

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 NOTICE

[Notice pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('**the Act**'), read with the Companies (Management and Administration) Rules, 2014 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, that the resolutions appended below to be passed by the Members of Vertoz Advertising Limited (**the 'Company'**) by way of Postal Ballot including voting by electronic means ('**e-voting**').

The Company in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the 'Listing Regulations'**), Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and is pleased to provide the Members with the facility to exercise their right to vote on the matter included in the Postal Ballot by electronic means i.e. through e-voting services provided by M/s. Karvy Fintech Private Limited ("Karvy"). **The e-voting will commence on Friday, 22nd November, 2019 (09.00 a.m.) and end on Saturday, 21st December, 2019 (5.00 p.m.)**. Please read carefully and follow the instructions as printed in this Notice for E-voting.

The notice is sent to all Members/Beneficiaries whose names appear on the Register of Members/Record of Depositories as on **Friday, 15th November 2019 ('Cut-off-date')**.

The Members are requested to peruse the proposed Resolutions along with the explanatory statement and carefully read the instructions printed in the Postal Ballot Notice and Form and return the duly completed form in all respects in the attached self-addressed Business Reply Envelope so as to reach the Scrutinizer **on or before 5:00 P.M. on Saturday, 21st December, 2019**. Please note that any Postal Ballot form received after the said date and time will be strictly treated as if a reply from such Member has not been received.

Members desiring to opt for e-voting facility are requested to read the notes to the Notice of Postal Ballot and instructions given there under for e-voting purpose. Kindly note that the Members can opt for only one mode of voting i.e. either physical Postal Ballot or E-voting.

However, in case members cast their vote by physical Postal Ballot and E-voting, then voting done through valid e-voting shall prevail and the voting done by physical postal ballot will be treated as invalid.

The Board of Directors of the Company ('**the Board**') at its meeting held on Thursday, 14th November, 2019, has appointed Mr. Umashankar Hegde (ACS 22133, COP 11161) Proprietor of M/s. U. Hegde & Associates, Company Secretaries as Scrutinizer ('**Scrutinizer**') for conducting the Postal Ballot (Physical and E-voting process) in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or in his absence any person, duly authorised by him after completion of the scrutiny of Postal Ballots. The Chairman or in his absence any person, duly authorised by him, shall countersign the Report and declare the results of Postal Ballot and E-voting **on or before 5.00 p.m. on Monday, 23rd December 2019** at the Registered Office of the Company. The said Results will also be displayed at the Notice Board of the Registered Office of the Company and intimated to the National Stock Exchange of India Limited ('**NSE**') where the Company's Securities are listed, and displayed on the website of the Company i.e. www.vertoz.com as well as on the website of Karvy at <https://evoting.karvy.com>

The Explanatory Statement, as required under Section 102 of the Companies Act 2013, pertaining to the proposed Resolutions setting out the material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms or E-voting.

SPECIAL BUSINESSES:

1. INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the Shares of the Company are listed, the consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from ₹ 6,00,00,000 (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of face value of ₹ 10/- each (Rupees Ten only) to ₹ 12,00,00,000 (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore and Twenty Lakhs) Equity Shares of face value of ₹ 10/- each (Rupees Ten only) by

creation of additional 60,00,000 (Sixty Lakhs) Equity Shares of ₹ 10/- each (Rupees Ten only) ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

“V. The Authorised Share Capital of the Company is ₹ 12,00,00,000 (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore and Twenty Lakhs) Equity Shares of face value of ₹10/- each (Rupees Ten only), with power to increase and reduce or consolidate or sub-divide the Capital and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company and/or the Chief Financial Officer of the Company be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things including but not limited to filing necessary forms/documents with appropriate authorities and to execute all such documents, instruments in writing as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

2. ISSUE OF BONUS SHARES:

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

“**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Foreign Exchange Management Act, 1999 ('FEMA'), as amended and any other applicable laws, rules, regulations, circulars, notifications, clarifications, guidelines issued by the Securities and Exchange Board of India ('SEBI'), the Reserve Bank of India ('RBI'), the National Stock Exchange of India Limited where the shares of the Company are listed ('Stock Exchange') or any other regulatory authority / body and in accordance with enabling provisions in the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for capitalization of such sum from the Securities Premium account of the Company for the purpose of issue of bonus shares of ₹ 10/- each (Rupees Ten Only), credited as Fully Paid-up Equity Shares to the holders of the existing fully paid-up equity shares of the Company whose names appear in the Register of Members of the Company / List of Beneficial Owners as received from the National Securities Depository

Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board ('Record Date'), in the proportion of 1 (One) Equity Share for every 1 (One) existing Equity Share held by the Members and that the Bonus Equity Shares so issued and allotted shall, for all purposes be, treated as the Paid-up Capital of the Company entitled by such member.

