

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: Voting results of the National Company Law Tribunal (“NCLT”) 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)

Further to our letter dated September 29, 2023, we enclose herewith the following documents in connection to the NCLT convened meeting of equity shareholders of the Company, held on Friday, September 29, 2023, at 01.30 p.m. (IST) through VC / OAVM, as convened by the Hon'ble NCLT, Mumbai Bench vide its order dated August 10, 2023 and Addendum order dated August 18, 2023:

1. Scrutinizer's Report dated September 29, 2023, with respect to voting by equity shareholders of the Company, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (“Act”) as an **Annexure 1**;
2. Scrutinizer's Report dated September 29, 2023, with respect to voting done by the public shareholders of the Company, in terms of the provisions of the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as issued by the Securities and Exchange Board of India, as an **Annexure 2**; and
3. Details regarding voting results in the format specified under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended, as an **Annexure 3**.





Vertoz Advertising Limited
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

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

Thanking You,

For Vertoz Advertising Limited

Zill Pankaj
Shah

Digitally signed by Zill
Pankaj Shah
Date: 2023.09.29 20:41:52
+05'30'

Zill Shah
Company Secretary & Compliance officer
Membership No. A51707



Enclosed: As above

MMJB & Associates LLP

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080 (Ph) 022-21678100

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the National Company Law Tribunal (NCLT) convened Meeting of Equity Shareholders

To,

Ms. Nilam Doshi

Chairman appointed by NCLT, Mumbai Bench

for the NCLT Convened Meeting of Equity Shareholders (**hereinafter the "Meeting"**) of Vertoz Advertising Limited (**hereinafter the "Company"**), held on Friday, September 29, 2023 at 01:30 P.M., pursuant to Order dated August 10, 2023 through video conferencing ("VC") /other audio-visual means ("OAVM")

A. I, Omkar Dindorkar, Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries have been appointed by the NCLT, Mumbai Bench, by its Order dated August 10, 2023, as "the Scrutinizer" to conduct the following:

- (i) **Remote e-voting** process done by the shareholders of the Company;
- (ii) **Electronic Voting Process** at the Meeting held on Friday, September 29, 2023 at 01.30 P.M.

in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under, NCLT Order dated August 10, 2023 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- B. Pursuant to the Order of Hon'ble NCLT, Mumbai Bench and applicable provisions of the Companies Act, 2013, and in compliance with MCA Circular dated April 08, 2020, April 13, 2020, May 05, 2022 and December 28, 2022 and Master Circular issued by Securities Exchange Board of India on June 20, 2023, the Company has confirmed that the Electronic copy of the Notice for NCLT convened meeting of Equity Shareholders of the Company along with the process of electronic voting at the meeting and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes.
- C. The Company had appointed Kfin Technologies Limited (Kfin) for conducting the Electronic voting by the shareholders of the Company at the Meeting. After the time fixed for closing of Electronic voting at Meeting by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by Kfin for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday, September 25, 2023 at 09.00 A.M. and has closed on Thursday, September 28, 2023 at 05.00 P.M. and the Kfin remote e-voting portal was blocked for voting thereafter.

- E. The Cut-off date was Friday, September 22, 2023 for the purpose of deciding the Equity Shareholders entitled to vote through e-voting and remote e-voting by the equity shareholders on the resolution seeking their approval.
- F. On the basis of the votes exercised by the shareholders of the Company by way of electronic voting at the Meeting of the Company held on September 29, 2023, I have issued Scrutinizer's Report dated September 29, 2023.
- G. On the basis of the votes exercised by the shareholders of the Company through remote e-voting. I have issued separate Scrutinizer's Report dated September 29, 2023.

