

VERTOZ LIMITED

(FORMERLY KNOWN AS 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

NOTICE is hereby given that **13th Annual General Meeting** of the Members of Vertoz Advertising Limited will be held on Friday, **2nd August, 2024 at 5:00 p.m. IST** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) facility to transact the business mentioned below.

The proceedings of the Annual General Meeting (“AGM”) shall be deemed to be conducted at the Registered Office of the Company at 602, Avior, Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai, Maharashtra, India – 400 080 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon;**

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2024 and the Reports of the Auditor’s and the Board of Directors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of Auditors thereon and in this regard, pass the following Resolution(s), as Ordinary Resolution(s):**

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Auditor’s and the

Board of Directors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. **To re-appoint Mr. Harshad Uttamchand Shah (DIN: 07849186), who is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment:**

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

“RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company, be and is hereby accorded to reappoint Mr. Harshad Uttamchand Shah (DIN: 07849186) who retires by rotation at this meeting and being eligible, has offered himself for re-appointment as the Non-Executive Director of the Company.”

SPECIAL BUSINESS:

3. **Appointment of Mr. Rajkumar Gupta (DIN: 10616896) as an Independent Director of the Company:**

To consider and pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions 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), and on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rajkumar Gupta (DIN: 10616896), who was appointed as an Additional Independent Non-Executive Director of the Company w.e.f. 6th May 2024, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Non-Executive Director

of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., upto 05th May 2029.

RESOLVED FURTHER THAT the Board of Directors and/or Ms. Zill Shah, Company Secretary & Compliance Officer of the Company be and is hereby authorised to do all such acts, deeds, matters and take all such steps as may be necessary, proper, incidental or expedient to give effect to this Resolution.”

4. Appointment of Mrs. Dimple Hirenkumar Shah (DIN: 07788365) as an Executive Director of the Company:

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of (i) Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), (ii) the Articles of Associations of the Company (iii) Remuneration Policy of the Company; and (iv) Regulation 17(1C) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended, and (v) all other applicable Laws, Rules, Regulations Guidelines, Circulars, Directions, and Notifications, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, approval of members of the Company be and is hereby accorded for appointment of Mrs. Dimple Hirenkumar Shah (DIN: 07788365) as an Executive Director, designated as Chief Financial Officer and Executive Director of the Company for a period of five (5) years with effect from 22nd May 2024, and not liable to retire by rotation, on following remuneration:

Remuneration of Rs. 29,50,000/- (Rupees Twenty-Nine Lakhs Fifty Thousand only) per annum, which includes all your perquisites, allowances (e.g. Medical Allowances, Telephone/Mobile Bills, Petrol Allowances, Travelling Allowances, Daily Allowances, Leave Travel Allowances), and taxes (Like Profession Taxes) and all deductions (e.g. TDS, PF Contributions - Employee, Employer etc.) as applicable and any yearly increase in the remuneration will be as per the limits of Schedule V based on the recommendation of Nomination & Remuneration Committee.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any Financial Year or years during the term of her appointment as Executive Director, Mrs. Dimple Hirenkumar Shah shall be paid the remuneration as detailed herein as

the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the Shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said appointment / remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, subject to approvals, if any, as may be required and as may be agreed between the Board of Directors and Mrs. Dimple Shah, Chief Financial Officer and Executive Director.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company and/or Ms. Zill Shah, Company Secretary & Compliance Officer of the Company be and are hereby authorized to do all such things, deeds, acts and matters and take all such steps as may be necessary, proper, or expedient to give effect to this Resolution.”

5. Change in designation of Mr. Hirenkumar Rasiklal Shah (DIN: 00092739), Whole time Director (WTD) to Managing Director (MD) of the Company:

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

“RESOLVED THAT in partial modification of the resolution approved by Shareholders by way of postal Ballot dated 11th June, 2022 and pursuant to the provisions of Sections 196, 197, 198 and 203 (to the extent applicable to the Company) read with provisions of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, , the Companies (Appointment and Remuneration of Managerial Personnel) Rules, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) and enactment(s) thereof for the time being in force), and relevant provisions of Articles of Association of the Company and other requisite approvals, if any required, the consent of the Members be and is hereby accorded for the change in designation of Mr. Hirenkumar Rasiklal Shah (DIN: 00092739) as Managing Director (MD) of the Company w.e.f. 6th July 2024 till the end of his current term i.e. 13th June, 2027 and that the other terms and conditions of his appointment including remuneration shall remain unchanged.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any Financial Year during the tenure of his service as Managing Director, Mr. Hirenkumar Rasiklal Shah shall be paid the remuneration as detailed herein as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the Shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said appointment / remuneration, as it may deem fit, including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Hirenkumar Rasiklal Shah.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Mrs. Dimple Shah, Chief Financial Officer of the Company and/or Ms. Zill Shah, Company Secretary & Compliance Officer of the Company be and are hereby authorized to do all such things, deeds, acts and matters and take all such steps as may be necessary, proper, or expedient to give effect to this Resolution.

