

# 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:** U74120MH2012PLC226823

**Tel:** +91 22 6142 6030; **Fax:** +91 22 6142 6061

**Website:** [www.vertoz.com](http://www.vertoz.com) ; **Email:** [compliance@vertoz.com](mailto:compliance@vertoz.com)

## NOTICE

**NOTICE** is hereby given that an **Extraordinary General Meeting** of the Members of Vertoz Advertising Limited will be held on Saturday, 28<sup>th</sup> April, 2018 at 3.00 p.m. at **The Hotel Archana Residency, 2<sup>nd</sup> Floor, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080** to transact the following business:

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1:**

#### **APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CREATED DUE TO THE RESIGNATION OF THE PREVIOUS AUDITOR:**

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 Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under as amended from time to time or any other Law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Mittal & Associates, Chartered Accountants, Mumbai, (FRN: 106456W), be and are hereby appointed as the Statutory Auditors of the Company for the Financial Year 2017-2018 to fill the vacancy caused by the resignation of M/s. Nakrani & Co., Chartered Accountants, Thane (FRN: 130078W).

**RESOLVED FURTHER THAT** M/s. Mittal & Associates, Chartered Accountants (FRN: 106456W), Mumbai be and are hereby appointed as the Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this Extraordinary General Meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the Financial

Year 2017-2018 on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Auditors.”

**ITEM NO. 2:**

**APPROVAL OF 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 with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members in their Meeting held previously, the consent of the Company 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 ` **100,00,00,000/- (Rupees One Hundred 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, the earlier limit set for the same was ` **10,00,00,000/- (Rupees Ten crores only)**.”

**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.”

### **ITEM NO. 3:**

#### **INCREASE IN THE BORROWING LIMITS:**

To consider and, if thought fit, to pass with or without modification(s), 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 all the earlier resolutions passed in this regard, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, to borrow 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 ` **100,00,00,000/- (Rupees One Hundred 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) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, the earlier limit set for the same was ` **10,00,00,000/- (Rupees Ten crores only)**.

**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.”

#### **Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business as set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**

3. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
5. Corporate members intending to send their authorized representative to attend the Extraordinary General Meeting are requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the meeting.
6. The Notice of Extraordinary General Meeting along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
7. The Notice of the Extraordinary General Meeting is uploaded on the Company's website <https://www.vertoz.com/investors> which may be accessed by the Members.
8. A route map giving directions to reach the venue of the Extraordinary General Meeting (EGM) is given at the end of the Notice. The prominent landmark for the venue is 'Mulund Check Naka'
9. The Company's Registrar and Transfer Agents (RTA) for its Share Registry Work (Physical and Electronic) are **M/s. Karvy Computershare Private Limited (Karvy)** having their office at **Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.**
10. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the EGM inter alia, would be sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Karvy/ Depository Participant and who have not opted to receive the same in physical form.
11. For Members who have not registered their e-mail addresses and/or have opted to receive the documents in physical form, physical copies of the Notice of the EGM would be sent by the permitted mode.

12. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with their Depository Participant (in case of Shares held in dematerialised form) or with Karvy (in case of Shares held in physical form).
13. A copy of the Notice will also be available on the website of the Company viz. <https://www.vertoz.com/investors> Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the Members may also send a request to the Company's investor email id: [compliance@vertoz.com](mailto:compliance@vertoz.com)
14. Relevant documents referred to in the Notice will be available for inspection at the Registered Office and the Corporate Office of the Company during normal business hours, i.e. 10.00 a.m. to 6.00 p.m. on all working days except Saturdays and Sundays, up to and including the date of the EGM.
15. Members/Proxies/Authorised Representatives are requested to bring their Attendance Slip enclosed herewith, to the Meeting. Corporate Members intending to send their Authorised Representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
16. **General instructions/information for Members for voting on the Resolutions:**
  - a. **Voting at EGM:** The Members have to cast their vote through ballot, thereby exercising their voting rights at the EGM. The Company will make necessary arrangements in this regard at the EGM Venue. The facility for voting through ballot shall be made available at the Meeting.
  - b. The voting rights of Members shall be in proportion to their Share in the paid-up Equity Share Capital of the Company as on the cut-off date i.e. Saturday, 21<sup>st</sup> April, 2018. Members are eligible to cast their vote at the EGM 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.
  - c. Mr. Vijay Sonone (FCS 7301, COP 7991) failing him Mr. Alwyn D'Souza (FCS 5559, COP 5137) Partners of M/s. Alwyn Jay Company, Company Secretaries have been appointed as Scrutinizer to scrutinize the ballot at the EGM, in a fair and transparent manner.
  - d. The Scrutinizer after scrutinizing the votes cast at the Meeting by ballot, will, not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any and submit the same forthwith to the Chairman or a person duly authorised by the Chairman who shall counter sign the same and declare the results of the voting.

