



**ADCOUNTY MEDIA INDIA LIMITED**  
(Formerly known as "AdCounty Media India Private Limited")  
CIN: U93000RJ2017PLC057939  
Registered Office: First Floor, D-41, Patrakar Colony, Near Jawahar Nagar  
Moti Dungri Vistar Yojna, Raja Park, Jawahar Nagar,  
Jaipur, Rajasthan, India-302004  
Phone: + 91 7877623083 Email: [cs@adcountymedia.com](mailto:cs@adcountymedia.com)  
Website: [www.adcountymedia.com](http://www.adcountymedia.com)

**POSTAL BALLOT NOTICE**

**Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions, if any of the Companies Act, 2013, as amended ("the Act"), read together with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and General Circular Nos. 14/2020 dated April 8, 2020, (which was amended from time to time and the last amendment was on 03/2025 dated September 22, 2025) issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars") and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force, the following resolutions appended below are proposed for approval of the members of the Company (as on the Cut-off Date), through postal ballot ("the Postal Ballot") only by way of remote e-voting ("e-voting") :

S No	Particulars
1	APPROVAL FOR INCREASING THE BORROWING LIMIT UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013
2	APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY
3	APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013
4	ENHANCEMENT OF THE EXISTING LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013
5	TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH ATHENA MEDIA TECHNOLOGIES PTE. LTD.
6	TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH PK EXPERT SOLUTIONS PTE. LTD.
7	TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH AVENTURO ADVISORY PTE. LTD.
8	TO APPROVE INCREASE IN MANAGERIAL REMUNERATION OF MR. ADITYA JANGID (DIN: 01655674), CHAIRMAN AND JOINT MANAGING DIRECTOR
9	TO APPROVE INCREASE IN MANAGERIAL REMUNERATION OF MR. CHANDAN GARG (DIN:06422150), JOINT MANAGING DIRECTOR
10	TO APPROVE INCREASE IN MANAGERIAL REMUNERATION OF MR. ABBHINAV RAJENDRA JAIN (DIN: 07320363), WHOLE-TIME DIRECTOR & CFO
11	TO APPROVE INCREASE IN MANAGERIAL REMUNERATION OF MR. DELPHIN VARGHESE (DIN: 08118274), WHOLE-TIME DIRECTOR

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”). Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management and Administration Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company has provided evoting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

<b>Cut-off date for eligibility to vote</b>	Friday, June 19, 2026
<b>Commencement of e-voting period</b>	Thursday, June 25, 2026 from 09:00 A.M. IST
<b>Conclusion of e-voting period</b>	Friday, July 24, 2026 to 05:00 P.M. IST

The e-voting facility will be disabled by CDSL immediately after 5.00 P.M. IST on Friday, July 24, 2026, and will be disallowed thereafter.

The Board has appointed Mr. Abhishek Goswami (COP No. 17057), Practicing Company Secretary as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the e-voting period i.e. on or before Tuesday, July 28, 2026. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Friday, July 24, 2026 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## **SPECIAL BUSINESS**

### **ITEM NO 1: APPROVAL FOR INCREASING THE BORROWING LIMIT UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of all earlier resolution passed by the Members of the Company in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof) to borrow, from time to time, any sum or sums of money, whether secured or unsecured, for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding amount of such borrowings shall not at any time exceed ₹ 200 Crores (Rupees Two Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to sign, execute and deliver all such documents, instruments and writings as may be required to give effect to this resolution.”

### **ITEM NO 2: APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of all earlier resolution passed by the Members of the Company in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof) to sell, lease or otherwise dispose of in any manner whatsoever, including but not limited to mortgaging, hypothecating, pledging or otherwise creating charge (including floating charge), on all or any part of the present and/or future movable and/or immovable properties, assets or undertakings of the Company, of whatsoever nature and kind (hereinafter collectively referred to as the “Assets”), in favour of banks, financial institutions, investors, debenture trustees or any other lenders, to secure the borrowings availed/to be availed by the Company, together with interest, additional interest, charges, costs, expenses and all other monies payable in respect of such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act;

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution, including but not limited to negotiating and finalizing the terms and conditions of such sale, lease, creation of security or other disposition, execution of necessary agreements, deeds and documents, and filing of requisite forms, returns and submissions with the Registrar of Companies or any other statutory authority.”

**ITEM NO 3: APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof) to advance loan(s), including loan represented by way of book debt (the “Loan”), and/or to give guarantee(s), and/or to provide security(ies) in connection with any loan taken or to be taken by any entity which is a subsidiary, associate, joint venture or group entity of the Company or any other person in whom any of the Directors of the Company is interested within the meaning of Section 185 of the Act, in one or more tranches, up to an aggregate amount not exceeding **₹ 200 Crores (Rupees Two Hundred Crores Only)**, on such terms and conditions as the Board may, in its absolute discretion, deem fit and in the best interest of the Company, provided that such Loans shall be utilised by the borrowing entity for its principal business activities.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid loans, guarantees and securities, execute all agreements, documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this resolution.”

**ITEM NO 4: ENHANCEMENT OF THE EXISTING LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of all earlier resolutions passed by the Members of the Company in this regard and pursuant to the provisions of Section 186 and 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) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof) to give any loan to any person or other body corporate, to give any guarantee or provide security in connection with a loan to any other body corporate or person, and to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time, in excess of the limits specified under Section 186(2) of the Act, provided that the aggregate outstanding amount of all such loans, guarantees, securities and investments made by the Company pursuant to Section 186 of the Act shall not at any time exceed **₹ 200 Crores (Rupees Two Hundred Crores Only)**.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to determine the terms and conditions of the such loans, guarantees, securities and investments and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

**ITEM NO 5: TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH ATHENA MEDIA TECHNOLOGIES PTE. LTD.**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related

Party Transactions, and all other applicable laws and regulations as amended from time to time, and pursuant to the prior approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to approve Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Athena Media Technologies Pte. Ltd., a related party of the Company, a related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, up to an amount not exceeding in the aggregate ₹25,00,00,000/- (Rupees Twenty-Five Crores only) during the period of validity of this approval, provided that such transactions shall be carried out on an arm's length basis and in the ordinary course of business, and on such terms and conditions as may be considered appropriate by the Board of Directors (including any Committee thereof).

**RESOLVED FURTHER THAT** this approval shall supersede and replace the earlier approval granted by the Members for transactions with Athena Media Technologies Pte. Ltd. to the extent of the approved monetary limit, and shall remain valid for a period of one year from the date of approval of the Members.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to finalize, vary and/or modify the terms and conditions of the aforesaid transactions, and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be deemed necessary, expedient and proper to give effect to this resolution."

**ITEM NO 6: TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH PK EXPERT SOLUTIONS PTE. LTD.**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, and all other applicable laws and regulations as amended from time to time, and pursuant to the prior approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to approve Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with PK Expert Solutions Pte. Ltd., a related party of the Company a related party of the Company, a related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, up to an amount not exceeding in the aggregate ₹10,00,00,000/- (Rupees Ten Crores only) during the period of validity of this approval, provided that such transactions shall be carried out on an arm's length basis and in the ordinary course of business, and on such terms and conditions as may be considered appropriate by the Board of Directors (including any Committee thereof).

**RESOLVED FURTHER THAT** the approval granted herein shall remain valid for a period of one year from the date of approval of the Members or until such other period as may be approved by the Members in accordance with applicable laws, whichever is earlier.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to finalize, vary and/or modify the terms and conditions of the aforesaid transactions, and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be deemed necessary, expedient and proper to give effect to this resolution."

**ITEM NO 7: TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH AVENTURO ADVISORY PTE. LTD.**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, and all other applicable laws and regulations as amended from time to time, and pursuant to the prior approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to approve Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Aventuro Advisory Pte. Ltd., a related party of the Company, a related party falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, up to an amount not exceeding in the aggregate ₹10,00,00,000/- (Rupees Ten Crores only) during the period of validity of this approval, provided that such transactions shall be carried out on an arm’s length basis and in the ordinary course of business, and on such terms and conditions as may be considered appropriate by the Board of Directors (including any Committee thereof).

**RESOLVED FURTHER THAT** the approval granted herein shall remain valid for a period of one year from the date of approval of the Members or until such other period as may be approved by the Members in accordance with applicable laws, whichever is earlier.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to finalize, vary and/or modify the terms and conditions of the aforesaid transactions, and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be deemed necessary, expedient and proper to give effect to this resolution.”

