

PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING (EGM) FOR THE FINANCIAL YEAR 2022-2023 OF THE MEMBERS OF VERTOZ ADVERTISING LIMITED HELD ON WEDNESDAY, 14TH DECEMBER 2022 AT 12:00 NOON THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) AND CONCLUDED AT 12.12 P.M.

Following Directors were present:

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| 1. Mr. Harshad Uttamchand Shah | - Chairman of the Company & Non-Executive Director |
| 2. Mr. Hirenkumar Rasiklal Shah | - Chairman of the EGM & Whole-time Director |
| 3. Mr. Ashish Rasiklal Shah | - Non-Executive Director |
| 4. Mr. Rasiklal Hathichand Shah | - Non-Executive Director |
| 5. Mr. Rohit Keshavlal Vaghadia | - Independent Director |
| 6. Mrs. Nilam Samir Doshi | - Independent Director |

By Invitation:

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| 1. Mr. Akshay Parolkar | - Chief Financial Officer |
| 2. Mr. Hemant Bohra | - Partner, Mittal & Associates, Statutory Auditors |
| 3. Mr. Umashankar Hegde | - Proprietor, U. Hegde & Associates, Secretarial Auditors |
| 4. Mr. Kashish Shah | - Internal Auditor |

Members present:

35 Members attended through Video conferencing.

Since the EGM of the Company was convened through VC / OAVM, without physical attendance of Members and the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Companies Act, 2013 (the Act) had been dispensed with, the facility for appointment of proxies by Members was not available for this EGM.

At 12.00 noon, Mr. Harshad Uttamchand Shah, the Chairman of the Company, with the consent of all the Directors present, requested Mr. Hirenkumar Rasiklal Shah to be the Chairman for the Meeting.

After receiving the consent, Mr. Hirenkumar Rasiklal Shah, commenced the Meeting by welcoming the Shareholders to the EGM which was convened through VC/OAVM.

He informed that Company has arranged for the Shareholders to join the Meeting through Video Conference and Other Audio-Visual means and view the proceedings in compliance with the directions of the Ministry of Corporate Affairs and thanked all the Shareholders for attending the EGM of the Company.

He then announced that the requisite quorum being present and thereafter called the meeting to order.

He introduced all the Board Members and Chief Financial Officer of the Company present in the Meeting through Video Conferencing.

He also introduced Statutory Auditor, Secretarial Auditor and Internal Auditor present in the meeting through Video Conferencing.

Thereafter, Mr. Akshay Sonar Parolkar, briefed the Members about the general instructions pertaining to the EGM and voting procedure at the EGM. He also informed the Members that the results of the e-voting along with the scrutinizers report will be communicated to NSE where the Equity Shares of the company are listed and will also be placed on the Company's website and on the website of KFIN Technologies Limited within 48 hours from the conclusion of the meeting.

Mr. Akshay Sonar Parolkar, informed the Members that Mr. Umashankar Hegde, Sole Proprietor of M/s U. Hegde & Associates, Practicing Company Secretaries was appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Thereafter, Mr. Hirenkumar Shah, further informed that Company had not received any Board Resolutions from Corporate Shareholders appointing representatives under section 113 of the Companies Act, 2013.

He also informed that the Statutory Registers & other documents were available for inspection and those members who wish to inspect the same may write mail to compliance@vertoz.com.

He then informed that notice of the EGM was emailed within the statutory period to all the Shareholders whose email addresses were registered with the Company or KFIN Technologies Limited or their Depository Participants.

Thereafter, with the permission of the Members, Notice of the EGM which was circulated to all Shareholders were taken as read.

The Chairman further informed that remote e-voting arrangements had been made and the resolutions put to vote were as under:

1. Special Resolution: To issue Equity Share Warrants on Preferential Basis.

Thereafter, the Chairman asked the Moderator, if there were any speaker shareholders who wished to speak express their views and ask questions, on which Moderator confirmed that there was only 1 Speaker registered but he did not attend the meeting.



Thereafter, Mr. Hirenkumar Shah, the Chairman for the Meeting, thanked all the Members, Directors and Invitees who attended the EGM through Video Conferencing.

Chairman then informed the Members that those Members who had not voted through e-voting could vote through Insta poll option and time period of 15 minutes was given for voting through Insta Poll option, post the conclusion of meeting. He also informed that results of the voting will be announced on or before 16th December 2022 and the same will be intimated to stock exchange and also uploaded on the website of the Company and the KFIN Technologies Limited.

Thereafter the Meeting concluded at 12.12 p.m. with a vote of thanks to the Chair by Mr. Akshay Sonar Parolkar, the Chief Financial Officer of the Company.

Note:

The Company will separately intimate the results of e-voting to the stock exchange.

This document does not constitute Minutes of the Extra-Ordinary General Meeting of the Company.

**On behalf of Board of Directors
For Vertoz Advertising Limited**

**Hirenkumar Shah
Whole-time Director
DIN: 00092739**

**Place: Mumbai
Date: 14th December 2022**