

SUMMARY OF PROCEEDINGS OF THE 13TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF VERTOZ LIMITED (FORMERLY KNOWN AS VERTOZ ADVERTISING LIMITED)

The Annual General Meeting (AGM) of the Members of Vertoz Limited [Formerly known as Vertoz Advertising Limited] ("the Company") was held on Friday, 02nd August 2024 at 05.00 p.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) provided by KFIN Technologies Limited.

Mr. Harshad Uttamchand Shah, Chairman and Non-Executive Non-Independent Director of the Company, welcomed all the Members present at the AGM. Then Mr. Harshad Shah, with the consent of all the Directors, requested Mr. Hirenkumar Shah to be the Chairman for the Meeting.

After receiving the consent, Mr. Hirenkumar Rasiklal Shah, commenced the Meeting by welcoming the Shareholders to the 13th AGM which was convened through VC/OAVM.

The Members were informed that, this AGM was held through electronic mode, without the physical presence of the Members at common venue, in accordance with the various applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"). It was further informed that as per the said Circulars, the Notice of the AGM and Annual Report of the Company for Financial Year 2023-24 were sent to Shareholders via email on Tuesday, 09th July 2024 to all those Members whose Email Id's were registered with the Company, KFIN Technologies Limited or their Depository Participants.

The Chairman then, based on confirmations/registrations received from the Members, announced that the requisite quorum for AGM has been met and thereafter he called the Meeting to order.

The Chairman then introduced all the Directors and the Members of the Board and Senior Management Team present and Company Secretary & Compliance Officer of the Company present in the Meeting through Video Conferencing. He also introduced Mr. Hemant Bohra, representative of Mittal & Associates Statutory Auditor, Mr. Umashankar Hegde, representative of M/s. U. Hegde & Associates, Secretarial Auditor present in the Meeting through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Thereafter, Ms. Zill Shah, Company Secretary and Compliance Officer of the Company, 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 Scrutinizer's 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 Limited within two working days from the conclusion of the Meeting.

The Company Secretary & Compliance Officer also 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, the Chairman informed that Company had not received any Board Resolutions from Corporate Shareholders appointing Representatives under the Section 113 of the Companies Act, 2013.

He also informed that the Statutory Registers are available for inspection and those Members who wish to inspect the same may write mail to compliance@vertoz.com.

He then informed that Notice of the 13th AGM along with the copies of Financial Statements (Both Standalone and Consolidated) for the Financial Year ended 31st March 2024 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 Limited or their Depository Participants.

Since the Notice of the AGM was sent through electronic means via email, the Notice was taken as read with the permission of the Members present. Further, since there were no qualifications, observations or adverse remarks in the report of the Statutory Auditors annexed to the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended as on March 31, 2024, the same was also taken as read.

The Chairman then provided brief to the Members of the Company on the following resolutions as set out in the Notice convening AGM:

No.	Resolutions	Type of Resolution
Ordinary Business		
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, along with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, along with the report of the Auditors thereon.	Ordinary
2.	To re-appoint Mr. Harshad Uttamchand Shah (DIN: 07849186), who is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.	Ordinary
Special Business		
3.	Appointment of Mr. Rajkumar Gupta (DIN: 10616896) as an Independent Director of the Company.	Special
4.	Appointment of Mrs. Dimple Hirenkumar Shah (DIN: 07788365) as an Executive Director of the Company.	Special
5.	Change in designation of Mr. Hirenkumar Rasiklal Shah (DIN: 00092739), Whole time Director (WTD) to Managing Director (MD) of the Company.	Special

Thereafter, the Chairman requested the Moderator, to confirm if there are any Speaker and thereupon Moderator confirmed that there were five (5) Speakers registered on records. Following are the details of the speakers who were registered:



Sr. No.	Folio	Holder
1	IN30131380099382	Vinay Vishnu Bhide
2	IN30059710293774	Dnyaneshwar Kamlakar Bhagwat
3	1204880000272670	Ramesh Shanker Golla
4	IN30611490109668	Jehangir Rohinton Batiwala
5	IN30611490067222	Rohinton Framroze Batiwala

The speaker Shareholders were allowed to speak their concerns and queries. Their points were noted by the Chairman.

Thereafter, Mr. Hirenkumar Shah, the Chairman for the Meeting, concluded the AGM with a vote of thanks to all the Stakeholders for their continued support, cooperation and for taking out time for attending and participating in the 13th AGM of the Company.

The 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 Tuesday, 06th August 2024 and the same will be intimated to Stock Exchange and also will be uploaded on the website of the Company and the KFIN Technologies Limited.

The AGM concluded at 05.53 p.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 Limited
(Formerly known as Vertoz Advertising Limited)**



**Zill Shah
Company Secretary & Compliance Officer
M. No.: A51707
Place: Mumbai
Date: 02nd August 2024**