



**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

1<sup>st</sup> July 2020

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 2020**

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 June 25, 2020 for the financial year ended March 31, 2020 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, 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:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
	NIL		

- (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

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NIL			

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

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

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

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

Date: 25/06/2020  
Place: Mumbai

