Vertoz Advertising Limited
(Formerly Known as Vertoz Media Pvt. Ltd.
& Vertoz Media Ltd.)
CIN: L74120MH2012PLC226823
Regd. Office.: 602 Avior Nirmal Galaxy
LBS Marg Mulund West Mumbai 400080 India
t: +91 22 6142 6030
f: +91 22 6142 6061
e: corp@vertoz.com
w: www.vertoz.com

PROCEEDINGS OF THE 11TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF VERTOZ ADVERTISING LIMITED HELD ON FRIDAY, 30TH SEPTEMBER 2022 AT 12:00 NOON THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) AND CONCLUDED AT 12.32 P.M.

Following Directors were present:

1. Mr. Harshad Uttamchand Shah - Chairman of the Company & Non-Executive Director
2. Mr. Hirenkumar Rasiklal Shah - Chairman of the AGM & Whole-time Director
3. Mr. Ashish Rasiklal Shah - Non-Executive Director
4. Mr. Rasiklal Hathichand Shah - Non-Executive Director
5. Mr. Rohit Keshavlal Vaghadia - Independent Director
6. Mrs. Nilam Samir Doshi - Independent Director

By Invitation:

1. Mr. Akshay Parolkar - Chief Financial Officer
2. Mr. Hemant Bohra - Partner, Mittal & Associates, Statutory Auditors
3. Mr. Umashankar Hegde - Proprietor, U. Hegde & Associates, Secretarial Auditors
4. Mr. Kashish Shah - Internal Auditor

In attendance:

1. Ms. Zill Shah - Company Secretary & Compliance Officer

Members present:

32 Members attended through Video conferencing.

Since the 11th AGM of the Company was convened through VC / OAVM, without physical attendance of Members and the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Companies Act, 2013 (the Act) had been dispensed with, the facility for appointment of proxies by Members was not available for this AGM.

At 12.00 noon, Mr. Harshad Uttamchand Shah, the Chairman of the Company, with the consent of all the Directors present, requested Mr. Hirenkumar Rasiklal Shah to be the Chairman for the Meeting.

After receiving the consent, Mr. Hirenkumar Rasiklal Shah, commenced the Meeting by welcoming the Shareholders to the 11th AGM which was convened through VC/OAVM.

VERTOZ ADVERTISING LIMITED MUMBAI CIN:L74120MH2012PLC226823

Vertoz Advertising Limited
(Formerly Known as Vertoz Media Pvt. Ltd.
& Vertoz Media Ltd.)
CIN: L74120MH2012PLC226823
Regd. Office.: 602 Avior Nirmal Galaxy
LBS Marg Mulund West Mumbai 400080 India
t: +91 22 6142 6030
f: +91 22 6142 6061
e: corp@vertoz.com
w: www.vertoz.com

He informed that Company has arranged for the Shareholders to join the Meeting through Video Conference and Other Audio-Visual means and view the proceedings in compliance with the directions of the Ministry of Corporate Affairs and thanked all the Shareholders for attending the AGM of the Company inspite of the challenging times.

He then announced that the requisite quorum was present and thereafter he called the meeting to order.

He introduced all the Board Members, Chief Financial Officer and Company Secretary & Compliance Officer of the Company present in the Meeting through Video Conferencing.

He also introduced Statutory Auditor, Secretarial Auditor and Internal Auditor present in the meeting through Video Conferencing.

Thereafter, Ms. Zill Shah, briefed the Members about the general instructions pertaining to the AGM and voting procedure at the AGM. She also informed the Members that the results of the e-voting along with the scrutinizers report will be communicated to NSE where the equity shares of the company are listed and will also be placed on the Company's website and on the website of KFIN Technologies Private Limited within 48 hours from the conclusion of the meeting.

Ms. Zill Shah, informed the Members that Mr. Umashankar Hegde, Sole Proprietor of M/s U. Hegde & Associates, Practicing Company Secretaries was appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Thereafter, Mr. Hirenkumar Shah, further informed that Company had not received any Board Resolutions from Corporate Shareholders appointing representatives under section 113 of the Companies Act, 2013.

He also informed that the Statutory Registers are available for inspection and those members who wish to inspect the same may write mail to compliance@vertoz.com.

