



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**

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

[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]

NOTICE is hereby given that the Extraordinary General Meeting (“EGM”) of Vertoz Advertising Limited will be held on **Monday, 24th June 2024 at 05.00 P.M.** (IST) through Video Conferencing / Other Audio Visual Means (“VC” / “OAVM”) Facility to transact the following special business:

SPECIAL BUSINESS

Resolution No. 1 - To increase the authorised share capital and subsequent alteration in the capital clause of the Memorandum of Association of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 13, 61, & 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 15 of Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and subject to all other necessary approvals, permissions, consents and sanctions, if any, the approval of the Members of the Company be and is hereby accorded to increase the existing Authorised Share Capital of the Company from Rs. 50,07,00,000/- (Rupees Fifty Crores and Seven Lakhs Only) divided into 5,00,70,000 (Five Crores and Seventy Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each by addition of 4,99,30,000 (Four Crore Ninety-Nine Lakhs and Thirty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only), ranking *pari-passu* in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT consequent to the increase in Authorized Share Capital as aforesaid and pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the rules made thereunder, the Memorandum of Association of the Company be and is hereby amended and altered by substituting the existing **Clause V** with the following Clause:

“V. The Authorised Share Capital of the Company is Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crore) Equity Shares of face value of Rs.10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby

authorized to do all such acts, deeds, matters, and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorized Share Capital of the Company and consequent amendment in Memorandum of Association of the Company, as they may think fit, for the purpose of giving effect to this Resolution, on behalf of the Company.”

Resolution No. 2: To approve sub-division of Equity Shares of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from concerned statutory authorities, approval of the members of the Company be and is hereby accorded for sub-division/ split of Equity Shares of the Company, such that each of the Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each in the authorised and paid-up capital of the company (fully paid-up), be sub-divided into 10 (Ten) Equity Shares of face value of Re. 1/- (Rupee one only) each, fully paid- up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose (“Record Date”) by the Board (hereinafter the term ‘Board’, shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently, and any individual authorised by the Board) of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division/ split of Equity Shares of the Company, the authorised, issued, subscribed and fully paid-up ordinary Share Capital of the Company of face value of Rs. 10/- (Rupees ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

Authorised share capital:

Type of capital	Pre sub-division			Post sub-division		
	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Authorised share capital*	10,00,00,000	10	100,00,00,000	100,00,00,000	1	100,00,00,000

Issued, Subscribed and Paid-up share capital:

Type of capital	Pre sub-division			Post sub-division		
	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Issued, Subscribed and Paid-up share capital	4,23,22,500	10	42,32,25,000	42,61,50,000**	1	42,61,50,000

Notes:

**We have considered the revised authorised share capital of the Company as well as the proposed split of shares.*

***The total number of Equity Shares are taken on fully diluted basis*

***The effect of Bonus is not reflected in the table above. The issued, subscribed and paid-up Share Capital of the Company after giving effect to the bonus issue is explained in the explanatory statement no. 3 to the notice.*

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act and the Rules made thereunder and as a consequence of sub-division of the equity share Capital of the Company, consent of members of the Company be and is hereby accorded to substitute Clause V of the Memorandum of Association of the Company with the following new clause:

“V. The Authorised Share Capital of the Company is Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 100,00,00,000 (One Hundred Crore only) Equity Shares of face value of Re.1/- (Rupee One) each.”

RESOLVED FURTHER THAT upon sub-division/ split of Equity Shares as aforesaid and with effect from the Record Date:

- (a) for the Equity Shares held in physical form, the existing share certificate(s) of face value of Rs. 10/- each in relation to the said Equity Shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s) of the Company subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 amended from time to time, and shall comply with the prevailing laws/ guidelines in this regard; and
- (b) for the Equity Shares held in dematerialized form, the sub-divided Equity Shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s) and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to the aforesaid sub-division of shares with respect to the employee stock options (ESOPS) of the Company, effective as on the Record Date, pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding ESOPS (vested but not exercised and unvested stock options including lapsed and forfeited ESOPS available for re-issuance), the number thereof and the number of ESOPS available for future grant(s) as on the Record Date shall be proportionately adjusted under the “Vertoz Advertising Limited Employees Stock Option Plan, 2023” ESOP scheme of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to the aforesaid sub-division of shares to the warrants issued to the investors through preferential issue under the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, such that the number of Equity Shares to be issued and allotted pursuant to the conversion of warrants outstanding, if any, as on the Record Date shall be proportionately adjusted.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to do all such acts, deeds, matters, and things as may, in its absolute discretion, deem

necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the sub-division of shares and consequent amendment in Memorandum of Association of the Company, as they may think fit, for the purpose of giving effect to this Resolution, on behalf of the Company.”

