



Crayons Advertising Limited  
Formerly known as Crayons Advertising Pvt. Ltd.  
Regd. & Corporate Office:  
NSIC Complex, Maa Anandmayee Marg,  
Okhla Ind. Estate-III, New Delhi-110 020  
Tel: +91 11 4163 0000  
E-mail: del@crayonad.com  
www.thecrayonsnetwork.com  
CIN: U52109DL1986PLC024711

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

Date: 14<sup>th</sup> November, 2023

Ref: NSE SYMBOL: CRAYONS

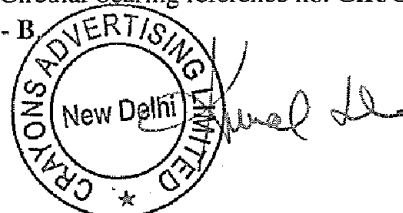
Sub: Outcome of Board Meeting of the Company held on 14<sup>th</sup> November 2023 pursuant to Regulation 30 and 33 of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015

Dear Sir,

With regard to the above captioned subject we are pleased to inform that the Board of Directors of the Company at their meeting held today i.e. 14th November, 2023 commenced at **05:00 P.M.** and concluded at **06:30 P.M.** at the registered office of the Company, has *inter alia* approved as follows:

1. **Approved and taken on records the un-audited, Limited Reviewed, Consolidated and Standalone Financial Results of the Company for the half year ending on September 30, 2023 enclosed as Annexure-A;**
2. **Considered and approved the Issuance of Convertible Warrants into Equity Shares on Preferential basis, the brief details are:**
  - i. Approved to issue upto 5,50,000 Warrants convertible into 5,50,000 equity shares of face value of Rs.10/- each at a price of Rs 155.00/- per Equity Share ("Warrant Exercise Price") aggregating to Rs 8,52,50,000 ( Rupees Eight Crore Fifty Two Lakh Fifty Thousand Only) to the Promoter Category and Non-Promoters/Public Category, on a preferential basis in accordance with Chapter V of the SEBI (Issue of Capital Disclosure Requirements) Regulation, 2018 and as amended from time to time ("SEBI ICDR Regulations") subject to approval of the Shareholders at the ensuing Extra Ordinary General Meeting of the Company and other regulatory / governmental authorities, as may be required;
  - ii. An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable within a period not exceeding 18 (Eighteen) months, in one or more tranches, from the date of allotment of the Warrants.

The detailed disclosure pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing reference no. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as **Annexure- B**.





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### **3. Convening an Extra Ordinary General Meeting of the Company**

To hold an Extraordinary General Meeting ("EGM") of the members of the Company on Thursday, 14<sup>th</sup> day of December 2023 at 04:00 p.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to seek the approval of the shareholders of the Company inter alia in relation to the aforementioned business in point no. 02. Further, Board has constituted the committee to give effect to the aforementioned issuance of warrants, the notice of the said EGM and further details in context will be sent separately to the Stock Exchange, to the Members of the Company and will also be available on the Company's website and on the website of the stock exchange i.e. National Stock Exchange of India Limited respectively, in due course.

### **4. Appointment of Scrutinizer**

Appointed Mr. Shobhit Vasisht, Proprietor of M/s Vasisht & Associates, Practicing Company Secretaries (Membership No. - F11517) (CP no. 21476), as a Scrutinizer to scrutinize the e-voting process in a fair & transparent manner in accordance with applicable laws, regulations.

### **5. Reject sale of Investment held by the company in BB&HV Private Limited.**

### **6. Other Matter with the Permission of the Chairman: Approval and Acceptance of the Resignation of Ms. Ruchi Tayal from the Position of Internal Auditor**

Kindly take the same on record and oblige.

Thanking you.

