# DAPS ADVERTISING LIMITED

• CIN No.: L51109UP1999PLC024389 • GSTIN No.: 09AABCD8028K1ZF

**Ref: DAPS/2026-2027/15** **Date: August 25,2026**

To,
BSE Limited
Department of Corporate Services
Floor 25, P J Towers,
Dalal Street, Mumbai
Maharashtra – 400001

Scrip Code: 543651

**Subject: Submission of Annual Report for F.Y. 2025-2026 along with Notice of 27th AGM**

Dear Sir/Madam,

Pursuant to Regulation 30 and 34 of the SEBI (LODR) Reg., 2015, please find enclosed herewith a copy of the Annual Report for the financial Year 2025-2026 along with the Notice of 27th Annual General Meeting of the Company scheduled to be held on Saturday, 19th September 2026 at the Pristine Hotel, 111/18 A, GT Rd, Harsh Nagar, Kanpur, Uttar Pradesh 208012 at 1:00 P.M.

Further, as informed earlier to the exchange, the company has fixed September 12, 2026, as the record date pursuant to Regulation 42 of SEBI (LODR) Regulations, 2015, for the purpose of dividend and September 12, 2026 as the cut-off date for the purpose of reckoning the eligibility of members to cast vote through remote e-voting or voting at the AGM.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Company is providing e-voting facility to the members of the Company to cast their votes by electronic means on all resolutions set out in the notice of the 27th AGM through the E-voting services provided by CDSL. The remote e-voting will commence on September 15, 2026 at 9 A.M. and ends on September 18, 2026 at 5 P.M.(IST).

You are requested to take the same on record.
Thanking You,
Yours faithfully,
For DAPS Advertising Limited

Akanksha

AKANKSHA AGNIHOTRI
Digitally signed by AKANKSHA AGNIHOTRI
Date: 2026.08.25 20:00:41 +07'00'

Akanksha Agnihotri
Company Secretary and Compliance Officer
Enclosed -As above

DAPS
ADVERTISING LIMITED

# ANNUAL REPORT 2025-26

128, Clyde House, Office No. 9-B, The Mall, Kanpur - 208001

www.dapsadvertising.com    daps.transfer@gmail.com

## Contents

# ABOUT US

Founded in 1993 in Kanpur, Uttar Pradesh, DAPS Advertising has evolved into one of India's most prominent media and advertising agencies. Incorporated as a private company in 1999 and becoming a public company in 2018, we have a proven track record of delivering successful advertisements across various media platforms for the past 25 years.

Our multimedia agency excels in creating advertisements for newspapers, FM radio, television, and hoardings. We also produce top-notch video films and deploy them through a range of resources, including LED vans, cinemas, and televisions. Accredited by the Indian Newspaper Society (INS) since 2013, our company was listed on the SME segment of BSE in November 2022.

## Our Philosophy

At DAPS Advertising Limited, we believe in "Brand First." Our approach goes beyond traditional media to address our clients' unique business needs, delivering tailored and impactful advertising solutions. We are dedicated to:

- Partnering with brands that are shaping the future of India.
- Acting as true business partners, rather than just an agency.

## Who We Are

DAPS Advertising Limited is a leading agency specializing in crafting innovative and effective advertising solutions. Our diverse portfolio spans various industries, including corporate houses, government organizations, and media entities. Our expertise encompasses:

- Display ads, creative ads, recruitment ads, and tender ads.
- Comprehensive corporate services and product presentations.

We excel in creating impactful campaigns across print media, outdoor media, and electronic media. Our strategic entry into Digital Out-Of-Home (DOOH) advertising reflects our ability to adapt and innovate, offering clients cutting-edge solutions that blend traditional and digital advertising. Our dedication to understanding and amplifying each brand's unique essence allows us to forge deeper connections with target audiences, enhancing their engagement and relevance.

## Our Core Values

- Open and transparent dealings.
- Emphasis on team collaboration over individual achievements.
- Commitment to staying abreast of new media trends and practices.
- Providing differentiated, innovative solutions tailored to client needs.

**Our Expertise**

We specialize in a wide range of advertising services, including:

- Advertising campaigns for newspapers, magazines, outdoor media, print media, electronic media, and public relations.
- Organizing hoardings, kiosks, wall paintings, slides, banners, and more.

Our successful integration of traditional and digital platforms

has expanded our reach and capabilities. We now serve clients across India, leveraging our extensive experience and dedication to deliver superior results.

## CHAIRMAN'S MESSAGE

***Dear Shareholders***,

It gives me great pleasure to present the Annual Report of your Company for the financial year 2025-26. The year was marked by significant developments across the media and advertising landscape, with changing consumer behaviour, rapid technological advancements and evolving communication platforms continuing to reshape the industry.

The advertising industry is undergoing a structural transformation. Technological advancements, digitalisation and the growing adoption of Artificial Intelligence (“AI”) are adopting integrated, multi-platform communication strategies encompassing outdoor media, print media, digital media, social media, experiential marketing and Digital Out-of-Home (“DOOH”) platforms. The objective is clear, to create greater consumer engagement, enhance brand visibility and achieve measurable returns on advertising investments.

During the year, the Print Media segment recorded a growth over the previous year, reflecting the continued relevance of established print media relationships and the Company's ability to retain its client base.

During the year, the Company continued to focus on improving operational efficiencies, optimising resource utilisation, strengthening client relationships and enhancing service quality. Particular emphasis was placed on expanding the outdoor media portfolio, improving campaign execution capabilities and adopting technology-driven solutions for media planning and campaign management. Our objective is to create an integrated offering that combines the reach and credibility of traditional media with the flexibility, measurability and engagement capabilities of digital platforms.

The Company also witnessed several favourable market developments that are expected to support its long-term growth strategy.

Looking ahead, we believe the advertising and media industry is entering a period of continued transformation. The increasing integration of physical and digital media, coupled with the emergence of DOOH, data analytics and AI-enabled planning tools, is expected to create new avenues for innovation and growth.

As we pursue growth, we remain firmly committed to maintaining the highest standards of corporate governance, regulatory compliance, transparency and ethical business conduct. We believe that sustainable growth can only be achieved when it is supported by sound governance practices and responsible engagement with all stakeholders.

I would like to place on record my appreciation for the continued trust and confidence of our shareholders, customers, business partners, bankers, employees and other stakeholders. Their support has been an important source of strength for the Company.

We look forward to the opportunities ahead with confidence and remain committed to creating sustainable value for all our stakeholders.

***Warm regards,***

***Akhilesh Chaturvedi***

***Chairman***

***DAPS Advertising Limited***

# CORPORATE INFORMATION

## BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

| | |
|---|---|
| Mr. Akhilesh Chaturvedi | (Chairman and Wholetime Director) |
| Mr. Dharmesh Chaturvedi | (Managing Director) |
| Mr. Paresh Chaturvedi | (CFO and Wholetime Director) |
| Ms. Srishti Chaturvedi | (Non- Executive Director) |
| Mr. Anshuman Chaturvedi | (Independent Director) |
| Mr. Kamesh Sethi | (Independent Director) |
| Mrs. Neha Rastogi | (Independent Director) |
| Ms. Akanksha Agnihotri | (Company Secretary & Compliance Officer) |

## COMMITTEES OF THE BOARD

### Audit Committee

| | |
|---|---|
| Mr. Anshuman Chaturvedi | - Chairman |
| Mrs. Neha Rastogi | - Member |
| Mr. Paresh Chaturvedi | - Member |

### Stakeholders' Relationship Committee

| | |
|---|---|
| Mr. Anshuman Chaturvedi | - Chairman |
| Mr. Kamesh Sethi | - Member |
| Mr. Dharmesh Chaturvedi | - Member |

### Nomination and Remuneration Committee

| | |
|---|---|
| Mr. Anshuman Chaturvedi | - Chairman |
| Mr. Kamesh Sethi | - Member |
| Mrs. Neha Rastogi | - Member |

## STATUTORY AUDITORS

M/s B. M. Chaturvedi & Co.
Chartered Accountants, FRN 114317W
32, Jolly Makers, Chambers II,
Nariman Point,
Mumbai -400021

**SECRETARIAL AUDITORS**

M/s HKS & Associates LLP
Company Secretaries
Peer Reviewed Firm
Ground Floor, 118/566,
Gumti No.5, Kaushalpuri,
Kanpur, Uttar Pradesh, India, 208012

**INTERNAL AUDITORS**

CS Ratna Tiwari
Company Secretary,
Peer Reviewed Firm
F-3, First Floor, Siddharth Villa,
7/17 Tilak Nagar, Kanpur

**BANKERS**

Central Bank of India, Kotak Mahindra Bank, ICICI Bank

**WEBSITE**

www.dapsadvertising.com

**INVESTOR EMAIL ID**- investor@dapsadvertising.com

**REGISTRAR & TRANSFER AGENTS**

M/s Bigshare Services Private Limited
S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Cave Road,
Andheri (East), Maharashtra,
Mumbai - 400093, Ph. No. 022-62638200,
E-mail id- investor@bigshareonline.com

**REGISTERED OFFICE**

128, Clyde House, Office No. 9-B,
The Mall, Kanpur- 208001

**CORPORATE IDENTITY NUMBER**- L51109UP1999PLC024389

**LISTING OF EQUITY SHARES**

SME platform of BSE Limited, Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 (Scrip Code: 543651)

# BOARD'S REPORT

**To,**
**The Members,**
**M/s DAPS Advertising Limited**
**Kanpur**

Your directors are pleased to present the 27th (Twenty-Seventh) Board Report of the company together with the Audited Financial Statements for the financial year ending March 31, 2026.

## Financial Highlights and State of Company's Affairs

The Company is domiciled in India and was incorporated under the provisions of the Companies Act, 1956. Following is the summary of its financial performance-

(Rupees in Lakhs)

| PARTICULARS | YEAR ENDED 31ST MARCH 2026 | YEAR ENDED 31ST MARCH 2025 |
|---|---|---|
| Revenue From Operations | 2217.00 | 1907.01 |
| Other Income | 54.40 | 51.82 |
| **Total Income** | **2271.40** | **1958.83** |
| Expenses excluding Depreciation | 2057.56 | 1772.89 |
| Depreciation | 32.61 | 27.43 |
| **Total Expenses** | **2090.17** | **1800.32** |
| **Profit/(Loss) Before Tax** | 181.23 | 158.51 |
| **Total Tax Expense** | 45.78 | 39.89 |
| **Profit/(Loss) After Tax** | **135.45** | **118.62** |
| **Basic & Diluted Earnings per equity share (EPS) (Rs.)** | **2.62** | **2.29** |

## Industry Scenario and State of Company's Affairs

During the year under review, the overall performance of the company was satisfactory. Your company booked a profit after tax of Rs. 135.45 lakhs for F.Y. 2025-26 as compared to the profit of Rs. 118.62 lakhs for F.Y. 2024-25.

**Change in the Nature of Business**

During the year, there was no change in the nature of business of the company.

**Change in the Registered Office of the Company**

There was no change in the registered office of the company during the financial year 2025-2026.

**Material Changes and Commitments during the Year**

No material changes and commitments have occurred between the end of the financial year to which the financial statements relate and the date of this Report, which affect the financial position of your company.

**Events subsequent to the date of Financial Statements**

In the opinion of the Directors, no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report, which would affect substantially the results, or the operations of your Company for the financial year in respect of which this report is made.

**Amount proposed to be transferred to Reserves**

The Board of Directors of your company has decided not to transfer any amount to the Reserves for the year under review.

**Dividend**

The Board of Directors of your company is pleased to recommend a dividend of Rs. 0.25 per equity share of face value of Rs. 10 each (i.e. @ 2.5%), payable out of theprofits of the company, to those Shareholders whose names appear in the Register of Members as on the Record Date.

Additionally, as your company does not fall under the category of the top 1000 listed entities based on market capitalization, the requirement to formulate and disclose a Dividend Distribution Policy in accordance with Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable on the Company.

**Capital Structure**

The Company has, during the year under review, neither issued any Equity shares (including those with differential voting rights) nor any shares (including sweat equity shares) to its employees under any scheme. Following is the summary of capital structure-

| SHARE CAPITAL | AS AT 31.03.2026 (Rs.) | AS AT 31.03.2025 (Rs.) |
| --- | --- | --- |
| **Authorized Capital:**<br>(1,00,00,000 Equity Shares of Rs.10/-each) | 10,00,00,000 | 5,50,00,000 |
| **Issued, Subscribed & Paid-up Capital:**<br>(51,74,900 Equity Shares of Rs. 10/-each) | 5,17,49,000 | 5,17,49,000 |

**Directors and Key Managerial Personnel**

***Changes in Directors/KMP-*** Following are the changes in the Directors and Key Managerial Personnels of the company during the year under review-

- The first term of Mr. Kamesh Sethi as Independent Directors of the company expired on August 19, 2025. He was re-appointed as Independent Director of the company for the second term by the Board at its meeting held on July 30, 2025 and was later regularized as Independent Director of the Company at the 26th Annual General Meeting duly held on August 30, 2026 for a term of five years.

- Due to the resignation of Mrs. Prachi Mishra (DIN- 10738698), the vacancy was created in the Board and to fill up thevacancy Mrs. Neha Rastogi (DIN-07591711) was appointed as the Additional Independent Director of the Company by the Board at its meeting held on July 30, 2025 and was later regularized as the Independent Director of the Company at the 26th Annual General Meeting duly held on August 30, 2026 for a term of five years.

- Mrs. Vinny Saxena resigned from the post of Company Secretary & Compliance Officer of the Company with effect from August 16, 2025 and the Board, on recommendation of Nomination & Remuneration Committee, appointed Ms. Mansi Bajpai as Company Secretary & Compliance Officer of the Company on November 14, 2025 and later she resigned from the post on January 19, 2026. After the resignation of Ms. Mansi Bajpai from the post of Company Secretary & Compliance Officer, the vacancy was created in the Board and to fill up the vacancy, the Board on the recommendation of Nomination and Remuneration Committee appointed Ms. Akanksha Agnihotri as the Company Secretary & Compliance Officer at the Board Meeting held on March, 11 2026.

**Retirement By Rotation-** Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Rules made thereunder and the Articles of Association of the Company, Mr.

Akhilesh Chaturvedi & Ms. Shristi Chaturvedi is liable to retire by rotation at ensuing Annual General Meeting and being eligible has offered themselves for re-appointment. The Board recommends their re-appointment.

Profile of the Director seeking re-appointment is given in the Statement under Section 102 of the Companies Act, 2013 to the Notice of the ensuing AGM of the Company.

***Composition of Board as on the F.Y. Ended March 31, 2026-***

| Category | Name of Director |
|---|---|
| Executive Directors | Mr. Akhilesh Chaturvedi |
| | Mr. Paresh Chaturvedi |
| | Mr. Dharmesh Chaturvedi |
| | |
| Non-Executive Non- Independent Woman Director | Ms. Srishti Chaturvedi |
| | |
| Non-Executive Independent Directors | Mr. Anshuman Chaturvedi |
| | Mr. Kamesh Sethi |
| | Mrs. Neha Rastogi |

**Statement on Declaration given by Independent Directors**

We have received necessary declarations regarding independence from all the Independent Directors of the company. The Independent Directors have adhered to the Code for Independent Directors as prescribed in Schedule IV to the Companies Act, 2013, as well as the Code of Conduct for Directors and Senior Management Personnel formulated by the company.