Registered Office:

602, Avior, Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Road,
Mulund (West), Mumbai – 400 080.
CIN: L74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

Mumbai

6th July 2024

By Order of the Board

Sd/-

Zill Shah

Company Secretary & Compliance Officer

ACS No.: A51707

Notes:

1. 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 AGM 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 AGM shall be Registered Office of the Company.
2. KFin Technologies Limited, Registrar & Transfer Agent of the Company, shall be providing facility for voting through remote E-Voting, for participation in the AGM through VC/ OAVM facility and E-Voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained at Note No. 22 below.
3. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 13th Annual General Meeting of the Company is being conducted through Video Conferencing (VC)/other Audio Visual Means (OAVM)) (hereinafter referred to as “AGM” or “e-AGM”). In accordance with the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards – 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. Since the AGM will be held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), the Route Map is not annexed to this Notice.
5. A. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts in respect of the business under Item No. 2 to 5 above is annexed hereto. Further, the relevant details, pursuant to Regulations 26(4) and 36(3) of

the Listing Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") by ICSI, with respect to Item No. 2 is also annexed hereto.

6. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF WHO MAY OR MAY NOT BE AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE E-AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
7. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board Resolution/Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM.

The said Resolution/Authorization should be sent electronically to the Scrutinizer by email through its registered email address to umashankar.hegde@gmail.com with a copy marked to evoting@kfintech.com and to the Company at compliance@vertoz.com

Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.

8. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable provisions of the Companies Act, 2013 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this AGM are also annexed to this Notice.
9. Pursuant to the above-mentioned MCA Circulars, **A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for recording of attendance of such member for the e-AGM and such member attending**

the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

10. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is M/s. KFin Technologies Limited ("Kfintech") having their office at Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032.

11. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:

Pursuant to General Circular no. 14/2020 dated 8th April, 2020, General Circular no. 17/2020 dated 13th April, 2020, General Circular no. 20/2020 dated 05th May, 2020, General Circular no. 39/2020 dated 31st December, 2020, General Circular no. 10/2021 dated 23rd June, 2021, General Circular no. 20/2021 dated 8th December, 2021, General Circular no. 03 /2022 dated 5th May, 2022 and General Circular no. 11/2022 dated 28th December, 2022 and other applicable circulars (**hereinafter referred to as "MCA Circulars"**) issued by the Ministry of Corporate Affairs and Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Notice of the AGM alongwith the Annual Report for the Financial Year 2023-2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/KFintech/ Depositories. A copy of the Notice of this AGM alongwith the Annual Report is available on the website of the Company at www.vertoz.com, website of the Stock Exchange where the Equity Shares of the Company are listed, viz. the National Stock Exchange of India Limited at www.nseindia.com, and on the website of KFintech at <https://evoting.kfintech.com>. For any communication, the Members may also send a request to the Company's investor email id: compliance@vertoz.com. **The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2023-2024 and the Notice of AGM to any Member.**

12. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

During the FY 2023-2024 under review, the Company was not required to transfer any amount to the Investor Education & Protection Fund (IEPF) and does not have unclaimed dividend which remains to be transferred to Investor Education & Protection Fund (IEPF). As such, no specific details are required to be given or provided.

13. MEMBERS ARE REQUESTED TO:

- a. intimate to KFintech, changes, if any, in their registered addresses/bank mandates at an early date, in case of Shares held in physical form;
- b. intimate to the respective Depository Participant, changes, if any, in their registered addresses/bank mandates at an early date;
- c. quote their folio numbers/ Client ID and DP ID in all correspondence;
- d. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names; and
- e. register their Permanent Account Number (PAN) with their Depository Participants.

14. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019, except in case of request received for transmission or transposition of Securities.

In view of the above and to eliminate all risks associated with physical Shares and for ease of portfolio management, Members holding Shares in physical form are requested to consider converting their holdings to dematerialized form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of KFintech to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdsindia.com/investors/open-demat.html> for further understanding of the demat procedure.

15. NOMINATION:

Members can avail of the facility of nomination in respect of Shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-

13 duly filled in to KFinTech having their office at Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 or send an email at: einward.ris@kfintech.com. Members holding Shares in electronic form may contact their respective Depository Participants for availing this facility. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14.

16. UPDATION OF MEMBERS' DETAILS:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. A form for compiling additional details is available on the KFinTech's website at the web-link: https://ris.kfintech.com/email_registration/.

Members holding Shares in physical form are requested to submit the form duly completed to the Company or its Registrar and Transfer Agents in physical mode, as per instructions mentioned in the form. Members holding Shares in electronic form are requested to submit the details to their respective Depository Participants.

17. UPDATION OF PERMANENT ACCOUNT NUMBER (PAN)/BANK ACCOUNT DETAILS OF MEMBERS:

SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account details for all security holders. Members are requested to submit the aforesaid information to their respective Depository Participant(s).

18. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 1st day of August 2024, through email on compliance@vertoz.com. The same will be replied by the Company suitably.

19. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for

inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. Friday, 2nd August, 2024. Members seeking to inspect such documents can send an email to Company's investor email id: compliance@vertoz.com.

20. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant.

21. **PROCEDURE FOR REGISTERING THE EMAIL ADDRESSES TO RECEIVE THIS NOTICE ELECTRONICALLY AND CAST VOTES ELECTRONICALLY:**

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 email ID registered by contacting their respective Depository Participant.

b. Members holding Shares in physical form may register their email address and mobile number with the Company's Registrar and Transfer Agents, KFin Technologies Limited by sending an email request at the email ID: einward.ris@kfintech.com along with the copy of the signed request letter mentioning the Name, Address, Folio No., Email address and Mobile number of the Member, self-attested scanned copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport, etc.) in support of the address of the Member.

II. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with Kfintech for temporary registration of email addresses of the Members in terms of the MCA Circulars.

Process to be followed for Temporary Registration of E-mail Address:

A. the process for registration of email address with Kfintech for receiving the Notice of AGM and login ID and password for e-voting is as under:

i. Visit the link:

<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

- ii. Select the name of the Company viz. Vertoz Advertising Limited and follow the steps for registration of email address.
- iii. After successful submission of the email address, KFinTech will email a copy of this AGM Notice and Annual Report for F.Y. 2023-2024 along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFinTech at evoting@kfintech.com.
- iv. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs/KFinTech to enable servicing of notices/documents/Annual Reports and other communications electronically to their email address in future.

22. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE E-AGM THROUGH VC/OAVM:

- i. ATTENDING THE AGM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFinTech. Members are requested to login at <https://emeetings.kfintech.com/> by clicking “e-AGM - Video Conference & Streaming” and access the Shareholders’/ Members’ login by using the remote e-voting credentials provided in the email received from KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the Meeting etiquettes to join the Meeting.
- ii. Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in Note No. 23.
- iii. Members may join the Meeting through Laptops, Smartphones and Tablets for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members are encouraged to join the Meeting through Laptops with latest version of Google Chrome for better experience.

- iv. Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned at Note No. 22 (i) above in the Notice, and this mode will be available throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars.
- v. In case of any query and/or help, in respect of attending the AGM through VC/OAVM mode, Members may refer the Help & Frequently Asked questions (“FAQs”) and “AGM VC/OAVM” user manual available at the download Section of <https://evoting.kfintech.com> or contact at compliance@vertoz.com, or Mr. Raghunath Veeda, Deputy Manager – Corporate Registry, KFin Technologies Limited at Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032 or at the email ID: evoting@kfintech.com or on Phone No.: 040-6716 2222 or call Toll Free No.: 1800-345-4001 for any further clarifications.

23. PROCEDURE FOR REMOTE VOTING

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFinTech on all Resolutions set forth in this Notice, through remote e-voting. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility.

The remote e-voting facility will be available during the following period:

Day, date and time of commencement of remote e-voting	From:	Tuesday, 30th July 2024 at 9.00 a.m. (IST)
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To:	Thursday, 1st August 2024 at 5.00 p.m. (IST)

The remote e-voting will 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.

The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are explained below:

Step 1: Access to NSDL/CDSL e-Voting System

I. Login method for e-voting for Individual Shareholders holding Shares of the Company in demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provided by Listed Entities, Individual Shareholders holding Shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility. The procedure to login and access remote e-voting, as devised by the Depositories/Depository Participant(s), is given below:

A. Login Method for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"):

Sr. No.	NSDL	CDSL
1.	Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure: i. Visit URL: https://eservices.nsdl.com ii. Click on the "Beneficial Owner" icon under "IDeAS" section. iii. On the new page, enter your User ID and Password. Post successful authentication, click on "Access to e-Voting" iv. Click on Company Name: Vertoz Advertising Limited or E-Voting Service	Users already registered for Easi/Easiest facility of CDSL may follow the following procedure: i. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii. Click on "New System Myeasi" icon iii. Login with your Registered User ID and Password. iv. Option will be made available to reach e-Voting page without any further authentication.

	Provider and you will be re-directed to E-Voting Service Provider (“KFintech”) website for casting your vote during the remote e-Voting period.	v. You will see the e-Voting Menu. The Menu will have links of E-voting Service Provider i.e. Kfintech e-Voting portal where the e-voting is in progress. vi. Click on e-Voting service provider – KFintech to cast your vote.
2	Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure: i. To register click on link: https://eservices.nsdl.com ii. Select “Register Online for IDeAS” or click on the link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. After successful registration, please follow steps given in Point No. 1 above to cast your vote.	Users not registered for Easi/Easiest facility of CDSL may follow the following procedure: i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. After successful registration, please follow steps given in Point No. 1 above to cast your vote.
3	Users may directly access the e-Voting module of NSDL as per the following procedure: i. Visit URL: https://www.evoting.nsdl.com ii. Click on the “Login” icon which is available under “Shareholder/Member” section. iii. On the login page, enter User ID (i.e., your sixteen digit number held with NSDL, starting with IN), Login Type, i.e., through typing Password (in case you are registered on NSDL’s e-voting platform)/through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.	Users may directly access the e-Voting module of CDSL as per the following procedure: i. Visit URL: www.cdslindia.com ii. Provide your Demat Account Number and PAN. 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 CDSL. Click on the e-Voting link available against Vertoz Advertising Limited or select E-Voting Service Provider “KFintech” and you will be re-directed to the e-Voting page of Kfintech to cast your vote without any further authentication.

	iv. Post successful authentication, you will be requested to select Name of the Company: Vertoz Advertising Limited or the E-Voting Service Provider, i.e. KFintech. v. On successful selection, you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.	
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B. Login Method for Individual Members holding Shares of the Company in Demat mode through their Depository Participants:

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once you login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see evoting feature. Click on options available against the Company's Name: Vertoz Advertising Limited or E-Voting Service Provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

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 NSDL and CDSL websites.

