behalf of the Board of Directors of
Crayons Advertising Limited
(Formerly known as Crayons Advertising Private Limited)

Sd/-
Amit Goel
Partner
Membership No. 500607
Place: New Delhi
Date: June 20, 2023

Sd/-
Kunal Lalani
Managing Director
DIN NO: 00002756

Sd/-
H.M. Lalani
Director
DIN NO: 00257693

Sd/-
Rajat Singhal
Chief Financial
Officer

Sd/-
Gagan Mahajan
Company Secretary
Mem No. A34028



Cash Flow Statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

	For the year ended March 31, 2023	For the year ended March 31, 2022
A. Cash flow from operating activities		
Net profit before tax	2,251.46	235.32
Adjustment for :		
Loss on sale of Investments	50.90	53.02
Depreciation and amortization	110.49	92.89
Interest and finance charges	79.06	107.86
Interest income received	(181.28)	(68.76)
Amount written back	(26.76)	(7.17)
loss on sale of property plant & equipment	(249.35)	(2.37)
Profit from partnership firms	(17.46)	(20.10)
Provision for bad and doubtful debts	39.86	68.79
Bad debts written off	52.02	294.30
Profit on sale of investment	-	(26.75)
Operating profit before working capital changes	2,108.94	727.03
Adjustment for :		
(Decrease)/Increase in long term and short term provisions	30.65	(2.12)
(Decrease)/Increase in current and other liabilities	354.39	688.17
(Decrease)/Increase in trade payables	(1,465.37)	1,411.98
(Increase)/decrease in trade receivables	(1,130.11)	(254.67)
(Increase)/decrease in short-term loans and advances, other non current asset	290.33	(1,104.93)
Cash generated from operations	188.84	1,465.46
Adjustment for :		
Income tax paid (Net of refund)	(314.01)	(477.03)
Net cash flow (used in)/from operating activities (A)	(125.18)	988.43
Cash flow from investing activities		
Payment against purchase of property plant & equipment	(660.28)	(32.86)
Proceeds from sale of property plant & equipment	637.46	16.23
Purchase of intangible assets	(1.37)	(3.30)
(Purchase)/sale of investments (net)	(131.95)	(8.37)
Proceeds from sale of investments properties(net)	310.00	631.68
Investment in partnership firm	(22.00)	84.91
Advance against Property	(409.05)	385.05
Interest income received	45.38	46.37
Fixed deposits (investment)/ matured	25.09	44.49
Net cash flow (used in)/from Investing activities (B)	(206.74)	1,164.20
Cash flow from financing activities		
Proceeds from short term borrowing (net)	111.19	192.17
Repayment of long term borrowings (net)	33.57	(764.46)
Finance charges paid	(79.73)	(112.13)
Net cash flow used in financing activities (C)	65.03	(684.42)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(266.89)	1,468.21
Cash and cash equivalents at beginning of the year	1,772.96	304.75
Cash and cash equivalents at the end of the year	1,506.08	1,772.96



Cash Flow Statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Components of closing cash and cash equivalents (Refer note - 17)		
Balance with banks in current accounts	1,467.76	1,715.73
Cash in hand as certified by management	38.31	33.92
Fixed deposits having maturity of less than 3 months	-	23.31
	<u>1,506.07</u>	<u>1,772.96</u>

As per our report of even date

For **S.S. Kothari Mehta & Company**
Chartered Accountants
Firm registration No.: 000756N

For and on behalf of the Board of Directors of
Crayons Advertising Limited
(Formerly known as Crayons Advertising Private Limited)

Sd/-
Amit Goel
Partner
Membership No. 500607
Place: New Delhi
Date: June 20, 2023

Sd/-
Kunal Lalani
Managing Director
DIN NO: 00002756

Sd/-
H.M. Lalani
Director
DIN NO: 00257693

Sd/-
Rajat Singhal
Chief Financial
Officer

Sd/-
Gagan Mahajan
Company Secretary
Mem No. A34028

Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

3 Share capital	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount in Rs.	Number of shares	Amount in Rs.
Authorised share capital				
Equity shares of Rs.10/- each fully paid up	2,50,00,000	2,500.00	25,00,000	250.00
Issued, subscribed and paid up				
Equity shares of Rs.10/- each fully paid up	1,80,00,000	1,800.00	22,50,000	225.00
	1,80,00,000	1,800.00	22,50,000	225.00

a) Reconciliation of shares outstanding at beginning and at end of the year ended.

	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount in Rs.	Number of shares	Amount in Rs.
Equity share outstanding at the beginning of the year	22,50,000.00	225.00	22,50,000.00	225.00
Bonus share issue during the year	1,57,50,000.00	1,575.00	-	-
Equity share outstanding at the end of the year	1,80,00,000.00	1,800.00	22,50,000.00	225.00

During the year ended March 31, 2023, the Company on 15th December, 2022 allotted 157,50,000 bonus shares of face value of Rs. 10/- each. The bonus issue of share will be made in the ratio of 7 : 1 (ie 7 (seven) fully paid up equity share for every 1 (one) Equity share held to the shareholders on such date as may be determined by the board of directors after approval of share holder in board meeting).

b) Terms / rights attached to equity shares

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.

During the year ended March 31, 2023 and Year ended March 31, 2022, Company has not declared any dividend.

