

PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING (EGM) FOR THE FINANCIAL YEAR 2024-2025 OF THE MEMBERS OF VERTOZ ADVERTISING LIMITED HELD ON MONDAY, 24TH JUNE 2024 AT 05.00 P.M. THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) AND CONCLUDED AT 05:27 P.M.

Following Directors were present:

- | | |
|---------------------------------|---|
| 1. Mr. Harshad Uttamchand Shah | - Chairman of the Company & Non-Executive Director |
| 2. Mr. Hirenkumar Rasiklal Shah | - Chairman of the EGM & Whole-time Director |
| 3. Mr. Ashish Rasiklal Shah | - Non-Executive Director |
| 4. Mr. Rohit Keshavlal Vaghadia | - Non-Executive Independent Director |
| 5. Mr. Rajkumar Gupta | - Additional Non-Executive Independent Director |
| 6. Mrs. Dimple Hirenkumar Shah | - Chief Financial Officer & Additional Executive Director |

By Invitation:

- | | |
|-------------------------|---|
| 1. Mr. Umashankar Hegde | - Proprietor, U. Hegde & Associates, Secretarial Auditors |
|-------------------------|---|

In attendance:

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

Members present:

33 (Thirty Three) Members attended through Video conferencing.

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

At 05.00 P.M. Mr. Harshad Uttamchand Shah, the Chairman of the Company, with the consent of all the Directors present, requested Mr. Hirenkumar Rasiklal Shah to be the Chairman for the Meeting.

Mr. Hirenkumar Rasiklal Shah, commenced the Meeting by welcoming the Shareholders to the EGM which was convened through VC/OAVM.

He informed that Company has arranged for the Shareholders to join the Meeting through Video Conference and Other Audio-Visual means and view the proceedings in compliance with the directions of the Ministry of Corporate Affairs and thanked all the Shareholders for attending the EGM of the Company.



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

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

He also introduced Secretarial Auditor present in the meeting through Video Conferencing.

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

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

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

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

He then informed that notice of the EGM was emailed within the statutory period to all the Shareholders whose email addresses were registered with the Company or KFIN Technologies Limited or their Depository Participants.

Thereafter, with the permission of the Members, Notice of the EGM which was circulated to all Shareholders were taken as read.

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

Ordinary Business:

1. To increase the authorised Share Capital and subsequent alteration in the capital clause of the Memorandum of Association of the Company.
2. To approve sub-division of Equity Shares of the Company.



3. To approve Capitalization of Securities Premium Account and Issue of Bonus shares to the members of the Company.

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

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

The Chairman then informed the Members that those Members who had not voted through E-Voting could vote through Insta poll option. He also informed that results of the voting will be announced on or before 26th June 2024 and the same will be intimated to the Stock Exchange and also uploaded on the website of the Company and the KFIN Technologies Limited.

Thereafter the Meeting concluded at 05:27 p.m. with a vote of thanks to the Chair by Ms. Zill Shah, Company Secretary & Compliance Officer of the Company.

Note:

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

This document does not constitute Minutes of the Extra-Ordinary General Meeting of the Company.

**On behalf of Board of Directors
For Vertoz Advertising Limited**



Zill Shah
Company Secretary & Compliance Officer
Membership No: A51707
Place: Mumbai
Date: 24th June 2024