



Vertoz Advertising Limited
(Formerly Known as Vertoz Media Pvt. Ltd.
& Vertoz Media Ltd.)
CIN: L74120MH2012PLC226823
Regd. Office.: 602 Avior Nirmal Galaxy
LBS Marg Mulund West Mumbai 400080 India

t: +91 22 6142 6030
f: +91 22 6142 6061
e: corp@vertoz.com
w: www.vertoz.com

1st October, 2021

To
The Manager - Listing Department,
National Stock Exchange of India Limited,
"Exchange Plaza", 5th Floor,
Plot No. C/1, G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051.

Symbol: VERTOZ

Series: EQ

Sub: Submission of Voting Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizers Report

Dear Sir / Madam,

This is to inform you that the 10th Annual General Meeting (AGM) of Vertoz Advertising Limited (herein after referred as 'the Company') was held on Thursday, 30th September, 2021 at 12.00 noon through Video Conferencing (VC) / Other Audio Visual Means (OAVM) as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide its General Circulars dated 13th January, 5th May, 2020, 13th April, 2020 and 8th April, 2020 read with the Securities and Exchange Board of India (SEBI) Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rules made there under, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Company had provided facility for voting to its Shareholders as on 23rd September, 2021 (being cut-off date for the purpose of voting) to cast their votes on the items of business stated in the Notice dated 31st August, 2021 convening the AGM. The remote e-voting commenced from Monday, 27th September, 2021 at 9:00 a.m. and concluded on Wednesday, 29th September, 2021 at 5:00 p.m.

Since the AGM was convened through VC /OAVM, Shareholders were given the facility to vote through e-voting at the time of the AGM and the said e-voting facility was kept open for 15 minutes and thereafter the link for e-voting was disabled.





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The Company has received the Scrutinizer's Report from Mr. Umashankar Hegde, Proprietor of M/s. U. Hegde & Associates, Practicing Company Secretaries, Mumbai, confirming details of voting through remote e-voting and e-voting at the time of the AGM. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed and approved by the Shareholders on the date of AGM i.e. on 30th September, 2021.

The AGM commenced at 12.00 noon and concluded at 12.30 p.m.

A disclosure of voting results in terms of Regulation 44 of the Listing Regulations is enclosed as "Annexure 1" and the Scrutinizer's report on remote e-voting and e-voting at the time of the AGM is enclosed herewith as "Annexure 2". A copy of the said Scrutinizer's Report and declaration of Results is also being uploaded on the website of the Company viz. www.vertoz.com and website of KFin Technologies Private Limited viz. www.evoting.kfintech.com.

Kindly take the above on your record and disseminate the same for the information of investors.

Thanking you,

Yours Faithfully,

For Vertoz Advertising Limited

Zill Shah

Zill Shah
Company Secretary & Compliance Officer



Encl: a/a

cc: KFin Technologies Private Limited
Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad – 500 032.

VOTING RESULTS

Date of the AGM	Annual General Meeting held on Thursday, 30 th September 2021
Total no. of Shareholders on record date	17895
No. of Shareholders present in the Meeting either in person or through proxy:	
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the Meeting through Video Conferencing:	
Promoter and Promoter Group:	6
Public:	34



Sr. No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
1.	TO RECEIVE, CONSIDER AND ADOPT a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2021 and the reports of the Board of Directors and Auditors thereon and b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2021 and the reports of the Auditors thereon.	Ordinary	No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	67,42,148	67,42,148	100.00	67,42,148	0	100.00	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		67,42,148	100.00	67,42,148	0	100.00	0	0
Public Institutions	E-voting	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public – Non Institutions	E-voting	52,27,852	20,631	0.39	20,631		100.00		0
	Poll		75,193	1.44	75,193	0	100.00	0	0
	Postal Ballot (if applicable)								0
	Total		95,824	1.83	95,824	0	100.00	0	0
Total		1,19,70,000	68,37,972	57.13	68,37,972	0	100.00	0	0

The number of votes polled in favour of the Ordinary Resolution No. 1 are **68,37,972** (100% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.



