



**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

23<sup>rd</sup> December 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,

**Subject: Disclosure of voting results of Postal ballot and E-voting as per the requirements of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results of Postal Ballot and E- Voting conducted by the Company along with Scrutinizer's Report dated 21<sup>st</sup> December, 2019.

The resolutions stated in the Postal Ballot Notice have been deemed to be approved and passed on Saturday, 21<sup>st</sup> December, 2019 which is the last date of receipt of postal ballot forms and voting by electronic means.

The voting results along with the scrutinizer's report will also be made available on the Company's website accessible at [www.vertoz.com](http://www.vertoz.com)

This is for your kind information and records.

Thanking you.

Yours Faithfully,

On behalf of Board of Directors  
For Vertoz Advertising Limited

*Zill Shah*

Zill Shah

Company Secretary & Compliance Officer  
A51707

Encl : A/a



# RESULTS OF POSTAL BALLOT

(As per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Company Name	VERTOZ ADVERTISING LIMITED
Date of the Postal Ballot Notice	November 14, 2019
Voting Start Date	Friday, November 22, 2019 at 9.00 am
Voting End Date	Saturday, December 21, 2019 at 5.00 pm
Total number of shareholders on record date	358 as on November 15, 2019 ('Cut-off Date')
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary/ Special)	ORDINARY - INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY							
Whether promoter/ promoter group are interested in 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 and Promoter Group	E-Voting	4371074	4311224	98.6308	4311224	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1613926	40726	2.5234	40726	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		5985000	4351950	72.7143	4351950	0	100.0000	0.0000



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Public:	Not Applicable							
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:	Not Applicable							
Public:	Not Applicable							
Resolution required: (Ordinary/ Special)	ORDINARY - ISSUE OF BONUS SHARES							
Whether promoter/ promoter group are interested in 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 and Promoter Group	E-Voting	4371074	4311224	98.6308	4311224	0	100.0000	0.0000
	Poll	4371074	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4371074	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1613926	40726	2.5234	40726	0	100.0000	0.0000
	Poll	1613926	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1613926	0	0.0000	00	0	0.0000	0.0000
Total		5985000	4351950	72.7143	4351950	0	100.0000	0.0000





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Public:	Not Applicable							
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:	Not Applicable							
Public:	Not Applicable							
Resolution required: (Ordinary/ Special)	SPECIAL - MIGRATION OF THE COMPANY FROM SME PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED							
Whether promoter/ promoter group are interested in the agenda/resolution?	No (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, therefore voting done by Public Shareholder has been considered and voting done by Promoter and Promoter Group has been not been considered)							
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 and Promoter Group	E-Voting	4371074	0	0.0000	00	0	0.0000	0.0000
	Poll	4371074	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4371074	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1613926	40726	2.5234	40726	0	100.0000	0.0000
	Poll	1613926	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1613926	0	0.0000	00	0	0.0000	0.0000
Total		5985000	40726	0.6805	40726	0	100.0000	0.0000



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Promoters and Promoter Group:	Not Applicable							
Public:	Not Applicable							
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:	Not Applicable							
Public:	Not Applicable							
Resolution required: (Ordinary/ Special)	SPECIAL - CONTINUATION OF DIRECTORSHIP OF MR. RASIKLAL HATHICHAND SHAH							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes (Note: The voting done by Mr Rasiklal Hathichand Shah has not been considered)							
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 and Promoter Group	E-Voting	4371074	4251374	97.2615	4251374	0	100.0000	0.0000
	Poll	4371074	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4371074	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1613926	40726	2.5234	40726	0	100.0000	0.0000
	Poll	1613926	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1613926	0	0.0000	00	0	0.0000	0.0000
Total		5985000	4292100	71.7143	4292100	0	100.0000	0.0000

For Vertoz Advertising Limited

Hirenkumar Shah  
Chairman & Whole-time Director  
DIN: 00092739





# U. HEGDE & ASSOCIATES

## COMPANY SECRETARIES

### SCRUTINIZER'S REPORT

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

To,  
The Chairman,  
Vertoz Advertising Limited  
CIN:L74120MH2012PLC226823  
602, Avior, Nirmal Galaxy L.B.S. Marg,  
Opp. Johnson & Johnson, Mulund (W)  
Mumbai - 400080.

Dear Sir,

I, Umashankar K Hegde, Practicing Company Secretary (Membership No. - A22133), have been appointed as the Scrutinizer by the Board of Directors of **Vertoz Advertising Limited** (the "Company") at their Meeting held on November 14, 2019 for Scrutinizing Postal Ballot and electronic voting ("e-voting") process in a fair and transparent manner in respect of the Resolutions stated in the Postal Ballot Notice ("Notice") dated November 14, 2019.

I, submit my report as under:

- 1) The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to passing of resolution by the Members of the Company through Postal Ballot process is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the process of postal ballot is conducted in a fair and transparent manner.
- 2) In accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), the Company has completed dispatch of Notice to the Members of the Company, whose name appeared on the Register of Members/Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, November 15, 2019, as under:
  - By courier on November 21, 2019, to those Members whose email Id were not registered with the Company/Depository Participant.
  - By email on November 21, 2019, to those Members whose email Id were registered with the Company/Depository Participant.
- 3) In accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (as

B-401, JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD(E), MUMBAI 400097

Mobile No: 09226206821/08454826250, website: [www.csuhegde.in](http://www.csuhegde.in)

email: [uhegdeassociates@gmail.com](mailto:uhegdeassociates@gmail.com) / [umashankar@csuhegde.in](mailto:umashankar@csuhegde.in).