Yours faithfully,

For Crayons Advertising Limited  
  
Kunal Lalani  
Chairman & Managing Director  
DIN: 00002756

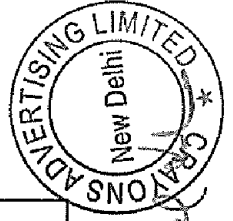
Crayons Advertising Limited (Formerly known as Crayons Advertising Private Limited)  
Registered Office : NSIC COMPLEX, OKHLA INDUSTRIAL ESTATE, PHASE - III, NEW DELHI-110020  
Email : [info@thecrayonsnetwork.com](mailto:info@thecrayonsnetwork.com), Contact No. +9111-41630000, Website : [www.thecrayonsnetwork.com](http://www.thecrayonsnetwork.com)  
CIN No. : U52109DL1986PLC024711



Statements of Unaudited Standalone/consolidated financial results for the Six Months ended September 30, 2023

Rs. In Lakhs

S.no	Particulars	Standalone				Consolidated			
		Half year ended		Year ended		Half year ended		Year ended	
		30-Sep-23 (Unaudited)	30-Sep-22 (Audited)	31-Mar-23 (Audited)	31-Mar-23 Audited	30-Sep-23 (Unaudited)	30-Sep-22 (Audited) (refer note 6)	31-Mar-23 (Audited) (refer note 6)	31-Mar-23 (Audited) (refer note 6)
1	<b>I. Income from Operations</b>	9,203.43	11,658.36	15,910.09	27,568.45	9,203.43	-	-	-
	a) Revenues from Operations	159.06	158.54	387.92	546.46	159.06	-	-	-
	b) Other Income	9,362.49	11,816.90	16,298.01	28,114.91	9,362.49	-	-	-
	<b>Total Revenue (a+b)</b>								
2	<b>Expenses</b>	7,188.22	9,626.33	13,391.23	23,017.56	7,188.22	-	-	-
	a) Advertisement and job work costs	694.53	501.32	648.14	1,149.46	694.53	-	-	-
	b) Employees benefits expense	30.52	29.15	49.91	79.06	30.52	-	-	-
	c) Finance costs	52.95	46.83	63.66	110.49	52.95	-	-	-
	d) Depreciation and amortisation	726.10	701.18	805.70	1,506.88	726.10	-	-	-
	e) Other expenses	8,692.32	10,904.81	14,958.64	25,863.45	8,692.32	-	-	-
	<b>Total expenses</b>								
3	<b>Profit before share of profit of associate and taxation</b>	670.17	912.09	1,339.37	2,251.46	670.17	-	-	-
	Add : share of profit / (loss) of associates					117.28	-	-	-
4	<b>Profit before taxation</b>	670.17	912.09	1,339.37	2,251.46	787.45	-	-	-
5	<b>Tax expense</b>	149.88	248.86	357.04	605.90	149.88	-	-	-
	a) Current Tax	11.47	15.92	-17.53	(1.61)	11.47	-	-	-
	b) Income tax for earlier years	(1.69)	(8.04)	-4.06	(12.10)	(1.69)	-	-	-
	c) Deferred tax	159.66	256.74	335.45	592.19	159.66	-	-	-
6	<b>Tax expense for the period /year</b>								
7	<b>Net profit for the period/year</b>	510.51	655.35	1,003.92	1,659.27	627.79	-	-	-
8	<b>Paid-up Equity Share Capital (Face Value Rs. 10/- each)</b>	2,443.00	225.00	1,800.00	1,800.00	2,443.00	-	-	-
9	<b>Reserve and surplus</b>	-	-	-	3,583.22	-	-	-	-
10	<b>Earnings per Share in Rupees (Rs.10/- each) (Calculation of weighted avg no of share attached in consolidated financial statements)</b>								
	a) Basic	2.30	3.64	5.58	9.22	2.82	-	-	-
	b) Diluted	2.30	3.64	5.58	9.22	2.82	-	-	-

