VERTOZ

Vertoz Advertising Limited
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

6th September 2023

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.

Scrip Code: VERTOZ
Series: EQ

Dear Sir/Madam,

Subject: Intimation of E-Voting facilities and Notice of the 12th Annual General Meeting

With reference to the captioned subject, we wish to inform you that our Company Vertoz Advertising Limited has provided E-Voting facility to its Shareholders for exercising their Vote on the Resolutions during the ensuing Annual General Meeting scheduled to take place on **Friday, 29th September 2023 at 12.00 Noon** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

KFin Technologies Limited, Registrar & Transfer Agents of the Company, (earlier known as Karvy Fintech Private Limited) ("KFintech") shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.

1. Date and time of commencement of remote E-Voting	:	Tuesday, 26th September 2023 at 9.00 a.m. IST
2. Date and time of end of remote E-Voting	:	Thursday, 28th September 2023 5.00 p.m. IST
3. Remote E-Voting shall not be allowed after	:	28th September 2023 (post 5.00 p.m. IST)
4. Cut-off date	:	Friday, 22nd September 2023

5. A Member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the Meeting.

6. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the General Meeting.

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7. Notice of the Annual General Meeting has been displayed on the website of the NSE and on website of E-Voting Platform provided by KFin Tech i.e. https://evoting.kfintech.com. The same can also be accessed on the Company's website at https://www.vertoz.com/ir/wp-content/uploads/2023/09/Vertoz-AGM-Notice.pdf.

8. In case you have any queries or issues regarding e-voting, write an email to evoting@kfintech.com.

This intimation is given pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours Faithfully,

For Vertoz Advertising Limited

Zill Pankaj Shah

Digitally signed by Zill Pankaj Shah
Date: 2023.09.06 18:21:54 +05'30'

VERTOZ ADVERTISING LIMITED MUMBAI CIN:L74120MH2012PLC226823

Zill Shah
Company Secretary & Compliance Officer

Encl: Notice and Explanatory Statement of 12th Annual General Meeting to be held on Friday, 29th September 2023.

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

NOTICE

NOTICE is hereby given that **12th Annual General Meeting** of the Members of Vertoz Advertising Limited will be held on **Friday, 29th September 2023 at 12.00 Noon** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility to transact the business mentioned below.

The proceedings of the Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company at 602, Avior, Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai, Maharashtra, India – 400 080 which shall be the deemed venue of the AGM.

ORDIANRY BUSINESS:

1. **To receive, consider and adopt:**
   a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2023 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 2023 and the Reports of Auditors thereon and in this regard, pass the following Resolution(s), as Ordinary Resolution(s):

   a. **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2023 and the Reports of the Auditor's thereon and the Board of Directors laid before this Meeting, be and are hereby considered and adopted."
   b. **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2023 and the reports of the Auditor's thereon and the Board of Directors laid before this Meeting, be and are hereby considered and adopted."

2. **To appoint a Director in place of Mr. Ashish Rasiklal Shah (DIN: 00092787), who is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment:**

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

   "RESOLVED THAT pursuant to provision of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company, be and is hereby accorded to the re-appointment of Mr. Ashish Rasiklal Shah (DIN: 00092787) as a Director, who shall continue as the Non-Executive Director of the Company."

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

Re-appointment of Statutory Auditors of the Company

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Mittal and Associates, Chartered Accountants, having Registration No. 106456W be and are hereby re-appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 12th Annual General Meeting till the conclusion of the 17th Annual General Meeting to be held for the financial year 2027-2028 to conduct statutory audit of the records of the Company on such remuneration as stated in the explanatory statement attached to the notice and the Board of Directors of the Company be and are hereby authorized to increase and pay such Statutory Audit fees as recommended by the Audit Committee and as they may deem fit for the remaining tenure of their appointment and as may be mutually agreed between the Board of Directors and the Auditors on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS:

4. Increase in the Borrowing limits:

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

"RESOLVED THAT subject to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of the earlier Members' resolutions passed on 28th April, 2018 and 30th September 2019, the consent of the Shareholders of the Company be and is hereby accorded, for borrowing money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any Body Corporate/ Entity/Entities and/or authority/authorities, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding ₹ 1000,00,00,000/- (Rupees One Thousand Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business)

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or aggregate of the paid-up share capital of the Company and its free reserves whichever is higher.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

5. **Increase in the limits of Creation of charges on the movable and immovable properties of the Company, both present and future in respect of borrowings under section 180(1)(a) of the Companies Act, 2013:**

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

"RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders on 28th August, 2018 and 30th September 2019 in this regard under section 180(1)(a) of the Companies Act, 2013, and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force) and any approvals, consents, sanctions, permissions as may be necessary from any governmental authorities and all other appropriate statutory and regulatory authorities, and such other rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force), and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Members be and is hereby accorded to create any charge, mortgage and/ or hypothecation, transfer, sell and/or otherwise dispose of all or any part of the immoveable and moveable properties of the Company wherever situated, present and future, and in such manner as the Board may deem fit, and in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit, together with power to take over whole or substantially the whole of the undertaking of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/notes/other instruments to secure rupee/foreign currency loans and/or the issue of debentures/bonds/ notes/other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed ₹ 1000,00,00,000/- (Rupees One Thousand Crores only) or the aggregate of the paid-up capital and free reserve of the company whichever is higher".

