VERTOZ

ANNUAL REPORT

2021-2022

Inspiring Businesses Digital Journey

VERTOZ ADVERTISING LIMITED ANNUAL REPORT 2021 – 2022

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Disclaimer

In this annual report, we have disclosed certain forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make certain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

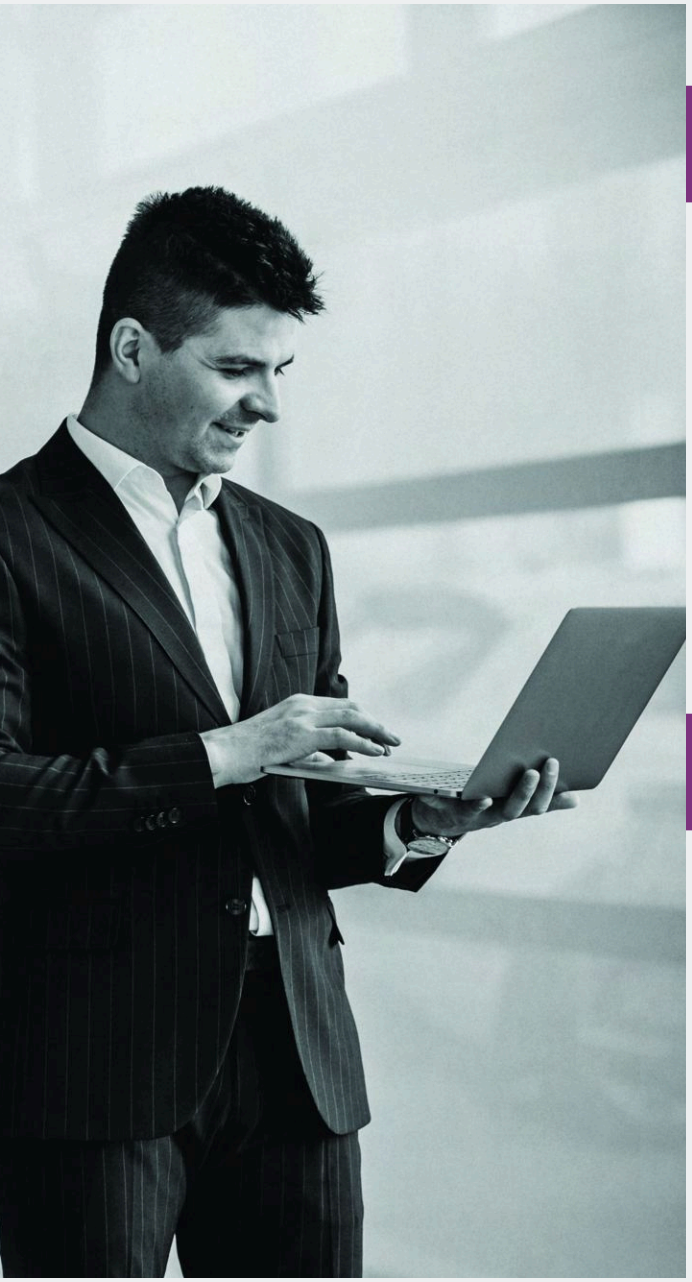
About Us

OUR VISION

To be Instrumental in Inspiring Businesses Digital Journey.

OUR MISSION

Discover, build, employ and Integrate various products, data points, strategies and services for businesses data-driven Marketing, Advertising & Monetization Journey.



Who We Are

Vertoz is MADTech Group, helping Digital Marketers, Advertising Agencies and Digital Media businesses with their Data Driven Marketing, Advertising & Monetization expedition by utilizing the latest technology. Vertoz's various business entities help businesses with everything, from their Data-Driven Marketing Strategy to executing advertising & monetization while keeping Technology at its core in order to optimize the whole process. Vertoz has developed in-house full-stack MADTech Products and acquired various components to complement.

What We Do

Vertoz represents the entire ecosystem of Marketing and Advertising through its various Strategic units while keeping Technology at its core. To facilitate this, Vertoz has built a highly advanced and easy-to-use digital advertising, monetization and data platform. Our highly scalable, Data Driven, AI & ML fueled, smart platforms help in connecting marketers to a quality audience of leading publishers and digital platforms worldwide and help them with their respective advertising and monetization goals.

Our Strategic Business Units

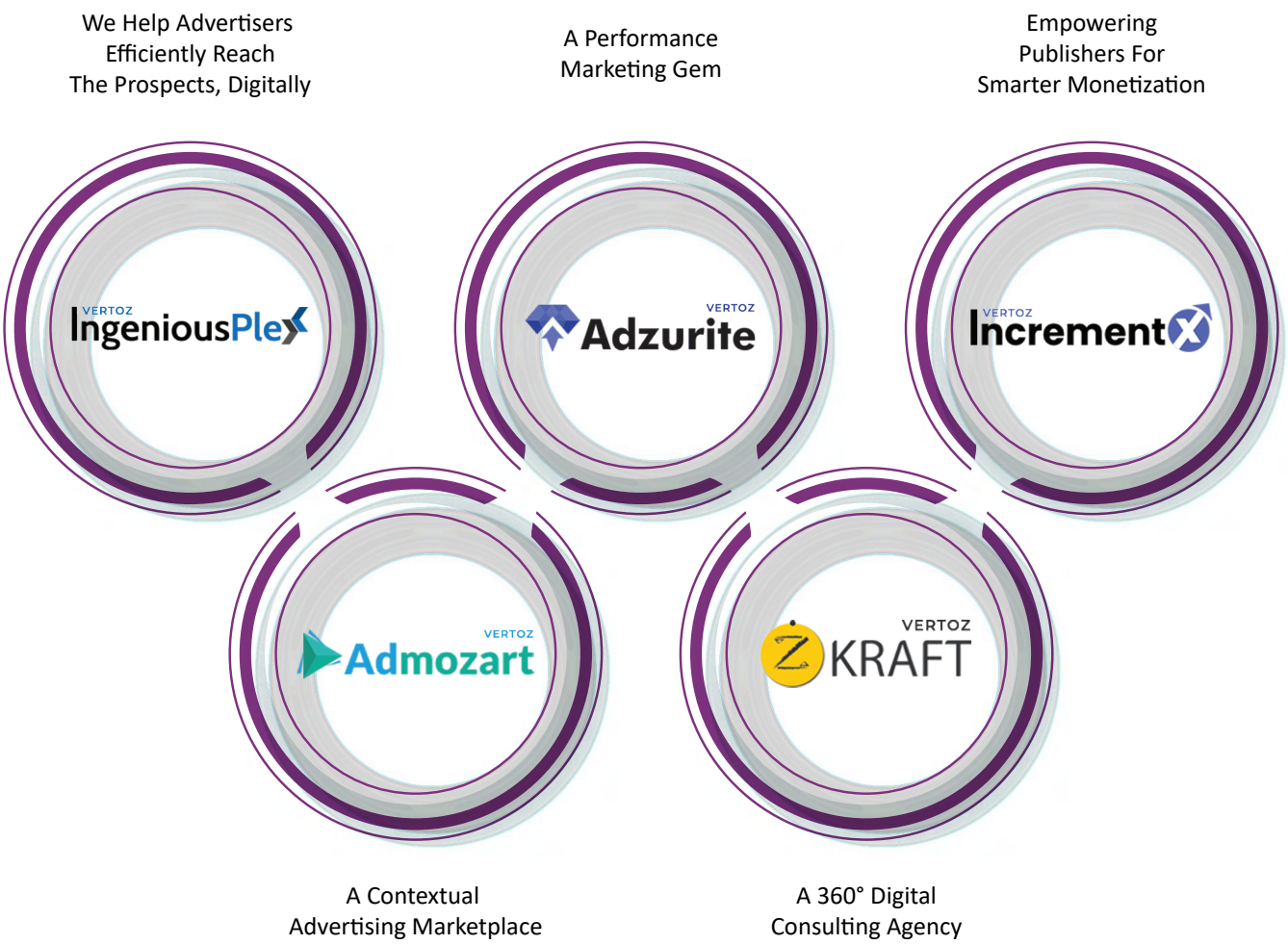
IngeniousPlex - Vertoz's IngeniousPlex is a Self Service Media Buying Platform. It empowers the buyers of advertising with data and the right tools and technology.

Adzurite - Vertoz's Adzurite aids Marketers Performance-based Advertising Goals with the help of its Networks of Global Affiliates.

IncrementX - Vertoz's IncrementX is Self Service Media Monetization Platform and it empowers digital publishers.

Admozart - Vertoz's AdMozart is a Large Scale Global Advertising Marketplace for Advertising Demand and Traffic Supply Partners.

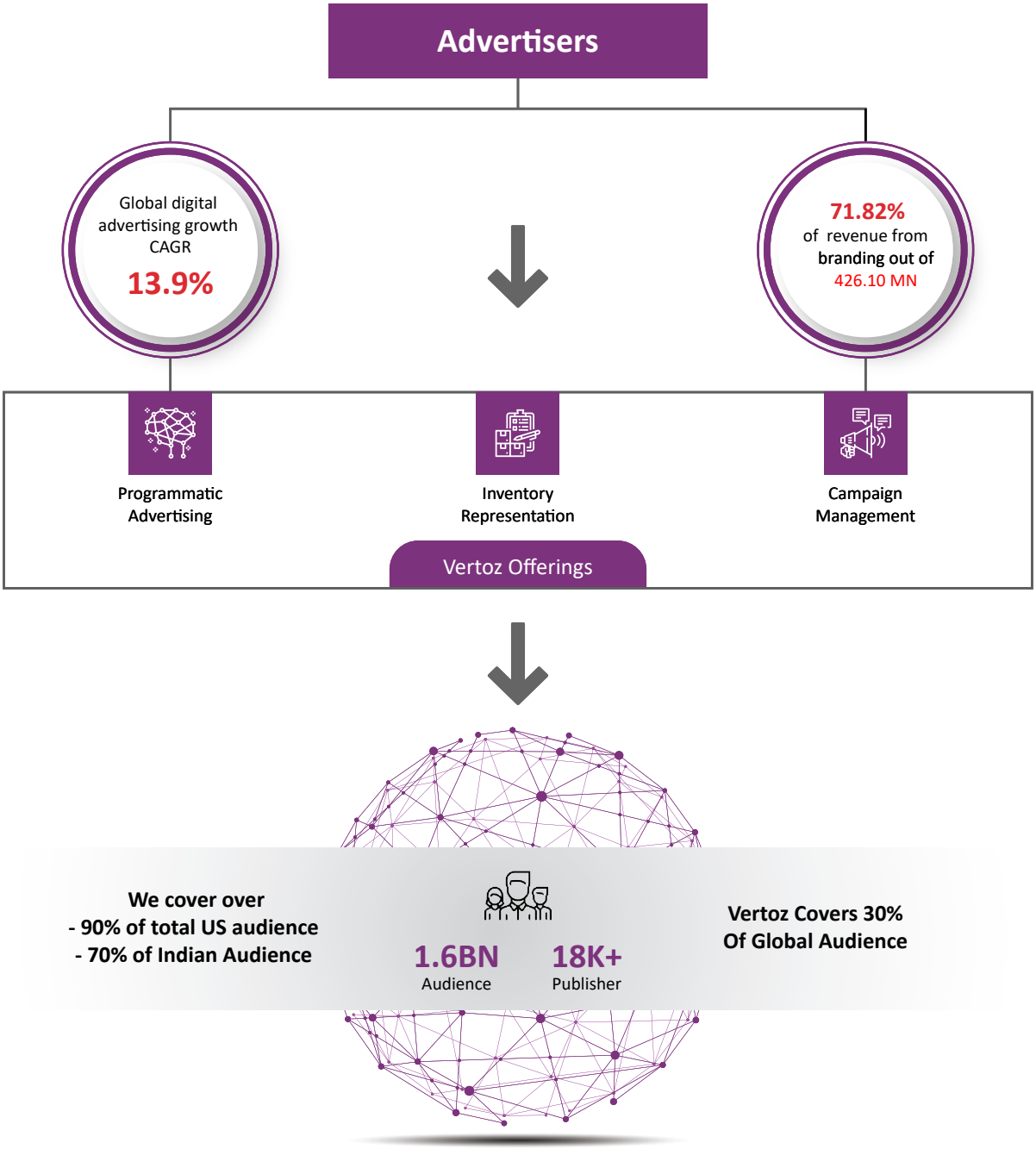
Zkraft - Vertoz's ZKraft is the Data-Driven Digital Agency helping businesses with their marketing and advertising goals.



Business Offerings

1. Branding Solutions - Vertoz Branding solutions helps direct advertisers and agency advertisers to reach new and interactive audiences suitable for their brands.

- **Programmatic advertising (Self-service and Marketplace)**
- **Inventory Representation**
- **Managed Service**

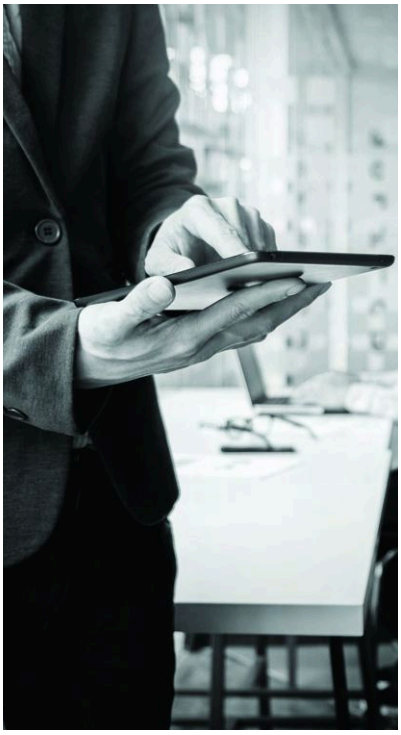


Our Transparent and Brand Safe Advertising Solutions

- Advanced DMP for Precise Audience Targeting
- AI & ML Fueled
- Brand Safe
- Fraud Prevention Mechanism

3. Enterprise Solutions - Vertoz Enterprise solution is an extended offering of Branding and Performance solutions. It helps enterprises with their data driven marketing and advertising expedition. The offering starts from digital strategy to execution to analytics.

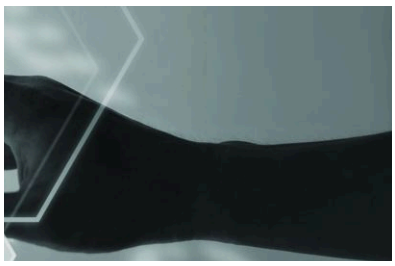
Our Methodology



Vertoz follows an agile methodology, and all its products and businesses are built, acquired and improved based on the following values:

- **Having regular Team Interactions**
- **Inventory Representation**
- **Iterative Tech**
- **Quickly responding to a change**

As a MADTech Business Vertoz keeps Technology at the forefront and sets up the process of data-driven marketing, advertising and monetization for the business's digital expedition.



Our Technology

The fundamentals of all our advertising, monetization and data products technology:

Scalable Architecture -

Our infrastructure is hosted in North America, Europe and Asia across 5 data centers. Our core bidding and auction architecture is easily adaptable to a variety of inventory formats, allowing our platform to communicate with many demand and inventory sources.

Softwares -

Majority of softwares which we use are open source allowing us to customize as per the needs of our architecture. We have customized up to the kernels of the operating systems. We use various Web Servers, Database servers like SQL, In-Memory, Columnar & big data, along with clustering softwares and load balancing softwares.

Performance Optimization -

During campaign execution & monetization, our optimization engine continually scores a variety of attributes of each impression, such as website, industry vertical or geography, for their likelihood to achieve projected campaign performance and monetization goals. Our bidding and auction engine then shifts bids and budgets in real-time to deliver optimal performance.

Real-time Analytics -

Our platform continuously collects data regarding inventory and the demand. Real-time campaign delivery and earnings are used to manage campaign budgets and monetization goals. All such data is ingested into our engine to improve the performance, and into machine-learning models. Currently, we analyze hundreds of data points in real time and execute over 1,000,000 (10 Lakh /1 Million) queries per second.

CORPORATE INFORMATION:

Name of the Company	:	**VERTOZ ADVERTISING LIMITED**
CIN	:	L74120MH2012PLC226823
Registered and Corporate Office	:	602, Avior, Nirmal Galaxy, L.B.S. Marg, Opp. Johnson & Johnson, Mulund (West), Mumbai– 400 080, Maharashtra State, India.
Email	:	compliance@vertoz.com
Website	:	www.vertoz.com
Contact No	:	022 – 6142 6030
ISIN	:	INE188Y01015

Board of Directors:

Name of Director	Nature of Directorship
Harshad Uttamchand Shah	Chairman & Non-Executive Director
Hirenkumar Rasiklal Shah	Whole-time Director
Ashish Rasiklal Shah	Whole-time Director*
Rasiklal Hathichand Shah	Non-Executive Director
Rohit Keshavlal Vaghadia	Non-Executive Independent Director
Nilam Samir Doshi	Non-Executive Independent Director

[*Designation of Mr. Ashish Rasiklal Shah changed from Whole-time Director to Non-Executive Director w.e.f. 14th June 2022.]

Company Secretary & Compliance Officer:
Zill Shah

Chief Financial Officer:
Akshay Sonar Parolkar

Statutory Auditors:
M/s. Mittal & Associates,
Chartered Accountant
FRN: - 106456W

Secretarial Auditors:
M/s. U. Hegde & Associates
Practicing Company Secretaries

Bankers of the Company:
ICICI Bank

Registrar and Share Transfer Agent:
KFin Technologies Private Limited
Karvy Selenium Tower B, Plot No 31 & 32
Gachibowli, Financial District,
Nanakramguda, Serilingampally
Hyderabad – 500 032
Phone: - 040 6716 1776
Email: - info@kfintech.com
Website: - www.kfintech.com

COMMITTEES OF THE BOARD:

1. Audit Committee:

Name of Director	Status in Committee	Nature of Directorship
Nilam Doshi	Chairperson	Non-Executive Independent Director
Hirenkumar Shah	Member	Whole-time Director
Rohit Vaghadia	Member	Non-Executive Independent Director

2. Stakeholders' Relationship Committee:

Name of Director	Status in Committee	Nature of Directorship
Nilam Doshi	Chairperson	Non-Executive Independent Director
Rohit Vaghadia	Member	Non-Executive Independent Director
Harshad Shah	Member	Non-Executive Non-Independent Director
Hirenkumar Shah	Member	Whole-time Director

3. Nomination & Remuneration Committee:

Name of Director	Status in Committee	Nature of Directorship
Nilam Doshi	Chairperson	Non-Executive Independent Director
Rohit Vaghadia	Member	Non-Executive Independent Director
Harshad Shah	Member	Non-Executive Non-Independent Director

Chairman's Letter

Dear Shareholders,

I am delighted to announce that Vertoz is now steering at full capacity ahead.

The past year has been quite capricious for the world. The waves of uncertainty caused due to the war, inflation, and resurgence of Covid-19 have plagued businesses and households alike. While adapting to the new normal has been the motto globally, Digital Advertising has evolved far beyond and reached new heights. Businesses across the globe are now in an intense battle to create unique and engaging campaigns that leave an imprint in the audiences' minds.

I am pleased to say that Vertoz has aided an array of businesses to not only establish a firm footing but also find stronger roots in the digital marketing and advertising arena. At Vertoz, we attempt to deliver great value addition to all our offerings and services, in order to exceed client expectations. We believe in providing exponential growth to our client's brands, both locally and globally.

Holistic innovations and creativity are the prominent factors that help us achieve projected revenue targets. Our constant upgrades in capabilities and automation techniques allow us to expand our sales numbers. I can proudly convey that Vertoz is completely ready and equipped to meet new transformative challenges and adapt to the ever-evolving digital ecosystem, all in tandem with our core values and visions.

In the end, I would like to take this opportunity to express my sincere gratitude to our stakeholders, our bankers, our investors, our vendors, and our loyal customers without whose towering support, our success story would be incomplete.

A very gracious thank you to the Vertoz family, their diligent contribution and relentless pursuit to conquer new peaks, have always been the foundation of our progress.

It is an honor to serve as the Chairman & Non-Executive Director of Vertoz and I am enthusiastic about Vertoz's prospects and confident that this team has the passion and commitment to keep Vertoz on a winning path well into the future.

With Warm Regards,
Harshad Uttamchand Shah
Chairman & Non-Executive Director

Director's Letter

Dear Shareholders,

We hope this letter finds you in sound health.

The world has finally started to overcome the disastrous effects of the pandemic on both professional and personal fronts. However, headlines of Inflation, recession, war, and climate change are still impacting lives and the global economy. Amidst such tumultuous times, It is with utmost pleasure we report that Vertoz has seen an augmented rise, and will continue on the same trajectory for FY 2022-2023.

Our core values of trust, innovation, adaptability, and speed lead us to devise malleable strategies, better our business model, adapt and adopt pioneering technologies, and set new reformed goals. We respond to adversities by working them in our favour and converting challenges into unexplored opportunities. We are able to achieve difficult targets by having a dynamic and proactive approach in analyzing current market scenarios and studying the latest digital trends. At Vertoz, We believe in maintaining consistency in our outlook and strive hard to touch billions of lives through our work and visions.

We would like to extend our heartfelt thanks to all our employees, who are our pillars of strength and reliability. We would also like to thank our Shareholders, for their unwavering faith in our organization. A massive thanks to our clients for their sustained loyalty and belief in us that inspires us to scale greater heights.

Sincerely,
Hirenkumar Shah
Whole-time Director

DIRECTOR'S REPORT

Dear Members of **Vertoz Advertising Limited**,

Your Directors' have pleasure in presenting this 11th Annual report on the affairs of the Company together with the Audited Statement of Accounts for the year ended on 31st March 2022.

1. COMPANY SPECIFIC INFORMATION

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] (as amended from time to time).The Financial Statements have been prepared on the accrual and going concern basis. The Financial Statements have been prepared on a historical cost basis, except for financial assets and liabilities that is measured at fair value as stated in subsequent policies.

1.2 FINANCIAL SUMMARY AND/OR HIGHLIGHTS:

(₹ in Lakhs)

Particulars	Standalone Figures		Consolidated Figures	
	FY 21-22 (Ind-AS)	FY 20-21 (Ind-AS)	FY 21-22 (Ind-AS)	FY 20-21 (Ind-AS)
Gross Income	**2094.28**	**1854.02**	**4260.99**	**5903.80**
Profit/(Loss) Before Interest and Depreciation	743.96	710.07	1180.39	1432.94
(-) Finance Charges	(69.47)	(106.97)	(103.07)	(129.90)
Gross Profit/(Loss)	**674.49**	**603.10**	**1077.32**	**1303.04**
(-) Provision for Depreciation	(171.67)	(234.80)	(302.24)	(369.15)
Net Profit Before Tax	**502.82**	**368.30**	**775.08**	**933.89**
(-) Provision for Tax	(136.32)	(101.74)	168.55	(125.77)
(-) Deferred Tax	3.82	10.35	3.82	10.35
Net Profit After Tax	**370.33**	**276.90**	**610.35**	**818.47**
Balance of Profit/(Loss) brought forward	**370.33**	**276.90**	**610.35**	**818.47**
(-) Consolidation Revaluation Gain/(Loss)	0.00	0.00	0.00	0.00
Balance available for appropriation	**370.33**	**276.90**	**610.35**	**818.47**
(-) Proposed Dividend on Equity Shares	0.00	0.00	0.00	0.00
(-) Tax on proposed Dividend	0.00	0.00	0.00	0.00
(-) Transfer to General Reserve	0.00	0.00	0.00	0.00
Profit for the Period	**370.33**	**276.90**	**610.35**	**818.47**
Other Comprehensive Income				
(i) Items that will not be reclassified to Profit or Loss	**(13.61)**	7.11	**(13.61)**	7.11
(ii) Income tax relating to above	0.00	(1.79)	0.00	(1.79)
Total Comprehensive Income	**356.72**	**282.22**	**596.74**	**823.78**

1.3 OPERATIONS AND AFFAIRS OF THE COMPANY:

The Company has reported total standalone income of **₹ 2094.28 Lakhs** for the current year as compared to **₹ 1854.02 Lakhs** in the previous year. The Net Profit after tax for the year under

review amounted to **₹ 276.90 Lakhs** in the current year as compared to Net Profit after tax of **₹ 370.33 Lakhs** in the previous year. The Comprehensive Income for the year under review amounted to **₹ 356.72 Lakhs** in the current year as compared to Comprehensive Income of **₹ 282.22 Lakhs** in the previous year.

The Company has reported total consolidated income of **₹ 4260.99 Lakhs** for the current year as compared to **₹ 5903.80 Lakhs** in the previous year. The Net Profit after tax for the year under review amounted to **₹ 610.35 Lakhs** in the current year as compared to Net Profit after tax of **₹ 818.47 Lakhs** in the previous year. The Comprehensive Income for the year under review amounted to **₹ 596.74 Lakhs** in the current year as compared to Comprehensive Income of **₹ 823.78 Lakhs** in the previous year.

1.4 TRANSFER TO RESERVES:

The Company has Standalone closing balance of **₹ 21,51,42,829/-** as Reserves and Surplus.

The Standalone Closing Balance of Reserve and Surplus is bifurcated as follows:

Sr. No.	Particulars	As at 31st March, 2022
1.	Surplus from Profit & Loss Account	
	Opening Balance	8,72,63,250
	Add: Profit/(Loss) for the period	3,56,71,698
	Add: Forex Revaluation Reserve	68,95,942
2.	Securities Premium (n/off preliminary expenses)	8,53,11,940
	Total Value in INR	**21,51,42,829**

1.5 FINAL DIVIDEND:

The Directors wish to invest the profits back into the Company for further growth and expansion, and therefore did not recommend any dividend for the Financial Year ended 31st March, 2022.

1.6 MAJOR EVENTS OCCURRED DURING THE YEAR:

A. INCORPORATION OF WHOLLY OWNED SUBSIDIARY VIZ. OWN WEB SOLUTION PRIVATE LIMITED:

On 27th October 2021, the Company incorporated its Wholly Owned Subsidiary viz., Own Web Solutions Private Limited to carry on the business of Web Hosting, Designing & Content writing, Domain Name Registration & Renewal, Software Development and/or to provide Software as a Service, Dedicated Server and/or Server Co-location, Business Process Outsourcing, Research and Development, Server Management & Maintenance,

Web Services & Consultancy, Payment Gateway Services, Email Hosting, Providing Internet Service, Data Center Services and all other web hosting related businesses in Domestic and International Market.

B. SCHEME OF ARRANGEMENT:

The Board of Directors of the Company at its Meeting held on 14th February 2022 Proposed the Acquisition through Merger of the Companies having business activities in the field of Digital Advertising, Digital Technology, Information Technology (IT) & IT Enabled Services (ITeS), Artificial Intelligence (AI) Platforms and any other allied activities, in India and out of India, through Direct and/or Indirect mode including Promoters and Promoters Group Entities, on a Share Swap Basis, subject to the approval of the Members in the ensuing Extra-Ordinary General Meeting and subject to the necessary applicable Regulatory Approvals.

C. CHANGE IN NATURE OF BUSINESS:

During the FY 2021-2022 under review, the Board of Directors, though exploring addition to existing business and commercial activities, could not be materialized. Therefore, there is no change in the nature of business and commercial activities of the Company.

D. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY HAVING OCCURRED SINCE THE END OF THE YEAR AND TILL THE DATE OF THE REPORT:

There were few material changes that happened since the end of the year and till the date of the report. The same are as follows:

1. **RE-APPOINTMENT OF MR. HIRENKUMAR RASIKLAL SHAH AS THE WHOLE-TIME DIRECTOR OF THE COMPANY:**

   Mr. Hirenkumar Rasiklal Shah, Whole-time Director of the Company was re-appointed as the Whole-time Director of the Company for a second term of five years (5 years) with effect from 14th June 2022 till 13th June 2027.

2. **RE-APPOINTMENT OF MRS. NILAM SAMIR DOSHI AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

   Mrs. Nilam Samir Doshi, Independent Director of the Company, was re-appointed as the Independent Director of the Company for a second term of five years (5 years) with effect from 14th June 2022 till 13th June 2027.

3. **RE-APPOINTMENT OF MR. ROHIT KESHAVLAL VAGHADIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

   Mr. Rohit Keshavlal Vaghadia, Independent Director of the Company, was re-appointed as the Independent Director of the Company for a second term of five years (5 years) with effect from 25th September 2022 till 24th September 2027.

4. **CHANGE IN DESIGNATION OF MR. ASHISH RASIKLAL SHAH FROM WHOLE-TIME DIRECTOR TO NON-EXECUTIVE DIRECTOR AND APPROVAL FOR MR. ASHISH RASIKLAL SHAH FOR HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY AS PER SECTION 188 OF THE COMPANIES ACT 2013:**

   Mr. Ashish Rasiklal Shah whose term of five years of being Whole-time Director is finishing on 13th June 2022 will cease to be the Whole-time Director of the Company and will continue to be the Non-Executive Director of the Company.

5. **INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY:**

   The Authorised Share Capital of the Company is increased from ₹ 35,00,00,000 (Rupees Thirty-five Crores only) comprising of 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of ₹ 10 (Rupees Ten) each to ₹ 50,00,00,000 (Rupees Fifty Crores only) comprising of 5,00,00,000 (Five Crores) Equity Shares of ₹ 10 each.

6. **ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

   The existing Clause V of the Memorandum of Association of the Company was deleted and substituted by the following:

   V. The Authorised Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores only) comprising of 5,00,00,000 (Five Crores) Equity Shares of ₹ 10 (Rupees Ten) each.

7. **SUBMISSION OF DRAFT SCHEME OF MERGER:**

   The Board of Directors of the Company at its Meeting held on 24th June 2022 had again proposed to file the Draft Scheme of Amalgamation for Merger of Paynx Technologies Private Limited (hereinafter referred to as "The First Transferor Company") and Qualispace Web Services Private Limited (hereinafter referred to as "The Second Transferor Company") with Vertoz Advertising Limited (hereinafter referred to as "The Transferee Company") and their respective Shareholders. The Company earlier submitted the draft Scheme with the National Stock Exchange of India Limited on 12th April 2022 which was originally proposed on 14th February 2022 but subsequently withdrawn due to some technical issues.

   The draft Scheme is still under review with the National Stock Exchange of India Limited.

8. **INCORPORATION OF THE WHOLLY OWNED SUBSIDIARY VIZ. VERTOZ FZ-LLC:**

On 5th August 2022, the Company incorporated the Wholly Owned Subsidiary Company at UAE to carry on the business of Digital Advertising, Domain selling, Cloud Hosting and providing IT & IT-Enabled Services in domestic and international market.

9. **INCORPORATION OF THE STEP-DOWN SUBSIDIARY VIZ. OR SOLUTIONS FZ-LLC:**

On 19th August 2022, the Step-down Subsidiary of the Company was incorporated to carry on the business of Domain Selling, Cloud Hosting and providing IT & IT-Enabled Services in Domestic and International Market.

10. **BOARD APPROVED ISSUE OF 51,00,000 EQUITY SHARE WARRANTS THROUGH PREFERENTIAL ISSUE:**

On 5th September 2022, the Board of Directors of the Company approved the issue of 51,00,000 Equity Share Warrants through Preferential Issue to certain identified Non-Promoter Persons/Entities, subject to the Statutory/Regulatory approvals as may be necessary, including the approval of the Shareholders of the Company, wherever required.

1.7 DETAILS OF REVISION OF FINANCIAL STATEMENT OR THE REPORT

There was no occasion whereby the Company has either revised or required to revise the Financial Statement or the Board's Report of the Company for any period prior to the FY 2021-2022. As such, no specific details are required to be given or provided.

2. GENERAL INFORMATION:

2.1 OVERVIEW OF THE INDUSTRY

The detailed discussion on the overview of the industry is covered under Management Discussion and Analysis section which forms part of this Report.

2.2 ECONOMIC OUTLOOK

The detailed discussion on the Global Economic outlook is covered under Management Discussion and Analysis section which forms part of this Report.

3. CAPITAL AND DEBT STRUCTURE:

The existing Capital Structure of the Company is as follows:

Particulars	31st March 2022	31st March 2021
	Amount (Rupees in lakhs)	
Authorised Share Capital 3,50,00,000 Equity Shares of ₹ 10/- (Rupees Ten) each	3,500.00*	3,500.00
Issued, Subscribed and Paid-up Share Capital 1,19,70,000 Equity Shares of ₹ 10/- (Rupees Ten) each	1,197.00	1,197.00

*(*On 11th June 2022, by passing Ordinary Resolution via Postal Ballot, the Authorized Share Capital of the Company increased from ₹ 35 Crores to ₹ 50 Crores)*

Further, the Company has neither issued any Convertible or Non-Convertible Securities, Debentures, Bonds, Warrants, Shares with differential voting rights as to dividend, voting or otherwise, nor issued or granted any ESOP, Stock Option, Sweat Equity during the FY 2021-2022.

4. UNPAID DIVIDEND & INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, your Company was not required to transfer any amount to the Investor Education & Protection Fund (IEPF) during the financial year 2021-2022.

5. DEPOSITS:

During the Financial Year, your Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

6. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

All transactions/contracts/arrangements entered into by the Company with related party (ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review were in ordinary course of business and on an arm's length basis. Further, none of these contracts / arrangements / transactions with related parties could be considered material in nature as per the thresholds given in Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and hence no disclosure is required to be given in this regard.

Accordingly, the disclosure of Related Party Transactions at arm's length price for the FY 2021-2022 as required under section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is given in **"Annexure – 4"**

7. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

A. *Conservation of Energy:*

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy have not been furnished considering the nature of activities undertaken by the company during the year under review.

B. *Research and Development and Technology Absorption:*

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of research and development and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

C. *Foreign Exchange Earnings and Outgo:*

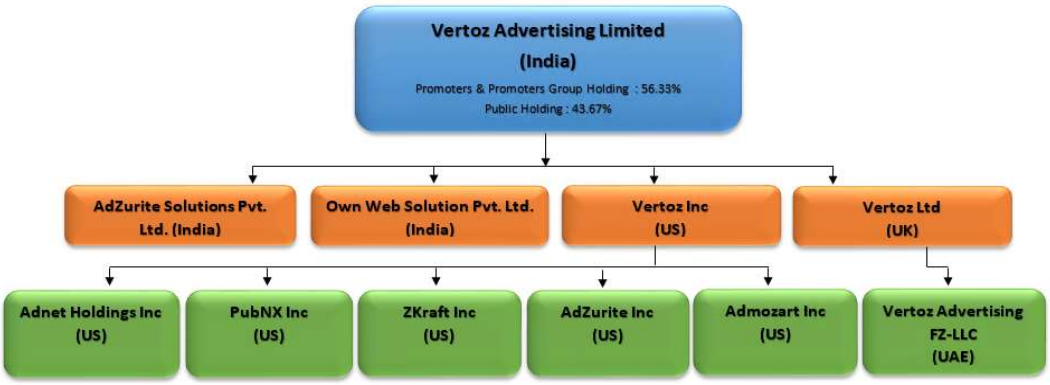
The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

Particulars	FY 2021-2022
Foreign Exchange Inflow	**₹ 6,36,52,931/-**
Foreign Exchange Outflow	0

8. PARTICULARS OF INVESTMENTS, LOANS, GUARANTEES AND SECURITIES:

During the FY 2021-2022 under review, the Company has neither granted loan/s (secured or unsecured), provided guarantees or securities in connection with any loan/s availed by others nor made any investments pursuant to the provisions of Section 185 and 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014(as amended). As such, no specific details are required to be given or provided.

9. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:



The brief details of legal structure of the Company and its Subsidiary and Step-down Subsidiary as follows:

VERTOZ INC (US):

This Subsidiary deals with Online Advertising Solutions and media inventory buying and selling across the world. This is fully operational profit-making unit situated at California, USA having its one operational branch at New York, USA and five (5) step-down subsidiaries holding 100% stake in it located at USA in the name of Adnet Holdings Inc, PubNX Inc, Zkraft Inc, AdZurite Inc and AdMozart Inc. The consolidated operation activities brief as follows:

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2020-2021	63,01,17,588	34,85,14,337	56,64,732	20,86,880
2021-2022	60,98,97,087	18,10,94,755	-5,34,462	-28,82,889

VERTOZ LTD (UK):

This Subsidiary deals with Online Advertising Solutions and media inventory buying and selling across the world. This is fully operational profit-making unit situated at London, UK having its one operational step-down subsidiary holding 100% stake in it located at UAE in the name of Vertoz Advertising FZ-LLC which is also operational in nature. The consolidated operation activities brief as follows:

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2020-2021	29,29,18,944	17,24,84,958	4,99,70,567	4,51,454
2021-2022	32,77,35,153	5,91,27,588	2,02,50,673	-6,21,526

ADZURITE SOLUTIONS PRIVATE LIMITED:

This Subsidiary is a Performance Marketing Company backed with technology which proffers Services and advertising needs. Its advanced solutions and premium Partners aid Advertisers earn better ROIs.

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2020-2021	51,21,199	42,01,343	11,89,767	8,576
2021-2022	1,08,45,733	5,52,73,180	30,29,962	30,463

OWN WEB SOLUTION PRIVATE LIMITED:

This Subsidiary is a Company engaged in Web Hosting, Designing & Content writing, Domain Name Registration & Renewal, Software Development and/or to provide Software as a Service, Dedicated Server and/or Server Co-location, Business Process Outsourcing, Research and Development, Server Management & Maintenance, Web Services & Consultancy, Payment Gateway Services, Email Hosting, Providing Internet Service, Data Center Services and all other web hosting related businesses in Domestic and International Market.

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2021-2022	31,01,881	37,39,050	13,51,666	4,22,642

10. During the year under review, the Board of Directors have reviewed the affairs of the Subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, your Company has prepared Consolidated Financial Statements of the Company and all its Subsidiaries in compliance with the applicable Accounting Standards, which forms part of this Annual Report. Pursuant to the provisions of sub section (3) of section 129 of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, the salient features of the Financial Statement of each of our Subsidiaries are set out in the prescribed format AOC-1 which forms part of the Financial Statements section of this Annual Report attached as **"Annexure – 3".**

11. EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the Financial Year ended 31st March, 2022 made under the provisions of Section 92 (3) of the Act is attached as **"Annexure - 1 "** which forms part of this Report.

The extract of Annual Return shall also be Placed on the website of the Company at: https://www.ir.vertoz.com

12. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to Financial Statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

The internal audit is carried out by in house Internal Audit Department, for the Financial Year 2021-2022. The periodical Audit Reports, including significant audit observations and corrective actions there-on, are presented to the Chairman of the Audit Committee for deliberation, discussion and implementation.

13. MATTERS RELATING TO BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY:

a) DETAILS OF BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	Name of Directors & Key Managerial Personnel	DIN/PAN	Category cum Designation	Members of Audit Committee	No. of Shares held as on 31st March, 2022
1	Hirenkumar Rasiklal Shah	00092739	Whole-time Director	Yes	30,71,824
2	Ashish Rasiklal Shah	00092787	Whole-time Director*	No	30,71,824
3	Rasiklal Hathichand Shah	00091585	Non-Executive Director	No	1,19,700
4	Harshad Uttamchand Shah	07849186	Chairman & Non-Executive Director	No	59,852
6	Rohit Keshavlal Vaghadia	07946771	Independent Director	Yes	5900
7	Nilam Samir Doshi	07848294	Independent Director	Yes	400
8	Akshay Sonar Parolkar	BBCPS6255B	Chief Financial Officer	No	NIL
9	Zill Shah	EZOPS6680B	Company Secretary & Compliance Officer	No	NIL

[*Designation of Mr. Ashish Rasiklal Shah changed from Whole-time Director to Non-Executive Director w.e.f. 14th June 2022.]

b) CHANGES IN COMPOSITION OF BOARD OF DIRECTORS:

There was no change in the composition of the Board of Directors.

c) RETIREMENT BY ROTATION:

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Harshad Uttamchand Shah (DIN: 07849186), is due to retire by rotation at the 11th Annual General Meeting.

d) ANNUAL EVAULATION OF BOARD OF DIRECTORS AND ITS COMMITTEES:

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its all Committees. The Board's functioning was evaluated on various aspects, including inter-alia the Structure of the Board, Meetings of the Board, Functions of the Board, Degree of fulfilment of key responsibilities, Establishment and delineation of responsibilities to various Committees, Effectiveness of Board processes, information and functioning. The Committees of the Board were assessed on the degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. The Directors were evaluated on aspects such as attendance, contribution at Board/Committee Meetings and guidance/support

to the Management outside Board/Committee Meetings. The performance assessment of Non-Independent Directors, Board as a whole and the Chairman were evaluated in a separate Meeting of Independent Directors. The same was also discussed in the NRC and the Board. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

e) DECLARATION BY INDEPENDENT DIRECTORS:

During the Financial Year under review, declarations were received from all Independent Directors of the Company that they satisfy the "criteria of Independence" as defined under Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of Section 149(6) of the Companies Act, 2013, the Schedules and Rules framed there under.

14. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Board of Directors confirms that the Company, has duly complied and is complying, with the applicable Secretarial Standard/s, namely Secretarial Standard – 1 ('SS-1') on Meetings of the Board of Directors and Secretarial Standard - 2 ('SS-2') on General Meetings, during the FY 2021-2022.

15. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):

During the FY 2021-2022 under review, no such event occurred by which Corporate Insolvency Resolution Process can be initiated under the Insolvency and Bankruptcy Code, 2016 (IBC). As such, no specific details are required to be given or provided.

16. FAILURE TO IMPLEMENT ANY CORPORATE ACTION:

During the FY 2021-2022 under review, there was no corporate action taken by the Company.

17. VIGIL MECHANISM / WHISTLE BLOWER:

The Board of Directors of the Company has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and Employees of the Company to provide a mechanism which ensures adequate safeguards to Employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Board of Directors. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

18. RISK MANAGEMENT:

All material Risks faced by the Company are identified and assessed. For each of the risks identified, corresponding controls are assessed, and policies and procedures are put in place for monitoring, mitigating and reporting risk on a periodic basis.

19. AUDITORS:

a) APPOINTMENT:

M/s. Mittal & Associates, Chartered Accountants (FRN: 106456W), were appointed as Statutory Auditors of the Company at the Seventh Annual General Meeting (AGM) held on 28th August, 2018 to hold office for a period of 5 (five) years from the conclusion of the Seventh AGM until the conclusion of the Twelfth AGM of the Company.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

b) AUDITORS REPORT:

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory and needs no further explanation. The Auditors have given clean unmodified opinion in their report for the financial year 2021-2022.

c) REPORTING OF FRAUDS BY STATUTORY AUDITORS UNDER SECTION 143 (12):

There were no incidences of reporting of frauds by Statutory Auditors of the Company under Section 143 (12) of the Act read with Companies (Accounts) Rules, 2014.

d) MAINTENANCE OF COST RECORDS:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is not required to maintain Cost Records under said Rules.

e) SECRETARIAL AUDIT FOR THE YEAR ENDED 31ST MARCH 2022:

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Practicing Company Secretary. M/s. U. Hedge & Associates, Practicing Company Secretaries had been appointed to issue Secretarial Audit Report for the Financial Year 2021-2022.

Secretarial Audit Report issued by M/s. U. Hedge & Associates, Practicing Company Secretaries in Form MR-3 for the Financial Year 2021-2022 forms part to this report as an **"Annexure –5"**. The said report does not contain the following observation or qualification.

20. CORPORATE GOVERNANCE:

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a separate section on "Corporate Governance" with a detailed Report on Corporate Governance forms part of this Annual Report.

21. CORPORATE SOCIAL RESPONSIBILITY:

Your Company does not meet the limits fixed under Section 135(1) of the Companies Act, 2013 with respect to Corporate Social Responsibility, therefore the same is not applicable.

22. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in Securities by the Directors and designated employees of the Company. The said code of conduct is in line with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code requires pre-clearance for dealing in the Company's Shares and prohibits the purchase or sale of Company Shares by the Directors and the Designated Employees while in possession of Unpublished Price Sensitive Information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All the Directors and the Designated employees have complied with the Code.

23. INFORMATION ABOUT AOC-1 & MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis report is annexed hereto and marked as **"Annexure - 2"** and AOC-1 is attached as "**Annexure - 3".**

24. MEANS OF COMMUNICATION:

The Company has designated compliance@vertoz.com as an email id for the purpose of registering complaints by investors and displayed the same on the website of the Company.

25. OTHER DICLOSURES:

a) DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

b) DISCLOSURE OF INTIMATION FOR CONDUCTING GOODS AND SERVICE TAX AUDIT:

During this year the Company have filed all the GST Returns as per GST Norms. There are no GST dues pending with the Company as on date of this report for the period ended on 31st March, 2022. Further the Company had completed and filed GST Audit Report for FY 2017-18 on 07.02.2020, for FY 2018-19 on 31.12.2020 and FY 2019-20 on 27.02.2021. For the FY 2020-2021 and FY 2021-2022, GST Audit was not applicable.

c) DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, in relation to the Audited Financial Statements of the Company for the year ended 31st March 2022, the Board of Directors hereby confirms that:

a) in the preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
b) such Accounting Policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31stMarch 2021 and of the profit/loss of the Company for that year;
c) proper and enough care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d) the Annual Accounts of the Company have been prepared on a going concern basis;
e) had laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively;
f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of Internal Financial Controls and Compliance Systems established and maintained by the Company, the work performed by the Internal, Statutory and Secretarial Auditors and External Consultants, including the Audit of Internal Financial Controls over Financial Reporting by the Statutory Auditors and the reviews performed by management and the relevant Board Committees, including Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls were adequate and effective during the Financial year 2021-2022.

d) SUSPENSION OF TRADING:

There was no occasion wherein the equity shares of the Company have been suspended for trading during the FY 2021-2022.

e) BUSINESS RESPONSIBILITY REPORT:

The SEBI Listing Regulations mandate the inclusion of the BRR as part of the Annual report for the top 1000 listed entities based on market capitalization. As the Company does not fall under the criteria specified, the BRR is not applicable to the Company.

f) DEMATERIALISATION OF SHARES:

The Company's shares are held with both the Depositories i.e., National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). 1,19,69,998 of the Company's Shares are held in electronic/ demat form as on March 31, 2022.

As on March 31, 2022, the number of Shares held in dematerialized and physical mode are as under:

No. of shares in dematerialized form in CDSL	3203692
No. of shares in dematerialized form in NSDL	8766306
No. of shares in Physical	2
Total no. of Shares	**11970000**

g) PAYMENT OF LISTING AND DEPOSITORIES FEES:

The Company has duly paid the requisite Annual Listing Fees for the FY 2021-2022, to the National Stock Exchange of India Limited (NSE).

The Company has also duly paid the requisite annual custodian/depository fee and other fees for the FY 2021-2022, to the National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL).

h) POLICY ON SEXUAL HARASSMENT AT WORKPLACE:

Your Company is an equal opportunity employer and is committed to ensuring that the work environment at all its locations is conducive to fair, safe and harmonious relations between employees. It strongly believes in upholding the dignity of all its employees, irrespective of their gender or seniority. Discrimination and harassment of any type are strictly prohibited.

The Company has in place an appropriate Policy in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to prevent sexual harassment of its employees.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this Policy. The Company ensures that no employee is disadvantaged by way of gender discrimination.

During the year 2021-2022, pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder there were **No Complaints** registered.

26. DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

The disclosures as per Rule 5 of Companies (Appointment & Remuneration) Rules, 2014 have been marked as **"Annexure – 6"**.

27. APPRECIATION:

The Board wishes to place on record their appreciation for the sincere efforts of the Directors, employees and the co-operation extended by Bankers, Shareholders, Clients, Associates and Central and State Governments for their continuous support towards the conduct of the Company.

For & on behalf of Vertoz Advertising Ltd.
and its Board of Directors

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Place: Mumbai
Date: 5th September 2022

ANNEXURE: 1

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2022

of

VERTOZ ADVERTISING LIMITED

[Pursuant to Section 92(3) *of the Companies Act, 2013 and* rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L74120MH2012PTC226823
ii)	Registration Date	13/02/2012
iii)	Name of the Company	Vertoz Advertising Limited
iv)	Category / Sub-Category of the Company	Company Limited by Shares / Non-govt company
v)	Address of the Registered Office and contact details	602, Avior, Nirmal Galaxy, L.B.S. Marg, Opp. Johnson & Johnson, Mulund, Mumbai – 400 080. Tel. No. +91 22 61426030 Fax No. +91 22 61426061
vi)	Whether listed company (Yes/ No)	Yes
vii)	Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	KFin Technologies Private Limited Karvy Selenium Plot No 31 & 32 | Financial District Nanakramguda Gachibowli, Hyderabad - 500 032. Telangana, India. Tel. No. +91 40 67162222 / 33211000

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated: -

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to Total Turnover of the Company
1	Advertising and Market Research	73100	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	AdZurite Solutions Pvt Ltd	U74999MH2019PTC321699	Subsidiary	100%	2(87)
2.	Own Web Solution Pvt Ltd	U72900MH2021PTC370371	Subsidiary	100%	2(87)
2.	Vertoz INC., USA	N.A	Subsidiary	100%	2(87)
3.	Vertoz Ltd., UK	N.A	Subsidiary	100%	2(87)
4.	Vertoz Advertising FZ-	N.A	Step-Down Subsidiary	100%	2(87)

	LLC, UAE				
5.	AdNet Holdings INC, USA	N.A	Step-Down Subsidiary	100%	2(87)
6.	PubNX Inc, USA	N.A	Step-Down Subsidiary	100%	2(87)
7.	Zkraft Inc, USA	N.A	Step-Down Subsidiary	100%	2(87)
8.	AdZurite Inc, USA	N.A	Step-Down Subsidiary	100%	2(87)
9.	AdMozart Inc, USA	N.A	Step-Down Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN:

i) *Category-wise Shareholding:*

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter									
Indian									
Individual/ HUF	6742148	0	6742148	56.33	6742148	0	6742148	56.33	0.00
Central Govt	0	0	0	0	0	0	0	0.00	0.00
State Govt(s)	0	0	0	0	0	0	0	0.00	0.00
Bodies Corp	0	0	0	0	0	0	0	0.00	0.00
Banks / FI	0	0	0	0	0	0	0	0.00	0.00
Any Other	0	0	0	0	0	0	0	0.00	0.00
Sub-total A(1):-	6742148	**0**	6742148	56.33	**6742148**	**0**	**6742148**	**56.33**	**0.00**
Foreign									
NRIs-Individuals	0	0	0	0	0	0	0	0.00	0.00
Other-Individuals	0	0	0	0	0	0	0	0.00	0.00
Bodies Corp.	0	0	0	0	0	0	0	0.00	0.00
Banks / FI	0	0	0	0	0	0	0	0.00	0.00
Any Other....	0	0	0	0	0	0	0	0.00	0.00
Sub-total A(2):-	0	0	0	0	0	0	0	0.00	0.00
Total A = A(1) + A(2)	6742148	**0**	6742148	56.33	**6742148**	**0**	**6742148**	**56.33**	**0.00**
Public Shareholding									
Institutions									
Mutual Funds	181000	0	181000	1.51	0	00	0	0.00	(1.51)
Banks / FI	0	0	0	0	0	0	0	0.00	0.00
Central Govt	0	0	0	0	0	0	0	0.00	0.00
State Govt(s)	0	0	0	0	0	0	0	0.00	0.00
Venture Capital Funds	0	0	0	0	0	0	0	0.00	0.00
Insurance Companies	0	0	0	0	0	0	0	0.00	0.00
FIIs	0	0	0	0	0	0	0	0.00	0.00
Foreign Venture Capital Funds	0	0	0	0	0	0	0	0.00	0.00
Others (specify)	0	0	0	0	0	0	0	0.00	0.00
Sub-total (B)(1)	**181000**	**0**	**181000**	**1.51**	**0**	**00**	**0**	**0.00**	**(1.51)**
Non-Institutions									
Bodies Corporate	432349	0	432349	3.61	343180	0	343180	2.87	(0.74)
Individuals									
A. Individual shareholders holding nominal share capital upto ₹ 1 lakh	2028221	2	2028223	16.94	4078767	2	4078769	34.07	17.13
B. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2354934	0	2354934	19.67	556623	0	556623	4.65	(15.02)
Others									
Clearing Members	173423	0	173423	1.45	48011	0	48011	0.40	(1.05)
NRI	47219	0	47219	0.39	162541	0	162541	1.36	0.96
NRI-NR	10704	0	10704	0.09	38728	0	38728	0.32	0.23

Qualified Foreign Investor	0	0	0	0	0	0	0	0.00	0.00
Sub-total (B)(2)	**5046850**	**2**	**5046852**	**42.16**	**5227850**	**2**	**5227852**	**43.67**	**1.51**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**5227850**	**2**	**5227852**	**43.67**	**5227850**	**2**	**5227852**	**43.67**	**0.00**
Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0.00	0.00
Grand Total (A+B+C)	**11970000**	**0**	**11970000**	**100.00**	**11969998**	**2**	**11970000**	**100.00**	**0.00**

ii) *Shareholding of Promoters:*

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share-holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Hirenkumar Shah	3071824	25.66	0.00	3071824	25.66	0.00	**0.00**
2.	Ashish Shah	3071824	25.66	0.00	3071824	25.66	0.00	**0.00**
3.	Rasiklal Shah	119700	1.00	0.00	119700	1.00	0.00	**0.00**
4.	Ranjanben Shah	119700	1.00	0.00	119700	1.00	0.00	**0.00**
5.	Archana Shah	119700	1.00	0.00	119700	1.00	0.00	**0.00**
6.	Shital Shah	119700	1.00	0.00	119700	1.00	0.00	**0.00**
7.	Arpana Vejani	119700	1.00	0.00	119700	1.00	0.00	**0.00**
	Grand Total	**6742148**	**56.32**	**0.00**	**6742148**	**56.32**	**0.00**	**0.00**

iii) *Change in Promoters' Shareholding:*

There was no change in the Promoters' Shareholding.