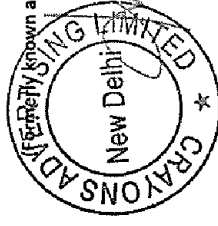


*[Handwritten Signature]*

**Notes to the financial results :**

1. The above results have been reviewed by Audit Committee and approved by Board of Directors at its meeting held on November 14 , 2023. The statutory auditors have provided their Limited Review Report.
2. The Group have only one "Reportable Operating Segment" in line with the Indian Accounting Standard (AS-17)-"Operating Segments" .
3. The financial results have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI circular dated 5th July, 2016.
4. On June 02, 2023, the Company has approved the issue and allotment of 64,30,000 fully paid-up equity shares of the Company to eligible initial public offer in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 at an issue price of Rs. 65 per share (including securities premium of Rs. 55 per share) for a consideration of Rs.41.79.50 lakhs. The post allotment, paid-up Equity Capital of the Company stands increased to Rs. 24,43,00,000/- consisting of 244,30,000 Equity Shares of face value of Rs.10/- each.
5. Monies raised during the period by the Company by way of initial public offer were applied for the purpose for which they were raised, though idle/surplus funds which were not required for immediate utilization have been invested in liquid funds, fixed deposits and interest bearing loan given to group company repayable on demand.
6. On April 01, 2023, the Company made an investment of Rs.107.20 lakhs in BB&HV Private Limited ("BBHV"), resulting in an increase in the Company's stake from 0.90% to 31.14 %. As a result, BBHV has been considered an associate of the Company. Additionally, the Company has opted for consolidated financial statements for the first time due to this investment, and therefore previous year figures are not presented here.
7. The figures for the corresponding previous periods have been regrouped/ reclassified wherever considered necessary to confirm to the figures represented in the current period.

By order of the Board of Directors  
For Crayons Advertising Limited



Kunaj Lalani  
Managing Director  
DIN : 00002756

Date : November 14, 2023  
Place : New Delhi

CRAYONS ADVERTISING LIMITED (Formerly known as CRAYONS ADVERTISING PVT. LTD.)  
 NSIC Complex, Maa Anandmayee Marg, Okhla Phase-3, New Delhi-20  
 CIN-U52109DL1986PLC024711



( Rs. In Lakhs )

Statement of Assets and Liabilities	Standalone		Consolidated
	As at September 30, 2023	As at March 31, 2023	As at September 30, 2023
<b>Particulars</b>			
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2,443.00	1,800.00	2,443.00
Reserves and surplus	6,773.44	3,583.22	6,890.72
<b>Total shareholders funds</b>	<b>9,216.44</b>	<b>5,383.22</b>	<b>9,333.72</b>
<b>Non-current liabilities</b>			
Long-term borrowings	261.50	318.40	261.50
Long-term provisions	182.69	176.55	182.69
<b>Total non- current liabilities</b>	<b>444.19</b>	<b>494.95</b>	<b>444.19</b>
<b>Current liabilities</b>			
Short-term borrowings	186.11	786.92	186.11
Trade payables	-	-	-
Total outstanding dues of micro enterprises and small enterprises	249.91	485.91	249.91
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,298.69	3,843.77	2,298.69
Other current liabilities	4,058.60	1,973.23	4,058.60
Short-term provisions	48.16	44.69	48.16
<b>Total current liabilities</b>	<b>6,841.47</b>	<b>7,134.52</b>	<b>6,841.47</b>
<b>Total equity and liabilities</b>	<b>16,502.10</b>	<b>13,012.69</b>	<b>16,619.38</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property plant and equipment	344.66	335.48	344.66
Intangible assets	3.32	4.99	3.32
Capital work in Progress	14.42	-	14.42
Non-current investments	1,879.35	946.88	1,996.63
Deferred tax assets (net)	125.10	123.41	125.10
Long-term loan and advances	655.98	1,068.59	655.98
Other non-current assets	274.34	193.92	274.34
<b>Total non- current assets</b>	<b>3,297.17</b>	<b>2,673.27</b>	<b>3,414.45</b>
<b>Current assets</b>			
Trade receivables	4,465.03	6,287.36	4,465.03
Cash and bank balances	1,141.81	1,535.64	1,141.81
Short-term loans and advances	2,831.90	1,666.41	2,831.90
Other current assets	4,766.19	850.01	4,766.19
<b>Total current assets</b>	<b>13,204.93</b>	<b>10,339.42</b>	<b>13,204.93</b>
<b>Total assets</b>	<b>16,502.10</b>	<b>13,012.69</b>	<b>16,619.38</b>

By order of the Board of Directors  
 For Crayons Advertising Limited  
 (Formerly known as Crayons Advertising Private Limited)



*Kunal Lalani*  
 Kunal Lalani  
 Managing Director

Date : November 14, 2023  
 Place : New Delhi

DIN : 00002756

( Rs. In Lakhs )