Resolution No. 3: To approve Capitalisation of Securities Premium Account and Issue of Bonus shares to the members of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the SEBI (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), Foreign Exchange Management Act, 1999, as amended, and other applicable regulations, rules and guidelines issued from time to time by SEBI and/or the Reserve Bank of India (“RBI”) and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for capitalization of a sum of Rs. 42,61,50,000/- (Rupees Forty Two Crores Sixty One Lakhs Fifty Thousand only) from and out of the Securities Premium Account as per the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024, for the purpose of issuance and allotment of bonus Equity Shares of face value of Re.1/- (Rupee One only) each, to be credited as fully paid up share to the existing Members of the Company holding fully paid-up equity share of face value of Re. 1/- (Rupee One only) each of the Company and whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date as fixed in this regard by the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board, in the proportion of 1 (One) new fully paid-up bonus equity share of face value of Re.1/- (Rupee One only) each for every 1 (One) existing fully paid-up equity share of face value of Re.1/- (Rupee One only) each held by the Members of the Company.

RESOLVED FURTHER THAT the bonus Equity Shares as and when issued and allotted, shall always be subject to the provisions of the Memorandum and the fully paid-up Equity Shares of the Company and carry the same rights as the existing fully paid Equity Shares of the Company as on the Record Date and shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company and carry the same rights as the existing fully paid Equity Shares of the Company as on the Record Date.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to the aforesaid issue of Bonus shares with respect to the employee stock options (ESOPS) of the Company, effective as on the Record Date, pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding ESOPS (vested but not exercised and unvested stock options including lapsed and forfeited ESOPS available for re-issuance), the number thereof and the number of ESOPS available for future grant(s) as on the Record Date shall be proportionately adjusted under the “Vertoz Advertising Limited Employees Stock Option Plan, 2023” ESOP scheme of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to the aforesaid bonus issue of shares to the warrants issued to the investors through preferential issue under the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, such that the number of

Equity Shares to be issued and allotted pursuant to the conversion of warrants outstanding, if any, as on the Record Date shall be proportionately adjusted.

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees, and in the case of Members who hold Equity Shares in dematerialized form, the bonus Equity Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold Equity Shares in physical form, the entitled number of shares or share certificate(s) in respect of the bonus Equity Shares will be credited to the suspense escrow demat account or dispatched, as may be permitted and prescribed under the Act and Listing Regulations.

RESOLVED FURTHER THAT the issue and allotment of the said bonus Equity Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), Persons of Indian Origin ('PIO') / Overseas Corporate Bodies ('OCBs') and other Foreign Investors will be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other applicable laws for the time being in force.

RESOLVED FURTHER THAT for the purposes of giving effect to the issuance of bonus Equity Shares resolved hereinbefore, the Board including any Committee of the Board or any other person authorised by the Board be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at their discretion deem necessary or desirable for such purpose, including without limitation, to file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/or concerned authorities or for any other action with regard to issue, allotment, distribution, and listing of shares as the Board may in its absolute discretion deem fit and its decision shall be final and binding without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

By Order of the Board
For Vertoz Advertising Limited
Sd/-
Zill Shah
Company Secretary
ACS No. A51707

Registered office:

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

Date: 31st May 2024

Place: Mumbai

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of business all the Special Business is annexed hereto and forms part of the Notice.
2. In view of General Circular Nos.14/2020, 17/2020, 20/2020, 02/ 2021, 19/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/ HO/ CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/ HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021; SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of the Company is being conducted through Video Conferencing / Other Audio Visual Means (VC/ OAVM) Facility, which does not require physical presence of Members at a common venue. The deemed venue for the EGM shall be Registered Office of the Company.
3. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its Meeting held on 31st May 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.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and route map of EGM are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, body Corporates are entitled to appoint authorised representatives for the purpose of voting through remote e-Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.
5. The Members may join the EGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 04.45 P.M. (IST) i.e. 15 (fifteen) minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the EGM. Members may note that the VC/ OAVM Facility, allows participation of 1,000 Members on a 'first come first served' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the EGM without any restriction on account of 'first come first served' basis.
6. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member /beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. **Monday, 17th June, 2024.**
8. Pursuant to the Circulars issued by the MCA and SEBI, the Notice of the EGM of the Company, inter alia, indicating the process and manner of e-voting is being sent only by E-mail, to all the

