

**VERTOZ LIMITED**

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**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The familiarisation programme for Independent Directors which also extends to other Non-Execute Directors aims to familiarise them with the Company, their roles, rights, responsibilities in the Company, nature of the industry, business model of the Company, etc.

The Board of Directors has complete access to the information within the Company. Presentations are regularly made to the Board of Directors / Audit Committee / HR / Nomination and Remuneration Committee / Stakeholders' Relationship Committee on various related matters, where Directors get an opportunity to interact with Senior Management. Presentations, inter alia, cover the Company's strategy, business model, operations, markets, organisation structure, product offerings, finance, risk management framework, quarterly and annual results, human resources, technology, quality and such other areas as may arise from time to time. The Company circulates through mail on periodic basis, update for Directors. Independent Directors interact with Company's Management, Internal Auditors and Statutory Auditors on regular basis. The Company provides an orientation to the Independent Directors at the time of joining so as to enable them to understand, inter alia, the business of the Company.

The appointment letter issued by the Company to the Independent Directors also incorporates their roles, duties and responsibilities.

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Details of Familiarisation sessions held during the Financial Year 2025-2026:

Sr. No.	Particulars	Dates (Hours spent)	Topics Covered	Member(s) participated
1	Functional Presentation / Business update during Board Meeting	26 <sup>th</sup> May 2025 (30 minutes)	- Discussion on Company's operations and business activities, general business updates and performance review.	All the Board Members were present for the meeting except Ashish Shah.
		07 <sup>th</sup> August 2025 (40 minutes)	- Updates on industry trends and market conditions; discussion on growth opportunities and challenges.	All the Board Members were present for the meeting except Ashish Shah.
		13 <sup>th</sup> November 2025 (30 minutes)	- Presentation on technology adoption, digital initiatives, IT systems, and cybersecurity & data protection framework.	All the Board Members were present for the meeting except Ashish Shah.
		06 <sup>th</sup> February 2026 (50 minutes)	- Discussion on SEBI (LODR) requirements; Corporate governance and compliance overview	All the Board Members were present for the meeting except Ashish Shah and Hirenkumar Shah

No. of Hours spent by the Independent Directors:

Sr. No.	Name of the Independent Director	No. of sessions attended		No. of hours and minutes spent in the sessions attended	
		FY 2025-2026	Cumulative till date	FY 2025-2026	Cumulative till date
1	Rohit Keshavlal Vaghadia	4	36	2.5 hours	23 hours
2	Rajkumar Chandulal Gupta	4	8	2.5 hours	5 hours

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Details of Familiarisation sessions held during the Financial Year 2024-2025:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Dates (Hours spent)</b>	<b>Topics Covered</b>	<b>Member(s) participated</b>
1	Functional Presentation / Business update during Board Meeting	22 <sup>nd</sup> May 2024 (40 minutes)  08 <sup>th</sup> August 2024 (50 minutes)  11 <sup>th</sup> November 2024 (30 minutes)  12 <sup>th</sup> February 2025 (30 minutes)	- Presentation on Artificial Intelligence; Meeting w.r.t. effects post-split and bonus of shares.  - Discussion on Strategic policies and business plans; Legal & Regulatory Updates post Split and bonus of shares.  - Discussion w.r.t. key competitors and market positioning  - Global trends and ongoing developments; Discussion w.r.t. the need and impact of increasing the authorised share capital of the Company.	All the Board Members were present for the meetings except Ashish Shah.

No. of Hours spent by the Independent Directors:

<b>Sr. No.</b>	<b>Name of the Independent Director</b>	<b>No. of sessions attended</b>		<b>No. of hours and minutes spent in the sessions attended</b>	
		<b>FY 2024-2025</b>	<b>Cumulative till date</b>	<b>FY 2024-2025</b>	<b>Cumulative till date</b>
1	Rohit Keshavlal Vaghada	4	32	2.5 hours	20.5 hours
2	Rajkumar Chandulal Gupta	4	4	2.5 hours	2.5 hours

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Details of Familiarisation sessions held during the Financial Year 2023-2024:

Sr. No.	Particulars	Dates (Hours spent)	Topics Covered	Member(s) participated
1	Functional Presentation /Business update during Board Meeting	25 <sup>th</sup> April 2023 (45 minutes)  04 <sup>th</sup> September 2023 (30 minutes)  09 <sup>th</sup> November 2023 (60 Minutes)  08 <sup>th</sup> February 2024 (45 minutes)	- Meeting with Senior Management with respect to the Effects on the transactions Post Merger.  - Overview of SEBI (PIT) Regulations, 2015.  - Risk Management Framework  -Discussions on additional Statutory Compliances pursuant to Merger.  - Overall Financial Performance  -General Discussion	All the Board Members were present for the session held on 04 <sup>th</sup> September 2023.  For all remaining sessions Ashish Shah was not present.

No. of Hours spent by the Independent Directors:

Sr. No.	Name of the Independent Director	No. of sessions attended		No. of hours and minutes spent in the sessions attended	
		FY 2023-2024	Cumulative till date	FY 2023-2024	Cumulative till date
1	Nilam Samir Doshi	4	28	3 hours	18 hours
2	Rohit Keshavlal Vaghadia	4	28	3 hours	18 hours

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Details of Familiarisation sessions held during the Financial Year 2022-2023:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Dates (Hours spent)</b>	<b>Topics Covered</b>	<b>Member(s) participated</b>
1	Functional Presentation / Business update during Board Meeting	30 <sup>th</sup> May 2022 (30 minutes)  10 <sup>th</sup> August 2022 (30 minutes)  14 <sup>th</sup> November 2022 (60 Minutes)  9 <sup>th</sup> February 2023 (60 minutes)	- Discussion on New Tax Regime  - Presentation on Business Overview  -General Discussion  - Presentation on various Policies, Code of Conduct and Acts, Rules and Regulations	All Board Members except Ashish Shah.

No. of Hours spent by the Independent Directors:

<b>Sr. No.</b>	<b>Name of the Independent Director</b>	<b>No. of sessions attended</b>		<b>No. of hours and minutes spent in the sessions attended</b>	
		<b>FY 2022-2023</b>	<b>Cumulative till date</b>	<b>FY 2022-2023</b>	<b>Cumulative till date</b>
1	Nilam Samir Doshi	4	24	3 hours	15 hours
2	Rohit Keshavlal Vaghada	4	24	3 hours	15 hours

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Details of Familiarisation sessions held during the Financial Year 2021-2022:

Sr. No.	Particulars	Dates (Hours spent)	Topics Covered	Member(s) participated
1	Functional Presentation / Business update during Board Meeting	24 <sup>th</sup> May 2021 (30 minutes)	- Orientation on appointment as Independent Director	All Board Members except Ashish Shah.
		13 <sup>th</sup> August 2021 (30 minutes)	- Meeting with Senior Management	
		31 <sup>st</sup> August 2021 (30 minutes)	- Presentation on business Objectives	
		30 <sup>th</sup> September 2021 (30 minutes)	- Presentation on Business Overview	
		11 <sup>th</sup> November 2021 (30 minutes)	- Presentation on Roles, Responsibilities, Duties as Directors	
		7 <sup>th</sup> January 2022 (60 minutes)	- Presentation on various Policies, Code of Conduct and Acts, Rules and Regulations	
		14 <sup>th</sup> February 2022 (30 minutes)	- General matters	

No. of Hours spent by the Independent Directors:

Sr. No.	Name of the Independent Director	No. of sessions attended		No. of hours and minutes spent in the sessions attended	
		FY 2021-2022	Cumulative till date	FY 2021-2022	Cumulative till date
1	Nilam Samir Doshi	7	20	4 hours	12 hours
2	Rohit Keshavlal Vaghadia	7	20	4 hours	12 hours

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Details of Familiarisation sessions held during the Financial Year 2020-2021:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Dates (Hours spent)</b>	<b>Topics Covered</b>	<b>Member(s) participated</b>
1	Functional Presentation / Business update during Board Meeting	25 <sup>th</sup> June 2020 (30 minutes)  15 <sup>th</sup> September 2020 (30 minutes)  12 <sup>th</sup> November 2020 (30 minutes)  12 <sup>th</sup> February 2021 (30 minutes)	- Relaxations due to COVID-19.  - Relaxations due to COVID-19.  - Impact of COVID-19 on the Digital Industry.  - Impact of COVID-19 globally.	All Board Members except Ashish Shah.

