



Vertoz Advertising Limited
(Formerly known as Vertoz Media Pvt. Ltd. & Vertoz Media Ltd.)
CIN: L74120MH2012PLC226823
Regd. Offc.: 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

4th 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,

Sub: Intimation and Notice of the 8th Annual General Meeting

This is to inform you that the 8th Annual General Meeting of Shareholders of Vertoz Advertising Limited is scheduled on Monday, 30th September, 2019 at 3.00 p.m. at The Hotel Archana Residency, Next to R-Mall, LBS Road, Mulund Check Naka, Mulund (West), Mumbai – 400 080.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 (2) of Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules, 2015, exemption is provided for a Company referred to in Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2009 to provide facility to vote by electronic means.

This intimation is given pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours Faithfully,
By order of Board
For Vertoz Advertising Limited

Zill Shah
Zill Shah
Company Secretary & Compliance Officer



Encl: Notice and Explanatory Statement of 8th Annual General Meeting to be held on Monday, 30th September, 2019.

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

NOTICE

NOTICE is hereby given that **8th Annual General Meeting** of the Members of Vertoz Advertising Limited will be held on **Monday, 30th September, 2019 at 3.00 p.m.** at **The Hotel Archana Residency, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080** to transact the following business:

ORDINARY BUSINESS:

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.**

“RESOLVED THAT pursuant to the recommendations of the Board of Directors and applicable provisions of the Companies Act 2013, final dividend at the rate of 1% i.e. ₹ 0.10/- per Equity Share having Face Value ₹ 10/- each on 16,13,926 Equity Shares (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) absorbing thereby ₹ 1,61,392.6/- (excluding dividend distribution tax) as at 31st March, 2019 be and is hereby declared for payment to those holders of Equity Shares whose names appear in the Register of Members of the Company as on record date i.e. Monday, 23rd September, 2019.

RESOLVED FURTHER THAT the dividend be paid to the Shareholders/Members of the Company whose names appear in the list of beneficiary position as on record date for Demat Shares furnished by the Depositories and who are entitled to such dividend, through electronic credit to bank accounts and other appropriate mode including through dividend warrants or demand drafts.”

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 BUSINESS

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:

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

“RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders at the Annual General Meeting on 28th August, 2018 in this regard under section 180(1)(a) of the Companies Act, 2013, and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force) and any approvals, consents, sanctions, permissions as may be necessary from any governmental authorities and all other appropriate statutory and regulatory authorities, and such other rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force), and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and hereby accorded to create any charge, mortgage and/ or hypothecation in addition to the existing charges, mortgages, created/to be created by the Company on all or any of the movable and/or immovable, tangible and/or intangible properties of the Company wherever situated, both present and future, and in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit, together with power to take over whole or substantially the whole of the undertaking of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/notes/other instruments to secure rupee/foreign currency loans and/or the issue of debentures/bonds/ notes/other instruments (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed ₹ 500,00,00,000/- (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies.”

5. Increase in the Borrowing limits:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of the earlier resolutions passed in this regard at the Extra-Ordinary General Meeting held on 28th April, 2018, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any Body Corporate/ Entity/Entities and/or authority/authorities, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding ₹ 500,00,00,000/- (Rupees Five Hundred Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

6. Increase the limits for the Loans and Investment by the Company in terms of the Provisions Section 186 of the Companies Act, 2013:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members in their Meeting held at the Extra-Ordinary General Meeting on 28th April, 2018, the consent of the Company be and is hereby accorded to the Board of Directors, to increase the existing limit under Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the Members of the Company be and is hereby accorded to the Board to (a) give any loan to any Body Corporate(s) / Person (s); (b) give any guarantee or provide security in connection with a loan to any Body Corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any Body Corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹ 500,00,00,000/- (Rupees Five Hundred Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be appropriate and necessary in the best interest

of the Company and its Shareholders for the purpose of making loans/ investments/ giving guarantees etc. on behalf of the Company, from time to time or may authorize the officials of the company to give effect to the foregoing resolution.”

Registered Office:

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CIN: L74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

By Order of the Board

Zill Shah
Company Secretary & Compliance Officer
(ACS No.: A51707)

30th August, 2019

Notes:

1. The respective Explanatory Statements, pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business under Item No. 4, 5 and 6 of the accompanying Notice and additional information with respect to Item No. 3 are annexed hereto. The relevant details as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on General Meetings of issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, Directors seeking appointment / re-appointment is annexed to this Notice.
2. M/s. Mittal & Associates, Chartered Accountants (FRN: 106456W), were appointed as Statutory Auditors of the Company at the Seventh Annual General Meeting (AGM) held on 28th August, 2018 to hold office for a period of 5 (five) years from the conclusion of the Seventh AGM until the conclusion of the Twelfth AGM of the Company.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**
4. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the commencement of the Annual General Meeting.
5. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting

share capital of the Company provided that such person shall not act as a proxy for any other person.