Members whose E-mail IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars issued by MCA and SEBI Circular, the Notice of the EGM of the Company will also be available on the website of the Company at www.vertoz.com. The same can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of KFIN Technologies Limited (KFIN) ("RTA") at RTA www.evoting.kfintech.com.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone /mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - a) For shares held in electronic form: to their Depository Participants (DPs).
 - b) For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021.
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent.
11. All documents referred to in the accompanying Notice and the Explanatory Statement are available on website of the Company at www.vertoz.com for inspection by the Members up to the date of EGM.
12. The Company has designated an Email ID compliance@vertoz.com for redressal of Members complaints/ grievances. For any investor related queries, you are requested to please write to us at the above Email ID.
13. In terms of the applicable provisions of the Act and Rules thereto, the Company has obtained e-mail addresses of its Members and have given an advance opportunity to every Member to register their e-mail address and changes therein from time to time with the Company for service of communications/ documents (including Notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report and all other documents) through electronic mode.
14. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
15. Authorised representatives of the corporate members intending to participate in the EGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc. authorising them to attend the EGM, by email to compliance@vertoz.com.
16. Institutional Shareholders/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to upload their Board Resolution/Power of Attorney/Authority Letter by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-voting' tab on this screen or send a scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at umashankar.hegde@gmail.com with a copy marked to evoting@kfintech.com.

17. Voting In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the EGM using electronic voting system (‘remote e-voting’) and e-voting (during the EGM), provided by KFIN Technologies Limited (KFIN) (“RTA”) at RTA www.evoting.kfintech.com for facilitating voting through electronic means, as the authorized agency and the business may be transacted through such voting.
18. Only those Members who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
19. Members are requested to read carefully the ‘Instructions for attending the EGM, remote e-voting and e-voting at the EGM’ mentioned hereunder:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means. The Company has engaged the services of KFinTech as the Agency to provide the facility of remote e-voting (before the EGM) and e-voting (at the EGM).

A) Instructions for attending the EGM:

- i) Members will be able to attend the EGM electronically through VC / OAVM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials.
- ii) After logging in, click on “Video Conference” option.
- iii) Then click on camera icon appearing against EGM event of Vertoz Advertising Limited to attend the EGM. Please do the echo test once you enter into the EGM room.
- iv) For better experience, Members are requested to join the meeting through laptops, tablets etc. using Google Chrome or other browsers such as Firefox, Safari or Microsoft Edge after removing firewalls.
- v) Members are advised to use stable Wi-Fi or LAN connection to ensure smooth participation in the EGM. Participants may experience audio / video loss due to fluctuation in their respective networks.
- vi) Facility of joining the EGM through VC / OAVM will open 30 minutes before the scheduled time of the EGM.
- vii) Facility of joining the EGM through VC / OAVM shall be available for 1,000 Members on first come first serve basis. However, the participation of Members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee as well as Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
- viii) Corporates / Institutional Members (i.e. other than Individuals, HUF’s, NRI’s etc.) are requested to send scanned copy (PDF / JPEG Format) of the relevant Board Resolution / Authority Letter etc., authorizing their representatives to attend / participate in the EGM

through VC / OAVM on their behalf and to vote through remote e-voting / e-voting at the EGM. The said Board Resolution / Authority Letter etc. shall be sent to the Scrutinizer at the e-mail address umashankar.hegde@gmail.com with copy to evoting@kfintech.com. Institutional Members are encouraged to attend and vote at the EGM.

- ix) Members, who have cast their votes by remote e-voting can also attend the EGM through VC / OAVM but shall not be entitled to cast their votes again.
- x) In case of any query relating to the procedure for attending the EGM through VC / OAVM or for any technical assistance, Members may call on KFintech's Toll Free No.: 1800-309-4001 or send an e-mail at evoting@kfintech.com.
- xi) As the EGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the meeting, Members are encouraged to express their views/ send their queries in advance mentioning their name, DP ID Client ID/folio number, e-mail id and mobile number to compliance@vertoz.com.
- xii) Questions/ queries received by the Company till 5.00 p.m. IST on Friday, 21st June 2024 shall only be considered and responded to during the EGM.
- xiii) Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending an email to compliance@vertoz.com any time before 5.00 p.m. IST on Friday, 21st June, 2024 mentioning their name, DP ID Client ID/folio number, e-mail id and mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the EGM, depending on availability of time.