Date of Meeting	September 29, 2023
Total number of shareholders on record date (i.e. as on September 22, 2023)	10,106
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	NA
Public	NA
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	4
Public	31

Resolution No. 1

Approval of the Scheme of Merger by Absorption of Paynx Technologies Private Limited and Qualispace Web Services Private Limited with Vertoz Advertising Limited and their respective shareholders:

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2)*10 0	[7]=[5]/ (2)*100
1	Promoter and Promoter Group	Remote E-Voting	67,42,148	67,42,148	100.0000	67,42,148	0	100.0000	0.0000
		E- Voting at Meeting		0	0.0000	0	0	0.0000	0.0000
		Total		67,42,148	100.0000	67,42,148	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	4,26,968	0	0.0000	0	0	0.0000	0.0000
		E- Voting at Meeting		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
3	Public-Non- Institutional	Remote E-Voting	66,00,884	45,454	0.6886	45,454	0	100.0000	0.0000
		E- Voting at Meeting		1,01,184	1.5329	1,01,184	0	100.0000	0.0000
		Total		1,46,638	2.2215	1,46,638	0	100.0000	0.0000
Total			1,37,70,000	68,88,786	50.0275	68,88,786	0	100.0000	0.0000

H. Pursuant to Hon'ble NCLT Order dated August 10, 2023, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the meeting.

It is to be noted that:

1. The votes cast does not include abstained votes.
2. Based on the foregoing, the Resolution as proposed in the Notice dated August 28, 2023 of the NCLT convened Meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Equity Shareholders of the Company, i.e., September 29, 2023 with a majority of Equity Shareholders exercising voting rights representing three-fourths in value in shares voted in favor through remote-e-voting or by way of e-voting at the meeting.
3. As per Master Circular of SEBI the votes cast by the public shareholders in favour are more than the number of votes cast by the public shareholders against it.

Thanking you,
Yours faithfully,

For MMJB & Associates LLP,
Company Secretaries

OMKAR Digitally signed by
MADHAV OMKAR MADHAV
DINDORKAR DINDORKAR
Date: 2023.09.29
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Omkar Dindorkar
Designated Partner
ACS No. 43029
CP No. 24580
PR No: 2826/2022
UDIN: A043029E001132876
Place: Mumbai
Date: September 29, 2023

For Vertoz Advertising Limited

Nilam S. Doshi

Nilam Doshi
Chairman appointed for the NCLT convened Meeting
Place: Mumbai
Date: September 29, 2023

MMJB & Associates LLP

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080 (Ph) 022-21678100

Scrutinizer's Report on Remote e-voting and electronic voting by Public Shareholders at the National Company Law Tribunal (NCLT) convened Meeting of Equity Shareholders pursuant to SEBI Circular

To

Ms. Nilam Doshi

Chairman appointed by NCLT, Mumbai Bench

for the NCLT Convened Meeting of Equity Shareholders (hereinafter the "Meeting") of Vertoz Advertising Limited (hereinafter the "Company"), held on Friday, September 29, 2023 at 01:30 P.M., pursuant to Order dated August 10, 2023 through video conferencing ("VC") /other audio-visual means (OVAM)

- A. I, Omkar Dindorkar, Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries have been appointed by the NCLT, Mumbai Bench, by its Order dated August 10, 2023, as "the Scrutinizer" to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company
 - (ii) **Electronic Voting Process** at the Meeting held on Monday, September 29, 2023 at 01.30 P.M.
- B. Pursuant to Circular No. CIR/DIL/3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("SEBI Circular") and in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under, NCLT Order dated August 10, 2023 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Scheme of Merger by Absorption of Paynx Technologies Private Limited and Qualispace Web Services Private Limited with Vertoz Advertising Limited and their respective Shareholders ('the Scheme') in terms of notice dated August 28, 2023 dispatched to the shareholders on August 28, 2023.
- C. Pursuant to the Order of Hon'ble NCLT, Mumbai Bench and applicable provisions of the Companies Act, 2013, and in compliance with MCA Circular dated April 08, 2020, April 13, 2020, May 05, 2022 and December 28, 2022 the Company has confirmed that the Electronic copy of the Notice for NCLT convened meeting of Equity Shareholders of the Company along with the process of electronic voting at the meeting and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes.