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things,

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arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies."

6. **Increase the limits for the Loans and Investment by the Company in terms of the Provisions Section 186 of the Companies Act, 2013:**

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members in their on 28th April, 2018 and 30th September 2019, the consent of the Members, be and is hereby accorded to the Board of Directors, to increase the existing limit under Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the Members of the Company be and is hereby accorded to the Board to (a) give any loan to any Body Corporate(s) / Person (s); (b) give any guarantee or provide security in connection with a loan to any Body Corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any Body Corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹ 1000,00,00,000/- (Rupees One Thousand Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be appropriate and necessary in the best interest of the Company and its Shareholders for the purpose of making loans/ investments/ giving guarantees etc. on behalf of the Company, from time to time or may authorize the officials of the company to give effect to the foregoing resolution."

7. **TO APPROVE 'VERTOZ ADVERTISING LIMITED EMPLOYEE STOCK OPTION PLAN 2023' ("ESOP 2023"/ "PLAN")**

To consider and pass the following resolution as a Special Resolution, with or without modification, as though fit:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits

& Sweat Equity) Regulations, 2021 (referred to as "SEBI SBEB & SE Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members' of the Company be and is hereby accorded to the introduction and implementation of 'Vertoz Advertising Limited Employee Stock Option Plan 2023' ("ESOP 2023"/ "Plan"), the salient features of which are furnished in the Explanatory Statement annexed to this notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI,SBEB & SE Regulations) to create, issue ,grant and allot from time to time, in one or more tranches, not exceeding 10,00,000 (Ten Lakhs Only) employee stock Options ("Option(s)") to or for the benefit of the eligible employees of the Company, group company including subsidiary company of the Company, exclusively working in India or outside, as determined by the Board in terms of the Plan,(other than promoter or person belonging to the promoter group of the Company, independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Plan, exercisable into not more than 10,00,000 (Ten Lakhs Only) equity shares of face value of Re.10/- (Rupee One) each fully paid-up, where one employee stock Option would convert in to one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari-passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division(s) and other similar events, if any additional equity shares are issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the employee stock Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations and other applicable laws.

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RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SEBI SBEB & SE Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service center and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

8. TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS UNDER 'VERTOZ ADVERTISING LIMITED EMPLOYEE STOCK OPTION PLAN 2023' TO THE ELIGIBLE EMPLOYEE(S) OF COMPANY'S GROUP COMPANY INCLUDING SUBSIDIARY COMPANY(IES), IN OR OUTSIDE INDIA:

To consider and pass the following resolution as a Special Resolution, with or without modification, as though fit:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (referred to as "SEBI SBEB & SE Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members' of the Company be and is hereby accorded to the introduction and implementation of 'Vertoz

Advertising Limited Employee Stock Option Plan 2023' ("ESOP 2023"/ "Plan") and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB & SE Regulations) to grant from time to time, in one or more tranches, such number of employee stock Options ("Options") under ESOP 2023 within the limit prescribed therein to or for the benefit of eligible employee(s) the Group Companies including Subsidiary Company(ies), in or outside India, within the meaning of the Plan, including any director, whether whole time or otherwise (other than independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of such group or subsidiary companies, as may be decided under the Plan, exercisable into corresponding number of equity shares of face value of Rs. 10 (Rupees Ten) each fully paid-up, where one Option would convert in to one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2023.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

9. To approve Material Related Party Transactions:

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 (hereinafter called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the Company's Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into arrangements/transactions/contracts with below mentioned Related Parties ("Related Party"), relating to transactions the details of which are more particularly set out in the explanatory statement of this Notice, provided however that the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with the Related Party and remaining outstanding at any one point in time shall not exceed the

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limits mentioned below during any one financial year, provided that the said transactions are entered into/ carried out on arm's length basis and on such terms

and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof):

Name of the Related Party	**Name of Relationship**	**Nature of Transaction**	**Amount (INR in Crore)**
Adokut Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
BoffoAds Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
AdMida Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Vokut Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Admeridian Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Hueads Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
OwnRegistrar Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
QualispaceWeb Services Private Limited	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Paynx Technologies Private Limited	Sister Concern where Promoters/	Sales, Purchases and Loans & Advances	20.00

	Directors having significant control		

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any Person(s) authorized by the Board in this regard) be and are hereby authorized to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto."

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Mumbai
4th September 2023

By Order of the Board

Zill Shah
Company Secretary & Compliance Officer
(ACS No.: A51707)

Notes:

1. pursuant to General Circular no. 14/2020 dated 8 April, 2020, General Circular no. 17/2020 dated 13 April, 2020, General Circular no. 20/2020 dated 05th May, 2020, General Circular no. 39/2020 dated 31 December, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular no. 10/2021 dated 23rd June, 2021, General Circular no. 20/2021 dated 8 December, 2021, Circular No. 21/2021 dated December 14, 2021 General Circular no. 03 /2022 dated 5 May, 2022 and General Circular no. 11/2022 dated 28th December, 2022 and other applicable circulars **(hereinafter referred to as "MCA Circulars")** issued by the Ministry of Corporate Affairs and Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (hereinafter collectively referred to as "the Circulars"), pursuant to Securities and Exchange Board of India ("SEBI") Vide its Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 followed by Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") and all other relevant circular issued from time to time the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC" / "OAVM") without the physical presence of stakeholders at a common venue.

