



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

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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 09/2024 dated 19 September 2024,) 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 special resolutions be passed by 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	TO APPROVE INCREASE IN MANAGERIAL REMUNERATION OF MR. ADITYA JANGID (DIN: 01655674), CHAIRMAN AND JOINT MANAGING DIRECTOR
2	TO APPROVE INCREASE IN MANAGERIAL REMUNERATION OF MR. CHANDAN GARG (DIN: 06422150), JOINT MANAGING DIRECTOR
3	TO APPROVE INCREASE IN MANAGERIAL REMUNERATION OF MR. ABBHINAV RAJENDRA JAIN (DIN: 07320363), WHOLE-TIME DIRECTOR & CFO
4	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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR 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 LODR 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 National Securities Depository Limited (“NSDL”) 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:

Cut-off date for eligibility to vote	Tuesday, November 18, 2025
Commencement of e-voting period	Saturday, November 22, 2025 from 09:00 A.M. IST
Conclusion of e-voting period	Sunday, December 21, 2025 to 05:00 P.M. IST

The e-voting facility will be disabled by NSDL immediately after 5.00 P.M. IST on Sunday, December 21, 2025, 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, December 23, 2025. 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. Sunday, December 21, 2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS**ITEM 1: TO APPROVE INCREASE 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 hereby accorded for payment of remuneration of ₹5,00,000/- (Rupees Five Lakh only) per month together with such other allowances and perquisites as mentioned in the Explanatory Statement to Mr. Aditya Jangid (DIN: 01655674), Chairman and Joint Managing Director, for a period of 3 years commencing from December 01, 2025.

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 (which will include its 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 2: TO APPROVE INCREASE 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 payment of remuneration of ₹5,00,000/- (Rupees Five Lakh only) per month together with such other allowances and perquisites as mentioned in the Explanatory Statement to Mr. Chandan Garg (DIN: 06422150), Joint Managing Director, for a period of 3 years commencing from December 01, 2025.

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 (which will include its 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 3: TO APPROVE INCREASE 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 payment of remuneration of ₹5,00,000/- (Rupees Five Lakh only) per month together with such other allowances and perquisites as mentioned in the Explanatory Statement to Mr. Abhinav Rajendra Jain (DIN: 07320363), Whole Time Director & CFO, for a period of 3 years commencing from December 01, 2025.

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 (which will include its 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 4: TO APPROVE INCREASE 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 payment of remuneration of ₹5,00,000/- (Rupees Five Lakh only) per month together with such other allowances and perquisites as mentioned in the Explanatory Statement to Mr. Delphin Varghese (DIN: 08118274), Whole Time Director, for a period of 3 years commencing from December 01, 2025.

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 (which will include its 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: 12.11.2025

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 National Securities Depository Limited (“NSDL”) 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 NSDL/Central Depository Services (India) Limited (“CDSL”) as on Tuesday, November 18, 2025 (“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 NSDL sends out the Postal Ballot Notice by e-mail to the members of the Company.

6. The Postal Ballot Notice is also available on the website of the Company at www.adcountymedia.com and can also be downloaded by accessing website of the NSDL at www.evoting.nsdl.com and at the relevant sections of the websites of the BSE Limited at www.bseindia.com.
7. The Company hereby requests all its members to register their email IDs if not registered, to promote green initiative and to enable the Company to provide all communication to members through email.
8. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of members as on Tuesday, November 18, 2025. A person who is not a member as on cutoff date should treat this Notice for information purpose only.
9. 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).
10. 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., Sunday, December 21, 2025. 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.
11. The remote e-voting period commences from Saturday, November 22, 2025 [9:00 a.m. (IST)] and ends on Sunday, December 21, 2025 [5:00 p.m. (IST)]. During this period, members holding shares as on Tuesday, November 18, 2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after, Sunday, December 21, 2025 [5:00 p.m. (IST)]. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.
12. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to cs@adcountymedia.com mentioning their Name, Client ID and DP ID.
13. 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.
14. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading "E-Voting Instructions" of Postal Ballot Notice.
15. 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, December 23, 2025. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on **Saturday, November 22, 2025 (9:00 a.m. IST)** and ends on **Sunday, December 21, 2025 (5:00 p.m. IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for