**Board Meetings**

There were 4 (Four) meetings of the Board of Directors held during the Financial Year ended March 31, 2026. These board meetings took place on 22.05.2025, 30.07.2025, 14.11.2025 and11.03.2026 respectively.

Additionally, a separate meeting of the Independent Directors was held on 28.03.2026 without the presence of any other director of the company.

The intervening gaps between the meetings were within the period prescribed under the Companies Act, 2013.

**Details of Members' Meeting**

The 26th Annual General Meeting of the Company for the financial year 2024-2025 was held on August 30, 2025 at the Pristine Hotel, Kanpur. Further, there was no Extra Ordinary

General Meeting held during the year under consideration.

**Committees of the Board, its Composition & Meetings**

There are three Committees of the Board- Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. The constitution of the Committees and the respective changes in their composition during the year are as follows.

***Audit Committee-*** During the year under review, four (4) Audit Committee Meetings were conducted on 22.05.2025, 30.07.2025, 14.11.2025 and 11.03.2026. The composition of the committee and changes that took place during the year are as follows-

| Name of Members | Designation | Date of Change | Nature of Change |
|---|---|---|---|
| Mr. Anshuman Chaturvedi | Non- Executive Independent Director (Chairman) | - | - |
| Mrs. Neha Rastogi | Non- Executive Independent Director (Member) | 30.07.2025 | Appointment |
| Mr. Paresh Chaturvedi | Chief Financial Officer and Whole time Director (Member) | - | - |
| Ms. Prachi Mishra | Non- Executive Independent Director (Member) | 01.07.2025 | Cessation |

***Nomination and Remuneration Committee-*** During the year under review, three (3) Nomination and Remuneration Committee Meetings were conducted on 30.07.2025, 14.11.2025 and 11.03.2026. The composition of the committee and changes that took place during the year are as follows-

| Name of Members | Designation | Date of Change | Nature of Change |
|---|---|---|---|
| Mr. Anshuman Chaturvedi | Non- Executive Independent Director (Chairman) | - | - |
| Mrs. Neha Rastogi | Non- Executive Independent Director (Member) | 30.07.2025 | |
| Ms. Prachi Mishra | Non- Executive Independent Director (Member) | 01.07.2025 | Cessation |
| Mr. Kamesh Sethi | Non- Executive Independent Director (Member) | 20.08.2024 | Appointment |

***Stakeholder Relationship Committee-*** During the year under review, one (1) meeting was conducted on 28.03.2026. The composition of the committee on its meeting are as follows

| Name of Members | Designation | Date of Change | Nature of Change |
|---|---|---|---|
| Mr. Anshuman Chaturvedi | Non- Executive Independent Director (Chairman) | - | - |
| Mr. Kamesh Sethi | Non- Executive Independent Director (Member) | 20.08.2024 | Appointment |
| Mr. Dharmesh Chaturvedi | Executive Director (Member) | - | - |

**Company's Policy on Directors' Appointment and Remuneration**

The company has formulated a Nomination and Remuneration policy and established a committee within the Board called the 'Nomination and Remuneration Committee'. According to this policy, the Committee must comprise a minimum of three non-executive directors, with a majority of them being independent. The appointment or removal of Committee members will be decided by the Board of Directors, and the Chairman of the Committee must be an independent director.

The company's policy of said matter is available on the company's website at https://dapsadvertising.com/uploads/2024/05/NRC-Policy-1.1.pdf and following are its salient features-

a) In discharging its responsibilities, the Committee must have regard to the following policy objectives:
   - to ensure that the Company's remuneration structures are equitable and aligned with the long-term interests of the Company and its shareholders;
   - to attract and retain skilled executives;
   - to structure short and long-term incentives that are challenging and linked to the creation of sustainable shareholder returns; and
   - To ensure any termination benefits are justified and appropriate.
   - To consider professional indemnity and liability insurance for Directors and senior management

b) The Committee must at all times have regard to, and notify the Board as appropriate of, all legal and regulatory requirements, including any shareholder approvals which are necessary to obtain.

c) The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder. Overall remuneration should be reflective of the size of the Company, complexity of the sector/ industry/ company's operations and the company's capacity to pay the remuneration.

d) Remuneration to Non-Executive Directors (NED's):

- Independent Directors ("ID") and Non – Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members). The amount of sitting fees will be as recommended by the NRC and approved by the Board, and it may be subject to review on a periodic basis, as required provided that the amount of such fees shall not exceed Rs. One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

- Company will not pay commission to the NEDs.

- An Independent Director shall not be entitled to any stock option of the Company.

e) Remuneration to Key Managerial Personnel & other employees:

- The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent.

- Remuneration to Executive Director/ Key Managerial Personnel and Senior Management will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and may involve a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

- While deciding the remuneration package, it shall be taken into consideration the current employment scenario and remuneration package of the industries operating in the similar comparable businesses in the geographical area of its operations.

**Board Evaluation**

The annual evaluation of the performance of the Board, its committees, and individual directors has been conducted in accordance with the Companies Act, 2013, and SEBI Listing Regulations. The performance evaluation of Non-Executive Directors, including Independent Directors, was carried out by the entire Board, excluding the director being evaluated, and considered various aspects outlined in the Company's Nomination and Remuneration Policy. The Nomination and Remuneration (NRC) Committee also evaluated the performance of each director. Both the Board and the NRC Committee were satisfied with the performance of the directors.

The Board also assessed the performance of its Committees, concluding that their overall performance was satisfactory. In a separate meeting of the Independent Directors, they evaluated the performance of Non-Independent Directors and the Chairperson, finding their performance to be satisfactory and their conduct responsible. Additionally, the Independent Directors reviewed the performance of the Board as a whole and affirmed that the Board's structure and competency are diverse and compliant with legal requirements.

The Board's self-evaluation highlighted ongoing and meaningful participation from members, effectiveness in decision-making, achievement of annual operational plans, and the maintenance of good business relations with various stakeholders. The Independent Directors also assessed the quality, quantity, and timeliness of the information flow between the Company's Management and the Board and expressed satisfaction with these aspects.

**Extract of Annual Return**

The copy of annual return for the F.Y. 2025-26 will be available on the company's website on the link-https://dapsadvertising.com/investors/annual-return-u-s-92-of-the-companies-act-2013/.

**Risk Management**

The Company has adequate systems for timely identification, assessment, and prioritization of risks and their consequent effects in terms of uncertainty on the objectives of the company. There is proper and constant follow-up through coordinated and economical application of resources to minimize, monitor, and control the probability and/or impact of unfortunate events and to maximize the realization of opportunities.

**Remuneration of Directors and Employees**

As per sub-section (12) of section 197 of the Companies Act, 2013 and rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, following are the details regarding remuneration of directors and employees of the company-

| Name of Director | Designation | Ratio of Remuneration to median Remuneration of employees | % increase in remuneration in Financial Year 2025-26 |
|---|---|---|---|
| Mr. Akhilesh Chaturvedi | Chairman, Whole-Time Director | 12:1 | - |
| Mr. Dharmesh Chaturvedi | Managing Director | 12:1 | - |

| | | | |
|---|---|---|---|
| Mr. Paresh Chaturvedi | Whole-Time Director, Chief Financial Officer | 12:1 | - |

*Footnotes:

- The percentage increase in the median remuneration of employees (other than Managerial Personnel) for the Financial Year ended 31st March, 2026 is 10.95%
- The number of permanent employees (other than Managerial Personnel) on the rolls of the company as on 31st March, 2026 is 9 (Nine).
- The percentage decrease in the remuneration of Company Secretary for the Financial Year ended 31st March, 2026 is 2.06%
- The average increase in managerial remuneration for the Financial Year ended 31st March, 2026 is Nil and the average increase in the salaries of employees other than managerial personnel for the said Financial Year is 10.95%.
- In accordance with sub-rule (2) of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the board's report must include a statement showing the names of the top ten employees in terms of remuneration drawn. As the company only employed nine employees (excluding Key Managerial Personnel) during the Financial Year ended 31st March, 2026, their names are- Mr. Shuddhatm Chaturvedi, Mr. Pankaj Srivastava, Mr. Mohd Tahseeb, Mr. Irfan Ahmad, Mr. Gaurav Sharma, Mr. Ranjeet Singh Shakya, Mr. Deepak Katiyar, Mr. Pashupati Nath Agarwal & Ms. Divyanshi Agarwal.
- The remuneration stated above is in accordance with the remuneration policy of the company.
- Remuneration to Non-Executive directors is in the nature of sitting fees as per the statutory provisions, hence not considered for the above purposes.

***Note-*** *For the above calculations, monthly salary has been considered for employees who were employed with the company as on the financial year ended 31st March, 2026.*

**<u>Directors Responsibility Statement:</u>**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, it is stated that:

a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) the directors had prepared the annual accounts on a going concern basis;

e) the internal financial controls have been laid down by the company and such financial controls are adequate and operating effectively.

**Compliance with Secretarial Standards**

During the year, your Company has complied with applicable Secretarial Standards i.e. SS-1 and SS-2, relating to "Meetings of the Board of Directors" and "General Meetings" respectively.

**Internal Financial Control**

Your company has adequate systems of internal control in place to safeguard and protect its assets from loss, unauthorized use, or disposition. All transactions are properly authorized, recorded and reported to the management. Your company diligently adheres to applicable Accounting Standards to ensure proper maintenance of the books of accounts and accurate reporting of financial statements. Furthermore, Internal Auditor has been appointed to conduct regular assessments of the systems and procedures, ensuring that they are commensurate with the specific requirements and nature of the company's business operations.

**Statutory Auditors and the Auditors' Report**

As per Section 139 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, members of the Company in 26th Annual General Meeting of the Company ('26th AGM') approved the appointment of M/s B.M. Chaturvedi & Co., Chartered Accountants (FRN No.:114317W), as the Statutory Auditors of the Company for a term of five consecutive years i.e. from the conclusion of 26th AGM till the conclusion of 31st AGM. The Report given by Statutory Auditors on the Financial Statements of your Company for the financial year ended 31st March, 2026 forms part of the Annual Report. The Notes on the Financial Statements referred to in the Auditor's Report are self-explanatory and do not call for further explanations. The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer.

**Secretarial Auditors and the Secretarial Audit Report**

The Secretarial Audit of the Company has been carried out by M/s. HKS & Associates LLP, Company Secretaries (LLPIN: ACK-1606), represented by Mr. Hemant Kumar Sajnani, Partner, having Membership No. FCS 7348 and Certificate of Practice No. 14214, who were appointed as the Secretarial Auditors of the Company pursuant to Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for a period of five years commencing from the Financial Year 2025-26 to the Financial Year 2029-30, i.e., from the conclusion of the 26th Annual General Meeting (AGM) until the conclusion of the 31st AGM. The Secretarial Audit Report issued by the Secretarial Auditors is annexed to this Report and forms an integral part thereof. The Secretarial Audit Report is self-explanatory and does not call for any further explanation or comments from the Board. Further, the Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

**Internal Auditor**

The Company has appointed CS Ratna Tiwari, Practicing Company Secretary, which is a peer reviewed firm bearing CP No. 19765 as Internal Auditor under section 138(1) of Companies Act, 2013 and Rule 13 of Companies (Accounts) Rules, 2014. Further, internal audit is conducted on quarterly basis and the internal audit report of every quarter is placed before the Audit Committee and the Board for discussion and subsequent adoption.

**Cost Records**

Maintenance of cost records as specified by the Central Government under the provisions of Section 148(1) of the Companies Act, 2013, is not applicable to the Company.

**Frauds reported by Auditors**

Pursuant to provisions of Section 143(12) of the Companies Act, 2013, the Statutory Auditors and the Secretarial Auditors have not reported any incident of fraud to the Audit Committee or the Board during the financial year under review.

**Details of Establishment of Vigil Mechanism**

The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violations of the Company’s Code of Conduct or Ethics Policy. This policy also allows for reporting of genuine concerns or grievances, including instances of leaks or suspected leaks of unpublished price-sensitive information pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. You can access the Company's Whistleblower Policy at-https://dapsadvertising.com/uploads/2023/05/Vigil_Mechanism_Whistler_Blower_Policy.pdf.

## Details of Holding, Subsidiary, Joint Venture or Associate Companies

During the year under review, the Company did not have any holdings, subsidiaries, joint ventures, or associates.

## Details of Deposits

i. The Company did not accept any deposits during the year.
ii. There are no unpaid or unclaimed deposits as at the end of the year.
iii. There has been no default in repayment of deposits or payment of interest thereon during the year.

## Deposits not in compliance with Chapter V of the Act

The Company did not accept any deposits during the year.

## Particulars of Loans, Guarantees and Investments

The company has not provided any loans or guarantees and has not made any investments covered under Section 186 of The Companies Act, 2013, except for loans to related parties in accordance with the provisions of the Act.

## Particulars of Contracts or Arrangements with Related Parties

The particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 are attached to this report in the specified format (Form AOC-2) and forms an integral part of this report. However, as per the policy on materiality of related party transactions and on dealing with related party transactions formulated by your company, no material related party transactions, i.e. transaction with a related party exceeding 10% of the annual turnover of the company, as per the last audited Financial Statements of your Company were entered into during the year. The Policy is available on the website of your Company at https://dapsadvertising.com/uploads/2023/05/Policy_on_Materiality_of_Related_Party_Transactio ns.pdf.

## Corporate Social Responsibility (CSR)

As per the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, your company does not fall under the ambit of CSR. Hence, your Company is not required to adopt the CSR Policy or to constitute the CSR Committee for the year under review.

**Conservation of Energy, Technology Absorption, Foreign Exchange earnings & Outgo:**

Since the operations of your company are not energy intensive, disclosures pertaining to conservation of energy and technology absorption are not applicable to your company during the year under review. However, we remain committed to responsible energy consumption practices and continually evaluate opportunities to enhance our operational efficiency. We prioritize the adoption of relevant technologies that contribute to our service quality and customer satisfaction.

Disclosures pertaining to foreign exchange earnings and outgo is nil for your company during the year under review.

**Certificate on Compliance of conditions of Corporate Governance**

As per Regulation 15 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, your company, which has its specified securities listed on the SME Exchange of BSE, is not required to comply with the corporate governance provisions specified in Regulation 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V for the year ended 31st March, 2026. However, your Company is in compliance with the applicable provisions of the Companies Act, 2013, with respect to Corporate Governance.

**Policy on Sexual Harassment at Workplace**

The company has put in place a Policy for prevention of Sexual Harassment at the Workplace in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up for redressal of complaints related to sexual harassment. All employees are covered under this policy.

Following is the summary of sexual harassment complaints during the year:

(a) Number of complaints pending at the beginning of the year- 0
(b) Number of complaints received during the year- 0
(c) Number of complaints disposed off during the year- 0
(d) Number of cases pending at the end of the year- 0

**Management Discussion and Analysis Report (MDAR)**

Management Discussion and Analysis Report for the year under review, as required under Regulation 34(2)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, is set out separately and forms part of this Report.

**Significant Material Orders of Judicial Bodies /Regulators**

No significant and material orders have been passed by any Regulator, Court, Tribunal, Statutory and quasi-judicial body that would impact the going concern status of the company and its future operations.

**Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016 (IBC)**

During the year under review, no applications for corporate insolvency resolution were filed under the IBC or before the National Company Law Tribunal or other courts. Furthermore, there are no pending applications from creditors or the company itself, and there is no ongoing corporate insolvency resolution process.

