



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

28<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: Submission of Voting Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizers Report**

Dear Sir / Madam,

This is to inform you that the 9<sup>th</sup> Annual General Meeting (AGM) of Vertoz Advertising Limited (herein after referred as 'the Company') was 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.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rules made there under, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Company had provided facility for voting to its shareholders as on 20<sup>th</sup> October, 2020 (being cut-off date for the purpose of voting) to cast their votes on the items of business stated in the Notice dated 29<sup>th</sup> September, 2020 convening the AGM. The remote e-voting commenced from Saturday, 24<sup>th</sup> October, 2020 at 9:00 a.m. and concluded on Monday, 26<sup>th</sup> October, 2020 at 5:00 p.m.

Since the AGM was convened through VC /OAVM, Shareholders were given the facility to vote through e-voting at the time of the AGM and the said e-voting facility was kept open for 15 minutes and thereafter the link for e-voting was disabled.





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The Company has received the Scrutinizer's Report from Mr. Umashankar Hegde, Proprietor of M/s. U. Hegde & Associates, Practicing Company Secretaries, Mumbai, confirming details of voting through remote e-voting and e-voting at the time of the AGM. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed and approved by the Shareholders on the date of AGM i.e. on 27<sup>th</sup> October, 2020.

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

A disclosure of voting results in terms of Regulation 44 of the Listing Regulations is enclosed as "Annexure 1" and the Scrutinizer's report on remote e-voting and e-voting at the time of the AGM is enclosed herewith as "Annexure 2". A copy of the said Scrutinizer's Report and declaration of Results is also being uploaded on the website of the Company viz. [www.vertoz.com](http://www.vertoz.com) and website of KFin Technologies Private Limited viz. [www.evoting.kfintech.com](http://www.evoting.kfintech.com).

Kindly take the above on your record and disseminate the same for the information of investors.

Thanking you,

Yours Faithfully,

**For Vertoz Advertising Limited**

Zill Shah

**Zill Shah**

**Company Secretary & Compliance Officer**



Encl: a/a

cc: KFin Technologies Private Limited

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

**VOTING RESULTS**

<b>Date of the AGM</b>	Annual General Meeting held on Tuesday, 27 <sup>th</sup> October, 2020
<b>Total no. of Shareholders on record date</b>	1309
<b>No. of Shareholders present in the Meeting either in person or through proxy:</b>	
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable
<b>No. of Shareholders attended the Meeting through Video Conferencing:</b>	
Promoter and Promoter Group:	7
Public:	15



Sr. No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
1.	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.	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
Promoter and Promoter Group	E-voting	67,42,148	67,42,148	100.00	67,42,148	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		67,42,148	100.00	67,42,148	0	100.00	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-voting	52,27,852	2,07,970	3.9781	2,07,970		100.00	
	Poll		59,852	1.1449	59,852	0	100.00	0
	Postal Ballot (if applicable)							
	Total		2,67,822	5.123	2,67,822	0	100.00	0
	<b>Total</b>	<b>1,19,70,000</b>	<b>70,09,970</b>	<b>58.5628</b>	<b>70,09,970</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

The number of votes polled in favour of the Ordinary Resolution No. 1 are **70,09,970** (100% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.





Item 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, 2020	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
Promoter and Promoter Group	E-voting	67,42,148	67,42,148	100.00	67,42,148	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		67,42,148	100.00	67,42,148	0	100.00	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-voting	52,27,852	2,07,970	3.9781	2,07,970		100.00	
	Poll		59,852	1.1449	59,852	0	100.00	0
	Postal Ballot (if applicable)							
	Total		2,67,822	5.123	2,67,822	0	100.00	0
	<b>Total</b>	<b>1,19,70,000</b>	<b>70,09,970</b>	<b>58.5628</b>	<b>70,09,970</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

The number of votes polled in favour of the Ordinary Resolution No. 2 are **70,09,970** (100% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.



Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
3.	To appoint a Director in place of Mr. Harshad Uttamchand Shah (DIN: 07849186), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	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
Promoter and Promoter Group	E-voting	67,42,148	67,42,148	100.00	67,42,148	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		67,42,148	100.00	67,42,148	0	100.00	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-voting	52,27,852	2,07,970	3.9781	2,07,970		100.00	
	Poll		59,852	1.1449	59,852	0	100.00	0
	Postal Ballot (if applicable)							
	Total		2,67,822	5.123	2,67,822	0	100.00	0
	<b>Total</b>	<b>1,19,70,000</b>	<b>70,09,970</b>	<b>58.5628</b>	<b>70,09,970</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

The number of votes polled in favour of the Ordinary Resolution No. 3 are **70,09,970** (100% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.



Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
4.	Increase in the authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company	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
Promoter and Promoter Group	E-voting	67,42,148	67,42,148	100.00	67,42,148	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		67,42,148	100.00	67,42,148	0	100.00	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-voting	52,27,852	2,07,970	3.9781	2,07,970		100.00	
	Poll		59,852	1.1449	59,852	0	100.00	0
	Postal Ballot (if applicable)							
	Total		2,67,822	5.123	2,67,822	0	100.00	0
	<b>Total</b>	<b>1,19,70,000</b>	<b>70,09,970</b>	<b>58.5628</b>	<b>70,09,970</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

The number of votes polled in favour of the Ordinary Resolution No. 4 are **70,09,970** (100% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.



Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
5.	Approval for raising of funds by issuance of Equity Shares through Qualified Institutional Placement(s).	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 and Promoter Group	E-voting	67,42,148	67,42,148	100.00	67,42,148	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		67,42,148	100.00	67,42,148	0	100.00	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-voting	52,27,852	2,07,970	3.9781	2,07,970		100.00	
	Poll		59,852	1.1449	59,852	0	100.00	0
	Postal Ballot (if applicable)							
	Total		2,67,822	5.123	2,67,822	0	100.00	0
	<b>Total</b>	<b>1,19,70,000</b>	<b>70,09,970</b>	<b>58.5628</b>	<b>70,09,970</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

The number of votes polled in favour of the Special Resolution No. 5 are **70,09,970** (100% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.

For Vertoz Advertising Limited

Zill Shah

Zill Shah

Company Secretary & Compliance Officer





# U. HEGDE & ASSOCIATES

## COMPANY SECRETARIES

### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman  
**Vertoz Advertising Limited**

Meeting: Ninth Annual General Meeting through Video Conferencing/Other Audio Visual Means

Date of Meeting: October 27, 2020

Time of Meeting: 11.30 a.m.

Deemed Venue: 602, Avior, Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai, Maharashtra 400 080

Dear Sir,

I, Umashankar Hegde, Practicing Company Secretary proprietor of M/s U. Hegde & Associates, Company Secretaries having my office at B-401, Janki Niwas, Shree Rambalakdas Nagri CHS, Tapovan, Malad(E), Mumbai-400097, was appointed as the Scrutinizer of Vertoz Advertising Limited for scrutinizing Remote voting and E-voting during the Ninth Annual General Meeting ("AGM") held on Tuesday October 27, 2020 at 11.30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members (also referred as "Shareholders") at a common venue.

In view of the massive outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") circular dated May 12, 2020 ("SEBI Circular") permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members.

Further in compliance with the aforesaid MCA Circulars and SEBI Circular, notice of the AGM along with the Annual Report for FY 2019-20 was sent only through electronic mode to those Members whose name appeared in the Register of Members / Beneficial Owners maintained by the Depositories as on benpos date i.e. Friday, September 25, 2020 and whose email addresses are registered with the Company / Depositories. The Notice and Annual Report for FY 2019-20 was also made available on website of the

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

Mobile No: 09226206821/08454826250, website :www.csuhegde.in

Email: umashankar.hegde@gmail.com, uhegdeassociates@gmail.com.



Company, i.e. [www.vertoz.com](http://www.vertoz.com), website of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of the KFIN Technologies Private Limited ("KFIN") at [www.evoting.kfintech.com](http://www.evoting.kfintech.com).

Since the AGM was held pursuant to MCA circulars through VC /OVAM, physical attendances of members were dispensed with. Accordingly, in terms of above mentioned MCA and SEBI circulars, the facility for appointment of proxies by members were dispensed with.

Members attended the meeting through VC /OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act'2013 ("the Act").

In compliance with the provisions of the Section 108 of the Act read with the Rules made thereunder and other applicable provisions of the Act, Secretarial Standard on General Meetings ("SS-2") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended from time to time), the Company has also provided the facility to the Members to cast their votes on all the resolutions set out in the Notice of the AGM, by Remote e-voting facility. Further, the Company also provided E-voting facility during AGM, to its Members in respect of the businesses to be transacted at the AGM to those members who attended the AGM and who had not voted through Remote e-voting.