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.

c) Details of shareholders holding more than 5% shares in the Company

Names	As at March 31, 2023		As at March 31, 2022	
	No. of shares	% Shares held	No. of shares	% Shares held
Mr. Kunal Lalani	43,90,160	24.39%	5,48,770	24.39%
Mrs. Vimi Lalani	22,00,800	12.23%	2,75,100	12.23%
M/s Vimi Investments & Finance Private Limited	1,13,60,000	63.11%	4,20,000	18.67%
M/s Sahyog Properties Private Limited	-	-	10,00,000	44.44%

d) Note 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.

e) 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) Allotted fully paid up share by way of bonus share except for 1575 lacs share Rs 10 each in bonus issue on 15 December 2022.
- (iii) bought back any class of share.

f) Details of shares held by promoters



Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

As at 31 March 2023

Description	Promoter Name	No. of shares in the beginning of year	Change during the year	No. of shares as at 31-03-2023	% of Total Shares	% change during the year
Equity shares of INR 10 each fully paid	Kunal Lalani	5,48,770	38,41,390	43,90,160	24.39%	-
Equity shares of INR 10 each fully paid	Hulas Mal Lalani	1,830	12,810	14,640	0.08%	-
Equity shares of INR 10 each fully paid	Vimi Lalani	2,75,100	19,25,700	22,00,800	12.23%	-
Equity shares of INR 10 each fully paid	M/s Vimi Investments & Finance Private Limited	4,20,000	1,09,40,000	1,13,60,000	63.11%	-
Total		12,45,700	1,67,19,900	1,79,65,600	99.81%	-

As at 31 March 2022

Description	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Equity shares of INR 10 each fully paid	Kunal Lalani	5,48,770	-	5,48,770	24.39%	-
Equity shares of INR 10 each fully paid	Hulas Mal Lalani	1,830	-	1,830	0.08%	-
Equity shares of INR 10 each fully paid	Vimi Lalani	2,75,100	-	2,75,100	12.23%	-
Total		8,25,700	-	8,25,700	36.70%	-



**Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)**

	<u>As at March 31,2023</u>	<u>As at March 31,2022</u>
4 Reserves and surplus		
General reserve		
Opening balance	27.48	27.48
Addition/(deletion) during the year	-	-
Closing balance	<u>27.48</u>	<u>27.48</u>
Surplus in the statement of profit and loss		
Opening balance	3,471.47	3,310.13
Add : Net profit for the year	1,659.27	161.34
Less: Bonus Share Issue year the ended March 31, 2023	(1,575.00)	-
Closing balance	<u>3,555.74</u>	<u>3,471.47</u>
Total reserve & surplus	<u>3,583.22</u>	<u>3,498.95</u>
	<u>As at March 31,2023</u>	<u>As at March 31,2022</u>
5 Long term borrowings		
Secured		
(a) Term loans from bank		
Term loans	314.67	267.36
Vehicle loans	92.57	4.02
(b)Term loans from others		
Term loans	-	101.66
Vehicle loans	-	0.63
	<u>407.24</u>	<u>373.67</u>
Less : Amount disclosed under short term borrowing as current maturities of long term debt (refer note no. 7)	<u>88.83</u>	<u>21.25</u>
	<u>318.40</u>	<u>352.42</u>

Nature of security & terms of repayment :

Nature of security

- a) Term loans from banks amounting to Rs. 314.67/- (previous year Rs. 267.36/-) and from others amounting Nil /- (previous year Rs. 101.66 which are secured against properties in National Capital Region capital advance given by the company in respect of properties).
- b) Vehicles loans from bank and other financial institutions amounting to Rs. 92.57/- (previous year Rs. 4.65/- are secured against hypothecation of vehicles).

Terms of repayment :

Bank Name	Terms of Repayment	Applicable Interest Rate	Amount O/S as on 31 st March 2023	Amount O/S as on 31 st March 2022
Axis bank	60 months moratorium period of 24 months and repayment after in 36 th Month	Repo Rate + 5.25%	-	118.93
Deutsche bank	Total period of loan is 180 months and Type of Interest rate is floating in monthly EMI of Rs 1.03 lakhs	Base Rate +0.45%	-	71.45
Deutsche bank	Total period of loan is 180 months and Type of Interest rate is floating in monthly EMI of Rs 1.02 lakhs	Base Rate +0.45%	-	74.40
Yes Bank	Total period of loan is 38 months and type of Interest is Fixed in monthly EMI of Rs. 0.31 lakhs	11.15% pa	-	1.29
Yes Bank	Total period of loan is 38 months and type of Interest is Fixed in monthly EMI of Rs. 0.31 lakhs	11.15% pa	-	1.29
IndusInd Bank	Out of total repayment period of 60 months, moratorium period of 24 months and the principal shall be repaid in 36 equal installment after the moratorium period is over, last installment in Oct 26	EBLR (Presentaly 9.25%) + 0.00% subject to max of 9.25% P.A.	118.00	-
IndusInd Bank	60 Equal monthly principal installments started from March-23	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 %.	196.67	-



Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

Aditya Birla Housing Finance Limited	Total period of loan is 222 months and type of Interest is Floating in monthly EMI of Rs. 0.69 lakhs	9.22% pa	-	65.26
Aditya Birla Housing Finance Limited	Total period of loan is 220 months and type of Interest is Floating in monthly EMI of Rs. 0.38 lakhs	9.42% pa	-	36.40
HDFC BANK LTD	Total period of loan is 40 months and type of Interest is Fixed in monthly EMI of Rs. 0.93 lakhs	9.76% pa	-	4.02
Nissan Renault Financial Services India Private Limited	Total period of loan is 36 months and type of Interest is Fixed in monthly EMI of Rs. 0.32 lakh	9.36% pa	-	0.63
Axis bank	Repayment in 37 equal installment starting from 10 th Nov 22	Fixed Int. 8.18%	92.57	-
Total Value			407.24	373.67

	<u>As at</u> <u>March 31,2023</u>	<u>As at</u> <u>March 31,2022</u>
6 Long term provisions		
Provision for employee benefits:		
Provision for gratuity (refer Note No. 39)	156.22	151.53
Provision for leave encashment (refer Note No.39)	20.32	14.97
	<u>176.55</u>	<u>166.50</u>
	<u>As at</u> <u>March 31,2023</u>	<u>As at</u> <u>March 31,2022</u>
7 Short term borrowings		
Secured cash credit#	698.09	586.90
Current maturities of long term debt (refer Note no.5)	88.83	21.25
	<u>786.92</u>	<u>608.15</u>

Secured Cash credit facility carrying interest rate of Floating rate of CD - six months- CC/OD +1.42% presently 8.5 % P.A at monthly rest. Presently applicable bank's CD - six month - CC /OD is 7.08 %.