   KFin Technologies Limited, Registrar & Transfer Agent of the Company, (Formerly known as KFin Technologies Private Limited ("KFintech") shall be providing facility for voting

through remote E-Voting, for participation in the AGM through VC/ OAVM facility and E-Voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained at Note No. 19 below.

2. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 12th Annual General Meeting of the Company is being conducted through Video Conferencing (VC)/other Audio Visual Means (OAVM)) (hereinafter referred to as "AGM" or "e-AGM"). In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards – 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

3. Since the AGM will be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM), the Route Map is not annexed to this Notice.

4. A. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts in respect of the business under Item No. 2 to 9 above is annexed hereto. Further, the relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") by ICSI, with respect to Item No. 2 is also annexed hereto.

5. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF WHO MAY OR MAY NOT BE AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE E-AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**

6. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board Resolution/Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM.

The said Resolution/Authorization should be sent electronically to the Scrutinizer by email through its registered email address to umashankar.hegde@gmail.com with a copy marked to evoting@kfintech.com and to the Company at compliance@vertoz.com

Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.

7. In view of the massive outbreak of the COVID-19 pandemic, social distancing has to be a pre-requisite, pursuant to the above-mentioned MCA Circulars, **A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for recording of attendance of such member for the e-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.**

8. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is M/s. KFin Technologies Limited ("Kfintech") having their office at Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032.

9. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:

Pursuant to General Circular no. 14/2020 dated 8 April, 2020, General Circular no. 17/2020 dated 13 April, 2020, General Circular no. 20/2020 dated 05th May, 2020, General Circular no. 39/2020 dated 31 December, 2020, General Circular no. 10/2021 dated 23rd June, 2021, General Circular no. 20/2021 dated 8 December, 2021, General Circular no. 03 /2022 dated 5 May, 2022 and General Circular no. 11/2022 dated 28th December, 2022 and other applicable circulars **(hereinafter referred to as "MCA Circulars")** issued by the Ministry of Corporate Affairs and Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Notice of the AGM alongwith the Annual Report for the Financial Year 2022-2023 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/KFintech/ Depositories. A copy of the Notice of this AGM alongwith the Annual Report is available on the website of the Company at www.vertoz.com, website of the Stock Exchange where the Equity Shares of the Company are listed, viz. the National Stock Exchange of India Limited at www.nseindia.com, and on the website of KFintech at https://evoting.kfintech.com. For any communication, the Members may also send a request to the Company's investor email id: compliance@vertoz.com. **The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2022-2023 and the Notice of AGM to any Member.**

10. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

During the FY 2022-2023 under review, the Company was not required to transfer any amount to the Investor Education & Protection Fund (IEPF) and does not have unclaimed

dividend which remains to be transferred to Investor Education & Protection Fund (IEPF). As such, no specific details are required to be given or provided.

11. MEMBERS ARE REQUESTED TO:

a. intimate to KFintech, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in physical form;

b. intimate to the respective Depository Participant, changes, if any, in their registered addresses/bank mandates at an early date;

c. quote their folio numbers/ Client ID and DP ID in all correspondence;

d. consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names; and

a. register their Permanent Account Number (PAN) with their Depository Participants.

12. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019, except in case of request received for transmission or transposition of Securities.

In view of the above and to eliminate all risks associated with physical Shares and for ease of portfolio management, Members holding Shares in physical form are requested to consider converting their holdings to dematerialized form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of KFintech to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: https://nsdl.co.in/faqs/faq.php or Central Depository Services (India) Limited: https://www.cdslindia.com/investors/open-demat.html for further understanding of the demat procedure.

13. NOMINATION:

Members can avail of the facility of nomination in respect of Shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to KFintech having their office at Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 or send an email at: einward.ris@kfintech.com. Members holding Shares in

electronic form may contact their respective Depository Participants for availing this facility. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14.

14. UPDATION OF MEMBERS' DETAILS:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. A form for compiling additional details is available on the KFin Tech's website at the web-link: https://ris.kfintech.com/email_registration/.

Members holding Shares in physical form are requested to submit the form duly completed to the Company or its Registrar and Transfer Agents in physical mode, as per instructions mentioned in the form. Members holding Shares in electronic form are requested to submit the details to their respective Depository Participants.

15. UPDATION OF PERMANENT ACCOUNT NUMBER (PAN)/BANK ACCOUNT DETAILS OF MEMBERS:

SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account details for all security holders. Members are requested to submit the aforesaid information to their respective Depository Participant(s).

16. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 28th day of September 2023, through email on compliance@vertoz.com. The same will be replied by the Company suitably.

17. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 29th September, 2023. Members seeking to inspect such documents can send an email to Company's investor email id: compliance@vertoz.com.

18. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant.

19. PROCEDURE FOR REGISTERING THE EMAIL ADDRESSES TO RECEIVE THIS NOTICE ELECTRONICALLY AND CAST VOTES ELECTRONICALLY:

I. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

a. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.

b. Members holding shares in physical form may register their email address and mobile number with the Company's Registrar and Transfer Agents, KFin Technologies Limited by sending an email request at the email ID: einward.ris@kfintech.com alongwith the copy of the signed request letter mentioning the Name, Address, Folio No., Email address and Mobile number of the Member, self-attested scanned copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport, etc.) in support of the address of the Member.

II. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with Kfintech for temporary registration of email addresses of the Members in terms of the MCA Circulars.

Process to be followed for Temporary Registration of E-mail Address:

A. the process for registration of email address with kFintech for receiving the Notice of AGM and login ID and password for e-voting is as under:

i. Visit the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx

ii. Select the name of the Company viz. Vertoz Advertising Limited and follow the steps for registration of email address.

III. After successful submission of the email address, KFintech will email a copy of this AGM Notice and Annual Report for F.Y. 2022-2023 along with the e-voting user ID and password. In case of any queries, Members are requested to write to kFintech at evoting@kfintech.com.

IV. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs/KFintech to enable servicing of notices/documents/Annual Reports and other communications electronically to their email address in future.

20. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

i. ATTENDING THE AGM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFintech. Members are requested to login at https://evoting.karvy.com by clicking "e-AGM - Video Conference & Streaming"

and access the Shareholders'/ Members' login by using the remote e-voting credentials provided in the email received from KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the Meeting etiquettes to join the Meeting.

ii. Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in Note No. 21.

iii. Members may join the Meeting through Laptops, Smartphones and Tablets for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members are encouraged to join the Meeting through Laptops with latest version of Google Chrome for better experience.

iv. Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned at Note No. 20 (i) above in the Notice, and this mode will be available throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars.

v. In case of any query and/or help, in respect of attending the AGM through VC/OAVM mode, Members may refer the Help & Frequently Asked questions ("FAQs") and "AGM VC/OAVM" user manual available at the download Section of https://evoting.kfintech.comor contact at compliance@vertoz.com, or Mr. Raghunath Veeda, Deputy Manager – Corporate Registry, KFin Technologies Limited at Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032 or at the email ID: evoting@kfintech.com or on Phone No.: 040-6716 2222 or call Toll Free No.: 1800-345-4001 for any further clarifications.

21. PROCEDURE FOR REMOTE VOTING

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFintech on all Resolutions set forth in this Notice, through remote e-voting. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility.

The remote e-voting facility will be available during the following period:

Day, date and time of commencement of remote e-voting	From:	**Tuesday, 26th September 2023 at 9.00 a.m. (IST)**
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To:	**Thursday, 28th September 2023 at 5.00 p.m. (IST)**

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of the aforesaid period.

The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
The process and manner for remote e-voting are explained below:

Step 1: Access to NSDL/CDSL e-Voting System

I. Login method for e-voting for Individual Shareholders holding Shares of the Company in demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provided by Listed Entities, Individual Shareholders holding Shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility. The procedure to login and access remote e-voting, as devised by the Depositories/Depository Participant(s), is given below:

A. Login Method for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"):

Sr. No.	NSDL	CDSL
1.	**Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:** i. Visit URL: https://eservices.nsdl.com ii. Click on the "Beneficial Owner" icon under "IDeAS" section.	**Users already registered for Easi/Easiest facility of CDSL may follow the following procedure:** i. Visit URL: **https://web.cdslindia.com/myeasi/**

	iii. On the new page, enter your User ID and Password. Post successful authentication, click on **"Access to e-Voting"** iv. Click on Company Name: **Vertoz Advertising Limited** or **E-Voting Service Provider** and you will be re-directed to E-Voting Service Provider **("KFintech")** website for casting your vote during the remote e-Voting period.	**home/login** or URL: **www.cdslindia.com** ii. Click on **"New System Myeasi"** icon iii. Login with your Registered User ID and Password. iv. Option will be made available to reach e-Voting page without any further authentication. v. You will see the e-Voting Menu. The Menu will have links of E-voting Service Provider i.e. Kfintech e-Voting portal where the e-voting is in progress. vi. Click on e-Voting service provider – KFintech to cast your vote.
2	Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure: i. To register click on link: **https://eservices.nsdl.com** ii. Select "Register Online for IDeAS" or click on the link: **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** iii. Proceed with completing the required fields. iv. After successful registration, please follow steps given in Point No. 1 above to cast your vote.	Users not registered for Easi/Easiest facility of CDSL may follow the following procedure: i. Option to register is available at **https://web.cdslindia.com/myeasi/Registration/EasiRegistration** ii. Proceed with completing the required fields. iii. After successful registration, please follow steps given in Point No. 1 above to cast your vote.
3	**Users may directly access the e-Voting module of NSDL as per the following procedure:** i. Visit URL: **https://www.evoting.nsdl.com** ii. Click on the "Login" icon which is available under "Shareholder/Member" section. iii. On the login page, enter User ID (i.e., your sixteen digit number held with NSDL, starting with IN), Login Type, i.e., through typing Password (in case you are registered on NSDL's e-voting platform)/through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and	Users may directly access the e-Voting module of CDSL as per the following procedure: i. Visit URL: **www.cdslindia.com** ii. Provide your Demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against **Vertoz Advertising Limited** or select E-Voting Service Provider "KFintech" and you will be re-directed to the e-Voting page of

	Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select Name of the Company: **Vertoz Advertising Limited** or the E-Voting Service Provider, i.e. KFintech. v. On successful selection, you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.	Kfintech to cast your vote without any further authentication.

B. Login Method for Individual Members holding Shares of the Company in Demat mode through their Depository Participants:

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once you login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see evoting feature. Click on options available against the Company's Name: Vertoz Advertising Limited or E-Voting Service Provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at the NSDL and CDSL websites.