Type of shareholders	Login Method
	<p data-bbox="592 264 1435 338">IDEAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> <li data-bbox="548 348 1435 831">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="548 842 1435 957">5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="764 963 1243 999" style="text-align: center;"> NSDL Mobile App is available on </div> <div data-bbox="764 1026 964 1079" style="text-align: center;">  App Store </div> <div data-bbox="1015 1026 1243 1079" style="text-align: center;">  Google Play </div> <div data-bbox="808 1104 956 1251" style="text-align: center;">  </div> <div data-bbox="1057 1104 1205 1251" style="text-align: center;">  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="548 1283 1435 1524">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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. <li data-bbox="548 1556 1435 1871">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. 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.

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csabhishek.goswami@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre-Senior Manager at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@adcountymedia.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 1 to 4 of the accompanying Notice.

ITEM NO 1

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 November 12,2025 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)	Particular	2024-2025 (Rs. In Lakhs)	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)
		Paid- Up Capital	1653.80	1.00	1.00
		Reserves and Surplus	2135.65	2025.35	1186.85
		Total income	6958.04	4313.22	5373.66
		Total Expenses	5117.92	3205.62	4361.00
		Profit before Tax	1840.12	1107.60	1012.65
		Tax	465.11	289.16	276.13
		Profit after Tax	1375.01	818.44	736.52

5.	Foreign investments or collaborations, if any.	The Company is in the process of making a direct capital investment in Adcounty Global Media L.L.C., a wholly owned subsidiary in Dubai, UAE, commencing from September 2025
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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	<p>Past Remuneration: Rs. 2,00,000/- per month Including HRA and Other Allowances.</p> <p>Proposed Remuneration: Rs. 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.</p>
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. He 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.

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, 2025 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.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except Mr. Aditya Jangid, Chairman and Joint Managing Director being interested in this Resolution.

The Board of Directors recommends the Special Resolution as set out in Item No. 1 in the Notice for approval of the Shareholders.

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

ITEM NO 2

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 November 12, 2025 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)	Particular	2024-2025 (Rs. In Lakhs)	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)
		Paid- Up Capital	1653.80	1.00	1.00
		Reserves and Surplus	2135.65	2025.35	1186.85
		Total income	6958.04	4313.22	5373.66
		Total Expenses	5117.92	3205.62	4361.00
		Profit before Tax	1840.12	1107.60	1012.65
		Tax	465.11	289.16	276.13
		Profit after Tax	1375.01	818.44	736.52
5.	Foreign investments or collaborations, if any.	The Company is in the process of making a direct capital investment in Adcounty Global Media L.L.C., a wholly owned subsidiary in Dubai, UAE, commencing from September 2025			

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	<p>Past Remuneration: Rs. 2,00,000/- per month Including HRA and Other Allowances.</p> <p>Proposed Remuneration: Rs. 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.</p>
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 and as disclosed in the Annual Report under Related Party Transactions, 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.

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, 2025 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.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except Mr. Chandan Garg, Joint Managing Director and Mrs. Vartika Dangayach, Non-Executive Director, being his relative, is interested in this Resolution.

The Board of Directors recommends the Special Resolution as set out in Item No. 2 in the Notice for approval of the Shareholders.

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

ITEM NO 3

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 November 12,2025 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)	Particular	2024-2025 (Rs. In Lakhs)	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)
		Paid- Up Capital	1653.80	1.00	1.00
		Reserves and Surplus	2135.65	2025.35	1186.85
		Total income	6958.04	4313.22	5373.66
		Total Expenses	5117.92	3205.62	4361.00
		Profit before Tax	1840.12	1107.60	1012.65
		Tax	465.11	289.16	276.13
		Profit after Tax	1375.01	818.44	736.52

5.	Foreign investments or collaborations, if any.	The Company is in the process of making a direct capital investment in Adcounty Global Media L.L.C., a wholly owned subsidiary in Dubai, UAE, commencing from September 2025
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II. Information about the Appointee: Mr. Abbhinav Rajendra Jain:

1.	Background details	Mr. Abbhinav 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	<p>Past Remuneration: Rs. 2,00,000/- per month Including HRA and Other Allowances.</p> <p>Proposed Remuneration: Rs. 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.</p>
3.	Recognition or awards	NIL
4.	Job profile and his suitability	Mr. Abbhinav 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. Abbhinav Rajendra Jain holds 12.86% of the equity share capital of the Company. Except as stated above and as disclosed in the Annual Report under Related Party Transactions, 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.

