



**VERTOZ LIMITED**

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

**POSTAL BALLOT NOTICE**

**[Notice pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Shareholder(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, Regulation 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ("SS-2") and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 read with Circular No. 20/2020 dated 05<sup>th</sup> May 2020, 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021 and 20/2021 dated, 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022, dated 28<sup>th</sup> December, 2022 and 9/2023 dated 25<sup>th</sup> September, 2023, and 09/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs, Government of India ("MCA") (hereinafter collectively referred to as "MCA Circulars"), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force, and as amended, from time to time), for seeking approval of the Members of Vertoz Limited ("Company") to the resolution appended below, proposed to be passed as Special Resolution by way of Postal Ballot through voting through electronic means only ('Remote e-voting').

In terms of the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations and provisions of Sections 108 and 110 of the Act, the manner of voting on the proposed resolutions is restricted only to e-voting, i.e. by casting votes electronically instead of submitting Postal ballot Forms. The instructions for e-voting are appended to this Postal Ballot Notice.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.



In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of KFin Technologies Limited ("KFin") as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company [www.vertoz.com](http://www.vertoz.com) and on the website of KFin [www.evoting.kfintech.com](http://www.evoting.kfintech.com).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID and password for remote e-voting. The communication of the assent or dissent of the Shareholders would only take place through remote e-voting.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its Meeting held on 23<sup>rd</sup> April 2025, has appointed Mr. Umashankar Hegde (Membership No. A22133), Proprietor of U. Hegde & Associates, Company Secretaries as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

The remote e-voting period commences from 9.00 a.m. (IST) on Friday, 9<sup>th</sup> May 2025 and ends at 5.00 p.m. (IST) on Saturday, 7<sup>th</sup> June 2025. Remote e-Voting will be blocked by KFin immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his Report to the Chairman of the Company, or, in his absence, any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Tuesday, 10<sup>th</sup> June 2025.

The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report would be intimated to the National Stock Exchange of India Limited (NSE), where the Equity Shares of the Company are Listed. Additionally, the results will also be uploaded on the Company's website <https://vertoz.com/ir/> and on the website of KFin Technologies Limited ("KFin") <https://evoting.kfintech.com/>.

The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Saturday, 7<sup>th</sup> June 2025, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.



## **SPECIAL BUSINESS:**

### **RESOLUTION NO. 01:**

**Approval of the Consolidation of Equity Shares of the Company from face value of Re. 1/- each to face value of Rs. 10/- each and consequent alteration of the Capital Clause in Memorandum of Association of the Company.**

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), including any statutory modification(s) and re-enactment(s) thereof for the time being in force and other applicable approval(s), sanction(s) of the appropriate statutory or regulatory authorities as may be required in this regard, consent of the Members of the Company be and is hereby accorded for Consolidation of existing Authorised, Issued, Subscribed and Paid-up Equity Share Capital of the Company by consolidating every 10 (Ten) Equity Shares having face value of Re. 1/- (Rupee One Only) each into new 1 (One) Equity share having face value of Rs. 10/- (Rupees Ten Only) each, which shall rank pari passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the Consolidation of Equity Shares of the Company with effect from the record date as determined by the Board of Directors, each existing Equity Share of the Company of face value of Re. 1/- (Rupee One Only) each in the Authorised, Issued, Subscribed and Paid-up Share Capital shall stand consolidated into new 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each.

Particulars	Pre-Consolidation of Equity Shares			Post-Consolidation of Equity Shares		
	No. of Shares	Face value per share (in Re.)	Total Share Capital (in Rs.)	No. of Shares	Face value per share (in Rs.)	Total Share Capital (in Rs.)
Authorised Share Capital	100,00,00,000	1	100,00,00,000	10,00,00,000	10	100,00,00,000
Issued, Subscribed and Paid-up share Capital	85,23,00,000	1	85,23,00,000	8,52,30,000	10	85,23,00,000

**RESOLVED FURTHER THAT** upon the Consolidation of the Equity Shares as aforesaid and with effect from the Record Date:

- for the Equity Shares held in physical form, the existing share certificate(s) of face value of Re. 1/- (Rupee One only) each in relation to the said Equity Shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the



members to surrender their existing share certificate(s), shall issue new share certificate(s) of the Company subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 amended from time to time, and shall comply with the prevailing laws/guidelines in this regard; and

