



VERTOZ ADVERTISING LIMITED

**Registered & Corporate Office: 602, Avior Nirmal Galaxy, Opp. Johnson & Johnson,
LBS Marg, Mulund (West), Mumbai, Maharashtra, India – 400 080**

Corporate Identity Number: L74120MH2012PLC226823

Tel: +91 22 6142 6030; Fax: +91 22 6142 6061

Website: www.vertoz.com; Email: compliance@vertoz.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, Regulation 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ("SS-2") and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General Circular No. 02/2021 dated 13th January, 2021 read with Circular No. 20/2020 dated 05th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated, 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022, dated 28th December, 2022 and 9/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs, Government of India ("MCA") (hereinafter collectively referred to as "MCA Circulars"), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force, and as amended, from time to time), for seeking approval of the members of Vertoz Advertising Limited ("Company") to the resolution appended below, proposed to be passed as Special Resolution by way of Postal Ballot through voting through electronic means ('Remote e-voting').

1. Change of name of the Company from '**Vertoz Advertising Limited**' to '**Vertoz Limited**' and Consequent Alteration of Memorandum of Association and Articles of Association of the Company.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the



Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of KFin Technologies Limited (“KFin”) as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

The Postal Ballot Notice will also be placed on the website of the Company www.vertoz.com and on the website of KFin www.evoting.kfintech.com.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID and password for remote e-voting. The communication of the assent or dissent of the Shareholders would only take place through remote e-voting.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its Meeting held on 23rd April 2024, has appointed Mr. Umashankar Hegde (Membership No. A22133), Proprietor of U. Hegde & Associates, Company Secretaries as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, 25th April 2024 and ends at 5.00 p.m. (IST) on Friday, 24th May 2024. Remote e-Voting will be blocked by KFin immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his Report to the Chairman of the Company, or, in his absence, any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Tuesday, 28th May 2024.

The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer’s Report would be intimated to the National Stock Exchange of India Limited (NSE), where the Equity Shares of the Company are Listed. Additionally, the results will also be uploaded on the Company’s website <https://vertoz.com/ir/> and on the website of KFin Technologies Limited (“KFin”) <https://evoting.kfintech.com/>.

The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Friday, 24th May 2024, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.



SPECIAL BUSINESS:

RESOLUTION NO. 01:

Change of Name of the Company from 'Vertoz Advertising Limited' to 'Vertoz Limited' and consequent alteration of Memorandum of Association and Articles of Association of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 5, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Registrar of Companies – Maharashtra, Mumbai (the "ROC") and other regulatory authorities, as may be applicable, consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company **from "Vertoz Advertising Limited" to "Vertoz Limited"**, as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs (MCA).

RESOLVED FURTHER THAT subject to the approval of Registrar of Companies for the change of name and approval of Shareholders, pursuant to the provisions of section 13 and other applicable provisions of the Act, the name clause being Clause I in the Memorandum of Association ('MoA') of the Company be altered accordingly and substituted by entering the "Vertoz Limited" and the clause I of the MoA shall appear as follows:

'1. The Name of the Company is **VERTOZ LIMITED**'

RESOLVED FURTHER THAT subject to the approval of Registrar of Companies for the change of name and approval of Shareholders, in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name i.e., Vertoz Advertising Limited of the Company wherever appearing and substituting it with the new name of the Company "Vertoz Limited".

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. "Vertoz Advertising Limited" be substituted with the new name, i.e. "Vertoz Limited" wherever appearing in all documents and papers of the Company including agreements, deeds, documents, contracts wherein the Company is a party or interested, letterheads and at all other places wherever appearing.

RESOLVED FURTHER THAT Mr. Hirenkumar Shah and/or Mr. Ashish Shah, Directors of the Company be and are hereby severally authorized to complete all formalities in this regard,



including making necessary filings and obtaining approvals from statutory authorities including but not limited to the Central Government, Registrar of Companies, and the National Stock Exchange of India Limited (NSE) and to take all actions and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable, incidental or expedient for the aforesaid change in name of the Company and alteration of the name clause of the Memorandum of Association and respective changes in the Articles of Association of the Company and to do all acts, deeds, matters and things in connection therewith and incidental thereto, as the authorized representatives of the Company, in their absolute discretion, may deem fit, without being required to seek any further consent or approval of the Board or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board of Directors
For Vertoz Advertising Limited**

Date: 23rd April 2024

Place: Mumbai

Regd. Office:

602, Avior Nirmal Galaxy,

**Opp. Johnson & Johnson, LBS Marg,
Mulund (West), Mumbai – 400 080.**

CIN: L74120MH2012PLC226823

Sd/-

Zill Shah

Company Secretary & Compliance Officer

Membership No. A51707

NOTES:

1. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the “Act”), Rule 22 of the Rules, Secretarial Standard on General Meetings (SS-2), wherever applicable, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulations”) wherever applicable, setting out the material facts and reasons, in respect of resolution no. 1 of this postal ballot notice, is annexed herewith.
2. The Ministry of Corporate Affairs (the “MCA”) vide MCA circulars, has permitted Companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope is not being sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
3. In accordance with the relevant circulars, the members are requested to take note of the following:
 - I. Postal ballot notice and the e-voting instructions along with the user ID and password are being sent only by email to those members who have registered their email address with their depository participant(s) (“DPs”) or with KFin Technologies



Limited, Registrars and Share Transfer Agent of the Bank (“KFintech”) and whose names appear in the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) as at close of business hours on Friday, 19th April 2024 (“Cut-off Date”).

II. Members holding Shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Members holding Shares of the Company in physical form can send an email request to inward.ris@kfintech.com.

In case of any queries, in this regard, members are requested to write to inward.ris@kfintech.com or contact KFintech at toll free number: 1800 3094 001.

III. The postal ballot notice is available on the websites of the Company <https://vertoz.com/ir/>, and National Stock Exchange of India Limited (www.nseindia.com).

4. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution (‘ODR’) Portal:

I. This is to inform you that Securities and Exchange Board of India (“SEBI”) vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and Listed Companies (including their RTAs) or specified intermediaries/regulated entities in the securities market.

II. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.sebi.gov.in> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

III. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

5. Shareholders may please note that the Notice will also be available on the Company’s website at <https://vertoz.com/ir/>, website of the National Stock Exchange of India Limited www.nseindia.com and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>. The Company will not be dispatching physical copies of Notice to any Member.

6. Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the



Depository through the concerned Depository Participants and in respect of physical holdings with KFin by following due procedure.

7. Members whose names appear on the Register of Members/List of Beneficial Owners as on cut-off date will be considered for the purpose of voting in proportion to their Shares in the paid-up Equity Share capital of the Company as on the cut-off date. Resolution passed by the Members by way of Postal Ballot through Remote E-voting is deemed to have been passed as if the same has been passed at a General Meeting of the Members.
8. Members cannot exercise votes by proxy on Postal Ballot. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
9. All the Documents referred to in this Postal Ballot Notice and the Explanatory Statement setting out the material facts in respect of Item no. 1 will be made available for inspection by the Company and as such the Members are requested to send an email to compliance@vertoz.com.
10. The details regarding E-voting Event Number, User ID and Password along with other instructions are set out below.
11. The voting period for Remote E-voting commences on Thursday, 25th April 2024 at 9:00 A.M. IST and ends on Friday, 24th May 2024 at 5.00 P.M. IST. During this period, the Shareholders holding Equity Shares either in physical form or in dematerialised form, as on **Friday, 19th April 2024, being the cut-off date**, may cast their vote (for or against) electronically.
12. Members are requested to cast their vote through the Remote e-Voting process not later than 5:00 p.m. IST on Friday, 24th May 2024, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolutions are casted by the Members, the Members shall not be allowed to change these subsequently.
13. The results declared along with the Report of the Scrutinizer shall be placed on the website of the Company viz. www.vertoz.com/ir and shall be communicated to NSE, where the Securities of the Company are Listed and shall be displayed at the Registered Office as well as at the Corporate Office of the Company.
14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
15. Procedure for registering the email address and obtaining the Notice and Remote E-voting instructions by the Shareholders whose email addresses are not registered



with the Depositories (in case of Shareholders holding Shares in Demat form) or with RTA (in case of Shareholders holding Shares in physical form):

- i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a) Members holding Shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b) Members holding Shares in physical form may register their email address and mobile number with KFin by sending email to einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for receiving the Notice and the e-voting instructions or register their e-mail address with KFin by clicking on <https://ris.kfintech.com/clientservices/postalballot/>.
- ii. Further, those Members who have not registered their email addresses and mobile nos. and in consequence could not be served the Notice, may temporarily get themselves registered with KFin, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/>. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through email going forward.
- iii. Members who hold Shares in identical names and in the same order of names in more than one folio are requested to write to the Company/RTA to consolidate their holdings in one folio.
- iv. Members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of Shares held in electronic form or by contacting KFin, in case the Shares are held in physical form.



VOTING THROUGH ELECTRONIC MEANS - INSTRUCTIONS

The Company has engaged the services of KFin Tech (the Agency), to provide facility for remote e-voting. **The remote e-voting period commences on Thursday, 25th April 2024 at 9:00 A.M. IST and ends on Friday, 24th May 2024 at 5.00 P.M. IST.** During this period, the Members, whose names appear in the Register of Members/ Beneficial Owners as on the **record date (Cut-off Date) i.e. Friday 19th April 2024**, may cast their vote electronically. The e-voting module will be disabled for voting after 5:00 P.M. on Friday, 24th May 2024.