UMASHANKAR K. HEGDE  
PRACTICING COMPANY SECRETARY  
ACS. NO.- 22133  
COP NO.- 11161



**U. HEGDE & ASSOCIATES**  
**COMPANY SECRETARIES**

amended from time to time), the Company has published advertisement in newspapers i.e. Free Press Journal and Navshakti on November 22, 2019.

- 4) In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the Company has provided to its Members, the facility to cast their vote by e-voting on resolution set forth in the Notice. The Company has engaged KFIN Technologies Private Limited ("Karvy") (previously known as Karvy FinTech Private Limited) as the agency to provide e-voting facility. The voting through Postal Ballot Form and E-voting facility commenced at 9:00 a.m. (IST) on Friday, November 22, 2019 and ended at 5:00 p.m. (IST) on Saturday, December 21, 2019.
- 5) A Member whose name appeared on the Register of Members/ Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, November 15, 2019 were entitled to vote on the resolution stated in the Notice.
- 6) The E-voting module was disabled and blocked by Karvy for voting on Saturday, December 21, 2019 at 5:00 p.m.
- 7) No Postal ballot forms were received till the time fixed for closing of postal ballot i.e. Saturday, December 21, 2019 at 5:00 p.m.
- 8) After the end of E-voting period i.e. 5:00 p.m. (IST) on Saturday, December 21, 2019, I have unblocked the electronic votes and downloaded the E-voting Report from website of the Karvy (evoting.karvy.in) in the presence of two witnesses, Ms. Anuradha G. & Mrs. Savita H. who are not in the employment of the Company.
- 9) I, now submit my report as under:

**SUMMARY OF POSTAL BALLOT AND E-VOTING**

**Resolution No-1 : Ordinary Resolution:** INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Particulars	E-voting		Postal Ballot		Total	
	No. of equity shareholders	No. of shares	No. of equity shareholders	No. of shares	No. of Shares	% of shares voted
Assented to Resolution	12	4,351,950	0	0	4,351,950	100
Dissented to Resolution	0	0	0	0	0	0
Invalid Votes	-	-	-	-	-	-
Total valid votes	12	4,351,950	0	0	4,351,950	100



UMASHANKAR K. HEGDE  
PRACTISING COMPANY SECRETARY  
ACS. NO.- 22133  
COP NO.-11161



**U. HEGDE & ASSOCIATES**  
COMPANY SECRETARIES

**Resolution No-2 : Ordinary Resolution: ISSUE OF BONUS SHARES**

Particulars	E-voting		Postal Ballot		Total	
	No. of equity shareholders	No. of shares	No. of equity shareholders	No. of shares	No. of Shares	% of shares voted
Assented to Resolution	12	4,351,950	0	0	4,351,950	100
Dissented to Resolution	0	0	0	0	0	0
Invalid Votes	-	-	-	-	-	-
Total valid votes	12	4,351,950	0	0	4,351,950	100

**Resolution No-3 : Special Resolution: MIGRATION OF THE COMPANY FROM SME PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED**

Particulars	E-voting		Postal Ballot		Total	
	No. of equity shareholders	No. of shares	No. of equity shareholders	No. of shares	No. of Shares	% of shares voted
Assented to Resolution	6*	40,726	0	0	40,726	100
Dissented to Resolution	0	0	0	0	0	0
Invalid Votes	-	-	-	-	-	-
Total valid votes	6	40,726	0	0	40,726	100

( \*Note: In accordance with Regulation 277 of the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018, the 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, therefore voting done by Public Shareholder has been considered and voting done by Promoter and Promoter Group has been not been considered)

**UMASHANKAR K. HEGDE**  
PRACTICING COMPANY SECRETARY  
ACS. NO.- 22133  
COP NO.-11161





**U. HEGDE & ASSOCIATES**  
**COMPANY SECRETARIES**

**Resolution No-4 : Special Resolution:** CONTINUATION OF DIRECTORSHIP OF MR. RASIKLAL HATHICHAND SHAH:

Particulars	E-voting		Postal Ballot		Total	
	No. of equity shareholders	No. of shares	No. of equity shareholders	No. of shares	No. of Shares	% of shares voted
Assented to Resolution	11*	4,292,100	0	0	4,292,100	100
Dissented to Resolution	0	0	0	0	0	0
Invalid Votes	-	-	-	-	-	-
Total valid votes	11	4,292,100	0	0	4,292,100	100

( \*Note: The voting done by Mr Rasiklal Hathichand Shah has not been considered)

Based on the aforesaid result, I report that, the Resolutions as contained in the Postal Ballot Notice dated November 14, 2019, has been passed with requisite majority.

- 10) All the relevant records of voting process given/provided/maintained in electronic mode and the Postal Ballot Forms, if any will be handed over to the Company Secretary of the Company for safe keeping.

You may accordingly declare the result of the voting by Postal Ballot Form and E-voting.

Thanking You,

Place: Mumbai

Date: December 21, 2019

Hirenkumar Shah  
Chairman & Whole-time Director  
DIN: 00092739



*U. Hegde*  
Umashankar K. Hegde  
Practicing Company Secretary  
Membership No. -A22133  
C.P. No.-11161