- ii. for the Equity Shares held in dematerialized form, the consolidated Equity Shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s) and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** (i) no Member shall be entitled to a fraction of an Equity Share as a result of implementation of this resolution for Consolidation of Equity Shares, and the Company or Registrar shall not issue any certificate in respect of any Fractional Equity Shares. (ii) as regards any Fractions arising from Consolidation of the Equity Shares, such Fractions will be aggregated into whole Equity Shares ("Fractional Equity Shares") and the number of Fractional Equity Shares so arising will be held by a Trustee or Escrow Agent appointed for the benefit of the relevant Shareholders or their respective legal heirs and, such Fractional Equity Shares may be sold by the Trustee or Escrow Agent, within a stipulated period on the National Stock Exchange of India Limited (NSE) where the Equity Shares of the Company are listed and traded and any other stock exchange where the Equity Shares of the Company may be listed and traded in future, subject to the prevailing market price; and subject to the applicable law, the net proceeds of the sale (after deduction of applicable expenses and taxes) of the Fractional Equity Shares shall be distributed amongst the Shareholders who held such Fractional Equity Shares as on the Record Date, or their respective legal heirs, as may be determined, in proportion to their respective Fractional Entitlements.

**RESOLVED FURTHER THAT** the Consolidation of the Equity Shares be determined on the basis of those Shareholders whose names appear in the Register of Members as on Record Date or such other date as may be fixed by the Board of Directors of the Company in this regard (hereinafter referred to as the "Record Date").

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make appropriate adjustments due to the aforesaid consolidation of Equity Shares with respect to the employee stock options (ESOPS) of the Company, effective as on the Record Date, pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding ESOPS (vested but not exercised and unvested stock options including lapsed and forfeited ESOPS available for re-issuance), the number thereof and the number of ESOPS available for future grant(s) as on the Record Date shall be proportionately adjusted under the "Vertoz Advertising Limited Employees Stock Option Plan, 2023" ESOP scheme of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and the Key Management Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary including appointment of any Trustees or Escrow Agents or such other person



or agencies in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing Physical Share Certificates in lieu of the old Share Certificates and to settle any question or difficulty that may arise with regard to the Consolidation of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act and the Rules made thereunder and as a consequence of Consolidation of the Equity Share Capital of the Company, consent of Members of the Company be and is hereby accorded to substitute Clause V of the Memorandum of Association of the Company with the following new clause:

*“V. The Authorised Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crores only) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorised for the purpose) be and is hereby authorised to take all such necessary steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Shareholders or otherwise and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board of Directors  
For Vertoz Limited  
(Formerly known as Vertoz Advertising Limited)**

**Date: 23<sup>rd</sup> April 2025**  
**Place: Mumbai**  
**Regd. Office:**  
**602, Avior Nirmal Galaxy,**  
**Opp. Johnson & Johnson, LBS Marg,**  
**Mulund (West), Mumbai – 400 080.**  
**CIN: L74120MH2012PLC226823**

**Sd/-**  
**Zill Shah**  
**Company Secretary & Compliance Officer**  
**Membership No. A51707**



**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("Notice"). Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, in respect of Director seeking appointment forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ KFin Technologies Limited, Company's Registrars and Transfer Agent ('RTA') as on Friday, 2<sup>nd</sup> May , 2025 ('Cut-Off date') and whose email addresses are registered with the Company/ RTA/ Depositories or who will register their email address in accordance with the process outlined in this Notice. The Voting Rights of the Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on the Cut-Off Date.
3. Members may please note that the Notice will also be available on the Company's website at <https://vertoz.com/>, website of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.
4. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a Member on the Cut-off Date, should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/ RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
5. Members who have not registered their email address and in consequence could not receive the Notice may get their email address registered with the RTA (Physical Shareholders) / DP (For Electronic Holdings), by following the process prescribed in SEBI Master Circular No - SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, by submitting the requisite ISR forms. The forms can be downloaded from the link below: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.
6. The remote e-voting will commence on Friday, 9<sup>th</sup> May 2025 and ends at 5.00 p.m. (IST) on Saturday, 7<sup>th</sup> June 2025 IST. Remote e-Voting will be blocked by KFinTech immediately after the end time and will not be allowed beyond the said date and time.



7. Members are requested to cast their vote through the remote e-voting process not later than 05.00 p.m. IST on Saturday, 7<sup>th</sup> June 2025, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolution are casted by the Members, the Members shall not be allowed to change these subsequently.
8. Pursuant to Rule 22(5) of the Rules, the Board of Directors ("Board") of the Company, vide resolution dated 23<sup>rd</sup> April, 2025 has appointed Mr. Umashankar Hegde (Membership No. A22133), Proprietor of U. Hegde & Associates, Company Secretaries, as the Scrutinizer ('Scrutinizer') for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.
9. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by the Chairman. The result of the voting by postal ballot through the remote e-voting process will be announced by the Chairman, or such person as authorized, on or before Tuesday, 10<sup>th</sup> June 2025. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vertoz.com](http://www.vertoz.com) and on the website of KFinTech immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the Equity Shares of the Company are listed. The Results shall also be displayed on the Notice Board at the Registered Office of the Company.
11. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on Saturday, 7<sup>th</sup> June 2025, i.e. the last date specified for receipt of votes through the remote e-voting process.
12. Relevant documents referred to in this Notice and the Statement shall be available for inspection by the Members at the Registered Office of the Company on any working days from the date of circulation of this Notice upto the date of closure of e-voting i.e., Saturday, 7<sup>th</sup> June 2025. Members who wish to inspect such documents are requested to send an email to [compliance@vertoz.com](mailto:compliance@vertoz.com) mentioning their name, folio no./ DP ID- Client ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
13. Members may send their queries related to items included in this Notice to the email id [compliance@vertoz.com](mailto:compliance@vertoz.com), from their registered email address, mentioning their name,