Members are advised to update their mobile number and email address in their demat accounts to access remote e-voting facility.

Once the vote on a Resolution is cast by the Member, it will not be allowed to be changed subsequently. The detailed process of remote e-voting is explained herein below:

- a) Access to Depositories e-voting system in case of individual Shareholders holding Shares in demat mode.
- b) Access to KFinTech e-voting system in case of Shareholders holding Shares in physical and non-individual Shareholders in demat mode.

1. Login method for remote e-Voting for Individual Shareholders holding securities in demat mode:

NSDL	CDSL
Users already registered for IDeAS facility of NSDL	Users already registered for Easi / Easiest facility of CDSL
i. Click on URL: https://eservices.nsdl.com	i. Click on URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on New System Myeasi
ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.	ii. Enter your User ID and Password for accessing Easi /Easiest.
iii. Enter your User ID and Password for accessing IDeAS	iii. Click on Company name or e-voting service provider for casting the vote during the remote e- voting period.
iv. On successful authentication, you will enter your IDeAS service login.	
v. Click on “Access to e-Voting”.	
vi. Click on Company name or e-voting service provider and you will be re-directed to Kfintech website for casting the vote during the remote e-voting period.	

2. Users not registered for IDeAS facility of NSDL	2. Users not registered for Easi / Easiest facility of CDSL
i. To register, click on URL: https://eservices.nSDL.com/	i. To register, click on URL https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
ii. Select “Register Online for IDeAS”.	ii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.
iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.	After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.	
3. Users may directly access the e-voting module of NSDL as per the following procedure:	3. Users may directly access the e-voting module of CDSL as per the following procedure:
i. Click on URL: https://www.evoting.nSDL.com/	i. Click on URL: www.cdslindia.com
ii. Click on the button “Login” available under “Shareholder / Member” section.	ii. Provide demat account number and PAN.
iii. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen.	iii. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account.
iv. On successful authentication, you will enter the e-voting module of NSDL.	iv. On successful authentication, you will enter the e-voting module of CDSL.
v. Click on Company name or e-voting service provider and you will be redirected to Kfintech website for casting the vote during the remote e-voting period.	v. Click on Company name or e-voting service provider and you will be redirected to Kfintech website for casting the vote during the remote e-voting period.
NSDL	CDSL
Individual Shareholders holding Shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against the name of Company	

or select e-Voting service provider “KFintech” and you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.	
Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.	
Contact details in case of technical issue on NSDL website	Contact details in case of technical issue on CDSL website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022- 23058542-43

2. Login method for e-Voting for Shareholders other than Individual Shareholders holding Securities in demat mode and Shareholders holding Securities in physical mode:

(A) Members whose Email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. Such members have to follow the following process:

- i. Launch internet browser by typing the URL. <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to



change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Vertoz Advertising Limited (Postal Ballot)" and click on "Submit".
- vii. On the voting page, enter the number of Shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the Shares held will not be counted under either head.
- viii. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting must be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer's email id saravana1015@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Client EVEN No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of Postal Ballot and the e-voting instructions.



- iii. After receiving the e-voting instructions, please follow all the steps above to cast your vote by electronic means.

Please read all the instructions carefully before participating in voting electronically. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a drop down menu in the "Downloads" section of KFinTech website for evoting: <https://evoting.kfintech.com> or contact KFinTech, (Unit: Vertoz Advertising Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at e-mail of Mr. Veeda Raghunath raghu.veedha@kfintech.com at phone no. 1-800-309-4001 (toll free).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('Act')

As required by Section 102 of the Act, the following Explanatory Statement sets out the material facts relating to Item No. 1, mentioned in the accompanying Notice.

Item No. 01

The Company has completed the process of Merger by way of absorption of "Paynx Technologies Private Limited" and "Qualispace Web Solutions Private Limited" into Vertoz Advertising Limited. The NCLT vide its Order dated 7th February 2024, approved the said Merger of Paynx Technologies Private Limited (First Transferor Company) and Qualispace Web Services Private Limited (Second Transferor Company) with Vertoz Advertising Limited (Transferee Company).

As the merger came into effect, the scope of business of the Company has widened tremendously, as we have merged the brands of the Transferor Companies as well as the new brands launched by us. In view of the above, it was observed that the word "Advertising" is restricting the scope of business, and it is currently not representative of the other new business product/ services being offered by us. After considering the above factors, the Management intends to change the name from "*Vertoz Advertising Limited*" to "*Vertoz Limited*" to represent that the scope of operations is not limited to advertising.

