



Vertoz Advertising Limited
(Formerly known as Vertoz Media Pvt. Ltd. & Vertoz Media Ltd.)
CIN: U74120MH2012PLC226823
Regd. Offc.: 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

2nd 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,

Sub: Intimation and Notice of 7th Annual General Meeting of the Company

This is to inform you that an Annual General Meeting of Shareholders of Vertoz Advertising Limited is scheduled on Tuesday, 28th August, 2018 at 3.00 p.m. at The Hotel Archana Residency, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 (2) of Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules, 2015, exemption is provided for a Company referred to in Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 to provide facility to vote by electronic means.

This intimation is given pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015.

Kindly take the same on your record and acknowledge the receipt.

Thanking you,

Yours Faithfully,
By order of Board
For Vertoz Advertising Limited

SUMIT

Sumit R. Sharma
Company Secretary & Compliance Officer



Encl: Notice and Explanatory Statement of 7th Annual General Meeting to be held on Tuesday, 28th August, 2018.

VERTOZ ADVERTISING LIMITED

(Formerly Known as Vertoz Media Limited & Vertoz Media Private 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 ; **Email:** compliance@vertoz.com

NOTICE

NOTICE is hereby given that **7th Annual General Meeting** of the Members of Vertoz Advertising Limited will be held on **Tuesday, 28th August, 2018 at 3.00 p.m.** at **The Hotel Archana Residency, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080** to transact the following business:

ORDINARY BUSINESS:

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 re-appointment.
3. To regularise the appointment of Mr. Rasiklal Hathichand 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 thereby to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. Mittal & Associates, Chartered Accountants, Mumbai (FRN:- 106456W), be and is hereby appointed as the Statutory Auditors of the Company for a continuous term of 5 (five) years, to hold office from the conclusion of ensuing 7th Annual General Meeting till the conclusion of the 12th Annual General Meeting on such remuneration as determined by the Board of Directors plus applicable taxes, out-of-

pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.”

SPECIAL BUSINESS

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. To consider and if thought fit, to pass the following as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rohit Keshavlal Vaghadia (DIN: 07946771), was appointed as an Independent Director of the Company, who is eligible for the same and in respect to whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby ratified for the position of an Independent Director of the Company to hold office for the term of five consecutive years and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013 with effect from 25th September, 2017 to 24th September, 2022.”

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:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier resolutions passed by the Members of the Company in this regard under section 180(1)(a) of the Companies Act, 2013, and pursuant to the provisions of section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force) and any approvals, consents, sanctions, permissions as may be necessary from any governmental authorities and all other appropriate statutory and regulatory authorities, and such other rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force), and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and hereby accorded to create any charge, mortgage and/ or hypothecation in addition to the existing charges, mortgages, created/to be created by the Company on all or any of the movable and/or immovable, tangible and/or intangible properties of the Company wherever situated, both present and future, and in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit, together with power to take over whole or substantially the whole of the undertaking of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/notes/other instruments to secure rupee/foreign currency loans and/or the issue of debentures/bonds/ notes/other instruments (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages,

commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed ₹ 100 Crores (Rupees One Hundred Crores only.)

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

7. To increase the remuneration of Mr. Ashish Rasiklal Shah, Whole-time Director (DIN: - 00092787) of the Company:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the revision in remuneration of Mr. Ashish Rasiklal Shah [DIN: 00092787], Whole-time Director of the Company, with effect from 1st September, 2018, to \$ 1,23,000 (average exchange rate is \$ 1 = ₹ 68) from the subsidiary of the Company, Vertoz INC, situated at the United States of America, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1. Basic Salary: \$ 4,100 (approximately ₹ 2,78,800) per month.
2. House Rent Allowance: \$ 2,050 (approximately ₹ 1,39,400) per month.
3. Other Allowances and Perquisites: \$ 4,100 (approximately ₹ 2,78,800) per month.
 - 3.1. Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one-month salary in a year.
 - 3.2. Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India as per rules of the Company.
 - 3.3. Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
 - 3.4. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

Other Terms and Conditions: The terms and conditions of appointment of Whole-time Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Whole-time Director for attending meeting of the Board of Directors or any committee thereof.