**Details of difference between Valuation amount on One Time Settlement and Valuation while availing loan from Banks and Financial Institutions**

No One Time Settlement (OTS) has been made by the company in the reporting year, hence no details are available regarding the difference between the valuation amount on the OTS and the valuation amount for loans from banks and financial institutions.

**Maternity Benefit Provided by the Company Under Maternity Benefit Act 1961**

The Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws. However, no woman employee availed this benefit during the year under review.

**Audit Trail Applicability (Audit and Auditors) Rules 2014 - Rule 11 of the Companies Act 2013.**

The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

**Liquidity**

Your Company maintains sufficient cash to meet our strategic objectives. We clearly understand that the liquidity in the Balance Sheet is to ensure balance between earning adequate returns and the need to cover financial and business risks. Liquidity also enables your Company to position itself for quick responses to market dynamics

**Cautionary Note**

The statements forming part of the Board's Report may contain certain forward-looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward-looking statements.

**Acknowledgement**

We would like to take this opportunity to express our sincere gratitude to the support received from the Central and State Governments, bankers and business associates. The continuous commitment and contribution of our dedicated employees, loyal shareholders, valued customers and supportive communities have been instrumental in our success. Continuous improvement has been fostered by our company's culture of professionalism, creativity, and integrity and we look forward to a prosperous future with confidence.

**For and on behalf of the Board**

**Date: 18/08/2026** **Akhilesh Chaturvedi**
**Place: Kanpur**

**(Chairman & Whole time Director)**
**DIN: 00989785**

**ANNEXURE I**

# SECRETARIAL AUDIT REPORT

**FORM MR-3**
**SECRETARIAL AUDIT REPORT**
**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026**
[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
**DAPS ADVERTISING LIMITED**
**(CIN: L51109UP1999PLC024389)**
**Regd. Office:** 128, Clyde House,
Office No. 9-B The Mall, Kanpur
Uttar Pradesh 208001 India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DAPS ADVERTISING LIMITED (hereinafter referred to as the "company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

**OPINION**

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2026 and made available to me, according to the provisions of:

i. The Companies Act, 2013 (the Act) and the Rules made thereunder, as applicable;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowing. (Not Applicable to the Company during the Audit Period);

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period);

   d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not Applicable to the Company during the Audit Period);

   e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

We have also examined compliance with the applicable clauses of the following:

i. The Secretarial Standards issued by the Institute of Company Secretaries of India.
ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We report that, during the period under audit and review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above;

We further report that, there were no events / actions in pursuance of:

a) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, requiring compliance thereof by the Company during the financial year.

We further report that, based on the information provided and the representation made by the Company, in my opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable laws.

We further report that;

1. The compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

2. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

3. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent with in prescribed limit, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period there were no specific events / actions having a major bearing on Company’s affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards etc.

**FOR HKS & ASSOCIATES LLP**

**(HEMANT KUMAR SAJNANI)**

**Designated Partner**
**FCS-7348**
**C.P. No.: 14214**
**PR Certificate No.6731/2025**

**Date: 11/07/2026**

**Place: Kanpur**
**UDIN: F007348H00081095**

***Note- This report is to be read with our letter of even date which is annexed as ‘Annexure- ‘A’ forms an integral part of this report.***

**Annexure 'A'**

To,
The Members
**DAPS ADVERTISING LIMITED**
**(CIN: L51109UP1999PLC024389)**
**Regd. Office:** 128, Clyde House,
Office No. 9-B The Mall, Kanpur
Uttar Pradesh 208001 India

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices i followed provide a reasonable basis for my opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.

5. Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.

**FOR HKS & ASSOCIATES LLP**

(HEMANT KUMAR SAJNANI)

**Designated Partner**
**FCS-7348**
**C.P. No.: 14214**
**PR Certificate No.6731/2025**

**Date: 11/07/2026**
**Place: Kanpur**
**UDIN: F007348H00081095**

**ANNEXURE- II**

# FORM NO. AOC - 2

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.**

***1. Details of contracts or arrangements or transactions not at arm's length basis***

NO TRANSACTION HAS BEEN ENTERED INTO BY THE COMPANY DURING THE FINANCIAL YEAR

***2. Details of material contracts or arrangement or transactions at arm's length basis***

| Name(s) of the related party and nature of relationship | Nature of contracts/ arrangement / transactions | Duration of the contracts / arrangements/ transactions | Salient terms of the contracts or arrangements or transactions including the value, if any: | Date(s) of approval by the Board, if any: | Amount paid as advances, if any: |
|---|---|---|---|---|---|
| Sudha Chaturvedi- Relative of KMP | Rent | Ongoing | 9,00,000.00 | 25-03-2021 | 0 |
| Babita Chaturvedi- Relative of KMP | Rent | Ongoing | 4,80,000.00 | 25-03-2021 | 0 |
| | Commission | Ongoing | 0 | 05-06-2021 | 0 |
| Shakti Chaturvedi- Relative of KMP | Rent | Ongoing | 4,80,000.00 | 25-03-2021 | 0 |
| | Commission | Ongoing | 0 | 05-06-2021 | 0 |

| | | | | | |
|---|---|---|---|---|---|
| Archana Chaturvedi- Relative of KMP | Rent | Ongoing | 4,80,000.00 | 25-03-2021 | 0 |
| | Commission | Ongoing | 0 | 05-06-2021 | 0 |
| Shuddhatm Chaturvedi- Relative of KMP | Remuneration | Ongoing | 8,40,000.00 | 05-04-2018 | 0 |
| Zelorra Online Private Limited- Private Company in which relative of director is director/member | Loans & Advances | Ongoing | 0 | 06-12-2021 | 0 |
| | Interest | Ongoing | 2,12,000.00 | | 0 |
| Arpita Media Private Limited- Private Company in which relative of director is director/member | Loans & Advances (Repaid) | Ongoing | 45,26,000.00 | 06-12-2021 | 0 |
| | Interest | Ongoing | 3,40,000.00 | | 0 |

**For and on behalf of the Board**
**DAPS Advertising Limited**

**Place: Kanpur**

**Date: 18/08/2026**

**Akhilesh Chaturvedi**
**(Chairman & Whole time Director)**
**DIN: 00989785**

ANNEXURE- III

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## a) Economic Overview

### Global Economy

The global economy demonstrated resilience during FY 2025-26 despite persistent geopolitical tensions, inflationary pressures, supply chain realignments and fluctuating commodity prices. Major economies witnessed moderate growth supported by easing inflation, improving consumer demand and gradual recovery in investment activities. Central banks across several countries continued to adopt balanced monetary policies to maintain economic stability while supporting sustainable growth.

Technological advancements, digital transformation and artificial intelligence continued to reshape industries worldwide, creating new opportunities for businesses operating in media, advertising and communication services. Increasing investments in infrastructure, urban development and digital connectivity are expected to further stimulate economic activities across emerging markets.

### Indian Economy

India remained one of the fastest-growing major economies in the world during FY 2025-26, supported by strong domestic demand, robust government capital expenditure, healthy GST collections, infrastructure development and increasing private sector investments. Government initiatives such as Digital India, Smart Cities Mission, urban infrastructure expansion and enhanced public communication programmes continued to generate significant opportunities for businesses operating in the media and advertising sector.

Increasing urbanisation, rising disposable income, growing internet penetration and expanding consumption across Tier-II and Tier-III cities have contributed to higher advertising expenditure by both Government and private enterprises. The continued emphasis on infrastructure development, highways, airports, metro rail projects and commercial real estate has also created additional demand for outdoor media infrastructure and integrated branding solutions.

The Company believes that India's long-term economic fundamentals remain strong and will continue to provide significant growth opportunities for organised media and communication companies.

## b) Industry Structure and Developments

The Indian Media and Entertainment industry continues to evolve rapidly with changing consumer behaviour, technological innovation and increasing adoption of integrated marketing solutions. Advertisers are increasingly adopting multi-platform communication strategies combining outdoor media, print media, digital media, social media, experiential marketing and digital out-of-home (DOOH) platforms to maximise consumer engagement and brand visibility.

The outdoor media segment has emerged as one of the fastest-growing advertising formats due to increasing urbanisation, infrastructure expansion and higher demand for premium advertising locations. Development of highways, airports, metro rail corridors, railway stations, commercial complexes and smart cities has significantly expanded opportunities for organised outdoor media companies.

The print media industry continues to maintain its importance owing to its credibility, regional penetration and effectiveness in Government notifications, statutory advertisements, recruitment advertisements, tender publications and public awareness campaigns. Regional language publications continue to enjoy strong readership, particularly across Tier-II and Tier-III cities.

Digital Out-of-Home (DOOH) advertising has witnessed significant growth driven by LED display technology, programmatic advertising, dynamic content delivery and data-driven campaign management. The convergence of traditional outdoor media with digital technology is expected to reshape the future of the advertising industry.

Media planning and media buying services have also undergone significant transformation through the use of artificial intelligence, consumer analytics, audience measurement tools and performance-based campaign evaluation, enabling advertisers to optimise media expenditure and improve campaign effectiveness.

**c) Company Overview**

DAPS Advertising Limited is an integrated media and communication company engaged in providing comprehensive advertising, branding and media solutions across multiple platforms. The Company offers a diversified portfolio of services including Outdoor Media, Print Media, Media Planning, Media Buying, Branding, Creative Services, Public Relations Support, Digital Out-of-Home (DOOH), LED Display Solutions.

Over the years, the Company has established strong relationships with Public Sector Undertakings, corporate clients and various private sector organisations. The Company continues to leverage its expertise in executing large-scale communication campaigns by combining creative strategy, media planning and efficient execution.

The Company's business philosophy is centred on delivering effective communication solutions that enhance brand visibility, maximise audience engagement and generate measurable value for its clients.

The Company's revenue continued to be supported by diversified business activities including Outdoor Media, Print Media, Media Buying and Media Planning.

The Company continued to focus on improving operational efficiencies, optimising resource utilization, strengthening client relationships and enhancing service quality. Continuous emphasis was placed on expanding the outdoor media portfolio, improving campaign execution capabilities and adopting technology-driven media planning solutions.

The Company remains committed to maintaining high standards of corporate governance, regulatory compliance and customer satisfaction while pursuing sustainable long-term growth.

## d) Opportunities and Threats

The Company continues to operate in an evolving advertising and media landscape, which offers significant growth opportunities while also presenting certain operational and business challenges.

During the financial year under review, the Company witnessed several favourable market developments that are expected to support its long-term growth strategy. These included increasing investments in Smart City and urban infrastructure projects, rising demand for outdoor media assets, growing deployment of LED display networks, expansion of Government e-procurement and empanelment opportunities, increasing adoption of Digital Out-of-Home (DOOH) media solutions, and higher corporate expenditure on branding, advertising and promotional activities. These developments provide the Company with opportunities to strengthen its market presence, diversify its service offerings and expand its customer base across Government and private sector clients.

Despite the positive business environment, the Company also encountered certain challenges during the year. These included intense competition from both organised and unorganised media players, pricing pressures within the advertising industry, delays in receipt of payments in certain projects, procedural delays in obtaining statutory and Government approvals, and project execution challenges arising from regulatory and operational factors.

To effectively address these challenges, the Company has adopted a number of strategic and operational initiatives. These include strengthening customer relationships through enhanced client engagement, expanding its presence in high-growth segments such as Digital Out-of-Home (DOOH) and LED media solutions, adopting disciplined pricing strategies with a focus on value-based offerings, improving project planning and execution mechanisms, strengthening credit monitoring and collection processes to enhance working capital efficiency, and actively participating in Government e-procurement platforms and empanelment programmes to broaden business opportunities. The Company has also continued to optimise operational efficiencies, enhance internal controls, and leverage technology to improve service delivery and project management.

The management remains confident that these initiatives, coupled with the Company's established market presence, experienced management team and diversified service portfolio, will enable it to effectively manage business risks, capitalise on emerging opportunities and create sustainable value for all stakeholders.

## e) Segment Wise Performance

The company functions under a single business segment -advertising services -but operates across multiple media verticals. Revenue contributions for FY 2025-2026 were as follows:

- Print Media: Rs. 16.33 crore (73.69% of total revenue)
- Electronic Media (TV, Radio, OTT): Rs. 0.84 crore (3.83%)
- Outdoor Media (including DOOH): Rs.4.98 crore (22.48%)

We retained strong revenue from print media segment due to long term legacy clients. As compared to the last revenue from print media, the company experienced a growth of 0.57%

from print media. However, our outdoor media also reflected a growth of 11.19% as compared to the last year. The launch of DOOH campaigns also added growth to our outdoor media performance.

**f) Outlook**

The outlook for the Indian advertising and media industry remains positive, supported by sustained economic growth, increasing urbanisation, expanding digital infrastructure and rising investments in branding and communication by both Government and private sector organizations.

India's growing consumer market, rapid infrastructure development, increasing internet penetration and expanding organised retail sector are expected to drive advertising expenditure across various media platforms. Government initiatives relating to public welfare, infrastructure development, tourism, health, education and digital governance are also expected to create significant opportunities for integrated communication and media service providers.

The Outdoor Media industry is expected to witness sustained growth owing to the development of smart cities, highways, airports, metro rail projects, commercial hubs and transit infrastructure. Digital Out-of-Home (DOOH) media, LED display networks and technology-enabled outdoor advertising solutions are likely to play an increasingly important role in future advertising strategies.

The Print Media segment continues to retain its relevance, particularly for Government communication, statutory advertisements, recruitment notices, tender publications and regional advertising campaigns. Print media remains a trusted source of information with deep penetration across Tier-II and Tier-III cities, complementing digital and outdoor communication platforms.

The convergence of traditional media with digital technologies, data analytics, artificial intelligence and performance measurement tools is reshaping the advertising landscape. Clients are increasingly seeking integrated media solutions that provide measurable outcomes, improved customer engagement and higher return on advertising investments.

Considering these industry developments, the management remains optimistic about the long-term growth prospects of the Company.

**g) Risks and Concern**

The dynamic nature of the advertising sector exposes us to multiple risks. These include:

- **Business Risks:** relating to increasing competition within the media and advertising industry, pressure on pricing and margins, changes in customer preferences.

- **Operational Risks:** relating to availability of outdoor media locations, delay in campaign execution, vendor dependency, project implementation risk

- **Financial Risks:** liquidity management, working capital management, interest rate fluctuations

- **Regulatory Risks:** environmental and local authority approvals, compliance with taxation and corporate laws, municipal regulations relating to outdoor media

- **Technology Risks:** technology obsolescence, increasing adoption of digital media platforms, data protection and privacy

**h) Internal Control Systems and Their Adequacy**

DAPS Advertising Limited recognizes that an effective internal control framework is fundamental to sustainable business growth, sound corporate governance and regulatory compliance. The Company has established adequate internal control systems commensurate with the size, scale and nature of its operations to ensure orderly and efficient conduct of business, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

The Company's internal control framework encompasses clearly defined policies and procedures governing operational, financial and compliance functions. Standard operating procedures have been implemented across various business activities including media planning, media buying, campaign execution, procurement, vendor management, receivables management and financial reporting.

**i) Financial performance with respect to operational performance**

During the financial year under review, the Company continued to execute advertising and integrated communication assignments for both Government and private sector clients. The Company remained focused on improving operational efficiency, enhancing service quality, strengthening customer relationships, expanding its media network, and leveraging technology to ensure timely and effective campaign execution.