**ITEM NO 8: TO APPROVE REVISION IN MANAGERIAL REMUNERATION OF MR. ADITYA JANGID (DIN: 01655674), CHAIRMAN AND JOINT MANAGING DIRECTOR**

To consider and if thought fit to pass following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, in accordance with the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, consent of the Members be and is accorded for revision and increase in the remuneration payable to Mr. Aditya Jangid (DIN: 01655674), Chairman and Joint Managing Director of the Company, to ₹5,00,000/- (Rupees Five Lakh only) per month together with such other allowances, perquisites and other benefits as set out in the Explanatory Statement annexed hereto, for a period of three years commencing from August 1, 2026.

**RESOLVED FURTHER THAT** the said remuneration shall be subject to an annual increase of up to 20% of the last drawn remuneration, as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, and within the overall limits prescribed under the Companies Act, 2013 and Schedule V thereto.

**RESOLVED FURTHER THAT** in the event the Company does not have profits or the profit of the Company is inadequate in any financial year during his tenure as referred above, the amount of Salary and perquisites referred above (including any annual increase as approved by the Board) shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Aditya Jangid (DIN: 01655674), passed at Extra Ordinary General Meeting held on June 14, 2024 shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to vary and / or revise the remuneration of Mr. Aditya Jangid (DIN: 01655674), within limits permissible under the Companies Act, 2013 and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

**ITEM NO 9: TO APPROVE REVISION IN MANAGERIAL REMUNERATION OF MR. CHANDAN GARG (DIN: 06422150), JOINT MANAGING DIRECTOR**

To consider and if thought fit to pass following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, in accordance with the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, consent of the Members be and is accorded for revision and increase in the remuneration payable to Mr. Chandan Garg (DIN: 06422150), Joint Managing Director of the Company, to ₹5,00,000/- (Rupees Five Lakh only) per month together with such other allowances, perquisites and other benefits as set out in the Explanatory Statement annexed hereto, for a period of three years commencing from August 1, 2026.

**RESOLVED FURTHER THAT** the said remuneration shall be subject to an annual increase of up to 20% of the last drawn remuneration, as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, and within the overall limits prescribed under the Companies Act, 2013 and Schedule V thereto.

**RESOLVED FURTHER THAT** in the event the Company does not have profits or the profit of the Company is inadequate in any financial year during his tenure as referred above, the amount of Salary and perquisites referred above (including any annual increase as approved by the Board) shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Chandan Garg (DIN: 06422150), passed at Extra Ordinary General Meeting held on June 14, 2024 shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to vary and / or revise the remuneration of Mr. Chandan Garg (DIN: 06422150), within limits permissible under the Companies Act, 2013 and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

**ITEM NO 10: TO APPROVE REVISION IN MANAGERIAL REMUNERATION OF MR. ABBHINAV RAJENDRA JAIN (DIN: 07320363), WHOLE-TIME DIRECTOR & CFO**

To consider and if thought fit to pass following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, in accordance with the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, consent of the Members be and is accorded for revision and increase in the remuneration payable to Mr. Abhinav Rajendra Jain (DIN: 07320363), Whole-Time Director & CFO of the Company, to ₹5,00,000/- (Rupees Five Lakh only) per month together with such other allowances, perquisites and other benefits as set out in the Explanatory Statement annexed hereto, for a period of three years commencing from August 1, 2026

**RESOLVED FURTHER THAT** the said remuneration shall be subject to an annual increase of up to 20% of the last drawn remuneration, as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, and within the overall limits prescribed under the Companies Act, 2013 and Schedule V thereto.

**RESOLVED FURTHER THAT** in the event the Company does not have profits or the profit of the Company is inadequate in any financial year during his tenure as referred above, the amount of Salary and perquisites referred above (including any annual increase as approved by the Board) shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Abhinav Rajendra Jain (DIN: 07320363), passed at Extra Ordinary General Meeting held on June 14, 2024 shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to vary and / or revise the remuneration of Mr. Abhinav Rajendra Jain (DIN: 07320363), within limits permissible under the Companies Act, 2013 and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

**ITEM NO 11: TO APPROVE REVISION IN MANAGERIAL REMUNERATION OF MR. DELPHIN VARGHESE (DIN: 08118274), WHOLE-TIME DIRECTOR**

To consider and if thought fit to pass following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, in accordance with the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, consent of the Members be and is accorded for revision and increase in the remuneration payable to Mr. Delphin Varghese (DIN: 08118274), Whole-Time Director of the Company, to ₹5,00,000/- (Rupees Five Lakh only) per month together with such other allowances, perquisites and other benefits as set out in the Explanatory Statement annexed hereto, for a period of three years commencing from August 1, 2026

**RESOLVED FURTHER THAT** the said remuneration shall be subject to an annual increase of up to 20% of the last drawn remuneration, as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, and within the overall limits prescribed under the Companies Act, 2013 and Schedule V thereto.

**RESOLVED FURTHER THAT** in the event the Company does not have profits or the profit of the Company is inadequate in any financial year during his tenure as referred above, the amount of Salary and perquisites referred above (including any annual increase as approved by the Board) shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Delphin Varghese (DIN: 08118274), passed at Extra Ordinary General Meeting held on June 14, 2024 shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to vary and / or revise the remuneration of Mr. Delphin Varghese (DIN: 08118274), within limits permissible under the Companies Act, 2013 and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

**By order of the Board**  
**For AdCounty Media India Limited**  
**(Formerly known as “AdCounty Media India Private Limited”)**

**Date: 23-06-2026**  
**Place: Jaipur**

**Sd/-**  
**Garima Malik**  
**Company Secretary & Compliance Officer**

## NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and reasons relating to the resolution in respect of the Special Business set out above is annexed herewith.
2. Members may note that as required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of the Listing Regulations, the Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to members of the Company.
3. The Board of Directors has appointed Mr. Abhishek Goswami (COP: 17057), Practicing Company Secretary as the Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent by e-mail to all the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”)/ CDSL as on Friday, June 19, 2026 (“Cut-off Date”). It is however, clarified that all the persons who are members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolution specified in this notice.
5. Dispatch of the Notice shall be deemed to be completed on the day on which Company or RTA sends out the Postal Ballot Notice by e-mail to the members of the Company. In accordance with the MCA Circulars, physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
6. The Postal Ballot Notice is also available on the website of the Company at [www.adcountymedia.com](http://www.adcountymedia.com) and can also be downloaded by accessing website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com) and at the relevant sections of the websites of the BSE Limited at [www.bseindia.com](http://www.bseindia.com).
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of members as on the Cut-off Date i.e. Friday, June 19, 2026. A person who is not a member as on cutoff date should treat this Notice for information purpose only.
8. As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Jaipur (in vernacular language i.e. Hindi).
9. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Friday, July 24, 2026. Further, resolution passed by the members through postal ballot is deemed to have been passed as if they are passed at a general meeting of the members.
10. The remote e-voting period commences from Thursday, June 25, 2026 [9:00 a.m. (IST)] and ends on Friday, July 24, 2026[5:00 p.m. (IST)]. During this period, members holding shares as on Friday, June 19, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after, Friday, July 24, 2026 [5:00 p.m. (IST)]. Once the vote on a Resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
11. All documents referred to in this Postal Ballot Notice and Explanatory Statement shall be available for electronic inspection by the Members during the remote e-voting period. Members seeking inspection may send an e-mail to [cs@adcountymedia.com](mailto:cs@adcountymedia.com) mentioning their name, DP ID and Client ID/Folio Number.
12. Members whose e-mail ids are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the e-voting process given in this notice.

13. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading “E-Voting Instructions” of Postal Ballot Notice.
14. The Scrutinizer shall, after the conclusion of the remote e-voting period and upon completion of the scrutiny of votes cast through remote e-voting, submit his report to the Chairman of the Company or any person authorised by him in writing. The results of the Postal Ballot shall be declared within two (2) working days from the conclusion of the remote e-voting period, i.e. on or before Tuesday, July 28, 2026, and shall be displayed on the website of the Company and CDSL and shall also be communicated to the Stock Exchange(s) in accordance with the applicable provisions of law.

## REMOTE E-VOTING INSTRUCTIONS

### THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:

**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 Thursday, June 25, 2026 at 9:00 A.M. and ends on Friday, July 24, 2026 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, June 19, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

- (iii) 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 **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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with</li> </ol>

	<p>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.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<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.</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
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000</p>

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

- (iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@adcountymedia.com](mailto:cs@adcountymedia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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 [cs@adcountymedia.com](mailto:cs@adcountymedia.com).
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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013**

**ITEM NO 1**

The Members of the Company had earlier, by way of a Special Resolution passed on June 14, 2024, approved the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013 ("the Act") up to an amount of ₹ 100 Crores (Rupees Hundred Crores Only).

Considering the growth plans of the Company, expansion of business operations, future capital expenditure requirements and increased working capital needs, the Company may require additional financial assistance by way of loans, credit facilities and other borrowings from banks, financial institutions and other lenders from time to time.