The appointment may be terminated by either party by giving two months' notice of such termination or salary in lieu thereof or by mutual consent.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors of the Company be and are hereby authorised to increase the above remuneration every subsequent year up to a ceiling of 15% of the remuneration in the immediate previous year for the remaining period of his tenure from 1st September, 2018 without reference to the Members of the Company in the General Meeting.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby severally authorized to sign and file such forms or documents as may be required to be filed with Ministry of Corporate Affairs or Registrar of Companies or such other authority as may be required, to settle any doubt or question arising with regards to the aforesaid appointment and to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

8. Revision in remuneration of Mr. Hirenkumar Rasiklal Shah, Chairman & Whole-time Director (DIN: - 00092739) of the Company.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the revision in remuneration of Mr. Hirenkumar Rasiklal Shah [DIN:00092739], Chairman and Whole-time Director of the Company, with effect from 1st September, 2018, to ₹ 60,00,000/- on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1. Basic Salary: ₹ 2,00,000/- (Rupees Two lakhs) per month.
2. House Rent Allowance of ₹ 1,00,000/- (Rupees One Lakh) per month.
3. Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one-month salary in a year.
4. Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India as per rules of the Company upto ₹ 2,00,000/- (Rupees Two Lakhs only).
5. Personal accidents and Mediclaim Insurance Policy, as per the company policy.

6. Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.

7. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

Other Terms and Conditions: The terms and conditions of appointment of Executive Chairman may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Executive Chairman for attending meeting of the Board of Directors or any committee thereof.

The appointment may be terminated by either party by giving two months' notice of such termination or salary in lieu thereof or by mutual consent.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors of the Company be and are hereby authorised to increase the above remuneration every subsequent year up to a ceiling of 15% of the remuneration in the immediate previous year for the remaining period of his tenure from 1st September, 2018 without reference to the Members of the Company in the General Meeting.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby severally authorized to sign and file such forms or documents as may be required to be filed with Ministry of Corporate Affairs or Registrar of Companies or such other authority as may be required, to settle any doubt or question arising with regards to the aforesaid appointment and to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

Registered Office:

602, Avior, Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Road,
Mulund (West), Mumbai – 400 080.
CIN: U74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

By Order of the Board

Sumit R. Sharma
Company Secretary & Compliance Officer
(ACS No.: A49264)

30th July, 2018

Notes:

1. The respective Explanatory Statements, pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business under Item No. 5,6 and 7 of the accompanying Notice are annexed hereto. The relevant details as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on General Meetings of issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, Directors seeking appointment / re-appointment / revision in remuneration is annexed to this Notice.
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 commencement of the Annual General Meeting.
4. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
5. Corporate members intending to send their authorized representative to attend the Meeting pursuant to section 113 of the companies Act, 2013 are requested to send a certified copy of the Board Resolution together with specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the meeting.
6. The Notice of Annual 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. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent.
8. A route map giving directions to reach the venue of the Annual General Meeting (AGM) 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 AGM 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. 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 dematerialized form) or with Karvy (in case of Shares held in physical form).
12. 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
13. 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 AGM.
14. Members/Proxies/Authorised Representatives are requested to bring their Attendance Slip enclosed herewith, to the Meeting.
15. **General instructions/information for Members for voting on the Resolutions:**
 - a. **Voting at AGM:** The Members have to cast their vote through ballot, thereby exercising their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM 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. Tuesday, 21st August, 2018. Members are eligible to cast their vote at the AGM 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 & Co., Company Secretaries have been appointed as Scrutinizer to scrutinize the ballot at the AGM, 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 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,
Opp. Johnson & Johnson, LBS Road,
Mulund (West), Mumbai – 400 080.
CIN: U74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com
30th July, 2018

By Order of the Board

Sumit R. Sharma
Company Secretary & Compliance Officer
(ACS No.: A49264)

Details of Directors seeking appointment/re-appointment/revision in remuneration in the forthcoming Annual General Meeting:

(In pursuance of Secretarial Standards on General Meetings [SS-2] and Regulation 36 of the Securities and Exchange Board of India [Listing Obligation and Disclosure Requirements] Regulations, 2015)

Name of Director	Harshad Uttamchand Shah
DIN	07849186
Date of Birth	19 th January, 1955
Expertise in specific functional Area	Business Administration
Date of Appointment	14 th June, 2017
No. of Equity shares held in the company	29,926 Equity Shares
Disclosure of relationship between director inter-se	None
Qualification	Under-Matriculate
List of Directorship held in public Company	Nil
Chairman/Member of the committee of the Board of Directors of the Company	Nil
Chairman/member of the Committee of the Board of Directors of the Other Companies	Nil

Name of Director	Rasiklal Hathichand Shah
DIN	00091585
Date of Birth	5 th November, 1944
Expertise in specific functional Area	Business Administration
Date of Appointment	25 th September, 2017
No. of Equity shares held in the company	59,850 Equity Shares
Disclosure of relationship between director inter-se	Father of Hirenkumar Shah, Chairman & Whole-time Director and Ashish Shah, Whole-time Director
Qualification	Matriculate

List of Directorship held in public Company	Nil
Chairman/Member of the committee of the Board of Directors of the Company	Nil
Chairman/member of the Committee of the Board of Directors of the Other Companies	Nil

