



ADCOUNTY MEDIA INDIA LIMITED
(Formerly known as "Adcounty Media India Private Limited)
CIN: U93000RJ2017PLC057939
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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 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	To approve the appointment of Mr. Prateek Bhansali (DIN: 10168425) as an Independent Director of the Company for a term of 5 years
2	To approve the appointment of Mr. Kumar Saurav (DIN: 09443543) as a Whole-time Director designated as an Executive 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 e-voting 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	Friday, May 22, 2026
Commencement of e-voting period	Wednesday, May 27, 2026 from 09:00 A.M. IST
Conclusion of e-voting period	Thursday, June 25, 2026 to 05:00 P.M. IST

The e-voting facility will be disabled by NSDL immediately after 5.00 P.M. IST on Thursday, June 25, 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 Monday, June 29, 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. Thursday, June 25, 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: TO APPROVE THE APPOINTMENT OF MR. PRATEEK BHANSALI (DIN: 10168425) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (“Act”), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and in accordance with the provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof), Mr. Prateek Bhansali (DIN: 10168425), who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board with effect from April 28, 2026 in terms of provision of Section 161(1) of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, and who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five (5) consecutive years commencing from April 28, 2026 up to April 27, 2031 (both days inclusive), and who shall not be liable to retire by rotation during the said period, in terms of the provision of Section 149(13) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised, including the power to delegate such authority to any Committee or any officer(s) of the Company, to do all such acts, deeds and things as may be required to give effect to this resolution including but not limited to sign and file applications, forms and returns, and to submit documents with the Registrar of Companies, Stock Exchange and such other authorities as may be required.”

ITEM NO 2: TO APPROVE THE APPOINTMENT OF MR. KUMAR SAURAV (DIN: 09443543) AS A WHOLE-TIME DIRECTOR DESIGNATED AS AN EXECUTIVE DIRECTOR AND PAYMENT OF REMUNERATION

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including Regulation 17 and other applicable regulations thereof, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Kumar Saurav (DIN: 09443543) as Whole-Time Director of the Company,

designated as 'Executive Director', liable to retire by rotation, for a period of five (5) consecutive years commencing from April 28, 2026 and ending on April 27, 2031 (both days inclusive), on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT Mr. Kumar Saurav shall be paid remuneration not exceeding Rs. 2,00,000/- (Rupees Two Lakhs only) per month for a period of three (3) years commencing from April 28, 2026, inclusive of all perquisites and benefits, except those perquisites which are excluded from the ceiling of remuneration as per Schedule V of the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the aforesaid remuneration shall be paid to Mr. Kumar Saurav in accordance with the applicable provisions of Schedule V to the Act and other applicable laws for the time being in force.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorized to alter, vary, revise or modify the terms and conditions of the said appointment, including remuneration, in accordance with the applicable provisions of the Act and other applicable laws, subject to such approvals as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorised, including the power to delegate such authority to any Committee or any officer(s) of the Company, to do all such acts, deeds and things as may be required to give effect to this resolution including but not limited to sign and file applications, forms and returns, and to submit documents with the Registrar of Companies, Stock Exchange and such other authorities as may be required.”

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

Date: May 19,2026

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 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 Friday, May 22, 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 NSDL 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 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. 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, May 22, 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., Thursday, June 25, 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 Wednesday, May 27, 2026 [9:00 a.m. (IST)] and ends on Thursday, June 25, 2026 [5:00 p.m. (IST)]. During this period, members holding shares as on Friday, May 22, 2026 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after, Thursday, June 25, 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 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 Monday, June 29, 2026, and shall be displayed on the website of the Company and NSDL and shall also be communicated to the Stock Exchange(s) in accordance with the applicable provisions of law.

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"> 1. For OTP based login you can click on https://eservices.nsd.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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under

‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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.
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.
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.
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

	<p>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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</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. 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.</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. 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.

ITEM NO 1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Prateek Bhansali (DIN: 10168425) as an Additional Director (Non-Executive Independent) of the Company with effect from April 28, 2026, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

In terms of the provisions of Sections 149, 150, 152 and other applicable provisions of the Act read with Schedule IV thereto and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Prateek Bhansali is proposed to be appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from April 28, 2026 up to April 27, 2031 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing candidature Mr. Bhansali for the office of the Director.

Considering the skills, competence and expertise of Mr. Bhansali in the areas of corporate governance along with his strong legal acumen and experience in advising on compliance frameworks, corporate structuring, due diligence and strengthening governance systems, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, is of the opinion that his appointment would be beneficial to the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He has further confirmed that he is not disqualified from being appointed as a Director, in terms of the provisions of Section 164 of the Act, and is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any other authority, and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board or other Key Managerial Personnel of the Company.

In the opinion of the Board, Mr. Bhansali is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the management of the Company.

