

29th September 2023

To
National Stock Exchange of India Limited
(NSE),
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.

Symbol: VERTOZ
Series: EQ

Dear Sir/ Madam,

Sub: Proceedings of the National Company Law Tribunal convened meeting of equity shareholders of Vertoz Advertising Limited (“Company”) held on Friday, September 29, 2023, at 01.30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

We are pleased to inform that the Meeting of the Equity Shareholders of the Company, as convened by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT ") vide its order dated August 10, 2023 and addendum order dated August 18, 2023 (“Order”), was held today i.e. on Friday, September 29, 2023 at 01.30 P.M. (IST) through VC / OAVM.

Pursuant to the provisions of Regulation 30 read with Schedule III and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, we request you to note the summary of the proceedings of the said meeting, as under:

- a. Pursuant to the Order of Hon'ble NCLT, Ms. Nilam Doshi, Chairperson of Audit Committee & Independent Director of the Company chaired the Meeting (“Chairperson”).
- b. The Chairperson stated that the Meeting was held through VC in compliance with the directions issued by Hon'ble NCLT under its Order.
- c. The Chairperson confirmed the presence of Mr. Hirenkumar Rasiklal Shah, Whole-time Director; Mr. Ashish Shah, Non-Executive Director; Rohit Vaghadia, Independent Director; Mr. Harshad Shah, Non-Executive Director; Mr. Rasiklal Shah



Non-Executive Director; Mr. Omkar Dindorkar, Practicing Company Secretaries, Partner in MMJB & Associates LLP, Scrutinizer appointed in accordance with the Order of the Hon'ble NCLT to scrutinize the voting through electronic means (i.e., remote e-voting and voting at the Meeting by using electronic system); Mr. Umashankar Hegde, Practicing Company Secretary, Secretarial Auditor of the Company; Mr. Hemant Bohra, Partner of Mittal & Associates, Statutory Auditor of the Company; Ms. Zill Shah, Company Secretary & Compliance Officer and Mr. Kashish Shah, Internal Auditor of the Company.

- d. The Chairperson introduced the Present Directors and Key Managerial Personnels to the Members, who were present at the meeting through VC.
- e. The Chairperson confirmed that the dispatch of Notice to the equity shareholders of the Company was completed on August 28, 2023, and published on August 29, 2023 in the 'Business Standard' and 'Navshakti' in accordance with the directions of Hon'ble NCLT.
- f. 35 Members attended Meeting through VC. The requisite quorum being present, the Chairperson called the Meeting to order.
- g. With the permission of the Equity Shareholders, the Notice convening the Meeting was taken as read.
- h. The Chairperson thereafter addressed the Equity Shareholders and informed them about the salient features and rationale of the Scheme of Merger by Absorption of Paynx Technologies Private Limited ('the Transferor Company 01') and Qualispace Web Services Private Limited ('the Transferor Company 02') with Vertoz Advertising Limited ('the Transferee Company') and their respective Shareholders ('the Scheme').
- i. The Scheme was thereafter placed before the Equity Shareholders for consideration and approval.
- j. Two Shareholders had registered themselves as speaker shareholders before the meeting but both of them were absent during the meeting.
- k. Thereafter, the Chairperson announced the voting to be undertaken electronically and requested Mr. Omkar Dindorkar, Practicing Company Secretaries, Partner in MMJB & Associates LLP, the Scrutiniser for the orderly conduct of the voting after the meeting for those shareholders who have not cast their vote during the e-voting period scheduled from September 25, 2023 from 9.00 a.m. (IST) to September 28, 2023 5.00 p.m. (IST).



- l. The Chairperson affirmed that she is satisfied that all the efforts have been made by the Company to enable Members to participate and vote on the item being considered at the Meeting.
- m. The Chairperson informed the Members that the e-voting results along with Scrutiniser's Report would be communicated to the Stock Exchanges within two (2) working days from the conclusion of the Meeting where the equity shares of the Company are listed and will be placed on the website of the Company and KFinTech, authorised agency providing e-voting facility. He added that recorded transcript will also be made available on the Company's website as soon as possible.
- n. The Chairperson thanked the Members and declared the proceedings as closed and concluded on completion of e-voting by Members. The Meeting commenced at 01:30 p.m. (IST) and concluded at 01:57 p.m. (IST).

We request you to take the above on record and that the same be treated as compliance under the applicable provisions of the SEBI Listing Regulations.

Thanking You,

For Vertoz Advertising Limited



Zill Shah
Company Secretary & Compliance officer
Membership No. A51707