The Company's diversified service portfolio across Outdoor Media, Print Media, Media Planning, Media Buying, and Integrated Communication Services supported stable operations and sustained business performance. Revenue was driven by a balanced mix of Government and private sector projects, while prudent cost management, efficient working capital utilization, and disciplined financial management helped maintain operational efficiency and adequate liquidity. The Company remains committed to improving profitability through enhanced productivity, value-added services, and continued operational excellence

**j) Material Development in Human Resources**

The Company recognises that its employees are its key strength and remains committed to developing a skilled, motivated and performance-driven workforce. During the year, the Company focused on employee development through skill enhancement, performance-based evaluation and continuous learning initiatives.

The Company continued to promote a culture of professionalism, accountability, collaboration and customer-centricity while maintaining high standards of ethics, workplace safety and equal opportunity. Employee engagement and capability development remained key priorities, supporting improved operational efficiency and sustainable business growth.

**k) Significant Changes in the key financial ratios**

| **Particulars** | **Financial Year Ended March 31,2025** | **Financial Year Ended March 31,2026** | **Change** | **Explanations for Change in case change ratio is more than 25%** |
|---|---|---|---|---|
| Trade Receivables Turnover Ratio | 2.16 times | 2.45 times | 13.52% | - |
| Current Ratio | 4.47 times | 3.45 times | -22.90% | - |
| Debt Equity Ratio | 0.01% | 0.08% | 934.63% | The increase in the debt -equity ratio during the year is primarily attributable to higher short-term borrowings arising from utilisation of the Company's overdraft facility for working capital requirements |
| Net Profit Margin | 6.22% | 6.11% | -1.77% | - |

**For and on behalf of the Board**

**Place: Kanpur**
**Date: 18/08/2026**

**(Akhilesh Chaturvedi)**
**(Chairman & Wholetime Director)**
**DIN: 00989785**

# INDEPENDENT AUDITOR'S REPORT
# FOR THE FINANCIAL YEAR ENDED ON MARCH 31,2026

To
The Members of
**DAPS ADVERTISING LIMITED**

**Report on the Audit of Financial Statements**

**Opinion**

We have audited the accompanying financial statements of **DAPS Advertising Limited** ("the Company"), which comprise the Balance Sheet as at **31st March, 2026**, the Statement of Profit and Loss and the Statement of Cash Flows for the year ended and notes to the Financial Statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2021 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, and its profit, and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Responsibility of Management for Financial Statements**

The Company's Management & Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditors' Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements,whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

**Report on Other Legal and Regulatory Requirements**

**1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.**

**2. As required by Section 143(3) of the Act, we report that:**

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

c) The Balance Sheet and the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act;

e) On the basis of written representations received from the directors as on 31st March, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure B.** Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Financial Statements.

g) As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Companies Act, 2013.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanation given to us: -

i. There is no pending litigation as at 31st March, 2026 which has impact on the financial position of the Company in its Financial Statements.

ii. The Company did not have any long-term contract including derivative contracts for which there were any material foreseeable losses.

iii. According to records of the company, there are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Act and rules made there under.

iv. Based on such audit procedures that we have considered reasonable and appropriate in the circumstances and also as represented by the management, nothing has come to our notice that has caused us to believe that Any funds have been advanced or loaned or invested by the company in any "Intermediaries", with the understanding, that the Intermediary shall, lend or invest on behalf of the company or provide any guarantee or security on its behalf.

Also, no funds have been received by the company from any entities ("Funding Parties"), with the understanding that the company shall lend or invest in other entities on behalf of the Funding Party.

v. The final dividend paid by the Company during the financial year ended 31st March, 2026 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in accounting software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements of record retention.

**For B.M. CHATURVEDI & Co.**
Chartered Accountants
ICAI FRN: 114317W

**Kartik Agrawal**
Partner
ICAI MN. 463529
UDIN: 26463529XLYDQP3184
Date: 08th May, 2026
Place: Kanpur

## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

As required under Companies (Auditor's Report) Order, 2020 **(CARO 2020)** and referred to in paragraph 1 under Report on Other Legal and Regulatory Requirements of our report to the members of **DAPS Advertising Limited** ("the Company") for the year ended **31st March, 2026**.

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i) (a) In respect of property, plant and equipment including investment property: -

A. The company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

B. The Company has maintained proper records showing full particulars of Intangible Assets.

(b) The Company has a regular program of physical verification of assets covered under property, plant and equipment in a phased manner over a period of three years, which in our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties disclosed under the head of Property, Plant and Equipment in the financial statements are held in the name of the Company.

(d) The Company has not revalued any of its Property, Plant and Equipment during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2026 under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder.

ii) In respect of Inventories:

(a) The Company does not have any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) The company has not been sanctioned working capital limits in excess of five crore rupees, and there is no any requirement of filing of quarterly returns and statements with banks and financial institutions therefore the clause(ii)(b) of the order is not applicable.

iii) The company has made investments in, provided guarantee or security and granted loans and advances in the nature of unsecured loans repayable on demands with no schedule repayment date stipulated to companies, firms, related parties and other parties.

(a)

(A) The Company not have subsidiary, join venture or associate hence reporting under clause 3(iii)(a)(A) is not applicable.

(B) The Company has provided advances of Rs. 2.25 Lakhs to parties other than subsidiaries, join ventures and associates during the year and balance outstanding of Rs. 31.61 Lakhs at the balance sheet date.

(b) According to management of the company investments made, guarantees provided, security given and on demand loans granted to related parties are prima facie not prejudicial to the company

(c) The Company has granted loans during the year to companies where the repayment of principal is on demand and payment of interest has been stipulated and the repayment or receipts are regular.

(d) There is no overdue amount in respect of loans granted to such parties.

(e) No loan, mentioned herein above, has been renewed or extended or fresh loans were granted to settle the overdue of existing loans given earlier to the same parties.

(f) Loans aggregating to Rs. 31.61Lakhs, equivalent to 40.20% of loans and advances has been provided to related parties as defined in section 2(76) of the Act being repayable on demand or without specifying any terms or period of repayment.

iv) The Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans and making investments, as applicable. The Company has not provided any guarantees and securities.

v) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposit) Rules 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

vi) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is not required to maintain cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148 (1) of the Act. Accordingly, reporting under clause 3(vi) of the Order is not applicable to the Company.

vii) a) According to the records of the company, the Company has been regular in depositing undisputed statutory dues, as applicable to the company with the appropriate authorities.

b) No undisputed amounts payable in respect of income tax, service tax and any other material statutory dues were in arrears as at 31st March, 2026, for a period of more than six months from the date they became payable.

viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961, as income during the year.

ix)

(a) According to the information and explanations given to us and as per the books and records examined by us, in our opinion, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender including the loans and interest thereon which are repayable on demand.

(b) The company has not been declared willful defaulter by any bank or financial institution or government or government authority.

(c) The money raised by way of term loans were applied for the purposes for which these are were obtained.

(d) Funds raised on short term basis, have not been utilized for long term purposes by the company.

(e) The company not have any subsidiary or associates; accordingly, clause 3(ix)(e) & 3(ix)(f) of the Order is not applicable.

x)

(a) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable

(b) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

xi)

(a) No material fraud by the company or on the company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, the company has not received any whistle-blower complaint during the year.

xii) The company is not a Nidhi company and hence reporting under clause (xii) of the order is not applicable.

xiii) All the transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.

xiv) (a) Based on information and explanations provided to us and our audit procedure, in our opinion, the Company has an internal audit system commensurate with the size of the Company and the nature of its business.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

xv) The company has not entered into any non-cash transactions with directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 Hence, reporting under clause 3 (xvi)(a), (b), (c) and (d) of the order is not applicable.

xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

xix) Based on the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, nothing has come to our attention, which caused us to believe that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

xx) There is no requirement to spent amount towards Corporate Social Responsibility (CSR) u/s 135 of the companies Act, 2013. Accordingly, reporting under clause 3(xx)(a) & 3(xx)(b) of the order are not applicable.

**For B.M. CHATURVEDI & Co.**
Chartered Accountants
ICAI FRN: 114317W

**Kartik Agrawal**
Partner
ICAI MN. 463529
UDIN: 26463529XLYDQP3184
Date: 08th May, 2026
Place: Kanpur

## ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the Act’) as referred to in paragraph 2(f) of ‘Report on Other Legal and Regulatory Requirements’ section.**

We have audited the internal financial controls over financial reporting of **DAPS Advertising Limited (“the Company”)** as of **31st March 2026** in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

**Management’s Responsibility for the Internal Financial Controls**

The Management and Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

(a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

(c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31st March, 2026**, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For B.M. CHATURVEDI & Co.**
Chartered Accountants
ICAI FRN: 114317W

**Kartik Agrawal**
Partner
ICAI MN. 463529
UDIN: 26463529XLYDQP3184
Date: 08th May, 2026
Place: Kanpur

# DAPS ADVERTISING LIMITED
## Balance Sheet As At 31st March, 2026

(Rs. in Lakhs)

| Particulars | Note No. | As At 31st March, 2026 | As At 31st March, 2025 |
|---|---|---|---|
| **Equity And Liabilities** | | | |
| **Shareholders' Fund** | | | |
| Share Capital | 2 | 517.49 | 517.49 |
| Reserve & Surplus | 3 | 1,284.14 | 1,159.07 |
| **Non-Current Liabilities** | | | |
| Long Term Borrowings | 4 | 1.32 | 7.18 |
| Deferred Tax Liabilities (Net) | 5 | 2.12 | 1.68 |
| **Current Liabilities** | | | |
| Short Term Borrowings | 6 | 141.35 | 5.65 |
| Trade Payables | 7 | | |
| a. To MSME | | - | - |
| b. Other than MSME | | 383.19 | 320.25 |
| Other Current Liabilities | 8 | 42.19 | 59.73 |
| Short Term Provisions | 9 | 26.65 | 15.75 |
| **Total** | | **2,398.45** | **2,086.80** |
| **Assets** | | | |
| **Non Current Assets** | | | |
| **Property, Plant and Equipment & Intangible Assets :** | 10 | | |
| Property, Plant & Equipment | | 258.56 | 242.38 |
| Intangible Assets | | 1.02 | 1.53 |
| Non Current Investments | 11 | 3.68 | 3.68 |
| Other Non Current Assets | 12 | 88.28 | 43.44 |
| **Current Assets** | | | |
| Trade Receivables | 13 | 947.33 | 861.38 |
| Cash and Cash Equivalents | 14 | 982.07 | 795.18 |
| Short Term Loans and Advances | 15 | 73.92 | 99.58 |
| Other Current Assets | 16 | 43.59 | 39.63 |
| **Total** | | **2,398.45** | **2,086.80** |

**Notes 1 to 24 form integral part of these financial statements**
**In terms of our report attached**

**For B. M. Chaturvedi & Co.**
**Chartered Accountants**
**ICAI FRN: 114317W**

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

**Kartik Agrawal**
**Partner**
**ICAI M. No. 463529**
**UDIN: 26463529XLYDQP3184**

**Akhilesh Chaturvedi**
**(Chairman & Director)**
**DIN : 00989785**

**Dharmesh Chaturvedi**
**(Managing Director)**
**DIN : 00989831**

**Date : 08th May, 2026**
**Place: Kanpur**

**Paresh Chaturvedi**
**(Director & CFO)**
**DIN : 00989858**

**Akanksha Agnihotri**
**(Company Secretary)**
**M.No. ACS- A79506**

## DAPS ADVERTISING LIMITED

### Statement of Profit and Loss for the Year ended on 31st March, 2026

(Rs. in Lakhs)

| Particulars | Note No. | Year ended 31st March 2026 | Year ended 31st March 2025 |
|---|---|---|---|
| **Income :** | | | |
| Revenue from Operations | **17** | 2,217.00 | 1,907.01 |
| Other Income | **18** | 54.40 | 51.82 |
| **Total Income** | | **2,271.40** | **1,958.83** |
| **Expenditure :** | | | |
| Cost of Services | **19** | 1,803.80 | 1,522.47 |
| Employee Benefits Expense | **20** | 146.26 | 143.09 |
| Finance Costs | **21** | 7.40 | 2.84 |
| Depreciation and Amortisation Expense | **10** | 32.61 | 27.43 |
| Other Expenses | **22** | 100.10 | 104.49 |
| **Total Expenses** | | **2,090.17** | **1,800.32** |
| **Profit/(Loss) Before Exceptional & Extraordinary Items and Tax** | | 181.23 | 158.51 |
| Exceptional Items | | - | - |
| **Profit/(Loss) from ordinary activities before Extraordinary Items and Tax** | | 181.23 | 158.51 |
| Extraordinary Items | | - | - |
| **Profit Before Tax** | | 181.23 | 158.51 |
| **Tax Expenses:** | | | |
| Current Tax | | 45.34 | 39.19 |
| Deferred Tax Charge/(Credit) | | 0.44 | 0.70 |
| | | **45.78** | **39.89** |
| **Profit for the Year** | | **135.45** | **118.62** |
| **Earning per equity share on Profit for the year (₹) - Basic & Diluted** | **23** | 2.62 | 2.29 |

**Notes 1 to 24 form integral part of these financial statements**
**In terms of our report attached**

**For B. M. Chaturvedi & Co.**
**Chartered Accountants**
**ICAI FRN: 114317W**

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

**Kartik Agrawal**
**Partner**
**ICAI M. No. 463529**
**UDIN: 26463529XLYDQP3184**

**Akhilesh Chaturvedi**
**(Chairman & Director)**
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**Dharmesh Chaturvedi**
**(Managing Director)**
**DIN : 00989831**

**Date : 08th May, 2026**
**Place: Kanpur**

**Paresh Chaturvedi**
**(Director & CFO)**
**DIN : 00989858**

**Akanksha Agnihotri**
**(Company Secretary)**
**M.No. ACS- A79506**

## DAPS ADVERTISING LIMITED

### Cash Flow Statement for the Year ended on 31st March, 2026

(Rs. in Lakhs)

| | Particulars | | Year Ended 31st March, 2026 | Year Ended 31st March, 2025 |
|---|---|---|---|---|
| **A.** | **CASH FLOW FROM OPERATING ACTIVITIES :** | | | |
| | Profit Before Tax | | **181.23** | **158.51** |
| | **Adjusted for :** | | | |
| | Depreciation & Amortisation Expenses | | 32.61 | 27.43 |
| | Interest Income | | (54.40) | (38.55) |
| | Finance Cost | | 7.40 | 2.84 |
| | **Operating Profit before Working Capital Changes** | **(i)** | **166.84** | **150.23** |
| | **Adjusted for :** | | | |
| | Increase/(Decrease) in Trade Payables | | 62.95 | 89.97 |
| | Increase/(Decrease) in Other Current Liabilities | | (17.55) | 21.46 |
| | Increase/(Decrease) in Provisions | | 11.33 | 10.00 |
| | (Increase)/Decrease in Trade Receivables | | (85.95) | 43.34 |
| | (Increase)/Decrease in Short Term Advances | | 25.66 | (2.80) |
| | (Increase)/Decrease in Other Current Assets | | (3.96) | 1.85 |
| | **Cash Flow from Operations** | **(ii)** | **(7.52)** | **163.82** |
| | **Cash Generated from Operations** | **(i+ii)** | **159.32** | **314.05** |
| | Income Tax | | (45.87) | (39.19) |
| | **Net Cash Flow from Operating Activities** | **(A)** | **113.45** | **274.86** |
| **B.** | **CASH FLOW FROM INVESTING ACTIVITIES :** | | | |
| | Purchase of Fixed Assets | | (48.28) | (48.94) |
| | Investment in Gold & Bullions | | - | (3.68) |
| | Interest Income | | 54.40 | 38.55 |
| | (Increase)/Decrease in Security Deposits | | (44.84) | 1.85 |
| | **Net Cash Flow used in Investing Activities** | **(B)** | **(38.72)** | **(12.22)** |
| **C.** | **CASH FLOW FROM FINANCING ACTIVITIES :** | | | |
| | Increase/(Decrease) in Long Term Borrowings | | (5.86) | (5.17) |
| | Increase/(Decrease) in Short Term Borrowings | | 135.71 | (0.01) |
| | Dividend Paid | | (10.29) | (7.76) |
| | Finance Cost | | (7.40) | (2.84) |
| | **Net Cash Flow generated from Financing Activities** | **(C)** | **112.16** | **(15.78)** |
| | **Net Increase/(Decrease) in Cash & Cash Equivalent** | **(A+B+C) = (D)** | 186.89 | 246.86 |
| | **Opening Cash and Cash Equivalents** | **(E)** | 795.18 | 548.32 |
| | **Closing Cash and Cash Equivalents** | **(D+E)** | 982.07 | 795.18 |

**Notes 1 to 24 form integral part of these financial statements**
**In terms of our report attached**

**For B. M. Chaturvedi & Co.**
**Chartered Accountants**
**ICAI FRN: 114317W**

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

**Kartik Agrawal**
**Partner**
**ICAI M. No. 463529**
**UDIN: 26463529XLYDQP3184**

**Akhilesh Chaturvedi**
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**Paresh Chaturvedi**
**(Director & CFO)**
**DIN : 00989858**

**Akanksha Agnihotri**
**(Company Secretary)**
**M.No. ACS- A79506**

**Date : 08th May, 2026**
**Place: Kanpur**

## 1 Summary of Material Accounting Policies and Other Explanatory Information

### A. Corporate Information

DAPS Advertising Limited ("the Company") is a BSE-SME Equity-listed Public Limited Company which incorporated in the 1999 vide certificate of incorporation dated 29th April, 1999 issued by the RoC-Kanpur. Subsequently the company changed from private limited to public limited with the fresh certificate of incorporation dated 20th September, 2018. Company engaged in the Advertising Business, it is an integrated wide range advertising agency offering advertising media services consisting of print media, electronic media and outdoor media services which covers advertisement modes such as newspapers, brochures, magazines, television channels, FM Channels and display of outdoor hoardings etc.

