

# 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	31-03-2024	
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	<a href="mailto:compliance@vertoz.com">compliance@vertoz.com</a>	
9.	Name of the Stock Exchange where the Company's Securities are listed	National Stock Exchange of India Limited (NSE)	
		<b>Number of Shares</b>	<b>% of Total issued Capital</b>
10.	Issued Capital	<b>42,030,000</b>	<b>100.00</b>
11.	Listed Capital (Exchange wise) (as per Company records) -NSE	<b>17,970,000</b>	<b>42.76</b>

B-401,JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD(E), MUMBAI 400097

Mobile No: 08454826250, website: [www.csuhegde.in](http://www.csuhegde.in)

email: umashankar.hegde@gmail.com/uhegdeassociates@gmail.com

12.	Held in dematerialized form in CDSL		5,279,016	12.56			
13.	Held in dematerialized form in NSDL		12,690,982	30.20			
14.	Physical		2	0.00			
15.	Total No. of Shares (12+13+14)		<b>17,970,000</b>	<b>42.76</b>			
16.	Reasons for differences, if any, between (10&11) & (10&15)	<p>The difference of 24,060,000 equity shares is on account of allotment of the said equity shares pursuant to scheme of merger by absorption between PayNx Technologies Private Limited (1<sup>st</sup> Transferor Company) and Qualispace Web Services Private Limited (2<sup>nd</sup> Transferor Company) with Vertoz Advertising Limited (Transferee Company) sanctioned by the National Company Law Tribunal, Mumbai, vide its order dated 07<sup>th</sup> February, 2024.</p> <p>Further, the Company is yet to receive the In-principle Approval from the NSE and therefore the Corporate Action is yet to be executed and further listing and trading application and approval is pending as on 31<sup>st</sup> March, 2024.</p>					
	(11&15)	--Not Applicable--					
17.	Certifying the details of changes in Share Capital during the quarter under consideration as per table below:						
	<b>Particulars</b>	<b>No. of Shares</b>	<b>Applied/ Not applied for listing</b>	<b>Listed on Stock Exchange (specify name)</b>	<b>Whether intimated to CDSL</b>	<b>Whether intimated to NSDL</b>	<b>In Principle approval pending for Stock Exchange (specify name)</b>
	Conversion of Warrants into Equity Shares	20,96,305	N.A.	Yes (NSE)	Yes	Yes	N.A.
	Amalgamation/ Scheme of arrangement	*24,060,000	Not Applied	No	No	No	Yes* (NSE)
	<p>** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (specify): Conversion</p> <p>* The said equity shares were allotted pursuant to scheme of merger by absorption between PayNx Technologies Private Limited (1<sup>st</sup> Transferor Company) and Qualispace Web Services Private Limited (2<sup>nd</sup> Transferor Company) with Vertoz Advertising Limited (Transferor Company sanctioned by the National Company Law Tribunal, Mumbai vide it's order dated 07<sup>th</sup> February, 2024. Further, the Company is yet to receive the In-principle Approval from the NSE and therefore the execution of Corporate Action with Depositories is pending and therefore Company is yet to apply for listing and trading approval.</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 Rambalaldas 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 – <a href="mailto:support@karvy.com">support@karvy.com</a>		
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 K HEGDE**  
**(Proprietor)**  
**CP No- 11161 # M.No- A22133**

**Date:**18/04/2024  
**Place:** Mumbai

**ICSI UDIN-** A022133F000161338