Accordingly, the Board of Directors, at its meeting held on June 23, 2026 has approved, subject to the approval of the Members, enhancement of the borrowing limits from ₹100 Crores (Rupees One Hundred Crores Only) to ₹200 Crores (Rupees Two Hundred Crores Only), notwithstanding that the aggregate amount of monies borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Pursuant to Section 180(1)(c) of the Act, the consent of the Members by way of a Special Resolution is required for such enhancement of borrowing powers. Accordingly, approval of the Members is sought for increasing the borrowing limits of the Company from ₹100 Crores (Rupees One Hundred Crores Only) to ₹200 Crores (Rupees Two Hundred Crores Only). Upon approval of this Resolution, the borrowing limit approved by the Members on June 14, 2024 shall stand modified to the aforesaid extent.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution, except to the extent of their shareholding, if any, in the Company.

**ITEM NO 2**

The Members of the Company had earlier, by way of a Special Resolution passed on June 14, 2024, approved the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013 ("the Act") up to an amount of ₹ 100 Crores (Rupees Hundred Crores Only).

In order to meet the funding requirements of the Company for its business operations, expansion plans capital expenditure and working capital requirements, the Company may be required to borrow monies from time to time from banks, financial institutions, non-banking financial companies and other lenders from time to time.

To secure such borrowings, the Company may be required to create charge, mortgage, hypothecation or otherwise encumber its movable and/or immovable properties, both present and future, in favour of such lenders.

Pursuant to Section 180(1)(a) of the Act, the Board of Directors may exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company only with the consent of the Members by way of a Special Resolution. The creation of mortgages, charges, hypothecation, pledges or other security interests on the assets of the Company to secure borrowings may be regarded as a disposal of the Company's undertaking within the meaning of the said section.

Accordingly, approval of the Members is being sought by way of a Special Resolution to authorize the Board of Directors to create such mortgages, charges, hypothecations, pledge and other encumbrances on the assets and properties of the Company, whether movable or immovable, present or future, in favour of banks, financial institutions, non-banking financial companies and other lenders, to secure borrowings of the Company, subject to the overall borrowing limits approved under Section 180(1)(c) of the Act.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution, except to the extent of their shareholding, if any, in the Company.

### **ITEM NO 3**

Pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company may advance any loan, including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the directors of the Company is interested, subject to the approval of the Members by way of a Special Resolution.

In order to facilitate business requirements and opportunities that may arise from time to time, the Company may be required to provide loans, including loans represented by book debts, and/or give guarantees and/or provide securities in connection with loans taken or to be taken by any person in whom any of the directors of the Company is interested, as specified in the Explanation to Section 185(2)(b) of the Act, including subsidiaries, associates, joint ventures, group entities and other entities covered under the said provision (collectively referred to as the "Entities"), for their principal business activities and matters connected or incidental thereto, within the limits specified in the Resolution set out at Item No. 3 of the Notice.

The Members may note that the Board of Directors shall evaluate each proposal on a case-to-case basis and provide such loans, guarantees or securities on such terms and conditions as may be considered appropriate and in the best interests of the Company. The loans, guarantees and/or securities shall be utilized by the borrowing entity only for its principal business activities and matters connected or incidental thereto, in compliance with the provisions of Section 185 of the Act. Accordingly, approval of the Members is sought by way of a Special Resolution for the purposes set out above.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution, except to the extent of their shareholding, if any, in the Company.

**ITEM NO 4**

Pursuant to Section 186(2) of the Companies Act, 2013 ("the Act"), the Company is permitted to give loans, guarantees, provide security in connection with a loan and make investments in any body corporate or person up to:

- sixty per cent (60%) of its paid-up share capital, free reserves and securities premium account; or
- one hundred per cent (100%) of its free reserves and securities premium account,

whichever is more.

In terms of Section 186(3) of the Act, the Company may, with the prior approval of the Members by way of a Special Resolution, give loans, guarantees, provide security or make investments exceeding the aforesaid limits.

The Members of the Company had earlier approved, by way of a Special Resolution passed at the General Meeting held on June 14, 2024, the aggregate limit for making loans, giving guarantees, providing securities and making investments up to ₹100 Crores (Rupees One Hundred Crores Only), based on the business requirements assessed at that time.

Considering the Company's existing and future business requirements, growth plans, strategic investment opportunities, treasury management objectives and the possibility of deployment of surplus funds, the Company may, from time to time, be required to make investments or extend loans or provide guarantees, letters of comfort, letters of support and/or provide securities in connection with loans availed by its subsidiaries, joint ventures, associates, affiliates, group companies and/or other bodies corporate or persons, as may be considered appropriate and beneficial for business and strategic purposes.

Accordingly, the Board of Directors at its meeting held on June 23, 2026 subject to the approval of the Members, approved enhancement of the existing limit from ₹100 Crores (Rupees One Hundred Crores Only) to ₹200 Crores (Rupees Two Hundred Crores Only), notwithstanding that the aggregate of loans, guarantees, securities and investments may exceed the limits prescribed under Section 186(2) of the Act, provided that the aggregate outstanding amount thereof shall not exceed ₹200 Crores (Rupees Two Hundred Crores Only) at any point of time.

Upon approval of this Resolution, the approval granted by the Members on June 14, 2024 under Section 186 of the Act shall stand modified to the aforesaid extent.

The approval of the Members is therefore sought by way of a Special Resolution under Section 186(3) and other applicable provisions of the Companies Act, 2013, authorizing the Board of Directors of the Company to make loans, give guarantees, provide securities and make investments, by way of subscription, purchase or otherwise, in securities of any other body corporate or person, within the aforesaid aggregate limit of ₹200 Crores.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution, except to the extent of their shareholding, if any, in the Company.

**ITEM NO 5**

The Company, in the ordinary course of its business, enters into transactions relating to the sale, purchase and granting or availing of loans. In this regard, the Company proposes to enter into and/or continue certain transactions with Athena Media Technologies Pte. Ltd. ("Athena"), a related party within the meaning of Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Audit Committee and the Board of Directors, at their respective meetings held on June 23, 2026 approved the proposed Material Related Party Transaction(s), Contract(s), Arrangement(s) and/or Agreement(s) with Athena Media Technologies Pte. Ltd. for an aggregate value not exceeding ₹25,00,00,000/- (Rupees Twenty-Five Crores Only), subject to approval of the Members of the Company.

The proposed approval, if granted, shall remain valid for a period of one year from the date of approval of the Members and shall supersede and replace the earlier approval granted by the Members for transactions with Athena Media Technologies Pte. Ltd. to the extent of the approved monetary limit.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 are set forth below:

S.No	Particulars	Details
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Please refer <b>Annexure-I</b>
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The proposed transactions are expected to be undertaken on an arm's length basis and in the ordinary course of business. Such transactions may include sale and purchase of online media, digital advertising inventory and allied media services and granting and/or availing of loans. The proposed transactions are expected to facilitate efficient business operations, wider market reach and optimal utilization of business opportunities and are therefore considered to be in the interest of the Company.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the Certificate issued by Mr. Abhinav R Jain, Chief Financial Officer and Whole-time Director (DIN: 07320363) of the Company as required under the RPT Industry standards.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The proposed Material Related Party Transaction(s), Contract(s), Arrangement(s) and/or Agreement(s) Limit have been approved by the Audit Committee and the Board of Directors and are being placed before the Members for approval pursuant to Regulation 23 of the SEBI Listing Regulations.
5	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable

S.No	Particulars	Details
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not Applicable
7	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Pursuant to the provisions of Regulation 23 of SEBI Listing Regulations, no related party shall vote on above resolution.

The Audit Committee and Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

Mr. Aditya Jangid, Mr. Abhinav R. Jain and Mr. Delphin Varghese and/or their relatives may be deemed to be concerned or interested in the proposed Resolution to the extent of their directorship, shareholding and/or interest, if any, in Athena Media Technologies Pte. Ltd. or the Company.

Except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding, if any, in the Company.

#### ITEM NO 6

The Company, in the ordinary course of its business, enters into transactions relating to the sale, purchase and granting or availing of loans. In this regard, the Company proposes to enter into transactions PK Expert Solutions Pte. Ltd. ("PK"), a related party within the meaning of Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Audit Committee and the Board of Directors, at their respective meetings held on June 23, 2026, approved the proposed Material Related Party Transaction(s), Contract(s), Arrangement(s) and/or Agreement(s) with PK Expert Solutions Pte. Ltd. for an aggregate value not exceeding ₹10,00,00,000/- (Rupees Ten Crores Only), subject to approval of the Members of the Company.