He then informed that notice of the 11th AGM alongwith the copies of financial statements (Both Standalone and Consolidated) for the financial year ended 31st March, 2022 together with the Directors and Auditors Report were emailed within the statutory period to all the Shareholders whose email addresses were registered with the Company or KFIN Technologies Limited or their Depository Participants.

Thereafter, with the permission of the Members, Notice of the 11th AGM and the Board's Report which were circulated to all Shareholders were taken as read.

VERTOZ ADVERTISING LIMITED
MUMBAI
CIN:L74120MH2012PLC226823

Vertoz Advertising Limited
(Formerly Known as Vertoz Media Pvt. Ltd.
& Vertoz Media Ltd.)
CIN: L74120MH2012PLC226823
Regd. Office.: 602 Avior Nirmal Galaxy
LBS Marg Mulund West Mumbai 400080 India
t: +91 22 6142 6030
f: +91 22 6142 6061
e: corp@vertoz.com
w: www.vertoz.com

The Chairman thereafter informed that as the Statutory Auditors Report on the Standalone and Consolidated financial statements of the Company for the financial year ended 31st March, 2022 and Secretarial Auditors Report for the financial year ended 31st March, 2022 do not contain any qualifications, observations, comments or other remark, the same were also taken as read.

The Chairman further informed that remote e-voting arrangements had been made and the resolutions put to vote were as under:

1. Ordinary Resolution: To Receive, Consider and Adopt:

   a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon; and
   b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the reports of the Auditors thereon.

2. Ordinary Resolution: To appoint a Director in place of Mr. Harshad Uttamchand Shah (DIN: 07849186), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

3. Ordinary Resolution: To approve Material Related Party Transactions.

4. Special Resolution: To issue Equity Share Warrants on Preferential Basis.

Thereafter, the Chairman asked the Moderator, if there are any speaker shareholders to speak few words, express their views and ask questions, on which Moderator confirmed that there were two Speakers registered on records.

The below are the details of the Speaker:

Sr. No.	Folio No.	Name of the Shareholder	No. of Shares held
1	1208160023214965	SHLOK DAVE	100
2	IN30131380099382	VINAY VISHNU BHIDE	11

Question asked by Mr. Shlok Dave: Why the Company's Financials for the FY 2021-2022 is showing degrowth?

Upon which Mr. Hirenkumar Shah, Chairman for the Meeting replied that Company was on the recovering stage due to covid impact during the FY 2021-2022 and now the Company is coming back to the normalcy stage.

VERTOZ ADVERTISING LIMITED MUMBAI CIN:L74120MH2012PLC226823

Vertoz Advertising Limited
(Formerly Known as Vertoz Media Pvt. Ltd.
& Vertoz Media Ltd.)
CIN: L74120MH2012PLC226823
Regd. Office.: 602 Avior Nirmal Galaxy
LBS Marg Mulund West Mumbai 400080 India

t: +91 22 6142 6030
f: +91 22 6142 6061
e: corp@vertoz.com
w: www.vertoz.com

Question asked by Mr. Vinay Vishnu Bhide: As already first half of the FY 2022-2023 is over, what are the future growth aspects with respect to the Digital Industry?

Upon which Mr. Hirenkumar Shah, Chairman for the Meeting replied that the Company is positively looking forward for the growth by doing its best.

Thereafter, Mr. Hirenkumar Shah, the Chairman for the Meeting, thanked all the Members, Directors and Invitees who attended the AGM through Video Conferencing.

Chairman then informed the Members that those Members who had not voted through e-voting could vote through Insta poll option. He also informed that results of the voting will be announced on or before 2nd October 2022 and the same will be intimated to stock exchange and also uploaded on the website of the Company and the KFIN Technologies Limited.

Thereafter the Meeting concluded at 12.32 p.m. with a vote of thanks to the Chair by Ms. Zill Shah, the Company Secretary & Compliance Officer.

Note:

The Company will separately intimate the results of e-voting to the stock exchange.

This document does not constitute Minutes of the Annual General Meeting of the Company.

On behalf of Board of Directors
For Vertoz Advertising Limited

Zill Pankaj Shah

Digitally signed by Zill Pankaj Shah
Date: 2022.09.30 14:53:48 +05'30'

VERTOZ ADVERTISING LIMITED
MUMBAI
CIN:L74120MH2012PLC226823

Zill Shah
Company Secretary& Compliance Officer
M. No.: A51707
Place: Mumbai
Date: 30th September 2022