The terms and conditions of his appointment are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the last date of remote e-voting.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of the Listing Regulations and other applicable regulations, the appointment of Mr. Prateek Bhansali as a Non-Executive Independent Director is now being placed before the Members for their approval by way of a Special Resolution. The Board recommends the Special Resolution as set out in this Notice for approval by the Members.

Except Mr. Prateek Bhansali and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out Item No. 1 of this Notice.

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

A brief profile of Mr. Prateek Bhansali along with Additional Details/information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure I**.

ITEM NO 2

Mr. Kumar Saurav (DIN: 09443543) is presently associated with the Company as Chief Strategic Officer (CSO) and has been instrumental in driving the strategic growth and business development initiatives of the Company.

Considering his extensive experience, domain expertise and significant contributions to the Company, the Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company, at their respective meetings held on April 28, 2026, have appointed Mr. Kumar Saurav as an Additional Director (Executive) of the Company, subject to the approval of the Members.

The appointment is proposed for a period of five (5) consecutive years commencing from April 28, 2026 to April 27, 2031 (both days inclusive), on the terms and conditions including remuneration as set out in the resolution. The remuneration proposed is in line with the Company’s remuneration policy and is commensurate with industry standards, the size and performance of the Company, and the responsibilities entrusted to him.

In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the Company proposes to pay remuneration as mentioned in the resolution to Mr. Kumar Saurav in accordance with the provisions of Schedule V of the Companies Act, 2013.

The Board is of the opinion that his continued association and elevation to the position of Whole-Time Director will be beneficial to the Company and will strengthen its leadership team.

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	2025-2026 (Rs. In Lakhs)	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)
		Paid- Up Capital	2250.12	1653.80	1.00
		Reserves and Surplus	8421.09	2135.65	2025.35
		Total income	8476.90	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. Kumar Saurav:

1.	Background details	<p>Mr. Kumar Saurav serves as the Chief Strategy Officer at AdCounty Media and brings extensive experience in the mobile advertising ecosystem. He has been instrumental in formulating and executing the Company's strategic initiatives, driving business growth and expanding its presence across domestic and international markets. His core expertise spans user acquisition, app monetization, and performance driven marketing strategies.</p> <p>Prior to joining AdCounty Media, Mr. Saurav held key leadership positions at reputed global organizations. At Dentsu International, he led the global mobile business at SVG Media, focusing on revenue optimization,</p>
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		<p>strategic partnerships, and operational efficiency. He also served as Deputy General Manager – Demand & Supply, where he contributed to strengthening publisher alliances and executing global media buying strategies. Earlier, as Director at Mindshare, he led digital strategies for marquee clients including Lufthansa, Timex, GSK, and Swatch, delivering impactful and results-oriented campaigns. His professional experience also includes roles at Reprise Media, Interface Business Solutions, and RK Swamy BBDO, where he gained strong expertise in media planning and integrated cross-platform marketing.</p> <p>Mr. Saurav holds an MBA in Marketing from ICFAI University, Dehradun, and a B.Sc. (Hons.) in Mathematics from Magadh University. He combines strong analytical capabilities with marketing acumen to develop effective, data-driven growth strategies.</p>
2.	Past and Proposed remuneration	<p>Past Remuneration: Rs. 2,00,000/- per month including HRA and other allowances (as Chief Strategic Officer)</p> <p>Proposed Remuneration: Rs. 2,00,000/- per month Including HRA and Other Allowances.</p>
3.	Recognition or awards	NIL
4.	Job profile and his suitability	Mr. Kumar Saurav will be responsible for overall strategic planning, business development, market expansion, and operational leadership of the Company. Considering his extensive experience and leadership capabilities, he is well suited for the role.
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. Kumar Saurav directly holds 2.85% 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 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.

Except Mr. Kumar Saurav and his relatives, none of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of this Notice.

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

A brief profile of Mr. Kumar Saurav along with Additional Details/information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure I**.

Information required as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 Issued by the Institute of Company Secretaries of India in respect of Director whose appointment is proposed with the approval of shareholders under Item no 1 to 2 of the notice is as under:

Particulars	Mr. Prateek Bhansali	Mr. Kumar Saurav
DIN	10168425	09443543
Date of Birth & Age	24/11/1989 (36 years)	21/02/1983 (43 years)
Brief Profile, Qualifications and expertise in specific functional areas	<p>Mr. Prateek Bhansali is a qualified Company Secretary and a Law Graduate with over ten years of experience in corporate governance, regulatory compliance, and secretarial advisory. He possesses extensive expertise in the Companies Act, SEBI Listing Regulations, board and committee processes and regulatory reporting for both listed and unlisted entities.</p> <p>He has been engaged in independent secretarial practice, advising companies on compliance frameworks, corporate structuring, policy formulation, due diligence, and strengthening governance systems. He is also a certified Independent Director and contributes effectively to board deliberations, oversight functions, risk management, and compliance supervision.</p> <p>With a detail-oriented and pragmatic approach, coupled with strong legal acumen, Mr. Bhansali adds significant value in enhancing internal controls, ensuring statutory compliance, and supporting robust corporate governance practices.</p>	<p>Mr. Kumar Saurav serves as the Chief Strategy Officer at AdCounty Media and brings extensive experience in the mobile advertising ecosystem. He has been instrumental in formulating and executing the Company's strategic initiatives, driving business growth and expanding its presence across domestic and international markets. His core expertise spans user acquisition, app monetization, and performance driven marketing strategies.</p> <p>Prior to joining AdCounty Media, Mr. Saurav held key leadership positions at reputed global organizations. At Dentsu International, he led the global mobile business at SVG Media, focusing on revenue optimization, strategic partnerships, and operational efficiency. He also served as Deputy General Manager – Demand & Supply, where he contributed to strengthening publisher alliances and executing global media buying strategies. Earlier, as Director at Mindshare, he led digital strategies for marquee clients including Lufthansa, Timex, GSK, and Swatch, delivering impactful and results-oriented campaigns. His professional experience also includes roles at Reprise Media, Interface Business Solutions, and RK Swamy BBDO, where he gained strong expertise in media planning and integrated cross-platform marketing.</p>

Particulars	Mr. Prateek Bhansali	Mr. Kumar Saurav
		Mr. Saurav holds an MBA in Marketing from ICFAI University, Dehradun, and a B.Sc. (Hons.) in Mathematics from Magadh University. He combines strong analytical capabilities with marketing acumen to develop effective, data-driven growth strategies.
Terms and Conditions of Appointment/ Re-appointment including details of remuneration sought to be paid	Mr. Prateek Bhansali has been appointed as an Independent Director of the Company, to hold office for a term of five (5) consecutive years commencing from April 28, 2026 up to April 27, 2031 (both days inclusive), not liable to retire by rotation. Remuneration to be drawn from the Company shall comprise of the sitting fees to be paid for attending the meetings of the Board of Directors and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be decided by the Board with the approval of the shareholders.	Mr. Kumar Saurav shall be paid remuneration not exceeding Rs. 2,00,000/- (Rupees Two Lakhs only) per month for a period of three (3) years commencing from April 28, 2026, inclusive of all perquisites and benefits, except those perquisites which are excluded from the ceiling of remuneration as per Schedule V of the Act.
Details of last remuneration drawn	Not Applicable	Rs. 2,00,000/- per month Including HRA and Other Allowances (as CSO)
Date of first appointment on the Board	April 28, 2026	April 28, 2026
Shareholding in the Company	Nil	2.85% (6,40,400 Equity shares) as on March 31,2026
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	None
Number of Meetings of the Board attended during the year (FY 2026-27 till date of notice)	1	1
Other Directorships, Membership/Chairman	<ul style="list-style-type: none"> Shirpur Gold Refinery Limited- Independent Director 	Surfer Technologies Private Limited-Director

Particulars	Mr. Prateek Bhansali	Mr. Kumar Saurav																										
ship of Committees of other Boards	<table border="1" data-bbox="467 264 927 772"> <thead> <tr> <th>Name of the Committee</th> <th>Chairman/Member</th> </tr> </thead> <tbody> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> <tr> <td>Finance Committee</td> <td>Member</td> </tr> </tbody> </table> <ul data-bbox="475 814 935 877" style="list-style-type: none"> • Panthoibi Housing Finance Company Limited - Independent Director <table border="1" data-bbox="475 915 927 1171"> <thead> <tr> <th>Name of the Committee</th> <th>Chairman/Member</th> </tr> </thead> <tbody> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> <td>Member</td> </tr> </tbody> </table> <ul data-bbox="475 1209 951 1272" style="list-style-type: none"> • AAA Technologies Limited- Independent Director <table border="1" data-bbox="467 1310 927 1711"> <thead> <tr> <th>Name of the Committee</th> <th>Chairman/Member</th> </tr> </thead> <tbody> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> <td>Chairman</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Chairman</td> </tr> </tbody> </table>	Name of the Committee	Chairman/Member	Audit Committee	Member	Nomination & Remuneration Committee	Member	Corporate Social Responsibility Committee	Member	Stakeholders Relationship Committee	Member	Finance Committee	Member	Name of the Committee	Chairman/Member	Audit Committee	Member	Nomination & Remuneration Committee	Member	Name of the Committee	Chairman/Member	Stakeholders Relationship Committee	Member	Nomination & Remuneration Committee	Chairman	Corporate Social Responsibility Committee	Chairman	
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Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil	Nil																										

Particulars	Mr. Prateek Bhansali	Mr. Kumar Saurav
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	<ul style="list-style-type: none">• Corporate Governance• Legal & Compliance• Industry Knowledge• General Management• Risk Management	Not Applicable