Statement of Cash Flows	Standalone		Consolidated
	For the half year ended September 30, 2023	For the half year ended September 30, 2022	For the half year ended September 30, 2023
<b>Particulars</b>			
<b>A. Cash flow from operating activities</b>			
Net profit before tax	670.17	912.09	787.45
Adjustment for :			
Loss on sale of investments	-	50.88	-
Depreciation and amortization	52.95	46.83	52.95
Interest and finance charges	30.52	29.15	30.52
Interest income received	(81.29)	(86.84)	(81.29)
Amount written back	(0.22)	(18.84)	(0.22)
loss on sale of property plant & equipment	(0.01)	0.95	(0.01)
Profit from partnership firms	(41.47)	(5.49)	(41.47)
Provision for bad and doubtful debts	-	39.86	-
Bad debts written off	3.71	48.68	3.71
Profit from associate	-	-	(117.28)
<b>Operating profit before working capital changes</b>	<b>634.36</b>	<b>1,017.27</b>	<b>634.36</b>
Adjustment for :			
(Decrease)/Increase in long term and short term provisions	9.62	0.48	9.62
(Decrease)/Increase in current and other liabilities	2,085.44	1,405.97	2,085.44
(Decrease)/Increase in trade payables	(1,780.86)	(1,598.40)	(1,780.86)
(Increase)/decrease in trade receivables	(2,097.57)	(1,215.70)	(2,097.57)
(Increase)/decrease in short-term loans and advances, other non current asset	(1,196.14)	(302.71)	(1,196.14)
<b>Cash generated from operations</b>	<b>(2,345.15)</b>	<b>(693.10)</b>	<b>(2,345.15)</b>
Adjustment for :			
Income tax paid (Net of refund)	260.27	(163.98)	260.27
<b>Net cash flow (used in)/from operating activities (A)</b>	<b>(2,084.88)</b>	<b>(857.08)</b>	<b>(2,084.88)</b>
<b>B. Cash flow from investing activities</b>			
Payment against purchase of property plant & equipment	(84.14)	(376.53)	(84.14)
Proceeds from sale of property plant & equipment	0.28	1.42	0.28
Purchase of intangible assets	-	(1.37)	-
(Purchase)/sale of investments (net)	(44.91)	(64.75)	(44.91)
Proceeds from sale of investments properties(net)	-	310.02	-
Investment in partnership firm	(891.00)	2.99	(891.00)
Advance against Property	-	224.05	-
Interest income received	94.94	18.11	94.94
Fixed deposits (Investment)/ matured	(1,014.79)	(4.30)	(1,014.79)
<b>Net cash flow (used in)/from Investing activities (B)</b>	<b>(1,939.62)</b>	<b>109.64</b>	<b>(1,939.62)</b>
<b>C. Cash flow from financing activities</b>			
Proceeds from short term borrowing ( net )	(621.83)	(49.69)	(621.83)
Repayment of long term borrowings ( net )	(35.89)	(188.17)	(35.89)
Finance charges paid	(30.61)	(30.04)	(30.61)
Proceeds from Issue of share capital	3,322.72	-	3,322.72
<b>Net cash flow used in financing activities (C)</b>	<b>2,634.39</b>	<b>(267.90)</b>	<b>2,634.39</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(1,390.11)</b>	<b>(1,015.34)</b>	<b>(1,390.11)</b>
Cash and cash equivalents at beginning of the year	1,506.07	1,772.96	1,506.07
Cash and cash equivalents at the end of the year	115.96	757.62	115.96
<b>Components of closing cash and cash equivalents</b>			
Balance with banks in current accounts	100.11	716.31	100.11
Cash in hand as certified by management	15.85	38.73	15.85
Fixed deposits having maturity of less than 3 months	-	2.58	-
	115.96	757.62	115.96

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



*Kunal Lalani*  
 Kunal Lalani  
 Managing Director  
 DIN : 09002756

**SS KOTHARI MEHTA**  
**& COMPANY**  
CHARTERED ACCOUNTANTS

**Independent Auditor's Review Report on the half yearly Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**Review Report to**