The proposed approval, if granted, shall remain valid for a period of one year from the date of approval of the Members.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 are set forth below:

S.No	Particulars	Details
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Please refer <b>Annexure-I</b>

S.No	Particulars	Details
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The proposed transactions are expected to be undertaken on an arm's length basis and in the ordinary course of business. Such transactions may include sale and purchase of online media, digital advertising inventory and allied media services and granting and/or availing of loans. The proposed transactions are expected to facilitate efficient business operations, wider market reach and optimal utilization of business opportunities and are therefore considered to be in the interest of the Company.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the Certificate issued by Mr. Abhinav R Jain, Chief Financial Officer and Whole-time Director (DIN: 07320363) of the Company as required under the RPT Industry standards.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The proposed Material Related Party Transaction(s), Contract(s), Arrangement(s) and/or Agreement(s) Limit have been approved by the Audit Committee and the Board of Directors and are being placed before the Members for approval pursuant to Regulation 23 of the SEBI Listing Regulations.
5	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not Applicable
7	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Pursuant to the provisions of Regulation 23 of SEBI Listing Regulations, no related party shall vote on above resolution.

The Audit Committee and Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

Mr. Kumar Saurav and/or their relatives may be deemed to be concerned or interested in the proposed Resolution to the extent of their directorship, shareholding and/or interest, if any, in PK Expert Solutions Pte. Ltd. or the Company.

Except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding, if any, in the Company.

#### ITEM NO 7

The Company, in the ordinary course of its business, enters into transactions relating to the sale, purchase and granting or availing of loans. In this regard, the Company proposes to enter into transactions with Aventuro Advisory Pte. Ltd. ("Aventuro"), a related party within the meaning of Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Audit Committee and the Board of Directors, at their respective meetings held on June 23, 2026, approved the proposed Material Related Party Transaction(s), Contract(s), Arrangement(s) and/or Agreement(s) with Aventuro Advisory Pte. Ltd. for an aggregate value not exceeding ₹10,00,00,000/- (Rupees Ten Crores Only), subject to approval of the Members of the Company.

The proposed approval, if granted, shall remain valid for a period of one year from the date of approval of the Members.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 ("SEBI Master Circular") and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 are set forth below:

S.No	Particulars	Details
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Please refer <b>Annexure-I</b>
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The proposed transactions are expected to be undertaken on an arm's length basis and in the ordinary course of business. Such transactions may include sale and purchase of online media, digital advertising inventory and allied media services and granting and/or availing of loans. The proposed transactions are expected to facilitate efficient business operations, wider market reach and optimal utilization of business opportunities and are therefore considered to be in the interest of the Company.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the Certificate issued by Mr. Abhinav R Jain, Chief Financial Officer and Whole-time Director (DIN: 07320363) of the Company as required under the RPT Industry standards.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The proposed Material Related Party Transaction(s), Contract(s), Arrangement(s) and/or Agreement(s) Limit have been approved by the Audit Committee and the Board of Directors and are being placed before the Members for approval pursuant to Regulation 23 of the SEBI Listing Regulations.

S.No	Particulars	Details
5	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not Applicable
7	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Pursuant to the provisions of Regulation 23 of SEBI Listing Regulations, no related party shall vote on above resolution.

The Audit Committee and Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the Members.

Mr. Delphin Varghese and/or their relatives may be deemed to be concerned or interested in the proposed Resolution to the extent of their directorship, shareholding and/or interest, if any, in Aventuro Advisory Pte. Ltd. or the Company.

Except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding, if any, in the Company.

#### ITEM NO 8

Mr. Aditya Jangid (DIN: 01655674) was reappointed as a Chairman and Joint Managing Director of the Company for a period of five consecutive years with effect from June 14,2024 till June 13,2029, by means of Special Resolution passed by the Members at the Extraordinary General Meeting of the Company held on June 14,2024 on the terms and conditions including payment of remuneration as approved therein.

In view of his rich experience and expertise knowledge, the Nomination and Remuneration Committee and Board of Directors of the Company at their meeting held on June 23, 2026 have approved an increase in remuneration of Mr. Aditya Jangid (DIN: 01655674), as set out in the resolution.

The details pursuant to the provisions of Part II section II (B) (iv) of Schedule V of Companies Act, 2013 are mentioned below:

#### I. General Information:

1.	Nature of industry	Advertisement, Digital Marketing & Media Services
2.	Date or expected date of commencement of commercial production	The company was incorporated in the year 2017 and the commercial production commenced simultaneously.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

4.	Financial performance based on given indicators (Figures in Lakhs)	<b>Particular</b>	<b>2025-2026 (₹ In Lakhs)</b>	<b>2024-25 (₹ In Lakhs)</b>	<b>2023-24 (₹ In Lakhs)</b>
		Paid-Up Capital	2250.12	1653.80	1.00
		Reserves and Surplus	8421.09	2135.65	2025.35
		Total income	8820.26	6958.04	4313.22
		Total Expenses	6109.98	5117.92	3205.62
		Profit before Tax	2710.28	1840.12	1107.60
		Tax	704.09	465.11	289.16
		Profit after Tax	2006.19	1375.01	818.44
		5.	Foreign investments or collaborations, if any.	The Company has a wholly-owned subsidiary incorporated in Dubai, United Arab Emirates, in the name and style of AdCounty Global Media L.L.C.	

## II. Information about the Appointee: Mr. Aditya Jangid:

1.	Background details	Mr. Aditya Jangid is a visionary entrepreneur with extensive experience in finance, strategic foresight, and business development. He holds an MBA in International Marketing and Finance from the University of Wales and possesses over 23 years of experience in financial oversight, content strategy, and programmatic advertising.
2.	Past and Proposed remuneration	Past Remuneration: ₹ 2,00,000/- per month Including HRA and Other Allowances.  Proposed Remuneration: ₹5,00,000/- per month Including HRA and Other Allowances with an annual increase of up to 20% of the last drawn remuneration, as may be approved by the Board based on NRC recommendation during the tenure of appointment.
3.	Recognition or awards	NIL
4.	Job profile and his suitability	As Chairman and Joint Managing Director, Mr. Aditya Jangid plays a vital role in formulating and executing business strategies and oversees the overall management and expansion of the Company's operations.
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering his vast experience, leadership role, and the scale of the Company's operations, the proposed remuneration is commensurate with remuneration levels for similar positions in the industry.

6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from the remuneration and perquisites payable and dividends receivable as a shareholder, Mr. Aditya Jangid directly holds 12.86% of the paid-up share capital of the Company and indirectly holds 0.02% of the paid-up share capital of the Company. He does not have any other pecuniary relationship with the Company.
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**III. Other information:**

**1. Reasons of loss or inadequate profits:**

The Company is presently profitable; however, for the purpose of managerial remuneration limits under the Act, the profits may be considered inadequate in certain financial years.

**2. Steps taken or proposed to be taken for improvement:**

The Company has successfully completed its Initial Public Offering (IPO) in July 2025 and is now listed on the BSE SME Platform. The listing has strengthened the Company's financial position, brand visibility, and market reach. Further, the Company is expanding its operations and improving efficiency to achieve economies of scale, which is expected to enhance overall profitability.

**3. Expected increase in productivity and profits in measurable terms:**

The Company has achieved a healthy profit for the financial year ended March 31, 2026 and with the fresh capital infusion and enhanced market presence following the IPO, the Company expects continued growth in revenue and profitability in the coming years.

The Board recommends the resolution set out at Item No. 8 of the Notice for approval of the Members by way of a Special Resolution.

Except Mr. Aditya Jangid and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding, if any, in the Company.

The Additional Details/information as required under Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure II**.

**ITEM NO 9**

Mr. Chandan Garg (DIN: 06422150), was re-appointed as a Joint Managing Director of the Company for a period of five consecutive years with effect from June 14,2024 till June 13,2029, by means of Special Resolution passed by the Members at the Extraordinary General Meeting of the Company held on June 14, 2024 on the terms and conditions including payment of remuneration as approved therein.

In view of his rich experience and expertise knowledge, the Nomination and Remuneration committee and Board of Directors of the Company at their meeting held on June 23, 2026 have approved an increase in remuneration of Mr. Chandan Garg (DIN: 06422150), as set out in the resolution.

The details pursuant to the provisions of Part II section II (B) (iv) of Schedule V of Companies Act, 2013 are mentioned below:

**I. General Information:**

1.	Nature of industry	Advertisement, Digital Marketing & Media Services
2.	Date or expected date of commencement of commercial production	The company was incorporated in the year 2017 and the commercial production commenced simultaneously.