Helpdesk for Individual Shareholders holding Shares of the Company in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login Type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

II. Login method for e-Voting for Shareholders other than Individual Shareholders holding Shares of the Company in demat mode and Shareholders holding Shares in physical mode

A. Members whose email IDs are registered with the Company/ Depository Participants, will receive an email from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com

ii. Enter the login credentials (i.e. User ID and password). User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.

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 minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the EVEN for Vertoz Advertising Limited - AGM.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. Friday, 23rd September, 2022 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 as on the cut-off date.

Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings ("SS-2") issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/ its vote will be treated as an invalid vote with respect to that Resolution.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are 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 e-mail ID: umashankar.hegde@gmail.com with a copy to evoting@kfintech.com and to the Company at compliance@vertoz.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVENT NO". It should reach the Scrutinizer and the Company by email not later than Thursday, 28th September, 2023 (5:00 p.m. IST). In

case if the authorized representative attends the Meeting, the above-mentioned documents shall be submitted before the commencement of AGM.

B. In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/update their e-mail addresses with the Depository Participant(s) in case of shares held in Dematerialised form) and inform KFintech at the email id: evoting@kfintech.com (in case of Shares held in physical form):

i. Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password.
ii. Please follow all steps from Note. No. II A (i) to (xii) above to cast your vote by electronic means.

Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on https://evoting.kfintech.com which may be used for sending further communication(s).

22. VOTING DURING THE AGM:

i. The procedure for remote e-voting during the AGM is same as the instructions mentioned for remote e-voting since the Meeting is being held through VC/OAVM.

ii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM. Upon clicking the e-voting window, Members will be directed to the "Instapoll" page. An icon, "Vote", will be available at the bottom left on the Meeting Screen.

iii. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.

iv. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

v. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate in the AGM but shall not be entitled to cast their vote again.

23. GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:

i. A Member can opt for only a single mode of voting i.e. through remote e-voting or e-voting at the AGM.

ii. The voting rights of Members shall be in proportion to the paid-up value of their Shares in the Equity Share Capital of the Company as on the cut-off date i.e. **Friday, 22nd September, 2023.** Members are eligible to cast their vote either through remote e-voting or in the AGM only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.

iii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-Voting, i.e. Friday, 22nd September, 2023, he/she/it may obtain the User ID and Password in the manner as mentioned below:

a. If the **mobile number** of the Member is **registered** against Folio No./ DP ID Client ID, the Member may send SMS:

MYEPWD <space> e-votingEvent Number + Folio No. or DP ID Client ID to **+91-9212993399**

1. Example for NSDL:
MYEPWD<SPACE >IN12345612345678

2. Example for CDSL:
MYEPWD<SPACE>1402345612345678

3. Example for Physical:
MYEPWD <SPACE> XXXX123456789

b. If **e-mail address or mobile number** of the Member is **registered** against Folio No./ DP ID Client ID, then on the home page of **https://evoting.kfintech.com** the Member may click **"Forgot Password"** and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at Toll free number 1800-309-4001 or write to them at evoting@kfintech.com.

d. Member may send an e-mail request to evoting@kfintech.com. However, KFintech shall endeavor to send User ID and Password to those new Members whose e-mail IDs are available.

iv. In case of any query pertaining to e-voting, please visit Help & FAQs section and E-voting User Manual available at the download section of KFintech's website https://evoting.kfintech.com or contact at compliance@vertoz.com or at evoting@kfintech.com or on Phone No. +91 40 6716 2222 or call KFintech's Toll Free No. 1800-345-4001, for any further clarifications.

24. SCRUTINIZER FOR E-VOTING AND DECLARATION OF RESULTS:

Mr. Umashankar Hegde (ACS 22133, COP 11161) Proprietor of M/s. U. Hegde & Associates, Company Secretaries, have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer will, after the conclusion of the e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorized by the Chairman, who shall countersign the same. The Results shall be declared not later than forty-eight hours from conclusion of the Meeting.

The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at www.vertoz.com and on the website of KFintech at https://evoting.kfintech.com immediately after the Results are declared and will simultaneously be forwarded to the National Stock Exchange of India Limited, where Equity Shares of the Company are listed.
The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, 29th September 2023, subject to receipt of the requisite number of votes in favour of the Resolutions.

25. SUBMISSION OF QUESTIONS/QUERIES PRIOR TO AGM:

a. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number to the Company's investor email-id i.e. compliance@vertoz.com from Tuesday, 26th September 2023 (9:00 a.m. IST) upto Thursday, 28th September, 2023 (5:00 p.m. IST), so as to enable the Management to keep the information ready. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.
b. Alternatively, Members holding Shares as on the cut-off date may also visit https://evoting.kfintech.com and click on the tab "Post Your Queries Here" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall be activated during the remote e-voting period from Tuesday, 26th September, 2023 (9:00 a.m. IST) upto Thursday, 28th September, 2023 (5:00 p.m. IST).
c. Members can also post their questions during AGM through the "Ask A question" tab, which is available in the VC/OAVM Facility.

The Company will, at the AGM, endeavor to address the queries received till 5.00 p.m. (IST) on Thursday, 28th September 2023, from those Members who have sent queries from their

registered email IDs. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date.