B) Instructions for remote e-voting and e-voting at the EGM:

- i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means. The Company has engaged the services of KFintech as the Agency to provide the facility of remote e-voting (before the EGM) and e-voting (at the EGM).
- ii) Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the EGM.
- iii) The remote e-voting facility shall be available during the following period:

Commencement of remote e-voting: From 9:00 A.M. (IST) on Wednesday, 19th June 2024

End of remote e-voting: Up to 5:00 P.M. (IST) on Sunday, 23rd June 2024

The remote e-voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of the aforesaid period.
- iv) Only those Members, who are present at the EGM through VC / OAVM and have not cast their votes on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the EGM.
- v) In case of joint holders attending the EGM, only such joint holder who is higher in the order

of names will be entitled to vote.

- vi) In case of any queries or grievances on voting by electronic means, Members may refer Help and Frequently Asked Questions (“FAQs”) on e-voting and User Manual for Shareholders available at the download section of <https://evoting.kfintech.com> or e-mail at evoting@kfintech.com or call KFinTech’s Toll Free No.: 1800-309-4001.
- vii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Entities” e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DP in order to increase the efficiency of the voting process.
- viii) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DP to access e-voting facility.
- ix) The detailed process for e-voting is explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFinTech’s e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Details on Step 1:

Login method for individual shareholders holding shares in demat mode is as under:

Type of shareholders	Login Method
Individual shareholders holding shares in demat mode with National Securities Depository Limited (“NSDL”)	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i) Visit URL: https://eservices.nsdl.com ii) Click on the “Beneficial Owner” icon under “Login” under “IDeAS” section. iii) On the new page, enter User ID and Password. On successful authentication, click on “Access to e-Voting”. iv) Click on e-Voting link against the Company’s name ‘Vertoz Advertising Limited’ and cast your vote or select e-voting service provider KFinTech and you will be re-directed to e-voting page of KFinTech for casting your vote.
	<p>2. User not registered for IDeAS e-Services:</p> <ul style="list-style-type: none"> i) To register click on link: https://eservices.nsdl.com ii) Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii) Proceed with completing the required fields. iv) After registration follow steps given in point 1.
	<p>3. Alternatively by directly accessing the e-voting website of NSDL:</p>

	<p>i) Open URL: https://www.evoting.nsdl.com</p> <p>ii) Click on the icon “Login” which is available under “Shareholder / Member” section.</p> <p>iii) A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iv) On successful authentication, you will be re-directed to NSDL IDEAS Portal.</p> <p>v) Click on e-Voting link available against the Company’s name ‘Vertoz Advertising Limited’ and cast your vote. You can also cast your vote by clicking on KFintech link placed under e-voting service provider and you will be re-directed to e-voting page of KFintech for casting your vote.</p>
Individual shareholders holding share in demat mode with Central Depository Services (India) Limited (“CDSL”)	<p>1. Existing user who have opted for Easi / Easiest:</p> <p>i) Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: https://www.cdslindia.com</p> <p>i) Login with your registered User ID and Password.</p> <p>ii) The user will be able to see the e-voting Menu.</p> <p>iii) Click on the e-Voting link available against the Company’s name ‘Vertoz Advertising Limited’ and cast your vote. You can also cast your vote by selecting e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.</p>
	<p>2. User not registered for Easi / Easiest:</p> <p>i) Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>ii) Proceed with completing the required fields.</p> <p>iii) After registration follow the steps given in point 1.</p>
	<p>3. Alternatively by directly accessing the e-voting website of CDSL:</p> <p>i) Visit URL: https://www.cdslindia.com</p> <p>ii) Click on e-Voting tab and provide your demat account number and PAN.</p> <p>iii) System will authenticate User by sending OTP on registered mobile & e-mail as recorded in the demat Account.</p> <p>iv) On successful authentication, you will enter the e-voting module of CDSL.</p> <p>v) Click on e-Voting link available against the Company’s name ‘Vertoz Advertising Limited’ and cast your vote. You can also cast your vote by selecting e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote</p>
Individual shareholders login through their demat accounts/ website of DP	<p>1. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.</p> <p>2. Once logged-in, you will be able to see e-voting option. Click on e-voting option, you will be re-directed to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>3. Click on options available against the Company’s name ‘Vertoz Advertising Limited’ or select e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your</p>

	vote.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at the respective websites.