iv) *Shareholding* Pattern of Top Ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shared	% of total Shares of the Company	No. of Shared	% of total Shares of the Company
1.	**RELITRADE STOCK BROKING PRIVATE LIMITED**				
	At the beginning of the year	**252700**	**2.11**	**252700**	**2.11**
	Change during the year				
	Transfer on 02/04/2021	1911		254611	2.13
	Transfer on 09/04/2021	430		255041	2.13
	Transfer on 09/04/2021	(50000)		205041	1.71
	Transfer on 16/04/2021	(52541)		152500	1.27
	Transfer on 30/04/2021	(25000)		127500	1.07
	Transfer on 21/05/2021	(15000)		112500	0.94
	Transfer on 28/05/2021	400		112900	0.94
	Transfer on 11/06/2021	2000		114900	0.96
	Transfer on 18/06/2021	(1076)		113824	0.95
	Transfer on 25/06/2021	(924)		112900	0.94
	Transfer on 09/07/2021	16957		129857	1.08
	Transfer on 09/07/2021	(50000)		79857	0.67
	Transfer on 16/07/2021	(16957)		62900	0.53
	Transfer on 30/07/2021	(61552)		1348	0.01
	Transfer on 20/08/2021	(548)		800	0.01
	Transfer on 27/08/2021	(800)		0	0.00
	At the end of the year			0	0.00

2.	**SANJAY CHANDEL**				
	At the beginning of the year	154908	1.29	154908	1.29
	Transfer on 23/04/2021	(8)		154900	1.29
	Transfer on 16/07/2021	(104400)		50500	0.42
	Transfer on 06/08/2021	(1000)		49500	0.41
	Transfer on 13/08/2021	(2000)		47500	0.40
	Transfer on 20/08/2021	(900)		46600	0.39
	Transfer on 27/08/2021	(6100)		40500	0.34
	Transfer on 03/09/2021	(2000)		38500	0.32
	Transfer on 24/09/2021	(38500)		0	0.00
	At the end of the year			154908	0.00
3.	**NIRAJ RAJNIKANT SHAH**				
	At the beginning of the year	144309	1.21	144309	1.21
	Transfer on 09/04/2021	10000		154309	1.29
	Transfer on 23/04/2021	45000		199309	1.67
	Transfer on 30/04/2021	(4476)		194833	1.63
	Transfer on 14/05/2021	3000		197833	1.65
	Transfer on 21/05/2021	2301		200134	1.67
	Transfer on 28/05/2021	(30801)		169333	1.41
	Transfer on 04/06/2021	55000		224333	1.87
	Transfer on 11/06/2021	(33000)		191333	1.60
	Transfer on 25/06/2021	20000		211333	1.77
	Transfer on 30/06/2021	(17000)		194333	1.62
	Transfer on 02/07/2021	(50000)		144333	1.21
	Transfer on 06/08/2021	(40000)		104333	0.87
	Transfer on 20/08/2021	70000		174333	1.46
	Transfer on 03/09/2021	(22562)		151771	1.27
	Transfer on 10/09/2021	(130000)		21771	0.18
	Transfer on 17/09/2021	(21771)		0	0.00
	At the end of the year			0	0.00
4.	**BHAVESH PRAVINCHANDRA SHAH**				
	At the beginning of the year	**144000**	**1.20**	**144000**	**1.20**
	Transfer on 30/04/2021	(25000)		119000	0.99
	Transfer on 11/06/2021	(50000)		69000	0.58
	Transfer on 18/06/2021	13400		82400	0.69
	Transfer on 18/06/2021	(13400)		69000	0.58
	Transfer on 09/07/2021	(25000)		44000	0.37
	Transfer on 17/09/2021	(24000)		20000	0.17
	Transfer on 24/09/2021	(20000)		0	0.00
	At the end of the year			**0**	**0.00**
5.	**SHITAL BHAVESHKUMAR SHAH**				
	At the beginning of the year	**144000**	**1.20**	**144000**	**1.20**
	Transfer on 30/04/2021	(25000)		119000	0.99
	Transfer on 18/06/2021	(30000)		89000	0.74
	Transfer on 02/07/2021	(25000)		64000	0.53
	Transfer on 09/07/2021	(25000)		39000	0.33
	Transfer on 16/07/2021	(18600)		20400	0.17
	Transfer on 23/07/2021	(15000)		5400	0.05
	Transfer on 17/09/2021	(2800)		2600	0.02
	Transfer on 24/09/2021	(2600)		0	0.00
	At the end of the year			**0**	**0.00**
6.	**TCG FUNDS FUND 1**				
	At the beginning of the year	**140000**	**1.17**	**140000**	**1.17**
	Transfer on 30/04/2021	85250		225250	1.88
	Transfer on 30/07/2021	(50000)		175250	1.46
	Transfer on 20/08/2021	(175250)		0	0.00
	At the end of the year			**0**	**0.00**

7.	**CHIRAG DILIPKUMAR PAREKH**				
	At the beginning of the year	**116327**	**0.97**	**116327**	**0.97**
	Transfer on 04/09/2020	(37000)		79327	0.66
	Transfer on 16/04/2021	(75000)		4327	0.04
	Transfer on 30/04/2021	2000		6327	0.05
	Transfer on 07/05/2021	(6327)		0	0.00
	Transfer on 21/05/2021	70000		70000	0.58
	Transfer on 20/08/2021	(70000)		0	0.00
	At the end of the year			**0**	**0.00**
8.	**RUJUTA MITESHBHAI SHAH**				
	At the beginning of the year	**105600**	**0.88**	**105600**	**0.88**
	Transfer on 21/05/2021	(40000)		65600	0.55
	Transfer on 09/07/2021	(50000)		15600	0.13
	Transfer on 16/07/2021	3200		18800	0.16
	Transfer on 17/09/2021	(16600)		2200	0.02
	Transfer on 24/09/2021	(2200)		0	0.00
	At the end of the year			**0**	**0.00**
9.	**MANJULA PRAVINCHANDRA SHAH**				
	At the beginning of the year	**105600**	**0.88**	**105600**	**0.88**
	Transfer on 11/06/2021	(30000)		75600	0.63
	Transfer on 09/07/2021	(70000)		5600	0.05
	Transfer on 24/09/2021	(5600)		0	0.00
	At the end of the year			**0**	**0.00**
10.	**MITESH PRAVINCHANDRA SHAH**				
	At the beginning of the year	**103500**	**0.86**	**103500**	**0.86**
	Transfer on 07/05/2021	(30000)		73500	0.61
	Transfer on 11/06/2021	(50000)		23500	0.20
	Transfer on 18/06/2021	3500		27000	0.23
	Transfer on 18/06/2021	(3500)		23500	0.20
	Transfer on 09/07/2021	(23500)		0	0.00
	At the end of the year			**0**	**0.00**

v) *Shareholding* of Directors and Key Managerial Personnel:

SN	Name of the Director	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Hirenkumar Shah	At the beginning of the year	3071824	25.66	3071824	25.66
		At the end of the year			3071824	25.66
2.	Ashish Shah	At the beginning of the year	3071824	25.66	3071824	25.66
		At the end of the year			3071824	25.66
3.	Rasiklal Shah	At the beginning of the year	119700	1.00	119700	1.00
		At the end of the year			119700	1.00
4.	Harshad Shah	At the beginning of the year	59852	0.5	59852	0.5
		At the end of the year			59852	0.5
5.	Nilam Doshi	At the beginning of the year	0	0.00	0	0.00
		At the end of the year	400	0.00	400	0.00
6.	Rohit Vaghadia	At the beginning of the year	0	0.00	0	0.00
		At the end of the year	5900	0.05	5900	0.05
7.	Akshay Sonar	At the beginning of the year	0	0.00	0	0.00

	Parolkar	At the end of the year	0	0.00	0	0.00
8.	Zill Shah	At the beginning of the year	0	0.00	0	0.00
		At the end of the year	0	0.00	0	0.00

V. INDEBTEDNESS:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4,39,61,063	7,01,89,218	NIL	11,41,50,281
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	**4,39,61,063**	**7,01,89,218**	**NIL**	**11,41,50,281**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
• Addition	34,94,41,808	6,35,85,627	NIL	41,30,27,435
• Reduction	(34,17,79,526)	(10,31,89,351)	NIL	(44,49,68,877)
Net Change	**76,62,282**	**(3,96,03,724)**	**NIL**	**(3,19,41,442)**
Indebtedness at the end of the financial year				
i) Principal Amount	5,16,23,345	3,05,85,494	NIL	8,22,08,879
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	**5,16,23,345**	**3,05,85,494**	**NIL**	**8,22,08,879**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr No	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Hirenkumar Shah	Ashish Shah	
1	Gross Salary	**₹ 59,49,400**	**₹ 67,75,023/-***	**₹ 1,27,24,423/-**
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	c. Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - others, specify	Nil	Nil	Nil

5	Others, please specify	Nil	Nil	Nil
	Total (A)	**₹ 59,49,400/-**	**₹ 67,75,023/-***	**₹1,27,24,423/-**
	Ceiling as per the Act (as per Sch V)	**₹ 84,00,000/-**	**₹ 84,00,000/-**	**₹ 1,68,00,000/-**

[*Remuneration of Mr. Ashish Shah is in USD given by Vertoz Inc, Subsidiary of the Company]

B. Remuneration to other directors:

SN.	Particulars of Remuneration	Name of Directors	Total Amount
1	**Executive Directors**	Not Applicable	
	• Fee for attending board committee meetings		
	• Commission		
	• Others, please specify • Salary Paid (India Company) • Salary Paid (US Company)		
	Total (1)		

2	**Independent Directors**	**Nilam Doshi DIN:07848294**	**Rohit Vaghadia DIN:07946771**	**Total Amount**
	• Fee for attending Board Meeting Fee	35,000	35,000	**70,000**
	• Fee for attending Audit Committee Meetings	20,000	20,000	**40,000**
	• Fee for attending NRC Meeting	5,000	5,000	**10,000**
	• Fees for attending SRC Meeting	5,000	5,000	**10,000**
	• Commission	-	-	**-**
	• Others, please specify	-	-	**-**
	Total (2)	**65,000**	**65,000**	**1,30,000**
	Other Non-Executive Directors	**Harshad Shah (07849186)**	**Rasiklal Shah (00091585)**	**Total Amount**
	• Fee for attending Board Meetings	**35,000**	**35,000**	**70,000**
	• Fee for attending NRC Meeting	**5,000**	**-**	**5,000**
	• Fee for attending SRC Meeting	**5,000**	**-**	**5,000**
	• Commission	**-**	**-**	**-**
	• Others, please specify	**-**	**-**	**-**
	Total (3)	**45,000**	**35,000**	**80,000**
	Total (B) = (1+2+3)	**1,10,000**	**1,00,000**	**2,10,000**

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary Zill Shah	**CFO Akshay Sonar Parolkar**	**Total**
1	Gross salary a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 b. Value of perquisites u/s 17(2) Income-tax Act, 1961 c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	**₹ 8,14,320/-**	**₹ 29,63,219/-**	**₹ 37,77539/-**

2	Stock Option	Nil	Nil	**Nil**
3	Sweat Equity	Nil	Nil	**Nil**
4	Commission - as % of profit - others, specify…	Nil	Nil	**Nil**
5	Others, please specify	Nil	Nil	**Nil**
	Total	**₹ 8,14,320/-**	**₹ 29,63,219/-**	**₹ 37,77539/-**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

For & on behalf of Vertoz Advertising Ltd.
and its Board of Directors

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Place: Mumbai
Date: 5th September 2022

ANNEXURE: 2

MANAGEMENT DISUCSSION AND ANALYSIS REPORT

(a) Industry structure and developments:

Programmatic advertising is a highly automated form of digital advertising, whereby advertising space is bought, and advertisements are placed through an auction across campaigns from a large number of advertising platforms, and where bids are calculated in real time per individual advertisement placement, using a set of advanced algorithms, historic data, and a number of parameter sit dramatically reduces the margin of human error and the labor-intensive process of media buying and replaces them with technology-based techniques that target the right customer with the right advertisement at the right time.

The key advantages of programmatic buying include: (i) Liquidity, which optimizes pricing, benefiting both publishers and advertisers, (ii) Automation, which allows marketers to streamline the process by using a technology platform to purchase impressions in an automated way, typically on an exchange, and (iii) Impression-by-impression targeting, which enables buyers to bid on specific impressions and target users believed to be most receptive to the advertising. While programmatic buying was initially focused on display advertising, they have since expanded to mobile, video, native and social.

(b) Opportunities and Threats:

Our Real Time Bidding technology (RTB) evaluates at peak 10,00,000 (10 Lakh/ 1 Million) ad opportunities per seconds. Our core bidding architecture is easily adaptable to a variety of ad formats, allowing our technology to communicate with a variety of inventory sources.

In today's dynamic business environment which is filled with rapid change of technology, government policies, mounting competitive threats and constant new entrants into market, makes it challenging to sustain and handle the intricacies and provide competitive solutions to its clients. We face competition from domestic and international Companies. We foresee this competition to continue to grow as the demand for advertising and monetizing solutions increases. Further we believe that our competition also depends on several factors which include currency fluctuations, changing business framework, information technology policies, difficult to retain skilled staff etc. We currently operate globally from our offices in four countries. We believe we can extend our marketplace platform through international expansion to help automate and improve advertising for buyers and sellers globally. We intend to grow our market share in our existing international markets. We also plan to expand our business operations into new territories including Asia, Eastern Europe and Latin America by organic and inorganic ways.

(c) Segment-wise or product-wise performance:

The Company has only one Segment i.e. Programmatic Advertising Business.

(d) Outlook:

Our technology is a key factor affecting our performance. We plan to continue to make substantial investments in our technology and research and development to enhance the effectiveness of our solution. We sell our solution to advertisers and publishers through our global direct sales team, which operates from our locations in India, US, UK and UAE. This team leverages its market knowledge and expertise to demonstrate the benefits to advertisers and publishers of advertising automation and our solution. We are focused on managing our brand and increasing market awareness to do so, we often present at global industry conferences/exhibitions, create custom events and invest in public relations.

(e) Risks and concerns:

The digital advertising market is relatively new, and our solution may not achieve or sustain high levels of demand and market acceptance. While display advertising has been used successfully for many years, marketing via new digital advertising channels, such as mobile and social media and digital video advertising, is not as well established. The future growth of our business could be constrained by the level of acceptance and expansion of emerging digital advertising channels, as well as the continued use and growth of existing channels, such as digital display advertising, in which our capabilities are more established. It is difficult to predict the future growth rate and size of the digital advertising solutions market or the entry of competitive solutions. Any expansion of the market for digital advertising solutions depends on a number of factors, including the growth of the digital advertising market, the growth of social, mobile and video as advertising channels and the cost, performance and perceived value associated with digital advertising solutions. If demand for digital display advertising and adoption of automation does not continue to grow, or if digital advertising solutions or advertising automation do not achieve widespread adoption, or there is a reduction in demand for digital advertising caused by weakening economic conditions, decreases in corporate spending or otherwise, our competitive position will be weakened, and our revenue and results of operations could be harmed.

(f) Internal control systems and their adequacy:

Internal Control system is adequate in our Company our Company has appointed Mr. Kashish Shah as an Internal Auditor of the company to look after the issues like discovering fraud, managing internal control system.

(g) Discussion on financial performance with respect to operational performance:

Company's Financial is quite satisfactory and further company ensure compliance with all applicable laws and rules made thereunder. The Company's consolidated revenue from operations was ₹ 4,261 Lakhs during year 2021-2022.

(h) Material developments in Human Resources front, including number of people employed:

There have been no changes in Human Resource Policy of our Company. We provide stress free and healthy environment to our employees. There are almost69employees working in our Company.

(i) Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:

Sr. No	Particulars	As on 31.03.2022	As on 31.03.2021	Changes
1.	Debtors Turnover Ratio	1.62	1.83	11.47%
2.	Interest Coverage Ratio	8.24	4.44	85.58%
3.	Current Ratio	1.23	0.94	31.43%
4.	Debt Equity Ratio	0.21	0.34	38.44%
5.	Operating Profit Margin (%)	46.29%	47.40%	2.34%
6.	Net Profit Margin (%)	18.05%	16.70%	8.09%

Explanations on Change 25% or more in Key Indicator Ratios over previous year:

a) **Interest Coverage Ratio:** There is a decrease in liability i.e. loans and other liabilities hence favorable change in this ratio

b) **Current Ratio:** There is an increase in current liabilities due to current maturities of Loans from Related Parties and Loans hence there is change in ratio.

c) **Debt Equity Ratio:** There is a decrease in liability i.e. loans and other liabilities hence favorable change in this ratio.

d) Details of any change in Return on Net Worth as compared to the immediately previous Financial Year along with a detailed explanation thereof.

Details pertaining to Net-worth of the Company:

(Amt in lakhs)

Particulars	As on 31.03.2022	As on 31.03.2021
Net-worth	₹ 3,348.43	₹ 2,933.75

e) **Disclosure of Accounting Treatment:** Company has adhered all Accounting Policies applicable to it as per the Securities Laws and applicable provisions of Companies Act, 2013 and Rule made thereunder.

f) **Cautionary Statement:** Statements in the Management Discussion & Analysis Report describing the Company's expectations, opinion, and predictions may please be considered as "forward looking statements" only. Actual results could differ from those expressed or implied. Company's operations should be viewed in light of changes in market conditions, prices of raw materials, economic developments in the Country and such other factors.

For & on behalf of Vertoz Advertising Ltd.
and its Board of Directors

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Place: Mumbai
Date: 5th September 2022

ANNEXURE: 3

Form AOC – 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A–Subsidiaries

(Consolidated Information in respect of each subsidiary to be presented with amounts in ₹)

Sr. No.	Particulars	1	2	3	4
1	Name of the Subsidiary	Vertoz INC	Vertoz Limited	Adzurite Solutions Private Limited	Own Web Solution Private Limited
2	The date since when subsidiary was acquired	13.10.2015	05.10.2015	22.02.2019	27.10.2021
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2021 31.03.2022	01.04.2021 31.03.2022	01.04.2021 31.03.2022	27.10.2021 31.03.2022
4	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	**USD ($)** ($ 1 = ₹ 75.8071)	**GBP (£)** (£ 1 = ₹99.5524)	**INR (₹)**	**INR (₹)**
5	Share Capital	₹ 24,25,70,894	₹ 3,35,55,132	₹1,00,000	₹1,00,000
6	Reserves and Surplus	₹ 2,79,25,815	₹ 29,40,58,393	₹ 48,48,654	₹13,51,666
7	Total Assets	₹ 60,98,97,087	₹ 32,77,35,153	₹ 1,08,45,733	₹31,01,881
8	Total Liabilities	₹ 33,94,00,378	₹ 1,21,629	₹ 58,97,079	₹16,50,215
9	Investments	₹ -	₹ -	₹ -	₹ -
10	Total Revenue	₹ 18,10,94,755	₹ 5,91,27,588	₹ 5,52,73,180	₹37,39,050
11	Profit before Taxation	₹ 10,91,655	₹ 2,00,78,309	₹ 43,45,281	₹18,06,235
12	Provision for Taxation	₹ 16,26,117	₹ -1,72,364	₹ 13,15,319	₹4,54,569
13	Profit after Taxation	₹ -5,34,462	₹ 2,02,50,673	₹ 30,29,962	₹ 13,51,666
14	Proposed Dividend	₹ -	₹ -	₹ -	₹ -
15	Extent of shareholding (in percentage)	100%	100%	100%	100%

For and on behalf of Vertoz Advertising Limited

Hirenkumar Shah
Whole-time Director
DIN: 00092739

Ashish Shah
Whole-time Director
DIN: 00092787

Akshay Sonar Parolkar
Chief Financial Officer
PAN: BBCPS6255B

Zill Shah
Company Secretary
PAN: EZOPS6680B

Place: Mumbai
Date: 30th May 2022

Part B – Associates and Joint Ventures
(Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures)

Name of Associates or Joint Ventures	Name1	Name2	Name3
1. **Latest audited Balance Sheet Date**	N.A.		
2. **Date on which the Associate or Joint Venture was associated or acquired**			
3. **Shares of Associate or Joint Ventures held by the Company on the year end**			
a) No.			
b) Amount of Investment in Associates or Joint Venture			
c) Extent of Holding (in percentage)			
4. **Description of how there is significant influence**			
5. **Reason why the associate/joint venture is not consolidated**			
6. **Net worth attributable to shareholding as per latest audited Balance Sheet**			
7. **Profit or Loss for the year**			
i. Considered in Consolidation			
ii. Not Considered in Consolidation			

For and on behalf of Vertoz Advertising Limited

Hirenkumar Shah
Chairman & Whole-time Director
DIN: 00092739

Ashish Shah
Whole-time Director
DIN: 00092787

Akshay Sonar Parolkar
Chief Financial Officer
PAN: BBCPS6255B

Zill Shah
Company Secretary
PAN: EZOPS6680B

Place: Mumbai
Date: 30th May 2022

ANNEXURE: 4

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Particulars of contracts / arrangements entered into by the Company with related parties referred in subsection (1) of section 188 of the Companies Act,2013.

1. **Details of contracts or arrangements or transactions not at arm's length basis: None**

2. **Details of material contracts or arrangement or transactions that are at arm's length basis:**

(₹ in Lacs)

Name of the Related Party Nature of Relationship	Nature of contracts / arrangement / transactions	Transaction Value	Duration of the contracts / arrangements / transactions	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Mr. Hirenkumar Shah Whole-time Director	KMP Remuneration	₹ 59.49	Ongoing	-	NIL
	Loan	₹ 243.43	Ongoing	-	NIL
Mr. Ashish Shah Whole-time Director	KMP Remuneration	₹ 67.75	Ongoing	-	NIL
	Loan	₹ 22.26	Ongoing	-	NIL
Mr. Rasiklal Shah Non-executive Director	Sitting Fees	₹ 0.35	Ongoing	-	NIL
Mr. Harshad Shah Chairman & Non-executive Director	Sitting Fees	₹ 0.45	Ongoing	-	NIL
Mrs. Nilam Doshi Independent Director	Sitting Fees	₹ 0.65	Ongoing	-	NIL
Mr. Harshal Patel Independent Director	Sitting Fees	₹ 0	Ongoing	-	NIL
Mr. Rohit Vaghadia Independent Director	Sitting Fees	₹ 0.65	Ongoing	-	NIL
Mr. Akshay Sonar Parolkar Chief Financial Officer	KMP Remuneration	₹ 29.63	Ongoing	-	NIL
	Expenses Reimbursement	₹ 10.80	Ongoing	-	NIL
Ms. Zill Shah Company Secretary	KMP Remuneration	₹ 8.14	Ongoing	-	NIL
PayNX Technologies Pvt Ltd Sister Concern where Promoters/ Directors having significant control	Loan	₹ 21.23	Ongoing	-	NIL
	Sales	₹ 33.25	Ongoing	-	NIL
	Purchase	₹ 91.80	Ongoing	-	NIL
Trunkoz Technologies Pvt Ltd Sister Concern where Promoters/ Directors having significant control	Rent	₹ 19.89	Ongoing	-	NIL
AdMeridian Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 179.96	Ongoing	-	NIL
	Purchase	₹ 106.78	Ongoing	-	NIL
	Loans & Advances	₹ 0.37	Ongoing	-	NIL
HueAds Inc Sister Concern where Promoters/ Directors having	Sales	₹ 78.39	Ongoing	-	NIL
	Purchase	₹ 71.05	Ongoing	-	NIL

significant control	Loans & Advances	₹ 0.38	Ongoing	-	NIL
AdMida Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 203.45	Ongoing	-	NIL
	Purchase	₹ 104.41	Ongoing	-	NIL
	Loans & Advances	₹ (0.00)	Ongoing	-	NIL
Vokut Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 80.55	Ongoing	-	NIL
	Purchase	₹ 92.06	Ongoing	-	NIL
	Loans & Advances	₹ 0.94	Ongoing	-	NIL
BoffoAds Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 177.58	Ongoing	-	NIL
	Purchase	₹ 75.10	Ongoing	-	NIL
FlairAds Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 116.19	Ongoing	-	NIL
	Purchase	₹ 89.68	Ongoing	-	NIL
AdCanny Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 58.66	Ongoing	-	NIL
	Purchase	₹ 101.71	Ongoing	-	NIL
AdZesto Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 64.18	Ongoing	-	NIL
	Purchase	₹ 102.19	Ongoing	-	NIL
Adokut Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 231.80	Ongoing	-	NIL
	Purchase	₹ 72.37	Ongoing	-	NIL
	Loans & Advances	₹ 9.02	Ongoing	-	NIL
QualiSpace Inc Sister Concern where Promoters/ Directors having significant control	Purchase	₹ 7.84	Ongoing	-	NIL
	Loans & Advances	₹ 0.00	Ongoing	-	NIL
OwnRegistrar Inc Sister Concern where Promoters/ Directors having significant control	Loans & Advances	₹ 42.80	Ongoing	-	NIL
Hashjini Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 0.00	Ongoing	-	NIL
	Loans & Advances	₹ (0.04)	Ongoing	-	NIL
PayExecute Inc Sister Concern where Promoters/ Directors having significant control	Loans & Advances	₹ 0.04	Ongoing	-	NIL
OwnAdtech Inc Sister Concern where Promoters/ Directors having significant control	Purchase	₹ 15.23	Ongoing	-	NIL
	Loans & Advances	₹ 12.59	Ongoing	-	NIL

For Vertoz Advertising Limited

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Place: Mumbai
Date: 30th May 2022

ANNEXURE: 5

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE PERIOD 01-04-2021 TO 31-03-2022

[*Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*]

To,
The Members,
Vertoz Advertising Limited
602, Avior, Nirmal Galaxy, L.B.S Marg,
Opp. Johnson & Johnson, Mulund (W),
Mumbai – 400 080.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vertoz Advertising Limited (CIN: L74120MH2012PLC226823)** (hereinafter called the "Company") for the financial year ended 31st March, 2022. Secretarial Audit 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 the verification of the books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit. I hereby report that in my opinion, the Company has, during the Audit period covering 1st April, 2021 to 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company 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 the Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company for the Audit period **1st April, 2021 to 31st March, 2022** according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;**(to the extent applicable**)

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable.**

e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable**

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the companies act and dealing with client – **Not applicable**

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable.**

h. Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 - **Not applicable.**

Based on the Compliance Mechanism prevailing in the Company and representations, information and explanations received from the Officers of the Company, I am of the opinion that the Company has generally complied with the applicable laws, regulations, rules and guidelines. Further, I have been informed by the Management that there are no laws which are specifically applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India;

- Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Other Statues, Acts, Laws, Rules, Regulations, Guidelines and Standards etc., as applicable to the Company are given below:

1. The Industrial Dispute Act, 1947;
2. Labour Laws and other Incidental Laws related to employees appointed by the Company either on its payroll or on contractual basis as related to Wages, Gratuity, Provident Fund, ESIC, Compensation;
3. Acts as prescribed under the Direct Tax and Indirect Tax;
4. Stamp Acts and Registration Acts and
5. Such other Local Laws as may be applicable.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman

Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in the compliance with the provision of the Act.

Adequate Notice is given to all Directors to schedule the Board Meetings, and the same was sent at least seven days in advance, Agenda and detailed notes on agenda were sent at least 7 days before the date of Meeting, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.

As per the Minutes of the Board duly recorded and signed by Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the Company commensurate with size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulation and guidelines.

Further following reportable event or actions having major effect on the operations of the Company took place during the Financial Year ended March 31, 2022;

1) Incorporation of Wholly Owned Subsidiary in the name and style as “Own Web Solution Private Limited”.

2) The Board at its meeting held on February 14,2022 has approved the acquisition through Merger of the Companies having business activities in the field of Digital Advertising, Digital Technology, Information Technology (IT) & IT Enabled Services (ITeS), Artificial Intelligence (AI) Platforms and any other allied activities, in India and out of India, through Direct and/or Indirect mode including Promoters and Promoters Group Entities, on a Share Swap Basis, subject to the approval of the SEBI/Stock Exchanges , Members and National Company Law Tribunal, Mumbai.

