

**ANNEXURE I**

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

1. Name of Listed Entity - **Vertoz Advertising Limited**
2. Quarter ending - **30-September-2022**

**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? [Refer Reg. 17 (1A) of Listing Regulations]	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 Shih	00092739	APNPS6881B	ED		02-May-2014	14-Jun-2022			16-Jun-1980	NA		1	0	2	0	AC, SC	Earlier he was appointed as WTD of the Company for a tenure of 5 years now re-appointed for second term of 5 years commencing from 14th June 2022.
Mr.	Ashish Shih	00092787	AT.PS9242E	NED		13-Feb-2012				16-Jun-1981	No		1	0	0	0		He was appointed as WTD for a tenure of 5 years. Now, his designation is changed from WTD to NED of the Company.



Mr.	Rasiklal Shah	00091585	APPPS1419F	NED		25-Sep-2017				05-Nov-1944	Yes	30-09-2021	1	0	0	0		
Mrs.	Nilam Doshi	07848294	AMPLD4407F	ID		14-Jun-2017	14-Jun-2022		63	28-Dec-1978	No		1	1	2	2	AC,SC,NRC	She was appointed as an ID of the Company for a tenure of 5 years. Now re-appointed for second term of 5 years commencing from 14th June 2022.
Mr.	Harshad U Shah	07849186	AACPS9040G	C & NED		14-Jun-2017	04-Jan-2020			19-Jan-1955	No		1	0	1	0	SC,NRC	
Mr.	Rohit Vaghadia	07946771	AAJPV8398R	ID		25-Sep-2017	25-Sep-2017		60	21-Jul-1980	No		1	1	2	0	AC,SC,NRC	

Company Remarks	
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	Hirenkumar Shah	ED	Member	21-Jul-2017	
2	Nilam Doshi	ID	Chairperson	21-Jul-2017	
3	Rohit Vaghadia	ID	Member	25-Jun-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes



**b. Stakeholders Relationship Committee**

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	Risk Management Committee is not applicable to the company
Whether Permanent chairperson appointed	No

**d. Nomination and Remuneration 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	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
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06-May-2022	Yes	6	6	2
30-May-2022	Yes	6	5	2
24-June-2022	Yes	6	5	2
10-Aug-2022	Yes	6	5	2
05-Sep-2022	Yes	6	5	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	46

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	06-May-2022	Yes	3	3	2	0
Nomination & Remuneration Committee	06-May-2022	Yes	3	3	2	0
Audit Committee	30-May-2022	Yes	3	3	2	0
Audit Committee	24-Jun-2022	Yes	3	3	2	0
Audit Committee	10-Aug-2022	Yes	3	3	2	0
Audit Committee	05-Sep-2022	Yes	3	3	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	46



v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
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**



**ANNEXURE III**

**Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

**Name** : ZILL SHAH  
**Designation** : Company Secretary & Compliance Officer



## ANNEXURE IV

%symbol%	%companyName%	%quarterEnded%
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## (A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
55371000	0	0	0	55925480	0	0	0

## (B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0





Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0





(D) If the Listed Entity would like to provide any other information the same may be indicated here

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**Affirmations**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

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Name: AKSHAY ASHOK SONAR  
PAROLKAR  
Designation: Chief Financial Officer  
Place: MUMBAI  
Date: 19-Oct-2022