- D. The Company had appointed Kfin Technologies Limited (Kfin) for conducting the Electronic voting by the shareholders of the Company at the meeting. After the time fixed for closing of Electronic voting at meeting by the Chairman, voting was closed and votes cast were unblocked.
- E. The Company had availed the remote e-voting facility provided by Kfin for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday, September 25, 2023 at 09.00 A.M. and closed on Thursday, September 28, 2023 at 05.00 P.M. and the Kfin remote e-voting portal was blocked for voting thereafter.
- F. The Management of the Company is responsible for ensuring compliance with the requirements of the SEBI Circular, relating to voting done through e-voting.

Resolution No. 1:

Approval of the Scheme of Merger by Absorption of Paynx Technologies Private Limited and Qualispace Web Services Private Limited with Vertoz Advertising Limited and their respective shareholders:

	Votes Polled		Votes in Favor of the resolution				Votes against the resolution				Invalid Votes
	Number of Members Polled	Votes Polled	Number of Members Voted in Favor	% of total no. of members voted in Favor	Votes in Favor (Equity Shares)	% of Votes in Favor (Equity Shares)	Number of Members Voted against	% of total no. of members voted against	Votes Against (Equity Shares)	% of Votes Against (Equity Shares)	
	[1]	[2]	[3]	[4] =3/1*100	[5]	[6] =5/2*100	[7]	[8] =7/1*100	[9]	[10] =9/2*100	[11]
Remote E-voting	29	45,454	29	100.0000	45,454	100.0000	0	0.0000	0	0.0000	0
E-Voting at Meeting	24	1,01,184	24	100.0000	1,01,184	100.0000	0	0.0000	0	0.0000	0
Total	53	1,46,638	53	100.0000	1,46,638	100.0000	0	0.0000	0	0.0000	0

- G. Pursuant SEBI Circular and Hon'ble NCLT Order dated August 10, 2023. I am submitting herewith a consolidated report on remote e-voting together with Electronic voting by public shareholders at the meeting.
- H. The combined list of Public Equity Shareholders who voted "FOR/AGAINST/INVALID" for the above resolution through e-voting at the meeting and remote e-voting process is handed over to the Chairman appointed for the meeting.
- I. All relevant records of the e-voting at the meeting and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

It is to be noted that:

1. The votes cast does not include abstained votes.
2. Based on the foregoing, the Resolution as proposed in the Notice dated August 28, 2023 of the NCLT convened Meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Equity Shareholders of the Company, i.e., September 29, 2023 with the votes cast by the public shareholders in favor of the resolution is more than the votes cast by the public shareholders against the resolution.
3. As per Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by SEBI, the votes cast by the public shareholders in favour are more than the number of votes cast by the public shareholders against it.

Thanking you,
Yours faithfully,

**For MMJB & Associates LLP,
Company Secretaries**

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OMKAR MADHAV
DINDORKAR
MADHAV Date: 2023.09.29
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DINDORKAR

Omkar Dindorkar
Designated Partner
ACS No. 43029
CP No. 24580
PR No: 2826/2022
UDIN: A043029E001132876
Place: Mumbai
Date: September 29, 2023

For Vertoz Advertising Limited

Nilam S. Doshi

Nilam Doshi
Chairman appointed for the NCLT convened Meeting
Place: Mumbai
Date: September 29, 2023

Annexure- 3

Resolution No. 1

Approval of the Scheme of Merger by Absorption of Paynx Technologies Private Limited and Qualispace Web Services Private Limited with Vertoz Advertising Limited and their respective shareholders:

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2)*10 0	[7]=[5]/ (2)*100
1	Promoter and Promoter Group	Remote E-Voting	67,42,148	67,42,148	100.0000	67,42,148	0	100.0000	0.0000
		E- Voting at Meeting		0	0.0000	0	0	0.0000	0.0000
		Total		67,42,148	100.0000	67,42,148	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	4,26,968	0	0.0000	0	0	0.0000	0.0000
		E- Voting at Meeting		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
3	Public-Non- Institutional	Remote E-Voting	66,00,884	45,454	0.6886	45,454	0	100.0000	0.0000
		E- Voting at Meeting		1,01,184	1.5329	1,01,184	0	100.0000	0.0000
		Total		1,46,638	2.2215	1,46,638	0	100.0000	0.0000
Total			1,37,70,000	68,88,786	50.0275	68,88,786	0	100.0000	0.0000