

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

1st October, 2019

The Manager – Listing Department, National Stock Exchange of India Limited, "Exchange Plaza", 5<sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051. **Scrip Code: VERTOZ** 

Dear Sir,

#### <u>Subject: Voting Results and Scrutinizers' Report for the Resolutions passed at the 8<sup>th</sup> Annual</u> <u>General Meeting held on 30<sup>th</sup> September, 2019</u>

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

As per the provisions of Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, SME Listed Companies are exempted from providing E-voting facility to its Members and so the Company had not given E-voting facility to its Members.

The Board of Directors had appointed Mr. Umashankar Hegde, Proprietor of M/s. U. Hegde & Associates, Practicing Company Secretaries as the Scrutinizer for the ballot voting by Members at the AGM. Mr. Umashankar Hegde has carried out the scrutiny of the votes cast through ballot voting, received till the conclusion of the AGM and has submitted his report.

Based on the Report of the Scrutinizer, 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:

- Pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015, the voting results of the 8<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2019 (Annexure 1)
- 2. The Scrutinizer's Report (Annexure 2)



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The same is also being uploaded on the Company's website at https://www.vertoz.com/investors and on the website of Karvy FinTech Private Limited viz. https://evoting.karvy.com

Kindly take the same on record.

Thanking you,

Yours Faithfully,

For Vertoz Advertising Limited

**Zill Shah Company Secretary & Compliance Officer** 



Encl : a/a

## cc: Karvy FinTech Private Limited,

Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.

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## **VOTING RESULTS**

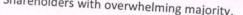
Date of the AGM	Annual General Meeting held on Monday, 30 <sup>th</sup> September, 2019				
Total no. of Shareholders on record date	359				
No. of Shareholders present in the Meeting either in person or through proxy:	Sectore and the second strategy of the second se				
Promoter and Promoter Group: Public:	7 12				
No. of Shareholders attended the Meeting through Video Conferencing:	venter in the cell in the second seco				
Promoter and Promoter Group: Public:	Not Applicable Not Applicable				



No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter
	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon.	surgest and many	group are interested in the agenda/resolution? No

Category	V Mode of Voting	No. of Shares held (1)	1.0.0	polled on	No. of votes - i favour (4)	No. o votes again: (5)	<ul> <li>favour on votes in</li> </ul>	polled
Promoter	E-voting		0					
and	Poll			0	0	0	0	
Promoter		437107	437107	4 100.00	4371074	0		0
Group	Postal Ballot	43/10/					100.00	0
	(if		0	0	0	0		
	applicable)					0	0	0
	Total							
	TOLA		4371074	1 100.00	1271071			
Public	<b>F</b>				4371074	0	100.00	0
Institutions	E-voting		0	0	0			-
institutions	1011	o t	0	0	0	0	0	0
	Postal Ballot		0	0		0	0	0
	(if			0	0	0	0	0
	applicable)							0
	Total		0					
ublic –	E-voting		0	0	0	0	0	
lon	Poll	1613926					0	0
stitutions		1013520	105352	6.5277	105352	0	100.00	
	Postal Ballot		-			0	100.00	0
	(if	-						
	applicable)							
	Total							
	Iotal	Eqt :	105352	6.5277	105352			
	Tetal				105352	0	100.00	0
	Total	5985000	4476426	74.7941				
				2	476426	0.	100.00	)

The number of votes polled in favour of the Ordinary Resolution No. 1 are 4476426 (100% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.





ltem No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
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 31 <sup>st</sup> March, 2019	Ordinary	No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	1000	Si of cattor is	100	-[(2)/(1)] 100		12.00	-	and the second s
Promoter	E-voting	Sameral	0	0	0	0	0	0
and Promoter	Poll	4371074	4371074	100.00	4371074	0	100.00	0
Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	100.000	4371074	100.00	4371074	0	100.00	0
Public	E-voting		0	0	0	0	0	0
Institutions	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	-		
Public –	E-voting		0	0	0	0	0	0
lon	Poll	1613926	105352	6.5277	105352	0	100.00	
Institutions	Postal Ballot (if applicable)			0.3211	105352	0	100.00	0
	Total		105352	6.5277	105352	0	100.00	
	Total	5985000	4476426	74.7941		0	100.00	0

The number of votes polled in favour of the Ordinary Resolution No. 2 are 4476426 (100% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.



