1st July 2020

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.
Symbol: VERTOZ
Series: EQ

Subject: Submission of Annual Secretarial Compliance Report for the financial year ended March 31 2020


Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Vertoz Advertising Limited

Zill Shah
Company Secretary & Compliance Officer

Encl: a/a
SECRETARIAL COMPLIANCE REPORT
OF
VERTOZ ADVERTISING LIMITED (CIN- L74120MH2012PLC226823)
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

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 31,2020 ("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;
(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:-

<table>
<thead>
<tr>
<th>Sr. No</th>
<th>Compliance Requirement (Regulations/circulars/ guidelines including specific clause)</th>
<th>Deviations</th>
<th>Observations / Remarks of the Practicing Company Secretary</th>
</tr>
</thead>
<tbody>
<tr>
<td>NIL</td>
<td></td>
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</tbody>
</table>

(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) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:- Nil

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Action taken by</th>
<th>Details of violation</th>
<th>Details of action taken E.g. fines, warning letter, debarment, etc.</th>
<th>Observations/ remarks of the Practicing Company Secretary, if any.</th>
</tr>
</thead>
<tbody>
<tr>
<td>NIL</td>
<td></td>
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</tbody>
</table>

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Observations of the Practicing Company Secretary in the previous reports</th>
<th>Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)</th>
<th>Actions taken by the listed entity, if any</th>
<th>Comments of the Practicing Company Secretary on the actions taken by the listed entity</th>
</tr>
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</tbody>
</table>

FOR U.HEGDE & ASSOCIATES, COMPANY SECRETARIES

UMASHANKAR K HEGDE  
(PROPRIETOR)  
COP No- 11161 # M.No- A22133  
ICSI UDIN: A022133B000383032  

Date: 25/06/2020  
Place: Mumbai