Helpdesk: Helpdesk details for individual shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL are as under:

Login type	Helpdesk details
Shares 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 1800-224-430.
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058728 or 022-23058542/43.

Details on Step 2:

Login method for shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode is as under:

A) Members whose e-mail address are registered with the DP / Company / RTA will receive an e-mail from KFintech, which will include details of E-Voting Event Number (EVEN), User ID and Password. They will have to follow the following process:

- i) Launch internet browser by typing the URL: <https://emeetings.kfintech.com>
- ii) Enter the login credentials (i.e. User ID & Password). Your User ID will be as under:
 - For Members holding shares in demat form with NSDL: 8 character DP ID followed by 8 digits Client ID
 - For Members holding shares in demat form with CDSL: 16 digits Beneficiary ID
 - For Members holding shares in physical form: EVEN Number followed by Folio No.

However, if you are already registered with KFintech for e-voting, you can login by using your existing User ID and Password for casting your vote.

- iii) After entering these details appropriately, click "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 eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @ etc.). The system will prompt you to change your Password and update your contact details like mobile number, e-mail address etc. on first login. You may also enter the secret question and answer of your choice to retrieve your Password in case you forget it. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, system will prompt you to select the 'EVEN' i.e. 'Vertoz Advertising Limited' and click on submit.

vii) On the voting page, you will see resolution description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares as on the **Cut-off date i.e. 17th June 2024** (which represents number of votes) under 'FOR / AGAINST' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together shall not exceed your total shareholding. You may also choose the option 'ABSTAIN'. If 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) Cast your vote by selecting an appropriate option and click 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else click 'CANCEL' to change your vote.

ix) Once you 'CONFIRM' your vote on the resolution(s), you will not be allowed to modify your vote.

x) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

B) Members whose e-mail address are not registered with the DP / Company / RTA will have to follow the following process for registration of e-mail address for procuring User ID and Password for e-voting:

i) In case shares are held in demat form, please provide DP ID-Client ID / Beneficiary ID, Name, Client Master List, self-attested scanned copies of PAN card and Aadhar card to evoting@kfintech.com or compliance@vertoz.com. Alternatively, if you are an Individual shareholder holding shares in demat form, you are requested to refer to the login method explained above i.e. "Login method for individual shareholders holding shares in demat mode".

ii) In case shares are held in physical form, please provide Folio No., Name, scanned copy of the Share Certificate (front and back), self-attested scanned copies of PAN card and Aadhar card to evoting@kfintech.com or compliance@vertoz.com.

iii) Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), User ID and Password.

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

2. Any person who becomes Member of the Company after despatch of the EGM Notice and holds shares as on the Cut-off Date i.e. 17th June 2024 may obtain the User ID and Password in the following manner:

i) If the mobile number of Member is registered against Folio No. / DP ID - Client ID, Member may send SMS: MYEPWD <space> DP ID - Client ID or e-voting Event Number + Folio No. to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> e-voting Event Number + Folio No.

ii) If e-mail address or mobile number of Member is registered against Folio No. / DP ID - Client ID, then on the home page of <https://evoting.kfintech.com>, Member may click "Forgot

Password” and enter Folio No. or DP ID - Client ID and PAN to generate a Password.

iii) Member may call KFinTech’s Toll Free No. 1800-309-4001.

iv) Member may send an e-mail request to evoting@kfintech.com.

EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO. 1:

To Increase the Authorized Share Capital of the Company and Consequential Alteration in the Capital Clause of the Memorandum of Association:

The shareholders are hereby informed that the Company has proposed various corporate actions to grab the opportunity of boosting the liquidity of shares of the Company and to attract the investors by reducing the share price through split of shares and to issue bonus shares to the existing shareholders so as to capitalise the excess reserves or accumulated profits by converting them into additional shares.