26. SPEAKER REGISTRATION BEFORE AGM:

In addition to above speaker registration may also be allowed during the remote e-voting period, Members of the Company, holding Shares as on the cut-off date i.e. Friday, 22nd September, 2023 and who would like to speak or express their views or ask questions during the AGM may register as speakers by visiting https://emeetings.kfintech.com and clicking on "Speaker Registration" during the period from Tuesday, 26th September, 2023 (9:00 a.m. IST) upto Thursday, 28th September, 2023 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

27. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 23rd September 2023 to Friday, 29th September 2023 (both days inclusive) for taking record of the Members of the Company for the purpose of determining the persons eligible to attend the Annual General Meeting.
28. **Unclaimed Dividend:** Members are requested to note that as per Section 124(5) of the Companies Act, 2013, Dividends not encashed/ claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against the Company. Members are requested to contact M/s. KFin Technologies Limited/ Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.

Registered Office:
602, Avior, Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Road,
Mulund (West), Mumbai – 400 080.
CIN: L74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

By Order of the Board

Zill Shah
Company Secretary & Compliance Officer
(ACS No.: A51707)

4th September 2023
Mumbai

Additional Information with respect to Item No. 2

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting:

Mr. Ashish Rasiklal Shah, Non-Executive Director of the Company, retires by rotation, has offered himself for re-appointment. He was Whole-time Director of the Company till 14th June 2022 and post

that his designation changed to Non-Executive Director. He was serving the Office since inception and thus he offered himself for retirement by rotation, which the Board approved.

Information as required under Regulation 36(3) of the Securities and Exchange Board of India [Listing Obligation and Disclosure Requirements] Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings [SS-2] is given hereunder:

Name of Director	**Ashish Rasiklal Shah**
DIN	00092787
Date of Birth	16th June, 1981
Age	42
Experience	He has around 18 years of experience in the business and industry. He has completed his Bachelor of Commerce and Master of Commerce (Part-I) from the University of Mumbai. He is responsible for Company's overall business operations, as well as looks after the Company's Product and Business Development.
Terms and conditions of re-appointment	As decided by the Board
Details of remuneration sought to be paid	^ Rs. 79,69,400/- [^Remuneration of Mr. Ashish Shah is in USD 96,000 given by Vertoz Inc, Subsidiary of the Company]
Remuneration last drawn	*₹ 77,07,082/- [*Remuneration of Mr. Ashish Shah is in USD 96,000 given by Vertoz Inc, Subsidiary of the Company]
Expertise in specific functional Area	Business Growth
Date of Original Appointment	14th June, 2017
No. of Equity shares held in the Company	30,71,824 Equity Shares
No. of Share Warrants held in the Company	2,92,500 Equity Share Warrants
Disclosure of relationship between director inter-se	Not Applicable
Qualification	M. Com Part I
List of Directorship held in Public Company	Nil
Chairman/Member of the committee of the Board of Directors of the Company	Nil
Chairman/member of the Committee of the Board of Directors of the Other Companies	Nil
Number of board meetings attended during the year	2

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

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The following sets out all material facts relating to item under Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the Company:

ITEM NO. 3: RE-APPOINTMENT OF STATUTORY AUDITORS:

M/s. Mittal and Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 7th Annual General Meeting ('AGM') held on 28th August 2018 for a period of 5 years, up to the of 12th AGM. M/s. Mittal and Associates are eligible for re-appointment for a further period of 5 years. M/s. Mittal and Associates have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. Mittal and Associates have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiary(ies) according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. Mittal and Associates, Chartered Accountants, having registration No. 106456W, as the Statutory Auditors of the Company for the second and final term of five consecutive years from the conclusion of this 12th AGM till the conclusion of the 17th AGM of the Company.

M/s. Mittal and Associates, Chartered Accountants, having registration No. 106456W have performed upto the expectations of the Board during their first term and hence, their appointment for the second term of 5 years is being recommended by the Board as set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

The Board of Directors has approved a remuneration of Rs. 4.73 Lakhs for conducting the audit for the financial year 2022-23, including reimbursement of out-of-pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors during their second and final term would be recommended by the Audit Committee, from time to time, and decided by the Board keeping in view the enhancement in the scope of work and other factors as may be applicable.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

ITEM NO. 4: INCREASE IN THE BORROWING LIMITS:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to ₹ 1000,00,00,000/- (Rupees One Thousand crores only), earlier the limit for the same was ₹ 500,00,00,000/- (Rupees Five Hundred Crores only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the Paid-up Capital of the Company and its free reserves at any one time except with the consent of the Members of the Company in a General Meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of Members in the general meeting.

Accordingly, Special Resolution is submitted to the Meeting for the consideration and approval of Shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in the proposed resolution.

ITEM NO. 5: CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE IN RESPECT OF BORROWINGS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

The Members of the Company had, through Annual General Meeting dated 28th August, 2018 authorized the Board of Directors to sale, lease or otherwise dispose of undertaking on behalf of the Company for a sum not exceeding ₹ 100 Crores (Rupees One Hundred Crores only) and Annual General Meeting dated 30th September, 2019 authorized the Board of Directors to sale, lease or otherwise dispose of undertaking on behalf of the Company for a sum not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company. Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said limits to a sum not exceeding ₹ 1000 crores (Rupees Five Hundred Crores only) under the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act"). The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Your consent is required under the provisions of 180(1) (a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings. None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

The resolutions as set out in Item No. 4 of this Notice are accordingly recommended for the approval of the Members as Special Resolution(s).