FOR U.HEGDE & ASSOCIATES, Company Secretaries

Date : 05/09/2022
Place : Mumbai

Umashankar K Hegde
(Proprietor)
ACS NO. 22133 # C.P.NO. 11161

ICSI UDIN: A022133D000915355

Annexure –A

To,
The Members,
Vertoz Advertising Limited
602,Avior, Nirmal Galaxy, L.B.S Marg,
Opp. Johnson & Johnson, Mulund (W),
Mumbai – 400 080.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my Audit.
2. I have followed the Audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management's representation about the compliance of applicable Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of the other applicable Laws, Rules, Regulations, and Standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

FOR U.HEGDE & ASSOCIATES, Company Secretaries

Umashankar K Hegde
(Proprietor)
ACS NO. 22133# C.P.NO. 11161

Place : Mumbai
Date : 05/09/2022
ICSI UDIN: A022133D000915355

ANNEXURE: 6

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

A) Percentage increase in Remuneration of Each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year 2021-2022 and ratio of remuneration of each Key Managerial Personnel (KMP) against the performance are as under: -

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for the Financial Year 2021-2022 (In ₹)	Percentage Increase in Remuneration for the Financial Year 2020-2021	Ratio of Remuneration of each Director to the Median Remuneration of Employees
1	Mr. Hirenkumar Rasiklal Shah (Whole-time Director)	₹ 59,49,400/-	0.00%	32.20x
2	Mr. Ashish Rasiklal Shah (Whole-time Director)	*₹ 67,75,023/-	13.07%	36.66x
3	Mr. Akshay Ashok Sonar Parolkar (Chief Financial Officer)	₹ 29,63,219/-	58.73%	N.A.
4	Ms. Zill Shah (Company Secretary & Compliance Officer)	₹ 8,14,320/-	17.08%	N.A.

*[*Designation of Mr. Ashish Rasiklal Shah changed from Whole-time Director to Non-Executive Director w.e.f. 14th June 2022 and his remuneration is paid in USD amounting to $ 90,750 through Vertoz INC, a subsidiary of the Company]*

B) The Median remuneration of the Employee of the Company during the Financial Year was **₹ 1,84,785/-** there was a decrease of **14.68%** in Median remuneration of the employees during the financial year 2021-2022.

C) The total number of permanent employees of the Company was **113** for the year ended March 31, 2022.

D) Average percentage increase made in the salaries of employees in the last Financial Year 2021-2022 as follows:
   a) For managerial personnel were **13.74%.**
   b) For other than the managerial personnel were **9.29%.**

E) It is affirmed that remuneration paid during the year ended March 31, 2022, is as per the Remuneration Policy of the Company.

For & on behalf of Vertoz Advertising Ltd.
and its Board of Directors

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Place: Mumbai
Date: 5th September 2022

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Vertoz's philosophy on Corporate Governance aims at achieving long term viability of the business by taking into consideration the customers' satisfaction in terms of quality, cordial relationship with Shareholders. Corporate Governance is a continuous process that aims to align interest of the Company with its Shareholders and other Stakeholders. The principal characteristics of Corporate Governance are transparency, independence, accountability, fairness and responsibility. The Company has a strong legacy of fair, transparent and ethical governance practices and compliance with statutory and legal requirements. The Company has formulated, interalia, various policy documents and introduced best practices of governance like Code of Conduct, Prohibition of Insider Trading Policy, Whistle Blower Policy etc.

The Company's Policies on Corporate Governance and Compliance thereof in respect of specific areas for the year ended March 31, 2022, as per the format prescribed by SEBI (LODR) Regulations, 2015 (the Listing Regulations) are set out below for the information of the shareholders of the Company.

2. BOARD STRUCTURE:

The Board comprises of leaders, who provide strategic direction and guidance to the Management. The Board Composition comprised of Six Directors consisting of two Executive and Whole-time Directors, two Non-Executive Directors and two Independent Directors, including one Woman Director as at the year ended 31st March 2022, in accordance with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") and Companies Act, 2013.

3. KEY INFORMATION OF DIRECTORS:

Name of the Director	DIN	Designation	Age	Shareholding as on 31st March 2022
Harshad Uttamchand Shah	07849186	Chairman & Non-Executive Director	67	59852
Hirenkumar Rasiklal Shah	00092739	Whole-time Director	42	3071824
Ashish Rasiklal Shah*	00092787	Whole-time Director	41	3071824
Rasiklal Hathichand Shah#	00091585	Non-Executive Director	77	119700
Nilam Samir Doshi	07848294	Independent Director	43	400
Rohit Keshavlal Vaghadia	07946771	Independent Director	42	5900

[*Designation of Mr. Ashish Rasiklal Shah changed from Whole-time Director to Non-Executive Director w.e.f. 14th June 2022.

 # Mr. Rasiklal Hathichand Shah has attained the age of Seventy-five (75) years on 5th November, 2019, as per Regulation 17(1A) of the Listing Regulations, approval of Members was sought through the Special Resolution for continuation of Directorship of Mr. Rasiklal Hathichand Shah on attaining the age of 75 years up to the tenure of his Directorship of the Company on 21st December 2019 through Postal Ballot and 30th September 2021 during the AGM of the Company.]

4. INFORMATION OF CHAIRMANSHIP/DIRECTORSHIP AND POSITION HELD IN COMMITTEES OF OTHER COMPANIES AS ON 31ST MARCH 2022:

Name of the Director	Chairmanship/ Directorship in other Indian Companies		Position held in Committees (only Audit and Stakeholders' Relationship Committee) of the Board of other Public Limited Companies		Directorship in other Listed Companies	Category of Directorship
	As Chairperson	As Director	As Chairperson	As Director		
Harshad Uttamchand Shah	-	-	-	-	-	-
Hirenkumar Rasiklal Shah	-	6	-	-	-	Director
Ashish Rasiklal Shah	-	5	-	-	-	Director
Rasiklal Hathichand Shah	-	4	-	-	-	-
Nilam Samir Doshi	-	1	-	-	-	-
Rohit Keshavlal Vaghadia	-	-	-	-	-	-

Hirenkumar Rasiklal Shah and Ashish Rasiklal Shah are brothers and Rasiklal Hathichand Shah is their father. The number of Directorships held by Executive, Non-Executive and Independent Directors are within the permissible limits under the Listing Regulations and Companies Act, 2013. Directors have provided necessary disclosures regarding change in Committee positions, if any, during the year. Further, none of the Directors is a Member of more than 10 Committees or Chairperson of more than 5 Committees (only Audit and Stakeholders' Relationship Committee) across all Public Limited Companies during the year.

5. CHANGE IN COMPOSITION OF BOARD:

There was no change in the composition of the Board.

6. INDEPENDENT DIRECTORS:

The Board comprised of two Independent Directors as on 31st March 2022. The Company has issued formal letter of appointment to its Independent Directors. The terms and conditions of draft appointment letter is published on the website of the Company.

The tenure of Independent Directors in accordance with the Companies Act, 2013 and Listing Regulations is as follows:

Name of the Independent Director	Date of appointment	Date of re-appointment for Second Term
Nilam Samir Doshi	14th June 2017	14th June 2022
Rohit Keshavlal Vaghadia	25th September 2017	25th September 2022

The Independent Directors fulfil the conditions specified in the Listing Regulations and that of Companies Act, 2013 and are Independent of the Management.

7. FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS:

In compliance with the requirements of the Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their roles, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc.

The Independent Directors are familiarized with the Company's business model through presentations in the Board Meetings. Interactive sessions with Management team in Board Meetings also enables better understanding of Business Strategy and Performance. The roles, rights and responsibilities of Independent Directors are also updated through discussion in Board Meetings.

Details of familiarization programme imparted to the Independent Directors during FY 2021-2022 are available on the website of the Company at https://www.vertoz.com.

8. BOARD DIVERSITY POLICY:

The Board Diversity Policy of the Company is formulated to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds. The objective of this policy is to recognize and embrace the benefits of having a diverse Board which possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the business of the Company.

In terms of Listing Regulations, the Company identified the following list of core skills/expertise/competencies as is required in the context of the Company's business for it to function effectively and those which are actually available with the Board:

Skills/Expertise/Competencies	Details
Business/Domain Expertise	Ability to understand the current drivers of innovation in the Information Technology market.
Leadership	Leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management.
Financial Knowledge	Ability to analyse Financial Statements and contribute to strategic Financial Planning and efficient use of financial resource.
Board service and Governance	Board Member of a Public Company to develop insights about maintaining Board and Management accountability, protecting Shareholder interests, and observing appropriate governance practices
Diversity	Representation of gender, ethnic, geographic, cultural perspectives that expand the Board's understanding of the needs and viewpoints of the Company's Customers, Partners, Employees, Governments, and other Stakeholders worldwide.

Areas of Expertise of Board Members:

Name of the Director	Area of Expertise
Harshad Uttamchand Shah	- Business/Domain Expertise - Leadership - Financial Knowledge - Board service and Governance
Hirenkumar Rasiklal Shah	- Business/Domain Expertise - Leadership - Financial Knowledge - Board service and Governance - Diversity
Ashish Rasiklal Shah	- Business/Domain Expertise - Leadership - Financial Knowledge - Board service and Governance - Diversity
Rasiklal Hathichand Shah	- Business/Domain Expertise - Diversity - Administration
Nilam Samir Doshi	- Leadership - Financial Knowledge - Board service and Governance - Diversity
Rohit Keshavlal Vaghadia	- Business/Domain Expertise - Leadership - Board service and Governance - Diversity

Profile of Board Members are available on the website of the Company at www.vertoz.com.

9. BOARD MEETINGS AND ANNUAL GENERAL MEETING:

The Board met 7 (seven) times during the Financial Year ended 31st March 2022 on 24th May 2021, 13th August 2021, 31st August 2021, 30th September 2021, 11th November 2021, 7th January 2022 and 14th February 2022 and the Annual General Meeting was held on 30th September 2021

The details regarding attendance of Directors in the above-mentioned Board Meetings are as follows:

Name	Designation	No. of Board Meetings held during the tenure	No. of Board Meetings attended	Whether attended AGM or not
Harshad Uttamchand Shah	Chairman & Non-Executive Director	7	7	Yes
Hirenkumar Rasiklal Shah	Whole-time Director	7	6	Yes
Ashish Rasiklal Shah	Whole-time Director	7	1	No
Rasiklal Hathichand Shah	Non-Executive Director	7	7	Yes

Nilam Samir Doshi	Independent Director	7	7	Yes
Rohit Keshavlal Vaghadia	Independent Director	7	7	Yes

10. COMMITTEES OF THE BOARD OF DIRECTORS:

i. Audit Committee:

The Company has constituted an Audit Committee in accordance with Section 177 of Companies Act, 2013, and Listing Regulations.

Roles, responsibilities and the terms of reference of the Audit Committee:

(a) Oversight of the Company's Financial Reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible;
(b) Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
(c) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
(d) Review with the Management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
(i) Matters required to be included in the Director's Responsibility Statement to be included in the Board of Directors' Report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013;
(ii) Changes, if any, in Accounting Policies and practices and reasons for the same;
(iii) Major accounting entries involving estimates based on the exercise of judgment by the Management of the Company;
(iv) Significant adjustments made in the Financial Statements arising out of Audit findings;
(v) Compliance with listing and other legal requirements relating to Financial Statements;
(vi) Disclosure of any Related Party Transactions; and
(vii) Modified opinion(s) in the Draft Audit Report.
(e) Review, with the Management, the quarterly Financial Statements before submission to the Board of Directors for their approval;
(f) Review, with the management, the statement of uses / application of funds raised through an issue(public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to our Board of Directors to take up steps in this matter;
(g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
(h) Approve or subsequently modify transactions of the Company with related parties;
(i) Make recommendations to the Board in case of non-approval of transactions other than those referred to in section 188 of the companies act, 2013;
(j) Scrutinize inter-corporate loans and investments;
(k) Valuation of undertakings or assets of the Company, wherever it is necessary;
(l) Evaluate internal financial controls and risk management systems;
(m) Review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
(n) Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
(o) Discuss with internal auditors of any significant findings and follow up there on;

(p) Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
(q) Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
(r) To look into the reasons for substantial defaults in the payment to the Depositors, Debenture Holders, Shareholders (in case of non-payment of declared dividends) and creditors;
(s) To review the functioning of the Whistle blower mechanism;
(t) Approve the appointment of the Chief Financial Officer of the Company after assessing the qualifications, experience and background, etc. of the Candidate;
(u) Oversee the vigil mechanism established by the Company and the Chairman of Audit Committee shall directly hear grievances of victimization of employees and Directors, who use vigil mechanism to report genuine concerns;
(v) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
(w) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc., on the listed entity and its Shareholders and
(v) Carry out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board of Directors of the Company or specified/provided under the Companies Act, 2013 or by the SEBI Listing Regulations or by any other regulatory authority.

The members of the Audit Committee are as follows:

- Mrs. Nilam Doshi - Chairperson
- Mr. Rohit Vaghadia - Member
- Mr. Hirenkumar Shah - Member

The Audit Committee met four times during the year on 24th May 2021, 13th August 2021, 11th November 2021 and 14th February 2022.

The details regarding attendance of Members in the above Meetings are as follows:

Name	Designation	No. of Meetings held during the tenure	No. of Meetings attended
Mrs. Nilam Samir Doshi	Chairperson	4	4
Mr. Rohit Keshavlal Vaghadia	Member	4	4
Mr. Hirenkumar Shah	Member	4	4

ii. Nomination and Remuneration Committee:

The Company has constituted Nomination and Remuneration Committee in accordance with of Companies Act, 2013, and Listing Regulations.

Roles, responsibilities and the terms of reference of the Nomination and Remuneration Committee:

(a) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and specify the manner for effective evaluation of performance of Board, its Committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an Independent External Agency and review its implementation and compliance (including that of Independent Directors);
(b) Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
(c) Formulate criteria for evaluation of performance of Independent Directors and the Board;
(d) Devise a Policy on diversity of the Board;
(e) Determine whether to extend or continue the term of appointment of Independent Directors, on the basis of the report of performance evaluation of Independent Directors;
(f) Recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other Employees; and
(g) Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

The Members of the Nomination and Remuneration Committee are as follows:

- Mrs. Nilam Doshi - Chairperson
- Mr. Rohit Vaghadia - Member
- Mr. Harshad Shah - Member

The Members of the Nomination and Remuneration Committee met once during the year 18th January 2022.

The details regarding attendance of Members in the above Meetings are as follows:

Name	Designation	No. of Meetings held during the tenure	No. of Meetings attended
Mrs. Nilam Samir Doshi	Chairperson	1	1
Mr. Rohit Keshavlal Vaghadia	Member	1	1
Mr. Harshad Shah	Member	1	1

iii. Stakeholders' Relationship Committee:

The Company has constituted a Stakeholders Relationship Committee in accordance with Listing Regulations.

Roles, responsibilities and the terms of reference of the Stakeholders' Relationship Committee:

(a) redressal of all Security holders' and Investors' grievances including complaints related to General Meetings, transfer/ transmission of Shares, non- receipt of Share Certificates and review of cases for refusal of transfer/transmission of Shares and Debentures, non-receipt of Balance Sheet, non-receipt of declared Dividends, issue of new/ duplicate certificates, non-receipt of Annual Reports, etc. and assisting with quarterly reporting of such complaints;
(b) giving effect to all transfer/transmission of Shares and Debentures, dematerialization of Shares and rematerialization of Shares, split and issue of duplicate/consolidated Share Certificates, compliance with all the requirements related to Shares, Debentures and other Securities from time to time;
(c) overseeing the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services;

(d) review of adherence to the service standards adopted by our Company in respect of various services being rendered by the registrar and share transfer agent;
(e) review of the various measures and initiatives taken by our Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the Shareholders of our Company; and
(f) carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or SEBI Listing Regulations, or by any other Regulatory Authority.

The Members of the Stakeholders Relationship Committee are as follows:
- Mrs. Nilam Doshi - Chairperson
- Mr. Rohit Vaghadia - Member
- Mr. Harshad Shah - Member
- Mr. Hirenkumar Shah - Member

The Members of the Stakeholders' Relationship Committee met once during the year 18th January 2022.

The details regarding attendance of Members in the above Meeting are as follows:

Name	Designation	No. of Meetings held during the tenure	No. of Meetings attended
Mrs. Nilam Samir Doshi	Chairperson	1	1
Mr. Rohit Keshavlal Vaghadia	Member	1	1
Mr. Harshad Shah	Member	1	1
Mr. Hirenkumar Shah	Member	1	1

During the Financial Year, there were no Complaint was received from the Shareholders.

iv. Risk Management Committee:

The Committee was not required to form the Risk Management Committee.

11. General Meetings and Postal Ballot

Annual General Meetings of the previous three years:

	2018-2019	2019-2020	2020-2021
Day, date & time	Monday, 30th September 2019 at 3.00 p.m.	Tuesday, 27th October 2020 at 11.30 a.m.	Thursday, 30th September 2021 at 12.00 noon
Venue	The Hotel Archana Residency, Next to R-Mall, LBS Road, Mulund Check Naka, Mulund (West), Mumbai – 400080.	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
Details of Special Resolution passed	1. Increase in the limits of Creation of charges on the movable and immovable properties of the Company, both present and future in	1. Approval for raising of funds by issuance of Equity Shares through Qualified Institutional Placement(s).	1. Continuation of Directorship of Mr. Rasiklal Hathichand Shah pursuant to Regulation 17(1A) of the Securities and Exchange Board of

	respect of borrowings under section 180(1)(a) of the Companies Act, 2013. 2. Increase in the Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013. 3. Increase the limits for the Loans and Investment by the Company in terms of the Provisions Section 186 of the Companies Act, 2013.		India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provision.

Postal Ballot

During the year under review, following Special Resolutions were passed by the Company through Postal Ballot:

1. Re-appointment of Mr. Hirenkumar Rasiklal Shah as the Whole-time Director of the Company.
2. Re-appointment of Mrs. Nilam Samir Doshi as an Independent Director of the Company.
3. Re-appointment of Mr. Rohit Keshavlal Vaghadia as an Independent Director of the Company.
4. Change in designation of Mr. Ashish Rasiklal Shah from Whole-time Director to Non-Executive Director and approval for Mr. Ashish Rasiklal Shah for holding an office or place of profit in the Company as per section 188 of the Companies Act 2013 and Rules made thereunder.

Mr. Umashankar Hegde having COP No- 11161 and M. No- A22133, was the scrutinizer for conducting the Postal Ballot Activity.

Extra-Ordinary General Meeting:

During the year under review, the Company did not have any Extra-Ordinary General Meeting.

Annual General Meeting for the Financial Year 2022:

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

MCA by Circular No. 2/2022 dated 5th May, 2022 has extended the above exemptions till 31st December, 2022 and accordingly in compliance with applicable provisions of the Companies Act, 2013 (''the Act'') and the said Circulars (a) Notice of 11th AGM along with Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. (b) 11th AGM of the Members will be held through VC/OAVM.

12. Means of Communication

i. Website:

The Company maintains an active website i.e. www.vertoz.com wherein all the information relevant for the Shareholders are displayed. Copy of the Press releases, Quarterly results, Presentations to Financial Analysts and Institutional Investors, Policies of the Company, Shareholding pattern, Stock Exchange disclosures as required under Regulation 46 of Listing Regulations are made available on the website.

ii. Financial Results and Newspaper Publications:

Quarterly Financial Results were published in English and Regional (Marathi) newspapers, i.e., Financial Express and Lakshadweep. The Financial Results for the quarter ended 30th June 2021 was published on 15th August 2021, for the quarter ended 30th September 2021 was published on 13th November 2021, for the quarter ended 31st December 2021 was published on 16th February 2022 and for the quarter ended 31st March 2022 was published on 1st June 2022.

iii. Stock Exchange Filings:

The Company also uploads its disclosures and announcements under the Listing Regulations at the link https://neaps.nseindia.com/NEWLISTINGCORP/ to NSE Electronic Application Processing System (NEAPS). During the year, the Company also submits quarterly compliance report on Corporate Governance to the stock exchanges within 21 days from the close of quarter as per the formats given under the Listing Regulations.

iv. SEBI Complaints Redress System (SCORES)

The Investors can raise complaints in a centralized web-based complaints redress system called "Scores". The Company uploads the action taken report on the complaints raised by the Shareholders on "Scores", which can be viewed by the Shareholder. The complaints are closed to the satisfaction of the shareholder and SEBI.

Details of complaints/requests etc., received and resolved during the FY 2021-2022 are as below:

Source	**Received during the period from 01.04.2021 to 31.03.2022**	**Resolved during the period from 01.04.2021 to 31.03.2022**	**Pending as on 31.03.2022**
SEBI	0	0	0
Stock Exchange(s)	0	0	0
Investors' Associations/ Others	0	0	0
Direct	0	0	0
Total	**0**	**0**	**0**

13. General Shareholders' Information:

i. Corporate Identity Number (CIN)

The Corporate Identity Number (CIN) allotted by the Ministry of Corporate Affairs, Government of India is **L74120MH2012PLC226823**

ii. Registered Address

602, Avior Nirmal Galaxy, Opp. Johnson & Johnson, LBS Road, Mulund West, Mumbai, Maharashtra – 400080.

iii. Communication Address

602, Avior Nirmal Galaxy, Opp. Johnson & Johnson, LBS Road, Mulund West, Mumbai, Maharashtra – 400080. Website: https://www.vertoz.com.

iv. Listing on Stock Exchange

The Company's Equity Shares are listed with effect from 24th November 2017 on the Emerge Platform of National Stock Exchange of India (NSE) and then on 14th May 2020 migrated to the Main Board of National Stock Exchange of India (NSE).

Listing Fees for the FY 2021-2022 has been paid to NSE.

v. International Securities Identification Number (ISIN)

ISIN is an Identification Number for traded Shares. This number needs to be quoted in each transaction relating to the dematerialized Equity Shares of the Company. The Company's ISIN number for its Equity Shares is INE188Y01015.

vi. Stock Code

The Company is listed on NSE having Stock Code – VERTOZ

vii. Annual General Meeting

The Annual General Meeting for the FY 2021-2022 of the Company shall be held on 30th September 2022 at 12.00 Noon through audio-visual means.

viii. Financial Year

Financial Year of the Company is from 1st April 2021 to 31st March 2022.

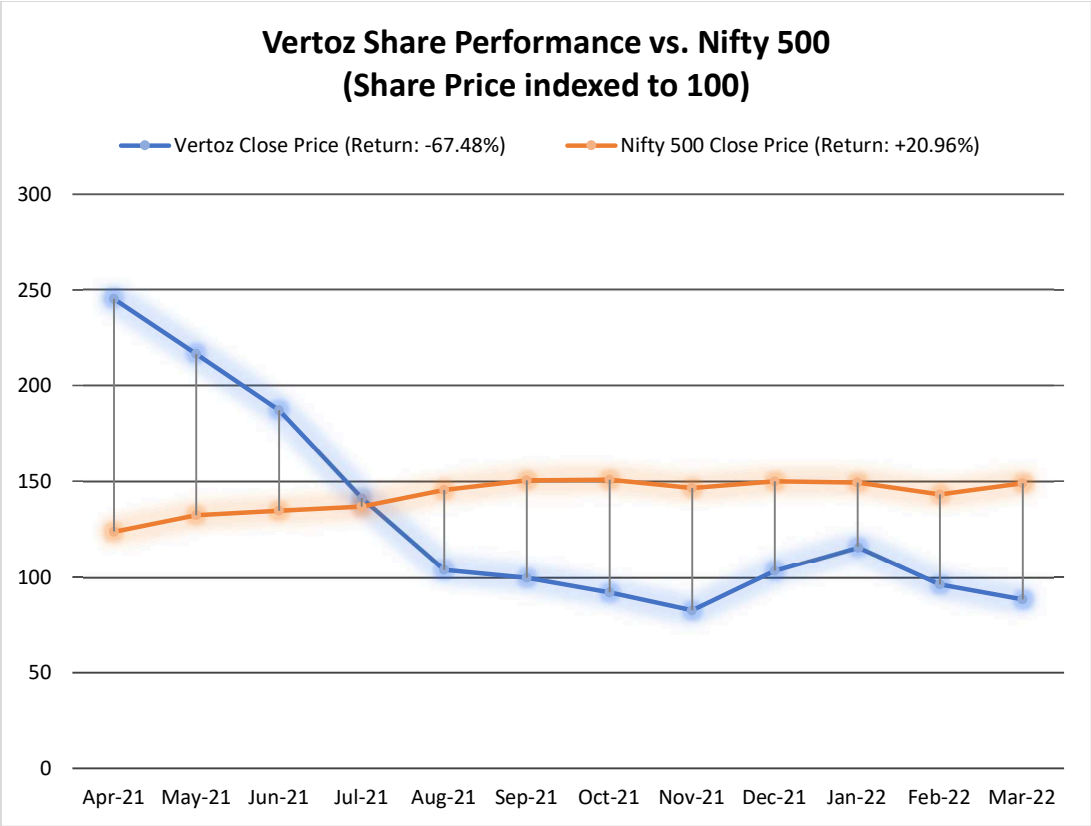
ix. Market Price Data

The Company's monthly high and low share price data as well as the total volume during each month in the FY 2021-2022 on the NSE is as mentioned below:

Month	High	Low	Total Volume
April	270.77	256.45	3252142
May	249.19	236.56	5038522
June	213..2	199.08	6875245
July	162.68	152.98	10274448
August	131.91	120.74	7708429
September	103.26	98.34	4863288
October	103.25	99.37	1908444
November	95.77	91.32	894685
December	98.58	91.80	3302857
January	124.76	114.55	5375987
February	98.66	94.19	859502
March	111.14	103.84	998732

x. Stock Market Data:

Vertoz Share Price Performance vs. Nifty 500



xi. Distribution of Shareholding:

Sr. No.	No. of Shares	No. of Shareholders	% of Shareholders	Amount (₹)	% of Amount
1	1-5000	18746	99.38%	37504420	31.33%
2	5001-10000	79	0.42%	5578060	4.66%
3	10001-20000	21	0.11%	2806020	2.34%
4	20001-30000	5	0.02%	1291720	1.08%
5	30001-40000	1	0.00%	330000	0.28%
6	40001-50000	0	0.00%	0	0.00%
7	50001-100000	6	0.03%	4768300	3.98%
8	100001 & Above	7	0.04%	67421480	56.33%
	Total	**18865**	**100%**	**119700000**	**100.00%**

xii. Shareholding Pattern as on 31st March 2022:

Sr. No.	Category of Shareholder	No. of Shareholders	No. of fully paid-up Equity Shares held	Total no. of Shared held	Shareholding as a % of total no. of Shares
1	Promoter & Promoter Group	7	6742148	6742148	56.33%
2	Public	18858	5227852	5227852	43.67%
3	Non-Promoter-Non-Public	0	0	0	0

	(i) Shares underlying DRs	0	0	0	0
	(ii) Shares held by Employees Trusts	0	0	0	0
	Total	**18865**	**11970000**	**11970000**	**100%**

xiii. Top 10 Shareholders of the Company as on 31st March 2022:

Sr. No.	Name of the Shareholder	No. of Shares	% of total Shares of the Company
1	Hirenkumar Rasiklal Shah	3071824	25.66%
2	Ashish Rasiklal Shah	3071824	25.66%
3	Rasiklal Hathichand Shah	119700	1.00%
4	Ranjanben Rasiklal Shah	119700	1.00%
5	Archana Rohit Shah	119700	1.00%
6	SHITAL CHINTAN SHAH	119700	1.00%
7	ARPANA VIPUL VEJANI	119700	1.00%
8	ABHYANT CONSTRUCTION PRIVATE LIMITED	100000	0.84%
9	NEIGHBOURHOOD INVESTMENT PRIVATE LIMITED	90500	0.76%
10	KIFS TRADE CAPITAL PRIVATE LIMITED	85194	0.71%

xiv. Dematerialization of Shares and Liquidity:

The Company's shares are held with both the Depositories i.e. National Securities Depository Limited ('NSDL')and Central Depository Services (India) Limited ('CDSL'). 1,19,69,998 of the Company's Shares are held in electronic/ demat form as on March 31, 2022.