Accordingly, there is a need to broad base the capital structure of the Company as currently, the Authorized Share Capital of the Company is Rs. 50,07,00,000/- (Rupees Fifty Crores and Seven Lakhs Only) divided into 5,00,70,000 (Five Crores and Seventy Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Thus, to accommodate the proposed increase in paid-up capital due to bonus issue, it is necessary to increase the existing authorized share capital of the Company subject to compliance of statutory provisions of the Companies Act, 2013 which has been approved by the board of directors in their meeting held on Friday, May 31, 2024.

Therefore, it is proposed to increase the existing authorized share capital of the Company as stated above to Rs. 1,00,00,00,000/- (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten crore) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each.

Consequently, pursuant to the provisions of section 13 and 61 of the Act, the Capital Clause of the Memorandum of Association of the Company (MOA) is required to be altered as mentioned below to effectuate the change of authorized share capital from Rs. 50,07,00,000/- (Rupees Fifty Crores and Seven Lakhs Only) to Rs. 1,00,00,00,000/- (Rupees One Hundred crores only):

The Clause V of the memorandum of association of the Company shall be replaced with the following Clause:

“V. The Authorised Share Capital of the Company is Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crore) Equity Shares of face value of Rs.10/- (Rupees Ten only) each.”

Now, pursuant to provisions of Section 61(1)(a) of the Companies Act, 2013, the said agenda item is required to be approved by the shareholders and accordingly, the Board of Directors recommends the passing of resolution as set out in Item no. 1 of this Notice for approval by the Shareholders by way of an **Ordinary Resolution**.

The new set of Memorandum of Association with the proposed amendments is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 1 of this Notice except to the extent of their shareholding and directorship in the Company, if any.

ITEM NO. 2:

To approve sub-division of Equity Shares of the Company

The shareholders are hereby informed that the Company has proposed to undertake sub-division of Equity Shares of the Company in order to improve the liquidity of the Company's shares of the Company of face value of Rs. 10/- each into Equity Shares of face value of Re. 1/- each. In the opinion of the Board of Directors, the proposed sub-division/ split will make the Equity Shares of the Company more affordable and is expected to encourage participation of investors at large and therefore it is in the best interest of the investors and the Company.

Accordingly, the Board of Directors at its meeting held on Friday, May 31, 2024 approved, subject to the approval of members of the Company and statutory authority(ies), if any, the sub-division/ split of Equity Shares of the Company, such that each of the Equity Shares having face value of Rs. 10/- (Rupees ten only) each (fully paid-up), in the authorised and paid-up capital of the Company, be sub-divided into 10 (ten) Equity Shares having face value of Re. 1/- (Rupee one only) each, fully paid- up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board ("Record Date").

The Board of Directors, therefore, recommends an Ordinary Resolution as set out in the accompanying Notice for the approval of the members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The sub-division/ split of Equity Shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association of the Company and the revised clause shall be as follows:

"V. The Authorised Share Capital of the Company is Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 100,00,00,000 (One Hundred Crore only) Equity Shares of face value of Re.1/- (Rupee One) each."

There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on account of sub-division/ split of the Equity Shares. Further, such sub-division/ split shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

The said sub-division/ split of Equity Shares would, inter alia, require appropriate adjustments with respect to all the existing Employee Stock Option Scheme (s) of the Company pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, such that the exercise price and all stock options which are available for grant and those already granted but not exercised as on Record Date as well as all the warrants which are allotted and outstanding, if any, for conversion but not converted as on Record date, shall be appropriately adjusted.

Post sub-division of Equity Shares, the authorised, issued and paid-up share capital of the Company shall be as follows:

Authorised share capital:

Type of capital	Pre sub-division			Post sub-division			
	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	
Authorised share capital	10,00,00,000	10	100,00,00,000	100,00,00,000	1	100,00,00,000	

Issued, Subscribed and Paid-up share capital (considering Equity Shares as on date):

Type of capital	Pre sub-division			Post sub-division			
	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	
Issued, Subscribed and Paid-up share capital	4,23,22,500	10	42,32,25,000	42,32,25,000	1	42,32,25,000	

Issued, Subscribed and Paid-up share capital (on fully diluted basis):

Type of capital	Pre sub-division			Post sub-division			
	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	
Issued, Subscribed and Paid-up share capital	4,23,22,500	10	42,32,25,000	42,61,50,000	1	42,61,50,000	

Notes:

- a. We have considered the revised authorised share capital of the Company as well as the proposed split of shares.
- b. The effect of Bonus is not reflected in the table above. The issued, subscribed and paid-up Share Capital of the Company after giving effect to the bonus issue is explained in the explanatory statement no. 3 to the notice.

