



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

27<sup>th</sup> October, 2020

To  
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.

**Symbol: VERTOZ**

**Series: EQ**

**Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -  
Proceedings of the 9<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> October, 2020**

Dear Sir / Madam,

With reference to the captioned subject, please find enclosed herewith a copy of the proceedings of the 9<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 27<sup>th</sup> October, 2020 at 11.30 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide its General Circulars dated 5<sup>th</sup> May, 2020, 13<sup>th</sup> April, 2020 and 8<sup>th</sup> April, 2020 read with the Securities and Exchange Board of India (SEBI) Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, on account of pandemic of COVID-19.

The AGM commenced at 11.30 a.m. and concluded at 12.04 p.m.

Kindly take the above on your record and oblige.

Thanking you,

Yours faithfully,

**For Vertoz Advertising Limited**

*Zill Shah*

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



Encl: A/a



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**PROCEEDINGS OF THE 9<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF VERTOZ ADVERTISING LIMITED HELD ON TUESDAY, 27<sup>TH</sup> OCTOBER, 2020 AT 11:30 A.M. THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) AND CONCLUDED AT 12.04 P.M.**

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**Following Directors were present:**

- |                                 |  |
|---------------------------------|--|
| 1. Mr. Harshad Uttamchand Shah  | - Chairman of the Company & Non-Executive Director |
| 2. Mr. Hirenkumar Rasiklal Shah | - Chairman of the AGM & Whole-time Director        |
| 3. Mr. Ashish Rasiklal Shah     | - Whole-time Director                              |
| 4. Mr. Rasiklal Hathichand Shah | - Non-Executive Director                           |
| 5. Mr. Rohit Keshavlal Vaghadia | - Independent Director                             |

**Due to technical issues, Mrs. Nilam Samir Doshi, Independent Director of the Company could not join the Meeting.**

**In attendance:**

- |                  |  |
|------------------|--|
| 1. Ms. Zill Shah | - Company Secretary & Compliance Officer |
|------------------|--|

**By Invitation:**

- |                         |   |
|-------------------------|---|
| 1. Mr. Akshay Parolkar  | - Chief Financial Officer                                 |
| 2. Mr. Hemant Bohra     | - Partner, Mittal & Associates, Statutory Auditors        |
| 3. Mr. Umashankar Hegde | - Proprietor, U. Hegde & Associates, Secretarial Auditors |
| 4. Mr. Kashish Shah     | - Internal Auditor  |

**Members present:**

22 Members attended through Video conferencing.

Since the 9<sup>th</sup> AGM of the Company was convened through VC / OAVM, without physical attendance of Members and the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Companies Act, 2013 (the Act) had been dispensed with, the facility for appointment of proxies by Members was not available for this AGM.

Mr. Harshad Uttamchand Shah, the Chairman of the Company requested Mr. Hirenkumar Rasiklal Shah to be the Chairman for the Meeting.

At 11:30 a.m., Mr. Hirenkumar Rasiklal Shah, commenced the meeting by welcoming the shareholders to the 9<sup>th</sup> AGM which was convened through VC / OAVM.

He informed that Company has arranged for the Shareholders to join the Meeting through video conference and other audio visual means and view the proceedings in compliance with the directions





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of the Ministry of Corporate Affairs and thanked all the Shareholders for attending the AGM of the Company inspite of the challenging times.

He then announced that the requisite quorum was present and thereafter he called the meeting to order.

He introduced all the Board Members, Chief Financial Officer and Company Secretary & Compliance Officer of the Company present in the Meeting through Video Conferencing.

He also introduced Statutory Auditors, Secretarial Auditors present in the meeting through Video Conferencing.

Thereafter, Ms. Zill Shah, briefed the Members about the general instructions pertaining to the AGM and voting procedure at the AGM. She also informed the Members that the results of the e-voting along with the scrutinizers report will be communicated to NSE where the equity shares of the company are listed and will also be placed on the Company's website and on the website of KFIN Technologies Private Limited within 48 hours from the conclusion of the meeting.

Ms. Zill Shah, informed the Members that Mr. Umashankar Hegde, Sole Proprietor of M/s U. Hegde & Associates, Practicing Company Secretaries was appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Thereafter, Mr. Hirenkumar Shah, further informed that Company had not received any Board Resolutions from Corporate Shareholders appointing representatives under section 113 of the Companies Act, 2013.

He also informed that the Statutory Registers are available for inspection electronically and those members who wish to inspect the same may write mail to [compliance@vertoz.com](mailto:compliance@vertoz.com).

He then informed that notice of the 9<sup>th</sup> AGM alongwith the copies of financial statements (Both Standalone and Consolidated) for the financial year ended 31<sup>st</sup> March, 2020 together with the Directors and Auditors Report were emailed within the statutory period to all the shareholders whose email addresses were registered with the Company or KFIN Technologies Private Limited or their Depository Participants.

Thereafter, with the permission of the Members, notice of the 9<sup>th</sup> AGM and the Board's Report which were circulated to all shareholders were taken as read.

The Chairman thereafter informed that as the Statutory Auditors Report on the Standalone and Consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and



Secretarial Auditors Report for the financial year ended 31<sup>st</sup> March, 2020 do not contain any qualifications, observations, comments or other remark, the same were also taken as read.

The Chairman further informed that remote e-voting arrangements had been made and the resolutions put to vote were as under:

1. Ordinary Resolution: To Receive, Consider and Adopt:
  - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 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, 2020 and the reports of the Auditors thereon.
2. Ordinary Resolution: To declare final dividend on Equity Shares at the rate of 1% i.e. ₹ 0.10 /- per equity share having a face value for the financial year ended 31st March, 2020.
3. Ordinary Resolution: To appoint a Director in place of Mr. Harshad Uttamchand Shah who retires by rotation at this AGM and being eligible, offers himself for re-appointment.
4. Ordinary Resolution: Increase in the Authorized Share Capital of the Company and consequent Alteration in the Memorandum of Association of the Company.
5. Special Resolution: To approve raising of funds by issuance of Equity Shares through Qualified Institutional Placements.

Thereafter, the Chairman asked the Moderator, if there are any speaker shareholders to speak few words, express their views and ask questions, on which Moderator confirmed that there are no Speaker registered on records.

Mr. Ashish Shah, Whole-time Director of the Company then spoke few words about the overall industry.

Thereafter, Mr. Hirenkumar Shah, the Chairman of the Meeting, thanked all the Members, Directors and Invitees who attended the AGM through Video Conferencing.

Chairman then informed the Members that those members who had not voted through e-voting could vote through Insta poll option. He also informed that results of the voting will be announced on or before 29<sup>th</sup> October, 2020 and the same will be intimated to stock exchange and also uploaded on the website of the Company and the KFIN Technologies Private Limited.



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Thereafter the meeting concluded at 12.04 a.m. with a vote of thanks to the Chair by Ms. Zill Shah, the Company Secretary & Compliance Officer.

**Note:**

The Company will separately intimate the results of e-voting to the stock exchange.

This document does not constitute minutes of the Annual General Meeting of the Company.

On behalf of Board of Directors  
For Vertoz Advertising Limited

Zill Shah

Zill Shah  
Company Secretary & Compliance Officer  
M. No.: A51707  
Place: Mumbai  
Date: 27<sup>th</sup> October 2020