- The cash credit limit has been secured by hypothecation charge on the current assets of the company both present and future.
- Unencumbered fixed assets of the company both present and future.
- Residential property - House no-1323, Sector-14, Urban Estate, Faridabad, Haryana owned by Durga Devi Lalani.
- 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)

Reconciliation of Quarterly Bank return

Quarter	Particulars	FY 2022-23		
		Amount as reported in the quarterly return/statement	Amount as per books of account	Difference
Quarter-1	Trade Receivable	3,686.69	5,523.46	(1,836.77)
Quarter-1	Trade Payable	727.46	3,760.49	(3,033.03)
Quarter-2	Trade Receivable	5,781.20	5,173.58	607.62
Quarter-2	Trade Payable	1,958.93	4,204.57	(2,245.64)
Quarter-3	Trade Receivable	4,709.77	4,521.35	188.42
Quarter-3	Trade Payable	1,386.55	2,793.48	(1,406.93)
Quarter-4	Trade Receivable	6,472.88	6,287.36	185.52
Quarter-4	Trade Payable	4,062.39	3,843.77	218.62

- Axis bank / Indusind bank represented as cash credit lender
- Difference in trade receivable represents payment received but not identified to clear the balances against particular invoice/parties.



Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

	As at March 31, 2023	As at March 31, 2022
8 Trade payables		
Payable to Micro Enterprises & Small Enterprises (MSME) (Refer Note no. 34)	485.91	-
Payable to other than MSME	3,843.77	5,821.81
	<u>3,843.77</u>	<u>5,821.81</u>

Trade Payable Ageing

Particulars	As at March 31, 2023				
	Outstanding for following year from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total value
MSME	-	-	-	-	-
Others	4,184.61	62.59	36.90	45.61	4,329.70
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-

Particulars	As at March 31, 2022				
	Outstanding for following year from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total value
MSME	-	-	-	-	-
Others	5,635.04	69.84	49.05	74.87	5,828.81
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-

	As at March 31, 2023	As at March 31, 2022
9 Other current liabilities		
Interest accrued but not due on :		
Bank and financial institutions	0.44	1.11
Advance from customers	356.04	833.83
Advance against investment property	-	409.05
Accrued salaries & benefits	94.19	69.66
Security deposit	0.64	1.24
Other Payables :		
Statutory liabilities	299.17	49.58
Expenses	1,177.91	632.58
Others	44.84	31.50
	<u>1,973.23</u>	<u>2,028.55</u>

	As at March 31, 2023	As at March 31, 2022
10 Short term provisions		
Provision for employee benefits:		
Provision for gratuity (refer Note No. 39)	40.47	21.46
Provision for leave encashment (refer Note No. 39)	4.22	2.63
	<u>44.69</u>	<u>24.09</u>



Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

11 Property plant and equipment

(Amount in Rs.In Lakhs)

	Tangible Assets					Total Tangible Assets
	Building	Computer	Vehicle	Furniture & Fixtures	Office Equipments	
Gross Block						
As at April 01,2021	1,103.21	211.75	239.89	347.39	156.01	2,058.25
Additions	-	26.64	-	2.62	3.60	32.86
Disposals	-	(27.80)	(30.23)	(21.86)	(16.14)	(96.03)
As at March31,2022	1,103.21	210.59	209.66	328.15	143.47	1,995.08
As at April 01,2022	1,103.21	210.59	209.66	328.15	143.47	1,995.07
Additions	49.66	73.15	122.35	1.06	1.56	247.78
Disposals	(833.34)	(22.28)	(33.40)	-	-	(889.03)
As at March31,2023	319.53	261.46	298.61	329.20	145.03	1,353.82
Depreciation						
As at April 01,2021	602.50	190.71	174.53	295.53	141.07	1,404.34
Charge for the year	47.32	10.53	16.71	11.60	4.03	90.18
Disposals	-	(24.90)	(21.50)	(20.50)	(15.28)	(82.18)
As at March31,2022	649.82	176.34	169.74	286.63	129.82	1,412.35
As at April 01,2022	649.82	176.34	169.74	286.63	129.82	1,412.35
Charge for the year	32.19	34.81	27.14	9.12	3.62	106.88
Disposals	(448.42)	(20.86)	(31.63)	-	-	(500.90)
As at March31,2023	233.59	190.29	165.25	295.75	133.44	1,018.34
Net Block						
As at March31,2022	453.39	34.25	39.92	41.52	13.65	582.73
As at March31,2023	85.94	71.18	133.36	33.45	11.59	335.48

11A Intangible assets

	Intangible Assets	
	Computer Software	Total Intangible Assets
Gross Block		
As at April 01,2021	47.39	47.39
Additions	3.30	3.30
Disposals	-	-
As at March31,2022	50.69	50.69
As at April 01,2022	50.69	50.69
Additions	1.37	1.37
Disposals	-	-
As at March31,2023	52.06	52.06
Amortisation		
As at April 01,2021	40.76	40.76
Charge for the year	2.70	2.70
Disposals	-	-
As at March31,2022	43.46	43.46
As at April 01,2022	43.46	43.46
Charge for the year	3.61	3.61
Disposals	-	-
As at March31,2023	47.07	47.07
Net Block		
As at March31,2022	7.23	7.23
As at March31,2023	4.99	4.99



Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

	<u>As at</u> <u>March 31,2023</u>	<u>As at</u> <u>March 31,2022</u>
12 Non-current investments		
Investment in Partnership Firms		
Investment in LLP		
Ultra Violet Digital Solutions LLP - 50.25% contribution	325.00	325.00
Ultra Violet Digital Solutions LLP - (Current account balance)	69.76	75.83
All White Communications LLP - 51% contribution	36.57	6.57
All White Communications LLP - (Current account balance)	6.96	2.49
Coeus Communications India LLP - 83.33% contribution	50.00	50.00
Coeus Communications LLP - (Current account balance)	53.07	42.00
Investment in equity instruments		
Unquoted		
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
BB& HV Private Limited - 4,00,000 /-shares @ Rs 10 each (P.Y. Nil) Equity Shares	40.00	-
	<u>596.35</u>	<u>516.89</u>
Investment in equity instruments		
Quoted		
Nureca Ltd - 15 (PY 15) equity shares of Rs. 10/- each fully paid up	0.23	0.23
Arshiya Ltd - 4,04,000 (PY 2,16,821) equity shares of Rs. 2/- each fully paid up	104.99	80.24
	<u>105.22</u>	<u>80.47</u>
Investment In Property		
DLF Flat (Qty. 01)	178.10	539.00
	<u>178.10</u>	<u>539.00</u>
Aggregate book value of total investments	<u>879.68</u>	<u>1,136.36</u>
Aggregate amount of unquoted investments	596.35	516.89
Aggregate amount of quoted investments	105.22	80.47
Aggregate market value of quoted investments	19.84	62.87
Aggregate market value of DLF Flat	178.10	663.18
Aggregate provision for diminution in the value of investments	Nil	Nil
	<u>As at</u> <u>March 31,2023</u>	<u>As at</u> <u>March 31,2022</u>
13 Deferred tax assets		
Impact of difference between tax depreciation and depreciation/ amortization charged for financial reporting	40.38	46.00
Provision for gratuity	49.50	44.00
Provision for leave encashment	6.18	4.00
Provision for bad and doubtful debts	27.35	17.31
	<u>123.41</u>	<u>111.31</u>
Net deferred tax	<u>123.41</u>	<u>111.31</u>
	<u>As at</u> <u>March 31,2023</u>	<u>As at</u> <u>March 31,2022</u>
14 Long term loans and advances		
Unsecured considered good unless stated other wise		
Capital advances (Refer note-1 mentioned below)	586.68	174.18
Advance tax	481.91	772.19
	<u>1,068.59</u>	<u>946.37</u>



Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

Note -1

Opening balance of capital advances	174.18	174.18
Less : Disposal during the year	-	-
Add : Amount deposited during the year	412.50	-
	<u>586.68</u>	<u>174.18</u>

15 Other non-current assets

Security and earnest money deposits	176.51	166.51
Fixed deposits with maturity of more than 12 months (Refer Note No. 17)	17.41	60.21
	<u>193.92</u>	<u>226.72</u>

16 Trade receivables

As taken, valued and certified by management		
Unsecured, considered good	6,287.36	5,902.14
Doubtful	108.65	68.79
Less : Provision for doubtful debts	(108.65)	(68.79)
	<u>6,287.36</u>	<u>5,902.14</u>

Trade Receivable Ageing

Particulars	As at March 31, 2023					
	Outstanding for following year from due date of payment					
	Less than 6 Months	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables – considered good	5,476.76	90.81	100.26	207.58	411.95	6,287.36
Undisputed trade receivables – considered doubtful	-	-	-	-	108.65	108.65
Disputed trade receivables – considered good	-	-	-	-	-	-
Disputed trade receivables – considered doubtful	-	-	-	-	-	-

Particulars	As at March 31, 2022					
	Outstanding for following year from due date of payment					
	Less than 6 Months	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables – considered good	4,750.36	53.16	379.78	208.94	509.90	5,902.14
Undisputed trade receivables – considered doubtful	-	-	-	-	68.79	68.79
Disputed trade receivables – considered good	-	-	-	-	-	-
Disputed trade receivables – considered doubtful	-	-	-	-	-	-

	<u>As at</u> <u>March 31,2023</u>	<u>As at</u> <u>March 31,2022</u>
17 Cash and bank balances		
Cash and cash equivalents		
Balances with scheduled banks:		
In current accounts	1,467.76	1,715.73
Cash on hand	38.31	33.92
Fixed deposits having maturity of less than 3 months	-	23.31
	<u>1,506.08</u>	<u>1,772.96</u>
Other bank balances		
Fixed deposits having maturity of more than 3 months but less than 12 months	29.56	11.84
Fixed deposits having maturity of more than 12 months	17.41	60.21
	<u>46.97</u>	<u>72.05</u>
Less: Non-current bank balance transferred to other		
Non current asset (Refer note no.15)	(17.41)	(60.21)
	<u>29.56</u>	<u>11.84</u>
	<u>1,535.64</u>	<u>1,784.81</u>



**Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)**

	<u>As at March 31, 2023</u>	<u>As at March 31, 2022</u>
18 Short term loans and advances		
Unsecured, considered good, unless otherwise stated		
Loan To Related Party & other (Refer note -33)	828.32	1,087.32
Advance to vendors	140.11	401.91
Advance for purchase of investment	67.20	-
Advances to staff	12.36	10.78
Other Advances	0.60	0.55
Prepaid expenses	56.49	17.31
Security and earnest money deposits	141.63	25.00
Balance with statutory authorities	319.86	256.82
Interest accrued on fixed deposit	3.09	6.38
Interest accrued on loans	163.95	24.74
	<u>1,733.61</u>	<u>1,830.81</u>
	<u>As at March 31, 2023</u>	<u>As at March 31, 2022</u>
19 Other current assets		
Unbilled revenue	850.01	197.01
	<u>850.01</u>	<u>197.01</u>
	<u>For the Year ended March 31, 2023</u>	<u>For the Year ended March 31, 2022</u>
20 Other income		
Rent received	12.15	26.54
Liabilities no longer required written back	26.76	7.17
Interest on		
Banks	4.64	4.92
Refund of income tax	58.98	0.03
Others	176.64	63.81
Profit on sale of property plant and equipment(net)	249.35	2.37
Profit on sale of investment	-	26.75
Gain on foreign exchange fluctuation	0.04	-
Profit from partnership firms	17.46	20.10
Other miscellaneous income	0.44	0.69
	<u>546.46</u>	<u>152.38</u>
	<u>For the Year ended March 31, 2023</u>	<u>For the Year ended March 31, 2022</u>
21 Employee benefit expense		
Salaries and wages	1,096.04	717.94
Contribution to provident & other funds	6.78	6.52
Staff welfare	46.65	26.54
	<u>1,149.46</u>	<u>751.00</u>
	<u>For the Year ended March 31, 2023</u>	<u>For the Year ended March 31, 2022</u>
22 Finance costs		
Interest on bank loans, bill discounting and cash credits	61.98	107.20
Interest on others	2.35	0.37
Other Borrowing Cost	14.73	0.29
	<u>79.06</u>	<u>107.86</u>



Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

	For the Year ended March 31, 2023	For the Year ended March 31, 2022
23 Other expenses		
Legal and professional charges	572.55	323.17
Rent expenses	215.60	174.10
Telephone expenses	13.37	11.46
Electricity, water and house tax	46.05	46.30
Conveyance expenses	49.71	19.81
Vehicle running and maintenance	33.31	18.83
Computer and software maintenance	35.47	21.54
Repair and maintenance expenses	15.17	16.72
Office maintenance expenses	100.05	22.37
Miscellaneous Balance written off	52.02	294.30
Provision for bad and doubtful debts	39.86	68.79
Business promotion expenses	79.59	37.30
Travelling expenses	76.54	21.21
Printing and stationery	9.35	6.85
Postage and telegram	3.23	1.81
Fees and subscription	37.50	24.36
Books and periodicals	4.06	1.59
Advertisement expenses	0.48	0.02
Insurance expenses	8.60	10.11
Commission expenses	11.18	14.43
Security guard expenses	9.70	7.93
Auditors' remuneration (refer note 29)	14.50	4.50
Bank charges	13.17	23.93
Tax Exp. (Demand/Gst Reversal Etc.)	5.09	-
Loss on sale of Investments in property	50.90	53.02
Foreign Exchange Loss	2.60	-
Misc. expenses	7.23	0.66
	1,506.88	1,225.11

	UoM	For the Year ended March 31, 2023	For the Year ended March 31, 2022
24 Earning per share (Basic & diluted)			
Net profit after tax as per statement of profit and loss	Rs. In lakh	1,659.00	161.34
Weighted average number of shares outstanding during the year (Face value Rs. 10/- each)	No	1,80,00,000	1,80,00,000
Basic and diluted earning per share ((Not annualised))	Rupees	9.22	0.9 *

On 15th December, 2022 the company has issue the bonus share in the ratio of 1 :7 to the exiting equity shareholders Impact of the same has been considered in calculation of basic and diluted EPS and the weighted average no of share have been adjusted for such bonus issue in line with requirement of AS 20

* Re states EPS

25 Contingent liability not provided for: -

Particulars	As at March 31, 2023	As at March 31, 2022,
Bank guarantees Issued	667.07	423.40

26 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.

27. Capital commitments:

Estimated number of contracts remaining to be executed on capital account (net of advances) and not pro-vided for - Rs. 200.00 Lakhs (Previous Year: Rs Nil).

28. Litigation status of the Company as on March 31, 2023, is as follows.

The Company does not have any pending litigations which would impact its financial position.



Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

29. Auditors' remuneration (excluding service tax /cess)

Particulars	For the year ended March 31, 2023,	For the year ended March 31, 2022,
Statutory audit fees	5.60	3.60
Tax audit	1.20	0.90
Other services including IPO Certification	6.45	-
Other reimbursement	0.02	-

30. Foreign exchange earned and used:

Particulars	For the year ended March 31, 2023,	For the year ended March 31, 2022,
Foreign exchange earned	127.97	-
Foreign exchange used	18.79	209.40

31. There are no foreign currency exposures at the end of the financial year (Previous year Rs. Nil).
32. 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.
33. **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) Subsidiary:**

No

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)Mrs. Neelu Prajapati (CS) (w.e.f. 15th December 2022)Mr. Rajat Singhal (CFO) (w.e.f. 01st December 2022)**c) Enterprises owned or significantly influenced by key management personnel to whom transactions entered during the year**

Mega Cabs Private Limited

Mega Corporation Limited

Coelus Communications India LLP

Ultraviolet Digital Solutions LLP

Mega Luxuries & Hotels LLP

Bengaluru Megacabs Private Limited

All White Communications LLP

Omni Media Communications Private Limited

Cash UR Drive Marketing Pvt. Ltd.



Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

B. Transactions with related parties

(Amount in Lakhs)

Particulars	Key Management Personnel		Others		Total	
	22-23	21-22	22-23	21-22	22-23	21-22
Loan received	30.00	100.00	-	50.00	30.00	150.00
Kunal Lalani	30.00	-	-	-	30.00	-
Vimi Lalani	-	100.00	-	-	-	100.00
Mega Corporation Limited	-	-	-	50.00	-	50.00
Loan repaid	30.00	100.00	-	50.00	30.00	150.00
Kunal Lalani	30.00	-	-	-	30.00	-
Vimi Lalani	-	100.00	-	-	-	100.00
Mega Corporation Limited	-	-	-	50.00	-	50.00
Loan advanced	-	-	348.91	1,373.00	348.91	1,373.00
Mega Corporation Limited	-	-	-	50.00	-	50.00
Omni Media Communications Private Limited	-	-	348.91	1,323.00	348.91	1,323.00
Loan received back	-	-	1,393.91	488.00	1,393.91	488.00
Mega Corporation Limited	-	-	-	50.00	-	50.00
Omni Media Communications Private Limited	-	-	1,393.91	438.00	1,393.91	438.00

(Amount in Lakhs)