No. of Hours spent by the Independent Directors:

<b>Sr. No.</b>	<b>Name of the Independent Director</b>	<b>No. of sessions attended</b>		<b>No. of hours and minutes spent in the sessions attended</b>	
		<b>FY 2020-2021</b>	<b>Cumulative till date</b>	<b>FY 2020-2021</b>	<b>Cumulative till date</b>
1	Nilam Samir Doshi	4	13	2 hours	8 hours
2	Rohit Keshavlal Vaghadia	4	13	2 hours	8 hours

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Details of Familiarisation sessions held during the Financial Year 2019-2020:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Dates (Hours spent)</b>	<b>Topics Covered</b>	<b>Member(s) participated</b>
1	Functional Presentation / Business update during Board Meeting	30 <sup>th</sup> May 2019 (30 minutes)  30 <sup>th</sup> August 2019 (30 minutes)  14 <sup>th</sup> November 2019 (30 minutes)  4 <sup>th</sup> January 2020 (30 minutes)	- Presentation on GST  - Legal & Regulatory Updates  - Market Outlook  - Global trends	All Board Members except Ashish Shah, who attended only on Board Meeting dated 30 <sup>th</sup> August 2019

No. of Hours spent by the Independent Directors:

<b>Sr. No.</b>	<b>Name of the Independent Director</b>	<b>No. of sessions attended</b>		<b>No. of hours and minutes spent in the sessions attended</b>	
		<b>FY 2019-2020</b>	<b>Cumulative till date</b>	<b>FY 2019-2020</b>	<b>Cumulative till date</b>
1	Nilam Samir Doshi	4	9	2 hours	6 hours
2	Harshal Ishwar Patel	4	9	2 hours	6 hours
3	Rohit Keshavlal Vaghadia	4	9	2 hours	6 hours

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Details of Familiarisation sessions held during the Financial Year 2018-2019:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Dates (Hours spent)</b>	<b>Topics Covered</b>	<b>Member(s) participated</b>
1	Functional Presentation / Business update during Board Meeting	30 <sup>th</sup> May 2018 (30 minutes)  20 <sup>th</sup> July 2018 (30 minutes)  12 <sup>th</sup> November 2018 (30 minutes)  5 <sup>th</sup> February 2019 (30 minutes)	- Update on New Technologies  - Presentation on New Business Technologies  - Challenges & Solutions  - Update about Business	All Board Members except Ashish Shah, who attended only on Board Meeting dated 30 <sup>th</sup> May 2018.

No. of Hours spent by the Independent Directors:

<b>Sr. No.</b>	<b>Name of the Independent Director</b>	<b>No. of sessions attended</b>		<b>No. of hours and minutes spent in the sessions attended</b>	
		<b>FY 2018-2019</b>	<b>Cumulative till date</b>	<b>FY 2018-2019</b>	<b>Cumulative till date</b>
1	Nilam Samir Doshi	4	5	2 hours	4 hours
2	Harshal Ishwar Patel	4	5	2 hours	4 hours
3	Rohit Keshavlal Vaghadia	4	5	2 hours	4 hours

**VERTOZ ADVERTISING LIMITED****Details of Familiarisation sessions held during the Financial Year 2017-2018**

Sr. No.	Particulars	Dates (Hours spent)	Topics Covered	Member(s) participated
1	Orientation Program	25 <sup>th</sup> September 2017 2 Hours	- Update about business and introduction with Board Members	All Board Members

No. of Hours spent by the Independent Directors:

Sr. No.	Name of the Independent Director	No. of sessions attended		No. of hours and minutes spent in the sessions attended	
		FY 2017-2018	Cumulative till date	FY 2017-2018	Cumulative till date
1	Nilam Samir Doshi	1	1	2 hours	2 hours
2	Harshal Ishwar Patel	1	1	2 hours	2 hours
3	Rohit Keshavlal Vaghada	1	1	2 hours	2 hours