6. Corporate Members intending to send their Authorized Representative to attend the Meeting pursuant to section 113 of the companies Act, 2013 are requested to send a certified copy of the Board Resolution together with specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the Meeting.
7. The Notice of Annual General Meeting along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
8. Members holding Shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent.
9. A route map giving directions to reach the venue of the Annual General Meeting (AGM) is given at the end of the Notice. The prominent landmark for the venue is 'Mulund Check Naka'.
10. During the year, pursuant to the Order of the Hyderabad Bench of the National Company Law Tribunal, the operations of the Karvy Computershare Private Limited ("KCPL") have been transferred to Karvy Fintech Private Limited ("KFPL") with effect from 17th November, 2018, in accordance with the composite Scheme of Arrangement and Amalgamation inter alia, between KCPL and KFPL and all the existing arrangements to which KCPL is a party shall be in full force and vest with KFPL.

Accordingly, **Karvy Fintech Private Limited (Karvy)** having their office at **Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032** shall act as the Registrar and Transfer Agents (RTA) for its Share Registry Work (Physical and Electronic).

11. The Register of Members and Transfer Books of the Company will be closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).
12. **Dividend Waiver:** The actual equity dividend to be declared by the Members at the 8th AGM will be for only Equity Shares other than the Equity Shares in respect of which the Equity Members(s) has / have waived / forgone his / their right to receive the dividend for the financial year ended 31st March, 2019.
13. The Dividend, if declared at the Annual General Meeting, will be paid after Monday, 30th September, 2019 to those persons or their mandates whose names appear as Beneficial Owners as at the end of the business hours on Monday, 23rd September, 2019 in the list of

Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

The dividend, if approved, will be paid by crediting to the bank account, as provided by NSDL and CDSL through ECS or NECS or electronic transfer, of those Shareholders holding Shares in Electronic form / Demat. In respect to Shareholders holding Shares in physical form or in case of ECS, NECS, or electronic payment rejected, dividend will be paid by dividend warrant or demand draft. The Company or its Registrar and Share Transfer Agents (RTA) cannot act on any request received directly from the Members holding Shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the Members concerned to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

14. **Mandatory PAN Submission:** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every Participant in Securities Market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their Demat Accounts.
15. **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. Karvy FinTech Private Limited/ Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.
16. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the AGM inter alia, would be sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Karvy/ Depository Participant and who have not opted to receive the same in physical form.
17. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Karvy (in case of Shares held in physical form).
18. A copy of the Notice will also be available on the website of the Company viz. <https://www.vertoz.com/investors> Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the Members may also send a request to the Company's investor email id: compliance@vertoz.com
19. Relevant documents referred to in the Notice will be available for inspection at the Registered Office and the Corporate Office of the Company during normal business hours, i.e. 10.00 a.m. to 6.00 p.m. on all working days except Saturdays and Sundays, up to and including the date

of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which Directors are interested, will be available for inspection by the members at the venue of the Meeting.

20. Members/Proxies/Authorised Representatives are requested to bring their Attendance Slip enclosed herewith, to the Meeting.

21. General instructions/information for Members for voting on the Resolutions:

- a. **Voting at AGM:** The Members have to cast their vote through ballot, thereby exercising their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through physical ballot shall be made available at the Meeting.
- b. The voting rights of Members shall be in proportion to their Share in the paid-up Equity Share Capital of the Company as on the cut-off date i.e. Monday, 23rd September, 2019. Members are eligible to cast their vote at 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.
- c. Mr. Umashankar Hegde (ACS 22133, COP 11161) Proprietor of M/s. U. Hegde & Associates, Company Secretaries, have been appointed as Scrutinizer to scrutinize the ballot at the AGM, in a fair and transparent manner.
- d. The Scrutinizer after scrutinizing the votes cast at the Meeting by ballot, will, not later than 48 hours of conclusion of the Meeting, make a Scrutinizer's Report of the votes cast in favour or against, if any and submit the same forthwith to the Chairman or a person duly authorised by the Chairman who shall counter sign the same and declare the results of the voting.

The results declared along with the Scrutinizer's Report will be placed on the website of the Company at <https://www.vertoz.com/investors> and the website of Karvy: <https://evoting.karvy.com> immediately after the results are declared and will simultaneously be forwarded to National Stock Exchange of India Limited EMERGE – SME Platform, where Equity Shares of the Company are listed.