Helpdesk for Individual Shareholders holding Shares of the Company 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

II. Login method for e-Voting for Shareholders other than Individual Shareholders holding Shares of the Company in demat mode and Shareholders holding Shares in physical mode

A. Members whose email IDs are registered with the Company/ Depository Participants, will receive an email from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e. User ID and password). 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 your 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 minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 for Vertoz Advertising Limited - AGM.
- vii. On the voting page, enter the number of Shares (which represents the number of votes) as on the cut-off date i.e. Friday, 26th July 2024 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 should not exceed your total Shareholding as on the cut-off date.

Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings ("SS-2") issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/ its vote will be treated as an invalid vote with respect to that Resolution.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

- ix. Voting has to 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 confirm, 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, NRIs, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: umashankar.hegde@gmail.com with a copy to evoting@kfintech.com and to the Company at compliance@vertoz.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_EVENT NO”. It should reach the Scrutinizer and the Company by email not later than Thursday, 1st August 2024 (5:00 p.m. IST). In case if the authorized representative attends the Meeting, the above-mentioned documents shall be submitted before the commencement of AGM.

B. In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/update their e-mail addresses with the Depository Participant(s) in case of Shares held in Dematerialised form) and inform KFintech at the email id: evoting@kfintech.com (in case of Shares held in physical form):

- i. Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password.
- ii. Please follow all steps from Note. No. II A (i) to (xii) above to cast your vote by electronic means.

Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).

24. VOTING DURING THE AGM:

- i. The procedure for remote e-voting during the AGM is same as the instructions mentioned for remote e-voting since the Meeting is being held through VC/OAVM.

- ii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM. Upon clicking the e-voting window, Members will be directed to the “Instapoll” page. An icon, “Vote”, will be available at the bottom left on the Meeting Screen.
- iii. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.
- iv. Only those Members/Shareholders, who will be present in the AGM 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 in the AGM.
- v. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate in the AGM but shall not be entitled to cast their vote again.

25. **GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:**

- i. A Member can opt for only a single mode of voting i.e. through remote e-voting or e-voting at the AGM.
- ii. The voting rights of Members shall be in proportion to the paid-up value of their Shares in the Equity Share Capital of the Company as on the cut-off date i.e. **Friday, 26th July 2024**. Members are eligible to cast their vote either through remote e-voting or in the AGM only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
- iii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-Voting, i.e. **Friday, 26th July 2024**, he/she/it may obtain the User ID and Password in the manner as mentioned below:
 - a. If the **mobile number** of the Member is **registered** against Folio No./ DP ID Client ID, the Member may send SMS:

MYEPWD <space> e-votingEvent Number + Folio No. or DP ID Client ID to **+91-9212993399**

1. Example for NSDL:

MYEPWD<SPACE >IN12345612345678

2. Example for CDSL:

MYEPWD<SPACE>1402345612345678

3. Example for Physical:

MYEPWD <SPACE> XXXX123456789

b. If **e-mail address or mobile number** of the Member is **registered** against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com> the Member may click **“Forgot Password”** and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at Toll free number 1800-309-4001 or write to them at evoting@kfintech.com.

d. Member may send an e-mail request to evoting@kfintech.com. However, KFintech shall endeavor to send User ID and Password to those new Members whose e-mail IDs are available.

iv. In case of any query pertaining to e-voting, please visit Help & FAQs section and E-voting User Manual available at the download section of KFintech’s website <https://evoting.kfintech.com> or contact at compliance@vertoz.com or at evoting@kfintech.com or on Phone No. +91 40 6716 2222 or call KFintech’s Toll Free No. 1800-345-4001, for any further clarifications.

26. SCRUTINIZER FOR E-VOTING AND DECLARATION OF RESULTS:

Mr. Umashankar Hegde (ACS 22133, COP 11161) Proprietor of M/s. U. Hegde & Associates, Company Secretaries, have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer will, after the conclusion of the e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman of the Company or any other

person of the Company authorized by the Chairman, who shall countersign the same. The Results shall be declared not later than forty-eight hours from conclusion of the Meeting.

The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at www.vertoz.com and on the website of KFinTech at <https://evoting.kfintech.com> immediately after the Results are declared and will simultaneously be forwarded to the National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, 2nd August 2024, subject to receipt of the requisite number of votes in favour of the Resolutions.

27. SUBMISSION OF QUESTIONS/QUERIES PRIOR TO AGM:

- a. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number to the Company's investor email-id i.e. compliance@vertoz.com from Tuesday, 30th July 2024 (9:00 a.m. IST) upto Thursday, 1st August 2024 (5:00 p.m. IST), so as to enable the Management to keep the information ready. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.
- b. Alternatively, Members holding Shares as on the cut-off date may also visit <https://evoting.kfintech.com> and click on the tab "Post Your Queries Here" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall be activated during the remote e-voting period from Tuesday, 30th July 2024 (9:00 a.m. IST) upto Thursday, 1st August 2024 (5:00 p.m. IST).
- c. Members can also post their questions during AGM through the "Ask A question" tab, which is available in the VC/OAVM Facility.

The Company will, at the AGM, endeavor to address the queries received till 5.00 p.m. (IST) on Thursday, 1st August 2024, from those Members who have sent queries from their registered email IDs. Please note that Members' questions will be answered only if they continue to hold Shares as on the cut-off date.