The Members of the Company holding shares of the Company as on the "cut-off" date i.e. October 20, 2020 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

The Company had made necessary arrangements with KFIN to facilitate Remote e-voting and E-voting during AGM.

The period for Remote e-voting commenced on Saturday, October 24, 2020 at 9:00 a.m. (I.S.T) and ended on Monday, October 26 2020 at 5:00 p.m. (I.S.T) and the KFIN e-voting system was blocked in due time.

After the end of the Remote e-voting period i.e. on October 26, 2020, I was provided access to details of the Members who had opted for Remote e-voting. The details such as the name of the member, DP Id Client Id., and number of shares held by the Member could be seen to ensure that these Members do not vote again at the AGM. However the manner in which the votes were cast by the Members were not available.

Further, the E-voting was announced during the AGM for the Members who attended the AGM and had not cast their vote earlier through Remote e-voting.





After the closure of the E-voting at the AGM, the report on the E-voting done during the AGM was generated and the voting was diligently scrutinized and reconciled with the votes casts under Remote e-voting facility which was unblocked in the presence of two witnesses who were not in employment of the Company.

I, have scrutinized and reviewed the Remote e-voting and E-voting tendered during AGM based on the data downloaded from the e-voting system of KFIN.

**The Consolidated Report on the result of the Remote e-voting and E-voting during AGM in respect of the Resolutions set out in the Notice of the AGM is as under:**

**Resolution No.1: Ordinary Resolution**

- a) Consideration and Adoption of the Audited Standalone Financial Statement of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2020.
- b) Consideration and Adoption of the Audited Consolidated Financial Statement of the Company together with the report of the Auditors thereon for the financial year ended March 31, 2020.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	6,950,118	99.15
E-voting during AGM	1	59,852	0.85
Total	25	7,009,970	100.00

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
E-voting during AGM	0	0	0
Total	0	0	0



(iii) **Invalid votes:**

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
E-voting during AGM	-	-

**Resolution No.2: Ordinary Resolution**

Declaration of final dividend on equity shares at the rate of 1% i.e. Rs. 0.10/- perEquity share having face value of 10/- for the financial year ended 31<sup>st</sup>March, 2020.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	6,950,118	99.15
E-voting during AGM	1	59,852	0.85
Total	25	7,009,970	100.00

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
E-voting during AGM	0	0	0
Total	0	0	0

(iii) **Invalid votes:**

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
E-voting during AGM	-	-





**Resolution No.3: Ordinary Resolution**

Appointment of Director in place of Mr. Harshad Uttamchand Shah (DIN: 07849186), who retires by rotation, and being eligible, offered himself for re-appointment.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	6,950,118	99.85
E-voting during AGM	1	59,852	0.15
Total	25	7,009,970	100.00

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
E-voting during AGM	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
E-voting during AGM	-	-



**Resolution No.4: Ordinary Resolution**

Increase in the authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	6,950,118	99.85
E-voting during AGM	1	59,852	0.15
Total	25	7,009,970	100.00

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
E-voting during AGM	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
E-voting during AGM	-	-



**Resolution No.5: Special Resolution**

Approval for raising funds by issuance of equity shares through Qualified Institutional Placement(s).

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	6,950,118	99.85
E-voting during AGM	1	59,852	0.15
Total	25	7,009,970	100.00

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
E-voting during AGM	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
E-voting during AGM	-	-



*U. HEGDE & ASSOCIATES*  
COMPANY SECRETARIES

The records relating to electronic voting (Remote e-voting and E-voting during AGM) containing details has been provided to the Company for safe keeping.

Thanking You,

Place: Mumbai

Date: 28<sup>th</sup> October, 2020



A handwritten signature in blue ink, appearing to read "U. Hegde".

Umashankar K Hegde  
(Scrutinizer)

Practicing Company Secretary  
M.No- A22133 # C.P No- 11161

ICSI UDIN: A022133B001078001

Countersigned  
For Vertoz Advertising Limited

A handwritten signature in blue ink, appearing to read "H. Shah".

Hirenkumar Shah  
DIN: 00092739