### B. Summary of Material Accounting Policies:

**(i) Basis of Preparation and Presentation of Financial Statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 ("the Act"). The financial statements have been prepared on accrual basis under the historical cost convention. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**(ii) Use of Estimates**

The preparation of the financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the year, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as at the date of financial statements. Examples of such estimates include the useful lives of tangible and intangible fixed assets, provision for doubtful debts/advances, future obligations in respect of retirement benefit plans etc. Future results could differ due to these estimates and the differences between the actual results and estimates are recognized in the year in which the results are known/materialize.

**(iii) Functional and Presentation Currency**

The financial Statements are presented in Indian Rupees which is also the Company's functional currency. All amounts have been rounded off to the nearest Lakhs, except as otherwise stated.

**(iv) Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash comprises cash on hand, demand deposits with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**(v) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. Revenue from sale of services is recognized, net of trade discounts. Sales exclude indirect taxes.

**(vi) Property, Plant & Equipment**

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and borrowings costs attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit and loss.

**(vii) Intangible Assets**

Intangible assets acquired separately are measured at cost of acquisition. Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The amortization of an intangible assets with a finite useful life reflects the manner in which the economic benefit is expected to be generated.

**(viii) Depreciation Methods, Estimated Useful Life and Residual Value**

The Company depreciates its Property, Plant & Equipment over the useful life in the manner prescribed in Schedule II to the Act. Depreciation is provided on pro-rata basis on written down value method using the rates arrived on the basis of useful life of assets specified in Part C of Schedule II to the Act except Computer Software on which depreciation is provided on SLM method. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Useful life considered for calculation of depreciation for various assets class are as follows:

| Assets | Useful Life | Assets | Useful Life |
|---|---|---|---|
| Guest House | 60 Years | Office Equipment | 05 Years |
| Machinery | 15 Years | Computer | 03 Years |
| Machinery (Electronic) | 10 Years | Furniture & Fixture | 10 Years |
| Vehicle | 08 Years | Computer Software | 05 Years (SLM) |

**(ix) Retirement and Employee Benefits**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss for the year in which the related service is rendered.

**(x) Borrowing Costs**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial year of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other Borrowing Costs are recognized in the Statement of Profit & Loss in the year in which they are incurred.

**(xi) Leases**

There is no assets taken by the Company on lease.

**(xii) Earnings per Share :**

Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding at the end of the year. There are no diluted potential equity shares.

**(xiii) Income Taxes :**

Tax expenses comprise current and deferred tax. Current tax comprises Company's tax liability for the current year as well as additional tax paid, if any, during the year in respect of earlier years on receipt of demand from the authorities. For computation of taxable income under the Income Tax Act, 1961, accrual basis of accounting has been adopted and consistently followed by the Company. Deferred tax assets and liabilities are computed on the basis of timing differences at the Balance Sheet date using the tax rate and tax laws that have been enacted or substantially enacted by the Balance Sheet date.

Deferred tax assets are recognized based on management estimates of reasonable certainty that sufficient taxable income will be available against which such deferred tax assets can be realized. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

**(xiv) Impairment of Assets :**

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment, if any, indication of impairment exists. An impairment loss is recognized for the amount by which the asset’s carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposable and value in use. The value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting years no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

**(xv) Provisions, Contingent Liabilities and Contingent Assets :**

The Company recognized a provision when there is a present obligation as a result of past event, and a reliable estimate can be made of the amount of the obligation. Provisions are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

The liabilities or obligations, which cannot be crystallized but loom in horizon, are disclosed as contingent liabilities. The Company has given a Bank & Corporate Guarantee of Rs. 75.00 Lakhs to Indian News Society (INS) from the ICICI Bank Ltd which is the part of the normal course of business activity of the Advertising Industry. The principal object of this INS (“Society”) to promote and safeguard the business interests of its members incidental to their publications and to take suitable steps in respect of such business as are affected by the action of Legislatures, Governments, Law Courts, Municipal and local bodies, and Associations or Organizations, commercial or formed for any other purpose.

Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized. A contingent asset is disclosed, in financial statements, where an inflow of economic benefits is probable. There is no Contingent Assets of the Company during the financial year.

**DAPS ADVERTISING LIMITED**

**Notes to the Financial Statements for the Year ended on 31st March, 2026**

| | | As At 31st March, 2026 | (Rs. in Lakhs) As At 31st March, 2025 |
|---|---|---|---|
| 2 | **SHARE CAPITAL** | | |
| | **Authorized Capital :** | | |
| | (1,00,00,000 (PY 55,00,000) Equity Shares of Rs.10/- each) | | |
| | **Issued, Subscribed & Paid-up Capital :** | | |
| | (51,74,900 Equity Shares of Rs. 10/- each) | 1,000.00 | 550.00 |
| | | 517.49 | 517.49 |
| | **Total** | **517.49** | **517.49** |

During the year, pursuant to the approval of the shareholders by way of an Ordinary Resolution passed at the General Meeting held on 30 August 2025, the Company increased its authorised share capital from ₹5,50,00,000 (Rupees Five Crore Fifty Lakh only) divided into 55,00,000 equity shares of ₹10 each to ₹10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 equity shares of ₹10 each.

**2.1. Rights, Preference and Restrictions attached to Shares**

The Company has only one class of equity shares having a par value of Rs. 10/- each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their share holding.

**2.2. Reconciliation of Equity Shares**

| | As At 31st March, 2026 | | As At 31st March, 2025 | |
|---|---|---|---|---|
| | No. of Shares | Amount (Rs. in Lakhs) | No. of Shares | Amount (Rs. in Lakhs) |
| Shares outstanding at beginning of the year | 51,74,900 | 517 | 51,74,900 | 517 |
| Add : Issue of Equity Shares during the year | - | - | - | - |
| Shares Outstanding at the end of the year | 51,74,900 | 517 | 51,74,900 | 517 |

**2.3. The Details of Shareholders holding more than 5% shares :**

| | As At 31st March, 2026 | | As At 31st March, 2025 | |
|---|---|---|---|---|
| Name of Shareholder | No. of Shares | % held | No. of Shares | % held |
| Akhilesh Chaturvedi | 6,65,300 | 12.86% | 6,65,300 | 12.86% |
| Dharmesh Chaturvedi | 6,65,300 | 12.86% | 6,65,300 | 12.86% |
| Paresh Chaturvedi | 5,67,800 | 10.97% | 5,67,800 | 10.97% |
| Babita Chaturvedi | 2,87,500 | 5.56% | 2,87,500 | 5.56% |
| Shakti Chaturvedi | 4,22,500 | 8.16% | 4,22,500 | 8.16% |
| Archana Chaturvedi | 4,06,000 | 7.85% | 4,06,000 | 7.85% |

**2.4. Shares held by the promoter at the end of the year**

| Name of Promoters | No. of Shares | % of Total Shares | % Change during the year |
|---|---|---|---|
| Akhilesh Chaturvedi | 6,65,300 | 12.86 | - |
| Dharmesh Chaturvedi | 6,65,300 | 12.86 | - |
| Paresh Chaturvedi | 5,67,800 | 10.97 | - |
| **Total** | **18,98,400** | **36.68** | - |

| | | As At 31st March, 2026 | (Rs. in Lakhs) As At 31st March, 2025 |
|---|---|---|---|
| 3 | **RESERVES & SURPLUS** | | |
| | **Securities Premium** | | |
| | Opening Balance | 279.91 | 279.91 |
| | **Profit & Loss Account :** | | |
| | Opening Balance | 879.16 | 768.30 |
| | Add: Profit for the Year | 135.45 | 118.62 |
| | Less : Earlier Year Tax | (0.09) | - |
| | Less : Final Dividend | (10.29) | (7.76) |
| | | **1,004.23** | **879.16** |
| | **Total** | **1,284.14** | **1,159.07** |

**DAPS ADVERTISING LIMITED**
**Notes to the Financial Statements for the Year ended on 31st March, 2026**

(Rs. in Lakhs)

| | As At 31st March, 2026 | As At 31st March, 2025 |
|---|---|---|
| **4 LONG TERM BORROWINGS** | | |
| **(i) Term Loan** | | |
| **(A) From Banks** | | |
| **I. Secured** | | |
| **(a) Loans from Banks** | | |
| Central Bank of India | | |
| (i) Vehicle Loan* | - | 1.96 |
| **(B) From Others** | | |
| **I. Secured** | | |
| **(a) Loans from NBFCs** | | |
| Toyota Financial Services India Ltd. | | |
| (i) Vehicle Loan* | 1.32 | 5.22 |
| **Total** | **1.32** | **7.18** |

***The Vehicle Loans is secured by vehicle only.**

(Rs. in Lakhs)

| | As At 31st March, 2026 | As At 31st March, 2025 |
|---|---|---|
| **5 DEFERRED TAX LIABILITIES** | | |
| Arising on account of depreciation due to timing difference | 2.12 | 1.68 |
| **Total** | **2.12** | **1.68** |

(Rs. in Lakhs)

| | As At 31st March, 2026 | As At 31st March, 2025 |
|---|---|---|
| **6 SHORT TERM BORROWINGS** | | |
| **Loan Repayable On Demand** | | |
| **From Banks :** | | |
| **Secured :** | | |
| ICICI Bank Limited | 135.54 | - |
| **Current Maturities of Long Tem Borrowing** | | |
| **(A) From Banks :** | | |
| **Secured :** | | |
| Central Bank of India | | |
| (i) Vehicle Loan* | 1.91 | 2.07 |
| **(B) From Others :** | | |
| **Loans from NBFCs :** | | |
| **Secured :** | | |
| Toyota Financial Services India Ltd. | | |
| (i) Vehicle Loan* | 3.90 | 3.58 |
| **Total** | **141.35** | **5.65** |

Short term borrowings from ICICI Bank Ltd. represents a working capital overdraft facility sanctioned up to Rs. 4.00 Crore, secured by charge on specified immovable properties of the Company and supported by personal guarantees of directors/promoters. The facility carries interest linked to the RBI Repo Rate plus applicable spread and is repayable on demand.

**DAPS ADVERTISING LIMITED**

**Notes to the Financial Statements for the Year ended on 31st March, 2026**

(Rs. in Lakhs)

| | | As At 31st March, 2026 | As At 31st March, 2025 |
|---|---|---|---|
| **7** | **TRADE PAYABLES** | | |
| | MSME | - | - |
| | Others | 383.19 | 320.25 |
| | **Total** | **383.19** | **320.25** |

**Trade Payables Ageing Schedule :**

**As on 31st March, 2026**

(Rs. in Lakhs)

| | Outstanding for following periods from due date of payment | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 Years | 2-3 years | More than 3 years | |
| MSME | - | - | - | - | - |
| Others | 334.69 | - | 1.10 | 47.40 | 383.19 |

**As on 31st March, 2025**

(Rs. in Lakhs)

| | Outstanding for following periods from due date of payment | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 Years | 2-3 years | More than 3 years | |
| MSME | - | - | - | - | - |
| Others | 267.52 | 4.65 | 0.68 | 47.40 | 320.25 |

(Rs. in Lakhs)

| | | As At 31st March, 2026 | As At 31st March, 2025 |
|---|---|---|---|
| **8** | **OTHER CURRENT LIABILITIES** | | |
| | Statutory Dues Payable | 12.38 | 27.92 |
| | Deal Advance Received | 29.80 | 31.81 |
| | **Total** | **42.19** | **59.73** |

(Rs. in Lakhs)

| | | As At 31st March, 2026 | As At 31st March, 2025 |
|---|---|---|---|
| **9** | **SHORT TERM PROVISIONS** | | |
| | Provision for Salary | 8.62 | 5.67 |
| | Provision for Other Expenses | 18.03 | 10.08 |
| | **Total** | **26.65** | **15.75** |

**DAPS ADVERTISING LIMITED**

**Notes to the Financial Statements for the Year ended on 31st March, 2026**

## 10 Property, Plant and Equipment

(Rs. in Lakhs)

| Particulars | GROSS BLOCK | | | | DEPRECIATION / AMORTISATION | | | | NET BLOCK | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As At 01.04.2025 | Addition | Deduction/ Adjustment | As At 31.03.2026 | As At 01.04.2025 | For the Year | Deduction/ Adjustment | Upto 31.03.2026 | As At 31.03.2026 | As At 31.03.2025 |
| **Tangible Assets :** | | | | | | | | | | |
| Guest House | 199.03 | - | - | 199.03 | 37.16 | 7.88 | - | 45.05 | 153.98 | 161.86 |
| Advertising Equipments | 49.61 | 42.69 | - | 92.30 | 9.45 | 9.34 | - | 18.79 | 73.51 | 40.16 |
| Vehicles | 57.20 | - | - | 57.20 | 41.68 | 4.76 | - | 46.43 | 10.77 | 15.53 |
| Office Equipments | 31.20 | 3.10 | - | 34.31 | 22.90 | 4.60 | - | 27.50 | 6.81 | 8.31 |
| Computer | 13.93 | 0.82 | - | 14.75 | 11.75 | 1.46 | - | 13.21 | 1.53 | 2.18 |
| Furniture & Fixture | 18.98 | 1.67 | - | 20.64 | 4.63 | 4.05 | - | 8.68 | 11.96 | 14.35 |
| **Total Rs. (A)** | **369.94** | **48.28** | **-** | **418.23** | **127.56** | **32.10** | **-** | **159.67** | **258.56** | **242.38** |
| **Intangible Assets :** | | | | | | | | | | |
| Computer Software | 5.00 | - | - | 5.00 | 3.47 | 0.51 | - | 3.98 | 1.02 | 1.53 |
| **Total Rs. (B)** | **5.00** | **-** | **-** | **5.00** | **3.47** | **0.51** | **-** | **3.98** | **1.02** | **1.53** |
| | | | | | | | | | | |
| **Total Rs. (A+B)** | **374.94** | **48.28** | **-** | **423.23** | **131.04** | **32.61** | **-** | **163.65** | **259.58** | **243.90** |
| | | | | | | | | | | |
| **Previous Year** | **326.00** | **48.94** | **-** | **374.94** | **103.60** | **27.43** | **-** | **131.04** | **243.90** | **222.40** |

10.1 The title deeds of all the immovable properties disclosed in the financial statements included in property, plant and equipment are held in the name of the Company as at the balance sheet date.