RESOLVED FURTHER THAT the new Equity Shares having face value of ₹ 10/- each (Rupees Ten only) to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends and any other corporate action declared after the new Equity Shares are allotted.

RESOLVED FURTHER THAT the new Equity Shares will be credited in electronic form to the demat accounts of the all the Shareholders, within the period prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary and/or Chief Financial Officer of the Company be and are hereby authorized severally and/or jointly to take necessary steps for listing of the new equity shares on the Stock Exchange where the securities of the Company is presently listed, as per the provisions of the Listing Regulations and other applicable guidelines, rules and regulations and to do all such acts, deeds, matters and give such directions as may be necessary or desirable to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the new equity shares and its decision shall be final and binding.”

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

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

***Note :** In accordance with Regulation 277 of the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned Resolution shall be acted upon if and only if the votes cast by Shareholders other than Promoters in favour of the proposal amount to at least two times the number of votes cast by Shareholders other than Promoter Shareholders against the proposal.*

“RESOLVED THAT pursuant to the provisions of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**‘ICDR Regulations’**) (as amended from time to time), and applicable SEBI (LODR) Regulations, 2015 (as amended from time to time) and provisions of Companies Act, 2013 (read with underlying rules and regulations notified by MCA), which shall include any statutory modifications, amendments and re-enactments thereof, and other applicable laws, and subject to the approvals of any statutory authorities, if any, consent of the Members of the Company be and are hereby granted for migration of the Company’s Shares presently listed on SME Platform of National Stock Exchange of India Limited i.e. NSE - SME - EMERGE to the Main Board of National Stock

Exchange of India Limited and to follow such procedures as specified by SEBI (ICDR) Regulations and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said Resolution.

RESOLVED FURTHER THAT any Director and/or Company Secretary and/or Chief Financial Officer of the Company be and are hereby authorized jointly and/or severally to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to making application to Stock Exchange for obtaining various approvals for migration of Shares, listing of Shares, filing of requisite documents with the Registrar of Companies, Stock Exchanges and/or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed migration of Shares, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and to do all the necessary incidental things as may be required to give effect to the above Resolution.”

4. CONTINUATION OF DIRECTORSHIP OF MR. RASIKLAL HATHICHAND SHAH:

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Rasiklal Hathichand Shah (DIN 00091585), who has attained the age of Seventy-five (75) years, to continue to be a Non-Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company and/or the Chief Financial Officer of the Company for the time being are hereby severally authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

**By order of the Board of Directors
For Vertoz Advertising Limited**

**Date: 14th November 2019
Place: Mumbai**

**Zill Shah
Company Secretary & Compliance Officer
A51707**

NOTES:

1. The following is annexed with this Notice:
 - (i) Explanatory Statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS – 2) issued by the Institute of Company Secretaries of India in respect of the special business.
 - (ii) Instructions for e-voting.
2. Documents referred to in the accompanying notice and explanatory statement thereto, will be open for inspection for the members at the Registered Office of the Company during office hours between 10:00 a.m. to 5:00 p.m., on all working days except Saturday, Sunday and National Holiday until the last date for receipt of votes by Postal Ballot/ e-voting i.e. Saturday, 21st December, 2019.
3. Based on the consent received from Mr. Umashankar Hegde (ACS 22133, COP 11161) Proprietor of M/s. U. Hegde & Associates, Company Secretaries, the Board has appointed him as the Scrutinizer to scrutinize the e-voting and postal ballot process in a fair and transparent manner.
4. Notice is being sent to all Members / beneficiaries, whose names appear on the Register of Members/Record of Depositories as on Cut-off Date i.e. Friday, 15th November, 2019, and a person whose name is not appearing on the Register of Members/Record of Depositories as on Cut-off Date should treat this Notice for information purposes only. Voting rights shall be reckoned on the shares registered in the name of members as on that date. The Postal Ballot Notice is being sent by e-mail to the members who have registered their email addresses for receipt of documents in electronic form with their Depository Participants. For members of the Company whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice and the Postal Ballot Form are being sent by permitted mode along with self-addressed business reply envelope. The Postal Ballot Notice may also be accessed on Company's website i.e. www.vertoz.com.
5. After the postal ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper.
6. Pursuant to Sections 108 and 110 of Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide facility to the members to exercise their right to vote using an electronic voting system in respect of resolution proposed to be considered through this Notice of Postal Ballot. The company has engaged services of Karvy Fintech Private Limited ("Karvy") to provide remote e-voting facility of casting the votes by the members.