Name of Director	Rohit Keshavlal Vaghadia
DIN	07946771
Date of Birth	21 st July, 1980
Expertise in specific functional Area	Business Administration
Date of Appointment	25 th September, 2017
No. of Equity shares held in the company	Nil
Disclosure of relationship between director inter-se	None
Qualification	Diploma in Interior Designing & Decoration from Maharashtra State Board of Technical Education
List of Directorship held in public Company	Nil
Chairman/Member of the committee of the Board of Directors of the Company	Nil
Chairman/member of the Committee of the Board of Directors of the Other Companies	Nil

Name of Director	Ashish Rasiklal Shah
DIN	00092787
Date of Birth	16th June, 1981
Expertise in specific functional Area	Business Operations & Development
Date of Appointment	13 th February, 2012
No. of Equity shares held in the company	20,35,912
Disclosure of relationship between director inter-se	Son of Rasiklal Shah, Non-Executive Director and brother of Hirenkumar Shah, Chairman & Whole-time Director
Qualification	B.Com & M.Com (Part-1)
List of Directorship held in public Company	Nil
Chairman/Member of the committee of the Board of Directors of the Company	Nil
Chairman/member of the Committee of the Board of Directors of the Other Companies	Nil

Name of Director	Hirenkumar Rasiklal Shah
DIN	00092739
Date of Birth	16 th June, 1980
Expertise in specific functional Area	Business Management & Administration
Date of Appointment	2 nd May, 2014
No. of Equity shares held in the company	20,35,912
Disclosure of relationship between director inter-se	Son of Rasiklal Shah, Non-Executive Director and Brother of Ashish Shah, Whole-time Director
Qualification	First year Bachelor in Commerce
List of Directorship held in public Company	Nil

Chairman/Member of the committee of the Board of Directors of the Company	- Chairman - Member of Audit Committee - Member of Nomination & Remuneration Committee
Chairman/member of the Committee of the Board of Directors of the Other Companies	Nil

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. 5 to 8 of the accompanying Notice dated 30th July, 2018.

ITEM NO. 5: TO RATIFY THE APPOINTMENT OF MR. ROHIT KESHAVAL VAGHADIA (DIN: 07946771) AS AN INDEPENDENT DIRECTOR FOR THE TERM OF 5 YEARS:

The Board has appointed Mr. Rohit Keshavlal Vaghadia (DIN: 07946771) as an Additional Director in Independent category as Non-Executive Director inadvertently at its Board Meeting dated 25th September, 2017, which can be ratified by the Members only at the Annual General Meeting of the Company as per the applicable provisions of the Companies Act, 2013 and rules made thereunder.

The term of Mr. Rohit Keshavlal Vaghadia (DIN: - 07946771) has to be ratified at the ensuing AGM subject to the approval of Members by way of Special Resolution at the ensuing 7th Annual General Meeting of the Company, pursuant to the provisions of Sections 149, 152 and other applicable provisions read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO. 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:

The Members of the Company had, through Extra Ordinary General Meeting dated 28th July, 2017 authorized the Board of Directors to sale, lease or otherwise dispose of undertaking on behalf of the Company for a sum not exceeding ₹ 10 crores (Rupees Ten Crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company. Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said limits to a sum not exceeding ₹100 crores (Rupees One Hundred Crores only) under the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act"). The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Your consent is required under the provisions of 180(1) (a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings. None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

The resolutions as set out in Item No. 6 of this Notice are accordingly recommended for the approval of the Members as Special Resolution(s).

ITEM NO. 7: REVISION IN REMUNERATION OF ASHISH RASIKLAL SHAH, WHOLE-TIME DIRECTOR (DIN: - 00092787) OF THE COMPANY:

Pursuant to the provisions of Sections 197, 198 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board, and subject to the approval of the Shareholders, the Board of Directors at its Meeting held on 20th July, 2018, recommends increase in Remuneration of Mr. Ashish Rasiklal Shah as the Whole-time Director of the Company with effect from 1st September, 2018. Mr. Ashish Rasiklal Shah has been associated with the Company for more than 6 years and during such association, he has served in various capacity in the Company.

Considering his long association with the Company and adequate experience in various fields, the Board recommends increase in remuneration of Mr. Ashish Rasiklal Shah as Whole-time Director of the Company with effect from 1st September, 2018 on the terms as to remuneration, allowances etc. as set out in the resolution being Item No. 8 of the accompanying Notice subject to the requisite approval of the Shareholders, and/ or any other approval as may be required under law.

Considering Mr. Ashish Rasiklal Shah's experience, seniority and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Mr. Ashish Rasiklal Shah is related to other Director of the Company. A brief resume of Ashish Rasiklal Shah as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as an Annexure to this Notice.

The Company in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid within the limits arrived at in accordance with the requirements of the said section II, subject to the following: -

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A special resolution has been passed at a general meeting of the Company.