**The Board of Directors**

**Crayons Advertising Limited (formerly known as Crayons Advertising Private Limited)**

**New Delhi**

1. We have reviewed the accompanying statement of unaudited consolidated financial results of Crayons Advertising Limited (formerly known as Crayons Advertising Private Limited) (the 'Holding Company' or 'Company') and its share of the net profit after tax of an associate for the half year ended September 30, 2023, along with notes (the 'Statement'), attached herewith being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard-25 "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013 as amended (the Act), read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard required that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular no. CIR/CFD/CMDI/44/2019 dated March 29, 2019, issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

**S S KOTHARI MEHTA**  
**& COMPANY**  
CHARTERED ACCOUNTANTS

4. The Statement includes results of an associate BB&HV Private Limited (w.e.f. April 01, 2023).
5. Based on our review conducted and procedure performed as per para 3 above and management certified financial information read para 6 below, nothing further has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the applicable Accounting Standards prescribed under Section 133 of the Act, read with relevant Rules issued thereunder and other recognized accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulation, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. **Other Matter**

We did not review the unaudited financial results of one associate Company, wherein Company's, share of profit is Rs. 117.28 lakhs for the half year ended September 30, 2023. Financial information of associate duly certified by the management is furnished to us. Our report, to the extent it concerns to this associate on the unaudited consolidated financial results is based solely on the management certified financial results. This associate Company is not considered material to the Company. Our conclusion on the Statement is not modified in respect of above matters.

**For S. S. KOTHARI MEHTA & CO**  
Chartered Accountants  
Firm Registration No: 000756N

**Amit  
Goel**

Digitally signed by Amit  
Goel  
DN: cn=Amit Goel, o=IIT  
Personal  
Reason: I am the author of  
this document  
Location:  
Date: 2023.11.14  
17:42:00.00

**AMIT GOEL**  
Partner  
Membership No: 500607

Place: New Delhi  
Dated: November 14, 2023  
UDIN: 23500607BGURVX3331

**SS KOTHARI MEHTA**  
**& COMPANY**  
CHARTERED ACCOUNTANTS

**Independent Auditor's Review Report on half yearly Unaudited Standalone financial results of the Company, Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

Review Report to  
The Board of Directors,  
**Crayons Advertising Limited (formerly known as Crayons Advertising Private Limited)**  
New Delhi

1. We have reviewed the accompanying statement of unaudited standalone financial results of Crayons Advertising Limited (formerly known as Crayons Advertising Private Limited) (the Company) for the half year ended September 30, 2023 (the statement), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (the "Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard-25 "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in of the statement in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists primarily of making inquiries of company personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

**SS KOTHARI MEHTA**  
**& COMPANY**  
CHARTERED ACCOUNTANTS

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement prepared in all material respects in accordance with recognition and measurement principles laid down in the aforesaid Accounting Standards specified under section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Listing Regulation, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For S S KOTHARI MEHTA & CO**  
Chartered Accountants  
Firm Registration No: 000756N

Amit  
Goel

Digitally signed by Amit  
Goel  
DN: cn=Amit Goel o=IIT  
Roorkee  
Reason: I am the  
owner of this document  
Location  
Date: 2023.11.14  
17:20:08.30

**AMIT GOEL**

Partner

Membership No.: 500607

Place: New Delhi

Dated: November 14, 2023

UDIN : 23500607BGURVW3147



**Crayons Advertising Limited**  
 Formerly known as Crayons Advertising Pvt. Ltd.  
**Regd. & Corporate Office:**  
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 Tel: +91 11 4163 0000  
 E-mail: del@crayonad.com  
 www.thecrayonsnetwork.com  
 CIN: U52109DL1986PLC024711

**Annexure-B**

**Details required for issuance of Warrants as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read along with SEBI circular CIR/CFD/CMD/4/2015 dated September 9, 2015 : Issue of Warrants**

