



14<sup>th</sup> December 2022

To  
The Manager - Listing Department,  
National Stock Exchange of India Limited,  
"Exchange Plaza", 5<sup>th</sup> 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 Extra-Ordinary General Meeting (EGM) for the Financial Year 2022-2023 of the Members of Vertoz Advertising Limited (herein after referred as 'the Company') was held on Wednesday, 14<sup>th</sup> December, 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 5<sup>th</sup> May, 2020, 13<sup>th</sup> January 2021, 8<sup>th</sup> December 2021, 14<sup>th</sup> December 2021 and 5<sup>th</sup> May 2022 and SEBI Circular dated 12<sup>th</sup> May 2020, 15<sup>th</sup> January 2021 and 13<sup>th</sup> May 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 7<sup>th</sup> December 2022 (being cut-off date for the purpose of voting) to cast their votes on the items of business stated in the Notice dated 14<sup>th</sup> November 2022 convening the EGM. The remote e-voting commenced from Sunday, 11<sup>th</sup> December 2022 at 9:00 a.m. and concluded on Tuesday, 13<sup>th</sup> December 2022 at 5:00 p.m.

Since the EGM 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.

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 EGM. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed



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and approved by the Shareholders on the date of EGM i.e. on 14<sup>th</sup> December, 2022.

The AGM commenced at 12.00 noon and concluded at 12.12 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](http://www.vertoz.com) and website of KFin Technologies Limited viz. [www.evoting.kfintech.com](http://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**

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

Encl: a/a

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

## VOTING RESULTS

<b>Date of the AGM</b>	Extra-Ordinary General Meeting held on Wednesday, 14 <sup>th</sup> December 2022
<b>Total no. of Shareholders on record date</b>	12599
<b>No. of Shareholders present in the Meeting either in person or through proxy:</b>	
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable
<b>No. of Shareholders attended the Meeting through Video Conferencing:</b>	
Promoter and Promoter Group:	6
Public:	29

Sr. No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
1.	To issue Equity Share Warrants on Preferential Basis	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	Votes Abstained
Promoter and Promoter Group	E-voting	67,42,148	0	0	-	-	-	-	-	-
	Poll		4,78,800	7.1016	-	-	-	-	478,800	-
	Postal Ballot (if applicable)		0	0	-	-	-	-	-	-
	Total		4,78,800	7.1016	-	-	-	-	4,78,800	-
Public Institutions	E-voting	25,100	0	0	-	-	-	-	-	-
	Poll		0	0	-	-	-	-	-	-
	Postal Ballot (if applicable)		0	0	-	-	-	-	-	-
	Total		0	0	-	-	-	-	-	-
Public – Non Institutions	E-voting	52,02,752	1,29,087	2.4811	1,29,085	2	99.9985	0.0015	-	50,000
	Poll		61,105	1.1745	61,105	0	100	0	-	-
	Postal Ballot (if applicable)		0	0	0	0	0	0	-	-
	Total		1,90,192	3.6556	1,90,190	2	99.9990	0.0010	-	50,000
	<b>Total</b>	<b>1,19,70,000</b>	<b>6,68,992</b>	<b>5.8889</b>	<b>1,90,190</b>	<b>2</b>	<b>28.4293</b>	<b>0.0003</b>	<b>4,78,800*</b>	<b>50,000**</b>

The number of votes polled in favour of the Special Resolution No. 1 are 1,90,190 (99.9990% of the total valid votes polled). Thus, the Resolution has been approved by the Shareholders with the requisite majority.

\*4 Shareholders holding 478,800 equity shares belonging to Promoter Group had voted in the resolution and the same was treated as Invalid.

\*\* 1 Shareholder holding 50,000 equity shares had abstained from voting on the resolution.

**For Vertoz Advertising Limited**

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

# *U. HEGDE & ASSOCIATES*

## COMPANY SECRETARIES

### SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Vertoz Advertising Limited  
CIN: L74120MH2012PLC226823  
602, Avior Nirmal Galaxy,  
Opp. Johnson & Johnson, LBS Marg,  
Mulund (West), Mumbai, 400 080

Dear Sir,

I, Umashankar K Hegde, Practicing Company Secretary (Membership No. - A22133), proprietor of U. HEGDE & ASSOCIATES, Company Secretaries have been appointed as the Scrutinizer by the Board of Directors of Vertoz Advertising Limited (the "Company") at its Meeting held on November 14, 2022 for Scrutinizing Extra Ordinary General Meeting conducted in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the "MCA") for holding General Meetings/conducting Postal Ballot process through Remote e-voting vide General Circular No. 20/2020 dated 6<sup>th</sup> May 2020, 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021 and 20/2021 dated 8<sup>th</sup> December, 2021 and General Circular No. 3/2022 dated 5<sup>th</sup> May 2022 (the "MCA Circulars") and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India in a fair and transparent manner in respect of the Resolution stated in the Notice ("Notice") dated November 14, 2022.