28. SPEAKER REGISTRATION BEFORE AGM:

In addition to above, speaker registration may also be allowed during the remote e-voting period, Members of the Company, holding Shares as on the cut-off date i.e. **Friday, 26th July 2024** and who would like to speak or express their views or ask questions during the AGM may register as speakers by visiting <https://emeetings.kfintech.com> and clicking on “Speaker Registration” during the period from Tuesday, 30th July, 2024 (9:00 a.m. IST) upto Thursday, 1st August 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

29. **Unclaimed Dividend:** Members are requested to note that as per Section 124(5) of the Companies Act, 2013, Dividends not encashed/ claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against the Company. Members are requested to contact M/s. KFin Technologies Limited/ Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.

Registered Office:

602, Avior, Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Road,
Mulund (West), Mumbai – 400 080.
CIN: L74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

By Order of the Board

Sd/-
Zill Shah
Company Secretary & Compliance Officer
ACS No.: A51707
6th July 2024
Mumbai

Additional Information with respect to Item No. 2

Details of Director seeking re-appointment at the forthcoming Annual General Meeting:

Mr. Harshad Uttamchand Shah, is the Chairman & Non-Executive Director of the Company and is associated with the Company since 14th June 2017. His expertise is in the field of Business Administration.

He being Non-Executive Director of the Company, is liable for retirement by rotation, has offered himself for re-appointment.

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings [SS-2] is given hereunder:

Name of Director	Harshad Uttamchand Shah
DIN	07849186
Date of Birth	19 th January, 1955
Age	69 years
Nationality	Indian
Expertise in specific functional Area	Business Administration
Date of Original Appointment	14 th June, 2017
No. of Equity Shares held in the Company as on the date of this Notice	169784 Equity Shares
Disclosure of relationship between Director inter-se	Not Applicable
Educational Qualification	Under-Matriculate
List of Directorship held in public Company	Nil
Chairman/Member of the committee of the Board of Directors of the Company	Member of SRC and NRC
Chairman/member of the Committee of the Board of Directors of the Other Companies	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following sets out all material facts relating to item under Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the Company:

Item No. 03: Appointment of Mr. Rajkumar Gupta (DIN: 10616896) as an Independent Director of the Company

The Board of Directors, vide Circular Resolution dated on 06th May 2024, recommended and approved the appointment of Mr. Rajkumar Gupta (DIN: 10616896), with effect from 06th May 2024, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the tenure of office of Mr. Rajkumar Gupta as an Independent Director will be for a term of 5 (five) consecutive years from 06th May 2024, subject to approval of the Members of the Company.

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, the Company is required to take approval of Members for appointment of a person on the Board of the Company at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Rajkumar Gupta is not disqualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has also received a declaration from Mr. Rajkumar Gupta that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Rajkumar Gupta for appointment as Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Rajkumar Gupta fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. He is a confident and focused professional with strong analytical skills and known for persistence, perseverance and performing even under stressful conditions. He has varied experience in corporate and legal matters. He collaborates and maintains healthy relations through panel advocate, negotiates settlements, recovery cases etc. He has expertise in banking and non-banking Company matters. He is a very focused professional with his expertise covering all areas of Corporate Laws, Civil Law, IPR Law, and in Real Estate etc. He has contributed to the growth of the Company wherein a number of matters have been awarded in the Company's favour. In view of the above, appointment of Mr. Rajkumar Gupta as an Independent Director is in the interest of the Company.

Details of Mr. Rajkumar Gupta pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Notice. He shall be paid remuneration by way of fee for attending Meetings of the Board or Committees thereof or for any other Meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other Meetings and Commission within the limits stipulated under Section 197 of the Act.

The appointment of Mr. Rajkumar Gupta, is in compliance with Regulation 17(1)(a) of the Listing Regulations. In accordance with the provisions of Sections 149, 150 and 152 read with Schedule

IV of the Act and other applicable provisions of the Act, appointment of Mr. Rajkumar Gupta as an Independent Director requires approval of the members of the Company.

Apart from receiving Directors' remuneration as may be decided pursuant to the provisions of the Act and SEBI Listing Regulations, Mr. Rajkumar Gupta does not have any other pecuniary relationship with the Company.

The Board recommends the Special Resolution at Item No. 3 of the Notice for the approval of the Members.

Except Mr. Rajkumar Gupta, none of the other Directors or Key Managerial Personnel or their relatives is, in anyway, concerned or interested, financially or otherwise, in the said resolution.

Annexure:

Name of the Director	Mr. Rajkumar Gupta (DIN: 10616896)
Age	44 years
Qualifications	B.Com. and Fellow Member of the Institute of Company Secretaries of India (ICSI)
Experience (including expertise in specific function areas) / Brief Resume	Mr. Rajkumar Gupta is a Founding Member of Rajkumar Gupta & Co. He is a confident and focused professional with strong analytical skills and known for persistence, perseverance and performing even under stressful conditions. He has varied experience in corporate and legal matters. He collaborates and maintains healthy relations through panel advocate, negotiates settlements, recovery cases etc. He has expertise in banking and non-banking Company matters. He is a very focused professional with his expertise covering all areas of Corporate Laws, Civil Law, IPR Law, and in Real Estate etc. He has contributed to the growth of the Company wherein a number of matters have been awarded in the Company's favour.