3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators (Figures in Lakhs)	<b>Particular</b>	<b>2025-2026 (₹ In Lakhs)</b>	<b>2024-25 (₹ In Lakhs)</b>	<b>2023-24 (₹ In Lakhs)</b>
		Paid-Up Capital	2250.12	1653.80	1.00
		Reserves and Surplus	8421.09	2135.65	2025.35
		Total income	8820.26	6958.04	4313.22
		Total Expenses	6109.98	5117.92	3205.62
		Profit before Tax	2710.28	1840.12	1107.60
		Tax	704.09	465.11	289.16
		Profit after Tax	2006.19	1375.01	818.44
5.	Foreign investments or collaborations, if any.	The Company has a wholly-owned subsidiary incorporated in Dubai, United Arab Emirates, in the name and style of AdCounty Global Media L.L.C.			

## II. Information about the Appointee: Mr. Chandan Garg:

1.	Background details	Mr. Chandan Garg is an accomplished industrialist and currently serves as the Chairman and Managing Director of Innovana Thinklabs Limited. He holds a Bachelor's degree in Science (Biotechnology), a Post Graduate Diploma in Management, a Certified Professional Course from Microsoft, a Certified Course in E-Business Solution Development, and an 'A' level certification in Computer Programming. He has over 21 years of experience in the IT and digital media industry.
2.	Past and Proposed remuneration	Past Remuneration: ₹ 2,00,000/- per month Including HRA and Other Allowances.  Proposed Remuneration: ₹ 5,00,000/- per month Including HRA and Other Allowances with an annual increase of up to 20% of the last drawn remuneration, as may be approved by the Board based on NRC recommendation during the tenure of appointment.
3.	Recognition or awards	NIL
4.	Job profile and his suitability	Mr. Chandan Garg oversees the overall management and operations of the Company. He manages day-to-day affairs, formulates business policies, drives strategic decisions, and spearheads business development. His strong leadership and strategic planning have been instrumental in the growth and success of the Company.

5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering his vast experience, leadership role, and the scale of the Company's operations, the proposed remuneration is commensurate with remuneration levels for similar positions in the industry.
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from the remuneration and perquisites payable and dividends receivable as a shareholder, Mr. Chandan Garg holds 6.40% of the equity share capital of the Company. He is also the Managing Director of Innovana Thinklabs Limited, which holds 17.79% shares in AdCounty Media India Limited, thereby giving him an indirect holding in the Company. He is related to Mrs. Vartika Dangayach, Non-Executive Director of the Company who holds 2.70% of the equity share capital of the Company. Except as stated above, Mr. Chandan Garg does not have any other pecuniary relationship with the Company.

**III. Other information:**

**1. Reasons of loss or inadequate profits:**

The Company is presently profitable; however, for the purpose of managerial remuneration limits under the Act, the profits may be considered inadequate in certain financial years.

**2. Steps taken or proposed to be taken for improvement:**

The Company has successfully completed its Initial Public Offering (IPO) in July 2025 and is now listed on the BSE SME Platform. The listing has strengthened the Company's financial position, brand visibility, and market reach. Further, the Company is expanding its operations and improving efficiency to achieve economies of scale, which is expected to enhance overall profitability.

**3. Expected increase in productivity and profits in measurable terms:**

The Company has achieved a healthy profit for the financial year ended March 31, 2026 and with the fresh capital infusion and enhanced market presence following the IPO, the Company expects continued growth in revenue and profitability in the coming years.

The Board recommends the resolution set out at Item No. 9 of the Notice for approval of the Members by way of a Special Resolution.

Except Mr. Chandan Garg and Mrs. Vartika Dangayach, being related to him, and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding, if any, in the Company.

The Additional Details/information as required under Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure II**.

**ITEM NO 10**

Mr. Abhinav Rajendra Jain (DIN: 07320363), was reappointed as a Whole Time Director & CFO of the Company for a period of five consecutive years with effect from June 14,2024 till June 13,2029, by means of Special Resolution passed by the Members at the Extraordinary General Meeting of the Company held on June 14,2024 on the terms and conditions including payment of remuneration as approved therein.

In view of his rich experience and expertise knowledge, the Nomination and Remuneration committee and Board of Directors of the Company at their meeting held on June 23, 2026 have approved an increase in remuneration of Mr. Abhinav Rajendra Jain (DIN: 07320363), as set out in the resolution.

The details pursuant to the provisions of Part II section II (B) (iv) of Schedule V of Companies Act, 2013 are mentioned below:

**I. General Information:**

1.	Nature of industry	Advertisement, Digital Marketing & Media Services			
2.	Date or expected date of commencement of commercial production	The company was incorporated in the year 2017 and the commercial production commenced simultaneously.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators (Figures in Lakhs)	<b>Particular</b>	<b>2025-2026 (₹ In Lakhs)</b>	<b>2024-25 (₹ In Lakhs)</b>	<b>2023-24 (₹ In Lakhs)</b>
		Paid-Up Capital	2250.12	1653.80	1.00
		Reserves and Surplus	8421.09	2135.65	2025.35
		Total income	8820.26	6958.04	4313.22
		Total Expenses	6109.98	5117.92	3205.62
		Profit before Tax	2710.28	1840.12	1107.60
		Tax	704.09	465.11	289.16
		Profit after Tax	2006.19	1375.01	818.44
		5.	Foreign investments or collaborations, if any.	The Company has a wholly-owned subsidiary incorporated in Dubai, United Arab Emirates, in the name and style of AdCounty Global Media L.L.C.	

**II. Information about the Appointee: Mr. Abhinav Rajendra Jain:**

1.	Background details	Mr. Abhinav Rajendra Jain holds an MBA from the University of Wales and possesses over 10 years of experience in Mobile Advertising and BFSI sectors. He has proven expertise in business operations, revenue management, and strategic planning, with specialization in performance-driven mobile advertising (CPI, CPL, CPA, CPM), programmatic advertising, client servicing, lead generation, and retail banking operations including debt and portfolio management.
2.	Past and Proposed remuneration	Past Remuneration: ₹ 2,00,000/- per month Including HRA and Other Allowances.  Proposed Remuneration: ₹ 5,00,000/- per month Including HRA and Other Allowances with an annual increase of up to 20% of the last drawn remuneration, as may be approved by the Board based on NRC recommendation during the tenure of appointment.

3.	Recognition or awards	NIL
4.	Job profile and his suitability	Mr. Abhinav Rajendra Jain plays a vital role in managing the financial operations and strategic implementation of the Company's growth plans. He oversees day-to-day financial management, ensures optimal utilization of funds, and formulates policies for financial efficiency and profitability. His leadership and domain knowledge make him well-suited for the position of Whole-Time Director & CFO.
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering his vast experience, leadership role, and the scale of the Company's operations, the proposed remuneration is commensurate with remuneration levels for similar positions in the industry.
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from the remuneration and perquisites payable to him and dividends receivable as a shareholder, Mr. Abhinav Rajendra Jain holds 12.86% of the equity share capital of the Company. Except as stated above, he does not have any other pecuniary relationship with the Company or with any managerial personnel.

### III. Other information:

#### 1. Reasons of loss or inadequate profits:

The Company is presently profitable; however, for the purpose of managerial remuneration limits under the Act, the profits may be considered inadequate in certain financial years.

#### 2. Steps taken or proposed to be taken for improvement:

The Company has successfully completed its Initial Public Offering (IPO) in July 2025 and is now listed on the BSE SME Platform. The listing has strengthened the Company's financial position, brand visibility, and market reach. Further, the Company is expanding its operations and improving efficiency to achieve economies of scale, which is expected to enhance overall profitability.

#### 3. Expected increase in productivity and profits in measurable terms:

The Company has achieved a healthy profit for the financial year ended March 31, 2026 and with the fresh capital infusion and enhanced market presence following the IPO, the Company expects continued growth in revenue and profitability in the coming years.

The Board recommends the resolution set out at Item No. 10 of the Notice for approval of the Members by way of a Special Resolution.

Except Mr. Abhinav Rajendra Jain and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding, if any, in the Company.

The Additional Details/information as required under Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure II**.

**ITEM NO 11**

Mr. Delphin Varghese (DIN: 08118274), was reappointed as a Whole Time Director of the Company for a period of five consecutive years with effect from June 14,2024 till June 13,2029, by means of Special Resolution passed by the Members at the Extraordinary General Meeting of the Company held on June 14,2024 on the terms and conditions including payment of remuneration as approved therein.

In view of his rich experience and expertise knowledge, the Nomination and Remuneration committee and Board of Directors at their meeting held on June 23, 2026 have approved an increase in remuneration of Mr. Delphin Varghese (DIN: 08118274), as set out in the resolution.