10.2 The Company has not revalued any of its Property, Plant and Equipment during the year.

**DAPS ADVERTISING LIMITED**

**Notes to the Financial Statements for the Year ended on 31st March, 2026**

(Rs. in Lakhs)

| | As At 31st March, 2026 | As At 31st March, 2025 |
|---|---|---|
| **11 NON-CURRENT INVESTMENTS** | | |
| **Other Investments** | | |
| Investment in Gold & Bullion | 3.68 | 3.68 |
| | **3.68** | **3.68** |

(Rs. in Lakhs)

| | As At 31st March, 2026 | As At 31st March, 2025 |
|---|---|---|
| **12 OTHER NON CURRENT ASSETS** | | |
| **Security Deposits** | | |
| Unsecured, considered good | | |
| Other Deposits | 78.28 | 43.44 |
| Advance for Capital Goods | 10.00 | - |
| **Total** | **88.28** | **43.44** |

(Rs. in Lakhs)

| | As At 31st March, 2026 | As At 31st March, 2025 |
|---|---|---|
| **13 TRADE RECEIVABLES** | | |
| **Undisputed Trade Receivables** | | |
| Unsecured Considered Good | 947.33 | 861.38 |
| **Total** | **947.33** | **861.38** |

**Trade Receivables Ageing Schedule**

**As on 31st March, 2026** (Rs. in Lakhs)

| | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | **Less than 6 months** | **6 months - 1 year** | **1-2 Years** | **2-3 years** | **> 3 years** | **Total** |
| Undisputed Trade Receivables Considered Good | 551.65 | 136.93 | 202.46 | 20.79 | 35.49 | **947.33** |

**As on 31st March, 2025** (Rs. in Lakhs)

| | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | **Less than 6 months** | **6 months - 1 year** | **1-2 Years** | **2-3 years** | **> 3 years** | **Total** |
| Undisputed Trade Receivables Considered Good | 541.63 | 112.87 | 164.98 | 11.28 | 30.62 | **861.38** |

(Rs. in Lakhs)

| | As At 31st March, 2026 | As At 31st March, 2025 |
|---|---|---|
| **14 CASH AND CASH EQUIVALENTS** | | |
| Balances with Bank | 317.27 | 456.22 |
| Fixed Deposits | 649.30 | 153.06 |
| Cash on Hand | 15.50 | 19.15 |
| Fixed Deposits (More than 12 months maturity) | - | 166.75 |
| **Total** | **982.07** | **795.18** |

(Rs. in Lakhs)

| | As At 31st March, 2026 | As At 31st March, 2025 |
|---|---|---|

**DAPS ADVERTISING LIMITED**

**Notes to the Financial Statements for the Year ended on 31st March, 2026**

| | | | |
|---|---|---|---|
| **15** | **SHORT TERM LOANS AND ADVANCES** | | |
| | **(Unsecured Considered Good)** | | |
| | Advance Income Tax & TDS/TCS (Net of Provision) | (4.72) | 1.75 |
| | Loan & Advances to Related Parties | 29.37 | 36.83 |
| | Other Short Term Loans & Advances | 49.28 | 61.00 |
| | **Total** | **73.92** | **99.58** |

The Company has granted loan and advances to the related parties covered under section 185 of the Companies Act, 2013 and the Company has complied with the provisions of section 185 for the same.

| Particulars | As At 31st March, 2026 | | As At 31st March, 2025 | |
|---|---|---|---|---|
| | Amount of Loans & Advances (Rs. in Lakhs) | % of the Total Loans & Advances | Amount of Loans & Advances (Rs. in Lakhs) | % of the Total Loans & Advances |
| Arpita Media Pvt. Ltd. | 7.20 | 9.16% | 6.70 | 6.85% |
| Zellora Online Pvt. Ltd. | 22.16 | 28.18% | 30.13 | 30.80% |
| Mediatec Webworks | 2.25 | 2.86% | - | - |
| | **31.61** | **40.20%** | **36.83** | **37.65%** |

(Rs. in Lakhs)

| | | As At 31st March, 2026 | As At 31st March, 2025 |
|---|---|---|---|
| **16** | **OTHER CURRENT ASSETS** | | |
| | TDS Recoverable from NBFCs | - | 0.72 |
| | Advance given to Suppliers | 5.76 | 1.61 |
| | Advance given to Staff | 1.35 | 1.33 |
| | GST Credit Receivable | 0.29 | 0.58 |
| | Deal Advance | 35.87 | 34.63 |
| | Prepaid Expenses | 0.33 | 0.76 |
| | **Total** | **43.59** | **39.63** |

(Rs. in Lakhs)

| | | Year ended 31st March 2026 | Year ended 31st March 2025 |
|---|---|---|---|
| **17** | **REVENUE FROM OPERATIONS** | | |
| | Sale of Services | 2,157.10 | 1,887.21 |
| | Commission/Service Charges Received | 59.90 | 19.80 |
| | **Total** | **2,217.00** | **1,907.01** |

(Rs. in Lakhs)

| | | Year ended 31st March 2026 | Year ended 31st March 2025 |
|---|---|---|---|
| **18** | **OTHER INCOME** | | |
| | Interest From Bank Deposits | 46.75 | 32.75 |
| | Interest From Loan | 2.76 | 5.52 |
| | Incentive Received | - | 10.62 |
| | Interest on Itax Refund | 0.53 | 0.28 |
| | Rebate & Discounts | 2.14 | 0.43 |
| | Income From House Property | 2.22 | 2.22 |
| | **Total** | **54.40** | **51.82** |

(Rs. in Lakhs)

| | | Year ended 31st March 2026 | Year ended 31st March 2025 |
|---|---|---|---|
| **19** | **COST OF SERVICES** | | |
| | Payments for Advertising Business | 1803.80 | 1522.47 |
| | **Total** | **1803.80** | **1522.47** |

(Rs. in Lakhs)

| | | Year ended 31st March 2026 | Year ended 31st March 2025 |
|---|---|---|---|
| **20** | **EMPLOYEE BENEFITS EXPENSES** | | |
| | Salary & Wages | 36.04 | 32.53 |
| | Bonus | 1.60 | 1.60 |
| | Directors' Remuneration | 108.00 | 108.00 |
| | Staff Welfare | 0.50 | 0.83 |
| | ESI Contribution | 0.13 | 0.13 |
| | **Total** | **146.26** | **143.09** |

**DAPS ADVERTISING LIMITED**

**Notes to the Financial Statements for the Year ended on 31st March, 2026**

(Rs. in Lakhs)

| | Year ended 31st March 2026 | Year ended 31st March 2025 |
|---|---|---|
| **21 FINANCE COSTS** | | |
| Interest Expense | 7.40 | 2.84 |
| **Total** | **7.40** | **2.84** |

(Rs. in Lakhs)

| | Year ended 31st March 2026 | Year ended 31st March 2025 |
|---|---|---|
| **22 OTHER EXPENSES** | | |
| **Establishment Expenses :** | | |
| Bank Charges | - | 0.59 |
| Payment to Statutory Auditors : | | |
| Audit Fees | 1.85 | 1.00 |
| Certification & Other Professional Charges | 0.09 | 0.77 |
| Business Promotion | 4.98 | 15.99 |
| Board / General Meeting Expenses | 0.90 | 0.23 |
| Commission | 7.95 | 13.25 |
| Computer Expenses | 1.01 | 0.68 |
| Conveyance Expenses | 0.09 | 1.28 |
| Electricity Expenses | 7.20 | 4.48 |
| Insurance Charges | 1.02 | 1.10 |
| Membership Fees | 1.02 | 0.12 |
| Office Expenses | 5.27 | 1.95 |
| Office Rent | 27.88 | 23.40 |
| Printing and Stationery | 0.44 | 0.47 |
| Legal & ROC Expenses | 0.34 | 0.07 |
| Professional Charges | 13.03 | 3.85 |
| Rebate & Discounts | 0.08 | 0.80 |
| Repair and Maintenance | 2.36 | 3.26 |
| Rates & Taxes | - | 0.32 |
| Donation | 0.51 | - |
| Sitting Fees | 1.40 | 1.60 |
| Security Fee & Charges | 4.22 | 0.85 |
| Software/Web Expenses | 4.53 | 8.89 |
| Travelling Expenses | 7.15 | 8.97 |
| Telephone & Internet Expenses | 1.96 | 1.60 |
| Vehicle Running & Maintenance | 4.83 | 8.97 |
| **Total** | **100.10** | **104.49** |

| | Year ended 31st March 2026 | Year ended 31st March 2025 |
|---|---|---|
| **23 EARNING PER SHARE (EPS)** | | |
| i. Net Profit after tax as per Statement of Profit & Loss attributable to Equity Shareholders | 135.45 | 118.62 |
| ii. Weighted Average number of equity shares used as denominator for calculating EPS | 51,74,900 | 51,74,900 |
| iii. Basic and Diluted Earning per Share | 2.62 | 2.29 |
| iv. Adjusted earning per share for previous year | - | - |
| iv. Face Value per equity share | 10.00 | 10.00 |

**24 OTHER NOTES**

**A** The indicators listed in paragraph 8 to 10 of Accounting Standard (AS-28) "Impairment of Assets" issued by the Institute of Chartered Accountants of India have been examined and on such examination, it has been found that none of these indicators are present in case of the Company after taking into consideration derecognized assets.

**DAPS ADVERTISING LIMITED**

**Notes to the Financial Statements for the Year ended on 31st March, 2026**

**B** In the opinion of the Board, Current Assets and Loans & Advances would have a value on realization in the ordinary course of business at least equal to the amount at which they were stated in the Financial Statements.

**C** Information as required under Notification No. GSR 719(E) dt. 16.11.2007 issued by the Department of Company Affairs in respect of total amount payable and amount of interest thereon paid during the year and payable at the end of the year to the sundry creditors has not been disclosed as the relevant information has not been made available by the respective enterprises as regards to their status/classification into Micro, Small and Medium Enterprises.

**D Related Party disclosure under Accounting Standard – 18**

**List of related parties with relationships and transactions that have taken place**

**Entities over which key managerial personnel/entities of same group are able to exercise significant influence**

(i) Arpita Media Private Limited
(ii) Zellora Online Private Limited
(iii) Mediatec Webworks

**Key Management**

| | | |
|---|---|---|
| (i) | Mr. Akhilesh Chaturvedi | Whole Time Director |
| (ii) | Mr. Dharmesh Chaturvedi | Managing Director |
| (iii) | Mr. Paresh Chaturvedi | CFO cum Whole Time Director |
| (iv) | Ms. Srishti Chaturvedi | Non-Executive Director |
| (v) | Mrs. Vinny Saxena | Company Secretary (upto 16.08.2025) |
| (vi) | Ms. Mansi Bajpai | Company Secretary (w.e.f. 14.11.2025 to 19.01.2026) |
| (vii) | Ms. Akanksha Agnihotri | Company Secretary (w.e.f. 11.03.2026) |

**Relative of Key Management Personnel**

(i) Mrs. Sudha Chaturvedi
(ii) Mrs. Babita Chaturvedi
(iii) Mrs. Shakti Chaturvedi
(iv) Mrs. Archana Chaturvedi
(v) Mr. Shuddhatm Chaturvedi

**Transactions with Related Parties:**

**(Rs. in Lakhs)**

| Name of the transacting related party | Description of the relationship between the parties | Description of the nature of transactions | Volume of the transactions* | The amounts outstanding at the balance sheet date |
|---|---|---|---|---|
| Akhilesh Chaturvedi | Whole Time Director | Remuneration | Rs. 36.00 (PY Rs. 36.00) | Rs. 0.82 (PY Rs. 1.19) |
| Dharmesh Chaturvedi | Managing Director | Remuneration | Rs. 36.00 (PY Rs. 36.00) | Rs. 1.11 (PY Rs. Nil) |
| Paresh Chaturvedi | (CFO cum Whole Time Director) | Remuneration | Rs. 36.00 (PY Rs. 36.00) | Rs. 2.99 (PY Rs. Nil) |
| Sudha Chaturvedi | Relative of KMP | Rent | Rs. 9.00 (PY Rs. 9.00) | Rs. 5.07 (PY Rs. 0.37) |
| Babita Chaturvedi | Relative of KMP | Rent | Rs. 4.8 (PY Rs. 4.8) | Rs. 3.44 (PY Rs. 1.67) |
| Shakti Chaturvedi | Relative of KMP | Rent | Rs. 4.8 (PY Rs. 4.8) | Rs. 3.44 (PY Rs. 2.09) |
| Archana Chaturvedi | Relative of KMP | Rent | Rs. 4.8 (PY Rs. 4.8) | Rs. 3.44 (PY Rs. 2.09) |
| Shuddhatm Chaturvedi | Relative of KMP | Salary | Rs. 9.6 (PY Rs. 8.4) | Rs. 1.37 (PY Rs. 2.69) |
| Srishti Chaturvedi | Non-Executive Director | Sitting Fees | Rs. 0.16 | Rs. 0.11 |
| Akanksha Agnihotri | Company Secretary | Remuneration | Rs. 1.51 | Rs. 0.29 |
| Mansi Bajpai | Company Secretary | Remuneration | Rs. 0.04 | Rs. Nil |
| Vinny Saxena | Company Secretary | Remuneration | Rs. 1.45 | Rs. Nil |
| Mediatec Webworks | Relative of KMP is Proprietor | Professional Charges | Rs. Nil (PY Rs. 3.5) | Rs. 2.25 (PY Rs. Nil) |
| | | Loan & Advances (Given) | Rs. 2.25 (PY Rs. Nil) | |
| Arpita Media Pvt. Ltd. | Relative of KMP is Director in Co. | Loan & Advances (Repaid) | Rs. Nil (PY Rs. 45.26) | Rs. 7.20 (PY Rs. 6.70) |
| | | Interest | Rs. 0.5 (PY Rs. 3.4) | |
| | | Purchase of PPE | Rs. Nil (PY Rs. 45.26) | |
| Zellora Online Pvt. Ltd. | Relative of KMP is Director in Co. | Loan & Advances (Repaid) | Rs. 10.23 (PY Rs. Nil) | Rs. 22.16 (Rs. 30.13) |
| | | Interest | Rs. 2.16 (PY Rs. 2.12) | |

**E Corporate Social Responsibility:**
The Company is not covered under section 135 of Companies Act, 2013 for Corporate Social Responsibility, hence, not applicable to the Company.

