

27th May 2024

To,
The Manager – Listing Department,
National Stock Exchange of India Limited,
“Exchange Plaza”, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051.

Symbol: VERTOZ

Series: EQ

Dear Sir/Madam,

Sub: Scrutinizer’s Report and Voting Results of the Postal Ballot under Regulation 44 of SEBI (Listing Obligations and Listing Requirement) Regulations, 2015

This is in reference to the Notice of Postal Ballot dated 23rd April 2024 seeking consent of Members of the Company for the resolution proposed in the said Notice.

The voting period ended on Friday, 24th May 2024 (05:00 P.M. IST). The Scrutinizer has submitted his Report on the Results of the Postal Ballot (through remote e-voting) on 27th May 2024.

Based on the report of the Scrutinizer, pursuant to Regulation 44(3) and Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), we hereby inform that the said Resolution have been passed by the Members of the Company as Special Resolution, the details of which are as under:

Sr. No.	Agenda Item of the Postal Ballot Notice	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-voting)	Remarks
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	Special Resolution	E-voting	Passed as Special Resolution with requisite majority



In this regard, please find enclosed herewith the Scrutinizer's Report thereon dated 27th May 2024.

The Results of the Postal Ballot along with the Scrutinizer's Report are being placed on the Company's website at <https://vertoz.com/ir/> and the website of KFin Technologies Limited ("KFin") <https://evoting.kfintech.com/>.

This is for your kind information and record.

Thanking you,

Yours Faithfully,

For Vertoz Advertising Limited

**Zill Pankaj
Shah**

Digitally signed by Zill
Pankaj Shah
Date: 2024.05.27
18:05:40 +05'30'

Zill Shah

Company Secretary & Compliance Officer

M. No: A51707

Encl: A/a



U. HEGDE & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

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

To,
The Chairman / Whole-time Director,
Vertoz Advertising Limited
CIN: L74120MH2012PLC226823
602, Avior Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Marg,
Mulund (West), Mumbai, 400 080

Dear Sir,

I, Umashankar K Hegde, Practicing Company Secretary (Membership No. - A22133), proprietor of U. HEGDE & ASSOCIATES, Company Secretaries have been appointed as the Scrutinizer by the Board of Directors of Vertoz Advertising Limited (the "Company") at its Meeting held on April 23, 2024 for Scrutinizing Postal Ballot process conducted in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the "MCA") for holding General Meetings/conducting Postal Ballot process through Remote e-voting vide General Circular No. 20/2020 dated 6th 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, General Circular No. 3/2022 dated 5th May 2022 3/2022 dated 5th May, 2022, 11/2022, dated 28th December, 2022 and 9/2023 dated 25th September, 2023, (the "MCA Circulars") and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India in a fair and transparent manner in respect of the Resolution stated in the Postal Ballot Notice ("Notice") dated April 23, 2024.

I, submit my report as under:

- 1) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder including MCA Circulars issued by the MCA.
- 2) In accordance with the Provisions of Section 110 and other applicable Provisions of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), the Company has completed dispatch of Notice to the Members of the Company, whose name appeared on the Register of Members/ Beneficial Owners maintained by the Depositories as on cut-off date i.e. April 19, 2024 through email on April 24, 2024 to those Members whose email Id were registered with the Company/Depository Participant.

U.HEGDE & ASSOCIATES
COMPANY SECRETARIES

- 3) In accordance with the provisions of the Companies Act, 2013, the Company has published Advertisement in Newspapers i.e. Financial Express (English) and Mumbai Lakshadweep (Marathi) on Wednesday, April 25, 2024.
- 4) In accordance with the Provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rules made thereunder the Company has provided to its Members, the facility to cast their vote by Remote e-voting on Resolution set forth in the Notice. The Company has engaged KFin Technologies Limited ("KFintech") as the agency to provide Remote e-voting facility. The Remote e-voting period commenced from 9.00 a.m. (IST) on Thursday, April 25, 2024 and ended at 5.00 p.m. (IST) on Friday, May 24, 2024.
- 5) Members whose name appeared on the Register of Members/ Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, April 19, 2024 were entitled to vote on the Resolution stated in the Notice.
- 6) The Remote e-voting module was disabled and blocked by KFintech for voting on Friday, May 24, 2024 at 5:00 p.m.
- 7) After the end of Remote e-voting period i.e. 5:00 p.m. (IST) on Friday, May 24, 2024, I have unblocked the electronic votes and downloaded the Remote e-voting Report from website of the (<https://evoting.kfintech.com/>) in the presence of two witnesses, Ms. Anuradha & Mrs. Savita who are not in the employment of the Company.
- 8) The register, in accordance with Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the Shareholders, number of Shares held by them. There were no Shares with Differential Voting Rights in the Company, hence there is no requirement of maintaining of the list of Shares with Differential Voting Rights.
- 9) Votes casted by the Members through Remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
- 10) I, now submit my report as under:

1) Special Resolution:

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

Details of Remote e-voting

Sr.no	Remote e-voting	
1.	Number of members who participated in e voting	53
2.	No. of Invalid E-voters	-
3.	Number of Valid E-voters	53

Summary of Remote E-Voting

Particulars	Remote e-voting		
	No. of Equity Shareholders	No. of shares	% of shares voted
Assented to Resolution	51	67,51,912	99.99978
Dissented to Resolution	1	1	0.00001
Invalid Votes/Abstained*	1	14	0.00021
Total valid votes	53	67,51927	100

*Note : One member holding 14 shares has abstained from e-voting.

Based on the aforesaid result, I report that the Resolution for change of name as contained in the Postal Ballot Notice dated April 23, 2024, has been passed with requisite majority.

- 11) All the relevant records of voting process given/provided/maintained in electronic mode will be provided to the Company Secretary of the Company for safe keeping.

You may accordingly declare the result of the Remote e-voting.

Thanking You,

Place: Mumbai

Date: 27/05/2024

Countersigned
For Verto Advertising Limited

Hirenkumar Rasiklal
Shah

Digitally signed by Hirenkumar
Rasiklal Shah
Date: 2024.05.27 12:46:07 +05'30'

Hirenkumar Shah
Whole-time Director
(Being authorized on behalf of
Chairman)
DIN: 00092739

For U.Hegde & Associates , Company Secretaries

UMASHANKAR
KRISHNA HEGDE

Digitally signed by
UMASHANKAR KRISHNA HEGDE
Date: 2024.05.27 12:27:11
+05'30'

Umashankar K Hegde (Scrutinizer)
Practicing Company Secretary
M.No-A22133 # C.P No-11161
ICSI UDIN: A022133F000454873