7. The members may cast their votes using an electronic voting system (“e-voting”). Members who do not have access to e-voting facility have the option to request for physical copy of the Ballot Form by sending an e-mail to compliance@vertoz.com by mentioning their Folio / DP ID and Client ID No or download from Company's website www.vertoz.com. However, the duly completed Ballot Form should reach the Scrutinizer not later than Saturday, 21st December, 2019 at 5:00 PM. A Member can opt for only one mode of voting i.e. either through e-voting or by postal ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and the postal ballot shall be treated as invalid.
8. Duly completed Postal Ballot Form should reach the Scrutinizer by 5:00 p.m. on Saturday, 21st December, 2019 at the following :

To,
Mr. Umashankar Hegde
M/s. U. Hegde & Associates, Company Secretaries
B-401, Janki Niwas, Shree Ramblakdas Nagri CHS,
Tapovan, Malad (East), Mumbai – 400097.

9. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
10. The Scrutinizer shall prepare a consolidated Scrutinizer's Report on the total votes cast in favour or against, if any. The said report will be countersigned by the Chairman or a person authorized by him in writing and the results of the voting shall be declared on or before Monday, 23rd December, 2019 at 5:00 p.m., and will be displayed at the Registered Office and Corporate Office of the Company. The result shall also be communicated to National Stock Exchange and the same along with Scrutinizer's Report will be displayed on the website of the Company at www.vertoz.com as well as on the website of Karvy at <https://evoting.karvy.com>. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
11. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Saturday, 21st December, 2019. Further, resolution passed by the members through postal ballot and remote e-voting are deemed to have been passed effectively at a general meeting.
12. Members who opt to vote by postal ballot shall ensure that they carefully read the instructions printed on the Postal Ballot Notice/Postal Ballot Form and return the duly completed and signed Ballot Forms in the enclosed self-addressed business reply envelope (postage whereof shall be borne and paid by the Company) so as to reach the Scrutinizer on or before 5:00 p.m. on Saturday, 21st December, 2019. Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the address given on the self – addressed business reply envelope (at the expense of the Members) shall also be accepted. Please note that the

Ballot Forms received after the aforementioned date shall be treated as if reply from the Members have not been received. Unsigned/ blank/ incomplete/ defaced/ mutilated/ incorrectly ticked Ballot Forms will be rejected. Members cannot exercise their vote by proxy on Postal Ballot. Members desiring to exercise their vote through e-voting are requested to read the information and other instructions relating to e-voting as mentioned below.

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING:

E-voting period commences **on Friday, 22nd November 2019 at 9:00 a.m. (IST) and ends on Saturday, 21st December 2019 at 5:00 p.m. (IST)**. During this period members of the Company, holding shares as on the **cut-off date i.e. Friday, 15th November 2019**, may cast their votes electronically. The e-voting module shall be disabled by Karvy thereafter.

Process for e-voting:

A. Members who received the notice through e-mail from Karvy:

- i. Launch internet browser by typing the following URL: <http://evoting.karvy.com>.
- ii. Enter the login credentials (i.e., User ID and password mentioned in your email/ Form). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

	Details
User-id	<p>For Members holding Shares in Demat form:</p> <ul style="list-style-type: none"> a. For NSDL: 8 characters DP ID followed by 8 digits Client ID b. For CDSL: 16 digits Beneficiary ID/Client ID <p>For Members holding Shares in Physical form: Even No. (EVEN) as given in Form followed by Folio No. registered with the Company.</p>
Password	Your unique password as contained in the Email/Postal Ballot Form

- iii. After entering these details appropriately, Click on “LOGIN”.
- iv. You will now reach password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget

it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. After changing password, you need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e. Vertoz Advertising Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. You may then cast your vote by selecting an appropriate option and click on "Submit", a confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
- ix. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email-id : dhanu.a@dhara.com with a copy marked to evoting@karvy.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVENT No."
- x. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.

B. In case of Members receiving Notice by Post:

- 1. Please use the User ID and initial password as provided in the Form.
- 2. Please follow all steps from Sr. No. i to xi as mentioned in (A) above, to cast your vote.

- C.** In case of any query or grievance pertaining to e-voting, please refer to the Help & FAQ's section and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy e-voting website) and/or call Karvy's toll free number 1800-34-54-001 or send an e mail request to inward.ris@karvy.com or evoting@karvy.com to enable them to address the issue(s), if any.