As on March 31, 2022, the number of Shares held in dematerialized and physical mode are as under:

No. of shares in dematerialized form in CDSL	3203692
No. of shares in dematerialized form in NSDL	8766306
No. of shares in Physical	2
Total no. of Shares	**11970000**

xv. Disclosure in respect of Equity Shares transferred in the Unclaimed Suspense Account

Shares which were issued by the Company pursuant to Initial Public Offer, which remained unclaimed were transferred to a demat suspense account pursuant to Regulation 39 and corresponding Schedule VI of the Listing Regulations. As on 31st March 2022 there is no balance outstanding in the unclaimed suspense account of the Company.

xvi. OUTSTANDING GDRS/ADRS/WARRANTS

The Company has not issued GDRs/ ADRs/ Warrants as on March 31, 2022.

xvii. REGISTRAR AND SHARE TRANSFER AGENT

All work related to Share Registry, both in physical and electronic form, are handled by the Company's Registrar and Share Transfer Agent, KFin Technologies Limited (formerly known as Karvy Fintech Private Limited).

The communication address of the Registrar and Share Transfer Agent is given hereunder:

Karvy Selenium Tower B Plot 31-32
Gachibowli Financial District
Nanakramguda Hyderabad 500 032.

xviii. CODES/ POLICIES RELATING TO CORPORATE GOVERNANCE

The Board has laid down the following codes/ policies to ensure governance in an ethical manner:

1. Nomination and Remuneration Policy
2. Policy on Determination of Materiality of Disclosures
3. Policy on diversity of Board of Directors
4. Terms and conditions of appointment of Independent Directors
5. Policy for determining Material Subsidiary
6. Familiarization Programmes for Independent Directors
7. Code of Conduct for Prevention of Insider Trading
8. Code of ethics for board members & senior managers
9. Policy for Identification of Group Company
10. Policy on materiality of related party transactions
11. Policy for determination of Material Litigation
12. Policy for determination of outstanding dues to creditors
13. Policy for preservation of Documents
14. Policy on Prevention of Sexual Harassment at Workplace Vertoz
15. Whistle Blower Policy

The above codes and policies are also available on the website of the Company https://www.vertoz.com

xix. DISCLOSURE ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:

During the year under review, the Company had not entered into material transaction with any of its Related Parties.

The Company has made full disclosures of transactions with the Related Parties as set out in the Financial Statement, forming part of the Annual Report.

All Related Party Transactions are in the ordinary course of business and on Arm's Length basis and are intended to further the Company's interests.

The Policy on Related Party Transactions may be accessed at the website of the Company https://www.vertoz.com.

xx. WHISTLE BLOWER POLICY:

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle Blower Policy under which employees are free to report fraudulent practices, corruption and breaches of Code of Conduct. Employees may also report any reportable matter directly to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

xxi. COMMODITY PRICE RISK/FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

The nature of business of the Company does not involve any direct purchase or sale of commodity that imposes risk. The foreign exchange risks are hedged from time to time as required.

xxii. CODE OF CONDUCT:

The Board has laid down a Code of Conduct for all Board members and Senior Management of the Company. The Code is displayed on the website of the Company. All Board members and Senior Management personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Whole-time Director (WTD) to this effect is enclosed at the end of this Report.

xxiii. COMPLIANCE CERTIFICATE BY CEO AND CFO:

The Compliance Certificate by Whole-time Director and CFO are provided on a quarterly basis. The Compliance Certificate as required under the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year is enclosed at the end of this Report. As the Company does not have CEO, Certificate is provided by Whole-time Director.

xxiv. COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

A Certificate on Corporate Governance obtained from U. Hegde & Associates, Practicing Company Secretary for compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is enclosed at the end of this Report.

xxv. CERTIFICATE FROM PRACTICING COMPANY SECRETARY:

The Company has obtained a certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority in accordance with Listing Regulations and is enclosed at the end of this Report.

xxvi. DISCLOSURE ON ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS:

The Company has prepared financial statements in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

xxvii. AUDITORS' REMUNERATION:

The total fees for all services paid by Vertoz Advertising Limited and its Subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/ network entity of which the statutory auditor is a part of are as follows:

(₹ in lakhs)

Audit Fee	3.91
Advisory & Certification charges	0
Reimbursement of expenses	0
Total	3.91

xxviii. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

a. number of complaints filed during the financial year - Nil
b. number of complaints disposed of during the financial year - Nil
c. number of complaints pending as on end of the financial year – Nil

xxix. DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT:

The below are the details of Loans and Advances given by Vertoz Advertising Limited in the Nature of Loans to Firms/Companies in which the Directors are interested:

Name of the Company	**Amount (in ₹)**
PayNX Technologies Private Limited	3,14,424
Total	**3,14,424**

xxx. DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES, STRICTURES IMPOSED ON THE COMPANY BY THE STOCK EXCHANGE(S) OR SEBI OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS

No penalty or stricture was imposed by the Stock Exchanges or SEBI or any other authority, during the last 3 (three) years since all applicable requirements were fully complied with.

xxxi. DISCLOSURE OF COMPLIANCE WITH MANDATORY AND ADOPTION OF DISCRETIONARY REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 under Listing Regulations.

Among discretionary requirements, as specified in Part E of Schedule II of Listing Regulations, the Company has adopted the following:

• Audit Qualifications – The Auditors of the Company have issued Audit Reports with Unmodified opinion on the Standalone and Consolidated Financial Statements for the year ended March 31, 2022.

xxxii. NON-COMPLIANCE OF REGULATIONS RELATING TO CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, IF ANY:

The Company is fully compliant with Listing Regulations and there are no such non-compliances.

xxxiii. CEO'S DECLARATION WITH RESPECT TO COMPLIANCE OF CODE OF CONDUCT:

This is to confirm that the Company has adopted a Code of Conduct for its Board Members and Senior Management and the same is available on our website https://www.vertoz.com.

As the Company does not have CEO, the declaration from the Whole-time Director is received stating that the Members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management and is enclosed at the end of this Report.

For & on behalf of Vertoz Advertising Ltd.
and its Board of Directors

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Place: Mumbai
Date: 5th September 2022

WHOLE-TIME DIRECTOR'S DECLARATION WITH RESPECT TO COMPLIANCE OF CODE OF CONDUCT

To
All Stakeholders
Vertoz Advertising Limited,
Mumbai.

I, the undersigned, in my respective capacity as Whole-time Director of Vertoz Advertising Limited ("the Company") to the best of my knowledge and belief declare that the Members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management.

For Vertoz Advertising Limited

Hirenkumar Shah
Whole-time Director
DIN: 00092739

Place: Mumbai
Date: 5th September 2022

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER LISTING REGULATIONS, 2015

To,
The Members,
Vertoz Advertising Limited
602, Avior, Nirmal Galaxy, L.B.S Marg,
Opp. Johnson & Johnson, Mulund (W),
Mumbai – 400 080.

I have examined all relevant records of Vertoz Advertising Limited (the Company) for the purpose of certifying compliance of conditions of Corporate Governance by the Company, for the financial year ended 31st March 2022. As stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). I have obtained all the information and explanations to the best of our knowledge and belief, which were necessary for the purpose of this certification.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In my opinion and to the best of our information and according to the explanations given to us, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") during the financial year ended 31st March, 2022.

FOR U.HEGDE & ASSOCIATES, COMPANY SECRETARIES

Date: 05/09/2022
Place: Mumbai

UMASHANKAR K HEGDE
(PROPRIETOR)
COP No- 11161 # M. No- A22133

ICSI UDIN: A022133D000915223

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Vertoz Advertising Limited
602, Avior, Nirmal Galaxy, L.B.S Marg,
Opp. Johnson & Johnson, Mulund (W),
Mumbai – 400 080.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Vertoz Advertising Limited having (CIN: L74120MH2012PLC226823**) and having registered office 602, Avior, Nirmal Galaxy, L.B.S Marg, Opp. Johnson & Johnson, Mulund (W), Mumbai – 400 080 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from to time).

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing as Directors of Company for the Financial Year ending March 31, 2022, by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	Designation	Original Date of Appointment	DIN
1.	Mr. Harshad Uttamchand Shah	Chairman & Non-Executive Director	14-06-2017	07849186
2.	Mr. Rohit Keshavlal Vaghadia	Non-Executive Independent Director	25-09-2017	07946771
3.	Mrs. Nilam Samir Doshi	Non-Executive Independent Director	14-06-2017	07848294
4.	Mr. Rasiklal Hathichand Shah	Non-Executive Director	25-09-2017	00091585
5.	Mr. Hirenkumar Rasiklal Shah	Whole-time Director	14-06-2017	00092739
6.	Mr. Ashish Rasiklal Shah	Whole-time Director	14-06-2017	00092787

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of

the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

FOR U.HEGDE & ASSOCIATES, COMPANY SECRETARIES

Date: 05/09/2022
Place: Mumbai

UMASHANKAR K HEGDE
(PROPRIETOR)
COP No. - 11161 # M. No. - A22133
ICSI UDIN: A022133D000915113

WHOLE-TIME DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATE

(Pursuant to Regulation 17(8) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
All Stakeholders
Vertoz Advertising Limited,
Mumbai.

We, the undersigned, in our respective capacity as Whole-time Director and Chief Financial Officer of Vertoz Advertising Limited ("the Company") to the best of our knowledge and belief certify that:

A. We, have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2022 and that to the best of our knowledge and belief, we state that:
(i) These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. We, further state that to the best of my knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Business Conduct.

C. We, are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.

D. We, have indicated, based on my most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
(i) significant changes, if any, in internal control over financial reporting during the year;
(ii) significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

Yours Faithfully,

Hirenkumar Shah	**Akshay Sonar Parolkar**
Whole-time Director	**Chief Financial Officer**
DIN: 00092739	**PAN: BBCPS6255B**

30th May, 2022
Mumbai

INDEPENDENT AUDITOR'S REPORT

To **Vertoz Advertising Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of VERTOZ ADVERTISING LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter
1	*Key Audit Matter*
	Recognition and measurement of revenues of ongoing contracts: *The recognition and measurement of revenues of ongoing contracts and revenue which is unbilled involves certain key judgments relating to measurement, documentation and certification of such measurements, identification of milestones and compliance related obligations. Refer Note 22(h) to the Financial Statements*
	Auditor's Response
	Principal Audit Procedures Our audit approach was a combination of test of internal controls and substantive procedures which included the following: • Evaluated the design of internal controls relating to recording of revenues at each period end as per contract terms. • Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the internal controls relating to identification and recognition of revenues. • Reviewed a sample of contracts with unbilled revenues to identify appropriateness of revenue recognition as compared to the certified documentation by customers. • Performed analytical procedures and test of details for reasonableness of recognition of revenues and its corresponding costs.

Information Other than the Standalone Financial Statements and Auditor's Report thereon:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal

financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1) As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The standalone financial statements including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :

   i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

   ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

   iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **MITTAL & ASSOCIATES**
Chartered Accountants
Firm Registration number: **106456W**

Hemant R Bohra
Partner
Membership number: **165667**
Mumbai, May 30, 2022
UDIN: 22165667AJXAZM8902

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Vertoz Advertising Limited** of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Vertoz Advertising Limited** ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **MITTAL & ASSOCIATES**
Chartered Accountants
Firm Registration number: **106456W**

Hemant R Bohra
Partner
Membership number: **165667**
UDIN : 22165667AJXAZM8902
Mumbai, May 30, 2022

Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Vertoz Advertising Limited of even date)

i) In respect of the Company's Property, Plant and Equipment's and Intangible Assets:

(a) 1. According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

2. The Company has maintained proper records showing full particulars of intangible assets.

(b) The Fixed Assets have been physically verified by the management in a phased manner which, in our opinion, is reasonable having regard to the size of the company and nature of its assets. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the book's records and the physical fixed assets have been noticed.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.

ii)

a) The Company is engaged in providing software and advertising services and does not hold any inventory. Hence clause (ii)a is not applicable to the company and the same is not commented upon.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

iii) According to the information and explanations given to us, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, Accordingly, reporting under clause (iii) (a) to (f) of the order is not applicable to the Company.

iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2022 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi) As per the information and explanation provided to us, the company is not required to maintain cost records and Cost audit pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under section 148(1) of the Act.

vii) According to the information and explanations given to us, in respect of statutory dues:

a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has generally been regular in depositing undisputed statutory dues including Income-Tax, Goods and Services Tax and any other material statutory dues applicable to it with the appropriate authorities.

b) According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2022 for a period of more than six months from the date on when they become payable.

c) According to the information and explanations given to us, there are no dues of income tax, duty of excise and service tax and value added tax have not been deposited with the appropriate authorities on account of any dispute.

viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks and financial institutions.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not

applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

xi) (a) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) The company has not received any whistle blower complaints during the year (and upto the date of this report).

xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b)We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi) (a)In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.

(b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors of the Company during the year.

xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) The company is not liable to make contribution towards Corporate social responsibility as per the provision of sub-section (5) of Section 135 of the Companies Act, 2013. Accordingly, the same is not commented upon.

For **MITTAL & ASSOCIATES**
Chartered Accountants
Firm Registration number: **106456W**

Hemant R Bohra
Partner
Membership number: **165667**
UDIN : 22165667AJXAZM8902
Mumbai, May, 30, 2022

VERTOZ ADVERTISING LIMITED

602, AVIOR, NIRMAL GALAXY, L.B.S. MARG, OPP. JOHNSON & JOHNSON, MULUND (W) - 400080

Corporate Identity Number : L74120MH2012PLC226823

AUDITED STANDALONE STATEMENT OF ASSETS AND LIABILITIES AS ON 31ST MARCH 2022

(₹ in lakhs)

	Particulars	Note No.	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
	ASSETS			
(1)	**Non-current Assets**			
	(a) Property, Plant & Equipment	1	₹ 28.08	₹ 36.88
	(b) Other Intangible Assets	1	₹ 371.29	₹ 500.97
	(c) Right of use assets	1	₹ 49.63	₹ 78.24
	(d) Financial Assets			
	(i) Investment in Subsidiaries	2	₹ 2,763.26	₹ 2,693.30
	(e) Other non-current assets	3	₹ 11.83	₹ 11.82
	Total Non-current assets		**₹ 3,224.09**	**₹ 3,321.22**
(2)	**Current Assets**			
	(a) Inventories		₹ -	₹ -
	(b) Financial Assets			
	(i) Trade Receivables	4	₹ 1,290.61	₹ 1,238.46
	(ii) Cash & Cash Equivalents	5	₹ 281.10	₹ 250.18
	(iii) Loans	6	₹ 23.90	₹ 4.68
	(c) Other current assets	7	₹ 38.01	₹ 54.67
	Total Current Assets		**₹ 1,633.62**	**₹ 1,547.98**
	Total Assets (1+2)		**₹ 4,857.71**	**₹ 4,869.20**
	EQUITY AND LIABILITIES			
(1)	**EQUITY**			
	(a) Equity Share Capital	8	₹ 1,197.00	₹ 1,197.00
	(b) Other Equity	9	₹ 2,151.43	₹ 1,736.75
	Total Equity		**₹ 3,348.43**	**₹ 2,933.75**
	LIABILITIES			
(2)	**Non-current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	10	₹ 73.50	₹ 153.55
	(ii) Lease Liabilities		₹ 29.86	₹ 63.43
	(b) Provisions	11	₹ 68.15	₹ 50.68
	(c) Deferred Tax liabilities (Net)		₹ 8.77	₹ 12.60
	Total Non-current liabilities		**₹ 180.29**	**₹ 280.26**
(3)	**Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	12	₹ 621.02	₹ 834.98
	(ii) Trade Payables	13		
	-Dues of micro and small enterprises		₹ 22.25	₹ 132.32
	-Dues of others		₹ 169.84	₹ 185.52
	(iii) Lease Liabilities		₹ 33.57	₹ 28.80
	(iv) Other financial Liabilities	14	₹ 214.43	₹ 197.27
	(b) Current tax liabilites (net)	15	₹ 141.12	₹ 109.51
	(c) Provisions	16	₹ 31.07	₹ 134.92
	(d) Other current liabilities	17	₹ 95.71	₹ 31.87
	Total Current liabilities		**₹ 1,328.99**	**₹ 1,655.20**
	Total Equity and Liabilities (1+2+3)		**₹ 4,857.71**	**₹ 4,869.20**

SIGNIFICANT ACCOUNTING POLICIES

See accompanying Notes to the Financial Statements 24

Notes referred to above and Notes to Accounts attached there to form an integral part of the Audited Financial Statement

This is the Statement of Assets and Liabilities referred to in our Report of even date.

FOR MITTAL & ASSOCIATES
Chartered Accountants
FRN: 106456W | MRN: 165667

CA Hemant Bohra
Partner
UDIN: 22165667AJXAZM8902

Place: Mumbai
Date: May 30, 2022

FOR AND ON BEHALF OF VERTOZ ADVERTISING LIMITED

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Hirenkumar Shah
Whole-time Director
DIN: 00092739

Akshay Sonar Parolkar
Chief Financial Officer
PAN: BBCPS6255B

Zill Shah
Company Secretary & Compliace Officer
PAN: EZOPS6680B

VERTOZ ADVERTISING LIMITED

602, AVIOR, NIRMAL GALAXY, L.B.S. MARG, OPP. JOHNSON & JOHNSON, MULUND (W) - 400080

Corporate Identity Number : L74120MH2012PLC226823

AUDITED STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

(₹ in lakhs)

Sr.No.	Particulars	Note No.	Year ended 31-Mar-22	Year ended 31-Mar-21
	Revenue:			
I	Revenue From Operations (Net of Taxes)	18	₹ 2,051.50	₹ 1,658.04
II	Other Income	19	₹ 42.78	₹ 195.98
III	***Total Income (III)***		**₹ 2,094.28**	**₹ 1,854.02**
IV	***Expenses:***			
	Direct Service Expense	20	₹ 577.78	₹ 550.87
	Employment Benefit Cost	21	₹ 566.83	₹ 517.19
	Finance Cost	22	₹ 69.47	₹ 106.97
	Depreciation and Amortisation	1	₹ 171.67	₹ 234.80
	Other Expenses	23	₹ 205.71	₹ 75.90
	Total Expenses (IV)		**₹ 1,591.47**	**₹ 1,485.73**
V	**Profit before exceptional items and tax (III-IV)**		₹ 502.82	₹ 368.30
VI	Exceptional Items		₹ -	₹ -
VII	**Profit before tax (V-VI)**		₹ 502.82	₹ 368.30
VIII	***Tax expense:***			
	(1) Income Tax Provision			
	Current Tax		₹ 141.12	₹ 107.03
	Excess / Short Provision		₹ -4.80	₹ -5.29
	(2) Deferred tax		₹ -3.82	₹ -10.35
IX	**Profit for the period (VII-VIII)**		₹ 370.33	₹ 276.90
X	**Other Comprehensive Income**			
	(i) Items that will not be reclassified to Profit or Loss		₹ -13.61	₹ 7.11
	(ii) Income tax relating to above		₹ -	₹ 1.79
XI	**Total Comprehensive Income (IX-X)**		**₹ 356.72**	**₹ 282.22**
XII	Paid-up equity share capital (Face value of ₹ 10/- each)		₹ 1,197.00	₹ 1,197.00
XIII	Other Equity		₹ 0.01	₹ 1,454.53
XIV	Earning per Equity Share (of ₹ 10/- each) (not annualised)			
	(1) Basic		₹ 3.09	₹ 2.31
	(2) Diluted		₹ 3.09	₹ 2.31

SIGNIFICANT ACCOUNTING POLICIES

See accompanying Notes to the Financial Statements 24

Notes referred to above and Notes to Accounts attached there to form an integral part of the Audited Financial Statement

This is the Statement of Assets and Liabilities referred to in our Report of even date.

FOR MITTAL & ASSOCIATES
Chartered Accountants
FRN: 106456W | MRN: 165667

CA Hemant Bohra
Partner
UDIN: 22165667AJXAZM8902

Place: Mumbai
Date: May 30, 2022

FOR AND ON BEHALF OF VERTOZ ADVERTISING LIMITED

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Hirenkumar Shah
Whole-time Director
DIN: 00092739

Akshay Sonar Parolkar
Chief Financial Officer
PAN: BBCPS6255B

Zill Shah
Company Secretary & Compliace Officer
PAN: EZOPS6680B

VERTOZ ADVERTISING LIMITED

602, AVIOR, NIRMAL GALAXY, L.B.S. MARG, OPP. JOHNSON & JOHNSON, MULUND (W) - 400080

Corporate Identity Number : L74120MH2012PLC226823

AUDITED STANDALONE CASHFLOW STATEMENT AS ON 31ST MARCH, 2022

(₹ In lakhs)

Particulars	Note No.	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
A : Cash flows from operating activities:			
Profit before taxation	(a)	₹ 489.21	₹ 373.61
Add: Non Operating Expense			
Depreciation & Amortisation		₹ 171.67	₹ 234.80
Capital Work in Process			
Interest expense		₹ 69.47	₹ 106.97
	(b)	₹ 241.14	₹ 341.78
Less: Non Operating Income			
Other Non Operating Income (Inclusive of interest income)		₹ 42.78	₹ 195.98
	(c)	₹ 42.78	₹ 195.98
Operating profit before working capital changes	d=(a+b-c)	₹ 687.57	₹ 519.41
Working capital changes:			
Decrease /(Increase) In Trade Receivables		₹ -52.15	₹ -662.37
Decrease/(Increase) in Other Financial Assets		₹ -19.22	₹ 9.40
Decrease/(Increase) in Other Non-Current Assets		₹ -0.01	₹ 0.00
Decrease/(Increase) in Other Current Assets		₹ 16.66	₹ -5.52
Increase /(Decrease) in Short Term Borrowing		₹ -213.97	₹ 52.50
Increase /(Decrease) in Trade Payables		₹ -125.75	₹ 63.08
Increase /(Decrease) in Current Tax Liabilities		₹ 31.60	₹ 39.28
Increase /(Decrease) in Other Financial Liabilities		₹ 17.16	₹ 18.22
Increase /(Decrease) in Other Current Liabilities		₹ 63.84	₹ 17.55
Increase /(Decrease) in Short Term Provisions		₹ -114.86	₹ 71.55
	(e)	₹ -396.69	₹ -396.31
Cash generated from operations	(d+e)	₹ 290.88	₹ 123.10
(-) Taxes paid		₹ -136.31	₹ -101.74
Net cash used in operating activities	(A)	₹ 154.57	₹ 21.36
B : Cash flows from investing activities:			
Fixed asset (Addition)/Deduction		₹ -4.57	₹ -1.27
Other Non Operating Income (Inclusive of interest income)		₹ 42.78	₹ 195.98
Investment		₹ -1.00	₹ -189.83
Net cash Generated from investing activities	(B)	₹ 37.21	₹ 4.87
C : Cash flows from financing activities:			
Proceeds from issue of Shares		₹ -	₹ -
Increase /(Decrease) in Long Term Borrowings		₹ -80.05	₹ 82.35
Dividend Paid		₹ -	₹ -1.34
Increase /(Decrease) in Lease Liabilities		₹ -28.80	₹ -35.27
Increase /(Decrease) in Other Long Term Liabilities		₹ 17.48	₹ 8.29
Interest Expenses		₹ -69.47	₹ -106.97
Net cash generated from financing activities	(C)	₹ -160.85	₹ -52.95
D : Net increase in cash and cash equivalents = (A+B+C)	D=(A+B+C)	₹ 30.92	₹ -26.72
E : Cash and cash equivalents at beginning of period	(E)	₹ 250.18	₹ 276.89
F: Cash and cash equivalents at end of period = (D+E)	(D + E)	₹ 281.10	₹ 250.18
	22		

Note:

Cash and Cash Equivalants Comprises of:

Particulars	Note No.	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
Balance with Banks			
(i) In Current Accounts		₹ 19.89	₹ 0.37
(ii) In Deposit Accounts		₹ 261.19	₹ 249.67
Cash on Hand		₹ 0.02	₹ 0.14
Cash & Cash Equivalants		₹ 281.10	₹ 250.18

SIGNIFICANT ACCOUNTING POLICIES

See accompanying Notes to the Financial Statements 24

Notes referred to above and Notes to Accounts attached there to form an integral part of the Audited Financial Statement

This is the Statement of Assets and Liabilities referred to in our Report of even date.