Item No.	Details of the Agenda	Resolution require (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
2.	To appoint Mr. Rasiklal Hathichand Shah (DIN: 00091585) as a Non-Executive Director, liable to retire by rotation, who has offered himself for re-appointment	Ordinary	Yes

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	67,42,148	66,22,448	98.23	66,22,448	0	100.00	0	1,19,700
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		66,22,448	98.23	66,22,448	0	100.00	0	1,19,700
Public Institutions	E-voting	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public – Non Institutions	E-voting	52,27,852	23,531	0.45	20,631	2,990	87.29	12.71	0
	Poll		75,193	1.44	75,193	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		98,724	1.89	95,824	2,990	96.97	3.03	0
Total		1,19,70,000	67,21,172	56.15	67,18,182	2,990	99.96	0.04	1,19,700

The number of votes polled in favour of the Ordinary Resolution No. 2 are **67,18,182** (99.96% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority. [Note: The voting done by Mr. Rasiklal Hathichand Shah has not been considered].



Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
3.	Continuation of Directorship of Mr. Rasiklal Hathichand Shah	Special	Yes

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	67,42,148	66,22,448	98.23	66,22,448	0	100.00	0	1,19,700
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		66,22,448	98.23	66,22,448	0	100.00	0	1,19,700
Public Institutions	E-voting	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public – Non Institutions	E-voting	52,27,852	23,531	0.45	20,541	2,990	87.29	12.71	0
	Poll		75,193	1.44	75,193	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		98,724	1.89	95,734	2,990	96.97	3.03	0
	Total	1,19,70,000	67,21,172	56.15	67,18,182	2,990	99.96	0.04	1,19,700

The number of votes polled in favour of the Special Resolution No. 3 are **67,18,182** (99.96% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority. **[Note: The voting done by Mr. Rasiklal Hathichand Shah has not been considered].**

For Vertoz Advertising Limited

Zill Shah

Zill Shah
Company Secretary & Compliance Officer



U. HEGDE & ASSOCIATES

COMPANY SECRETARIES

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
Vertoz Advertising Limited

Meeting: Tenth Annual General Meeting through Video Conferencing/Other Audio Visual Means

Date of Meeting: September 30, 2021

Time of Meeting: 12.00 Noon.

Deemed Venue: 602, Avior, Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai, Maharashtra - 400 080.

Dear Sir,

I, Umashankar Hegde, Practicing Company Secretary proprietor of M/s U.Hegde & Associates, Company Secretaries having my office at B-401, Janki Niwas, Shree Rambalakdas Nagri CHS, Tapovan, Malad(E), Mumbai-400097, was appointed as the Scrutinizer of Vertoz Advertising Limited for scrutinizing Remote voting and E-voting during the Tenth Annual General Meeting ("AGM") held on Thursday, September 30, 2021 at 12.00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members (also referred as "Shareholders") at a common venue.

In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020 read together with General Circular Nos. 14/2020, 17/2020, 2/2021 dated 8th April, 2020, 13th April, 2020 and 13th January 2021 respectively, (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 permitted the holding of this AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue.

B-401, JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD(E), MUMBAI 400097
Mobile No: 09226206821/08454826250, website :www.csuhegde.in
Email: umashankar.hegde@gmail.com, uhegdeassociates@gmail.com.

Further in compliance with the aforesaid MCA Circulars and SEBI Circular, notice of the AGM along with the Annual Report for FY 2020-2021 was sent only through electronic mode to those Members whose name appeared in the Register of Members / Beneficial Owners maintained by the Depositories as on benpos date i.e. Friday, September 3, 2021 and whose email addresses are registered with the Company / Depositories. The Notice and Annual Report for FY 2020-2021 was also made available on website of the Company, i.e. www.vertoz.com, website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of the KFIN Technologies Private Limited ("KFIN") at www.evoting.kfintech.com.

Since the AGM was held pursuant to MCA circulars through VC /OVAM, physical attendances of members were dispensed with. Accordingly, in terms of above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by Members were dispensed with.

Members attended the meeting through VC /OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act'2013 ("the Act").