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By Order of the Board

Zill Shah
Company Secretary & Compliance Officer
(ACS No.: A51707)

30th August, 2019

Additional Information with respect to Item No. 3

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

Mr. Rasiklal Hathichand Shah, Non-Executive Director of the Company, retires by rotation and, being eligible, 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	Rasiklal Hathichand Shah
DIN	00091585
Date of Birth	5 th November, 1944
Expertise in specific functional Area	Business Administration
Date of Appointment	25 th September, 2017
No. of Equity shares held in the company	59,850 Equity Shares
Disclosure of relationship between director inter-se	Father of Hirenkumar Shah, Chairman & Whole-time Director and Ashish Shah, Whole-time Director
Qualification	Matriculate
List of Directorship held in public Company	Nil
Chairman/Member of the committee of the Board of Directors of the Company	Nil
Chairman/member of the Committee of the Board of Directors of the Other Companies	Nil

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

The following Explanatory Statement sets out all material facts relating to the Special business mentioned under Item Nos. 4 to 6 of the accompanying Notice dated 3rd September, 2019.

ITEM NO. 4: 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:

The Members of the Company had, through Annual General Meeting dated 28th August, 2018 authorized the Board of Directors to sale, lease or otherwise dispose of undertaking on behalf of the Company for a sum not exceeding ₹ 100 Crores (Rupees One Hundred Crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company. Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said limits to a sum not exceeding ₹ 500 crores (Rupees Five Hundred Crores only) under the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act"). The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Your consent is required under the provisions of 180(1) (a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings. None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

The resolutions as set out in Item No. 4 of this Notice are accordingly recommended for the approval of the Members as Special Resolution(s).

ITEM NO. 5: INCREASE IN THE BORROWING LIMITS:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to ₹ 500,00,00,000/- (Rupees Five Hundred crores only), earlier the limit for the same was ₹ 100,00,00,000/- (Rupees One Hundred Crores only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the Paid-up Capital of the Company and its free reserves at any one time except with the consent of the Members of the Company in a General Meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of Members in the general meeting.

Accordingly, Special Resolution is submitted to the Meeting for the consideration and approval of Shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in the proposed resolution.

ITEM NO. 6: INCREASE IN THE LIMITS FOR THE LOANS AND INVESTMENT BY THE COMPANY IN TERMS OF THE PROVISIONS SECTION 186 OF THE COMPANIES ACT, 2013:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other Bodies Corporate or granting loans, giving guarantee or providing security to other persons or other Body Corporate or as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of Shareholders / Members by way of Special Resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up Share Capital, Free Reserves and Securities Premium account or one hundred percent of Free Reserves and Securities Premium Account. Accordingly, the Board of Directors of the Company proposes to obtain approval of Shareholders by way of Special

Resolution as contained in the Notice of the Annual General Meeting for an amount not exceeding ₹ 500,00,00,000/- (Rupees Five Hundred crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013, earlier the limit for the same was ₹ 100,00,00,000/- (Rupees One Hundred crores only).

Accordingly, Special Resolution is submitted to the Meeting for the consideration and approval of Shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in the proposed resolution.

Registered Office:

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By Order of the Board

Zill Shah
Company Secretary & Compliance Officer
(ACS No.: A51707)

30th August, 2019

VERTOZ ADVERTISING LIMITED

Registered & Corporate Office: 602, Avior Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai, Maharashtra, India – 400 080

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Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered Address of the Member: _____

E-mail Id: _____ Folio No./ Client ID: _____ DP ID: _____

I/We, being the Member(s) of Vertoz Advertising Limited holding _____ Equity Shares hereby appoint:

1. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him/her

2. Name: _____ E-mail Id: _____

Address: _____

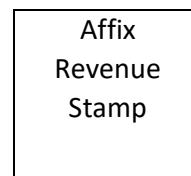
Signature: _____

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 3.00 p.m. at The Hotel Archana Residency, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
Ordinary Business	
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 Business	
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.

Signed this _____ day of _____ 2019



Signature of Shareholder

Signature of Proxy-holder(s)

Notes:

1. This form of Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company.
3. A person can act as Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total Share Capital of the Company carrying voting rights; provided that a Member holding more than 10% of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Shareholder. The Proxy-holder shall prove his identity at the time of attending the Meeting.

VERTOZ ADVERTISING LIMITED

ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

AGM Venue:

The Hotel Archana Residency, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080.

Prominent Landmark: Near Mulund Check Naka.

Route Map:-

