

General information about company	
Scrip code	000000
NSE Symbol	VERTOZ
MSEI Symbol	NOTLISTED
ISIN	INE188Y01023
Name of the entity	VERTOZ ADVERTISING LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	30-06-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Hirenkumar Rasiklal Shah	APNPS6881B	00092739	Executive Director	Not Applicable		16-06-1980
2	Mr	Ashish Rasiklal Shah	ATLPS9242E	00092787	Non-Executive - Non Independent Director	Not Applicable		16-06-1981
3	Mr	Rasiklal Hathichand Shah	APPPS1419F	00091585	Non-Executive - Non Independent Director	Not Applicable		05-11-1944
4	Mr	Harshad Uttamchand Shah	AACPS9040G	07849186	Non-Executive - Non Independent Director	Chairperson		19-01-1955
5	Mr	Rohit Keshavlal Vaghadia	AAJPV8398R	07946771	Non-Executive - Independent Director	Not Applicable		21-07-1980
6	Mr	Rajkumar Chandulal Gupta	AJLPG0368D	10616896	Non-Executive - Independent Director	Not Applicable		11-01-1980
7	Mrs	Dimple Hirenkumar Shah	AZYPS5749M	07788365	Executive Director	Not Applicable		08-02-1982

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active

I. Composition of Board of Directors													
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		02-05-2014	14-06-2022			1	0	2	0			
2	No		13-02-2012	14-06-2022			1	0	0	0			
3	Yes	30-09-2021	25-09-2017	30-09-2021	22-05-2024		1	0	0	0	Others		
4	No		14-06-2017	04-01-2020			1	0	1	0			
5	No		25-09-2017	25-09-2022		81.06	1	1	2	2			
6	No		06-05-2024	06-05-2024		1.25	1	1	2	0			
7	NA		22-05-2024	22-05-2024			1	0	0	0			

Text Block	
Textual Information(1)	Nilam Doshi resigned on 01.03.2024 from the post of ID due to preoccupations and other personal reasons. No other material reason for her resignation other than the reason mentioned above. Rajkumar Gupta Appointed as an Additional Non-executive Independent Director by the BOD Circular Resolution dated 06.05.2024. Dimple Shah was appointed as an Additional Executive Director by the Board of Directors of the Company on 22.05.2024. Rasiklal Shah resigned from the Company on 22.05.2024.

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block

Textual Information(1)

Nilam Doshi ID resigned on 01.03.2024 as ID due to pre-occupations and other personal reasons. There is no other material reason for her resignation other than the reason mentioned above. Rajkumar Gupta was appointed as Additional Non-executive Independent Director on the Board of Directors of the Company via Circular Resolution dated 06.05.2024. The Committees were reconstituted on 07.03.2024 and pursuant to that Rohit Keshvlal Vaghadiya was appointed as the Chairman of the Committees.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07946771	Rohit Keshavlal Vaghadia	Non-Executive - Independent Director	Chairperson	25-06-2020		Textual Information(1)
2	10616896	Rajkumar Chandulal Gupta	Non-Executive - Independent Director	Member	22-05-2024		
3	00092739	Hirenkumar Rasiklal Shah	Executive Director	Member	21-07-2017		

Sr Text Block	
Textual Information(1)	Rohit Keshavlal Vaghadia has been appointed as a Chairman of the Committee on 7th March 2024, as Nilam Doshi resigned from the Company.

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07946771	Rohit Keshavlal Vaghadia	Non-Executive - Independent Director	Chairperson	25-06-2020		Textual Information(1)
2	10616896	Rajkumar Chandulal Gupta	Non-Executive - Independent Director	Member	22-05-2024		
3	07849186	Harshad Uttamchand Shah	Non-Executive - Non Independent Director	Member	21-07-2017		

Sr Text Block	
Textual Information(1)	Rohit Keshavlal Vaghadia has been appointed as a Chairman of the Committee on 7th March 2024, as Nilam Doshi resigned from the Company

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07946771	Rohit Keshavlal Vaghadia	Non-Executive - Independent Director	Chairperson	25-06-2020		Textual Information(1)
2	10616896	Rajkumar Chandulal Gupta	Non-Executive - Independent Director	Member	22-05-2024		
3	07849186	Harshad Uttamchand Shah	Non-Executive - Non Independent Director	Member	21-07-2017		
4	00092739	Hirenkumar Rasiklal Shah	Executive Director	Member	21-07-2017		

Sr Text Block	
Textual Information(1)	Rohit Keshavlal Vaghadia has been appointed as a Chairman of the Committee on 7th March 2024, as Nilam Doshi resigned from the Company

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	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)	
1	08-02-2024				Yes	6		
2	07-03-2024		27		Yes	5	5	1
3		03-04-2024	26		Yes	5	4	1
4		23-04-2024	19		Yes	5	4	1
5		22-05-2024	28		Yes	6	5	2
6		31-05-2024	8		Yes	6	5	2
7		26-06-2024	25		Yes	6	5	2

Text Block	
Textual Information(1)	Mrs. Nilam Doshi (DIN: 07848294) Non-Executive Independent Director resigned from the post w.e.f. 01.03.2024. Mr. Rajkumar Gupta (DIN:10616896) was appointed as an Additional Non-Executive Independent Director by the Board of Directors of the Company on 06.05.2024 by way passing a Circular Resolution.

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	08-02-2024				Yes	3	3	2	3
2	Audit Committee	22-05-2024	103			Yes	3	3	2	3
3	Audit Committee	31-05-2024	8			Yes	3	3	2	2
4	Nomination and remuneration committee	08-02-2024				Yes	3	3	2	3
5	Nomination and remuneration committee	22-05-2024	103			Yes	3	3	2	1
6	Stakeholders Relationship Committee	08-02-2024				Yes	4	4	2	2

Annexure 1**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	ZILL SHAH
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	Mrs. Nilam Doshi (DIN: 07848294) Independent Director of the Company has resigned w.e.f. 01st March 2024 from the post of Independent Director of the Company due to pre-occupations and other personal reasons. There is no other material reason for her resignation other than the reason mentioned above. Mr. Rajkumar Gupta (DIN: 10616896) was appointed as Additional Non-executive Independent Director on the Board of Directors of the Company via Circular Resolution dated 06th May 2024.

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	ZILL SHAH
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	18-07-2024