folio no./DP ID-Client ID, as applicable, mobile number, and copy of PAN card. Said queries shall be appropriately replied by the Company.

14. General information and instructions relating to e-voting Procedure for E-voting:

Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI Listing Regulations, Shareholders are provided with the facility to cast their vote electronically, through any of the modes listed below, on the resolution set forth in this Notice, by way of remote e-voting:

- a) Login method for remote e-voting for Individual Shareholders holding Securities in demat mode. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to Depositories e-voting system in case of Individual Shareholders holding Shares in demat mode.

Step 2: Access to KFinTech e-voting system in case of Shareholders holding Shares in Physical form and Non-Individual Shareholders in demat mode.

- b) Details on Step 1 are mentioned below:

Type of shareholders	Login Method
Individual Shareholders holding Securities in Demat mode with <b>NSDL</b>	<ol style="list-style-type: none"><li>1. User already registered for IDeAS facility:<ol style="list-style-type: none"><li>i) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li><li>iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li><li>iv) Click on the Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li></ol></li><li>2. User not registered for IDeAS e-Services:<ol style="list-style-type: none"><li>i) To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>ii) Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/Secur">https://eservices.nsdl.com/Secur</a></li></ol></li></ol>



	<p><a href="#">eWeb/IdeasDirectReg.js p</a></p> <p>iii) Proceed with completing the required fields.</p> <p>iv) Follow steps given in points 1.</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL:</p> <p>i) Open <span style="float: right;">URL:</span>  <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iv) Post successful authentication, you will requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>v) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding Securities in demat mode with <b>CDSL</b>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>i) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii) Click on New System Myeasi</p> <p>iii) Login with your registered user id and password.</p> <p>iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote.</p>

	<p>2. User not registered for Easi/Easiest:</p> <ul style="list-style-type: none"> <li>i) Option to register is available at site.</li> <li>ii) Proceed with completing the required fields.</li> <li>iii) Follow the steps given in point 1.</li> </ul> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Provide your demat Account Number and PAN No.</li> <li>iii) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>iv) After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e- Voting is in progress.</li> </ul>
Individual Shareholder login through their demat accounts / Website of - Depository Participant	<ul style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>III. Click on options available against Company name 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.</li> </ul>

## Important note:

Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.



Login type	Helpdesk details
Securities held with <b>NSDL</b>	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Securities held with <b>CDSL</b>	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022- 23058542- 43.

c) Details on Step 2 are mentioned below:

II) **Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E- Voting Event Number) xxxx, followed by folio number. In case of Demat account, 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 the 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 of minimum 8 characters with at least one upper case (A- Z), one lower case (a- z), one numeric value (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" i.e., "**Vertoz Limited**" and click on "Submit".



- vii) On the voting page, enter the number of Shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total Shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix) In case you do not desire to cast your vote, 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 have voted on the resolution (s), 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, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting on its behalf to the Scrutinizer at email id [umashankar.hegde@gmail.com](mailto:umashankar.hegde@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above- mentioned documents should be in the naming format “Corporate Name Even No.”

**Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently this Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:**

- i) Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, Member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- ii) Alternatively, Member may send an e-mail request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of Share Certificate in case of physical folio for sending this Postal Ballot Notice and the e-voting instructions.



After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

#### **OTHER INSTRUCTIONS**

- I. In case a person has become a Member of the Company after dispatch of Postal Ballot Notice but on or before the cut-off date for e-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:  
MYEPWD <SPACE> IN12345612345678
    2. Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
    3. Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - ii. 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.

Please read all the instructions carefully before participating in voting electronically. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a drop down menu in the "Downloads" section of KFintech website for evoting: <https://evoting.kfintech.com> or contact KFintech, (Unit: Vertoz Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at e-mail of Mr. Veeda Raghunath [raghu.veedha@kfintech.com](mailto:raghu.veedha@kfintech.com) at phone no. 1-800-309-4001 (toll free).

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('Act'):**

As required by Section 102 of the Act, the following Explanatory Statement sets out the material facts relating to Item No. 1, mentioned in the accompanying Notice.