Sl. No.	Particulars	Remarks
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Warrants convertible into Equity Shares
2.	Type of Issuance (Further Public Offering, Rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and other applicable laws.
3.	Total numbers of securities proposed to be issued or total amount for which the securities will be issued (approximately)	<p>Up to 5,50,000 (Five Lakh Fifty Thousand) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs.10/- (Rupees Ten Only) ("Equity Share(s)") each at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 155.00 /- (Rupees One Hundred Fifty Five Only) each payable in cash ("Warrant Issue Price"), aggregating upto Rs 8,52,50,000 (Rupees Eight Crore Fifty Two Lakh and Fifty Thousand only ("Total Issue Size").</p> <p>The price of the warrants has been determined in accordance with the ICDR Regulations. The preferential issue will be undertaken for cash consideration.</p> <p>An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of Warrant(s);</p> <p>The price of the warrants and the number of Equity Shares to be allotted on conversion of warrants shall be subject to appropriate adjustments as permitted under applicable laws.</p>
<p><b>Additional information in case of preferential issue:</b></p>		



*Handwritten signature*



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4.	(1) Names of the investors	<b>As per Annexure-1</b>
	(2) Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors or proposed allottees.	<p>(a) Outcome of the Subscription</p> <p><b>As per Annexure-2</b></p> <p>(b) issue price / allotted price (in case of convertibles)</p> <p>Rs 155.00/- (Rupees One Hundred and Fifty Five only) each Warrant (i.e. "Warrant Exercise Price")</p> <p>(c) Number of investors – 5 (Five)</p>
	(3) in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	<p>The tenure of the warrants shall not exceed 18 (eighteen) months from the date of allotment. Each warrant shall carry a right to subscribe 1 (one) Equity Share per warrant, which may be exercised in one or more tranches during the period commencing from the date of allotment of warrants until the expiry of 18(eighteen) months from the date of allotment of the warrants.</p> <p>In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount (25% of the Warrant Exercise Price) paid by the warrant holders on such Warrants at the time of allotment, shall stand forfeited by the Company.</p>
5.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	N.A.




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**Annexure-1**

**LIST OF PROPOSED ALLOTTEES**

Sr. No.	Name of the Proposed Allottees	Maximum Nos. of Warrants to be allotted
<b>A.</b>	<b>Promoters of the Company</b>	
1.	Kunal Lalani	1,00,000
<b>B.</b>	<b>Other (Public Category)</b>	
1	Societe Generale - ODI	50,000
2	Rajeev Jain	1,00,000
3	Wichita Enterprises Private Limited	2,00,000
4	South West Fintrade Udyog Limited	1,00,000
	<b>TOTAL</b>	<b>5,50,000</b>

Crayons Advertising Limited  
New Delhi

Annexure 2

a) Pre and Post Shareholding of the Proposed Allottees after the Preferential Issue

Sr. No.	Name of the Proposed Allottees	Pre-Issue Equity Holding*		No. of Warrants to be allotted	Post issue equity holding after exercising of Warrants (assuming full conversion of warrant)**	
		No. of. Shares	%		No. of. Shares	%
<b>A</b>	<b>Promoters/Promoters Group</b>					
1	Kunal Lalani	43,90,160	17.97	1,00,000	44,90,160	17.98
	<b>Total (A)</b>	<b>43,90,160</b>	<b>17.97</b>	<b>1,00,000</b>	<b>44,90,160</b>	<b>17.98</b>
<b>B.</b>	<b>Non-Promoters /Public Category</b>					
1	Societe Generale - ODI	4,76,000	1.95	50,000	5,26,000	2.11
2	Rajeev Jain	2,000	0.01	1,00,000	1,02,000	0.41
3	Wichita Enterprises Private Limited	-	-	2,00,000	2,00,000	0.80
4	South West Fintrade Udyog Limited	-	-	1,00,000.00	1,00,000	0.40
	<b>Total (B)</b>	<b>4,78,000</b>	<b>1.96</b>	<b>4,50,000</b>	<b>9,28,000</b>	<b>3.71</b>
	<b>Grand Total =A+B</b>	<b>48,68,160</b>	<b>19.93</b>	<b>5,50,000</b>	<b>54,18,160</b>	<b>21.69</b>

Note: Shareholding has been derived from the BENPOS dated Friday, November 10, 2023



\*The present paid up capital of the company is 2,44,30,000 equity shares at Rs. 10/-each.

