



Vertoz Advertising Limited
(Formerly known as Vertoz Media Pvt. Ltd. & Vertoz Media Ltd.)

CIN: L74120MH2012PLC226823

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30th September, 2019

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.
Scrip Code: VERTOZ

Dear Sir,

Subject: Compliance with Regulations 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 – AGM Proceedings

We wish to inform you that the 8th Annual General Meeting (AGM) of the Company was held today, i.e. 30th September, 2019 at 3.00 p.m. at The Hotel Archana Residency, 2nd Floor, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080.

The Resolutions as set out in the Notice of the AGM have been duly approved by the Members with requisite majority.

The AGM commenced at 3.00 p.m. and concluded at 4.00 p.m.

In this regard, please find enclosed the following:

1. Proceedings of the AGM of the Company, pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”).

Kindly take the same on record.

Thanking you,

Yours Faithfully,

**On behalf of Board of Directors
For Vertoz Advertising Limited**

Zill Shah

Zill Shah

Company Secretary & Compliance Officer



Encl : a/a

Proceedings of the 8th Annual General Meeting of the Company

The 8th Annual General Meeting ("AGM") of the Members of Vertoz Advertising Limited ("the Company") was held today, i.e. on Monday, 30th September, 2019 at The Hotel Archana Residency, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080.

Mr. Hirenkumar Shah, Chairman of the Company, chaired the Meeting. The requisite quorum being present, the Chairman called the Meeting to order.

He welcomed the Members present at the Meeting. He then introduced his fellow colleagues on the dais and explained the reasons for those Directors who had expressed their inability to attend the Meeting. The Statutory Auditors and Secretarial Auditor of the Company were also present at the Meeting.

As per the Attendance records, 8 Members were present in person and 11 were present as proxies. The Chairman informed the Members that the Statutory Registers under the Companies Act, 2013 and other documents as referred to in the AGM Notice were available for inspection by the Members at the Meeting.

Thereafter, the Chairman delivered his speech. The AGM Notice along with the Explanatory Statement was taken as read with the permission of the Members present.

Further for the business item no 3, Mr. Hirenkumar Shah was interested and so for that item Mr. Harshal Patel, Independent Director, chaired the Meeting.

The following items of business as laid down in the Notice of the AGM dated 30th August, 2019, were transacted at the Meeting:

1. **To receive, consider and adopt:**
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the reports of the Auditors thereon.
2. To declare a final dividend on Equity Shares at the rate of 1% i.e. ₹ 0.10/- per Equity Share having Face Value of ₹ 10/- for the Financial Year ended 31st March, 2019 for all the Shareholders excluding the Equity Shares upon which the Members/Promoters & Promoter Group have waived/forgone his/their right to receive the dividend by him/them for Financial Year 2018-19.
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.
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:

The Chairman then invited the Members to offer their comments, make observations and seek clarifications, if any, on the business transacted at the AGM.

The Chairman briefed to the Members present at the Meeting about the developments of the Company.

With the consent of the Members present at the Meeting, Notice of the Meeting along with the Directors' Report, Management Discussion and Analysis, Statutory Auditors' Report and Secretarial Audit Report were taken as read.

The Chairman appointed Mr. Umashankar Hegde (ACS 22133, COP 11161) Proprietor of M/s. U. Hegde & Associates, Company Secretaries to scrutinize the voting of poll process at the Venue of the Annual General Meeting.

Thereafter, the Chairman requested the Members to cast their vote through ballot.

The Chairman informed the Members that the consolidated result of the votes cast through ballots along with scrutinizer's report will be disseminated to the stock exchange and will also be placed on the website of the Company within 48 hours of conclusion of the AGM. He thanked all the Members for their presence and after casting of the votes by the Members declared the 8th Annual General Meeting closed at 4 p.m.

Yours Faithfully,
On behalf of Board of Directors
For Vertoz Advertising Limited

Zill shah
Zill Shah
Company Secretary & Compliance Officer
Place: Mumbai
Date:- 30th September, 2019

