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

30th September 2023

To
The Manager - Listing Department,
National Stock Exchange of India Limited,
"Exchange Plaza", 5th Floor,
Plot No. C/1, G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051.

Symbol: VERTOZ
Series: EQ

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

Dear Sir / Madam,

This is to inform you that the 12th Annual General Meeting (AGM) of Vertoz Advertising Limited (herein after referred as 'the Company') was held on Friday, 29th September, 2023 at 12.00 noon through Video Conferencing (VC) / Other Audio Visual Means (OAVM) as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide it's General Circular no. 14/2020 dated 8th April, 2020, General Circular no. 17/2020 dated 13th April, 2020, General Circular no. 20/2020 dated 5th May, 2020, General Circular no. 39/2020 dated 31st December, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular no. 10/2021 dated 23rd June, 2021, General Circular no. 20/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021 General Circular no. 03 /2022 dated 5th 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 20th June, 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 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 followed by Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 ("SEBI Circulars") and all other relevant circular issued from time to time.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rules made there under, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Company had provided facility for voting to its Shareholders as on 22nd September, 2023 (being cut-off date for the purpose of voting) to cast their votes on the items of business stated in the Notice dated 4th September 2023 convening



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

the AGM. The remote e-voting commenced from Tuesday, 26th September 2023 at 9:00 a.m. and concluded on Thursday, 28th September 2023 at 5:00 p.m.

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

The Company has received the Scrutinizer's Report from Mr. Umashankar Hegde, Proprietor of M/s. U. Hegde & Associates, Practicing Company Secretaries, Mumbai, confirming details of voting through remote e-voting and e-voting at the time of the AGM. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed and approved by the Shareholders on the date of AGM i.e. on 29th September, 2023.

The AGM commenced at 12.00 noon and concluded at 12.30 p.m.

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

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

Thanking you,

Yours Faithfully,
For Vertoz Advertising Limited

Zill Pankaj Shah
Digitally signed by Zill Pankaj Shah
Date: 2023.09.30 17:48:38 +05'30'

VERTOZ ADVERTISING LIMITED
MUMBAI
CIN:L74120MH2012PLC226823

Zill Shah
Company Secretary & Compliance Officer

Encl: a/a

cc: KFin Technologies Limited
Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad – 500 032.

VOTING RESULTS

Date of the AGM	Annual General Meeting held on Friday, 29th September 2023
Total no. of Shareholders on record date	10106
No. of Shareholders present in the Meeting either in person or through proxy: Promoter and Promoter Group: Public:	 Not Applicable Not Applicable
No. of Shareholders attended the Meeting through Video Conferencing: Promoter and Promoter Group: Public:	 4 27



Sr. No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
1.	TO RECEIVE, CONSIDER AND ADOPT a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 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 the Auditors thereon.	Ordinary	No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	67,42,148	67,42,148	100.00	67,42,148	0	100.00	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		67,42,148	100.00	67,42,148	0	100.00	0	0
Public Institutions	E-voting	4,26,968	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public – Non Institutions	E-voting	66,00,884	43,573	0.66	43,573	0	100.00	0	0
	Poll		42,142	0.64	42,142	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		85,715	1.30	85,715	0	100.00	0	0
	Total	**1,37,70,000**	**68,27,863**	**49.58**	**68,27,863**	**0**	100.00	**0.00**	**0**

The number of votes polled in favour of the Ordinary Resolution No. 1 are **68,27,863** (100.00% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.



Item No.	Details of the Agenda	Resolution require (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
2.	To appoint a Director in place of Mr. Ashish Rasiklal Shah (DIN: 00092787), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment	Ordinary	No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	67,42,148	67,42,148	100.00	67,42,148	0	100.00	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		67,42,148	100.00	67,42,148	0	100.00	0	0
Public Institutions	E-voting	4,26,968	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public – Non Institutions	E-voting	66,00,884	43,573	0.66	43,573	0	100.00	0	0
	Poll		42,142	0.64	42,142	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		85,715	1.30	85,715	0	100.00	0	0
	Total	**1,37,70,000**	**68,27,863**	**49.58**	**68,27,863**	**0**	100.00	**0.00**	**0**

The number of votes polled in favour of the Ordinary Resolution No. 2 are **68,27,863** (100.00% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.



Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
3.	Re-appointment of Statutory Auditors of the Company	Ordinary	Yes

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	67,42,148	67,42,148	100.00	67,42,148	0	100.00	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		67,42,148	100.00	67,42,148	0	100.00	0	0
Public Institutions	E-voting	4,26,968	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public – Non Institutions	E-voting	66,00,884	43,573	0.66	43,573	0	100.00	0	0
	Poll		42,142	0.64	42,142	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		85,715	1.30	85,715	0	100.00	0	0
	Total	**1,37,70,000**	**68,27,863**	**49.58**	**68,27,863**	**0**	100.00	**0.00**	**0**

The number of votes polled in favour of the Ordinary Resolution No. 3 are **68,27,863** (100.00% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.



Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
4.	Increase in the 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	Special	No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	67,42,148	67,42,148	100.00	67,42,148	0	100.00	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		67,42,148	100.00	67,42,148	0	100.00	0	0
Public Institutions	E-voting	4,26,968	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public – Non Institutions	E-voting	66,00,884	43,573	0.66	43,573	0	100.00	0	0
	Poll		42,142	0.64	42,142	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		85,715	1.30	85,715	0	100.00	0	0
	Total	**1,37,70,000**	**68,27,863**	**49.58**	**68,27,863**	**0**	100.00	**0.00**	**0**

The number of votes polled in favour of the Ordinary Resolution No. 4 are **68,27,863** (100.00% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.



Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
5.	Increase in the Borrowing limits	Special	No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	67,42,148	67,42,148	100.00	67,42,148	0	100.00	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		67,42,148	100.00	67,42,148	0	100.00	0	0
Public Institutions	E-voting	4,26,968	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public – Non Institutions	E-voting	66,00,884	43,573	0.66	43,573	0	100.00	0	0
	Poll		42,142	0.64	42,142	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		85,715	1.30	85,715	0	100.00	0	0
	Total	**1,37,70,000**	**68,27,863**	**49.58**	**68,27,863**	**0**	100.00	**0.00**	**0**

The number of votes polled in favour of the Ordinary Resolution No. 5 are **68,27,863** (100.00% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.



Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
6.	Increase the limits for the Loans and Investment by the Company in terms of the Provisions Section 186 of the Companies Act, 2013	Special	No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	67,42,148	67,42,148	100.00	67,42,148	0	100.00	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		67,42,148	100.00	67,42,148	0	100.00	0	0
Public Institutions	E-voting	4,26,968	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public – Non Institutions	E-voting	66,00,884	43,573	0.66	43,573	0	100.00	0	0
	Poll		42,142	0.64	42,142	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		85,715	1.30	85,715	0	100.00	0	0
	Total	**1,37,70,000**	**68,27,863**	**49.58**	**68,27,863**	**0**	100.00	**0.00**	**0**

The number of votes polled in favour of the Ordinary Resolution No. 6 are **68,27,863** (100.00% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.

VERTOZ ADVERTISING LIMITED MUMBAI CIN:L74120MH2012PLC226823

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
7.	To approve 'Vertoz Advertising Limited Employee Stock Option Plan 2023' ("ESOP 2023"/ "Plan")	Special	No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	67,42,148	67,42,148	100.00	67,42,148	0	100.00	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		67,42,148	100.00	67,42,148	0	100.00	0	0
Public Institutions	E-voting	4,26,968	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public – Non Institutions	E-voting	66,00,884	43,573	0.66	43,573	0	100.00	0	0
	Poll		42,142	0.64	42,142	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		85,715	1.30	85,715	0	100.00	0	0
	Total	**1,37,70,000**	**68,27,863**	**49.58**	**68,27,863**	**0**	100.00	**0.00**	**0**

The number of votes polled in favour of the Ordinary Resolution No. 7 are **68,27,863** (100.00% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.



Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
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	Special	No

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	67,42,148	67,42,148	100.00	67,42,148	0	100.00	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		67,42,148	100.00	67,42,148	0	100.00	0	0
Public Institutions	E-voting	4,26,968	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public – Non Institutions	E-voting	66,00,884	43,573	0.66	43,573	0	100.00	0	0
	Poll		42,142	0.64	42,142	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		85,715	1.30	85,715	0	100.00	0	0
	Total	**1,37,70,000**	**68,27,863**	**49.58**	**68,27,863**	**0**	100.00	**0.00**	**0**

The number of votes polled in favour of the Ordinary Resolution No. 8 are **68,27,863** (100.00% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.



Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?
9.	To approve Material Related Party Transactions	Ordinary	Yes

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	67,42,148*		0	0	0	0	0	67,42,148*
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	67,42,148*
Public Institutions	E-voting	4,26,968	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public – Non Institutions	E-voting	66,00,884	43,573	0.66	43,573	0	100.00	0	0
	Poll		42,142	0.64	42,142	0	100.00	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		85,715	1.30	85,715	0	100.00	0	0
	Total	**1,37,70,000**	85,715	**0.62**	85,715	**0**	100.00	**0.00**	67,42,148

The number of votes polled in favour of the Ordinary Resolution No. 3 are 85,715 (100.00% of the total polled votes). Thus, the Resolution has been approved by the Shareholders with overwhelming majority.

***[Note: The voting done by Promoter & Promoter Group has not been considered and same has been treated as invalid].**

For Vertoz Advertising Limited

Zill Pankaj Shah

Digitally signed by Zill Pankaj Shah
Date: 2023.09.30 17:09:17 +05'30'

Zill Shah
Company Secretary & Compliance Officer

VERTOZ ADVERTISING LIMITED
MUMBAI
CIN: L74120MH2012PLC226823

U.HEGDE & ASSOCIATES

COMPANY SECRETARIES

Consolidated Scrutinizer's Report

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

To,
The Chairman
Vertoz Advertising Limited

Meeting: Twelfth Annual General Meeting through Video Conferencing/Other Audio-Visual Means
Date of Meeting: September 29, 2023
Time of Meeting: 12:00 Noon.
Deemed Venue: 602, Avior, Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai, Maharashtra - 400 080.

Dear Sir,

I, Umashankar Hegde, Practicing Company Secretary proprietor of M/s U. Hegde & Associates, Company Secretaries having my office at B-401, Janki Niwas, Shree Rambalakdas Nagri CHS, Tapovan, Malad(E), Mumbai - 400097, was appointed as the Scrutinizer of Vertoz Advertising Limited for scrutinizing Remote e-voting and E-voting during the Twelfth Annual General Meeting ("AGM") held on Friday, September 29, 2023 at 12.00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members (also referred as "Shareholders") at a common venue.

The Ministry of Corporate Affairs (MCA) vide it's General Circular no. 14/2020 dated 8th April, 2020, General Circular no. 17/2020 dated 13th April, 2020, General Circular no. 20/2020 dated 05th May, 2020, General Circular no. 39/2020 dated 31st December, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular no. 10/2021 dated 23rd June, 2021, General Circular no. 20/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December,2021 General Circular no. 03 /2022 dated 5th 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 20th June, 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 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 followed by Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 ("SEBI Circulars") and all other relevant circular issued from time to time had permitted the Company to conduct Annual General Meeting ("AGM" or "Meeting") through Video

B-401, JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD(E), MUMBAI 400097
Mobile No- 091-8454826250, website :www.csuhegde.in
Email: umashankar.hegde@gmail.com/uhegdeassociates@gmail.com.

Conferencing/Other Audio Visual Means ("VC/ "OAVM") without the physical presence of stakeholders at a common venue.".

Further in compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report for FY 2022-23 was sent only through electronic mode to those Members whose name appeared in the Register of Members / Beneficial Owners maintained by the Depositories as on benpos date i.e. Friday, 1st September 2023 and whose email addresses are registered with the Company / Depositories. The Notice and Annual Report for FY 2022-2023 was also made available on website of the Company, i.e. www.vertoz.com, website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of the KFIN Technologies Limited ("KFIN") at www.evoting.kfintech.com.

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

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

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

The requisite advertisements pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended and in compliance with Ministry of Corporate Affairs Circular No. 20/2020 dated 5th May 2020 were published in "Financial Express" (in English) (All editions) and in "Lakshadeep" (in Marathi) (Mumbai Edition) on 7th September 2023.