The details pursuant to the provisions of Part II section II (B) (iv) of Schedule V of Companies Act, 2013 are mentioned below:

**I. General Information:**

1.	Nature of industry	Advertisement, Digital Marketing & Media Services			
2.	Date or expected date of commencement of commercial production	The company was incorporated in the year 2017 and the commercial production commenced simultaneously.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators (Figures in Lakhs)	<b>Particular</b>	<b>2025-2026 (₹ In Lakhs)</b>	<b>2024-25 (₹ In Lakhs)</b>	<b>2023-24 (₹ In Lakhs)</b>
		Paid- Up Capital	2250.12	1653.80	1.00
		Reserves and Surplus	8421.09	2135.65	2025.35
		Total income	8820.26	6958.04	4313.22
		Total Expenses	6109.98	5117.92	3205.62
		Profit before Tax	2710.28	1840.12	1107.60
		Tax	704.09	465.11	289.16
		Profit after Tax	2006.19	1375.01	818.44
		5.	Foreign investments or collaborations, if any.	The Company has a wholly-owned subsidiary incorporated in Dubai, United Arab Emirates, in the name and style of AdCounty Global Media L.L.C.	

**II. Information about the Appointee: Mr. Delphin Varghese:**

1.	Background details	Mr. Delphin Varghese is an MBA Graduate with over 14 years of experience in Media Planning, Buying & Selling, Campaign Management, Affiliate Management, Business Development, Client Servicing, and Market Research. He has a proven track record of driving revenue growth and establishing strategic partnerships. He is adept at leading cross-functional teams, implementing business development initiatives, and aligning organizational objectives with market trends to achieve sustainable success.
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2.	Past and Proposed remuneration	<p>Past Remuneration: ₹ 2,00,000/- per month Including HRA and Other Allowances.</p> <p>Proposed Remuneration: ₹5,00,000/- per month Including HRA and Other Allowances with an annual increase of up to 20% of the last drawn remuneration, as may be approved by the Board based on NRC recommendation during the tenure of appointment.</p>
3.	Recognition or awards	NIL
4.	Job profile and his suitability	Mr. Delphin Varghese oversees the technical and operational aspects of the Company's advertising and media business. He brings deep expertise in campaign management, business development, and client servicing. His leadership has been instrumental in driving consistent business growth and operational efficiency.
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering his vast experience, leadership role, and the scale of the Company's operations, the proposed remuneration is commensurate with remuneration levels for similar positions in the industry.
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from the remuneration and perquisites payable to him and dividends receivable as a shareholder, Mr. Delphin Varghese holds 12.85% equity in the Company. Except as stated above, he does not have any other pecuniary relationship with the Company or its managerial personnel.

### III. Other information:

#### 1. Reasons of loss or inadequate profits:

The Company is presently profitable; however, for the purpose of managerial remuneration limits under the Act, the profits may be considered inadequate.

#### 2. Steps taken or proposed to be taken for improvement:

The Company has successfully completed its Initial Public Offering (IPO) in July 2025 and is now listed on the BSE SME Platform. The listing has strengthened the Company's financial position, brand visibility, and market reach. Further, the Company is expanding its operations and improving efficiency to achieve economies of scale, which is expected to enhance overall profitability.

#### 3. Expected increase in productivity and profits in measurable terms:

The Company has achieved a healthy profit for the financial year ended March 31, 2026 and with the fresh capital infusion and enhanced market presence following the IPO, the Company expects continued growth in revenue and profitability in the coming years.

The Board recommends the resolution set out at Item No. 11 of the Notice for approval of the Members by way of a Special Resolution.

Except Mr. Delphin Varghese and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding, if any, in the Company.

The Additional Details/information as required under Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure II**.

**ATHENA MEDIA TECHNOLOGIES PTE. LTD**

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“SEBI Master Circular”) and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 are set forth below:

**PART A**

**A (1): Basic details of the related party**

S. No.	Particulars	Information provided by the management
1.	Name of the related party	ATHENA MEDIA TECHNOLOGIES PTE. LTD
2.	Country of incorporation of the related party	Singapore
3.	Nature of business of the related party	Advertising Activities & Digital Marketing

**A (2): Relationship and ownership of the related party**

S. No.	Particulars	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	ATHENA MEDIA TECHNOLOGIES PTE. LTD. and AdCounty Media India Limited are related parties on account of common directors who exercise significant influence and/or control over both entities. Mr. Aditya Jangid, Mr. Abhinav R. Jain and Mr. Delphin Varghese are common directors associated with both entities and exercise significant influence over the management and affairs of the entities.
	<ul style="list-style-type: none"> <li>Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> </ul>	Nil
	<ul style="list-style-type: none"> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)</li> </ul>	Not Applicable
	<ul style="list-style-type: none"> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)</li> </ul> <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</i></p> <p><i>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i></p>	Indirect Shareholding of Common Directors is 38.59% equity share capital of AdCounty Media India Limited.

**A (3): Details of previous transactions with the related party**

S. No.	Particulars	Information provided by the management												
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the financial year. (FY 2025-26)  <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	<table border="1"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions</th> <th>FY 2025-2026 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sales</td> <td>264.83</td> </tr> <tr> <td>2</td> <td>Purchases</td> <td>66.89</td> </tr> <tr> <td colspan="2">Total</td> <td>331.72</td> </tr> </tbody> </table>	S. No	Nature of Transactions	FY 2025-2026 (INR in Lakhs)	1	Sales	264.83	2	Purchases	66.89	Total		331.72
S. No	Nature of Transactions	FY 2025-2026 (INR in Lakhs)												
1	Sales	264.83												
2	Purchases	66.89												
Total		331.72												
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (April 2026 to May 2026)	<table border="1"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions</th> <th>April 2026 till May 2026</th> </tr> </thead> <tbody> <tr> <td colspan="3">NIL</td> </tr> </tbody> </table> <p align="center"><i>Non-Audited</i></p>	S. No	Nature of Transactions	April 2026 till May 2026	NIL								
S. No	Nature of Transactions	April 2026 till May 2026												
NIL														
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No												

**A (4): Amount of proposed transaction (s)**

S. No.	Particulars	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	₹25,00,00,000/- (Rupees Twenty-Five Crores Only), being the overall aggregate limit for sale and purchase of online media, digital advertising inventory and allied media services and granting and/or availing of loans with ATHENA MEDIA TECHNOLOGIES PTE. LTD.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	29.03%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable

S. No.	Particulars	Information provided by the management								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (or consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. (FY 2024)	Approximately 110% of the annual turnover of ATHENA MEDIA TECHNOLOGIES PTE. LTD. for the financial year ended December 31, 2024 (USD 2,644,162, equivalent to approximately ₹22.68 Crores at an exchange rate of ₹85.78 per USD).								
6.	Financial performance of the related party for the immediately preceding financial year:  <i>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	<table border="1"> <thead> <tr> <th>Particulars*</th> <th>FY 2024 (INR In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>2,265.47</td> </tr> <tr> <td>Profit After Tax</td> <td>33.29</td> </tr> <tr> <td>Net worth</td> <td>269.60</td> </tr> </tbody> </table> <p>USD= Rs 85.78</p>	Particulars*	FY 2024 (INR In Lakhs)	Turnover	2,265.47	Profit After Tax	33.29	Net worth	269.60
Particulars*	FY 2024 (INR In Lakhs)									
Turnover	2,265.47									
Profit After Tax	33.29									
Net worth	269.60									

#### A (5): Basic details of the proposed transaction

S. No.	Particulars	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	(i) Sale and purchase of online media, digital advertising inventory and allied media services with the related party; and
2.	Details of each type of the proposed transaction	(ii) Granting and/or availing of unsecured loans, on a need basis, in the ordinary course of business and on an arm's length basis, upon mutually agreed commercial terms.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year from the date of shareholders' approval.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹25,00,00,000/- (Rupees Twenty-Five Crores Only) in aggregate during a period of one year from the date of shareholders' approval.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are expected to be undertaken on an arm's length basis and in the ordinary course of business. The business transactions are expected to facilitate efficient business operations, wider market reach and optimal utilization of business opportunities. Further, granting and/or availing of loans, as may be required, would provide financial flexibility, efficient treasury management and support business requirements. The proposed transactions are expected to strengthen business synergies and contribute to the overall growth and value creation for the Company.