#### **Item No. 01**

#### **EXPLANATORY STATEMENT:**

The Board of Directors of the Company at its Meeting held on Wednesday, 23<sup>rd</sup> April 2025, discussed that if the Company consolidates the face value of its Equity Shares from Re. 1/- per Share to Rs. 10/- per Share, it will result in a significant improvement in certain key financial ratios of the Company. This enhancement in ratios is expected to better reflect the true



market value of the Company's Shares, aligning the Share Price more appropriately with its intrinsic value, rather than it appearing as a lower-priced stock on the Stock Exchange.

Such consolidation is also anticipated to convey stronger financial stability and valuation metrics, thereby presenting a more accurate picture of the Company's financial strength and long-term prospects. This, in turn, is expected to enhance investor perception and reinforce the credibility and worthiness of the Company's Equity Shares.

Overall, the proposed consolidation is aimed at rebuilding investor confidence and strengthening the Company's image in the capital markets.

Therefore, the Board recommended Consolidation of the nominal (authorised) and Paid-up value of Share Capital i.e. Authorised, Issued, Subscribed and Paid-up Share Capital of the Company from every 10 (Ten) existing Equity Shares of Re. 1/- (Rupee One Only) each to new 1 (One) Equity Share of Rs. 10/- (Rupees Ten Only) each.

The aforesaid Consolidation of Equity Shares of Re. 1/- (Rupee One Only) each into Equity Shares of Rs. 10/- (Rupees Ten Only) each would require amendment to existing Capital Clause V of the Memorandum of Association of the Company.

The revised clause V of the Memorandum of Association shall be read as follows:

*"V. The Authorised Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crores only) Equity Shares of face value of Rs. 10/- (Rupees Ten) each."*

The record date for the purpose of ascertaining the list of Members whose Shares shall be Consolidated, as proposed above shall be intimated to the Members of the Company, in due course of time. Pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013 and other applicable provisions, if any, approval of the Members is required for Consolidation of shares by way of a Special Resolution subject to the provisions of the Articles of Association and consequent amendment to Clause V of the Memorandum of Association of the Company.

**Effect of Consolidation:**

- The consolidation will not affect any Shareholder's percentage of Shareholding in the Company except to the extent of rounding off of fractional entitlements, which will be dealt with in accordance with applicable laws.
- The consolidated Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company.
- Upon the consolidation becoming effective, existing Share Certificates, if any, in respect of the Equity Shares held in physical form shall be deemed to have been automatically cancelled and new Share Certificates will be issued in lieu thereof. In case of Shares held in dematerialised form, the consolidated Shares shall be credited to the respective demat accounts.

**Fractional entitlements**

As regard any fractions arising from Consolidation of the Equity Shares other than those set out above, any such fractions arising from such Consolidation will be aggregated into whole Equity Shares ("Fractional Equity Shares") and the number of Fractional Equity Shares so arising will be held by the Trustee or Escrow Agent appointed by the Board of Directors, who is empowered to dematerialize such Fractional Equity Shares held in Physical Form, for the benefit of the relevant Shareholders or their respective legal heirs, as may be determined.

The Fractional Equity Shares will be sold by the Trustee or Escrow Agent within a stipulated period on the National Stock Exchange where the Equity Shares of the Company are listed and traded and any other stock exchange where the Equity Shares of the Company may be listed and traded in future, subject to the prevailing Market Price. The net sale proceeds, after deduction of expenses and taxes, will be distributed to Shareholders entitled to such fractional entitlements, in proportion to their respective holdings, as on the Record Date.

Further, any transfer of Equity Shares held in Physical Form, from the record date till the date of receipt of the fresh certificate issued by the Company in relation to the Consolidated Equity Shares, shall be null and void and the Company shall not be obligated to recognise any such transfer.

A copy of the Memorandum of Association of the Company together with the proposed changes is available for inspection at the Corporate Office of the Company during the normal business hours between 11.00 A.M (IST) to 2:00 P.M. (IST) on all working days except Saturday/ Sunday up to and inclusive of the last date of the remote e-voting, i.e. Saturday, 7<sup>th</sup> June 2025.

The proposed resolution is in the interest of the Company and Your Directors recommend the resolution as a Special Resolution for the Member's approval.

None of the Directors, Key Managerial Personnel and/or their relatives are concerned or interested in the passing of the aforesaid resolution, except to the extent of Shares in the Company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

**By Order of the Board of Directors  
For Vertoz Limited  
(Formerly known as Vertoz Advertising Limited)**

**Date: 23<sup>rd</sup> April 2025**  
**Place: Mumbai**  
**Regd. Office:**  
**602, Avior Nirmal Galaxy,**  
**LBS Marg, Mulund (West), Mumbai – 400 080.**  
**CIN: L74120MH2012PLC226823**

**Sd/-**  
**Zill Shah**  
**Company Secretary & Compliance Officer**  
**Membership No. A51707**