The new set of Memorandum of Association with the proposed amendments is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 2 of this Notice except to the extent of their shareholding and directorship in the Company, if any.

ITEM NO. 3:

To approve Capitalisation of Securities Premium Account and Issue of Bonus shares to the members of the Company:

The shareholders of the Company are informed that pursuant to the provisions of section 63 of the Companies Act, 2013 ('the Act'), a company may issue fully paid-up bonus shares to its members, in any manner whatsoever, out of its free reserves, the securities premium account or the capital redemption amount, as may be available.

Considering the sufficient balance outstanding in the securities premium account of the Company as per the audited financial statements as on 31st March 2024, the Board of Directors have recommended Capitalization of Securities Premium Account of Rs. 42,61,50,000/- (Rupees Forty Two Crores Sixty One Lakhs and Fifty Thousand) out of Rs. 76,28,91,940/- (Rupees Seventy Six Crores Twenty Eight Lakhs Ninety One Thousand Nine Hundred and Forty Only) standing to the credit in Securities Premium Account by issue of 42,61,50,000 Bonus Equity Shares of Face value of Re. 1 each to the eligible shareholders in the ratio of 1 (One) Bonus Equity Shares for every 1 (One) Shares held as on Record date. The proposal for capitalization of said securities premium account and the said issue of Bonus Shares is placed for consideration and approval of the Members.

The Equity Shares of the Company are listed and actively traded on the National Stock Exchange of India Limited. The members are aware that the operations and performance of the Company has grown significantly over the past few years, which has generated considerable interest in the Company's Equity Shares in the Market. In order to improve the liquidity of the Company's shares in the stock market and also to make the Equity Shares of the Company more affordable to encourage participation of investors at large, the Board of Directors of the Company at their meeting held on Monday, 31st May, 2024 considered it desirable to recommend issue of Bonus shares in the ratio of 1 (One) Bonus Shares for every 1 (One) Shares held on Record date, as may be decided by the Board, subject to approval of the shareholders and such other authorities as may be necessary.

The record date for the purpose of ascertaining the eligibility of the shareholders to receive bonus Equity Shares shall be communicated by the Company separately in due course of time. Further, the bonus shares, once allotted, shall rank pari - passu in all respects and carry the same rights as the existing Equity Shares and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new Equity Shares are allotted.

The issue of bonus Equity Shares would, inter alia, require appropriate adjustments with respect to all the existing Employee Stock Option Scheme (s) of the Company pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, such that the exercise price and all stock options which are available for grant and those already granted but not exercised as on Record Date as well as all the warrants which are allotted and outstanding for conversion but not converted as on Record date, shall be appropriately adjusted.

Post bonus issue of Equity Shares, the issued, subscribed and paid-up share capital of the Company shall be as follows:

Issued, Subscribed and Paid-up share capital (considering Equity Shares as on date):

Type of capital	Pre bonus issue			Post bonus issue		
	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Issued, Subscribed and Paid-up share capital	4,23,22,500	10	42,32,25,000	84,64,50,000	1	84,64,50,000

Issued, Subscribed and Paid-up share capital (on fully diluted basis):

Type of capital	Pre bonus issue			Post bonus issue		
	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Issued, Subscribed and Paid-up share capital	4,23,22,500	10	42,32,25,000	85,23,00,000	1	85,23,00,000

Note:

We have considered the revised authorised share capital of the Company as well as the proposed split and bonus issue of shares.

The issue of Bonus shares by capitalization of reserves is authorized by Articles of Association of the Company in conformity with the Companies Act, 2013.

Pursuant to the provisions of section 63 and all other applicable provisions of the Act, the issue of bonus shares of the Company along with capitalisation of the amount standing to the credit of securities premium account requires the approval of members of the Company.

The Board of Directors recommends the passing of resolution as set out in Item no. 3 of this Notice for approval by the Shareholders by way of an **Ordinary Resolution**.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 3 of this Notice except to the extent of their shareholding and directorship in the Company, if any.

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

Date: 31st May 2024

Place: Mumbai

**Sd/-
Zill Shah
Company Secretary & Compliance Officer
M. No: A51707**