S. No.	Particulars	Information provided by the management								
7	<p>Details of the promoter(s)/ director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  <b>Explanation:</b> Interest held through any person over which an individual has control.</p>	<p>Mr. Aditya Jangid, Mr. Abhinav R. Jain and Mr. Delphin Varghese are considered interested in the proposed transaction by virtue of their directorship and/or shareholding in the related party.</p> <table border="1"> <thead> <tr> <th>Name of Promoter / Director / KMP</th> <th>Shareholding, whether direct or indirect in the related party</th> </tr> </thead> <tbody> <tr> <td>Mr. Aditya Jangid</td> <td>12.86%</td> </tr> <tr> <td>Mr. Abhinav R Jain</td> <td>12.86%</td> </tr> <tr> <td>Mr. Delphin Varghese</td> <td>12.85%</td> </tr> </tbody> </table> <p><b>Additional Disclosure:</b> Mr. Aditya Jangid is associated with an indirect holding of 0.02% in AdCounty Media India Limited through his brother, Mr. Himanshu Jangid.</p>	Name of Promoter / Director / KMP	Shareholding, whether direct or indirect in the related party	Mr. Aditya Jangid	12.86%	Mr. Abhinav R Jain	12.86%	Mr. Delphin Varghese	12.85%
Name of Promoter / Director / KMP	Shareholding, whether direct or indirect in the related party									
Mr. Aditya Jangid	12.86%									
Mr. Abhinav R Jain	12.86%									
Mr. Delphin Varghese	12.85%									
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable, as the proposed transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis.								
9.	Other information relevant for decision making.	-								

**Part B (1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

S. No.	Particulars	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applied
2	Basis of determination of price.	The pricing of transactions shall be determined on an arm's length basis with reference to prevailing market conditions and benchmarking analysis, applying appropriate transfer pricing methodologies, including the Cost Plus Method and/or Transactional Net Margin Method (TNMM), as applicable.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable

**Part B (2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

<b>S. No.</b>	<b>Particulars</b>	<b>Information provided by the management</b>
1	Source of funds in connection with the proposed transaction	Owned Fund
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties.
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. other details	
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	The Company's borrowing cost currently ranges between 7% to 11% per annum, depending upon the nature and tenure of the borrowing facility.
4	Proposed interest rate to be charged by subsidiary from the related party	Not applicable
5	Maturity / due date	One year from the date of disbursement, unless renewed or otherwise modified by mutual agreement.
6	Repayment schedule & terms	Repayable in one or more tranches, including bullet repayment or such other repayment schedule as may be mutually agreed between the parties.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Capital expenditure / working capital requirements / general corporate purpose

**PK EXPERT SOLUTIONS PTE. LTD**

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“SEBI Master Circular”) and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 are set forth below:

**PART A**

**A (1): Basic details of the related party**

S. No.	Particulars	Information provided by the management
1.	Name of the related party	PK EXPERT SOLUTIONS PTE. LTD.
2.	Country of incorporation of the related party	Singapore
3.	Nature of business of the related party	Advertising Activities & Digital Marketing

**A (2): Relationship and ownership of the related party**

S. No.	Particulars	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	PK EXPERT SOLUTIONS PTE. LTD. and AdCounty Media India Limited are considered related parties due to the common directorship of Mr. Kumar Saurav, who serves as a director in both entities and is in a position to exercise significant influence over the management and affairs of both entities.
	<ul style="list-style-type: none"> <li>Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> </ul>	Nil
	<ul style="list-style-type: none"> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)</li> </ul>	Not Applicable
	<ul style="list-style-type: none"> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)</li> </ul> <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</i></p> <p><i>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i></p>	Indirect Shareholding of Common Director is 2.85% equity share capital of AdCounty Media India Limited.

**A (3): Details of previous transactions with the related party**

S. No.	Particulars	Information provided by the management						
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the financial year.  <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	<table border="1"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions</th> <th>FY 2025-2026 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td colspan="3" style="text-align: center;">NIL</td> </tr> </tbody> </table>	S. No	Nature of Transactions	FY 2025-2026 (INR in Lakhs)	NIL		
S. No	Nature of Transactions	FY 2025-2026 (INR in Lakhs)						
NIL								
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table border="1"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions</th> <th>April 1, 2026 till May 30, 2026</th> </tr> </thead> <tbody> <tr> <td colspan="3" style="text-align: center;">NIL</td> </tr> </tbody> </table>	S. No	Nature of Transactions	April 1, 2026 till May 30, 2026	NIL		
S. No	Nature of Transactions	April 1, 2026 till May 30, 2026						
NIL								
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No						

**A (4): Amount of proposed transaction(s)**

S. No.	Particulars	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	₹10,00,00,000/- (Rupees Ten Crores Only), being the overall aggregate limit for sale and purchase of online media, digital advertising inventory and allied media services and granting and/or availing of loans with PK EXPERT SOLUTIONS PTE. LTD.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No. The approval is sought for fresh related party transactions. The Related party was incorporated on May 18, 2026 and has not entered into any transaction with the Company during the current financial year prior to the proposed transaction.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (i.e FY 2025-26 -Rs. 86.11 Crores)	11.61 %
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (or consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable. The related entity was incorporated on May 18, 2026 and no financial statements are available for any preceding financial year

S. No.	Particulars	Information provided by the management	
6.	Financial performance of the related party for the immediately preceding financial year:  <b>Explanations:</b> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	<b>Particulars*</b>	<b>FY 2025-2026 (INR In Lakhs)</b>
		Turnover	NIL
		Profit After Tax	
		Net worth	

**A (5): Basic details of the proposed transaction**

S. No.	Particulars	Information provided by the management	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	(i) Sale and purchase of online media, digital advertising inventory and allied media services with the related party; and	
2.	Details of each type of the proposed transaction	(ii) Granting and/or availing of unsecured loans, on a need basis, in the ordinary course of business and on an arm's length basis, upon mutually agreed commercial terms.	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year from the date of shareholders' approval.	
4.	Whether omnibus approval is being sought?	Yes	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹10,00,00,000/- (Rupees Ten Crores Only) in aggregate during a period of one year from the date of shareholders' approval.	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are expected to be undertaken on an arm's length basis and in the ordinary course of business. The business transactions are expected to facilitate efficient business operations, wider market reach and optimal utilization of business opportunities. Further, granting and/or availing of loans, as may be required, would provide financial flexibility, efficient treasury management and support business requirements. The proposed transactions are expected to strengthen business synergies and contribute to the overall growth and value creation for the Company.	
7.	Details of the promoter(s)/ director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <b>Explanation:</b> Interest held through any person over which an individual has control.	Mr. Kumar Saurav shall be considered interested in the proposed transaction by virtue of their directorship in the related party	
		<b>Name of Promoter / Director / KMP</b>	<b>Shareholding, whether direct or indirect in the related party</b>
		Mr. Kumar Saurav	2.85%
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable, as the proposed transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis.	

S. No.	Particulars	Information provided by the management
9.	Other information relevant for decision making.	-

**Part B (1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

S. No.	Particulars	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applied
2	Basis of determination of price.	The pricing of transactions shall be determined on an arm's length basis with reference to prevailing market conditions and benchmarking analysis, applying appropriate transfer pricing methodologies, including the Cost-Plus Method and/or Transactional Net Margin Method (TNMM), as applicable.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable

**Part B (2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

S. No.	Particulars	Information provided by the management
1	Source of funds in connection with the proposed transaction	Owned Fund
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	
	a. Nature of indebtedness	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties.
	b. Total cost of borrowing	
	c. Tenure	
	d. other details	
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	The Company's borrowing cost currently ranges between 7% to 11% per annum, depending upon the nature and tenure of the borrowing facility.
4	Proposed interest rate to be charged by subsidiary from the related party	Not applicable
5	Maturity / due date	One year from the date of disbursement, unless renewed or otherwise modified by mutual agreement.

<b>S. No.</b>	<b>Particulars</b>	<b>Information provided by the management</b>
6	Repayment schedule & terms	Repayable in one or more tranches, including bullet repayment or such other repayment schedule as may be mutually agreed between the parties.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Capital expenditure / working capital requirements / general corporate purpose

**AVENTURO ADVISORY PTE LTD**

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“SEBI Master Circular”) and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 are set forth below:

**PART A**

**A (1): Basic details of the related party**

S. No.	Particulars	Information provided by the management
1.	Name of the related party	AVENTURO ADVISORY PTE LTD
2.	Country of incorporation of the related party	Singapore
3.	Nature of business of the related party	Advertising Activities & Digital Marketing

**A (2): Relationship and ownership of the related party**

S. No.	Particulars	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	AVENTURO ADVISORY PTE. LTD. and AdCounty Media India Limited are considered related parties due to the common directorship of Mr. Delphin Varghese, who serves as a director in both entities and is in a position to exercise significant influence over their affairs.
	<ul style="list-style-type: none"> <li>Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> </ul>	Nil
	<ul style="list-style-type: none"> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	Not Applicable
	<ul style="list-style-type: none"> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)</li> </ul> <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</i></p> <p><i>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i></p>	Indirect Shareholding of Common Director is 12.85% equity share capital of AdCounty Media India Limited.