I, submit my report as under:

- 1) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder including Circulars issued by the MCA & SEBI.
- 2) In accordance with the Provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), the Company has completed dispatch of Notice to the Members of the Company, whose email Id were registered with the Company/Depository Participant.

*U. HEGDE & ASSOCIATES*  
COMPANY SECRETARIES

- 3) In accordance with the provisions of the Companies Act, 2013, the Company has published Advertisement in Newspapers i.e. Financial Express (English) and Mumbai Lakshadeep (Marathi) on November 22, 2022.
- 4) In accordance with the Provisions of Section 108 of the Companies Act, 2013 read with Rules made thereunder the Company has provided to its Members, the facility to cast their vote by Remote e-voting on Resolution set forth in the Notice. The Company had engaged KFin Technologies Limited (“KFintech”) as the agency to provide Remote e-voting facility. The Remote e-voting period commenced from 9.00 a.m. (IST) on Sunday, December 11, 2022 and ended at 5.00 p.m. (IST) on Tuesday, December 13, 2022 and thereafter e-Voting system was blocked in due time.
- 5) A Member’s whose name appeared on the Register of Members/ Beneficial Owners maintained by the Depositories as on cut-off date i.e. December 7, 2022 were entitled to vote on the Resolutions stated in the Notice.
- 6) After the end of the Remote e-Voting period i.e. on December 13, 2022, I was provided access to details of the number of Members who had opted for Remote e-Voting. However, the manner in which the votes were cast by the Members were not available.
- 7) The facility to vote through electronic voting system during EGM had been provided to facilitate voting for those Members who were present during the EGM through VC/OAVM and had not cast their votes through Remote e-Voting.
- 8) The votes cast through e-voting during the EGM and through remote e-voting prior to the date of EGM were unblocked on December 14, 2022 after fifteen minutes of the conclusion of the proceedings of EGM and was witnessed by two witnesses, Mrs Savita Hegde & Mrs Anuradha who are not in the employment of the Company.
- 9) Votes casted by the Members through Remote e-voting as well e-voting during the EGM were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
- 10) I hereby submit the Consolidated Scrutinizer’s Report based on the results of remote e-voting and e-voting during the EGM on the resolutions as set out in the notice of the aforesaid EGM based on the reports downloaded from the e-voting website of KFINTECH and relied upon by me as under;

**U. HEGDE & ASSOCIATES**  
**COMPANY SECRETARIES**

**1) Special Resolution: Issue of Equity Share Warrants on Preferential Basis**

Particulars	Remote E-Voting		E-Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	27	1,29,085	10	61,105	37	1,90,190	99.9989
<b>Dissent</b>	1	2	0	0	1	2	0.0011
<b>Total Valid Votes</b>	28	1,29,087	10	61,105	38	1,90,192	100.00
<b>Invalid</b>	-	-	4	4,78,800	4*	4,78,800	-
<b>Abstained</b>	1	50,000	-	-	1**	50,000	-

**SUMMARY OF E-VOTING**

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
<b>Total Valid votes cast</b>	1,90,192	100
<b>Assented to Resolution</b>	1,90,190	99.0089
<b>Dissented to Resolution</b>	2	0.0011

\*4 Shareholders holding 478,800 equity shares belonging to Promoter Group had voted on the resolution and the same was treated as Invalid.

\*\*1 Shareholder holding 50,000 equity shares had abstained from voting on the resolution.

- 11) All the relevant records of voting process given/provided/maintained in electronic mode will be provided to the Company Secretary of the Company for safe keeping.

You may accordingly declare the result of the EGM.

**Thanking You,**

**Place: Mumbai**

**Date: 14/12/2022**

Countersigned  
**For Vertoz Advertising Limited**

**For U.Hegde & Associates , Company Secretaries**

**Hirenkumar Shah**  
**Chairman for the Meeting**  
**DIN: 00092739**

**Umashankar K Hegde (Scrutinizer)**  
**Practicing Company Secretary**  
**M.No-A22133 # C.P No-11161**  
**ICSI UDIN: A022133D002715483**