FOR MITTAL & ASSOCIATES
Chartered Accountants
FRN: 106456W | MRN: 165667

CA Hemant Bohra
Partner
UDIN: 22165667AJXAZM8902

Place: Mumbai
Date: May 30, 2022

FOR AND ON BEHALF OF VERTOZ ADVERTISING LIMITED

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Hirenkumar Shah
Whole-time Director
DIN: 00092739

Akshay Sonar Parolkar
Chief Financial Officer
PAN: BBCPS6255B

Zill Shah
Company Secretary & Compliace Officer
PAN: EZOPS6680B

VERTOZ ADVERTISING LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT

Note 1 : Fixed Asset (₹ in lakhs)

I. Property, Plant and Equipment, Other Intangible Assets and Right of Use Assets

Sr. No	Particulars	Gross Block				Depreciaton				Net Block	
		Value at the beginning	*Addition during the year*	*Deduction during the year*	Value at the end	*Value at the beginning*	*Addition during the year*	*Deduction during the year*	*Value at the end*	*Closing Value as on 31.03.2022*	*Closing Value as on 31.03.2021*
I	**Tangible Assets**										
1	Data Computers, Laptops, Data Servers & Peripherals	₹ 288.52	₹ 3.76	₹ -	₹ 292.28	₹ 261.07	₹ 10.49	₹ -	₹ 271.56	₹ 20.72	₹ 27.45
2	Furniture & Fixtures	₹ 34.03	₹ 1.54	₹ 0.73	₹ 34.84	₹ 27.32	₹ 2.55	₹ -	₹ 29.87	₹ 4.97	₹ 6.71
3	Office Equipments	₹ 8.82	₹ -	₹ -	₹ 8.82	₹ 8.80	₹ 0.44	₹ 0.96	₹ 8.28	₹ 0.53	₹ 0.02
4	Motor Vehicles	₹ 17.91	₹ -	₹ -	₹ 17.91	₹ 15.21	₹ 0.84	₹ -	₹ 16.06	₹ 1.86	₹ 2.70
II	**Intangible Assets**										
1	Trademark	₹ 0.09	₹ -	₹ -	₹ 0.09	₹ -	₹ -	₹ -	₹ -	₹ 0.09	₹ 0.09
2	Software Licenses	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
3	Microsoft Dynamics	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
2	Ingenious Plex Platform	₹ 675.86	₹ -	₹ -	₹ 675.86	₹ 174.98	₹ 129.68	₹ -	₹ 304.67	₹ 371.20	₹ 500.88
III	**Right of Use Assets**	₹ 159.55	₹ -	₹ -	₹ 159.55	₹ 81.31	₹ 28.61	₹ -	₹ 109.92	₹ 49.63	₹ 78.24
	Total Value in INR	**₹ 1,184.79**	**₹ 5.30**	**₹ 0.73**	**₹ 1,189.36**	**₹ 568.69**	**₹ 172.62**	**₹ 0.96**	**₹ 740.35**	**₹ 449.00**	**₹ 616.10**
	Previous Year Figures	₹ 1,185.01	₹ 1.35	₹ 1.57	₹ 1,184.79	₹ 335.38	₹ 234.80	₹ 1.49	₹ 568.69	₹ 616.10	₹ 849.63

VERTOZ ADVERTISING LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT

(₹ in lakhs)

Note 2 : Investment in Subsidiaries

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Investment in Vertoz Inc, USA	₹ 2,425.71	₹ 2,352.04
2	Investment in Vertoz Ltd, UK	₹ 335.55	₹ 340.27
3	Investment in Own Web Solutions Pvt. Ltd., India	₹ 1.00	₹ -
4	Investment in Adzurite Solutions Pvt. Ltd., India	₹ 1.00	₹ 1.00
	Total Value in INR	**₹ 2,763.26**	**₹ 2,693.30**

Note 3 : Other non-current assets

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
	A. Deposits		
1	Refundable Deposit with CCD	₹ 0.25	₹ 0.25
2	Rent Deposit	₹ 10.34	₹ 9.95
3	Security Deposit	₹ 0.65	₹ 0.65
4	Deferred Rent	₹ 0.60	₹ 0.97
	Total Value in INR	**₹ 11.83**	**₹ 11.82**

Note 4 : Trade Recievables

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	**Trade Receivables,Outstanding for More than Six Months**		
	Unsecured, Considered Good	₹ 553.48	₹ 299.59
2	**Trade Receivables,Outstanding for Less than Six Months**		
	Unsecured, Considered Good	₹ 737.13	₹ 938.87
	Total Value in INR	**₹ 1,290.61**	**₹ 1,238.46**

Figures For the Current Reporting Period

(Outstanding from due date of payment / from date of transaction)	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
(i) Undisputed Trade Receivables- Considered Goods		
Less than 6 Months	₹ 737.13	₹ 938.87
6 Months - 1Year	₹ 467.96	₹ 193.62
1-2 Years	₹ 71.65	₹ 93.88
2-3 Years	₹ 13.86	₹ 12.09
More than 3 Years	₹ -	₹ -
	₹ 1,290.61	**₹ 1,238.46**
(ii) Undisputed Trade Receivables- Considered Doubtful		
Less than 6 Months	₹ -	₹ -
6 Months - 1Year	₹ -	₹ -
1-2 Years	₹ -	₹ -
2-3 Years	₹ -	₹ -
More than 3 Years	₹ -	₹ -
	₹ -	**₹ -**
(iii) Disputed Trade Receivables- Considered Goods		
Less than 6 Months	₹ -	₹ -
6 Months - 1Year	₹ -	₹ -
1-2 Years	₹ -	₹ -
2-3 Years	₹ -	₹ -
More than 3 Years	₹ -	₹ -
	₹ -	**₹ -**

VERTOZ ADVERTISING LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT

(₹ in lakhs)

(iv) Disputed Trade Receivables- Considered Doubtful		
Less than 6 Months	₹ -	₹ -
6 Months - 1Year	₹ -	₹ -
1-2 Years	₹ -	₹ -
2-3 Years	₹ -	₹ -
More than 3 Years	₹ -	₹ -
	₹ -	**₹ -**
(v) Others		
Less than 6 Months	₹ -	₹ -
6 Months - 1Year	₹ -	₹ -
1-2 Years	₹ -	₹ -
2-3 Years	₹ -	₹ -
More than 3 Years	₹ -	₹ -
	₹ -	**₹ -**
Total	**₹ 1,290.61**	**₹ 1,238.46**

Note 5 : Cash & Cash Equivalent

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Cash Balance	₹ 0.02	₹ 0.14
2	Bank Balances	₹ 19.89	₹ 0.37
3	Fixed Deposit with Banks	₹ 261.19	₹ 249.67
	Total Value in INR	**₹ 281.10**	**₹ 250.18**

Note 6 : Loans

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	**Prepaid Expenses**	₹ 0.36	₹ -
2	**Other Receivable**		
	Loan to Related Parties	₹ 23.54	₹ 4.68
	Other Loans and Advances	₹ -	₹ -
	Total Value in INR	**₹ 23.90**	**₹ 4.68**

Note 7 : Other Current Assets

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Advance to Staff	₹ 0.65	₹ 0.25
2	TDS Receivable	₹ 36.03	₹ 6.98
3	Advance given to Suppliers	₹ 1.32	₹ 36.44
4	Miscellaneous Expenditures	₹ -	₹ 11.00
	Total Value in INR	**₹ 38.01**	**₹ 54.67**

VERTOZ ADVERTISING LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT

Note 8: SHARE CAPITAL (₹ in lakhs)

Particulars	Figures as at the end of current		Figures as at the end of	
	Number of shares	2021-22	Number of shares	2020-21
(a) Authorised	3,50,00,000	100%	3,50,00,000	100%
3,50,00,000 Equity shares of Rs.10/- each with voting rights				
(b) Issued, Subscribed and Paid	1,19,70,000	100%	1,19,70,000	100%
1,19,70,000 Equity shares of Rs.10/- each with voting rights				
Total	**1,19,70,000**	**100%**	**1,19,70,000**	**100%**

List of Shareholders holding more than 5% share capital

Name of Shareholders	No. of Shares	%	Value/Share	Total Value
1.Mr. Hirenkumar Rasiklal Shah 30,71,824 Eq. Sharesof Rs.10/- each	30,71,824	25.66%	10.00	3,07,18,240
2.Mr. Ashish Rasiklal Shah 30,71,824 Eq. Sharesof Rs.10/- each	30,71,824	25.66%	10.00	3,07,18,240
				-
TOTAL	**61,43,648**	**51.33%**	**10.00**	**6,14,36,480**

NOTE 8A: SHARES HELD BY PROMOTER & PROMOTER GROUP

Current Reporting Period

Sr No.	Promoter and Promoter Group Name (P/PG)	No of shares	% of total shares	% Change during the year
1	Mr. Hirenkumar Rasiklal Shah-P	30,71,824	25.66%	0.00%
2	Mr. Ashish Rasiklal Shah-P	30,71,824	25.66%	0.00%
3	Mr. Rasiklal Shah-PG	1,19,700	1.00%	0.00%
4	Mrs. Ranjanben Shah-PG	1,19,700	1.00%	0.00%
5	Mrs. Arpana Vipul Vejani-PG	1,19,700	1.00%	0.00%
6	Mrs. Archana Rohit Shah-PG	1,19,700	1.00%	0.00%
7	Mrs. Shital Chintan Shah-PG	1,19,700	1.00%	0.00%

Previous reporting Period

Sr No.	Promoter and Promoter Group Name (P/PG)	No of shares	% of total shares	% Change during the year
1	Mr. Hirenkumar Rasiklal Shah-P	30,71,824	25.66%	-8.36%
2	Mr. Ashish Rasiklal Shah-P	30,71,824	25.66%	-8.36%
3	Mr. Rasiklal Shah-PG	1,19,700	1.00%	0.00%
4	Mrs. Ranjanben Shah-PG	1,19,700	1.00%	0.00%
5	Mrs. Arpana Vipul Vejani-PG	1,19,700	1.00%	0.00%
6	Mrs. Archana Rohit Shah-PG	1,19,700	1.00%	0.00%
7	Mrs. Shital Chintan Shah-PG	1,19,700	1.00%	0.00%

NOTE 8B: STATEMENTS OF CHANGES IN EQUITY

Current Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beiginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
₹ 1,197.00	₹ -	₹ 1,197.00	₹ -	₹ 1,197.00

Previous reporting Period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beiginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
₹ 1,197.00	₹ -	₹ 1,197.00	₹ -	₹ 1,197.00

NOTE 9: OTHER EQUITY

Particulars	Reserves & Surplus			Other Reserves	Equity attributable to holders of the parent	Non Controlling Interests	Total Other Equity
	Retained Earnings	Capital Reserve	Securities Premium	Exchange differences on translating the financial statements of a foreign operation			
Balance as at April 01, 2020	**₹ 597.58**	**₹ -**	**₹ 864.12**	**₹ -**	**₹ 1,461.70**	**₹ -**	**₹ 1,461.70**
Profit for the Year	₹ 276.90	₹ -	₹ -	₹ -	₹ 276.90	₹ -	₹ 276.90
Other Comprehensive Income	₹ 5.32	₹ -	₹ -	₹ -	₹ 5.32	₹ -	₹ 5.32
Dividends	₹ -7.17	₹ -	₹ -	₹ -	₹ -7.17	₹ -	₹ -7.17
Balance as at March 31, 2021	**₹ 872.63**	**₹ -**	**₹ 864.12**	**₹ -**	**₹ 1,736.75**	**₹ -**	**₹ 1,736.75**
Balance as at April 01, 2021	**₹ 872.63**	**₹ -**	**₹ 864.12**	**₹ -**	**₹ 1,736.75**	**₹ -**	**₹ 1,736.75**
Profit for the Year	₹ 370.33	₹ -	₹ -11.00	₹ 68.96	₹ 428.29	₹ -	₹ 428.29
Other Comprehensive Income	₹ -13.61	₹ -	₹ -	₹ -	₹ -13.61	₹ -	₹ -13.61
Dividends	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
Balance as at March 31, 2022	**₹ 1,229.35**	**₹ -**	**₹ 853.12**	**₹ 68.96**	**₹ 2,151.43**	**₹ -**	**₹ 2,151.43**

VERTOZ ADVERTISING LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT

(₹ in lakhs)

Note 10 : Non-Current Borrowings

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	ICICI Bank	₹ 5.89	₹ 9.02
2	Axis Bank	₹ 6.16	₹ 12.79
3	HDFC Bank	₹ 15.36	₹ 32.40
4	ICICI GECL	₹ 46.08	₹ 79.00
5	NeoGrowth Credit Private Limited	₹ -	₹ 8.77
6	Shriram City Union Finanace Ltd.	₹ -	₹ 11.57
	Total Value in INR	**₹ 73.50**	**₹ 153.55**

Terms of repayment of the Term Loan:

1. ICICI Bank: Unsecured Business Loan for Working Capital Requirements of the Company @ diminishing rate of 16% p.a. for tenure of 24 months

2. Axis Bank: Unsecured Business Loan for Working Capital Requirements of the Company @ diminishing rate of 18% p.a. for tenure of 36 months

3. HDFC Bank: Unsecured Business Loan for Working Capital Requirements of the Company @ diminishing rate of 16% p.a. for tenure of 36 months

4. ICICI GECL: Guaranteed Emergency Credit Line ("GECL") by way of working capital term loan facility ("Facility") under the Emergency Credit Line Guaranteed Scheme ("ECLGS") by the Government of India I-EBLR is 7.70% and Spread is 0.55% (subject to an overall cap of 9.25%) with tenure of 12 months. This is taken over by ICICI from Federal Bank.

Note 11 : Non-Current Provisions

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Gratuity Provision (Non-Current)	₹ 53.58	₹ 37.70
2	Leave Encashment Provision (Non-Current)	₹ 14.58	₹ 12.98
	Total Value in INR	**₹ 68.15**	**₹ 50.68**

Note 12 : Short Term Borrowing

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	**Unsecured**		
	Loan from Related Parties		
	Loan From Directors	₹ 177.20	₹ 421.15
	Loan from Subsidiaries	₹ -	₹ 35.15
	Loan from Other Related Party	₹ -	₹ 18.08
2	**Secured**		
	Loans repayable on demand		
	From Banks (Secured against Deposits)	₹ 443.82	₹ 360.61
	Total Value in INR (A+B)	**₹ 621.02**	**₹ 834.98**

Overdraft Against Fixed Deposits:

a. The loan is repayable on demand and secured against hypothecation of Fixed Deposits of Rs. 1.00 Crore financed @ 5.40% p.a. (0.50% markup over FD rate).

b. This is working capital loan is repayable on demand and secured against hypothecation of Fixed Deposits of Rs. 1.495 Crore and collateral security of Residential Property of Directors and the facility financed at 7.85% p.a.

Note 13 : Trades Payable

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Sundry Creditors		
	-Dues of micro and small enterprises	₹ 22.25	₹ 132.32
	-Dues of others	₹ 169.84	₹ 185.52
	Total Value in INR	**₹ 192.09**	**₹ 317.84**

Figures For the Current Reporting Period

(Outstanding from due date of payment / from date of transaction)	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
(i) MSME		
Less than 1 Year	₹ 19.14	₹ 120.25
1-2 Years	₹ 0.46	₹ 1.29
2-3 Years	₹ 2.64	₹ 10.72
More than 3 Years	₹ -	₹ 0.06
	₹ 22.25	**₹ 132.32**

VERTOZ ADVERTISING LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT

(₹ in lakhs)

(ii) Others				
Less than 1 Year	₹	116.95	₹	86.64
1-2 Years	₹	50.67	₹	31.11
2-3 Years	₹	2.22	₹	13.16
More than 3 Years	₹	-	₹	54.61
	₹	**169.84**	**₹**	**185.52**
(iii) Dispute dues-MSME				
Less than 1 Year	₹	-	₹	-
1-2 Years	₹	-	₹	-
2-3 Years	₹	-	₹	-
More than 3 Years	₹	-	₹	-
	₹	**-**	**₹**	**-**
(iv) Dispute dues				
Less than 1 Year	₹	-	₹	-
1-2 Years	₹	-	₹	-
2-3 Years	₹	-	₹	-
More than 3 Years	₹	-	₹	-
	₹	**-**	**₹**	**-**
(v) Others				
Less than 1 Year	₹	-	₹	-
1-2 Years	₹	-	₹	-
2-3 Years	₹	-	₹	-
More than 3 Years	₹	-	₹	-
	₹	**-**	**₹**	**-**
Total	**₹**	**192.09**	**₹**	**317.84**

Note 14 : Other Financial Liabilities

Sr. No.	Particulars	Amount As At 31st Mar. 2022		Amount As At 31st Mar. 2021	
	Other Payables				
1	**Current Maturity for Short Term Debt**				
	Current Maturity for Short Term Debt (ICICI, Shriram, Neogrowth, Axis,HDFC)	₹	73.69	₹	95.88
2	**Others:**				
	Advance Received from Client	₹	32.70	₹	18.76
	Creditors for Expenses	₹	98.25	₹	48.06
	Other Payable	₹	9.79	₹	34.58
	Total Value in INR	**₹**	**214.43**	**₹**	**197.27**

Note 15 : Current Tax Liabilities

Sr. No.	Particulars	Amount As At 31st Mar. 2022		Amount As At 31st Mar. 2021	
1	Provision for Income Tax AY 2022-23	₹	141.12	₹	-
2	Provision for Income Tax AY 2021-22	₹	-	₹	108.82
3	Provision for Income Tax AY 2020-21	₹	-	₹	0.70
	Total Value in INR	**₹**	**141.12**	**₹**	**109.51**

Note 16 : Current Provisions

Sr. No.	Particulars	Amount As At 31st Mar. 2022		Amount As At 31st Mar. 2021	
1	Salary Payable	₹	8.15	₹	99.53
2	**Gratuity & Leave Encashment Provision (Current):**				
	Gratuity Provision (Current)	₹	12.47	₹	6.93
	Leave Encashment (Current)	₹	6.94	₹	2.86
3	Misc. Expenditure Payable	₹	-	₹	21.85
4	Other Provisions	₹	3.50	₹	3.75
	Total Value in INR	**₹**	**31.07**	**₹**	**134.92**

Note 17 : Other Current Liabilities

Sr. No.	Particulars	Amount As At 31st Mar. 2022		Amount As At 31st Mar. 2021	
1	Statutory Liabilities	₹	95.71	₹	31.87
	Total Value in INR	**₹**	**95.71**	**₹**	**31.87**

VERTOZ ADVERTISING LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT (₹ in lakhs)

Note 18 : Revenue From Operations

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Sale of Services	₹ 2,051.50	₹ 1,658.04
	Total Value in INR	**₹ 2,051.50**	**₹ 1,658.04**

Note 19 : Income From Non Operation

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Interest on FDR	₹ 12.76	₹ 10.60
2	Other Income	₹ 0.18	₹ 0.14
3	Sundry Balance W/off	₹ -	₹ 3.49
4	Bad Debts Recovered	₹ -	₹ 5.00
5	Foreign Exchange Gain	₹ 29.45	₹ 176.19
6	Interest Income-Ind AS	₹ 0.39	₹ 0.56
	Total Value in INR	**₹ 42.78**	**₹ 195.98**

Note 20 : Direct Service Expenses

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Purchase of Services	₹ 551.94	₹ 541.94
2	Software Purchase	₹ 25.84	₹ 8.93
	Total Value in INR	**₹ 577.78**	**₹ 550.87**

Note 21 : Employement Benefit Cost

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Salaries and Incentives	₹ 486.14	₹ 442.54
2	Director Remuneration	₹ 61.59	₹ 61.39
3	Gratuity & Leave Encashment Expense	₹ 19.10	₹ 13.25
	Total Value in INR	**₹ 566.83**	**₹ 517.19**

Note 22 : Finance Cost

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Bank Charges	₹ 0.49	₹ 5.06
2	Interest Expense	₹ 59.79	₹ 86.84
3	Foreign Exchange Loss	₹ -	₹ -
4	Loan Processiong Fees	₹ 1.88	₹ 4.85
5	Interest on Lease Liabilities	₹ 7.32	₹ 10.22
	Total Value in INR	**₹ 69.47**	**₹ 106.97**

Note 23 : Other Expenses

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Audit Fees	₹ 3.45	₹ 3.30
2	Books and Periodicals	₹ -	₹ 0.05
3	Conveyance Charges	₹ 1.93	₹ 0.95
4	Electricity Expenses	₹ 85.60	₹ 6.74
5	Exhibition & Seminar Expenses	₹ 0.59	₹ -
6	Food Expenses	₹ 2.39	₹ 0.59
7	House Keeping & Security Expenses	₹ 7.59	₹ 6.32
8	Interest/Penalty/Fee on Taxes	₹ 22.52	₹ 11.14
9	Internet Expenses	₹ 8.20	₹ 2.33
10	Legal Expenses	₹ 4.97	₹ 5.36
11	Lodging & Boarding Expenses	₹ 1.35	₹ 0.15
12	Accounts Written off	₹ -0.02	₹ 0.50
13	Marketing Expenses	₹ 5.13	₹ 1.36
14	Office Expense	₹ 9.72	₹ 4.84
15	Postage & Courier Expenses	₹ 0.27	₹ 0.08
16	Printing & Stationary Expenses	₹ 0.79	₹ 0.27
17	Profession Tax-Company	₹ 0.03	₹ 0.03
18	Profit & Loss on Fixed Assets	₹ -	₹ 0.02
19	Professional & Technical Fees	₹ 20.51	₹ 21.25
20	Recruitment Expense	₹ 1.97	₹ 1.38
21	Lease Rent	₹ 15.18	₹ 2.84
22	Repair & Maintenance Expenses	₹ 2.94	₹ 0.87
23	Rounding Off	₹ 0.00	₹ -0.00
24	Staff Welfare	₹ 3.14	₹ 1.39
25	Telephone Expense	₹ 0.21	₹ 0.14
26	Travelling Expense (Domestic/International)	₹ 6.25	₹ 1.43
27	Insurance Expenses	₹ 0.41	₹ 0.60
28	Deferred Rent Expenses	₹ 0.38	₹ 0.56
29	Provision for Doubtful Debts	₹ 0.21	₹ 1.41
	Total Value in INR	**₹ 205.71**	**₹ 75.90**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH 2022

BACKGROUND:

Vertoz Advertising Limited (the Company) f.k.a **Vertoz Media Private Limited** and **Vertoz Media Limited** was incorporated on **February 13, 2012**. These are the **Eleventh** financial statements prepared for the Company and they relate to the period from **April 1, 2021** to **March 31, 2022**. The Company provides Online Advertising Services and other allied services to domestic/ overseas clients.

Note 24: SIGNIFICANT ACCOUNTING POLICIES ADOPTED BY THE COMPANY:

a. ***Basis of preparation of financial statements:***

These financial statements has been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

b. ***Operating Cycle:***

The Company is primarily engaged in the business of Online Digital Advertising Services the Company has considered its operating cycle as 12 months and all assets and liabilities have been classified as current or non-current as per the criteria set out in the Revised Schedule III to the new Companies Act, 2013.

c. ***Use of estimates:***

The preparation of financial statements in conformity of Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in future periods which are affected.

Application of accounting policies that require critical accounting estimates and assumption having the most significant effect on the amounts recognised in the financial statements are:

- Valuation of financial instruments

- Useful life of property, plant and equipment
- Provisions
- Recoverability of trade receivables

d. Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current assets unless otherwise stated as current.

A liability is current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current unless otherwise stated as current.
Deferred tax assets and/or liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

e. Fair value measurement:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's

accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.
Financial instruments (including those carried at amortised cost) (Note 34)

f. **i) Property, plant and equipment**

Property, plant and equipment is stated at cost less accumulated depreciation and where applicable accumulated impairment losses. Property, plant and equipment and capital work in progress cost include expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.
When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent Cost

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is de-recognised and charged to the statement of Profit and Loss. The costs of the day-to-day servicing of property, plant and equipment are recognised in the Statement of Profit and Loss.

ii) Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment loss. The system software which is expected to provide future enduring benefits is capitalised. The capitalised cost includes license fees and cost of implementation/system integration, salaries, maintenance cost, etc.

g. ***Depreciation/ Amortization:***

Depreciation/amortization on fixed assets is provided as per Schedule II to the Companies Act, 2013 which requires depreciating the asset over its useful life as prescribed in section 123 read with Schedule II – Part C of the new Companies Act, 2013.

Class of Asset	Estimated Useful Life
Computer Equipment's (Data Computers & Servers)	3 – 6 years

Furniture and Fixtures	5 – 10 years
Office Equipment	5 years
Vehicles	8 years
Intangible Assets – Ingenious Plex Platform	8 years

Individual assets booked as per their book value and depreciated as per useful life of the assets. Assets having costing ₹ 10,000 or less have been depreciated at a computed rate as per method laid under the act in the year of purchase.

Derecognition of assets

An item of property plant & equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement when the asset is derecognised.

h. Impairment:

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

Reversal of impairment loss is recognized immediately as income in the statement of profit and loss.

During the year impairment loss of **₹ NIL** is recognized with following break-up and taken into books of account.

Sr.	Particulars	Amount in ₹
1.	Computers	NIL
2.	Furniture & Fixture	NIL
3.	Office Equipment	NIL
	Total	**NIL**

i. Leases:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of Profit and Loss on a straight-line basis over the lease term.

j. Revenue Recognition:

Revenue from contracts priced on a time and material basis are recognized when services are rendered and related costs are incurred.

Revenue from software implementation services is recognized on the achievement of the milestones or performance of the specified tasks/activities over the related period, as per the terms of the specific contract.

Revenue from deputation services is recognized on accrual basis as per the terms of contract.

k. Foreign Currency Transactions:

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

l. Taxation:

Income-tax expense comprises Current tax and Deferred tax charge or credit.

(i) Provision for current tax is made on the assessable income at the tax rate applicable to the relevant assessment year. Minimum Alternate Tax (MAT) eligible for set off in subsequent years, (as per tax laws) is recognized as an asset by way of credit to the statement of Profit and Loss only if there is convincing evidence of its realisation. At each balance sheet date, the carrying amount of MAT Credit Entitlement receivable is reviewed to reassure realisation.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) The Deferred Tax Asset and Deferred tax Liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred Tax Assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws are recognized, only if there is a virtual certainty of its realisation, supported by convincing evidence. Deferred tax Assets on account of other timing differences are recognized, only to the extent, there is a reasonable certainty of its realisation. At each Balance Sheet date, the carrying amount of Deferred tax Assets is reviewed to reassure realisation.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

m. Employee Benefits:

a) Short Term Employee Benefits:

All employee benefits payable within twelve months of rendering the service are recognized in the period in which the employee renders the related service.

b) Post-Employment Benefits:

Retirement benefits to employees comprise of Provident Fund contributions. Contribution to defined contribution retirement benefit schemes is recognized as an expense when employees have rendered services entitling them to contributions.

n. Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

o. Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Financial Statements. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

p. Financial instruments:

Initial recognition

The company recognise the financial asset and financial liabilities when it becomes a party to the contractual provisions of the instruments. All the financial assets and financial liabilities are recognised at fair value on initial recognition, except for trade receivable which are initially recognised at transaction price. Transaction cost that are directly attributable to the acquisition of financial asset and financial liabilities, that are not at fair value through profit and loss, are added to the fair value on the initial recognition.

Subsequent measurement

(A) Non derivative financial instruments

(i) Financial Assets at amortised cost

A financial assets is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. All the Loans and other receivables under financial assets (except Investments) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by impairment amount.

(ii) Financial Assets at Fair Value through Profit or Loss/Other comprehensive income

Instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

If the company decides to classify an instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of

the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

(iii) Financial liabilities

The measurement of financial liabilities depends on their classification, as described below:

(a) Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. However, the Company has borrowings at floating rates. Considering the impact of restatement of Effective interest rate, transaction cost is being amortised over the tenure of loan and borrowing.

(b) Trade & other payables

After initial recognition, trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(B) Derivative financial instruments

The company holds derivatives financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. Company has taken all the forward contract from the bank.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

q. Cash and Cash Equivalents:

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of twelve months or less from the date of purchase, to be cash equivalents.

25. CONTINGENT LIABILITY:

Claims against the Company not acknowledged as debt **₹ Nil** (previous year ₹ Nil)

26. OPERATING LEASES:

The Company have lease obligation during the period under audit. The brief details of the lease as under,

Sr. No.	Lease Details	Lease Term	Balance Term of Lease	Lease Obligation (Amount)
1	**Trunkoz technologies Pvt. Ltd.** Property Add.: 602, Avior Nirmal Galaxy Opp. Johnson & Johnson, LBS Road, Mulund-West, 400080 Leased area: 679 Sq. Ft.	60 months	24 months	37,27,812/-
2	**Mr. Kirti Jain and Mrs. Savita Jain** Property Add.: 603, Avior Nirmal Galaxy	60 months	18 months	16,06,482/-

	Opp. Johnson & Johnson, LBS Road, Mulund-West, 400080 Leased area: 1016 Sq. Ft.			
3	**Mr. Samresh Jain and Mrs. Rita Jain** Property Add.: 604, Avior Nirmal Galaxy Opp. Johnson & Johnson, LBS Road, Mulund-West, 400080 Leased area: 975 Sq. Ft.	60 months	18 months	15,41,628/-

27. MSME REGISTERED CREDITORS:

Based on information's available with the Company, there are 10 suppliers registered as micro, small or medium enterprise under "The Micro, Small and Medium Enterprise Development Act, 2006" as at March 31, 2022 the total outstanding amounting to **₹ 22,24,835/-**. This is according to the return filed and details provided in MSME Form I (Pursuant to Order 2 and 3 dated 22 January, 2019 issued under Section 405 of the Companies Act, 2013).