The results declared along with the Scrutinizer's Report will be placed on the website of the Company at <https://www.vertoz.com/investors> and the website of Karvy:

<https://evoting.karvy.com> immediately after the results are declared and will simultaneously be forwarded to National Stock Exchange of India Limited EMERGE – SME Platform, where Equity Shares of the Company are listed.

**Registered Office:**

602, Avior, Nirmal Galaxy,  
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CIN: U74120MH2012PLC226823  
Email: [compliance@vertoz.com](mailto:compliance@vertoz.com)

**By Order of the Board**

**Sumit R. Sharma**  
**Company Secretary**  
**(ACS No.: A49264)**

30<sup>th</sup> March, 2018

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:**

The following Explanatory Statement sets out all material facts relating to the Special business mentioned under Item Nos. 1 to 3 of the accompanying Notice dated 30<sup>th</sup> March, 2018.

**ITEM NO. 1: APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CREATED DUE TO THE RESIGNATION OF THE PREVIOUS AUDITOR:**

M/s. Nakrani & Co., Chartered Accountants, Mumbai, resigned as Statutory Auditors of the Company due to the reason that as per Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 a listed entity shall ensure that the limited review or audit reports submitted to the stock exchange(s) are given only by an auditor who has subjected himself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India .

M/s. Nakrani & Co., had not subjected itself to the Peer Review Process of the Institute of Chartered Accountants of India and hence did not have the Certificate as is issued by the Peer Review Board of the Institute of the Chartered Accountants of India.

The resignation of M/s. Nakrani & Co., resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in

general meeting as per the recommendations made by the Audit Committee and the Board of Directors in this regards. The Audit Committee and the Board of Directors in their respective meetings held on 23<sup>rd</sup> March, 2018 have recommended appointing M/s. Mittal & Associates, Chartered Accountants (FRN: 106456W), Mumbai, as statutory auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Nakrani & Co., Chartered Accountants, Mumbai.

M/s. Mittal & Associates, Chartered Accountants (FRN: 106456W), Mumbai, if appointed in the Extraordinary General Meeting will be holding office of Statutory Auditors from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting for the Financial Year 2017-2018.

M/s. Mittal & Associates, Chartered Accountants (FRN: 106456W), Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders would be within the limits prescribed under the Act.

Accordingly, Ordinary 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. 2: APPROVAL OF 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 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 Extraordinary General Meeting for an amount not exceeding ` 100,00,00,000/- (Rupees One

**Hundred 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 ` **10,00,00,000/- (Rupees Ten 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.3: 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 ` **100,00,00,000/- (Rupees One Hundred crores only)**, earlier the limit for the same was ` **10,00,00,000/- (Rupees Ten 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.

**Registered Office:**

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CIN: U74120MH2012PLC226823  
Email: [compliance@vertoz.com](mailto:compliance@vertoz.com)  
30<sup>th</sup> March, 2018