ITEM NO. 6: INCREASE IN THE LIMITS FOR THE LOANS AND INVESTMENT BY THE COMPANY IN TERMS OF THE PROVISIONS SECTION 186 OF THE COMPANIES ACT, 2013:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other Bodies Corporate or granting loans, giving guarantee or

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providing security to other persons or other Body Corporate or as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of Shareholders / Members by way of Special Resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up Share Capital, Free Reserves and Securities Premium account or one hundred percent of Free Reserves and Securities Premium Account. Accordingly, the Board of Directors of the Company proposes to obtain approval of Shareholders by way of Special Resolution as contained in the Notice of the Annual General Meeting for an amount not exceeding ₹ 1000,00,00,000/- (Rupees One Thousand Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013, earlier the limit for the same was ₹ 500,00,00,000/- (Rupees Five Hundred crores only).

Accordingly, Special Resolution is submitted to the Meeting for the consideration and approval of Shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in the proposed resolution.

ITEM NO: 7 & 8 - TO APPROVE 'VERTOZ ADVERTISING LIMITED EMPLOYEE STOCK OPTION PLAN 2023' ("ESOP 2023"/ "PLAN") AND TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS UNDER 'VERTOZ ADVERTISING LIMITED EMPLOYEE STOCK OPTION PLAN 2023' TO THE ELIGIBLE EMPLOYEE(S) OF COMPANY'S GROUP COMPANY INCLUDING SUBSIDIARY COMPANY(IES), IN OR OUTSIDE INDIA:

The following sets out all material facts relating to item under Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the Company:

The members of the Company are hereby informed that the Company has identified the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the overall growth and profitability of the Company and to create a sense of ownership and participation amongst them. Equity based compensation plans are an effective tool to reward the senior employees and key talents working with the Company.

In this regard, the Company has proposed to formulate 'Vertoz Advertising Limited Employee Stock Option Plan 2023' ("ESOP 2023"/ "Plan) for the eligible employee of the Company and/or group company(ies) including subsidiary company(ies), both present and future, (hereinafter referred to as 'employees' or 'said employees') for their continuous hard work in accordance with the applicable laws.

Accordingly, the Nomination and Remuneration Committee (**'Committee'**) at its meeting held on 4th September, 2023, formulated the draft ESOP 2023 which was duly approved by the Board of Directors (**"Board"**) at its meeting held on even date, subject to approval of the Members.

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Thus, in terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the SEBI SBEB & SE Regulations, the Company hereby seeks to obtain member's approval by passing following resolutions as **Special Resolution:**

i. To approve 'Vertoz Advertising Limited Employee Stock Option Plan 2023' ("ESOP 2023"/ "Plan")
ii. To approve grant of employee stock options under 'Vertoz Advertising Limited Employee Stock Option Plan 2023' to the employee(s) of subsidiary company(ies) or group companies, as defined under the Plan

In terms of Section 62(1)(b) of the Act read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6 of the SBEB Regulations, the salient features of the Plan are given as under:

a) Brief Description of the Plan:

Keeping in view the aforesaid objectives, the Plan contemplates grant of Options to the Employees of the Company. After vesting of Options, the Employees earn a right, but not obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee shall act as Compensation Committee for the administration of the Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

b) Total number of Options to be granted:

The total number of Options to be granted under the Plan shall not exceed **10,00,000** (Ten Lakhs). Each Option when exercised would be converted into one equity share of Rs.10/-(Rupee Ten) each fully paid-up.

Further, SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Plan remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of **10,00,000** (Ten Lakhs Only), shall be deemed to be increased to the extent of such additional Options issued.

c) Identification of classes of employees entitled to participate in the Plan:

Following classes of employees are eligible being:

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i. An employee as designated by the company, who is exclusively working in India or outside India; or
ii. A director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
iii. An employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary company, in India or outside India, of the company; or
iv. A consultant who is exclusively working for the Company in India or outside India.

but does not include—

i. An employee who is a Promoter or belongs to the Promoter Group; and
ii. A director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.

d) Appraisal process for determining the eligibility of the employees to employee stock options:

The Options shall be granted to the employees as per eligibility criteria determined by the Committee as it deems fit, from time to time, which may include attributes like designation, criticality, high potential, tenure of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

e) Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest on expiry of the minimum period of 1 (One) year from the date of grant of Options and not later than maximum period of 5 (five) years from the date of Grant.

The vesting dates in respect of the Options granted under the Plan shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of Options to be vested.

Options shall vest essentially based on continuation of employment/ service as per requirement of SEBI SBEB & SE Regulations. Apart from that the Committee may also specify certain performance parameters, detailed terms and conditions relating to such performance-based vesting, the proportion in which options granted would vest and/or lock in period subject to which the Options would vest.

f) Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than the maximum period of 5 (Five) years from the date of grant.

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g) Exercise price or pricing formula:

Exercise Price shall be the closing market price on the day prior to the date on which the Nomination and Remuneration Committee approves the Grant.

h) Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion of 5 (five) years from the date of respective vesting, or such other shorter period as may be decided by the Committee from time to time.

