

VERTOZ ADVERTISING LIMITED**(Formerly Known as Vertoz Media Limited & Vertoz Media Private 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**BALLOT PAPER/POLLING PAPER**

Name(s) of Member(s): (In BLOCK/CAPITAL LETTERS)	
Registered Address:	
DP ID / Client ID or Registered Folio No:	
No. of Equity Shares held:	

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 8th Annual General Meeting (AGM) of Company scheduled to be held on Monday, 30th September, 2019 at 03:00 P.M. at **The Hotel Archana Residency, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080**, which is proposed to be placed for consideration of Members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated hereinbelow:

Resolution No.	Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
	Ordinary Resolution			
1.	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended 31 st March 2019 and the Reports of the Board of Directors and Auditors thereon.			
2.	To declare a dividend on Equity Shares.			
3.	To appoint a Director in place of Mr. Rasiklal Hathichand Shah (DIN: 00091585), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.			

Special Resolution				
4	Increase in the limits of Creation of charges on the movable and immovable properties of the Company, both present and future in respect of borrowings under section 180(1)(a) of the Companies Act, 2013.			
5	Increase in the Borrowing limits.			
6	Increase the limits for the Loans and Investment by the Company in terms of the Provisions Section 186 of the Companies Act, 2013.			

*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of Member/proxy wishes his/her vote to be used differently, he/she should indicate the number of Shares under the columns 'For' and/or 'Against'.

Place:

Date:

Signature of Member

INSTRUCTIONS

1. This Ballot Paper is provided, pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 to enable the Shareholder(s) or their proxy(ies) for voting by way of Ballot Paper(s).
2. The Scrutinizer will collate the votes received through physical ballot paper from Member(s) at the venue of AGM for declaring the final result for each of the resolutions forming part of AGM notice of Company.

Process and manner for Members opting to vote by using the Ballot Paper:

1. Please complete and sign this Ballot Paper and drop in the locked ballot box placed in the meeting hall for voting purpose with respect to AGM of the Company as scheduled on 30th September 2019.
2. This ballot Paper should be signed by the Member (s) as per the specimen signature (s) registered with Registrar and Share Transfer Agent of the Company viz. M/s. Karvy Fintech Private Limited or by their proxy(ies) duly authorized by the Member In case of joint holding, the Ballot Paper should be completed and signed by the first name Member and in his/her absence, by the next name joint holder or by their proxy(ies) duly authorized by any one of the joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number

of the POA registered with the Company or enclosing and duly attested copy of the POA registered with the Company or enclosing therewith duly attested/notarized copy of the POA.

3. In case the Shares are held by Companies, Trusts, Societies, etc. the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/Authorization document(s) consisting therein the attested signature(s) of authorized person(s).
4. Votes should be cast in case of each Resolution either in favour or against by putting the tick (✓) mark in the respective column(s) provided in the Ballot Paper.
5. The voting rights of Shareholders shall be in proportion of the Shares held by them in the Paid-up Equity Share Capital of the Company as on Monday, **23rd September 2019** and each fully paid up Equity Shares carries one voting right.
6. A Member may request Ballot Paper from the Company or they can download the Paper from the website of the Company viz. <https://www.vertoz.com/investors> , if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. The Ballot Papers will also be rejected if it is received torned, defaced or mutilated to the extent which makes it difficult for the Scrutinizer to identify either the Member or when it is not ascertainable that vote(s) have been cast by Member (s) in favour or against the resolution or when the signature(s) of Member(s) cannot be verified with the available records of Registrar & Share Transfer Agent of Company M/s. Karvy Fintech Private Limited.
8. The decision of the Scrutinizer on the validity of the Ballot Paper(s) and any other allied matter(s) thereto shall be final and binding the on Member(s) of Company.
9. The result for voting done by the Members of Company through Ballot voting for all the resolution(s) placed in the AGM of Company and as declared by Chairman along-with respective scrutinizer's report shall be uploaded on the Company's website i.e. <https://www.vertoz.com/investors> within 48 hours of conclusion of AGM and will simultaneously be also forwarded to the stock exchange (viz. National Stock Exchange of India Limited Emerge – SME Platform) where the Company's Equity Shares are listed, as per respective rules/regulations applicable thereto.
10. Mr. Umashankar Hegde (ACS 22133, COP 11161) Proprietor of M/s. U. Hegde & Associates, Company Secretaries, has been appointed as a Scrutinizer to scrutinize the Ballot at the AGM.