The Members of the Company holding Shares of the Company as on the "cut-off" date i.e., Friday, 22nd September 2023 were entitled to vote on the Resolutions as contained in the Notice of AGM of the Company.

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

The period for Remote e-voting commenced on Tuesday, 26th September 2023 at 9:00 a.m. (I.S.T.) and ended on Thursday, 28th September 2023 at 5:00 p.m. (I.S.T.) and the KFIN e-voting system was blocked in due time.

After the end of the Remote e-voting period i.e. on 28th September 2023, I was provided access to details of the Members who had opted for Remote e-voting. The details such as the name of the member, DP Id, Client Id, and number of Shares held by the Member could be seen to ensure that these Members do not vote again at the AGM. However, the manner in which the votes were cast by the Members were not available.

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

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

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

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

Resolution No. 1: Ordinary Resolution

a) Consideration and Adoption of the Audited Standalone Financial Statement of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended 31st March, 2023.
b) Consideration and Adoption of the Audited Consolidated Financial Statement of the Company together with the report of the Auditors thereon for the financial year ended 31st March 2023.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	28	67,85,721	99.383
e-Voting during AGM	24	42,142	0.617
Total	52	68,27,863	100

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

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

(iii) **Invalid** votes:

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

Resolution No. 2: Ordinary Resolution

Appointment of Director in place of Mr. Ashish Rasiklal Shah (DIN: 00092787), who retires by rotation, and being eligible, offered himself for re-appointment.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	67,85,721	99.383
E-voting during AGM	24	42,142	0.617
Total	52	68,27,863	100

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

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

(iii) Invalid votes:

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

Resolution No. 3: Ordinary Resolution

Re-appointment of Statutory Auditor of the Company

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	67,85,721	99.383
E-voting during AGM	24	42,142	0.617
Total	52	68,27,863	100

(ii) Voted against the resolution:

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

(iii) **Invalid** votes:

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

Resolution No. 4: Special Resolution

Increase in Borrowing Limits.

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	67,85,721	99.383
E-voting during AGM	24	42,142	0.617
Total	52	68,27,863	100

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

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

(iii) **Invalid** votes:

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

Resolution No. 5: Special Resolution

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:

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	67,85,721	99.383
E-voting during AGM	24	42,142	0.617
Total	52	68,27,863	100

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

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

(iii) **Invalid** votes:

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

Resolution No. 6: Special Resolution

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

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	67,85,721	99.383
E-voting during AGM	24	42,142	0.617
Total	52	68,27,863	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Resolution No. 7: Special Resolution

Approval of VERTOZ ADVERTISING LIMITED- Employee Stock Option Plan, 2023

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	67,85,721	99.383
E-voting during AGM	24	42,142	0.617
Total	52	68,27,863	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Resolution No. 8: Special Resolution

Approval for 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:

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	67,85,721	99.383
E-voting during AGM	24	42,142	0.617
Total	52	68,27,863	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Resolution No. 9: Ordinary Resolution

To approve Material Related Party Transactions:

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	21	43,573	50.835
E-voting during AGM	24	42,142	49.165
Total	45	85,715	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	7*	67,42,148
E-voting during AGM		

***Voting done by 7 Shareholders belonging to Promoter & Promoter Group in favour of the resolution has not been taken into consideration**

All the Resolutions stated above from Resolution No. 1 to Resolution No. 9 have been passed with requisite majority.

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

Thanking You,

Place: Mumbai
Date: 30th September 2023

For U.HEGDE & ASSOCIATES

UMASHANKAR KRISHNA HEGDE
Digitally signed by UMASHANKAR KRISHNA HEGDE
Date: 2023.09.30 14:33:41 +05'30'

Umashankar K Hegde
(Scrutinizer)
Practicing Company Secretary
M. No- A22133 # C.P No- 11161

ICSI UDIN: A022133E001141801

Countersigned
For Vertoz Advertising Limited

Hirenkumar Rasiklal Shah
Digitally signed by Hirenkumar Rasiklal Shah
Date: 2023.09.30 16:17:10 +05'30'

Hirenkumar Shah
Chairman for the meeting
DIN: 00092739