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, 2025 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.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except Mr. Abhinav Rajender Jain, Whole Time Director & CFO is interested in this Resolution.

The Board of Directors recommends the Special Resolution as set out in Item No. 3 in the Notice for approval of the Shareholders.

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

ITEM NO 4

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 November 12,2025 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	Not Applicable

	activities as per project approved by financial institutions appearing in the prospectus				
4.	Financial performance based on given indicators (Figures in Lakhs)	Particular	2024-2025 (Rs. In Lakhs)	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)
		Paid- Up Capital	1653.80	1.00	1.00
		Reserves and Surplus	2135.65	2025.35	1186.85
		Total income	6958.04	4313.22	5373.66
		Total Expenses	5117.92	3205.62	4361.00
		Profit before Tax	1840.12	1107.60	1012.65
		Tax	465.11	289.16	276.13
		Profit after Tax	1375.01	818.44	736.52
5.	Foreign investments or collaborations, if any.	The Company is in the process of making a direct capital investment in Adcounty Global Media L.L.C., a wholly owned subsidiary in Dubai, UAE, commencing from September 2025			

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.
2.	Past and Proposed remuneration	Past Remuneration: Rs. 2,00,000/- per month Including HRA and Other Allowances. Proposed Remuneration: Rs. 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.
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 disclosed in the Annual Report under Related Party Transactions, 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, 2025 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.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except Mr. Delphin Varghese, Whole Time Director is interested in this Resolution.

The Board of Directors recommends the Special Resolution as set out in Item No. 4 in the Notice for approval of the Shareholders.

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

Annexure I

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 1 to 4 of the notice is as under:

Particulars	Mr. Aditya Jangid	Mr. Chandan Garg	Mr. Abbhinav Rajendra Jain	Mr. Delphin Varghese
DIN	01655674	06422150	07320363	08118274
Date of Birth & Age	15 th January, 1979 (about 46 years)	30 th August, 1980 (about 45 years)	6 th September, 1981 (about 44 years)	26 th June, 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. Abbhinav 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. 1 of the notice	As mentioned in Item No. 2 of the notice	As mentioned in Item No. 3 of the notice	As mentioned in Item No. 4 of the notice

Particulars	Mr. Aditya Jangid	Mr. Chandan Garg	Mr. Abbhinav Rajendra Jain	Mr. Delphin Varghese
Details of last remuneration drawn	Rs. 2,00,000/- per month Including HRA and Other Allowances	Rs. 2,00,000/- per month Including HRA and Other Allowances	Rs. 2,00,000/- per month Including HRA and Other Allowances	Rs.2,00,000/- per month Including HRA and Other Allowances
Date of first appointment on the Board	3 rd May, 2017	3 rd May, 2017	25 th April, 2018	25 th April, 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 Limited, thereby giving him an indirect holding in the Company.	Holds 12.86% of the equity share capital of the Company	Holds 12.85% equity 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 2025-26 till date of notice)	12/12	12/12	12/12	12/12
Other Directorships, Membership/C hairmanship of Committees of other Boards	Athena Media Technologies Pte. Ltd, Singapore (Director)	<ul style="list-style-type: none"> • Innovana Thinklabs Limited (Managing Director) - Audit Committee (Member) • Innovana Green Energy Private Limited (Director) • Innovana Games Studio Limited (Director) 	Athena Media Technologies Pte. Ltd, Singapore (Director)	Athena Media Technologies Pte. Ltd, Singapore (Director)

Particulars	Mr. Aditya Jangid	Mr. Chandan Garg	Mr. Abhinav Rajendra Jain	Mr. Delphin Varghese
		<ul style="list-style-type: none"> • I Solve Software Services Limited (Director) • Innovana Astro Services Limited (Director) • Innovana Techlabs Limited (Director) - Corporate Social Responsibility Committee (Chairperson) • Innovana Infrastructure Limited (Director) • Innovana Fitness Labs Limited (Director) 		