VERTOZ

Vertoz Advertising Limited
CIN: L74120MH2012PLC226823
Regd. Office.: 602 Avior Nirmal Galaxy
LBS Marg Mulund West Mumbai 400080 India

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

24th June 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

Sub: Submission of Voting Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizers Report

Dear Sir / Madam,

This is to inform you that the Extra-Ordinary General Meeting (EGM) for the Financial Year 2024-2025 of the Members of Vertoz Advertising Limited (herein after referred as 'the Company') was held on Monday, 24th June 2024 at 05.00 p.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) as per the guidelines issued by various MCA General Circulars.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rules made there under, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Company had provided facility for e-voting to its Shareholders, holding Shares as on 17th June 2024, being cut-off date for the purpose of e-voting, to cast their votes on the items of businesses stated in the Notice dated 31st May 2024 convening the EGM. The remote E-Voting commenced from Wednesday, 19th June 2024 at 09:00 a.m. and concluded on Sunday, 23rd June 2024 at 05:00 p.m.

Since the EGM was convened through VC/OAVM, Shareholders were given the facility to vote through e-voting at the time of the EGM and the said e-voting facility was kept open for 15 minutes and thereafter the link for e-voting was disabled.

The Company has received the Scrutinizer's Report from Mr. Umashankar Hegde, Proprietor of M/s. U. Hegde & Associates, Practicing Company Secretaries, Mumbai, confirming details of voting through remote e-voting and e-voting at the time of the EGM. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed and approved by the Shareholders on the date of EGM i.e. on 24th June 2024.

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The EGM commenced at 05.00 P.M. and concluded at 05.27 p.m.

A disclosure of voting results in terms of Regulation 44 of the Listing Regulations is enclosed as "Annexure 1" and the Scrutinizer's report on remote e-voting and e-voting at the time of the EGM is enclosed herewith as "Annexure 2". A copy of the said Scrutinizer's Report and declaration of Results is also being uploaded on the website of the Company viz. www.vertoz.com and website of KFin Technologies Limited viz. https://evoting.kfintech.com/

Kindly take the above on your record and disseminate the same for the information of investors.

Thanking you,

Yours Faithfully,
For Vertoz Advertising Limited

Zill Pankaj Shah
Digitally signed by Zill Pankaj Shah
Date: 2024.06.24 20:46:22 +05'30'

VERTOZ ADVERTISING LIMITED MUMBAI CIN: L74120MH2012PLC226823

Zill Shah
Company Secretary & Compliance Officer
M. No: A51707
Encl: a/a

cc: KFin Technologies Limited
Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad – 500 032.

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Voting results in terms of Regulation 44 of the Listing Regulations - Annexure – 1

NAME: **VERTOZ ADVERTISING LIMITED**

SLNO	**DESCRIPTION**					
A	DATE OF EGM			**24-06-2024**		
B	CUT-OFF DATE			**17-06-2024** TO **17-06-2024** (BOTH DAYS INCLUSIVE)		
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE			**12993**		
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY			**33**		
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	**7**	**0**	**7**	**24244748**	**57.68439**
	PUBLIC	**26**	**0**	**26**	**3122873**	**7.43010**
	TOTAL	**33**	**0**	**33**	**27367621**	**65.11449**
E	No. of shareholders attended the meeting through Video conferencing _33.					

VERTOZ ADVERTISING LIMITED
MUMBAI
CIN:L74120MH2012PLC226823

Annexure 2

U.HEGDE & ASSOCIATES

COMPANY SECRETARIES

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
Vertoz Advertising Limited

Meeting: Extra Ordinary General Meeting through Video Conferencing/Other Audio-Visual Means
Date of Meeting: June 24, 2024
Time of Meeting: 5:00 p.m.
Deemed Venue: 602, Avior, Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai, Maharashtra - 400 080.

Dear Sir,

I, Umashankar Hegde, Practicing Company Secretary proprietor of M/s U. Hegde & Associates, Company Secretaries having my office at B-401, Janki Niwas, Shree Rambalakdas Nagri CHS, Tapovan, Malad(E), Mumbai - 400097, was appointed as the Scrutinizer of Vertoz Advertising Limited for scrutinizing Remote e-voting and E-voting during the Extra Ordinary General Meeting ("EGM") held on Monday, June 24, 2024 at 5.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members (also referred as "Shareholders") at a common venue.

The Ministry of Corporate Affairs (MCA) vide it's 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/ CMDl/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.

B-401, JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD(E), MUMBAI 400097
Mobile No- 091-8454826250, website :www.csuhegde.in
Email: umashankar.hegde@gmail.com/uhegdeassociates@gmail.com.