- D. The e-voting period commences on 22nd November, 2019 at 9.00 a.m. and ends on 21st December, 2019 at 5.00 p.m. In case of any query pertaining to e-voting, please visit Help & FAQ's section of Karvy e-voting website.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Resolution Nos. 1 and 2:

The Equity Shares of the Company are listed and actively traded on the EMERGE Platform of National Stock Exchange of India Limited. The Board of Directors in their Meeting held on Thursday, 14th November 2019 considered and approved the bonus issue of 1 (One) fully Paid-up Equity Share of Rs. 10/- each for every 1 (One) fully paid-up Equity Share to the Members of the Company eligible as on record date to be fixed by the Board of Directors, by capitalizing a part of the amount standing to the credit of Securities Premium Account as may be considered appropriate by the Board of Directors of the Company.

Presently, the Authorised Share Capital of the Company is ₹ 6,00,00,000 (Rupees Six Crores) divided into 60,00,000 (Sixty Lakhs) Equity Shares of ₹ 10/- each (Rupees Ten). To facilitate issue of Bonus Shares and future requirements, it is necessary to increase the Authorised Share Capital of the Company to ₹ 12,00,00,000/- (Rupees Twelve Crores) consisting of 1,20,00,000 (One Crore and Twenty Lakhs) Equity Shares having face value of ₹ 10/- by creation of additional 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

The increase of Authorised Share Capital as aforesaid would require consequential alteration to the existing clause V of the Memorandum of Association of the Company.

The increase in Authorised Share Capital and alteration to Clause V of Memorandum of Association of the Company and issue of Bonus Equity Shares are subject to approval of members by way of passing Ordinary Resolution in terms of Section 61 and 63 and other applicable provisions of the Companies Act, 2013.

Accordingly, the Board recommends the resolution set forth in Item No. 1 and Item No. 2 to be passed as Ordinary Resolution by the Members of the Company through Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolutions set forth in Item Nos. 1 and 2 of this Notice except to the extent of their Shareholding held by them in the Company.

Resolution No. 3:

As per SEBI (ICDR) Regulations, 2018 (as amended from time to time) the Company having the Paid – up Share Capital of more than ₹ 10 Crore but upto ₹ 25 Crore and whose shares are listed on SME Exchange for more than 2 years are eligible to migrate from SME Exchange to Main Board.

Presently, the paid up Capital of the Company is ₹ 5,98,50,000/- and the Shares of the Company are also listed on SME platform of National Stock Exchange of India Limited (NSE SME Emerge) since 24th November 2017 and on 23rd November 2019 it will complete 2 years

thereby complying with the above stated requirements and it becomes eligible for migration from SME Exchange of National Stock Exchange of India Limited (NSE SME Emerge) to Main Board of National Stock Exchange of India Limited.

The Board of Directors of the Company are of the view that the migration of the Company to Main Board of National Stock Exchange Board of India Limited will act as a catalyst in the growth and expansion of the Company, enhance the recognition of the Company, increase the participation from the retail investors and the Members will enjoy the increased return on their investment, hence your Directors have decided to migrate the Shares of the Company from SME Board of National Stock Exchange of India Limited (NSE SME Emerge) to Main Board of National Stock Exchange of India Limited.

In view of the above, your Directors' recommend to pass the proposed Resolution with or without modification as a Special Resolution.

Here Special Resolution shall be acted upon if and only if the votes cast by Shareholders other than Promoters in favour of the proposal amounts to at least two times the number of votes cast by Shareholders other than promoter Shareholders against the proposal as provided in Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time.

None of the Directors and Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their Shareholding in the Company, if any.

Resolution No. 4:

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), effective from 1st April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be. Since Mr. Rasiklal Hathichand Shah has attained the age of Seventy-five (75) years on 5th November, 2019, as per Regulation 17(1A) of the Listing Regulations, approval of Members is being sought through the Special Resolution for continuation of Directorship of Mr. Rasiklal Hathichand Shah on attaining age of 75 years up to the tenure of his Directorship of the Company.

The Board of Directors, at its Meeting held on 14th November 2019, has unanimously decided the continuation of Directorship of Mr. Rasiklal Hathichand Shah till the tenure of his Directorship in the Company based on the recommendation of Nomination and Remuneration Committee. Profile and justification for continuation of the directorship of the aforesaid director is stated below:

Mr. Rasiklal Hathichand Shah was born on 5th November 1944, is a Non-Executive Director of the Company. Mr. Rasiklal Hathichand Shah is in good physical condition and of sound and alert mind and the Board is confident about him being able to function and discharge his duties in an able and competent manner. He is having 35 years of experience in field of Administration and Business, based on his skills, rich experience, knowledge, contributions and continued valuable guidance to Management made by him during his tenure which has benefited the Company immensely, the Board hereby recommends his continuation as director till the tenure of his Directorship ends.

**By order of the Board of Directors
For Vertoz Advertising Limited**

**Date: 14th November 2019
Place: Mumbai**

**Zill Shah
Company Secretary & Compliance Officer
A51707**