



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, 2022

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 11th Annual General Meeting (AGM) of Vertoz Advertising Limited (herein after referred as 'the Company') was held on Friday, 30th September, 2022 at 12.00 noon through Video Conferencing (VC) / Other Audio Visual Means (OAVM) as per the guidelines issued by the MCA General Circular dated 5th May, 2020, 13th January 2021, December 08, 2021, December 14, 2021 and May 05, 2022 and SEBI Circular dated 12th May 2020, 15th January 2021 and May 13, 2022.

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, 2022 (being cut-off date for the purpose of voting) to cast their votes on the items of business stated in the Notice dated 5th September 2022 convening the AGM. The remote e-voting commenced from Tuesday, 27th September 2022 at 9:00 a.m. and concluded on Thursday, 29th September 2022 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, 2022.

The AGM commenced at 12.00 noon and concluded at 12.32 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 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
Company Secretary & Compliance Officer



Encl: a/a

cc: KFin Technologies 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 Friday, 30 th September 2022
Total no. of Shareholders on record date	15746
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:	5
Public:	27



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, 2022 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, 2022 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	50	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	11,670	0.22	11,345	325	97.22	2.78	0
	Poll		60,884	1.17	60,884	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		72,554	1.39	72,229	325	99.55	0.45	0
Total		1,19,70,000	68,14,702	56.93	68,14,377	325	99.99	0.01	0

1 Shareholder holding 1 Share abstained from voting.

The number of votes polled in favour of the Ordinary Resolution No. 1 are **68,14,377** (99.99% 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 a Director in place of Mr. Harshad Uttamchand Shah (DIN: 07849186), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	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	50	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	52,27,802	11,670	0.22	11245	425	96.36	3.64	0
	Poll		60,884	1.17	60,884	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		72,554	1.39	72129	425	99.41	0.59	0
	Total	1,19,70,000	68,14,702	56.93	68,14,277	425	99.99	0.01	0

1 Shareholder holding 1 Share abstained from voting.

The number of votes polled in favour of the Ordinary Resolution No. 2 are **68,14,277** (99.99% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.



Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
3.	To approve Material Related Party Transactions	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 *	0	0	0	0	0	0	67,42,148*
	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	67,42,148*
Public Institutions	E-voting	50	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	52,27,802	11,670	0.22	11,245	425	96.36	3.64	0
	Poll		60,884	1.16	60,884	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		72,554	1.39	72,129	425	99.41	0.59	0
Total		1,19,70,000	72,554	0.61	72,129	425	99.41	0.59	67,42,148

1 Shareholder holding 1 Share abstained from voting.

The number of votes polled in favour of the Ordinary Resolution No. 3 are **72,129** (99.41% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.

***[Note: The voting done by Promoter & Promoter Group has not been considered and same has been treated as invalid].**



Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
4.	To issue Equity Share Warrants on Preferential Basis	Special	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	6742148	100.00	6742148	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		6742148	100.00	6742148	0	100.00	0	0
Public Institutions	E-voting	50	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	52,27,802	11,670	0.22	11,245	425	96.36	3.64	0
	Poll		60,884	1.17	60,884	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		72,554	1.39	72,129	425	99.41	0.59	0
Total		1,19,70,000	68,14,702	56.93	68,14,277	425	99.99	0.01	0

1 Shareholder holding 1 Share abstained from voting.

The number of votes polled in favour of the Special Resolution No. 4 are **68,14,277** (99.99% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.

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

Date of Meeting: September 30, 2022

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 Rambalaldas Nagri CHS, Tapovan, Malad(E), Mumbai-400097, was appointed as the Scrutinizer of Vertoz Advertising Limited for scrutinizing Remote e-voting and E-voting during the Tenth Annual General Meeting ("AGM") held on Thursday, September 30, 2022 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 continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020 read together with MCA General Circular Nos. 02/2021, 19/2021, 21/2021 and 02/2022 dated January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (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.

Further in compliance with the aforesaid MCA Circulars and SEBI Circular, notice of the AGM along with the Annual Report for FY 2021-2022 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 2, 2022 and whose email addresses are registered with the Company / Depositories. The Notice and Annual Report for FY 2021-2022 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 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 2022 along with Corrigendum dated September 18, 2022 published in the aforesaid newspapers.

The Members of the Company holding Shares of the Company as on the "cut-off" date i.e. September 23, 2022 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 Limited (KFIN) to facilitate Remote e-voting and E-voting during AGM.

The period for Remote e-voting commenced on Tuesday, September 27, 2022 at 9:00 a.m. (I.S.T) and ended on Thursday, September 29, 2022 at 5:00 p.m. (I.S.T) and the KFIN e-voting system was blocked in due time.

After the end of the Remote e-voting period i.e. on September 29, 2022, 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 casts 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, 2022.
- 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, 2022.

(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	30	6,753,493	99.102
E-voting during AGM	8	60,884	0.893
Total	38	6,814,377	99.995

(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	1	325	0.005
E-voting during AGM	0	0	0
Total	1	325	0.005

(iii) **Invalid** votes:

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

1 Shareholder holding 1 share abstained from voting on the resolution

Resolution No.2: Ordinary Resolution

Appointment of Director in place of Mr. Harshad Uttamchand Shah (DIN: 07849186), 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	29	6,753,393	99.101
E-voting during AGM	8	60,884	0.893
Total	37	6,814,277	99.994

(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	2	425	0.006
E-voting during AGM	0	0	0
Total	2	425	0.006

(iii) Invalid votes:

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

1 Shareholder holding 1 share abstained from voting on the resolution

Resolution No.3: Ordinary Resolution

To approve Material Related Party Transaction

(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	22	11,245	15.499
E-voting during AGM	8	60,884	83.915
Total	30	72,129	99.414

(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	2	425	0.586
E-voting during AGM	0	0	0
Total	2	425	0.586

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	7*	67,42,148
E-voting during AGM	0	0

***All the Related Parties who have voted on resolution w.r.t related party have not been considered and the same has been treated as invalid.**

1 Shareholder holding 1 share abstained from voting on the resolution

Resolution No.4: Special Resolution

Issuing Equity Share Warrants on Preferential Basis.

(iv) 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	29	6,753,393	99.101
E-voting during AGM	8	60,884	0.893
Total	37	6,814,277	99.994

(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	2	425	0.006
E-voting during AGM	0	0	0
Total	2	425	0.006

(iii) **Invalid** votes:

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

*1 Shareholder holding 1 share abstained from voting on the resolution

All the resolutions stated above from Resolution No.1 to Resolution No.4 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: 01/10/2022.

For U. HEGDE & ASSOCIATES

UMASHANKAR KRISHNA HEGDE
Digitally signed by
UMASHANKAR KRISHNA
HEGDE
Date: 2022.10.01 14:52:48
+05'30'

Umashankar K Hegde
(Scrutinizer)
Practicing Company Secretary
M. No- A22133 # C.P No- 11161

ICSI UDIN: A022133D001112706

Countersigned
For Vertoz Advertising Limited

Hirenkumar Rasiklal Shah
Digitally signed by
Hirenkumar Rasiklal Shah
Date: 2022.10.01 15:12:52
+05'30'

Hirenkumar Shah
Chairman for the meeting
DIN: 00092739