

U. HEGDE & ASSOCIATES

COMPANY SECRETARIES

Secretarial Compliance Report of Vertoz Limited (formerly known as Vertoz Advertising Limited) for the financial year ended March 31, 2025

[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 Limited (formerly known as 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, 2025, 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, 2025 ("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");

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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) 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;

Further in terms of SEBI Circular no SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations

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:

[illegible]

(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
Not Applicable										

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	<u>Secretarial Standards:</u> 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.	Yes	-
2	<u>Adoption and timely updation of the Policies:</u> •All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity. •All the policies are in conformity with SEBI Regulations and have been reviewed & updated as per the regulations/ circulars/ guidelines issued by SEBI.	Yes	-
3	<u>Maintenance and disclosures on Website:</u> •The Listed entity is maintaining a functional website. •Timely dissemination of the documents/ information under a separate section on the website •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.	Yes	-
4	<u>Disqualification of Director:</u> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	-
5	<u>To examine details related to Subsidiaries of listed entities:</u> a. Identification of material subsidiary companies. b. Requirements with respect to disclosure of material as well as other subsidiaries.	Yes Yes	- -
6	<u>Preservation of Documents:</u> 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.	Yes	-
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.	Yes	-

8	<u>Related Party Transactions:</u> a. The listed entity has obtained prior approval of Audit Committee for all Related party transactions. b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes NA	- The listed entity has obtained prior approval of Audit Committee for all Related party transactions.
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	Yes	-
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	-
12	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A.	No such Event occurred during the period.
13	<u>Additional non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	N.A.	As per the verification and confirmation provided to us by the Company, there is no non-compliance observed for any SEBI regulation /circular/guidance note, etc.

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

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

Place: Mumbai

Date: 27/05/2025

UMASHANKAR HEGDE

(PARTNER)

M. No: A22133 # CP No- 11161

ICSI UDIN: A022133G000433522

ICSI Unique Code: S2012MH18 8100

Peer Review Certificate No - 1263/2021

Annexure-I

Particulars	Remarks
Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	As per Regulation 37(1) of the SEBI (LODR) Regulations, 2015, any listed entity involved in a scheme of arrangement must submit the draft scheme to the stock exchange, along with a non-refundable fee, for a No-objection letter before filing it with a Court or Tribunal under the Companies Act. Accordingly, NSE issued an Observation Letter dated January 11, 2023, regarding the draft Scheme of Amalgamation involving Paynx Technologies Private Limited, Qualispace Web Services Private Limited, and Vertoz Limited (formerly known as Vertoz Advertising Limited). As per clause (e) of the NSE's Observation Letter, Vertoz Advertising Limited (Transferee Company) must convert its equity share warrants prior to filing the scheme with NCLT to comply with paragraph 3(b) of Part 1 of the SEBI Master Circular dated November 23, 2021.
Regulation/Circular No	Regulation 37(1) of the SEBI (LODR) Regulations, 2015 read with Observation letter issued by NSE dated January 11, 2023.
Deviations	Company converted its equity share warrants after filing the scheme of amalgamation with the NCLT, leading to a delay in complying with the requirements outlined in the Observation Letter issued by the Exchange.
Action Taken by	National Stock Exchange
Details of Violation	Conversion of equity share warrants after filing of scheme of amalgamation with NCLT leading to a delay in complying with the requirements outlined in the Observation Letter issued by the Exchange.
Fine Amount	No fine levied only Advisory Letter issued.
Observations/Remarks of PCS	Advisory letter issued to the Company to exercise greater caution and due diligence while submitting future applications to the Exchange and Any recurrence of such non-compliance will be viewed seriously and may invite appropriate regulatory action.
Management Response	The Company has stated that delay in conversion was inadvertent and occurred due to an internal oversight in the sequencing of procedural steps under the scheme. Further, there was no mala fide intent or willful default in this regard. Also, the Company ensured that the Minimum Public shareholding (MPS) provisions as required in the SEBI circular were complied with and there was no breach in ensuring 25% of the shareholding to be held by public shareholders. The Company also ensured that the provisions of the law in connection with merger were complied in spirit.

Remarks	The Company has since reviewed and strengthened their internal compliance processes to ensure timely and accurate adherence to regulatory requirement and exercise diligence thereby ensuring strict compliance with all directions and observations issued by the Exchange.