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ltem No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in
	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.	Ordinary	the agenda/resolution? No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter	E-voting		0				61	Autor of the second sec
and	Poll	-		0	0	0	0	0
Promoter		4371074	4371074	100.00	4371074	0	100.00	0
Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4371074	100.00	4371074	0	100.00	0
Public	E-voting		0	0				0
Institutions	Poll	0	0		0	0	0	0
	Postal	-	0	0	0	0	0	0
	Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0			560	
Public –	E-voting		0	0	0	0	0	0
Non	Poll	1613926	105352	6.5277		1 martin		less less
nstitutions	Postal Ballot (if applicable)			0.3277	105352	0	100.00	0
	Total		105352	6.5277	105252	-		
	Total	5985000	4476426	74.7941		0	100.00	0
	trans and			74.7941	4476426	0	100.00	0

The number of votes polled in favour of the Ordinary Resolution No. 3 are 4476426 (100% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.



ltem No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/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	Special	No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter	E-voting		0	0	0	0	0	0
and Promoter	Poll	4371074	4371074	100.00	4371074	0	100.00	0
Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	805	4371074	100.00	4371074	0	100.00	0
Public	E-voting		0	0	0	0	0	0
Institutions	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0 .	0
Public –	E-voting		0					
Non	Poll	1613926	105352	6.5277	105352	0	100.00	0
Institutions	Postal Ballot (if applicable)							al Tolef, be
	Total		105352	6.5277	105352	0	100.00	0
	Total	5985000	4476426	74.7941	4476426	0	100.00	0

The number of votes polled in favour of the Special Resolution No. 4 are 4476426 (100% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.

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No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in
5.	Increase in the Borrowing limits		the agenda/resolution?
	base in the borrowing inflits	Special	No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter	E-voting		0	0	0			(mail stormer)
and	Poll	10.00	4371074	100.00	0	0	0	0
Promoter		4371074	4571074	100.00	4371074	0	100.00	0
Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1.1.151.72	4371074	100.00	4371074	0	100.00	0
Public	E-voting		0	0	0	0		194-3. 1 Sko. 5
nstitutions	Poll	0	0	0	0	0	0	0
	Postal		0		0	0	0	0
	Ballot (if applicable)			0	0	0	0	0
	Total		0	0				Tanat Jan
ublic –	E-voting		0	0	0	0	0	0
lon	Poll	1613926	105352	6.5277	10000	1.1.2023	2946103	
nstitutions	Postal		100002	0.32//	105352	0	100.00	0
	Ballot (if applicable)						1910	
	Total	01.075	105352	6.5277	105252	-		Line in the second
	Total	5985000	4476426		105352	-	100.00	0
				/ 4./ 541	4476426	0	100.00	0

The number of votes polled in favour of the Special Resolution No. 5 are 4476426 (100% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.

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ltem No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/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		No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter	E-voting		0	0	0	0	0	0
and Promoter	Poll	4371074	4371074	100.00	4371074	0	100.00	0
Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4371074	100.00	4371074	0	100.00	0
Public	E-voting		0	0	0	0	0	0
Institutions	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public -	E-voting		0				-	
Non	Poll	1613926	105352	6.5277	105352	0	100.00	0
Institutions	Postal Ballot (if applicable)							
	Total		105352	6.5277	105352	0	100.00	0
	Total	5985000	4476426	74.7941	4476426	0	100.00	0

The number of votes polled in favour of the Special Resolution No. 6 are 4476426 (100% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.

For Vertoz Advertising Limited

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Zilf Shah Company Secretary & Compliance Officer

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# U.HEGDE & ASSOCIATES

# COMPANY SECRETARIES

#### FORM No. MGT-13 Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended]

To, The Chairman VERTOZ ADVERTISING LIMITED (CIN: - L74120MH2012PLC226823)

Meeting: 8<sup>th</sup> Annual General Meeting ("AGM") Date of Meeting: September 30, 2019 Time of Meeting: 3.00 p.m. Venue: The Hotel Archana Residency, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080

Dear Sir,

I, Umashankar Hegde, of U. Hegde & Associates, Company Secretaries have been appointed as Scrutinizer for the purpose of overseeing process of poll on the below mentioned resolution(s), at the 8<sup>th</sup> Annual General Meeting of the Equity Shareholders of VERTOZ ADVERTISING LIMITED held on September 30, 2019 at 3.00 p.m. submit my report as under:

- 1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
- 2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. I did not find any poll papers invalid.





B-401, JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD(E), MUMBAI 400097 Mobile No: 09226206821/08454826250, website: <u>www.csuhegde.in</u> email: uhegdeassociates@gmail.com /umashankar@csuhegde.in. 4. The result of the Poll is as under:

#### **Resolution No.1: Ordinary Resolution**

Consideration and Adoption of the Standalone & Consolidate Audited Financial Statement) of the Company for the financial year ended March 31, 2019 and Report of the Board of Directors and the Auditors thereon.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	4,476,426	100

## (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

## (iii) Invalid votes:

	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-	-

#### **Resolution No.2: Ordinary Resolution**

#### Declaration of Dividend on Equity Shares for the financial year ended March 31, 2019.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	4,476,426	100

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

Number of present and person or by pr	0 1	Number of cast by them	votes	% of numbe valid cast	r of
0		0		(	)

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#### (iii) Invalid votes:

<b>Total number</b> of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
-	-	

#### **Resolution No.3: Ordinary Resolution**

Appointment of a director in place of Mr. Rasiklal Hathichand Shah (DIN: 00091585), who retires by rotation and, being eligible, offers himself for re-appointment.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	4,476,426	100

## (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

#### (iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
-	-	

#### **Resolution No.4: Special Resolution**

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.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	4,476,426	100





(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
	-

## **Resolution No.5: Special Resolution**

## Increase in Borrowing Limits.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	4,476,426	100

## (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

## (iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
	-

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#### **Resolution No.6: Special Resolution**

Maral to Comment the second time

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

(1)	Voted in favor of the resol	lution:	
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	19	4,476,426	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

#### (iii) Invalid votes:

1:1

in invalle votes.	
Total number of members (in per or by proxy) whose votes w declared invalid	
-	-

Figures in percentage terms wherever appearing in fraction have been rounded off

- 5. All the resolutions stated above from Resolution No. 1 to 6 have been passed with requisite majority.
- 6. A document containing a list of equity shareholders who voted "FOR" and "AGAINST for each resolution is enclosed.
- 7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping

Thanking You,

Mattale

Umashankar K Hegde Practicing Company Secretary M.No- A22133 C.P No- 11161

Place: Mumbai Date: 30/09/2019



Countersigned For Vertoz Advertising Limited

Hiren Kumar Shah Chairman



		VOTE	VERTO E CAST REGISTER - 8TH ANNUAL GENERAL M	DZ ADVERTISING LIMITED	SEPTEMBER	2019 AT 3 (	00 P M			
		TO IL		RESOLUTION NO 1 TO 6	SEPTEMBER,	1013 AT 3.0	0 F.W.			
Ri Sr. No Si	Regn Serial Folio	Regd As	Name	Proxy/Auth Name	3	A DESCRIPTION OF THE OWNER OF THE OWNER OF THE	I PUTING, THERE !! FIRE	A CONTRACTOR OF A CONTRACTOR OFTA CONTRACTOR O	Votes abstain Remarks	Less Votes
1	1001 1205150000165421	Member	MANDAR R KOTKAR		1200	and the same of th	the same the same the same the same the same	0	0 Valid	0
2	1002 1207440000020004	Member	YATIN RAJNIKANT SHAH		1200	1200	0	0	0 Valid	0
3	1003 IN30051382056205	Member	HARSHAD UTTAMCHAND SHAH		29926	29926	0	0	0 Valid	0
4	1004 IN30051381777450	Member	HIRENKUMAR RASIKLAL SHAH		2035912	2035912	0	0	0 Valid	0
5	1005 IN30051323469200	Member	RASIKLAL HATHICHAND SHAH		59850	59850	0	0	0 Valid	0
6	1006 IN30051381777425	Proxy	ARCHANA ROHIT SHAH	DARSHIL SHAH	59850	59850	0	0	0 Valid	0
7	1007 IN30051381777433	Proxy	SHITAL CHINTAN SHAH	LAVI SRIVASTAVA	59850	59850	0	0	0 Valid	0
8	1008 IN30051381777468	Proxy	ASHISH RASIKLAL SHAH	KASHISH SHAH	2035912	2035912	0	0	0 Valid	0
9	1009 1207440000035042	Proxy	JAYESHKUMAR MAHIPATBHAI GOPANI	SHRADDHA CHIRAG VARTAK	4850	4850	0	0	0 Valid	0
10	1010 IN30051381882217	Proxy	JAYESHKUMAR MAHIPATRAI GOPANI	RIDDHI POPAT	8400	8400	0	0	0 Valid	0
11	1011 IN30051323469195	Proxy	RANJANBEN RASIKLAL SHAH	PRITI DIVADE	59850	59850	0	0	0 Valid	0
12	1012 1207440000034579	Proxy	ANKITA HARDIP GAYADI	HARDIP P GAYADI	1150	1150	0	0	0 Valid	0
13	1013 1207950000013763	Member	BHAVESH P SHAH .		21600	21600	0	0	0 Valid	0
14	1014 IN30021418459999	Member	RAJESH SHIVAJIBHAI THAKKAR		2400	2400	0	0	0 Valid	0
15	1015 IN30051381777441	Proxy	ARPANA VIPUL VEJANI	VAISHALI SONI	59850	59850	0	0	0 Valid	0
16	1016 1202290000289812	Member	JITENDRA LALCHAND DANI		1200	1200	0	0	0 Valid	0
17	1017 1205150000164806	Proxy	HEMAL DHAVAL SHAH	VAISHALI SONI	2400	2400	0	0	0 Valid	0
18	1018 1207440000026954	Proxy	KOKILABEN RAJNIKANT SHAH	VAISHALI SONI	5826	5826	0	0	0 Valid	0
19	1019 IN30051381741826	Proxy	HEMAL DHAVAL SHAH	VAISHALI SONI	25200	25200	0	0	0 Valid	0
					4476426	4476426	0	0	0	