In compliance with the provisions of the Section 108 of the Act read with the Rules made thereunder and other applicable provisions of the Act, Secretarial Standard on General Meetings ("SS-2") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended from time to time), the Company has also provided the facility to the Members to cast their votes on all the resolutions set out in the Notice of the AGM, by Remote e-voting facility. Further, the Company also provided E-voting facility during AGM, to its Members in respect of the businesses to be transacted at the AGM to those Members who attended the AGM and who had not voted through Remote e-voting.

The requisite advertisements pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended and in compliance with Ministry of Corporate Affairs Circular No. 20/2020 dated 5th May 2020 were published in "Financial Express" (in English) (All editions) and in "Lakshadeep" (in Marathi) (Mumbai Edition) on 8th September 2021.

The Members of the Company holding Shares of the Company as on the "cut-off" date i.e. September 23, 2021 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

The Company had made necessary arrangements with KFIN Technologies Private Limited (KFIN) to facilitate Remote e-voting and E-voting during AGM.

The period for Remote e-voting commenced on Monday, September 27, 2021 at 9:00 a.m. (I.S.T) and ended on Wednesday, September 29, 2021 at 5:00 p.m. (I.S.T) and the KFINe-voting system was blocked in due time.

After the end of the Remote e-voting period i.e. on September 29, 2021, I was provided access to details of the Members who had opted for Remote e-voting. The details such as the name of the member, DP Id, Client Id., and number of Shares held by the Member could be seen to ensure that these Members do not vote again at the AGM. However, the manner in which the votes were cast by the Members were not available.

Further, the E-voting was announced during the AGM for the Members who attended the AGM and had not cast their vote earlier through Remote e-voting.

After the closure of the E-voting at the AGM, the report on the E-voting done during the AGM was generated and the voting was diligently scrutinized and reconciled with the votes cast under Remote e-voting facility which was unblocked in the presence of two witnesses who were not in employment of the Company.

I, have scrutinized and reviewed the Remote e-voting and E-voting tendered during AGM based on the data downloaded from the e-voting system of KFIN.

The Consolidated Report on the result of the Remote e-voting and E-voting during AGM in respect of the Resolutions set out in the Notice of the AGM is as under:

Resolution No.1: Ordinary Resolution

- a) Consideration and Adoption of the Audited Standalone Financial Statement of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2021.
- b) Consideration and Adoption of the Audited Consolidated Financial Statement of the Company together with the report of the Auditors thereon for the financial year ended March 31, 2021.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	48	6,762,779	98.90
E-voting during AGM	11	75,193	1.10
Total	59	6,837,972	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
E-voting during AGM	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
E-voting during AGM	-	-

Resolution No.2: Ordinary Resolution

Appointment of Director in place of Mr. Rasiklal Hathichand Shah (DIN: 00091585), who retires by rotation, and being eligible, offered himself for re-appointment.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	46	6,642,989	98.84
E-voting during AGM	11	75,193	1.12
Total	57	6,718,182	99.96

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	2,990	0.04
E-voting during AGM	0	0	0
Total	3	2,990	0.004

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	1	119,700
E-voting during AGM	0	0

Resolution No.3: Special Resolution

Continuation of Directorship of Mr. Rasiklal Hathichand Shah

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	46	6,642,989	98.84
E-voting during AGM	11	75,193	1.12
Total	57	6,718,182	99.96

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	2,990	0.04
E-voting during AGM	0	0	0
Total	3	2,990	0.004

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	1	119,700
E-voting during AGM	0	0

All the resolutions stated above from Resolution No.1 to Resolution No.3 have been passed with requisite majority

The records relating to electronic voting (Remote e-voting and E-voting during AGM) containing details has been provided to the Company for safe keeping.

Thanking You,

Place: Mumbai
Date: 01/10/2021

For U. HEGDE & ASSOCIATES

UMASHANKAR
KRISHNA HEGDE

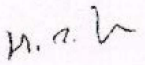
Digitally signed by
UMASHANKAR KRISHNA
HEGDE
Date: 2021.10.01 15:38:05
+05'30'

Umashankar K Hegde
(Scrutinizer)

Practicing Company Secretary
M.No- A22133 # C.P No- 11161

ICSI UDIN: A022133C001065428

Countersigned
For Vertoz Advertising Limited



Hirenkumar Shah
Chairman for the meeting
DIN: 00092739