**F Events after the Reporting Period**
No adjusting or significant non-adjusting events have occurred between the reporting date (31st March, 2026) and date of approval of these financial statements (08th May, 2026).

**G Deferred Tax**
In compliance with AS-22 relating to "Accounting for Taxes on Income" issued by ICAI, the deferred tax liability accruing during the year has been recognized in the Profit and Loss Account.

**Major components of Deferred Tax Liability/Assets are as follows:**

| Particulars | Balance as on 1st April, 2025 | Arising during the | Balance as on 31st March, 2026 |
|---|---|---|---|
| Deferred Tax Liability/Asset on account of timing difference in depreciation | 1.68 | 0.44 | 2.12 |
| **Total** | **1.68** | **0.44** | **2.12** |

**H** The Board of Directors, in its meeting on 08th May, 2026, has recommended a final dividend of Rs. 0.25 per Equity Share for the financial year ended 31st March, 2026. The recommendation is subject to the approval of shareholders at the ensuing Annual General Meeting and if approved would result in a cash outflow of approximately Rs. 12.94 Lakhs.

**I** As per MCA Notification dated 16th February, 2015, the companies whose shares are listed on SME platform as referred to in chapter XB of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2009 are exempted from the compulsory requirement of adoption of IND-AS. As the company is covered under the exempted category, it has not adopted IND-AS for preparation of financial statements.

**J** The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.

**K** As and when required returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

**L** The Company is not declared wilful defaulter by any bank or financials institution or lender during the year.

**M** The Company does not have any transactions with companies which are struck off.

**N** The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

**O** The Company has no layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

**P Ratio Analysis:**

| S. No | Particulars | 31.03.2026 | 31.03.2025 | % of Change | Reason for Change |
|---|---|---|---|---|---|
| 1 | Current Ratio | 3.45 times | 4.47 times | -22.90% | |
| 2 | Debt Equity Ratio | 0.08% | 0.01% | 934.63% | The increase in the debt-equity ratio during the year is primarily attributable to higher short-term borrowings arising from utilisation of the Company's overdraft facility for working capital requirements. |
| 3 | Debt Service Coverage Ratio | 35.70 times | 33.48 times | 6.63% | |
| 4 | Return on Equity | 7.79% | 7.32% | 6.45% | |
| 5 | Inventory Turnover Ratio | NA | NA | NA | |
| 6 | Trade Receivable Turnover Ratio | 2.45 times | 2.16 times | 13.52% | |
| 7 | Trade Payable Turnover Ratio | 5.13 times | 5.53 times | -7.28% | |
| 8 | Net Capital Turnover Ratio | 1.56 times | 1.41 times | 10.45% | |
| 9 | Net Profit Ratio | 6.11% | 6.22% | -1.77% | |
| 10 | Return on Capital Employed | 10.45% | 9.57% | 9.16% | |
| 11 | Return on Investment | 52.18% | 48.63% | 7.30% | |

**DAPS ADVERTISING LIMITED**
**Notes to the Financial Statements for the Year ended on 31st March, 2026**

**Formula for Computation of Ratios are as follows:**

| S. No | Particulars | Numerator | Denominator |
|---|---|---|---|
| 1 | Current Ratio | Current Assets | Current Liabilities |
| 2 | Debt Equity Ratio | Outstanding Borrowings | Shareholder's Equity |
| 3 | Debt Service Coverage Ratio | Profit Before Tax+Interest+Depreciation | Interest + Principal Repayments |
| 4 | Return on Equity | Net Profit after taxes | Average Shareholder's Equity |
| 5 | Inventory Turnover Ratio | Net Sales | Average Inventory |
| 6 | Trade Receivable Turnover Ratio | Net Credit Sales | Average Account Receivables |
| 7 | Trade Payable Turnover Ratio | Cost of Services | Average Trade Payables |
| 8 | Net Capital Turnover Ratio | Net Sales | Average Working Capital |
| 9 | Net Profit Ratio | Net Profit | Net Sales |
| 10 | Return on Capital Employed | Earnings before Interest and Taxes | Net Worth + Total Debt |
| 11 | Return on Investment | Net Profit after taxes | Net Block of PPE |

**Q** The Company has not advanced or loaned or invested funds, either from borrowed funds or share premium or any other sources or kind of funds, to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall :

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or
b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

**R** The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

**S** The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**T** Figures of previous year have be re-grouped or re-arranged to make them comparable with figures of current reporting year.

**For B. M. Chaturvedi & Co.**
**Chartered Accountants**
**ICAI FRN: 114317W**

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

**Kartik Agrawal**
**Partner**
**ICAI M. No. 463529**
**UDIN: 26463529XLYDQP3184**

**Akhilesh Chaturvedi**
**(Chairman & Director)**
**DIN : 00989785**

**Dharmesh Chaturvedi**
**(Managing Director)**
**DIN : 00989831**

**Date : 08th May, 2026**
**Place: Kanpur**

**Paresh Chaturvedi**
**(Director & CFO)**
**DIN : 00989858**

**Akanksha Agnihotri**
**(Company Secretary)**
**M.No. ACS- A79506**

**DAPS ADVERTISING LIMITED**
**128, Clyde House, Office No. 9-B, The Mall, Kanpur- 208001**
**CIN: L51109UP1999PLC024389; Email: daps.transfer@gmail.com**
**Website: www.dapsadvertising.com; Tel No: 0512-2302770, 8115076766**

# NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of DAPS Advertising Limited will be held on Saturday, 19th September, 2026 at the Pristine Hotel, 111/18A. GT Road, Harsh Nagar, Kanpur, Uttar Pradesh 208012 at 01:00 P.M. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the company for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon.

2. To declare a Final Dividend of Rs. 0.25 per Equity Share of face value of Rs. 10 each of the company, for the Financial Year ended March 31, 2026.

3. To reappoint Mr. Akhilesh Chaturvedi (DIN: 00989785) who retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks reappointment.

4. To re-appoint Ms. Shrishti Chaturvedi (DIN: 08225434) who retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks reappointment.

**SPECIAL BUSINESS**

5. **To confirm change in designation of Ms. Srishti Chaturvedi (DIN: 08225434) from non-executive director to executive director of the Company.**

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), approval of the members be and is hereby accorded for change in designation of Ms. Srishti Chaturvedi (DIN: 08225434) from Non-Executive Director to Executive Director of the Company, with effect from 1st April, 2026, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter and revise the terms and conditions of appointment and remuneration of Ms. Shristi Chaturvedi (DIN: 08225434), within the limits prescribed under the Companies Act, 2013 and applicable rules, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

The remuneration paid to the director after change in designation will be as follows:

| | |
|---|---|
| Salary Exclusive of all allowances | Rs. 50,000/-per month |
| Retirement Benefits | A. Gratuity, if and whenever applicable to the company under the Gratuity Laws, shall be subject to the provisions of the Companies Act, 2013.<br><br>B. Earned leave on full pay and allowances as per the rules of the Company, leaves accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on the perquisites. |
| Other Benefits | A. Entitlement to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company.<br><br>B. Eligibility for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the Companies Act, 2013 |
| Minimum Remuneration | The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Section 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.<br><br>Provided that where in any financial year, the Company has no profits or its profit are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the appointee as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under the law. |

6. **To confirm fixation in remuneration of Mr. Akhilesh Chaturvedi (DIN-00989785) as the Chairman cum Wholetime Director of the Company.**

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

"**RESOLVED THAT** in accordance with the provisions of the Section 196,197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Article of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to other requisite approvals as may be necessary, consent of the members be and is hereby accorded for revision in the remuneration of Mr. Akhilesh Chaturvedi (DIN: 00989785), Chairman cum Wholetime Director, in such manner and on such terms and conditions as may be determined by the Board from time to time, for the period of 3 years with effect from 01st April, 2026.

The remuneration paid to the director will be as such:

| | |
|---|---|
| Salary Exclusive of all allowances | Rs. 3,00,000/-per month |
| Retirement Benefits | A. Gratuity, if and whenever applicable to the company under the Gratuity Laws, shall be subject to the provisions of the Companies Act, 2013.<br><br>B. Earned leave on full pay and allowances as per the rules of the Company, leaves accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on the perquisites. |
| Other Benefits | A. Entitlement to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company.<br><br>B. Eligibility for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the Companies Act, 2013 |
| Minimum Remuneration | The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Section 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.<br><br>Provided that where in any financial year, the Company has no profits or its profit are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the appointee as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under the law. |

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Akhilesh Chaturvedi (DIN: 989785), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate vary, alter or revise the remuneration and perquisites payable to the Executive Director from time to time within the limits prescribed under the Companies Act, 2013 and Schedule V thereto and to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

**7. <u>To confirm fixation in remuneration of Mr. Dharmesh Chaturvedi (DIN-00989831) as the Managing Director of the Company.</u>**

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

"**RESOLVED THAT** in accordance with the provisions of the Section 196,197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Article of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to other requisite approvals as may be necessary, consent of the members be and is hereby accorded for revision in the remuneration of Mr. Dharmesh Chaturvedi (DIN: 00989831), Managing Director, in such manner and on such terms and conditions as may be determined by the Board from time to time, for the period of 3 years with effect from 01st April, 2026.

The remuneration paid to the director will be as such:

| | |
|---|---|
| Salary Exclusive of all allowances | Rs. 3,00,000/-per month |
| Retirement Benefits | A. Gratuity, if and whenever applicable to the company under the Gratuity Laws, shall be subject to the provisions of the Companies Act, 2013.<br><br>B. Earned leave on full pay and allowances as per the rules of the Company, leaves accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on the perquisites. |

| | |
|---|---|
| Other Benefits | A. Entitlement to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company.<br><br>B. Eligibility for Housing, Education and medical Loan and other Loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the companies Act, 2013 |
| Minimum Remuneration | The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Section 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.<br><br>Provided that where in any financial year, the Company has no profits or its profit are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the appointee as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under the law. |

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Dharmesh Chaturvedi (DIN: 00989831), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate vary, alter or revise the remuneration and perquisites payable to the Executive Director from time to time within the limits prescribed under the Companies Act, 2013 and Schedule V thereto and to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

**8. To confirm fixation in remuneration of Mr. Paresh Chaturvedi (DIN-00989858) as the Whole time Director of the Company.**

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

"**RESOLVED THAT** in accordance with the provisions of the Section 196,197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Article of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to other requisite approvals as may be necessary, consent of the members be and is hereby accorded for revision in the remuneration of Mr. Paresh Chaturvedi (DIN: 00989858), Whole time Director, in such manner and on such terms and conditions as may be determined by the Board from time to time, for the period of 3 years with effect from 01st April, 2026.

The remuneration paid to the director will be as such:

| | |
|---|---|
| Salary Exclusive of all allowances | Rs. 3,00,000/-per month |
| Retirement Benefits | A. Gratuity, if andwhenever applicable to the company under the Gratuity Laws, shall be subject to the provisions of the Companies Act, 2013.<br><br>B. Earned leave on full pay and allowances as per the rules of the Company, leaves accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on the perquisites. |
| Other Benefits | A. Entitlement to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company.<br><br>B. Eligibility for Housing, Education and medical Loan and other Loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the companies Act, 2013 |

| | |
|---|---|
| Minimum Remuneration | The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Section 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.<br><br>Provided that where in any financial year, the Company has no profits or its profit are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the appointee as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under the law. |

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Paresh Chaturvedi (DIN: 00989858), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate vary, alter or revise the remuneration and perquisites payable to the Executive Director from time to time within the limits prescribed under the Companies Act, 2013 and Schedule V thereto and to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

**By Order of the Board of Directors**
**For DAPS Advertising Limited**

**Place: Kanpur**

**Date: 18/08/2026**

**Akanksha Agnihotri**
**(Company Secretary)**

**NOTES:**

1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.** THE PROXY FORM DULY COMPLETE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2) A person can act as proxy on behalf of members not exceeding fifty in number and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. However, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3) Corporate members are requested to send scanned copy (PDF/JPG Format) of a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on its behalf at the Meeting. The said resolution should be sent to the Company at investor@dapsadvertising.comwith a copy marked to the Scrutinizer at info@hksllp.in and RTA at Investor@bigshareonline.com.

4) Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

5) Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect Item Nos. 5 to 8 along with the relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the persons seeking appointment as a Director under the said items are annexed hereto.

6) Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at the meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.

7) Members are requested to bring to the Meeting the attendance slip along with their copy of the Annual Report.

8) Electronic copy of the Annual Report for the FY 2025-26 and Notice of the 27$^{th}$ AGM of the Company, inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, are being sent to all the Members on their email IDs registered with the Depository Participant(s) for communication purposes, in accordance with the relaxations provided under relevant MCA and SEBI Circulars. In case any member is desirous of obtaining hard copy of the Annual Report and Notice,

he/shemaysend arequestmentioning Folio No./ DPIDand Client ID to the Company at email id-investor@dapsadvertising.com.

9) The Notice of AGM along with Annual Report 2025-26 is available on the website of the Company at www.dapsadvertising.com, on the website of Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of CDSL at www.cdslindia.com.

10) The physical copies of the Notice of AGM along with the Annual Report 2025-26 and other relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.

11) Members are requested to register / update their email addresses with their Depository Participant(s).

12) The Dividend on Equity Shares, as recommended by Board of Directors, subject to the provisions of Section 126 of the Companies Act, 2013, if approved by the Members at the AGM, will be paid within 30 days from the declaration date, subject to deduction of Income-Tax at source (TDS) wherever applicable, to those Members whose names appear as 'Beneficial Owners' as at the end of the business hours on **September 12, 2026** i.e. the **Record Date**, in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

13) Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholder at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. Members are requested to update their Residential Status, Category as per the Income-tax Act and PAN with Depositories.

14) Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/deletion of their bank details. Accordingly, such Members are requested to update their Electronic Bank Mandate with their respective Depository Participant(s).

15) Members are requested to note that the dividends which are not encashed/claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members

are requested to claim their dividends from the Company, within the stipulated timeline. The members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web-Form No. IEPF-5 available on www.iepf.gov.in.

16) Members are requested to provide their Client-Id and DP-Id numbers at the Meeting for easy identification.

17) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remains present then the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall be deemed joints holders thereof. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

18) Members desirous of obtaining any information/ clarification concerning the Accounts and operations of the Company may send their query so as to reach the Company at least seven days before the Annual General Meeting, so that the desired information may be made available at the Annual General Meeting, if the Chairman permits to do so.

19) As per the provisions of Section 72 of the Companies Act, 2013 and circulars issued by SEBI, the facility for making nomination is available for the Members in respect of the shares held by them. Members are requested to submit their nomination mandate with their Depository Participant(s).

20) Non- Resident Indian Members are requested to inform immediately:
   a) Change in their residential status on return to India for permanent settlement.
   b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier, to respective Depository Participant.

**CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

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

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM/physical means mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM/physical means will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM/by physical means will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020,, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.dapsadvertising.com](www.dapsadvertising.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](www.evotingindia.com).

7. The AGM has been convened through VC/OAVM/through physical means in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

**9. VOTING THROUGH ELECTRONIC MEANS:**

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, applicable Secretarial Standards, Regulation 44 of the SEBI Listing Regulations and MCA & SEBI Circulars, the Company is providing to its members the facility to exercise votes by electronic means (remote e-voting) in respect of any or all of the resolutions contained in this notice and the business may be transacted through remote e-voting services. Necessary arrangements have been made by the Company with CDSL for providing facility of voting through remote e-Voting. Remote E-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Annual General Meeting. Members are requested to carefully read the instructions for remote e-voting before casting their vote.

**INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of Individual shareholders holding shares in demat mode.**

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

I. The voting period begins on **September 15, 2026 at 9 A.M.** and ends on **September 18, 2026 at 5 P.M.** During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date September 12, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

III. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:**

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

IV. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| **Type of shareholders** | **Login Method** |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL Depository** | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. |

| | |
|---|---|
| | 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 & My Easi New (Token) Tab and then click on registration option.<br>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. |

| | |
|---|---|
| Individual Shareholders holding securities in demat mode with **NSDL Depository** | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.<br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.js p<br>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.<br>4) For OTP based login you can click on http://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 or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting |

| | |
|---|---|
| | your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode)**login through their Depoistory Participants (DP)** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e- Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be re-directed to e-voting service provider website 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.

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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

VI. After entering these details appropriately, click on “SUBMIT” tab.

VII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

VIII. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

IX. Click on the EVSN for DAPS Advertising Limited on which you choose to vote.

X. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

XI. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

XII. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

XIII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

XIV. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

XV. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot entering the details as prompted by the system.

XVI. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

XVII. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email addresses info@hksllp.in and investor@dapsadvertising.com respectively if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@dapsadvertising.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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

**OTHER INSTRUCTIONS:**

1. The facility of voting through ballot paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.

2. Members who have cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again. Once a vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

3. The voting rights of the shareholders (for voting through remote e-voting or by ballot paper at the Meeting) shall be in proportion to their shares of the paid-up equity share capital of the Company as on **September 12, 2026** (i.e. the "**Cut-Off Date**").

4. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.

5. Any person who acquires shares of the Company and becomes a member of the Company after August 21, 2026 i.e. BENPOS date considered for dispatch of the notice of AGM and are holding shares as on the cut-off date i.e. September 12, 2026, may obtain the login ID and password by sending a request to the CDSL at helpdesk.evoting@cdslindia.com or to the Company's RTA at alia@bigshareonline.com. However, the members already registered with CDSL for remote e-voting can use their existing user ID and password for casting their vote. Members who have forgotten the User ID and Password can reset the password by using "Forgot User ID" and "Forgot Password" option available on www.evotingindia.com or may call on Toll Free No. 1800 21 09911.

6. In case of Individual Shareholders holding shares in demat mode who acquire shares of the Company after **August 21, 2026** i.e. BENPOS date and are holding shares as on the Cut-off Date i.e. September 12, 2026 may follow the steps mentioned in the Notice of the

AGM under “Step 1: Log-in to CDSL e-Voting system”

7. Mr. Hemant Kumar Sajnani, Designated Partner of M/s. HKS & Associates LLP, Practicing Company Secretaries (CP No. 14214) (Membership No. FCS 7348), has been appointed as the Scrutinizer to scrutinize the remote e-voting process including the ballot /poll process at AGM, in a fair and transparent manner; and the Scrutinizer has given his consent for appointment.

8. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of “Ballot Paper/ Polling Paper” for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

9. The Scrutinizer shall after the conclusion of voting at the AGM, will scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman or any other person authorized by him, within 48 hours of conclusion of the meeting. The result declared along with the consolidated Scrutinizer’s Report will be placed on the website of the Company at www.dapsadvertising.com and on the website of CDSL at www.evotingindia.com. The result will simultaneously be communicated to the BSE.

10. As required under SEBI Listing Regulations and Secretarial Standards-2 on General Meetings, the relevant details in respect of director(s) seeking appointment/re-appointment under this Notice are as below:

**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE MEETING**

| | | |
|---|---|---|
| **Name** | Mr. Akhilesh Chaturvedi | Ms. Srishti Chaturvedi |
| **DIN** | 00989785 | 08225434 |
| **Date of Birth** | 01/01/1969 | 08/01/1995 |
| **Age** | 57 | 31 |
| **Qualifications** | Bachelor of Commerce | Chartered Accountant, Company Secretary exams passed |
| **Experience/Expertise in specific functional area** | He has more than 27 years of experience in the advertisement industry. | She has around 7 years of experience in the advertising industry, is a Chartered Accountant and Company Secretary & has a prior working experience at Deloitte |
| **Date of appointment on the Board** | Since Incorporation | 29/09/2018 |
| **No. of Board Meetings attended during the financial year** | 4 | 4 |
| **Remuneration last drawn** | Rs. 3 Lakhs (for the month of July, 2026) | NIL |
| **Remuneration sought to be paid** | Same as above | Same as above |
| **Other companies in which the person holds directorship** | Sudhavijay Social Welfare Foundation Arpita Media Private Limited | - |
| **Listed entities from which the person has resigned from directorship in the past three years** | - | - |
| **Shareholding of Director in the Company as at March 31,2026** | 6,65,300 shares | 1,20,000 shares |
| **Relationship with other Director(s)/Key Managerial Personnel of the Company** | Brother of Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi | Daughter of Mr. Dharmesh Chaturvedi |

## ANNEXURE TO THE NOTICE OF AGM

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND DISCLOSURE PURSUANT TO REGULATION 36 OF THE SEBI LISTING REGULATIONS

### For Item No. 5- Change in designation from Non-Executive Director to Executive Director

The Board of Directors of the Company, at its meeting held on 8 May 2026, subject to the approval of the Members of the Company, approved the change in designation of Ms. Srishti Chaturvedi (DIN: 08225434) from Non-Executive Director to Executive Director of the Company, with effect from 1 April 2026.The principal terms and conditions of appointment, including remuneration payable to Ms. Srishti Chaturvedi, are set out in the explanatory statement accompanying the Notice.

Broad Particulars of the term of appointment and remuneration relating to change in designation from non- executive director to executive director

a) Salary: Rs 50,000 per month

b) Retirement Benefits: i) Gratuity, if and whenever applicable to the company under the Gratuity Laws, shall be subject to the provisions of the Companies Act, 2013.

ii) Earned leave on full pay and allowances as per the rules of the Company, leaves accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on the perquisites.

c) Other Benefits: i) Entitlement to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company.

ii) Eligibility for Housing, Education and medical Loan and other Loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the companies Act, 2013

d) Minimum Remuneration: The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Section 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

   Provided that where in any financial year, the Company has no profits or its profit are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the appointee as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under the law.

Except Ms. Srishti Chaturvedi and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives, is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 for approval of the members.

**For Item No. 6 Fixation in the remuneration of Mr. Akhilesh Chaturvedi (DIN 00989785) Chairman cum Wholetime Director**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the revision/fixation of remuneration of Mr. Akhilesh Chaturvedi, Chairman cum Wholetime Director, subject to the approval of the Members. The Company has inadequate profits for the relevant financial year. The Board of Directors at its meeting held on 08th May, 2026 approved the revision of remuneration of Mr. Akhilesh Chaturvedi, Chairman cum Whole Time Director of the Company with effect from 01st April, 2026. Accordingly, the proposed remuneration is being approved pursuant to **Section 197 read with Schedule V of the Companies Act, 2013**.

Considering the experience, qualifications, responsibilities and contribution of Mr. Akhilesh Chaturvedi (DIN: 00989785) towards the growth and management of the Company, the Board considers the proposed remuneration to be fair and reasonable. The information required under **Section II of Part II of Schedule V** to the Companies Act, 2013 will be available for inspection by the Members and forms part of this Explanatory Statement.

Broad particulars of remuneration payable to Mr. Akhilesh Chaturvedi (DIN: 00989785), Chairman cum Whole time director

a) Basic Salary: Rs 3,00,000 per month

b) Retirement Benefits: i) Gratuity, if and whenever applicable to the company under the Gratuity Laws, shall be subject to the provisions of the Companies Act, 2013.
ii) Earned leave on full pay and allowances as per the rules of the Company, leaves accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on the perquisites.

c) Other Benefits: i) Entitlement to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company.
ii) Eligibility for Housing, Education and medical Loan and other Loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the companies Act, 2013

d) Minimum Remuneration: The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Section 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where in any financial year, the Company has no profits or its profit are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the appointee as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under the law.

Except Mr. Akhilesh Chaturvedi and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

**For Item No. 7 Fixation in the remuneration of Mr. Dharmesh Chaturvedi (DIN 00989831) Managing Director**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the revision/fixation of remuneration of Mr. Dharmesh Chaturvedi, Managing Director, subject to the approval of the Members.

The Company has inadequate profits for the relevant financial year. The Board of Directors at its meeting held on 08th May, 2026 approved the revision of remuneration of Mr. Dharmesh Chaturvedi, Managing Director of the Company with effect from 01st April, 2026. Accordingly, the proposed remuneration is being approved pursuant to Section 197 read with Schedule V of the Companies Act, 2013.

Considering the experience, qualifications, responsibilities and contribution of Mr. Dharmesh Chaturvedi (DIN: 00989831) towards the growth and management of the Company, the Board considers the proposed remuneration to be fair and reasonable. The information required under **Section II of Part II of Schedule V** to the Companies Act, 2013 will be available for inspection by the Members and forms part of this Explanatory Statement.

Broad particulars of remuneration payable to Mr. Dharmesh Chaturvedi (DIN: 00989785), Managing director

a) Basic Salary: Rs 3,00,000 per month

**b)** Retirement Benefits: i) Gratuity, if and whenever applicable to the company under the Gratuity Laws, shall be subject to the provisions of the Companies Act, 2013**.**

**ii)** Earned leave on full pay and allowances as per the rules of the Company, leaves accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on the perquisites.

c) Other Benefits: i) Entitlement to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company.

ii) Eligibility for Housing, Education and medical Loan and other Loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the companies Act, 2013

d) Minimum Remuneration: The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Section 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where in any financial year, the Company has no profits or its profit are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the appointee as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under the law.

Except Mr. Dharmesh Chaturvedi and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

**For Item No. 8 Fixation in the remuneration of Mr. Paresh Chaturvedi (DIN 00989858) Whole Time Director**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the revision/fixation of remuneration of Mr. **Paresh Chaturvedi**, Whole time Director, subject to the approval of the Members.

The Company has **inadequate profits** for the relevant financial year. The Board of Directors at its meeting held on 08th May, 2026 approved the revision of remuneration of Mr. Paresh Chaturvedi, Managing Director of the Company with effect from 01st April, 2026. Accordingly, the proposed remuneration is being approved pursuant to **Section 197 read with Schedule V of the Companies Act, 2013**.

Considering the experience, qualifications, responsibilities and contribution of Mr. Paresh Chaturvedi (DIN: 00989858) towards the growth and management of the Company, the Board considers the proposed remuneration to be fair and reasonable. The information required under **Section II of Part II of Schedule V** to the Companies Act, 2013 will be available for inspection by the Members and forms part of this Explanatory Statement.

Broad particulars of remuneration payable to Mr. Paresh Chaturvedi (DIN: 00989858), Whole time director

a) Basic Salary: Rs 3,00,000 per month

b) Retirement Benefits: i) Gratuity, if and whenever applicable to the company under the Gratuity Laws,

ii) Earned leave on full pay and allowances as per the rules of the Company, leaves accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on the perquisites.

c) Other Benefits: i) Entitlement to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company.

ii) Eligibility for Housing, Education and medical Loan and other Loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the companies Act, 2013

d) Minimum Remuneration: The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Section 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where in any financial year, the Company has no profits or its profit are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the appointee as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under the law.

Except Mr. Paresh Chaturvedi and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

**By Order of the Board of Directors**
**For DAPS Advertising Limited**

**Place: Kanpur**
**Date: 18/08/2026**

**Akanksha Agnihotri**
**(Company Secretary)**

**DAPS ADVERTISING LIMITED**
**128, Clyde House, Office No. 9-B, The Mall, Kanpur-208001 CIN:L51109UP1999PLC024389; Email: daps.transfer@gmail.com**
**Website: www.dapsadvertising.com; Tel No: 0512-2302770,8115076766**

## PROXY FORM

**Form No. MGT-11**

**(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

| | |
|---|---|
| Name of the Member (s) | |
| Registered Address | |
| Email Id | |
| Folio No/ Client Id* | |
| DP ID* | |

I/We, being the member(s) of …………………………………………………. shares of the above - named Company, hereby appoint:

1. Name: ………………………………………..

   Address: ……………………………………

   E -mail Id: ………………………………..

   Signature.........................................................., or failing him

2. Name: …………………………………..

   Address: ……………………………..

E-mail Id: ………………………………..

Signature.............................................., or failing him

3. Name: ………………………………….

Address:……………………………...

E-mail Id: ……………………………..

Signature:……………………………..

As my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 27th Annual General Meeting of the members of DAPS Advertising Limited to be held on Saturday, 19th September, 2026, at the Pristine Hotel, 111/18A, GT Rd, Harsh Nagar, Kanpur, Uttar Pradesh 208012 at 01.00 P.M, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31,2026 together with the Reports of the Board of Directors and the Auditors thereon.

2. To declare a Final Dividend of Rs. 0.25 per Equity Share of face value of Rs. 10 each of the company, for the Financial Year ended March 31, 2026.

3. To re-appoint Mr. Akhilesh Chaturvedi (DIN: 00989785) who retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks reappointment.

4. To re-appoint Ms. Srishti Chaturvedi (DIN: 08225434) who retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks reappointment.

5. To confirm change in designation of Ms. Srishti Chaturvedi (DIN:08225434) from Non-Executive director to Executive Director.

6. To confirm the fixation/revision in remuneration of Mr. Akhilesh Chaturvedi (DIN: 00989785) as the Chairman cum Wholetime Director of the Company.

7. To confirm the fixation/revision in remuneration of Mr. Dharmesh Chaturvedi (DIN: 00989831) as the Managing Director of the Company.

8. To confirm the fixation/revision in remuneration of Mr. Paresh Chaturvedi (DIN: 00989858) as the Wholetime Director of the Company.

Signed this........ day of................20....

Signature of shareholder ____________________

Signature of Proxy holder(s) ___________________

Affix
Revenue
Stamp

*Applicable for members holding Shares in Electronic form.

**Note:**

1. **A Proxy need not to be a member of the Company.**

2. **This form of proxy to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

3. **A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

4. **Appointing a proxy does not prevent a member from attending in person if he/she so wishes.**

5. **In case of joint holders, the signatures of any one of the holders will be sufficient, but names of all the joint holders should be stated.**

**DAPS ADVERTISING LIMITED**
**128, Clyde House, Office No. 9-B, The Mall, Kanpur- 208001**
**CIN: L51109UP1999PLC024389; Email:daps.transfer@gmail.com**
**Website: www.dapsadvertising.com; Tel No: 0512-2302770, 8115076766**

## ATTENDANCE SLIP

Folio No. …………………………………………………

DP ID No. *……………………………………………..

Client ID no. *…………………………………………..

**I hereby record my presence at the 27th Annual General Meeting of the Company held on Saturday, 19th September, 2026 at 01:00 P.M. at The Pristine Hotel, 111/18 A, GT Rd, Harsh Nagar, Kanpur, Uttar Pradesh 208012.**

-----------------------------------------------------------
Member's/Proxy's name in block letters**

-----------------------------------------------------------
Member's/Proxy's Signature**

*Applicable for members holding Shares in Electronic Form.
*Strike out whichever is not applicable

**NOTE: Please fill in this attendance slip and hand it over at the ENTRANCE OF THE MEETING PLACE.**

**ROUTE MAP TO THE AGM VENUE**

/;