**A (3): Details of previous transactions with the related party**

S. No.	Particulars	Information provided by the management						
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the financial year.  <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	<table border="1"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions</th> <th>FY 2025-2026 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td colspan="3" style="text-align: center;">NIL</td> </tr> </tbody> </table>	S. No	Nature of Transactions	FY 2025-2026 (INR in Lakhs)	NIL		
S. No	Nature of Transactions	FY 2025-2026 (INR in Lakhs)						
NIL								
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table border="1"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions</th> <th>April 1, 2026 till May 30,2026</th> </tr> </thead> <tbody> <tr> <td colspan="3" style="text-align: center;">NIL</td> </tr> </tbody> </table>	S. No	Nature of Transactions	April 1, 2026 till May 30,2026	NIL		
S. No	Nature of Transactions	April 1, 2026 till May 30,2026						
NIL								
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No						

**A (4): Amount of proposed transaction (s)**

S. No.	Particulars	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	₹10,00,00,000/- (Rupees Ten Crores Only), being the overall aggregate limit for sale and purchase of online media, digital advertising inventory and allied media services and granting and/or availing of loans with Aventuro Advisory Pte Ltd.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No. The approval is sought for proposed related party transactions. The related party relationship arose upon the appointment of Mr. Delphin Varghese as a Director on May 18, 2026. Accordingly, no transactions have been undertaken with the related party prior to the proposed transaction.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (i.e FY 2025-26 -Rs. 86.11 Crores)	11.61 %
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (or consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable. The related party was incorporated on January 10, 2025 and does not have financial information available for the immediately preceding financial year. Accordingly, the value of the proposed transaction as a percentage of the related party's annual turnover for the immediately preceding financial year cannot be determined.

S. No.	Particulars	Information provided by the management	
6.	Financial performance of the related party for the immediately preceding financial year:  <b>Explanations:</b> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	<b>Particulars*</b>	<b>FY 2025-2026 (INR In Lakhs)</b>
		Turnover	NIL
		Profit After Tax	
		Net worth	

**A (5): Basic details of the proposed transaction**

S. No.	Particulars	Information provided by the management	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	(i) Sale and purchase of online media, digital advertising inventory and allied media services with the related party; and	
2.	Details of each type of the proposed transaction	(ii) Granting and/or availing of unsecured loans, on a need basis, in the ordinary course of business on mutually agreed commercial terms and on an arm's length basis.	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year from the date of shareholders' approval.	
4.	Whether omnibus approval is being sought?	Yes	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹10,00,00,000/- (Rupees Ten Crores Only) in aggregate during a period of one year from the date of shareholders' approval.	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are expected to be undertaken on an arm's length basis and in the ordinary course of business. The business transactions are expected to facilitate efficient business operations, wider market reach and optimal utilization of business opportunities. Further, granting and/or availing of loans, as may be required, would provide financial flexibility, efficient treasury management and support business requirements. The proposed transactions are expected to strengthen business synergies and contribute to the overall growth and value creation for the Company.	
7.	Details of the promoter(s)/ director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <b>Explanation:</b> Interest held through any person over which an individual has control.	Mr. Delphine Varghese shall be considered interested in the proposed transaction by virtue of their directorship in the related party	
		<b>Name of Promoter / Director / KMP</b>	<b>Shareholding, whether direct or indirect in the related party</b>
		Mr. Delphine Varghese	12.85%
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable, as the proposed transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis.	
9.	Other information relevant for decision making.	-	

**Part B (1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

S. No.	Particulars	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applied
2	Basis of determination of price.	The pricing of transactions shall be determined on an arm's length basis with reference to prevailing market conditions and benchmarking analysis, applying appropriate transfer pricing methodologies, including the Cost-Plus Method and/or Transactional Net Margin Method (TNMM), as applicable.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable

**Part B (2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

S. No.	Particulars	Information provided by the management
1	Source of funds in connection with the proposed transaction	Owned Fund
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	
	a. Nature of indebtedness	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties.
	b. Total cost of borrowing	
	c. Tenure	
d. other details		
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	The Company's borrowing cost currently ranges between 7% to 11% per annum, depending upon the nature and tenure of the borrowing facility
4	Proposed interest rate to be charged by subsidiary from the related party	Not applicable
5	Maturity / due date	One year from the date of disbursement, unless renewed or otherwise modified by mutual agreement.
6	Repayment schedule & terms	Repayable in one or more tranches, including bullet repayment or such other repayment schedule as may be mutually agreed between the parties.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Capital expenditure / working capital requirements / general corporate purpose

**Information required as per Secretarial Standard-2 Issued by the Institute of Company Secretaries of India in respect of Director whose revision in remuneration is proposed with the approval of shareholders under Item no 8 to 11 of the notice is as under:**

<b>Particulars</b>	<b>Mr. Aditya Jangid</b>	<b>Mr. Chandan Garg</b>	<b>Mr. Abhinav Rajendra Jain</b>	<b>Mr. Delphin Varghese</b>
DIN	01655674	06422150	07320363	08118274
Date of Birth & Age	January 15, 1979 (about 47 years)	August 30, 1980 (about 45 years)	September 6, 1981 (about 44 years)	June 26, 1981 (about 44 years)
Brief Profile, Qualifications and expertise in specific functional areas	Mr. Aditya Jangid is a visionary entrepreneur with extensive experience in finance, strategic foresight, and business development. He holds an MBA in International Marketing and Finance from the University of Wales and possesses over 23 years of experience in financial oversight, content strategy, and programmatic advertising.	Mr. Chandan Garg is an accomplished industrialist and currently serves as the Chairman and Managing Director of Innovana Thinklabs Limited. He holds a Bachelor's degree in Science (Biotechnology), a Post Graduate Diploma in Management, a Certified Professional Course from Microsoft, a Certified Course in E-Business Solution Development, and an 'A' level certification in Computer Programming. He has over 21 years of experience in the IT and digital media industry.	Mr. Abhinav Rajendra Jain holds an MBA from the University of Wales and possesses over 10 years of experience in Mobile Advertising and BFSI sectors. He has proven expertise in business operations, revenue management, and strategic planning, with specialization in performance-driven mobile advertising (CPI, CPL, CPA, CPM), programmatic advertising, client servicing, lead generation, and retail banking operations including debt and portfolio management.	Mr. Delphin Varghese is an MBA Graduate with over 14 years of experience in Media Planning, Buying & Selling, Campaign Management, Affiliate Management, Business Development, Client Servicing, and Market Research. He has a proven track record of driving revenue growth and establishing strategic partnerships. He is adept at leading cross-functional teams, implementing business development initiatives, and aligning organizational objectives with market trends to achieve sustainable success.
Terms and Conditions of Appointment/ Re-appointment including details of remuneration sought to be paid	As mentioned in Item No. 8 of the notice	As mentioned in Item No. 9 of the notice	As mentioned in Item No. 10 of the notice	As mentioned in Item No. 11 of the notice
Details of last remuneration drawn	₹ 2,00,000/- per month Including HRA and Other Allowances	₹ 2,00,000/- per month Including HRA and Other Allowances	₹2,00,000/- per month Including HRA and Other Allowances	₹2,00,000/- per month Including HRA and Other Allowances
Date of first appointment on the Board	May 3, 2017	May 3, 2017	April 25, 2018	April 25, 2018
Shareholding in the Company	Holds 12.86% of the paid-up share capital of the Company	Holds 6.40% of the equity share capital of the Company. He is also the Managing Director of Innovana Thinklabs Limited, which holds 17.79% shares in AdCounty Media India	Holds 12.86% of the equity share capital of the Company	Holds 12.85% equity in the Company

Particulars	Mr. Aditya Jangid	Mr. Chandan Garg	Mr. Abhinav Rajendra Jain	Mr. Delphin Varghese
		Limited, thereby giving him an indirect holding in the Company.		
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL	Mr. Chandan Garg is husband of Mrs. Vartika Dangayach, Non-Executive Director of the Company. Other than that, he does not have any Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL	NIL
Number of Meetings of the Board attended during the year (FY 2026-27 till date of notice)	3/3	3/3	3/3	3/3
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Athena Media Technologies Pte. Ltd, Singapore (Director)	<ul style="list-style-type: none"> <li>• Innovana Thinklabs Limited (Managing Director)</li> <li>- Audit Committee (Member)</li> <li>• Innovana Green Energy Private Limited (Director)</li> <li>• Innovana Games Studio Limited (Director)</li> <li>• I Solve Software Services Limited (Director)</li> <li>• Innovana Astro Services Limited (Director)</li> <li>• Innovana Techlabs Limited (Director)</li> <li>- Corporate Social Responsibility Committee (Chairperson)</li> <li>• Innovana Infrastructure Limited (Director)</li> <li>• Innovana Fitness Labs Limited (Director)</li> <li>• Innovana Real Estate Private Limited</li> </ul>	Athena Media Technologies Pte. Ltd, Singapore (Director)	Athena Media Technologies Pte. Ltd, Singapore (Director)  Aventuro Advisory Pte. Ltd, Singapore (Director)