

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

POSTAL BALLOT PAPER

(To be returned to the Scrutinizers appointed by the Company)

Sr. No.	Particulars	Details of the Shareholder (s)
1	Name(s) & Registered address of sole/first name Shareholder	
2	Name of the joint holder(s), if any	
3	Registered Folio No./DP ID No./ Client ID No.	
4	No. of Share(s) held	

I/We hereby exercise my/our vote in respect of the following Resolution(s) to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice of the Company dated Friday, 14th November, 2019 by convening my/our assent or dissent to the said special businesses by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description of Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
1.	Increase in the Authorized Share Capital of The Company and Consequent Alteration in the Memorandum of Association of the Company			
2.	Issue of Bonus Shares			
3.	Migration of the Company from SME Platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited			
4.	Continuation of Directorship of Mr. Rasiklal Hathichand Shah			

*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/
Authorized Representative)

ELECTRONIC VOTING PARTICULARS

Electronic Voting Particulars		
EVSN (Electronic Voting Sequence No.)	User ID	Password

Notes:

1. Kindly read the instructions printed overleaf before filing the form.
2. Please return the duly filled and signed Postal Ballot Form in the envelope enclosed herewith.
3. In case of Authorized Representative of a Body Corporate, certified true copy of the relevant authorization viz. Board Resolution/ Power of Attorney should be sent along with the Ballot Form.
4. Last date for receipt of Postal Ballot Form by Scrutinizer is Saturday, 21st December 2019 at 5:00 p.m. (IST). The e-voting facility will be available during the following voting period:

Commencement of E-Voting	End of E-Voting
Friday, 22 nd November 2019 at 9.00 a.m. (IST)	Saturday, 21 st December 2019 5.00 p.m. (IST)

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope.
2. The self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Form should reach the Company not later than 5.00 p.m. on or before Saturday, 21st December 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
6. In case of Shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter.
7. Votes will be considered invalid on the following grounds:
 - a. The Postal Ballot Form other than one issued by the Company has been used;
 - b. The Postal Ballot Form has not been signed by or on behalf of the Member;
 - c. The signature of the Member/Authorized Representative does not tally with the records of the Company / Registrar & Share Transfer Agents / Depository Participants;
 - d. It is not possible to determine without any doubt the assent or dissent of the Member;
 - e. Neither assent nor dissent is mentioned;

- f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - g. The envelope containing the Postal Ballot form is received after the last date prescribed;
 - h. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i. It is received from a Member who is in arrears of payment of calls;
 - j. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - k. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
8. Members are requested not to send any paper (other than the resolution/authority) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer and the Company will not be able to act on the same.
9. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
10. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. Kindly note that the members can opt for only one mode of voting i.e. either Postal Ballot Form or E-voting. However, in case the members cast their vote both by Postal Ballot Form and E-voting, then voting done through valid E-voting shall prevail and the voting done by Postal Ballot Form will be treated as invalid.
11. In case of any query, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call Karvy Fintech Pvt Ltd on Toll Free No.1800 3454 001.