

18th January 2024

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.

Scrip Code: Vertoz
Series: EQ

Dear Sir,

Subject: Reconciliation of Share Capital Audit Report for the Quarter ended 31st December 2023

In compliance with Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 and SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated 31st December, 2002, as amended from time to time, we submit herewith the Report made by M/s U. Hegde & Associates, Company Secretaries, with regards to Reconciliation of Share Capital Audit of the Company for the quarter ended 31st December, 2023 and certifying due compliance with related requirements.

Please note that we had allotted 21,03,695 Equity Shares pursuant to conversion of Share Warrants into Equity Shares on 14th October 2023, thereby increasing the Issued and Paid-up Share Capital of the Company. We have received the Trading Approval in January 2024, thereby keeping the Listed Capital unchanged for the Quarter ended 31st December 2023.

We request you to kindly take the same on records.

Thanking you,

For Vertoz Advertising Limited



Zill Shah
Company Secretary & Compliance Officer
Membership No.: A51707
Encl: a/a

U. HEGDE & ASSOCIATES

COMPANY SECRETARIES

To,
Board of Directors
VERTOZ ADVERTISING LIMITED
602, Avior - Nirmal Galaxy, Opp. Johnson & Johnson,
LBS Road, Mulund West, Mumbai - 400080.

SHARE CAPITAL RECONCILIATION AUDIT

I, have examined the Register of Members, beneficiary details furnished by depositories and other records and documents maintained by **VERTOZ ADVERTISING LIMITED** and its Registrar and Share Transfer Agent, KFIN Technologies Limited, for issuing this certificate in accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018.

In my opinion and to best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby certify the following:

1.	Report for the quarter ended	31-12-2023
2.	ISIN	INE188Y01015
3.	Face Value	Rs. 10/- each
4.	Name of the Company	Vertoz Advertising Limited
5.	Registered Office Address	602, Avior -Nirmal Galaxy, Opp. Johnson & Johnson, LBS Road, Mulund West, Mumbai - 400080
6.	Correspondence Address	602, Avior - Nirmal Galaxy, Opp. Johnson & Johnson, LBS Road, Mulund West, Mumbai - 400080
7.	Telephone and Fax No.	Ph No. - 022- 61426086 Fax No.- 022- 61426061
8.	Email Address	compliance@vertoz.com
9.	Name of the Stock Exchange where the Company's Securities are listed	National Stock Exchange of India Limited (NSE)

		Number of Shares	% of Total issued Capital				
10.	Issued Capital	15,873,695	100.00				
11.	Listed Capital (Exchange wise) (as per Company records) -NSE	13,770,000	86.75				
12.	Held in dematerialized form in CDSL	3,714,704	23.40				
13.	Held in dematerialized form in NSDL	10,055,294	63.35				
14.	Physical	2	0.00				
15.	Total No. of Shares (12+13+14)	13,770,000	86.75				
16.	Reasons for differences, if any, between (10&11) & (10&15)	The difference of 21,03,695 equity shares is on account of allotment of the said equity shares arising out of conversion of share warrants in to equivalent number of equity shares. Further, the Corporate Action w.r.t to said equity shares were executed in the succeeding quarter and listing and trading approval for the said equity shares were also received in the succeeding quarter .					
	(11&15)	--Not Applicable--					
17.	Certifying the details of changes in Share Capital during the quarter under consideration as per table below:						
	Particulars	No. of Shares	Applied/ Not applied for listing	Listed on Stock Exchange (specify name)	Whether intimated to CDSL	Whether intimated to NSDL	In Principle approval pending for Stock Exchange (specify name)
	Conversion of warrants in to equity shares	21,03,695*	Not Applied	-	N.A	No*	Yes* (NSE).
	<p>** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (specify): Conversion</p> <p>* The in-principal approval for listing of 21,03,695 equity shares allotted on October 14,2023, was received on January 3,2024. and the Corporate Action w.r.t to said equity shares was executed on January 11,2024 and listing and trading approval for the said equity shares were effective from January 15,2024</p>						
18.	Register of Members is updated (Yes/No)	Yes					
	If not, updated up to which date						
19.	Reference of previous quarter with regard to excess dematerialized Shares, if any	N.A.					
20.	Has the Company resolved the matter mentioned in Point No. 19 above, in the current quarter? If not reason why?	N.A.					

21.	Mention that total number of requests, if any, confirmed after 21 days and the total number of requests pending beyond 21 days with the reason for delay:			
	Total No. of Demat requests	No. of requests	No. of Shares	Reason for delay
	Confirmed after 21 days	NIL	NIL	NIL
	Pending for more than 21 days	NIL	NIL	NIL
22.	Name, Telephone & Fax No. of Compliance Officer of the Company		Ms.Zill Shah Membership No- ACS 51707 022-6142 6086	
23.	Name, Address, Telephone & Fax No., Regn No. of the Auditor		Mr.Umashankar K Hegde Practicing Company Secretary B-401, Janki Niwas Shree Rambalakdas Nagri CHS, Tapovan, Malad(E), Mumbai 400 097. Tel No - +91-8454826250. C.P. No- 11161 Membership No- ACS22133	
24.	Appointment of common agency for Share Registry work (if yes, name and address)		KFIN Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramghuda, Serilingampally, Hyderabad Rangaredi- 500 032. Phone No. - 040 -67162222 Fax - 040 - 23001153 Email - support@karvy.com	
25.	Any other detail that the auditor may like to provide (e.g. BIFR Company, delisting from Stock Exchange, Company changed its name, etc.)			

FOR U.HEGDE & ASSOCIATES, COMPANY SECRETARIES

UMASHANKAR KRISHNA HEGDE
Digitally signed by
UMASHANKAR KRISHNA
HEGDE
Date: 2024.01.18 15:49:21
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UMASHANKAR K HEGDE
(Proprietor)
CP No- 11161 # M.No- A22133

Date:18/01/24
Place: Mumbai

ICSI UDIN- A022133E003246134