The Board of Directors vide Circular Resolution dated 27th March, 2024, has approved the proposal for change of name of the Company from "*Vertoz Advertising Limited*" to "*Vertoz Limited*", subject to the approval of the Shareholders of the Company.

Office of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, vide their letter dated 5th April, 2024, has approved and reserved the proposed name of the Company i.e. "*Vertoz Limited*"

Pursuant to Sections 5, 13 and 14 of the Act, change in name and consequent amendment in the Memorandum of Association and Articles of Association of the Company and all other related documents require approval of the Shareholders of the Company by way of Special Resolution and subsequent approval of Ministry of Corporate Affairs.



A draft copy of the amended Memorandum of Association and Articles of Association is available for inspection by Shareholders at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 A.M. to 5:00 P.M. till Friday, 24th May 2024 (i.e., the last date for e-voting).

It is also hereby confirmed that the Company is in compliance with the conditions prescribed in Regulation 45 of the SEBI Listing Regulations and M/s. Mittal and Associates, Chartered Accountants, (Firm Registration Number: 106456W) vide certificate dated 23rd April 2024, has confirmed the compliance with conditions stipulated under sub-regulation (1) of Regulation 45 of the SEBI Listing Regulations, which is enclosed herewith.

Approval of the Shareholders is being sought for Change of Name of the Company from "*Vertoz Advertising Limited*" to "*Vertoz Limited*" as per Item No. 1 of the Notice.

The Board accordingly recommends that the Resolution set out in Item No. 1 of the Notice be passed in the interest of the Company.

None of the Directors, Key Managerial Personnel and/or their relatives are concerned or interested in the passing of the aforesaid resolution, except to the extent of Shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

**By Order of the Board of Directors
For Vertoz Advertising Limited**

Date: 23rd April 2024
Place: Mumbai
Regd. Office:
602, Avior Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Marg,
Mulund (West), Mumbai – 400 080.
CIN: L74120MH2012PLC226823

Sd/-
Zill Shah
Company Secretary & Compliance Officer
Membership No. A51707

**Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,

**The Board of Directors,
Vertoz Advertising Limited**

602, Avior, Nirmal Galaxy L.B.S. Marg,
Opp. Johnson & Johnson, Mulund (W),
Mumbai City, Maharashtra, India, 400080

The Certificate is issued in accordance with the terms of our engagement.

Vertoz Advertising Limited (“The Company”) is required to submit Chartered Accountant’s Certificate certifying the compliance with the conditions prescribed under Sub-regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for change of Name of the Company from “Vertoz Advertising Limited” to “Vertoz Limited”.

Management’s Responsibility

The Management of the Company is responsible for ensuring the Compliances with the applicable Notifications, Circulars and other Rules and Regulations of the applicable Statutory and Regulatory Laws and rules framed thereunder and other relevant Regulatory Compliances, and also for the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of Internal Control relevant to the extracting of the information for this certificate. The Management of the Company is also responsible for ensuring that the Company complies with the requirements of Listing Regulation and provides all the relevant information.

Our Responsibility

Pursuant to this requirement, our responsibility is to provide reasonable assurance in the form of opinion based on our review of the relevant records produced by the Company for certifying the change of name of the Company.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India (“ICAI”). The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (“SQC”) 1, Quality Control for firms that perform audits and reviews of historical financial information, and other assurance and related Service Engagements.

Opinion

Based on our examination, as above, and according to the information and explanations provided to us by the Management of the Company, we report as follows:

- a) Time period of at least one year has elapsed from the last name change that was occurred in the year:

There has been no change in the Company’s name in the last year.

- b) At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name:

Not applicable as there is no change in the business activities of the Company in the preceding one-year period. However, the Company has completed the process of Merger by way of absorption of "Paynx Technologies Private Limited" and "Qualispace Web Solutions Private Limited" into Vertoz Advertising Limited w.e.f. February 21, 2024. Pursuant to merger, the scope of business of the Company has widened.

- c) The amount invested in the new activity/project is at least fifty percent of the assets of the Listed entity:

Not applicable as there is no change in the business activities of the Company.

This Certificate is provided solely to enable compliance with the requirements of the Listing Regulations for submission to the Shareholders of the Company as well as SEBI, NSE, MCA and other Regulatory Authorities and should not be used by any other person or for any other purpose, other than during the regulatory process for Change of name of the Company.

For and on behalf of
Mittal and Associates
Chartered Accountants
Firm reg. no. 106456W

HEMANT Digitally signed
RADHAKISHAN by HEMANT
AN BOHRA RADHAKISHAN
BOHRA

Hemant Bohra

Partner

Membership no. 165667

Place: Mumbai

Date: 23rd April 2024

UDIN: 24165667BKEZDN8138