The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period.

i) Lock-in period:

The shares arising out of exercise of vested Options would not be subject to any lock-in period after such exercise except such restrictions as prescribed under the applicable laws specifically in connection with or after listing of company's shares.

j) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options under the Plan that may be granted to each Employee in any year shall in aggregate not more than **10,00,000** (Ten Lakh) Options at the time of Grant of Option.

k) Maximum quantum of benefits to be provided per employee under the Plan:

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Plan.

l) Whether the Plan is to be implemented and administered directly by the Company or through a trust:

The Plan shall be implemented and administered directly by the Company. However, the Company may seek shareholders' approval in case of change of route of implementation is thought expedient in future.

m) Whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both:

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The Plan contemplates issue of fresh/ primary shares by the Company.

n) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the present Plan.

o) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the plan(s):

This is not relevant under the present Plan as the Plan shall be implemented and administered directly by the Company and not through trust.

p) The conditions under which Options vested in employees may lapse:

In case vested Options are not exercised within the prescribed exercise period or in case of termination of employment due to misconduct then such vested Options shall lapse.

q) The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee:

In case of Termination due to misconduct, all the Vested as well as Unvested Options shall get cancelled with effect from the date of such termination

In case of resignation, all the Vested Options as on date of submission of resignation may be exercised by the Option Grantee **by the last working day** with the Company. And all the Unvested Options as on the date of submission of resignation shall be stand cancelled with effect from date of resignation.

In case of Retirement/Superannuation, all the Vested Options as on date of retirement shall be exercised by the Option Grantee within 24 months from date of retirement. . And all Unvested Options on the date of such Retirement/ Superannuation can be exercised within 24 (twenty-four) months from date of Retirement/Superannuation.

In case of death/ permanent incapacity, all the Vested Options shall be exercised by legal heir (in case of death) or Option Grantee immediately but in no event later than 24 (twenty-four) months from the date of such event. All Unvested Options shall vest with the immediate effect of such event and may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 24 months from the date of death/ permanent incapacity.

r) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

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Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

s) Accounting and Disclosure Policies:

The Company shall follow the laws/regulations applicable to accounting and disclosure related to Employee Stock Options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other authority from time to time, including the disclosure requirements prescribed therein. Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for ESOP 2023 then the Company shall comply with the relevant Accounting Standard as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time.

t) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

u) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB & SE Regulations.

A draft copy of the Plan is available for inspection at the Company's registered office / corporate office during official hours on all working days till the date of the 12th Annual General Meeting i.e. 29th September, 2023.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Plan.

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In light of above, you are requested to accord your approval to the Special Resolution as set out at in accompanying notice.

ITEM No: 9 TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS:

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

The annual consolidated turnover of the Company for the financial year 2022-23 is INR 82.81 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding INR 8.281 Crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members' approval for the following arrangements/transactions/contracts which may be entered into by the Company with its related parties from time to time:

Name of the Related Party	Name of Relationship	Nature of Transaction	Amount (INR in Crore)
Adokut Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
BoffoAds Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
AdMida Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Vokut Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Admeridian Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Hueads Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
OwnRegistrar Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Qualispace Web Services Private Limited	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00

Paynx Technologies Private Limited	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	20.00

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI Listing Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their Meetings held on 8th August 2023, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis. With respect to the above matter, the Shareholders/Members are requested to note following disclosures of Interest:

Sr. No.	**Particulars**	**Details of proposed Related Party Transactions**								
1.	Name of the Related Party	Adokut Inc	BoffoAds Inc	AdMida Inc	Vokut Inc	Admeridian Inc	Hueads Inc	OwnRegistrar Inc	Qualispace Web Services Pvt Ltd	Paynx Technologies Pvt Ltd
2.	Nature of Interest or Concern	Sister Concern where Promoters/ Directors having significant control								
3.	Nature and Material Terms of Contract	Inter Corporate Sales, Purchases and Loans & Advances revolving nature: Inter Corporate Sales, Purchases and Loans & Advances of revolving nature not exceeding 100 crore and the said Sales, Purchases and Loans & Advances will be availed in multiple tranches & multiple times, spread over the financial years in order to avail the benefit of premium inventory.								
4.	Whether in Ordinary Course of Business	Yes								
5.	Whether at Arm's Length basis	Yes								
6.	Value of Approval being sought	FY 2023-2024 ₹ 10 Crores	FY 2023-2024 ₹ 10 Crores	FY 2023-2024 ₹ 10 Crores	FY 2023-2024 ₹ 10 Crores	FY 2023-2024 ₹10 Crores	FY 2023-2024 ₹ 10 Crores	FY 2023-2024 ₹10 Crores	FY 2023-2024 ₹ 10 Crores	FY 2023-2024 ₹ 20 Crores
7.	Justification as to how these RPTs is in the interest of the Company	Arrangement(s) are commercially beneficial.								
8.	The percentage of the listed entity's annual consolidated turnover for the FY'22, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis	12.08%	12.08%	12.08%	12.08%	12.08%	12.08%	12.08%	12.08%	24.15 %

	of the subsidiary's annual turnover on a standalone basis. shall be additionally provided);									
9.	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT									
	Not Applicable to all									

None of the Directors, Key Managerial Personnel, their associates and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 9 of this Notice, except to the extent of their shareholding in the Company, if any.

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By Order of the Board

Zill Shah
Company Secretary & Compliance Officer
(ACS No.: A51707)
4th September 2023
Mumbai