The Nomination and Remuneration Committee at its Meeting held on 30th May, 2018 has approved the remuneration payable to Mr. Ashish Rasiklal Shah, Whole-time Director of the Company which was also approved by the Board of Directors at its Meeting held on 20th July, 2018. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon. The Board recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for the approval by the Members.

The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out hereinbelow:

Brief Profile of Mr. Ashish Rasiklal Shah

Ashish Shah, aged 37 years, is the Whole-time Director of the Company. He has completed his Bachelor of Commerce and Master of Commerce (Part-1) from the University of Mumbai. He is also the Promoter of our Company and has been associated with the Company since inception. He has around 12 years of experience in the business and industry. He is responsible for the Company's overall business operations, as well as looks after the Company's product and business development. He is heading the whole International operations of the Company. He spearhead the company's strategic vision and growth in providing state-of-the-art services. He is working towards keeping the Company steady and setting it on its current path to profitability and success.

ITEM NO. 7: REVISION IN REMUNERATION OF MR. HIRENKUMAR RASIKLAL SHAH, CHAIRMAN & WHOLE-TIME DIRECTOR (DIN: - 00092739) OF THE COMPANY

Pursuant to the provisions of Sections 197, 198 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board, and subject to the approval of the Shareholders, the Board of Directors at its Meeting held on 30th May 2018, recommends increase in Remuneration of Mr. Hirenkumar Rasiklal Shah as the Whole-time Director of the Company with effect from 1st September, 2018. Mr. Hirenkumar Rasiklal Shah has been associated with the Company for more than 4 years and during such association, he has served in various capacity in the Company.

Considering his long association with the Company and adequate experience in various fields, the Board recommends increase in remuneration of Mr. Hirenkumar Rasiklal Shah as Whole-time Director of the Company with effect from 1st September, 2018 on the terms as to remuneration, allowances etc. as set out in the resolution being Item No. 7 of the accompanying Notice subject to the requisite approval of the Shareholders, and/ or any other approval as may be required under law.

Considering Mr. Hirenkumar Rasiklal Shah's experience, seniority and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Mr. Hirenkumar Rasiklal Shah is related to other Director of the Company. A brief resume of Hirenkumar Rasiklal Shah as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as an Annexure to this Notice.

The Company in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid within the limits arrived at in accordance with the requirements of the said section II, subject to the following: -

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.

- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A special resolution has been passed at a general meeting of the Company.

The Nomination and Remuneration Committee at its Meeting held on 30th May, 2018 has approved the remuneration payable to Mr. Hirenkumar Rasiklal Shah, Whole-time Director of the Company which was also approved by the Board of Directors at its Meeting held on 20th July, 2018. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon. The Board recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for the approval by the Members.

The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out hereinbelow:

Brief Profile of Mr. Hirenkumar Rasiklal Shah

Hirenkumar Shah, aged 38 years is a whole-time Director of the Company. He has completed his first year of Bachelor of commerce from university of Mumbai. He is also promoter of our company and has been associated with company since 2nd May, 2014 and was appointed as a Whole-time Director on 14th June, 2017. He has around 13 years of experience in the business and industry. He looks after the day-to-day operations and is responsible for setting forth the group strategy and vision.

Registered Office:

602, Avior, Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Road,
Mulund (West), Mumbai – 400 080.
CIN: U74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

By Order of the Board

Sumit R. Sharma
Company Secretary & Compliance Officer
(ACS No.: A49264)

30th July, 2018

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 ; **Email:** compliance@vertoz.com

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 Annual General Meeting of the Company, to be held on Tuesday, 28th August, 2018 at 3.00 p.m. at The Hotel Archana Residency, 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
Ordinary Business	
1.	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2.	To appoint a Non-Executive 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 re-appointment.
3.	To regularise the appointment of Mr. Rasiklal Hathichand Shah (DIN: 00091585) as a 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 AGM till the conclusion of 12 th AGM for 5 financial years.
Special Business	
5.	To ratify the appointment of Mr. Rohit Keshavlal Vaghadia (DIN: 07946771) as an Independent Director of the Company.
6.	To authorize 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.	Revision in the remuneration of Mr. Ashish Rasiklal Shah (DIN: 00092787), Whole-time Director of the Company.
8.	Revision in the remuneration of Mr. Hirenkumar Rasiklal Shah (DIN: 00092739), Chairman & Whole-time Director of the Company.

Signed this _____ day of _____ 2018

Affix
Revenue
Stamp

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.

VERTOZ ADVERTISING LIMITED

ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

AGM Venue:

The Hotel Archana Residency, Next to R-Mall, Lal Bahadur Shastri Road, Mulund Check Naka, Mulund (West) Mumbai - 400 080.

Prominent Landmark: Near Mulund Check Naka.

Route Map:-