Terms and Conditions of Appointment	As per the resolution set out at Item No. 03 of this Notice read with statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any) (FY2023-24)	Nil
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other Meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other Meetings and Commission within the limits stipulated under Section 197 of the Companies Act, 2013.
Date of first appointment on the Board	6 th May 2024, through Circular Resolution
Shareholding in the Company including shareholding as a beneficial owner as on date of Notice	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies
Number of meetings of the Board Attended	From the date of his appointment: 2 out of 2 Meetings
Directorships of other Boards as on date of Notice	Nil
Membership / Chairmanship of Committees of other Boards as on date of Notice	Nil
Listed entities from which the Director has resigned in the past three years	Nil

Item No. 04: Appointment of Mrs. Dimple Hirenkumar Shah (DIN: 07788365) as an Executive Director of the Company

The Board of Directors of the Company recommended and approved appointment of Mrs. Dimple Hirenkumar Shah as an additional Executive Director of the Company, designated as Chief Financial Officer and Executive Director who would hold office w.e.f. 22nd May 2024, subject to approval of the Members.

Mrs. Dimple Hirenkumar Shah holds a Bachelor's degree of Commerce and is pursuing course of Company Secretary (CS). She has an experience of 6 years in Accounts and Finance. She fosters a collaborative environment, encouraging innovation and driving the team towards achieving

collective goals. After considering her remarkable contribution to the growth of the Company as the Chief Financial Officer, the Board of Directors have appointed her as an Executive Director of the Company.

In the opinion of the Board, Mrs. Dimple Hirenkumar Shah, fulfils the conditions specified in the Schedule V and Section 196 of the Act for being eligible for appointment as an Executive Director of the Company. The Company has also received confirmation from Mrs. Dimple Hirenkumar Shah that she is eligible for appointment as an Executive Director and that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act. She has also confirmed that she is not debarred from holding office of Director by virtue of any SEBI order or any other such authority.

The brief profile and other information required to be included in the notice pursuant to Schedule V of the Act are annexed as Annexure-I and the information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, in relation to the Director seeking appointment is attached as Annexure hereto.

The information as per Part (B) of Section II of Part II of Schedule V to the Companies Act, 2013 and information pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is given hereunder:

I. General Information:

1. Nature of Industry:

We are a programmatic Company that offers innovative advertising and monetizing solutions which replaces the traditional methods of media buying and selling. Our Company's proprietary technology, advanced capabilities, and ingenious programmatic platform is highly scalable software platform that powers and optimizes the marketplace for the real time trading of digital advertising between advertisers and publishers. We provide programmatic advertisement solutions to both advertisers and publishers around the world.

2. Date or expected date of commencement of commercial production

The Company was incorporated on 13th February 2012.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable.

4. Financial performance based on given indicators**(₹ in Lakhs)**

Particulars	2023-2024	2022-2023	2021-2022
Total Revenue	₹ 15,694.74	₹ 8,376.19	₹ 4,260.99
Total Expenses	₹ 14,110.40	₹ 6,984.05	₹ 3,485.91
Exceptional Items	₹ 0.00	₹ 0.00	₹ 0.00
Profit Before Tax	₹ 1,584.34	₹ 1,392.14	₹ 775.08
Profit After Tax	₹ 1,611.77	₹ 1,103.68	₹ 610.35
Dividend Rate	NA	NA	NA

5. Foreign investments or collaborations, if any:

The Company has foreign investment in its Equity but does not have, directly or indirectly, any foreign collaborations. However, the Company has foreign subsidiaries in the USA, UK, UAE and Hong Kong.

II. Information about the Appointee:**A. Mrs. Dimple Hirenkumar Shah****a. Background details, Job profile and her suitability**

Mrs. Dimple Hirenkumar Shah holds a Bachelor of Commerce degree and is pursuing course of Company Secretary (CS). She has an experience of 6 years in Accounts and Finance. She fosters a collaborative environment, encouraging innovation and driving the team towards achieving collective goals. After considering her remarkable contribution to the growth of the Company as the Chief Financial Officer, the Board of Directors have appointed her as an Executive Director of the Company.

b. Past Remuneration

The remuneration paid to Mrs. Dimple Hirenkumar Shah for the Financial Year 2023-2024 was ₹ 7,86,710/- as Chief Financial Officer of the Company.

c. Remuneration proposed

Remuneration proposed to be paid to Mrs. Dimple Hirenkumar Shah is Rs. 29,50,000/- (Rupees Twenty-Nine Lakhs Fifty Thousand only) per annum, which includes all your perquisites, allowances (e.g. Medical Allowances, Telephone/Mobile Bills, Petrol Allowances, Travelling Allowances, Daily Allowances, Leave Travel Allowances,), and taxes (Like Profession Taxes) and all deductions (e.g. TDS, PF Contributions - Employee, Employer etc.) as applicable and any yearly increase in the remuneration will be as per the limits of Schedule V based on the recommendation of Nomination & Remuneration Committee.

d. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mrs. Dimple Hirenkumar Shah, the remuneration proposed to be paid to her is commensurate with the remuneration packages paid to their similar counterparts in other companies.

e. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any.

Besides the remuneration payable, Mrs. Dimple Hirenkumar Rasiklal Shah also belongs to the Promoter Group of the Company holding 5.93% Shares. Mr. Hirenkumar Rasiklal Shah is her Husband and Mr. Ashish Rasiklal Shah, is her Brother-in-law.

