

MMJB & Associates LLP

Company Secretaries

803-804, Ecstasy, City of Joy, JSD Road, Mulund - West, Mumbai - 400080, (T) 21678100

To,
General Manager,
Listing Operation,
National Stock Exchange of India Limited,
"Exchange Plaza", 5th Floor,
Plot No. C/1, G Block,
Bandra- Kurla Complex,
Bandra (East), Mumbai - 400051.

Subject: Application seeking "In-principle approval" prior to issue and allotment of 65,85,000 Equity Share Warrants on Preferential Basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Dear Sir/Madam,

We, Makarand M. Joshi & Co., Practicing Company Secretaries, have verified the relevant records and documents of Vertoz Advertising Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) have bought or sold any equity shares of the company during the 90 trading days preceding the relevant date i.e. November 14, 2022.

The following proposed allottees have shareholding in the Company and the requirement of lock-in of pre-preferential shareholding of the proposed allottees in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018 is complied with.

Sr. No.	Name of Proposed Allottee	Category	Pre-Preferential Shareholding (Equity Shares)
1.	Hirenkumar Rasiklal Shah	Promoter	3071824
2.	Ashish Rasiklal Shah	Promoter	3071824

- b) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013.
- c) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MOA) and Article of Association (AOA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AOA of the company.

For MMJB & Associates LLP
Practicing Company Secretaries

Saurabh Agarwal
Partner
FCS No.: 9290
CP No.: 20907
UDIN: F009290D001943024

Date: 21-11-2022
Place: Mumbai