



Vertoz Advertising Limited
(Formerly known as Vertoz Media Pvt. Ltd. & Vertoz Media Ltd.)
CIN: U74120MH2012PLC226823
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28th August, 2018

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

Dear Sir,

Subject: Compliance with Regulations 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 – AGM Proceedings

We wish to inform you that the 7th Annual General Meeting (AGM) of the Company was held today, i.e. 28th August, 2018 at 3.00 p.m. at The Hotel Archana Residency, 2nd Floor, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080.

The Resolutions as set out in the Notice of the AGM have been duly approved by the Members with requisite majority.

The AGM commenced at 3.00 p.m. and concluded at 4.15 p.m.

In this regards, please find enclosed the following:

1. Proceedings of the AGM of the Company, pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”).

Kindly take the same on record.

Thanking you,

Yours Faithfully,

For Vertoz Advertising Limited

SUMIT

Sumit R. Sharma
Company Secretary & Compliance Officer



Encl : a/a

Proceedings of the Annual General Meeting of the Company pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Annual General Meeting ("AGM") of the Members of Vertoz Advertising Limited ("the Company") was held today, i.e. on Tuesday, 28th August, 2018 at The Hotel Archana Residency, 2nd Floor, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080.

Mr. Hirenkumar Shah, Chairman of the Company, chaired the Meeting. The requisite quorum being present, the Chairman called the Meeting to order.

He welcomed the Members present at the Meeting. He then introduced his fellow colleagues on the dais and explained the reasons for those Directors who had expressed their inability to attend the Meeting. The Statutory Auditors and Secretarial Auditors of the Company were also present at the Meeting.

As per the Attendance records, 25 Members including 2 proxies were present. The Chairman informed the Members that the Statutory Registers under the Companies Act, 2013 and other documents as referred to in the AGM Notice were available for inspection by the Members at the Meeting.

The Chairman stated that the Members who were present at the AGM had cast their votes through ballot voting.

Thereafter, the Chairman delivered his speech. The AGM Notice along with the Explanatory Statement was taken as read with the permission of the Members present.

Further for the business item no 3, 7 and 8, Mr. Hirenkumar Shah was interested and so for those items Mr. Harshal Patel, Independent Director, chaired the Meeting.

The following items of business as laid down in the Notice of the AGM dated 30th July, 2018, were transacted at the Meeting:

1. To receive, consider and adopt:
 - a. the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and
 - b. the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 and the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Harshad Uttamchand Shah (DIN: 07849186), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.
3. To regularise the appointment of Mr. Rasiklal Hathjichand Shah (DIN: - 00091585) as Director as he was appointed as an Additional Director by the Board at its Meeting on 25th September, 2017.
4. To appoint M/s. Mittal & Associates, Chartered Accountants (FRN: - 106456W), as the Statutory Auditor of the Company to hold the office from conclusion of this Annual General



Meeting (AGM) till the conclusion of 12th AGM for consecutive 5 (Five) Financial Years, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the audit.

5. To ratify the appointment of Mr. Rohit Keshavlal Vaghadia (DIN: 07946771) as an Independent Director of the Company for the term of five years.
6. 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.
7. To increase the remuneration of Mr. Ashish Rasiklal Shah, Whole-time Director (DIN: - 00092787) of the Company.
8. Revision in remuneration of Mr. Hirenkumar Rasiklal Shah, Chairman & Whole-time Director (DIN: - 00092739) of the Company.

The Chairman then invited the Members to offer their comments, make observations and seek clarifications, if any, on the business transacted at the AGM. Clarifications were provided to the queries raised by the Members and also read out the observations given by Secretarial Auditor in their report MR-3 as follows: -

- (i) The Shareholders resolution filed with the Registrar for conversion of Company from Private Limited to Public Limited, does not contain specific resolution relating to adoption of new set of Articles of Association of the Company.
- (ii) The Shareholders resolution filed with the Registrar for change of name of Company from Vertoz Media Limited to Vertoz Advertising Limited, does not contain specific resolution relating to adoption of new set of Articles of Association of the Company.

The Chairman briefed to the Members present at the Meeting about the developments of the Company.

With the consent of the Members present at the Meeting, Notice of the Meeting along with the Directors' Report, Management Discussion and Analysis, Statutory Auditors' Report and Secretarial Audit Report were taken as read.

The Chairman informed the Members that the consolidated result of the votes cast through ballots along with scrutinizer's report will be disseminated to the stock exchange and will also be placed on the website of the Company within 48 hours of conclusion of the AGM. He thanked all the Members for their presence and after casting of the votes by the Members declared the 7th Annual General Meeting closed at 4.15 p.m.

**Yours Faithfully,
For Vertoz Advertising Limited**

SUMIT

**Sumit R. Sharma
Company Secretary & Compliance Officer**