III. Other Information:

On the basis of the last Audited Balance Sheet i.e. as of March 31, 2024, the Company has adequate profits:

- i. Reasons of loss or inadequate profits - Not Applicable;
- ii. Steps taken or proposed to be taken for improvement - Not Applicable;
- iii. Expected increase in productivity and profits in measurable terms - Not Applicable

The draft Agreement to be entered into with Mrs. Dimple Hirenkumar Shah shall be available for inspection by the Members through electronic mode, basis the request being sent on compliance@vertoz.com.

The Directors are of the view that the Company would benefit/continue to be benefited by the experience and guidance of Mrs. Dimple Hirenkumar Rasiklal Shah therefore recommends passing of the Special Resolutions set out in Item No. 4

Details of Mrs. Dimple Hirenkumar Rasiklal Shah is provided in “Annexure I” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Name	Mrs. Dimple Hirenkumar Shah (07788365)
Age	42
Brief Resume/ Experience/ Expertise in Specific Functional Area	Mrs. Dimple Hirenkumar Shah holds a Bachelor of Commerce degree and is pursuing course of Company Secretary (CS). She has an experience of 6 years in Accounts and Finance. She fosters a collaborative environment, encouraging

	innovation and driving the team towards achieving collective goals. After considering her remarkable contribution to the growth of the Company as the Chief Financial Officer, the Board of Directors have appointed her as an Executive Director of the Company.
Terms and conditions of appointment or re-appointment	As per the resolution set out at Item No. 4 of this Notice read with statement pursuant to Section 102 of the Act.
Remuneration last drawn	She was appointed on 13 th December 2023, as Chief Financial Officer of the Company. So from the date of appointment till 31 st March 2024, it was Rs. 7,86,710/- for the FY 2023-2024.
Details of remuneration sought to be paid.	These details are provided in the Resolution proposed for approval of Members and accompanying Explanatory Statements.
Directorship in other companies (31st March 2024)	NIL
Chairman/Member of the Committee of Directors in the Company	NIL
Chairman / Member of the Committee of Board of Directors of other Public Companies of which he is a Director [only Audit Committee and Stakeholders Relationship Committee is Considered]	Not Applicable
Shareholding in the Company including Shareholding as a beneficial owner as on date of Notice	2510000 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies except for Mr. Hirenkumar Shah, Whole-time Director of the Company and Mr. Ashish Shah, Non-Executive Director of the Company.

No. of Board Meetings attended during the year (1st April 2023 to 31st March 2024)	From the date of her appointment as: Chief Financial Officer: 2 out of 2 Meetings Executive Director: Since she was appointed on 22 nd May 2024, attending the Board Meetings as Executive Director is not applicable.
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The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, recommends the resolution set out at item no. 04 of the Notice for approval of Members as Special Resolution.

Except, Mrs. Dimple Hirenkumar Shah herself, Mr. Hirenkumar Shah, Whole-time Director of the Company and Mr. Ashish Shah, Non-Executive Director of the Company, being Immediate Relatives are interested in the Resolution. Apart from them, none of the Director(s) and Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested in the Resolution mentioned at item no. 04 of this Notice.

Item No.05: Change in designation of Mr. Hirenkumar Rasiklal Shah (DIN: 00092739), Whole time Director (WTD) to Managing Director (MD) of the Company:

The Members vide Special Resolution passed by way of postal Ballot dated 11th June, 2022 approved the appointment of Mr. Hirenkumar Rasiklal Shah as Whole-time Director of the Company for a period of five years with effect from 14th June, 2022. The terms and conditions of his re-appointment, including remuneration were approved by the Shareholders in accordance with the provisions contained in Sections 196, 197, 198 and Schedule V and other applicable provisions of the Act.

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, at its Meeting held on 6th July 2024 has considered and approved appointment of Mr. Hirenkumar Rasiklal Shah (DIN: 00092739) Whole-time Director Company, as the Managing Director of the Company for the remaining period of his appointment i.e. upto 13th June, 2027.

The information as per Part (B) of Section II of Part II of Schedule V to the Companies Act, 2013 and information pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is given hereunder:

I. General Information:**1. Nature of Industry**

We are a programmatic Company that offers innovative advertising and monetizing solutions which replaces the traditional methods of media buying and selling. Our Company's proprietary technology, advanced capabilities, and ingenious programmatic platform is highly scalable software platform that powers and optimizes the marketplace for the real time trading of digital advertising between advertisers and publishers. We provide programmatic advertisement solutions to both advertisers and publishers around the world.

2. Date or expected date of commencement of commercial production

The Company was incorporated on 13th February 2012.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable.

4. Financial performance based on given indicators

(₹ in Lakhs)

Particulars	2023-2024	2022-2023	2021-2022
Total Revenue	₹15,694.74	₹8,376.19	₹4,260.99
Total Expenses	₹14,110.40	₹6,984.05	₹3,485.91
Exceptional Items	₹0.00	₹0.00	₹0.00
Profit Before Tax	₹1,584.34	₹1,392.14	₹775.08
Profit After Tax	₹1,611.77	₹1,103.68	₹610.35
Dividend Rate	NA	NA	NA

5. Foreign investments or collaborators, if any:

The Company has foreign investment in its Equity but does not have, directly or indirectly, any foreign collaborations. However, the Company has foreign subsidiaries in the USA, UK, UAE and Hong Kong.