**By Order of the Board**

**Sumit R. Sharma**  
**Company Secretary**  
**(ACS No.: A49264)**

# VERTOZ ADVERTISING LIMITED

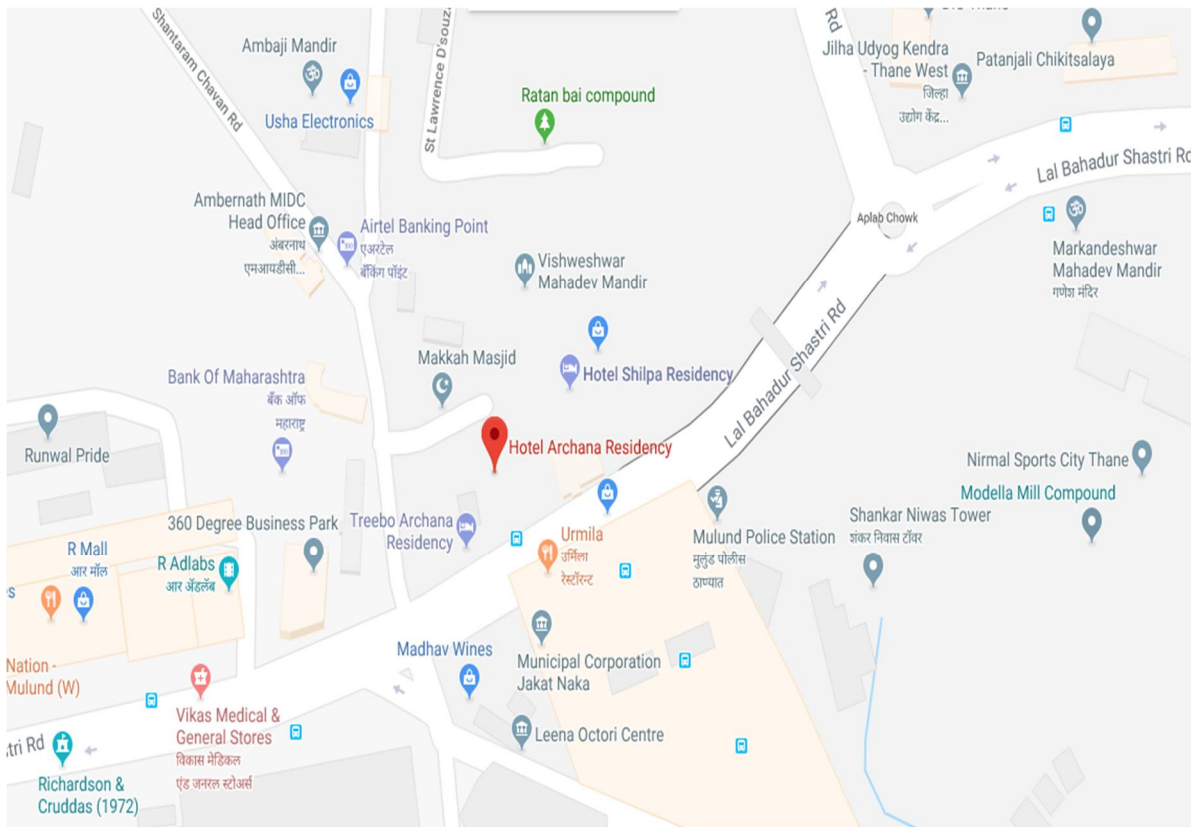
## ROUTE MAP OF THE VENUE OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY

### EGM Venue:

The Hotel Archana Residency, 2<sup>nd</sup> Floor, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080.

**Prominent Landmark:** Near Mulund Check Naka.

### Route Map:-



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**Form No. MGT-11**

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

Name of the Member(s): \_\_\_\_\_

Registered Address of the Member: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Folio No./ Client ID: \_\_\_\_\_ DP ID: \_\_\_\_\_

I/We, being the Member(s) of Vertoz Advertising Limited holding \_\_\_\_\_  
Equity Shares hereby appoint:

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

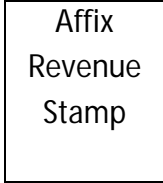
Address: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the  
Extraordinary General Meeting of the Company, to be held on Saturday, 28<sup>th</sup> April, 2018 at 3.00  
p.m. at The Hotel Archana Residency, 2<sup>nd</sup> Floor, Next to R-Mall, Lal Bahadur Shastri Road, Mulund  
Check Naka, Mulund (West) Mumbai - 400 080 and at any adjournment thereof in respect of such  
resolutions as are indicated below:

Resolution No.	Description
	<b>Special Business</b>
1.	Ordinary Resolution: Appointment of Statutory Auditors of the Company to fill the casual vacancy created due to the resignation of the previous auditor
2.	Special Resolution: Approval of limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013
3.	Special Resolution: Increase in the Borrowing Limits

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018



\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy-holder(s)

**Notes:**

1. This form of Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company.
3. A person can act as Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total Share Capital of the Company carrying voting rights; provided that a Member holding more than 10% of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Shareholder. The Proxy-holder shall prove his identity at the time of attending the Meeting.

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## ATTENDANCE SLIP

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

Joint Shareholders desiring to attend the Meeting may obtain additional Attendance Slip on request. Such request should reach the Company/Registrar & Transfer Agents, M/s. Karvy Computershare Private Limited at Karvy Selenium, Tower B, Plot No. 31–32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 on or before 18<sup>th</sup> April, 2018.

Name & Registered Address  
of the Shareholder:

Joint Holder 1:

Joint Holder 2:

Folio No.: \_\_\_\_\_ DP ID.: \_\_\_\_\_ Client ID: \_\_\_\_\_

No. of Shares:

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of the Company being held at The Hotel Archana Residency, 2<sup>nd</sup> Floor, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080, on Saturday, the 28<sup>th</sup> April, 2018 at 3.00 p.m.

Name(s) of the Shareholder(s)/Representative/Proxy  (IN BLOCK CAPITALS)	
Signature(s) of the Shareholder(s)/Representative/Proxy	