\*\* The post issue capital, assuming full conversion of the warrants will be 2,49,80,000 equity shares at Rs. 10/- each.

b) Pre and Post Shareholding pattern of the Company pursuant to the Preferential Issue

S.No	Category of Shareholders	Pre-Issue Equity Holding		Post issue equity holding after exercising of Warrants (assuming full conversion of warrant)	
		No. of. Shares	%	No. of. Shares	%
1	Promoters and Promoter Group	1,79,55,760	73.50	1,80,55,760	72.28
2	Public	64,74,240	26.50	69,24,240	27.72
	<b>Total</b>	<b>2,44,30,000</b>	<b>100.00</b>	<b>2,49,80,000</b>	<b>100.00</b>

Note: Shareholding has been derived from the BENPOS dated Friday, November 10, 2023



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## DECLARATION

**Under regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016, read with SEBI circular no. CIR/CFD/CMD/56/2016, dated May 27, 2016.**


It is hereby declared and confirmed that the Limited Review Report on Un-Audited Consolidated and Standalone financial results for the half year ended on 30<sup>th</sup> September, 2023 of the company is with unmodified opinion.

We further declare that **M/s S S Kothari Mehta & Company**, Chartered Accountants, the Statutory Auditors of the Company have issued a Limited Review Report with unmodified opinion on the audited financial results of the Company for the period ended on 30<sup>th</sup> September, 2023.

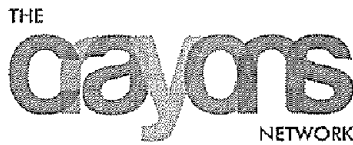
This declaration is issued in compliance of Regulation 33(3)(d) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 as amended by the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2016.

Kindly take the same on your record.

**For Crayons Advertising Limited**

  
**Kunal Lalani**  
Chairman & Managing Director  
DIN: 00002756





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Date: 14<sup>th</sup> November, 2023

From the desk of our Managing Director

**Key Financial Highlights**

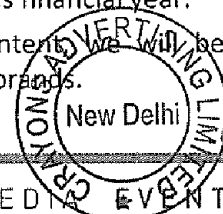
Details	Rs. In Lacs			
	Standalone		Consolidated	
	H1 FY 2023-24	H1 FY 2022-23	H1 FY 2023-24	H1 FY 2022-23
Revenue	9,362.49	11,816.90	9,362.49	11,816.90
Gross Profit	2,174.27	2,190.57	2,174.27	2,190.57
Gross Margin %	23.22%	18.54%	23.22%	18.54%
EBITDA	753.64	988.07	753.64	988.07
Profit After Tax	510.51	655.35	627.79	655.35

Some of the key wins and strategic insights for the Half Year include:

- Gross operating margins have gone up to **23.22%** in H1 FY 2023-24 from **18.54%** in H1 FY 2022-23.
- We have been empaneled with DGIPR Madhya Pradesh for Digital and Outdoor Activities in August 2023. We anticipate a substantial revenue in the current financial year ending on 31<sup>st</sup> March 2023.
- Successfully managed and executed National Education Program (NEP) event for Ministry of Education at Pragati Maidan.
- In October'23 we have been hired by Invest UP (Govt. of UP) for Digital & Creative duties to promote UP as an Investment Destination globally.
- Strategic hiring of key resources in Digital, creative and events departments to enhance the capabilities to pitch the new business/clients in these business verticals.

**Way Forward –**

- At the outset, with our clients we continue to see extension and continuity of current work.
- We are confident of achieving the revenue & profitability targets for FY 2023-24.
- We continue to increase focus on the higher margin business verticals like Digital, Events and Creative.
- We are launching our creative studio by the end of this financial year.
- With a high focus of Crayons Studios on OTT content, we will be creating additional inventory and brand integration opportunities for all brands.





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- f. We are in advanced talks of creating first of its kind a large-scale skill development program in digital advertising and technology for young aspirants, this will add around 20% to our revenue.
- g. We have bagged the mandate to produce 2 major brand Films for Indian Oil Corp. Ltd starring John Abraham (Brand Ambassador)
- h. We are set to launch a brand film for Cornitos, a prestigious assignment.

Thank You.

**For Crayons Advertising Limited**


**Kunal Lalani**  
**Chairman & Managing Director**  
**DIN: 00002756**

**Disclaimer**

This note may contain "Way Forwards" statement – these are statements related to future. In this context forward-looking statements often address our expected future business and financial performance. Actual future results may differ substantially or materially than those expressed in our note.