Particulars	Key Management Personnel		Others		Total	
	22-23	21-22	22-23	21-22	22-23	21-22
Remuneration paid	88.24	26.60	-	-	88.24	26.60
Kunal Lalani	33.00	21.65	-	-	33.00	21.65
Vimi Lalani	12.00	-	-	-	12.00	-
Ashraye Lalani	9.00	4.95	-	-	9.00	4.95
Neelu Prajapati (CS)	1.21	-	-	-	1.21	-
Rajat Singhal (CFO)	33.03	-	-	-	33.03	-
Rent received	-	-	2.93	-	2.93	-
Mega Cabs Private Limited	-	-	2.40	-	2.40	-
All White Communications LLP	-	-	0.53	-	0.53	-
Rent paid	36.00	36.00	-	-	36.00	36.00
Kunal Lalani	36.00	36.00	-	-	36.00	36.00
Interest paid	-	-	-	0.36	-	0.36
Mega Corporation Limited	-	-	-	0.36	-	0.36
Interest received	-	-	122.19	36.83	122.19	36.83
Omni Media Communications Private Limited	-	-	122.19	36.62	122.19	36.62
Mega Corporation Limited	-	-	-	0.21	-	0.21
Expense reimbursement made	20.60	0.06	0.08	-	20.68	0.06
Mega Cabs Private Limited	-	-	0.08	-	0.08	-
Kunal Lalani	20.60	0.06	-	-	20.60	0.06
Service received	-	-	1,907.64	2,613.34	1,907.64	2,613.34
Cash UR Drive Marketing Pvt. Ltd.	-	-	1,733.21	2,602.03	1,733.21	2,602.03
Mega Cabs Private Limited	-	-	0.08	0.09	0.08	0.09
Coeus Communications India LLP	-	-	41.30	-	41.30	-
Omni Media Communications Private Limited	-	-	133.05	11.22	133.05	11.22

(Amount in Lakhs)

Particulars	Key Management Personnel		Others		Total	
	22-23	21-22	22-23	21-22	22-23	21-22
Service Provided	-	-	4.14	7.00	4.14	7.00
Mega Cabs Private Limited	-	-	4.06	5.76	4.06	5.76
Kunal Lalani	-	-	-	0.02	-	0.02
Indication Instruments Limited	-	-	-	1.22	-	1.22
Mega Luxuries & Hotels LLP	-	-	0.08	-	0.08	-



**Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)**

C. Outstanding balances at year end

(Amount in Lakhs)

Particulars	Key Management Personnel		Others		Total	
	22-23	21-22	22-23	21-22	22-23	21-22
Investment	-	-	541.36	501.89	541.36	501.89
Ultra Violet Digital Solutions LLP			-	-		
Capital account	-	-	325.00	325.00	325.00	325.00
Current account	-	-	69.76	75.83	69.76	75.83
All White Communications LLP			-	-	-	-
Capital account	-	-	36.57	6.57	36.57	6.57
Current account	-	-	6.96	2.49	6.96	2.49
Coeus Communications India LLP			-	-	-	-
Capital account	-	-	50.00	50.00	50.00	50.00
Current account	-	-	53.07	42.00	53.07	42.00
Payables	-	-	83.29	457.58	83.29	457.58
Ultraviolet Digital Solutions LLP	-	-	-	-	-	-
Mega Cabs Private Limited	-	-	-	0.10	-	0.10
Ashraye Lalani	-	-	-	-	-	-
Cash UR Drive Marketing Pvt. Ltd.	-	-	0.06	442.01	0.06	442.01
Omni Media Communications Private Limited	-	-	83.24	15.47	83.24	15.47
Remuneration payable	8.42	1.61	-	-	8.42	1.61
Kunal Lalani	2.00	1.61	-	-	2.00	1.61
Vimi Lalani	3.00	-	-	-	3.00	-
Neelu Prajapati (CS)	0.19	-	-	-	0.19	-
Rajat Singhal (CFO)	2.48	-	-	-	2.48	-
Ashraye Lalani	0.75	-	-	-	0.75	-
Amount Receivable	-	-	7.63	72.01	7.63	72.01
Mega Cabs Private Limited	-	-	-	-	-	-
Omni Media Communications Private Limited	-	-	7.63	72.01	7.63	72.01
Loan Receivable	-	-	-	1,045.00	-	1,045.00
Omni Media Communications Private Limited (Including Interest)	-	-	-	1,045.00	-	1,045.00
Advance from Customer	-	-	-	0.98	-	0.98
Mega Cabs Private Limited	-	-	-	0.98	-	0.98
Coeus Communications India LLP	-	-	-	-	-	-
Advance to Vendor	-	-	-	0.18	-	0.18
Kunal Lalani	-	-	-	0.18	-	0.18

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	As at March 31, 2023	As at March 31, 2022,
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	485.91	-
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	-	-
Total	-	-

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 out-standing, interest paid/payable as the year end as required by the Act has not been given.



Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

35. Assets taken on lease.

The Company has entered into cancellable lease agreements with renewal option at the mutual consent of lessor & lessee some of the lease agreements contain escalation clause of up to 10%. There are no restrictions placed upon the Company by entering into these leases (Rent).

Particulars	For the year ended March 31, 2023,	For the year ended March 31, 2022,
Lease payments for the year	215.60	174.10
Total	215.60	174.10

Future minimum lease payments	For the year ended March 31, 2023,	For the year ended March 31, 2022,
Not later than one year	229.98	116.07
Later than one year and not later than five years	265.73	121.88
Later than five years	-	-
Total	499.01	237.95

There is no non-cancellable lease other than those disclosed above.

- 36.** The Board has certified that all the expenses accrued to the Company has been taken into consideration which belong entirely and exclusively to the business of the Company.
- 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.

Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

38. Ratio Analysis and its element

S.No	Ratio	Numerator	Denominator	31/02/2023	31-Mar-22	% change	Reason for variance
1	Current ratio	Current Assets	Current Liabilities	1.46	1.15	27.36%	-
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.21	0.26	-20.40%	There is an improvement in profitability due to increased net margin, along with reduction in the debt repayments.
3	Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	40.57	0.69	5811.56%	
4	Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	0.36	0.04	721.35%	There was a substantial dip in the turnover and profitability in financial year 20-21 due to Covid-19
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	4.52	2.86	58.08%	There was a substantial dip in the turnover and slow recovery of debtors in financial year 20-21 due to Covid-19
7	Trade Payable Turnover Ratio	Net purchases = Gross purchases - purchase return	Average Trade Payables	4.76	2.83	68.16%	-
8	Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	8.43	12.75	-33.92%	-
9	Net Profit ratio	Net Profit	Net sales = Total sales - sales return	0.06	0.01	618.19%	There was a substantial dip in the turnover and profitability in financial year 20-21 due to Covid-19
10	Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax	0.37	0.08	387.91%	There was a substantial dip in the turnover and profitability in financial year 20-21 due to Covid-19
11	Return on Investment	Interest (Finance Income)	Investment	0.024	0.06	-58.08%	In current year loss from partnership firm



Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

39. 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. The detail of same as follows:

The details of the above are as follows :

Membership data

Particulars	As at March 31, 2023		As at March 31, 2022	
	Gratuity (Unfunded)	Leave encashment. (Unfunded)	Gratuity (Unfunded)	Leave encashment. (Unfunded)
Number of employees	158	158	126	126
Qualifying monthly salary	54.06	54.06	37.54	37.45
Average past service	5.73 years	5.73 years	6.69 years	6.69 years
Average age	37.27 years	37.27 years	38.05 years	37.99 years
Average outstanding service of employees	22.75 years	22.73 years	21.96 years	22.01 years

Actuarial assumptions:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Gratuity (Unfunded)	Leave encashment. (Unfunded)	Gratuity (Unfunded)	Leave encashment. (Unfunded)
Discount rate (per annum)	7.35%	7.35%	6.80%	6.80%
Increase in compensation Level	10.00%	10.00%	10.00%	10.00%

The estimate of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market

Statement showing changes in present value of obligations for the year ended March 31st, 2023:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Gratuity (Unfunded)	Leave encashment (Unfunded)	Gratuity (Unfunded)	Leave encashment (Unfunded)
Present value of obligation as at the beginning of year	172.99	17.60	174.63	18.08
Interest cost	11.03	1.11	11.53	1.19
Past service cost	-	-	-	-
Current service cost	27.32	4.71	17.08	2.96
Benefit Paid	(3.06)	(1.39)	(8.51)	(2.96)
Actuarial (gain)/loss on obligations	(11.58)	2.51	(21.73)	(1.68)
Present value of obligation at the end of the year	196.70	24.54	172.99	17.60

Actuarial gain/loss recognized for the year:

(Amount in Rs)

Particulars	For the year ended March 31, 2023 (Rs. In lakhs)		For the year ended March 31, 2022 (Rs. In lakhs)	
	Gratuity (Unfunded)	Leave encashment (Unfunded)	Gratuity (Unfunded)	Leave encashment (Unfunded)
Actuarial (gain)/loss for the period –recognized	(11.58)	2.51	(21.73)	(1.68)
Actuarial (gain)/loss for the period –unrecognized	Nil	Nil	NIL	Nil



**Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)**

Amount to be recognized in balance sheet:

(Amount in Rs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Gratuity (Unfunded)	Leave encashment (Unfunded)	Gratuity (Unfunded)	Leave encashment (Unfunded)
Present value of obligation as at end of the year	196.70	24.54	172.99	17.60
Funded status	-	-	-	-
Net Liability recognized in balance sheet	196.70	24.54	172.99	17.60

Expenses recognized in the statement of profit and loss:

Particulars	For the year ended March 31, 2023,		For the year ended March 31, 2022	
	Gratuity (Unfunded)	Leave encashment. (Unfunded)	Gratuity (Unfunded)	Leave encashment. (Unfunded)
Current service cost	27.32	4.71	17.08	2.96
Total employer expense	-	-	-	-
Present value of obligation as at the end of the year	196.70	24.54	172.99	17.60
Fair value of planned asset as at the end of the year	-	-	-	-
Past service cost	-	-	-	-
Interest cost	11.03	1.11	11.53	1.19
Expected return on planned assets	-	-	-	-
Curtailment/settlement Cost	-	-	-	-
Net actuarial (gain)/loss recognized	(11.58)	2.51	(21.73)	(1.68)
Expenses recognized in the statement of profit and loss	26.77	8.32	6.87	2.48

Disclosure as required under para 120(n) of AS-15

Particulars	Gratuity				
	2022-23	2021-22	2020-21	2019-20	2018-19
Present value of defined benefit obligation	196.70	172.99	174.63	220.09	237.74
Fair value of planned asset	-	-	-	-	-
Net Asset/(liability)	196.70	172.99	174.63	-	237.74
Experience Adjustment on planned liabilities (loss)/gain	(11.58)	(21.73)	(21.69)	(24.72)	(15.59)

Particulars	Leave encashment				
	2022-23	2021-22	2020-21	2019-20	2018-19
Present value of defined benefit obligation	24.53	17.60	18.08	23.02	24.26
Fair value of planned asset	-	-	-	-	-
Net Asset/(liability)	24.53	17.60	18.08	23.02	24.26
Experience Adjustment on planned liabilities (loss)/gain	2.51	(1.68)	7.00	0.46	(4.46)

40. 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.

