

**X'ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Vertoz Advertising Limited**
2. Quarter ending - **31-Mar-2021**

**i. Composition of Board of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Hirenkumar Shah	00092739	APNPS6881B	ED		02-May-2014	14-Jun-2017			16-Jun-1980	NA		1	0	2	0	AC,SC	
Mr.	Ashish Shah	00092787	ATLPS9242E	ED		13-Feb-2012	14-Jun-2017			16-Jun-1981	NA		1	0	0	0		
Mr.	Rasiklal Shah	00091585	APPPS1419F	NED		25-Sep-2017				05-Nov-1944	Yes	21-Dec-2019	1	0	0	0		
Mrs.	Nilam Doshi	07848294	AMPLD4407F	ID		14-Jun-2017	14-Jun-2017		45	28-Dec-1978	No		1	1	2	2	AC,SC,NRC	R. No. 1
Mr.	Harshad U Shah	07849186	AACPS9040G	C & NED		14-Jun-2017	04-Jan-2020			19-Jan-1955	No		1	0	1	0	SC,NRC	R. No. 2
Mr.	Rohit Vaghadia	07946771	AAJPV8398R	ID		25-Sep-2017	25-Sep-2017		42	21-Jul-1980	No		1	1	2	0	AC,SC,NRC	R. No. 3

**Remark No. 1:** Mrs. Nilam Doshi was Chairperson of SRC only. But she was appointed Chairperson of Audit and NRC Committee as well w.e.f. 25th June 2020, as Mr. Harshal Patel resigned from his post.

**Remark No. 2:** He was appointed as the Chairman of the Company w.e.f. 4 January 2020.

**Remark No. 3:** Mr. Rohit Vaghadia was appointed as the Members of all the Committees w.e.f. 25th June 2020, post the resignation of Mr. Harshal Patel.



Company Remarks	Mr. Harshal Patel resigned from the post of Independent Director of the Company w.e.f. 25th June 2020 and accordingly the Board Committees of the Company were re-constituted.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Nilam Doshi	ID	Chairperson	21-Jul-2017	
2	Rohit Vaghadia	ID	Member	25-Jun-2020	
3	Hirenkumar Shah	ED	Member	21-Jul-2017	

Company Remarks	Mr. Harshal Patel ceased to be chairman of the Audit Committee w.e.f. 25th June 2020. Mrs. Nilam Doshi was elected as the Chairperson of the Audit Committee w.e.f. 25th June 2020. Mr. Rohit Vaghadia became the member of the Audit Committee w.e.f. 25th June 2020.
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Nilam Doshi	ID	Chairperson	21-Jul-2017	
2	Harshad U Shah	C & NED	Member	21-Jul-2017	
3	Rohit Vaghadia	ID	Member	25-Jun-2020	
4	Hirenkumar Shah	ED	Member	21-Jul-2017	

Company Remarks	Mr. Harshal Patel ceased to be Member the Stakeholders Relationship Committee w.e.f. 25th June 2020. Mr. Rohit Vaghadia became the member of the Stakeholders Relationship Committee w.e.f. 25th June 2020.
Whether Permanent chairperson appointed	Yes



**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Nilam Doshi	ID	Chairperson	21-Jul-2017	
2	Harshad U Shah	C & NED	Member	21-Jul-2017	
3	Rohit Vaghadia	ID	Member	25-Jun-2020	

Company Remarks	Mr. Harshal Patel ceased to be chairman of the Nomination and Remuneration Committee w.e.f. 25th June 2020. Mrs. Nilam Doshi was elected as the Chairperson of the Nomination and Remuneration Committee w.e.f. 25th June 2020. Mr. Rohit Vaghadia became the member of the Nomination and Remuneration Committee w.e.f. 25th June 2020.
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>
12-Nov-2020	12-Feb-2021	Yes	6	2
29-Dec-2020				

Company Remarks	
Maximum gap between any two consecutive (in number of days)	44



iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of Independent Directors present
Audit Committee	12-Nov-2020	12-Feb-2021	Yes	3	2
Stakeholders Relationship Committee		23-Jan-2021	Yes	4	2
Nomination & Remuneration Committee		23-Jan-2021	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : Zill Shah  
 Designation : Company Secretary & Compliance Officer



For VERTOZ ADVERTISING LIMITED

Zill Shah  
 DIRECTOR / AUTHORIZED SIGNATORY

## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	Company Remark	Website
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		www.vertoz.com
Terms and conditions of appointment of independent directors	Yes		www.vertoz.com
Composition of various committees of board of directors	Yes		www.vertoz.com
Code of conduct of board of directors and senior management personnel	Yes		www.vertoz.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.vertoz.com
Criteria of making payments to non-executive directors	Yes		www.vertoz.com
Policy on dealing with related party	Yes		www.vertoz.com
Policy for determining 'material' subsidiaries	Yes		www.vertoz.com
Details of familiarization programs imparted to	Yes		www.vertoz.com
Email address for grievance redressal and other relevant details entity who are responsible for	Yes		www.vertoz.com
Contact information of the designated officials	Yes		www.vertoz.com
Financial results	Yes		www.vertoz.com
Shareholding pattern	Yes		www.vertoz.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.vertoz.com
New name and the old name of the listed entity	Yes		www.vertoz.com
Advertisements as per regulation 47 (1)	Yes		www.vertoz.com
Credit rating or revision in credit rating	Not Applicable		www.vertoz.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.vertoz.com



<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.vertoz.com
Materiality Policy as per Regulation 30	Yes		www.vertoz.com
Dividend Distribution policy as per Regulation	Not Applicable		
It is certified that these contents on the website of the listed entity are correct.	Yes		www.vertoz.com
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	



<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent Directors</i>	25(10)	Not Applicable	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	



Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
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<b>Other Information</b>	
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**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

<b>Other Information</b>	
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**Name** : Zill Shah  
**Designation** : Company Secretary & Compliance Officer



For VERTOZ ADVERTISING LIMITED  
Zill Shah  
 DIRECTOR / AUTHORIZED SIGNATORY