



Vertoz Advertising Limited  
(Formerly Known as Vertoz Media Pvt. Ltd.  
& Vertoz Media Ltd.)  
CIN: L74120MH2012PLC226823  
Regd. Office.: 602 Avior Nirmal Galaxy  
LBS Marg Mulund West Mumbai 400080 India

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f: +91 22 6142 6061  
e: corp@vertoz.com  
w: www.vertoz.com

30<sup>th</sup> May 2022

The Manager – Listing Department,  
National Stock Exchange of India Limited,  
“Exchange Plaza”, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400 051.

**Symbol: VERTOZ**

**Series: EQ**

**Subject: Submission of Annual Secretarial Compliance Report for the Financial Year ended March 31 2022.**

In compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the copy of Annual Secretarial Compliance Report dated May 27, 2022 for the Financial Year ended March 31, 2022 issued by U. Hegde & Associates, Company Secretaries and Secretarial Auditor of the Company.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

**For Vertoz Advertising Limited**

*Zill Shah*

**Zill Shah**  
**Company Secretary & Compliance Officer**



**Encl: A/a**

# U. HEGDE & ASSOCIATES

## COMPANY SECRETARIES

### SECRETARIAL COMPLIANCE REPORT OF VERTOZ ADVERTISING LIMITED (CIN- L74120MH2012PLC226823) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

I have examined:

- (a) all the Documents and Records made available to me and explanation provided by VertoZ Advertising Limited ("the Listed Entity"),
- (b) the Filings/Submissions made by the Listed Entity to the Stock Exchanges,
- (c) website of the Listed Entity,

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the Provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose Provisions and the Circulars/ Guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(Not Applicable during the review period)*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not Applicable during the review period)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(Not Applicable during the review period)*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not Applicable during the review period)*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *(Not Applicable during the review period)*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable)  
and circulars/ guidelines issued hereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below;

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 7(2)(a) of SEBI (Prohibition of Insider Trading) Regulations, 2015 requires Every Promoter, Member of the Promoter Group, Designated Person and Director of every Company shall disclose to the Company the number of such Securities acquired or disposed of within two trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;	One of the Independent Director had traded in the Securities of the Company whose value was exceeding Rs.10 lacs the disclosure was submitted to the Company under the said regulation beyond the prescribed time limit of 2 trading days with delay of 105 days.	The Company has submitted the required disclosures to Stock Exchange as required under Regulation 7(2)(b) within two trading days of receipt of disclosure .

2	<p>Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 requires the Company to adopt Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons.</p> <p>The Company has said code of conduct in place to regulate, monitor and report Trading by Designated Persons</p>	<p>It was observed that some of the Employees and one of the Independent Director of the Company were involved in dealing in Shares of the Company at the time when Trading Window was closed</p>	<p>Based on the information and explanation provided to me, the Company has issued Warning Letter as well levied monetary penalty to such Independent Director and same has been disclosed to the Stock Exchange.</p> <p>Based on the information and explanation provided to me, since the employees had violated the Code of Conduct for first time and value of Securities traded by such employees were insignificant, the Company has issued warning letters to erring employees. Disclosure of the action taken against the said employees has been disclosed to the Stock Exchange.</p>
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- (b) The Listed Entity has maintained proper records under the Provisions of the above Regulations and Circulars/ Guidelines issued thereunder insofar as it appears from my/our examination of those Records.
- (c) No actions were taken against the Listed Entity/its Promoters/Directors/ Material Subsidiaries either by SEBI or by Stock Exchange (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/Regulations and Circulars/Guidelines issued thereunder.
- (d) The Listed Entity has taken the following actions to comply with the observations made in previous Reports: **Not Applicable**

**FOR U. HEGDE & ASSOCIATES, COMPANY SECRETARIES**

UMASHANKA R KRISHNA HEGDE  
Digitally signed by  
UMASHANKAR  
KRISHNA HEGDE  
Date: 2022.05.27  
14:51:06 +05'30'

Date: 27/05/2022

Place: Mumbai

**UMASHANKAR K HEGDE**  
**(PROPRIETOR)**

**CP No- 11161 # M. No- A22133**  
**ICSI UDIN: A022133D000407078**

ICSI Unique Code: S2012MH18 8100  
Peer Review Certificate No - 1263/2021