41. 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) Particulars of loan given



Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

March 31, 2023

S. No.	Name of loanee	Opening balance as at 1-04-2022	Loan given	Loan repaid	Outstanding balance As at March 31, 2023	Purpose
1	Omni Media Communication Private Limited	1045.00	348.91	1393.91	-	Operational

March 31, 2022

S. No.	Name of loanee	Opening balance as at 1-04-2021	Loan given	Loan repaid	Outstanding balance As at March 31, 2022	Purpose
1	Omni Media Communication Private Limited	160.00	1323.00	438.00	1045.00	Operational
2	Mega Corporation Limited	-	50.00	50.00	-	Operational

b) Particular's of Investment made**March 31, 2023**

S. No.	Name of investee	Opening balance as on 1-04-2022	Investment made	Investment redeemed	Outstanding balance as 31-03-2023	Purpose
1	Ultraviolet Digital solutions LLP	325.00	-	-	325.00	Long term investment
2	Coeus Communication	50.00			50.00	Long Term Investment
3	All White Communication	6.57	30.00	-	36.57	Long Term Investment

March 31, 2022

S. No.	Name of investee	Opening balance as on 1-04-2021	Investment made	Investment redeemed	Outstanding balance as 31-03-2022	Purpose
1	Ultraviolet Digital solutions LLP	325.00	59.00	59.00	325.00	Long term investment
2	Coeus Communication	38.00	19.90	7.90	50.00	Long Term Investment
3	All White Communication	166.74	160.17	-	6.57	Long Term Investment
4	Mega Corporation Limited	5.37	-	5.37	-	Long Term Investment

(c) Particulars of Security Deposit: NIL (Previous year Nil)**42. Other Statutory Information:**

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company do not have any transactions with companies struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period except the following :

Bank	Facilities	Amount outstanding	Remark

- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) 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
- (vi) 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:



Notes to financial statement for the year ended March 31, 2023
(All Amounts are in Rupees lakhs, unless otherwise stated)

- (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
- (vii) 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.
- (viii) The Company had granted loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

Type of Borrower	Amount of Loan or Advance in the nature of Loan Outstanding (Rs. In lakhs)	Percentage to the Total of Loans & Advances in the nature of Loans
Related Parties	Nil	Nil

43. 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 and proceeds from the issue of shares are deposited in fixed deposits with banks.
44. The Board of Directors of the Company in its meeting held on December 15, 2022 have approved allotment of issuance of bonus shares in the ratio of 7:1 to existing equity shareholders by capitalizing a sum of Rs. 1575 lakhs out of the retained earning of the Company, pursuant to which issued, subscribed and paid-up equity share capital of the Company stands increased from Rs. 225 lacs consisting of 22,50,000 equity shares of face value of INR 10 each to Rs. 1800 lacs consisting of 180,00,000 equity shares of face value of INR 10 each. This has been approved by the shareholders in their extra-ordinary general meeting held on December 14, 2022. Accordingly, Earning per share year ended March 31, 2022 have been adjusted for bonus shares as per Accounting Standard (AS-20).
45. Figures in brackets pertain to previous year. Previous year's figures have been regrouped where necessary to confirm this year's classification.

As per our Report of even date

For **S.S. Kothari Mehta & Company**
Chartered Accountants
Firm registration No.: 000756N

For and on behalf of the Board of Directors of
Crayons Advertising Limited
(Formerly known as Crayons Advertising Private Limited)

Sd/-
Amit Goel
Partner
Membership No. 500607

Place: New Delhi
Date: June 20, 2023

Sd/-
Kunal Lalani
Managing Director
DIN NO: 00002756

Sd/-
Rajat Singhal
Chief Financial
Officer

Sd/-
H.M. Lalani
Director
DIN NO: 00257693

Sd/-
Gagan Mahajan
Company Secretary
Mem No. A34028

67	2.59	6.67	6.67	2.60	6.67	6.67	2.60	6.67	6.67	2.60	6.67	6.67	2.60	6.67
03	1.20	6.03	2.03	1.20	6.03	2.03	1.20	6.03	2.03	1.20	6.03	2.03	1.20	6.03
29	0.34	0.30	0.29	0.34	0.30	0.29	0.34	0.30	0.29	0.34	0.30	0.29	0.34	0.30
63	9.40	0.63	0.63	9.40	0.63	0.63	9.40	0.63	0.63	9.40	0.63	0.63	9.40	0.63
58	9.40	6.52	8.56	9.40	6.52	8.56	9.40	6.52	8.56	9.40	6.52	8.56	9.40	6.52
58	4.40	1.56	2.56	4.40	1.56	2.56	4.40	1.56	2.56	4.40	1.56	2.56	4.40	1.56
29	0.70	0.00	0.29	0.70	0.00	0.29	0.70	0.00	0.29	0.70	0.00	0.29	0.70	0.00
40	0.40	2.45	0.40	0.40	2.45	0.40	0.40	2.45	0.40	0.40	2.45	0.40	0.40	2.45
70	0.29	0.20	0.70	0.29	0.20	0.70	0.29	0.20	0.70	0.29	0.20	0.70	0.29	0.20
40	2.56	4.40	4.40	2.56	4.40	4.40	2.56	4.40	4.40	2.56	4.40	4.40	2.56	4.40
0	0.63	3.40	9.40	0.63	3.40	9.40	0.63	3.40	9.40	0.63	3.40	9.40	0.63	3.40
34	0.29	0.34	0.34	0.29	0.34	0.34	0.29	0.34	0.34	0.29	0.34	0.34	0.29	0.34
30	3.03	3.20	1.20	3.03	3.20	1.20	3.03	3.20	1.20	3.03	3.20	1.20	3.03	3.20
00	6.67	9.60	2.60	6.67	9.60	2.60	6.67	9.60	2.60	6.67	9.60	2.60	6.67	9.60
15	0.40	2.45	3.40	0.40	2.45	3.40	0.40	2.45	3.40	0.40	2.45	3.40	0.40	2.45
40	3.40	7.40	0.40	3.40	7.40	0.40	3.40	7.40	0.40	3.40	7.40	0.40	3.40	7.40
01	1.00	3.40	8.00	1.00	3.40	8.00	1.00	3.40	8.00	1.00	3.40	8.00	1.00	3.40
0	1.00	3.40	2.00	1.00	3.40	2.00	1.00	3.40	2.00	1.00	3.40	2.00	1.00	3.40
0	0.34	0.34	0.34	0.34	0.34	0.34	0.34	0.34	0.34	0.34	0.34	0.34	0.34	0.34
0	0.34	0.34	0.34	0.34	0.34	0.34	0.34	0.34	0.34	0.34	0.34	0.34	0.34	0.34

Crayons Advertising Limited

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