II. Information about the Appointee:**A. Mr. Hirenkumar Rasiklal Shah****a. Background details**

Mr. Hirenkumar Rasiklal Shah, aged 44 years Hirenkumar Shah, is the Whole-time Director of our Company. He has completed his first year Bachelor of Commerce from the University of Mumbai. He is also the Promoter of our Company and has been associated with us since May

02, 2014 and was appointed as a Whole-time Director on June 14, 2017. He has around 19 years of experience in the business and industry. He looks after the day-to-day operations and is responsible for setting forth the group strategy and vision. Prior to joining our Company, he was associated with several start-up companies.

b. Past Remuneration

The remuneration paid to Mr. Hirenkumar Rasiklal Shah for the Financial Year 2023-2024 was ₹ 59,48,400/-.

c. Job profile and his suitability

Mr. Hirenkumar Rasiklal Shah, as the Managing Director of the Company, is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company.

In view of his qualifications and varied experience, the Board has bestowed the above responsibilities on Mr. Hirenkumar Rasiklal Shah.

e. Remuneration proposed

₹ 60,00,000 per annum and any yearly increase in the remuneration will be as per the limits of Schedule V based on the recommendation of Nomination & Remuneration Committee.

f. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Hirenkumar Rasiklal Shah, the remuneration proposed to be paid to him is commensurate with the remuneration packages paid to their similar counterparts in other Companies.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any.

Besides the remuneration payable Mr. Hirenkumar Rasiklal Shah is also Promoter and Shareholder of the Company holding 25.94% Shares. Mr. Ashish Rasiklal Shah, Non-Executive Director of the Company is his brother and Mr. Rasiklal Hathichand Shah*, Non-Executive Director of the Company is his Father and Mrs. Dimple Hirenkumar Sah, Chief Financial Officer of the Company is spouse of the appointee Director.

**Mr. Rasiklal Hathichand Shah, Non-Executive Director resigned from the office of Director due to personal and health reasons with effect from 22nd May 2024.*

III. Other Information:

On the basis of the last Audited Balance Sheet i.e. as of March 31, 2024, the Company has adequate profits:

- i. Reasons of loss or inadequate profits - Not Applicable;
- ii. Steps taken or proposed to be taken for improvement - Not Applicable;
- iii. Expected increase in productivity and profits in measurable terms - Not Applicable

The draft Agreement to be entered into with Mr. Hirenkumar Rasiklal Shah shall be available for inspection by the Members through electronic mode, basis the request being sent on compliance@vertoz.com.

The Directors are of the view that the Company would benefit/continue to be benefited by the experience and guidance of Mr. Hirenkumar Rasiklal Shah therefore recommend adoption of the Special Resolutions at Item No. 5.

Mr. Hirenkumar Rasiklal Shah is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Details of Mr. Hirenkumar Rasiklal Shah pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Name	Mr. Hirenkumar Rasiklal Shah (00092739)
Age	44
Brief Resume/ Experience/ Expertise in Specific Functional Area	He has completed his first year Bachelor of Commerce from the University of Mumbai. He is also the Promoter of our Company and has been associated with us since May 02, 2014 and was appointed as a Whole-time Director on June 14, 2017. He has around 17 years of experience in the business and industry. He looks after the day-to-day operations and is responsible for setting forth the group strategy and vision. Prior to joining our Company, he was associated with in several start-up companies.
Terms and conditions of appointment or re-appointment	As per the resolution set out at Item No. 05 of this Notice read with statement pursuant to Section 102 of the Act.
Remuneration last drawn	Rs. 59,48,400/- for the FY 2023-2024

Details of remuneration sought to be paid.	These details are provided in the Resolution proposed for approval of Members and accompanying Explanatory Statement.
Directorship in other companies (31st March 2024)	1. Trunkoz Technologies Private Limited 2. Paynx Technologies Private Limited 3. Hashjini Private Limited 4. Adzurite Solutions Private Limited 5. Own Web Solution Private Limited 6. Ameer Information Technology Solution Private Limited 7. Vyomeen Media Private Limited 8. Incrementx Private Limited 9. Dove Soft Limited 10. Qualispace Web Services Private Limited 11. Performise Solutions Private Limited
Chairman/Member of the Committee of Directors in the Company	Member of Audit Committee and Stakeholders' & Relationship Committee
Chairman / Member of the Committee of Board of Directors of other Public Companies of which he is a Director [only Audit Committee and Stakeholders Relationship Committee is Considered]	Not Applicable
Shareholding in the Company including Shareholding as a beneficial owner as on date of Notice	10980324 Shares
Inter-se Relationship between Directors/ KMP	Brother of Mr. Ashish Rasiklal Shah, Non-Executive Director and Husband of Mrs. Dimple Hirenkumar Shah, Chief Financial Officer and Additional Executive Director of the Company.
No. of Board Meetings attended during the year (1st April 2023 to 31st March 2024)	9 out of 9

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, recommends the resolution set out at item no. 05 of the Notice for approval of Members as Special Resolution.



Except, Mr. Hirenkumar Shah himself, Mrs. Dimple Hirenkumar Shah, Chief Financial Officer of the Company and Mr. Ashish Shah, Non-Executive Director of the Company, being Immediate Relatives are interested in the Resolution. Apart from them, none of the Director(s) and Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested in the Resolution mentioned at item no. 05 of this Notice.

Registered Office:

602, Avior, Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Road,
Mulund (West), Mumbai – 400 080.
CIN: L74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

By Order of the Board

Sd/-
Zill Shah
Company Secretary & Compliance Officer
ACS No.: A51707
6th July 2024
Mumbai