Further in compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM was sent only through electronic mode on June 1,2024 to those Members whose name appeared in the Register of Members / Beneficial Owners maintained by the Depositories as on benpos date i.e. 24th May 2024 and whose email addresses are registered with the Company / Depositories. The Notice of the EGM was also made available on website of the Company, i.e. www.vertoz.com, website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of the KFIN Technologies Limited ("KFIN") at www.evoting.kfintech.com.

Since the EGM was held pursuant to MCA circulars through VC /OVAM, physical attendances of members were dispensed with. Accordingly, in terms of above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by Members were dispensed with.

Members attended the meeting through VC /OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").

In compliance with the provisions of the Section 108 of the Act read with the Rules made thereunder and other applicable provisions of the Act, Secretarial Standard on General Meetings ("SS-2") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended from time to time), the Company has also provided the facility to the Members to cast their votes on all the resolutions set out in the Notice of the EGM, by Remote e-voting facility. Further, the Company also provided E-voting facility during EGM, to its Members in respect of the businesses to be transacted at the EGM to those Members who attended the EGM and who had not voted through Remote e-voting.

The requisite advertisements pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended and in compliance with Ministry of Corporate Affairs Circular No. 20/2020 dated 5th May 2020 were published in "Financial Express" (in English) (All editions) and in "Lakshadeep" (in Marathi) (Mumbai Edition) on 2nd June,2024.

The Members of the Company holding Shares of the Company as on the "cut-off" date i.e., Monday, June 17,2024 were entitled to vote on the Resolutions as contained in the Notice of EGM of the Company.

The Company had made necessary arrangements with KFIN Technologies Limited (KFIN) to facilitate Remote e-voting and E-voting during EGM.

The period for Remote e-voting commenced on Wednesday, 19th June, 2024 at 9:00 a.m. (I.S.T.) and ended on Sunday, 23rd June, 2024 at 5:00 p.m. (I.S.T.) and the KFIN e-voting system was blocked in due time.

After the end of the Remote e-voting period i.e. on Sunday 23rd June,2024 I was provided access to details of the Members who had opted for Remote e-voting. The details such as the name of the member, DP Id, Client Id, and number of Shares held by the Member could be seen to ensure that these Members do not vote again at the EGM. However, the manner in which the votes were cast by the Members were not available.

Further, the E-voting was announced during the EGM for the Members who attended the EGM and had not cast their vote earlier through Remote e-voting.

After the closure of the E-voting at the EGM, the Report on the E-voting done during the EGM was generated and the voting was diligently scrutinized and reconciled with the votes casted under Remote e-voting facility which was unblocked in the presence of two witnesses who were not in employment of the Company.

I, have scrutinized and reviewed the Remote e-voting and E-voting tendered during EGM based on the data downloaded from the e-voting system of KFIN.

The Consolidated Report on the result of the Remote e-voting and E-voting during EGM in respect of the Resolutions set out in the Notice of the EGM is as under:

Resolution No. 1: Ordinary Resolution

Increase the authorised share capital and subsequent alteration in the capital clause of the Memorandum of Association of the company.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	54	28,565,933	90.6588
e-Voting during EGM	21	2,943,325	9.3411
Total	75	31,509,258	99.9999

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	12	0.0001
e-Voting during EGM	0	0	0
Total	2	12	0.0001

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
E-voting during EGM	-	-

Resolution No. 2: Ordinary Resolution

Approve sub -division of Equity Shares of the Company.

(i) Voted **in favor** of the Resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	54	28,565,933	90.6588
E-voting during EGM	21	2,943,325	9.3411
Total	75	31,509,258	99.9999

(ii) Voted **against** the Resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	12	0.0001
E-voting during EGM	0	0	0
Total	2	12	0.0001

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
E-voting during EGM	-	-

Resolution No. 3: Ordinary Resolution

Approve Capitalisation of Securities Premium Account and Issue of Bonus shares to the members of the Company

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	54	28,565,933	90.6588
E-voting during EGM	21	2,943,325	9.3411
Total	75	31,509,258	99.9999

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	12	0.0001
E-voting during EGM	0	0	0
Total	2	12	0.0001

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
E-voting during EGM	-	-

All the Resolutions stated above from Resolution No. 1 to Resolution No. 3 have been passed with requisite majority.

The records relating to electronic voting (Remote e-voting and E-voting during EGM) containing details has been provided to the Company for safe keeping.

Thanking You,

Place: Mumbai
Date: 24/06/2024

For U.HEGDE & ASSOCIATES

UMASHANKAR KRISHNA HEGDE Digitally signed by UMASHANKAR KRISHNA HEGDE Date: 2024.06.24 19:34:20 +05'30'

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

ICSI UDIN: A022133F000612184

Countersigned
For Vertoz Advertising Limited

Hirenkumar Rasiklal Shah Digitally signed by Hirenkumar Rasiklal Shah Date: 2024.06.24 19:44:52 +05'30'

Hirenkumar Shah
Chairman for the meeting
DIN: 00092739