28. DEFERRED TAX:

(Amount in ₹)

Sr. No.	Particulars	As at 31/03/2022	As at 31/03/2021
(i)	**Deferred tax Liability on account of :**		
	Depreciation	**8,77,255**	12,59,503
(ii)	**Deferred tax asset on account of :**		
	a) Unabsorbed Depreciation	**Nil**	Nil
	b) Employee Benefits - leave Encashment & Gratuity	**Nil**	Nil
	c) On Account of disallowances	**Nil**	Nil
	d) Carried Forward Losses	**Nil**	Nil
	Deferred Tax Asset/(Liability)	**Nil**	Nil
	Less: Reversal During the year	**Nil**	Nil
	Total Deferred tax Liability	**8,77,255**	12,59,503

In consideration of prudence, the deferred tax asset has not been recognized in the accounts and the same would be considered at an appropriate time keeping in view the availability of sufficient taxable income against which such deferred tax asset can be realized.

29. The disclosure required under Indian Accounting Standard Ind AS 19 Employee Benefits, is given below:

Defined contribution Plan:

Contribution to defined contribution plan is recognized and charged off for the year, are as under:

(Amount in ₹)

Sr. No.	Particulars	2021-22	2020-21
1	Employer's contribution to Provident Fund	**3,38,023**	3,62,449

2	Employer's contribution to Pension Scheme	**7,60,125**	8,23,968
	Total	**10,98,148**	11,86,417

Defined benefit plan:
Liabilities in respect of gratuity & Leave Encashment are provided for on the basis of actuarial valuation as at the year end. The certificate for actuarial valuation for Gratuity and Leave encashment is given without the annexure which are prepared for disclosure requirements, in view of the company confirming that it does not fall in one or more of the eight categories of Ind AS 19 and hence eligible for exemption granted for companies as per Ind AS 19, the number of employees being more than 50.

Actuarial Assumption:

Sr. No.	Particulars	Gratuity (Unfunded)		Leave Encashment (Unfunded)	
		2021-22	**2020-21**	**2021-22**	**2020-21**
1.	Mortality Table (LIC)	2006-08 (Ultimate)	2006-08 (Ultimate)	2006-08 (Ultimate)	2006-08 (Ultimate)
2.	Discount rate (p.a.)	**5.54%**	6.21%	**5.54%**	6.21%
3.	Rate of escalation in salary (p.a.)	**7.00%**	7.00%	**7.00%**	7.00%

30. Particulars of Un-hedged foreign Currency Exposure as the Balance Sheet date:
During period under audit, the company is having following un-hedged foreign currency exposure as on balance sheet date:

Liabilities	(₹)	($)	Assets	(₹)	($)
			Vertoz INC – Drs.	8,00,95,047	10,56,564
			Vertoz INC – Advances	4,89,577	7,386
Total			**Total**	**8,05,84,624**	**10,63,950**
Net-off Un-hedged Foreign Currency Exposure:				**8,05,84,624**	**10,63,950**

31. Segment Reporting:
The risk-return profile of the Company's business is determined predominantly by the nature of its services. Accordingly, the business segment constitutes the primary segment for disclosure of segment information. The company is, at present, primarily engaged in a single business segment of Information Technology Company and operates only in a single geographical segment i.e. India. Accordingly, no disclosures are made in terms of Indian Accounting Standard Ind AS – 108 relating to "Segment Reporting".

32. Financial risk management objectives and policies:
The risk management policies of the Company are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Management has overall responsibility for the establishment and oversight of the Company's risk management framework.

Market risk:
Market risk is the risk when the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include FVTPL Investments only. Market risk comprises only the fluctuations

in the net asset value of the respective funds. Reports on the investment portfolio are submitted to the Company's senior management on a regular basis. The Board of Directors reviews and approves all investment decisions.

Credit risk:
Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions. The Company only deals with parties which has sound worthiness based on internal assessment.
The ageing analysis of the receivables has been considered from the date the invoice falls due.

Trade Receivables	< 180 days	> 180 days	Total
Amount As At 31st March 2022	7,37,13,217	5,53,47,746	**12,90,60,963**
Amount As At 31st March 2021	9,38,86,801	2,99,59,019	**12,38,45,820**

In the opinion of management, trade receivable, Financial assets, Cash and cash equivalent, Balance with Bank , Loans and other financial assets have a value on realisation in the ordinary course pf business at lease equal to the amount at which they are stated in the balance sheet.
Interest rate risk:
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.
Company has interest rate risk exposure mainly from changes in rate of interest on borrowing & on deposit with bank. The interest rate are disclosed in the respective notes to the financial statements of the Company.

Liquidity risk:
Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – trade payables and other financial liabilities.

Liquidity risk management:
The Company’s management is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company’s net liquidity position through rolling forecasts on the basis of expected cash flows.

Capital Management:
The Company's objective for capital management is to maximize shareholder value, safeguard business continuity and support the growth. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The Company is not subject to any externally imposed capital requirements except loan from banks/NBFC for working capital.

33. Financial Instruments:
Financial instrument by category

The carrying value and fair value of financial instrument by categories as of 31st March 2022 were as follows:

Particulars	at amortised cost (Rs.)	at fair value through forex revaluation reserve / profit & loss (Rs.)	Total Carrying value (Rs.)	Total fair value (Rs.)
Assets:				
Investment in Subsidiaries	26,94,30,084	68,95,942	27,63,26,026	27,63,26,026
Trade Receivables	12,58,79,117	31,81,846	12,90,60,963	12,90,60,963
Cash & Cash Equivalents	2,83,40,371	(2,30,566)	2,81,09,805	2,81,09,805
Loans	23,90,057	-	23,90,057	23,90,057
	42,60,39,629	**98,47,222**	**43,58,86,851**	**43,58,86,851**
Liabilities:				
Long term borrowing	73,49,835	-	73,49,835	73,49,835
Lease Liabilities	63,43,079	-	63,43,079	63,43,079
Short term borrowing	6,21,01,729	-	6,21,01,729	6,21,01,729
Trade Payables	1,92,08,671	-	1,92,08,671	1,92,08,671
Other Financial Liabilities	2,14,42,730	-	2,14,42,730	2,14,42,730
	11,64,46,045	**-**	**11,64,46,045**	**11,64,46,045**

The carrying value and fair value of financial instrument by categories as of 31st March 2021 were as follows:

Particulars	at amortised cost (Rs.)	at fair value through forex revaluation reserve / profit & loss (Rs.)	Total Carrying value (Rs.)	Total fair value (Rs.)
Assets:				
Investment in Subsidiaries	25,03,46,777	1,89,83,307	26,93,30,084	26,93,30,084
Trade Receivables	12,52,07,655	(13,61,835)	12,38,45,820	12,38,45,820
Cash & Cash Equivalents	2,51,69,794	(1,52,050)	2,50,17,744	2,50,17,744
Loans	4,67,969	-	4,67,969	4,67,969
	40,11,92,195	**1,74,69,422**	**41,86,61,616**	**41,86,61,616**
Liabilities:				
Long term borrowing	1,53,55,146	-	1,53,55,146	1,53,55,146
Lease Liabilities	92,23,479	-	92,23,479	92,23,479
Short term borrowing	8,36,48,497	(1,50,076)	8,34,98,421	8,34,98,421
Trade Payables	3,17,83,679	-	3,17,83,679	3,17,83,679
Other Financial Liabilities	1,97,27,014	-	1,97,27,014	1,97,27,014
	15,97,37,815	**(1,50,076)**	**15,95,87,738**	**15,95,87,738**

34. Related Party Transaction

Disclosure of transaction with Related Parties, as required by Indian Accounting standard Ind AS – 24 relating to Related Party Disclosure' are given here under. Related parties as defined under Clause 3 of the Indian Accounting standard Ind AS – 24 have been identified based on Representations made by and information available with the Company.

***[Note:** Related Party relationships as identified by the Company have been relied upon by the Auditors.]*

List of related parties with whom transactions were carried out during the year and description of relationship:

(Amount in ₹)

Particulars		FY 2021-22		FY 2020-21	
Name of the Related Party & Nature of Relationship	**Nature of Transaction**	**Transaction Value**	**O/s amounts carried in the Balance Sheet (Payable) / Receivable**	Transaction Value	O/s amounts carried in the Balance Sheet (Payable) / Receivable
Key Managerial Personnel:					
Mr. Hirenkumar Shah	Managerial Remuneration	**59,49,400**	**Nil**	59,30,300	(2,84,130)
	Loan from Directors	**2,43,94,562**	**(1,77,20,010)**	6,09,775	(4,21,14,572)
Mr. Ashish Shah	Managerial Remuneration	**Nil (Remuneration drawn from US Company)**	**Nil**	Nil (Remuneration drawn from US Company)	Nil
	Loan from Directors	**Nil**	**Nil**	68,406	Nil
Mr. Rasiklal Shah	Director Sitting Fees	**35,000**	**(20,500)**	30,000	(1,53,750)
Mr. Harshad Shah	Director Sitting Fees	**45,000**	**(1,30,000)**	40,000	(1,31,500)
Mrs. Nilam Doshi	Director Sitting Fees	**65,000**	**(2,64,500)**	60,000	(2,71,500)
Mr. Rohit Vaghadia	Director Sitting Fees	**65,000**	**(1,13,500)**	55,000	(1,40,875)
Mr. Akshay Sonar Parolkar	KMP Remuneration (CFO)	**29,63,219**	**Nil**	18,66,816	(1,53,568)
	Expenses Reimbursement	**10,79,936**	**Nil**	32,49,351	(44,529)
Ms. Zill Shah	KMP Remuneration (CS)	**8,14,320**	**Nil**	6,95,520	(83,940)
Associate Enterprise & Sister Concern					
Trunkoz Technologies Pvt. Ltd.	Office Rent	**16,09,126**	**1,97,523**	17,34,839	(16,30,527)
Adzurite Solutions Pvt Ltd	Advance received/(paid)	**35,14,661**	**Nil**	(7,54,182)	(35,14,661)
	Sales	**2,63,30,000**	**25,07,740**	Nil	Nil
	Purchases	**16,33,041**	**(18,94,326)**	25,06,894	Nil
Vertoz Inc	Advance received/(paid)	**(21,608)**	**(4,89,577)**	1,36,620	(4,67,969)
	Sales	**5,07,93,689**	**8,00,95,047**	11,50,70,721	9,04,02,274
PayNX Technologies Pvt. Ltd.	Purchase	**Nil**	**Nil**	1,13,21,082	(1,11,77,170)
	Sales	**33,25,431**	**Nil**	(28,14,169)	Nil
	Advance received/(paid)	**21,22,548**	**3,14,424**	(18,08,124)	(18,08,124)
Own Web Solution Pvt. Ltd.	Advance received/(paid)	**9,10,000**	**9,10,000**	Nil	Nil

35. Cash Flow Statement as required in terms of Accounting Standard "Ind AS 7 Cash Flow Statements" is attached to these Accounts.

36. As the Company is not a manufacturing company, the information required under Clause3 (ii) (a) and Clause 4C of Part II of the Companies Act, 1956 has not been given.

37. The balances of sundry debtors, sundry creditors, loans and advances are subject to reconciliation and confirmation and are as per books of account only. In the opinion of the management, the reconciliation, if any, will not materially affect the profit/loss of the Company for the year.

38. In the opinion of the Management, all the current assets, loans and advances have a value on realization in the ordinary course of business equal to the amount at which they are stated and all provisions for liabilities are adequate and are not less than the amount considered necessary.

39. Expenditure in Foreign Currency – **Nil**

Particulars	**2021-22**		**2020-21**	
	(₹)	**($)**	**(₹)**	**($)**
FCTL Interest Payable/Paid	Nil	Nil	1,86,836	2,506

40. Earning in Foreign Currency (On Cash Basis) – **₹ 6,36,52,931/-**

(*As per Receipt & Payment A/c from Tally*) (Amount in ₹)

Particulars	**2021-22**
Receipt from Export against Invoice	6,38,87,280
Advance against Export Services	Nil
Exchange Gain/(Loss) on remittance	(2,34,349)
Total Earning in Foreign Currency (On Cash Basis)	**6,36,52,931**

41. Estimated amount of contracts remaining to be executed on capital account and outstanding net of advances – **₹ Nil** (P.Y. Nil)

42. On account of application of Schedule III as per the new Companies Act, 2013 for the preparation of financial statements, the disclosures, classification and presentation made in this financial statement have been significantly impacted / changed. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

43. Additional Regulatory Information

I. Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

a) repayable on demand and/or

b) without specifying any terms or period of repayment

Type of Borrower	Amount of loan and Advance in the nature of Loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promotors	₹ NIL	0.00%
Directors	₹ NIL	0.00%
KMPs	₹ NIL	0.00%
Related Parties	₹ 23,54,057	100.00%

II. Details of Benami Property held

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

III. Wilful Defaulter

The company has not been declared as a wilful Defaulter by any Financial Institution or bank as at the date of Balance Sheet.

IV. Relationship with Struck off Companies

The Company do not have any transactions with companies struck off.

V. Registration of charges or satisfaction with Registrar of Companies (ROC)

The company has no pending charges or satisfaction which are yet to be registered with the ROC beyond the Statutory period.

VI. Compliance with number of layers of companies

The Company is complied with number of layers of companies as per clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

VII. Ratios analysis & it's elements

Ratios	Current Reporting Period	Previous reporting period	% of Change	Reasons if % change is 25% or more
Debt Equity Ratio	0.21	0.34	-38.44%	There is a decrease in liability i.e. loans and other liabilities hence favourable change in this ratio
Debt Service Coverage Ratio	2.61	-28.20	-109.27%	There is increase in the turnover of the company resulting in increase in profitability hence favourable change in this ratio.
Return on Equity Ratio	0.12	0.10	19.40%	Changes is less than 25 %
Inventory Turnover Ratio	0.00	0.00	0.00%	Changes is less than 25 %
Trade Receivables Turnover Ratio	1.62	1.83	-11.23%	Changes is less than 25 %
Trade Payables Turnover Ratio	2.27	1.92	17.78%	Changes is less than 25 %
Current Ratio	1.23	0.94	31.43%	There is an increase in current liabilities due to current maturities of Loans from Related Parties and Loans hence there is change in ratio
Net Capital Turnover Ratio	6.73	-15.46	-143.55%	There is increase in the turnover of the company hence change in this ratio

Net profit ratio	18.05%	16.70%	8.09%	Changes is less than 25 %
Return on Capital Employed	17.09%	16.20%	5.50%	Changes is less than 25 %
Return on investment	0.13	0.10	30.35%	There is increase in the turnover of the company resulting in increase in profitability hence favourable change in this ratio

Ratios	Numerator	Denominator	Current Reporting Period	Previous reporting period	% of Change
Debt Equity Ratio	Debt Capital	Shareholder's Equity	0.21	0.34	-38.44%
Debt Service Coverage Ratio	Net Operating Income	Debt Service (Int+Principal)	2.61	-28.20	-109.27%
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	0.12	0.10	19.40%
Inventory Turnover Ratio	COGS	Average Inventory	0.00	0.00	0.00%
Trade Receivables Turnover Ratio	Net Sales	Average trade receivables	1.62	1.83	-11.23%
Trade Payables Turnover Ratio	Total Purchases (Fuel Cost + Other Expenses + Closing Inventory-Opening Inventory)	Average Trade Payables	2.27	1.92	17.78%
Current Ratio	Current Assets	Current Liabilities	1.23	0.94	31.43%
Net Capital Turnover Ratio	Sales	Working capital (CA-CL)	6.73	-15.46	-143.55%
Net profit ratio	Net Profit	Sales	18.05%	16.70%	8.09%
Return on Capital Employed	Earnings before interest and tax	Capital Employed	17.09%	16.20%	5.50%
Return on investment	Net Profit	Investment	0.13	0.10	30.35%

VIII. Compliance with approved Scheme(s) of Arrangements

There are no Schemes of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

IX. Discrepancy in utilization of borrowings

The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance

X. Utilisation of Borrowed funds and share premium:

a) Borrowed Fund has been used for working capital and routine operation purpose of the company.
b) During this year there was no share premium received and/or utilised by the Company.

44. Additional Information

Undisclosed income

The Company has no transaction that is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Details of Crypto Currency or Virtual Currency

The company has not traded or invested in Crypto currency or Virtual Currency.

FOR AND ON BEHALF OF BOARD OF
VERTOZ ADVERTISING LIMITED

HIRENKUMAR SHAH
WHOLE-TIME DIRECTOR **PLACE: MUMBAI**
DIN: 00092739 **DATE: 30.05.2022**

INDEPENDENT AUDITOR'S REPORT

To the Members of Vertoz Advertising Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated financial statements of VERTOZ ADVERTISING LIMITED ("the Company") and its subsidiary (the Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, the consolidated profit and total consolidated comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

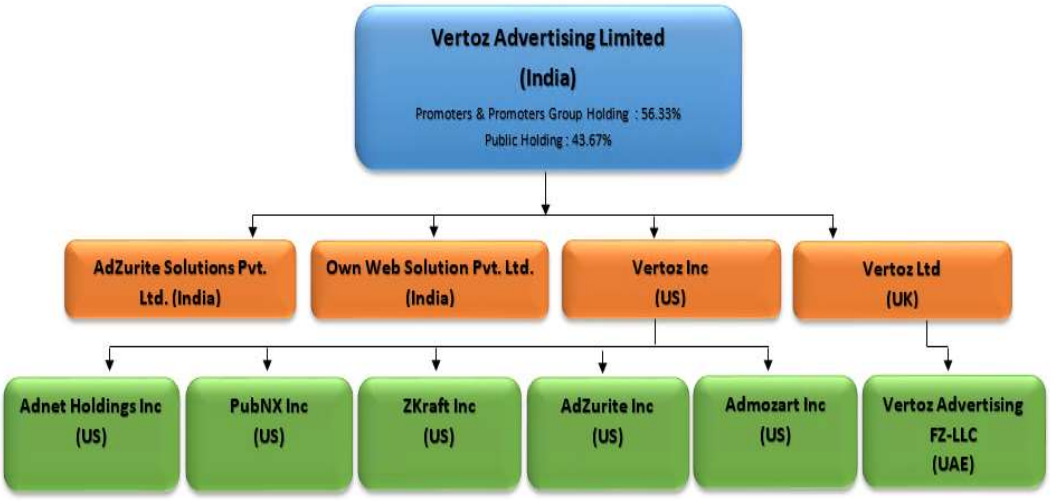
Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter
1	*Key Audit Matter*
	Recognition and measurement of revenues of ongoing contracts: *The recognition and measurement of revenues of ongoing contracts and revenue which is unbilled involves certain key judgments relating to measurement, documentation and certification of such measurements, identification of milestones and compliance related obligations. Refer Note 22(h) to the Financial Statements*
	Auditor's Response
	Principal Audit Procedures Our audit approach was a combination of test of internal controls and substantive procedures which included the following: • Evaluated the design of internal controls relating to recording of revenues at each period end as per contract terms. • Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the internal controls relating to identification and recognition of revenues. • Reviewed a sample of contracts with unbilled revenues to identify appropriateness of revenue recognition as compared to the certified documentation by customers. • Performed analytical procedures and test of details for reasonableness of recognition of revenues and its corresponding costs.

Other Matter:

1. The brief of legal structure of the company and its subsidiary and step-down subsidiary covered under this consolidation financials as follows;



i. We did not audit the Financial Statements of a Foreign Subsidiaries included in the Consolidated Financial Statements; whose Financial Statements include total assets of Rs. 3,625.14 Lakhs and net assets of Rs. 3,217.83 Lakhs as at March 31, 2022 and total revenues of Rs 1,576.59 Lakhs for the year ended on that date. These Financial Statements have been certified by the Company's Management and furnished to us, and our opinion, in so far as it relates to the amount and disclosures included in respect of the said Subsidiary is also based solely on these Certified Financial Statements.

ii. We did not audit the Financial Statements of an Indian Subsidiary included in the Consolidated Financial Statements; whose Financial Statements include total assets of Rs. 139.48 Lakhs and net assets of Rs. 64.00 Lakhs as at March 31, 2022 and total revenues of Rs 590.12 Lakhs for the year ended on that date. These Financial Statement have been Audited by other Auditor whose Audit Report has been furnished to us by the Parent Company's Management and our conclusion on the Statement, in so far relates to the amount and disclosure included in respect of Subsidiary, is based on the report of the Auditor and our opinion is also based solely on the Report of such other Auditor.

Our opinion is not modified in respect of these matters.

Information Other than the Consolidated Financial Statements and Auditor's Report thereon:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

3) As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The consolidated financial statements dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors of the Company as on March 31, 2022 taken on record by the Board of Directors of the Company, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :

i) The Consolidated financial statements disclose the impact of pending litigations on its financial position in its consolidated financial statements.

ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **MITTAL & ASSOCIATES**
Chartered Accountants
Firm Registration number: **106456W**

Hemant R Bohra
Partner
Membership number: **165667**
Mumbai, May 30, 2022
UDIN: 22165667AJXCDR6256

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Vertoz Advertising Limited** of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Vertoz Advertising Limited** ("the Company") as of March 31, 2022 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **MITTAL & ASSOCIATES**
Chartered Accountants
Firm Registration number: **106456W**

Hemant R Bohra
Partner
Membership number: **165667**
Mumbai, May 30, 2022
UDIN : 22165667AJXCDR6256

VERTOZ ADVERTISING LIMITED

602, AVIOR, NIRMAL GALAXY, L.B.S. MARG, OPP. JOHNSON & JOHNSON, MULUND (W) - 400080

Corporate Identity Number : L74120MH2012PLC226823

AUDITED STATEMENT OF CONSOLIDATED BALANCE SHEET FOR THE YEAR ENDED MARCH 31, 2022

(₹ in lakhs)

	Particulars	Note No.	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
	ASSETS			
(1)	**Non-current Assets**			
	(a) Property, Plant & Equipment	1	₹ 34.90	₹ 53.50
	(b) Other Intangible Assets	1	₹ 5,420.86	₹ 5,514.43
	(c) Right of use assets	1	₹ 49.63	₹ 78.24
	(d) Other non-current assets	2	₹ 44.57	₹ 61.13
	Total Non-current assets		**₹ 5,549.96**	**₹ 5,707.30**
(2)	**Current Assets**			
	(a) Inventories		₹ -	₹ -
	(b) Financial Assets			
	(i) Trade Receivables	3	₹ 2,620.83	₹ 2,321.19
	(ii) Cash & Cash Equivalents	4	₹ 296.57	₹ 296.16
	(iii) Loans	5	₹ 78.02	₹ 3.98
	(c) Other current assets	6	₹ 76.95	₹ 56.25
	Total Current Assets		**₹ 3,072.37**	**₹ 2,677.59**
	Total Assets (1+2)		**₹ 8,622.33**	**₹ 8,384.89**
	EQUITY AND LIABILITIES			
(1)	**EQUITY**			
	(a) Equity Share Capital	7	₹ 1,197.00	₹ 1,197.00
	(b) Other Equity	8	₹ 5,433.27	₹ 4,576.10
	Total Equity		**₹ 6,630.27**	**₹ 5,773.10**
	LIABILITIES			
(2)	**Non-current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	9	₹ 73.50	₹ 153.55
	(ii) Lease Liabilities		₹ 63.43	₹ 92.23
	(b) Provisions	10	₹ 68.15	₹ 50.68
	(c) Deferred Tax liabilities (Net)		₹ 8.77	₹ 12.60
	Total Non-current liabilities		**₹ 213.86**	**₹ 309.06**
(3)	**Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	11	₹ 788.78	₹ 1,081.80
	(ii) Trade Payables	12		
	-Dues of micro and small enterprises		₹ 25.13	₹ 132.32
	-Dues of others		₹ 363.42	₹ 484.51
	(iii) Other financial Liabilities	13	₹ 214.43	₹ 207.59
	(b) Current tax liabilites (net)	14	₹ 200.49	₹ 206.25
	(c) Provisions	15	₹ 84.56	₹ 157.30
	(d) Other current liabilities	16	₹ 101.39	₹ 32.94
	Total Current liabilities		**₹ 1,778.20**	**₹ 2,302.72**
	Total Equity and Liabilities (1+2+3)		**₹ 8,622.33**	**₹ 8,384.89**

SIGNIFICANT ACCOUNTING POLICIES

See accompanying Notes to the Financial Statements 23

Notes referred to above and Notes to Accounts attached there to form an integral part of the Audited Financial Statement

This is the Statement of Assets and Liabilities referred to in our Report of even date.

FOR MITTAL & ASSOCIATES
Chartered Accountants
FRN: 106456W | MRN: 165667

CA Hemant Bohra
Partner
UDIN: 22165667AJXCDR6256

Place: Mumbai
Date: May 30, 2022

FOR AND ON BEHALF OF VERTOZ ADVERTISING LIMITED

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Hirenkumar Shah
Whole-time Director
DIN: 00092739

Akshay Sonar Parolkar
Chief Financial Officer
PAN: BBCPS6255B

Zill Shah
Company Secretary & Compliace Officer
PAN: EZOPS6680B

VERTOZ ADVERTISING LIMITED

602, AVIOR, NIRMAL GALAXY, L.B.S. MARG, OPP. JOHNSON & JOHNSON, MULUND (W) - 400080

Corporate Identity Number : L74120MH2012PLC226823

AUDITED STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

(₹ in lakhs)

Sr.No.	Particulars	Note No.	Year ended Amount As At 31st Mar. 2022	Year ended Amount As At 31st Mar. 2021
	Revenue:			
I	Revenue From Operations (Net of Taxes)	17	₹ 4,160.64	₹ 5,700.40
II	Other Income	18	₹ 100.35	₹ 203.40
III	***Total Income (III)***		**₹ 4,260.99**	**₹ 5,903.80**
IV	***Expenses:***			
	Direct Service Expense	19	₹ 2,134.88	₹ 3,601.43
	Employment Benefit Cost	20	₹ 633.10	₹ 665.32
	Finance Cost	21	₹ 103.07	₹ 129.90
	Depreciation and Amortisation	1	₹ 302.24	₹ 369.15
	Other Expenses	22	₹ 312.61	₹ 204.11
	Total Expenses (IV)		**₹ 3,485.91**	**₹ 4,969.91**
V	**Profit before exceptional items and tax (III-IV)**		₹ 775.08	₹ 933.89
VI	Exceptional Items		₹ -	₹ -
VII	**Profit before tax (V-VI)**		₹ 775.08	₹ 933.89
VIII	***Tax expense:***			
	(1) Income Tax Provision			
	Current Tax		₹ 172.99	₹ 129.79
	Excess / Short Provision		₹ -4.44	₹ -4.02
	(2) Deferred tax		₹ -3.82	₹ -10.35
IX	**Profit for the period (VII-VIII)**		**₹ 610.35**	**₹ 818.47**
X	**Other Comprehensive Income**			
	(i) Items that will not be reclassified to Profit or Loss		₹ -13.61	₹ 7.11
	(ii) Income tax relating to above		₹ -	₹ 1.79
XI	**Total Comprehensive Income (IX-X)**		**₹ 596.74**	**₹ 823.78**
XII	Paid-up equity share capital (Face value of ₹ 10/- each)		₹ 1,197.00	₹ 1,197.00
XIII	Other Equity		₹ 5,433.27	₹ 4,576.10
XIV	Earning per Equity Share (of ₹ 10/- each) (not annualised)			
	(1) Basic		₹ 5.10	₹ 6.84
	(2) Diluted		₹ 5.10	₹ 6.84

SIGNIFICANT ACCOUNTING POLICIES

See accompanying Notes to the Financial Statements 23

Notes referred to above and Notes to Accounts attached there to form an integral part of the Audited Financial Statement

This is the Statement of Assets and Liabilities referred to in our Report of even date.

