

29<sup>th</sup> May 2024

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 31<sup>st</sup> March 2024**

Pursuant to the Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31<sup>st</sup> March 2024 obtained from 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**  
**Company Secretary & Compliance Officer**  
**M. No: A51707**  
**Encl: A/a**



# *U. HEGDE & ASSOCIATES*

## COMPANY SECRETARIES

### **Secretarial Compliance Report of Vertoz Advertising Limited for the financial year ended March 31, 2024**

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant Circular(s) issued by SEBI / Exchanges from time to time]]

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Vertoz Advertising Limited** having **Corporate Identification Number (CIN)-L74120MH2012PLC226823** and whose equity shares are listed at National Stock Exchange of India Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 602, Avior, Nirmal Galaxy L.B.S. Marg, Opp. Johnson & Johnson, Mulund (W), Mumbai, 400080. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in our opinion, the Listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter

I have examined:

- (a) all the documents and records made available to us 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,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2024 ("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-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](mailto:umashankar.hegde@gmail.com)/[u.hegdeassociates@gmail.com](mailto:u.hegdeassociates@gmail.com)

- (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 to the listed entity during the Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;  
**(Not Applicable to the listed entity during the Review Period)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
and circulars/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

I (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)	Regulation /Circular No	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of PCS	Management Response	Remarks
<b>Not Applicable</b>										

(b)The listed entity has taken the following actions to comply with the observations made in previous reports

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation /Circular No	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of PCS	Management Response	Remarks
<b>Not Applicable</b>										

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS
1	<p><b><u>Secretarial Standards:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
2	<p><b><u>Adoption and timely updation of the Policies:</u></b>  <ul style="list-style-type: none"> <li>•All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity.</li> <li>•All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul> </p>	Yes	
3	<p><b><u>Maintenance and disclosures on Website:</u></b>  <ul style="list-style-type: none"> <li>•The Listed entity is maintaining a functional website.</li> <li>•Timely dissemination of the documents/ information under a separate section on the website</li> <li>•Web-links provided in the annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul> </p>	Yes	
4	<p><b><u>Disqualification of Director:</u></b> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	
5	<p><b><u>To examine details related to Subsidiaries of listed entities:</u></b>            a. Identification of material subsidiary companies.            b. Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes  Yes	
6	<p><b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7	<p><b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.</p>	Yes	





**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**FOR U. HEGDE & ASSOCIATES, Company Secretaries**

UMASHANKAR KRISHNA HEGDE  Digitally signed by  
UMASHANKAR KRISHNA HEGDE  
Date: 2024.05.29 11:59:53 +05'30'

**Place: Mumbai**

**Date: 29/05/2024**

**UMASHANKAR HEGDE  
(PARTNER)**

**M. No: A22133 # CP No- 11161**

**ICSI UDIN: A022133F000477742**

**ICSI Unique Code: S2012MH18 8100**

**Peer Review Certificate No - 1263/2021**