FOR MITTAL & ASSOCIATES
Chartered Accountants
FRN: 106456W | MRN: 165667

CA Hemant Bohra
Partner
UDIN: 22165667AJXCDR6256

Place: Mumbai
Date: May 30, 2022

FOR AND ON BEHALF OF VERTOZ ADVERTISING LIMITED

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Hirenkumar Shah
Whole-time Director
DIN: 00092739

Akshay Sonar Parolkar
Chief Financial Officer
PAN: BBCPS6255B

Zill Shah
Company Secretary & Compliace Officer
PAN: EZOPS6680B

VERTOZ ADVERTISING LIMITED

602, AVIOR, NIRMAL GALAXY, L.B.S. MARG, OPP. JOHNSON & JOHNSON, MULUND (W) - 400080

Corporate Identity Number : L74120MH2012PLC226823

AUDITED CONSOLIDATED CASHFLOW STATEMENT AS ON MARCH 31, 2022

(₹ in lakhs)

Particulars	Note No.	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
A : Cash flows from operating activities:			
Profit before taxation	(a)	₹ 761.47	₹ 939.21
Add: Non Operating Expense			
Depreciation & Amortisation		₹ 302.24	₹ 369.15
Finance Cost		₹ 103.07	₹ 129.90
Exchange gain/loss on restatement of forex		₹ 246.87	₹ -299.87
	(b)	₹ 652.18	₹ 199.18
Less: Non Operating Income			
Non Operating Income (incl. of Interest Income)		₹ 100.35	₹ 203.40
	(c)	₹ 100.35	₹ 203.40
Operating profit before working capital changes	d=(a+b-c)	₹ 1,313.30	₹ 934.98
Working Capital Changes:			
(Increase) / Decrease in Trade Receivables		₹ -299.64	₹ -1,394.50
(Increase) / Decrease in Other Financial Assets		₹ -74.04	₹ 10.46
(Increase) / Decrease in Non-current Assets		₹ 16.56	₹ -44.29
(Increase) / Decrease in Other Current Assets		₹ -20.69	₹ -3.76
(Decrease) / Increase in Short Term Borrowings		₹ -293.02	₹ 179.99
(Decrease) / Increase in Trade Payables		₹ -228.28	₹ -33.42
Increase /(Decrease) in Current Tax Liabilities		₹ -5.76	₹ 66.99
Increase /(Decrease) in Other Financial Liabilities		₹ 6.83	₹ 28.54
(Decrease) / Increase in Current Liabilities		₹ 68.45	₹ 16.88
(Decrease) / Increase in Short Term Provisions		₹ -83.74	₹ 93.61
	(e)	₹ -913.34	₹ -1,079.48
Cash generated from operations	(d+e)	₹ 399.97	₹ -144.51
(-) Taxes paid		₹ -168.55	₹ -125.77
Net cash used in operating activities	(A)	₹ 231.42	₹ -270.28
B : Cash flows from investing activities:			
Fixed asset (Addition)/Deduction		₹ -136.90	₹ 140.16
Non Operating Income (incl. of Interest Income)		₹ 100.35	₹ 203.40
Investment		₹ -	₹ -
Net cash Generated from investing activities	(B)	₹ -36.56	₹ 343.57
C : Cash flows from financing activities:			
(Decrease) / Increase in Long Term Borrowings		₹ -80.05	₹ 82.35
Increase /(Decrease) in Lease Liabilities		₹ -28.80	₹ -35.27
Increase /(Decrease) in Other Long Term Liabilities		₹ 17.48	₹ 8.29
Interest Expenses		₹ -103.07	₹ -129.90
Net cash generated from financing activities	(C)	₹ -194.45	₹ -74.54
D : Net increase in cash and cash equivalents = (A+B+C)	D=(A+B+C)	₹ 0.41	₹ -1.25
E : Cash and cash equivalents at beginning of period	(E)	₹ 296.16	₹ 297.41
F: Cash and cash equivalents at end of period = (D+E)	(D + E)	₹ 296.57	₹ 296.16

Note:

Cash and Cash Equivalants Comprises of:

Particulars	Note No.	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
Balance with Banks	4		
(i) In Current Accounts		₹ 35.37	₹ 46.36
(ii) In Deposit Accounts		₹ 261.19	₹ 249.67
Cash on Hand		₹ 0.02	₹ 0.14
Cash & Cash Equivalants		₹ 296.57	₹ 296.16

SIGNIFICANT ACCOUNTING POLICIES

See accompanying Notes to the Financial Statements **23**

Notes referred to above and Notes to Accounts attached there to form an integral part of the Audited Financial Statement

This is the Statement of Assets and Liabilities referred to in our Report of even date.

FOR MITTAL & ASSOCIATES
Chartered Accountants
FRN: 106456W | MRN: 165667

CA Hemant Bohra
Partner
UDIN: 22165667AJXCDR6256

Place: Mumbai
Date: May 30, 2022

FOR AND ON BEHALF OF VERTOZ ADVERTISING LIMITED

Harshad Shah
Chariman & Non-Executive Director
DIN: 07849186

Hirenkumar Shah
Whole-time Director
DIN: 00092739

Akshay Sonar Parolkar
Chief Financial Officer
PAN: BBCPS6255B

Zill Shah
Company Secretary & Compliace Officer
PAN: EZOPS6680B

VERTOZ ADVERTISING LIMITED

Notes Forming Integral Part of Consolidated Financial Statement for the year ended 31st March, 2022

Note 1 : Fixed Asset (₹ in lakhs)

Property, Plant and Equipment, Other Intangible Assets and Right of Use Assets

Sr. No	Particulars	Gross Block					Depreciaton					Net Block	
		Value at the beginning	*Addition during the year*	*Deduction during the year*	*Revaluations/ (Impairments) (Forex Gain)*	Value at the end	*Value at the beginning*	*Addition during the year*	*Deduction during the year*	*Adjustment due to revaluations*	*Value at the end*	*Closing Value as on 31.03.2022*	*Closing Value as on 31.03.2021*
I	**Tangible Assets**												
1	Data Computers, Laptops, Data Servers & Peripherals	₹ 370.57	₹ 4.31	₹ 30.24	₹ 1.54	₹ 346.18	₹ 327.59	₹ 20.87	₹ 30.45	₹ 1.19	₹ 319.20	₹ 26.98	₹ 42.98
2	Furniture & Fixtures	₹ 34.03	₹ 1.54	₹ 0.73	₹ -0.00	₹ 34.84	₹ 27.32	₹ 2.55	₹ -	₹ -	₹ 29.87	₹ 4.97	₹ 6.71
3	Office Equipments	₹ 16.70	₹ -	₹ -	₹ 0.25	₹ 16.94	₹ 15.59	₹ 0.99	₹ 0.96	₹ 0.22	₹ 15.85	₹ 1.10	₹ 1.11
4	Motor Vehicles	₹ 17.91	₹ -	₹ -	₹ -	₹ 17.91	₹ 15.21	₹ 0.84	₹ -	₹ -	₹ 16.06	₹ 1.86	₹ 2.70
					₹ -					₹ -			
II	**Intangible Assets**				₹ -					₹ -			
1	Trademark	₹ 0.09	₹ -	₹ -	₹ -	₹ 0.09	₹ -	₹ -	₹ -	₹ -	₹ -	₹ 0.09	₹ 0.09
2	Ingenious Plex Platform	₹ 1,606.43	₹ -	₹ -	₹ 29.15	₹ 1,635.58	₹ 291.30	₹ 118.14	₹ -	₹ 135.15	₹ 544.60	₹ 1,090.99	₹ 1,315.13
3	Premium Business Domain	₹ 10.98	₹ -	₹ -	₹ -0.15	₹ 10.83	₹ 1.69	₹ 0.55	₹ -	₹ -0.03	₹ 2.21	₹ 8.62	₹ 9.29
4	Technology, Platforms & Premium Web Properties	₹ 4,189.92	₹ -	₹ -	₹ 131.24	₹ 4,321.16	₹ -	₹ 129.68	₹ -	₹ -129.68	₹ -	₹ 4,321.16	₹ 4,189.92
III	**Right of Use Assets**	₹ 159.55	₹ -	₹ -	₹ -	₹ 159.55	₹ 81.31	₹ 28.61	₹ -	₹ -	₹ 109.92	₹ 49.63	₹ 78.24
							₹ -						
	Total Value in INR	**₹ 6,406.18**	**₹ 5.84**	**₹ 30.96**	**₹ 162.03**	**₹ 6,543.09**	**₹ 760.01**	**₹ 302.24**	**₹ 31.41**	**₹ 6.85**	**₹ 1,037.69**	**₹ 5,505.39**	**₹ 5,646.17**
	Previous Year Figures	**₹ 6,546.35**	**₹ 1.35**	**₹ 1.57**	**₹ -139.95**	**₹ 6,406.18**	**₹ 682.80**	**₹ 369.15**	**₹ 1.49**	**₹ -290.45**	**₹ 760.01**	**₹ 5,646.17**	**₹ 5,863.54**

VERTOZ ADVERTISING LIMITED

Notes Forming Integral Part of Consolidated Financial Statement for the year ended 31st March, 2022

(₹ in lakhs)

Note 2 : Other non-current assets

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
	Deposits		
1	Other Deposits	₹ 0.25	₹ 0.25
2	Rent Deposit	₹ 20.57	₹ 19.87
3	Security Deposit	₹ 1.68	₹ 1.64
4	Other Advances	₹ 22.07	₹ 39.36
	Total Value in INR	**₹ 44.57**	**₹ 61.13**

Note 3 : Trade Recievables

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	**Trade Receivables,Outstanding for More than Six Months**		
	Unsecured, Considered Good	₹ 729.20	₹ 329.33
2	**Trade Receivables,Outstanding for Less than Six Months**		
	Unsecured, Considered Good	₹ 1,891.63	₹ 1,991.86
	Total Value in INR	**₹ 2,620.83**	**₹ 2,321.19**

Figures For the Current Reporting Period

(Outstanding from due date of payment / from date of transaction)	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
(i) Undisputed Trade Receivables- Considered Goods		
Less than 6 Months	₹ 1,516.64	₹ 1,867.10
6 Months - 1Year	₹ 700.29	₹ 261.48
1-2 Years	₹ 98.58	₹ 92.25
2-3 Years	₹ 43.52	₹ 15.78
More than 3 Years	₹ 261.81	₹ 84.57
	₹ 2,620.83	**₹ 2,321.19**
(ii) Undisputed Trade Receivables- Considered Doubtful		
Less than 6 Months	₹ -	₹ -
6 Months - 1Year	₹ -	₹ -
1-2 Years	₹ -	₹ -
2-3 Years	₹ -	₹ -
More than 3 Years	₹ -	₹ -
	₹ -	**₹ -**
(iii) Disputed Trade Receivables- Considered Goods		
Less than 6 Months	₹ -	₹ -
6 Months - 1Year	₹ -	₹ -
1-2 Years	₹ -	₹ -
2-3 Years	₹ -	₹ -
More than 3 Years	₹ -	₹ -
	₹ -	**₹ -**

VERTOZ ADVERTISING LIMITED

Notes Forming Integral Part of Consolidated Financial Statement for the year ended 31st March, 2022

(₹ in lakhs)

(iv) Disputed Trade Receivables- Considered Doubtful		
Less than 6 Months	₹ -	₹ -
6 Months - 1Year	₹ -	₹ -
1-2 Years	₹ -	₹ -
2-3 Years	₹ -	₹ -
More than 3 Years	₹ -	₹ -
	₹ -	**₹ -**
(v) Others		
Less than 6 Months	₹ -	₹ -
6 Months - 1Year	₹ -	₹ -
1-2 Years	₹ -	₹ -
2-3 Years	₹ -	₹ -
More than 3 Years	₹ -	₹ -
	₹ -	**₹ -**
Total	**₹ 2,620.83**	**₹ 2,321.19**

Note 4 : Cash & Cash Equivalent

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Cash Balance	₹ 0.02	₹ 0.14
2	Bank Balances	₹ 35.37	₹ 46.36
3	Fixed Deposit with Banks	₹ 261.19	₹ 249.67
	Total Value in INR	**₹ 296.57**	**₹ 296.16**

Note 5 : Short Term Loans

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	**Prepaid Expenses**	₹ 0.36	₹ -
2	**Other Receivable**		
	Loan to Related Parties	₹ 77.46	₹ 3.79
	Other Loans and Advances	₹ 0.20	₹ 0.19
	Total Value in INR	**₹ 78.02**	**₹ 3.98**

Note 6 : Other Current Assets

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Advance to Staff	₹ 0.65	₹ 0.25
2	GST/VAT Receivable	₹ 27.64	₹ -
3	TDS Receivable	₹ 47.33	₹ 8.56
4	Advance given to Suppliers	₹ 1.32	₹ 36.44
5	Miscellaneous Expenditures	₹ -	₹ 11.00
	Total Value in INR	**₹ 76.95**	**₹ 56.25**

VERTOZ ADVERTISING LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT

Note 7: SHARE CAPITAL (₹ in lakhs)

Particulars	Figures as at the end of current reporting period		Figures as at the end of previous reporting	
	Number of shares	2021-22	Number of shares	2020-21
(a) Authorised	3,50,00,000	100%	3,50,00,000	100%
3,50,00,000 Equity shares of Rs.10/- each with voting rights				
(b) Issued, Subscribed and Paid	1,19,70,000	100%	1,19,70,000	100%
1,19,70,000 Equity shares of Rs.10/- each with voting rights				
Total	**1,19,70,000**	**100%**	**1,19,70,000**	**100%**

List of Shareholders holding more than 5% share capital

Name of Shareholders	No. of Shares	%	Value/Share	Total Value
1.Mr. Hirenkumar Rasiklal Shah 30,71,824 Eq. Sharesof Rs.10/- each	30,71,824	25.66%	10.00	3,07,18,240
2.Mr. Ashish Rasiklal Shah 30,71,824 Eq. Sharesof Rs.10/- each	30,71,824	25.66%	10.00	3,07,18,240
				-
TOTAL	**61,43,648**	**51.33%**	**10.00**	**6,14,36,480**

NOTE 7A: SHARES HELD BY PROMOTORS

Current Reporting Period

Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	Mr. Hirenkumar Rasiklal Shah	30,71,824	25.66%	0.00%
2	Mr. Ashish Rasiklal Shah	30,71,824	25.66%	0.00%
3	Mr. Rasiklal Shah	1,19,700	1.00%	0.00%
4	Mrs. Ranjanben Shah	1,19,700	1.00%	0.00%
5	Mrs. Arpana Vipul Vejani	1,19,700	1.00%	0.00%
6	Mrs. Archana Rohit Shah	1,19,700	1.00%	0.00%
7	Mrs. Shital Chintan Shah	1,19,700	1.00%	0.00%

Previous reporting Period

Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	Mr. Hirenkumar Rasiklal Shah	30,71,824	25.66%	-8.36%
2	Mr. Ashish Rasiklal Shah	30,71,824	25.66%	-8.36%
3	Mr. Rasiklal Shah	1,19,700	1.00%	0.00%
4	Mrs. Ranjanben Shah	1,19,700	1.00%	0.00%
5	Mrs. Arpana Vipul Vejani	1,19,700	1.00%	0.00%
6	Mrs. Archana Rohit Shah	1,19,700	1.00%	0.00%
7	Mrs. Shital Chintan Shah	1,19,700	1.00%	0.00%

NOTE 7B: STATEMENTS OF CHANGES IN EQUITY

Current Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beiginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
₹ 1,197.00	₹ -	₹ 1,197.00	₹ -	₹ 1,197.00

Previous reporting Period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beiginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
₹ 1,197.00	₹ -	₹ 1,197.00	₹ -	₹ 1,197.00

NOTE 8: OTHER EQUITY

Particulars	Reserves & Surplus			Other Reserves	Equity attributable to holders of the parent	Non Controlling Interests	Total Other Equity
	Retained Earnings	Capital Reserve	Securities Premium	Exchange differences on translating the financial statements of a foreign operation			
Balance as at April 01, 2020	**₹ 2,901.97**	**₹ -**	**₹ 864.12**	**₹ -**	**₹ 3,766.09**	**₹ -**	**₹ 3,766.09**
Profit for the Year	₹ 818.47	₹ -	₹ -	₹ -6.60	₹ 811.87	₹ -	₹ 811.87
Other Comprehensive Income	₹ 5.32	₹ -	₹ -	₹ -	₹ 5.32	₹ -	₹ 5.32
Dividends	₹ -7.17	₹ -	₹ -	₹ -	₹ -7.17	₹ -	₹ -7.17
Balance as at March 31, 2021	**₹ 3,718.58**	**₹ -**	**₹ 864.12**	**₹ -6.60**	**₹ 4,576.10**	**₹ -**	**₹ 4,576.10**
Balance as at April 01, 2021	**₹ 3,718.58**	**₹ -**	**₹ 864.12**	**₹ -6.60**	**₹ 4,576.10**	**₹ -**	**₹ 4,576.10**
Profit for the Year	₹ 610.35	₹ -	₹ -11.00	₹ 271.43	₹ 870.78	₹ -	₹ 870.78
Other Comprehensive Income	₹ -13.61	₹ -	₹ -	₹ -	₹ -13.61	₹ -	₹ -13.61
Dividends	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
Balance as at March 31, 2022	**₹ 4,315.32**	**₹ -**	**₹ 853.12**	**₹ 264.83**	**₹ 5,433.27**	**₹ -**	**₹ 5,433.27**

VERTOZ ADVERTISING LIMITED

Notes Forming Integral Part of Consolidated Financial Statement for the year ended 31st March, 2022

(₹ in lakhs)

Note 9 : Non-Current Borrowing

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	ICICI Bank	₹ 5.89	₹ 9.02
2	Axis Bank	₹ 6.16	₹ 12.79
3	HDFC Bank	₹ 15.36	₹ 32.40
4	ICICI GECL	₹ 46.08	₹ 79.00
5	NeoGrowth Credit Private Limited	₹ -	₹ 8.77
6	Shriram City Union Finanace Ltd.	₹ -	₹ 11.57
	Total Value in INR	**₹ 73.50**	**₹ 153.55**

Terms of repayment of the Term Loan:

1. ICICI Bank: Unsecured Business Loan for Working Capital Requirements of the Company @ diminishing rate of 16% p.a. for tenure of 24 months

2. Axis Bank: Unsecured Business Loan for Working Capital Requirements of the Company @ diminishing rate of 18% p.a. for tenure of 36 months

3. HDFC Bank: Unsecured Business Loan for Working Capital Requirements of the Company @ diminishing rate of 16% p.a. for tenure of 36 months

4. ICICI GECL: Guaranteed Emergency Credit Line ("GECL") by way of working capital term loan facility ("Facility") under the Emergency Credit Line Guaranteed Scheme ("ECLGS") by the Government of India I-EBLR is 7.70% and Spread is 0.55% (subject to an overall cap of 9.25%) with tenure of 12 months. This is taken over by ICICI from Federal Bank.

5. NeoGrowth Credit Private Limited: Unsecured Business Loans for Working Capital Requirements of the Company @ diminishing rate of 19.02% p.a. for tenure of 720 days.

6. Shriram City Union Finance Ltd.: Unsecured Business Loans for Working Capital Requirements of the Company @ diminishing rate of 19% p.a. for tenure of 36 months.

Note 10 :Non-Current Provisions

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Gratuity Provision (Non-Current)	₹ 53.58	₹ 37.70
2	Leave Encashment Provision (Non-Current)	₹ 14.58	₹ 12.98
	Total Value in INR	**₹ 68.15**	**₹ 50.68**

Note 11 : Short Term Borrowing

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	**Unsecured**		
	Loan from Related Parties		
	Loan From Directors	₹ 321.52	₹ 592.30
	Loan from Subsidiaries	₹ -	₹ 35.15
	Loan from Other Related Parties	₹ -10.58	₹ -7.89
2	**Secured**		
	Loans repayable on demand		
a.	From Banks (Secured against FD's) - FDOD	₹ 443.82	₹ 76.70
b.	From Banks (Secured against FD & Immovable Property) - CCOD	₹ -	₹ 283.91
c.	From Banks - Paycheck Protection Plan	₹ 34.03	₹ 101.64
	Total Value in INR (A+B)	**₹ 788.78**	**₹ 1,081.80**

Overdraft Against Fixed Deposits:

a. The loan is repayable on demand and secured against hypothecation of Fixed Deposits of Rs. 1.00 Crore financed @ 5.40% p.a. (0.50% markup over FD rate).

b. This is working capital loan is repayable on demand and secured against hypothecation of Fixed Deposits of Rs. 1.495 Crore and collateral security of Residential Property of Directors and the facility financed at 7.85% p.a.

c. Paycheck Protection Plan granted against payroll paid to the employees in US @ 1% p.a.

Note 12 : Trades Payable

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Sundry Creditors		
	-Dues of micro and small enterprises	₹ 25.13	₹ 132.32
	-Dues of others	₹ 363.42	₹ 484.51
	Total Value in INR	**₹ 388.55**	**₹ 616.83**

Figures For the Current Reporting Period

(Outstanding from due date of payment / from date of transaction)	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
(i) MSME		
Less than 1 Year	₹ 18.69	₹ 120.25
1-2 Years	₹ 3.80	₹ 1.29
2-3 Years	₹ 2.64	₹ 10.72
More than 3 Years	₹ -	₹ 0.06
	₹ 25.13	**₹ 132.32**

VERTOZ ADVERTISING LIMITED

Notes Forming Integral Part of Consolidated Financial Statement for the year ended 31st March, 2022

(₹ in lakhs)

(ii) Others		
Less than 1 Year	₹ 295.74	₹ 247.36
1-2 Years	₹ 44.55	₹ 139.82
2-3 Years	₹ 23.12	₹ 42.96
More than 3 Years	₹ -	₹ 54.37
	₹ 363.42	**₹ 484.51**
(iii) Dispute dues-MSME		
Less than 1 Year	₹ -	₹ -
1-2 Years	₹ -	₹ -
2-3 Years	₹ -	₹ -
More than 3 Years	₹ -	₹ -
	₹ -	**₹ -**
(iv) Dispute dues		
Less than 1 Year	₹ -	₹ -
1-2 Years	₹ -	₹ -
2-3 Years	₹ -	₹ -
More than 3 Years	₹ -	₹ -
	₹ -	**₹ -**
(v) Others		
Less than 1 Year	₹ -	₹ -
1-2 Years	₹ -	₹ -
2-3 Years	₹ -	₹ -
More than 3 Years	₹ -	₹ -
	₹ -	**₹ -**
Total	**₹ 388.55**	**₹ 616.83**

Note 13 : Other financial Liabilities

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
	Other Payables		
1	**Current Maturity for Long Term Debt**		
	Current Maturity for Short Term Debt (ICICI, Shriram, Neogrowth, Axis, HDFC)	₹ 73.69	₹ 95.88
2	**Others:**		
	Advance Received from Client	₹ 32.70	₹ 29.08
	Creditors for Expenses	₹ 98.25	₹ 48.06
	Other Payable	₹ 9.79	₹ 34.58
	Total Value in INR	**₹ 214.43**	**₹ 207.59**

Note 14 : Current tax liabilites (net)

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Provision for Income Tax AY 2022-23	₹ 156.73	₹ -
2	Provision for Income Tax AY 2021-22	₹ 43.76	₹ 205.55
3	Provision for Income Tax AY 2020-21	₹ -	₹ 0.70
	Total Value in INR	**₹ 200.49**	**₹ 206.25**

Note 15 : Current Provisions

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Salary Payable	₹ 60.43	₹ 121.18
2	**Gratuity & Leave Encashment Provision (Current):**		
	Gratuity Provision (Current)	₹ 12.47	₹ 6.93
	Leave Encashment (Current)	₹ 6.94	₹ 2.86
3	Misc. Expenditure Payable	₹ -	₹ 21.85
4	Other Provisions	₹ 4.71	₹ 4.49
	Total Value in INR	**₹ 84.56**	**₹ 157.30**

Note 16 : Other current liabilities

Sr. No.	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Statutory Liabilities	₹ 101.39	₹ 32.94
	Total Value in INR	**₹ 101.39**	**₹ 32.94**

VERTOZ ADVERTISING LIMITED

Notes Forming Integral Part of Consolidated Financial Statement for the year ended 31st March, 2022

Note 17 : Revenue From Operations

	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Sale of Services	₹ 4,160.64	₹ 5,700.40
	Total Value in INR	**₹ 4,160.64**	**₹ 5,700.40**

Note 18 : Income From Non Operation

	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Interest on FDR	₹ 12.76	₹ 10.60
2	Other Income	₹ 57.75	₹ 8.03
3	Interest Received on Loan	₹ 0.39	₹ -
4	Sundry Balance W/off	₹ -	₹ 3.59
5	Bad Debts Recovered	₹ -	₹ 5.00
6	Foreign Exchange Gain	₹ 29.45	₹ 176.19
	Total Value in INR	**₹ 100.35**	**₹ 203.40**

Note 19 : Direct Service Expenses

	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Purchase of Services	₹ 1,554.27	₹ 2,348.81
2	Web Hosting Services and Other Expenses	₹ 37.84	₹ 42.90
3	Software Exps & Platform Fees	₹ 27.65	₹ 49.42
4	Outsourcing Expenses	₹ 515.13	₹ 1,160.31
	Total Value in INR	**₹ 2,134.88**	**₹ 3,601.43**

Note 20 : Employement Benefit Cost

	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Salaries and Incentives	₹ 552.41	₹ 590.68
2	Director Remuneration	₹ 61.59	₹ 61.39
3	Gratuity & Leave Encashment Expense	₹ 19.10	₹ 13.25
	Total Value in INR	**₹ 633.10**	**₹ 665.32**

Note 21 : Finance Cost

	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Bank Charges	₹ 32.20	₹ 27.16
2	Interest Expense	₹ 60.71	₹ 86.84
3	Foreign Exchange Gain	₹ 0.97	₹ 0.83
4	Loan Processiong Fees	₹ 1.88	₹ 4.85
5	Interest on Lease Liabilities	₹ 7.32	₹ 10.22
	Total Value in INR	**₹ 103.07**	**₹ 129.90**

Note 22 : Other Expenses

	Particulars	Amount As At 31st Mar. 2022	Amount As At 31st Mar. 2021
1	Audit Fees	₹ 3.80	₹ 3.70
2	Books and Periodicals	₹ -	₹ 0.05
3	Conveyance Charges	₹ 1.94	₹ 0.98
4	Electricity Expenses	₹ 86.91	₹ 6.74
5	Exhibition & Seminar Expenses	₹ 0.59	₹ 0.04
6	Food Expenses	₹ 2.41	₹ 0.59
7	House Keeping & Security Expenses	₹ 7.59	₹ 6.32
8	Interest/Penalty/Fee on Taxes	₹ 23.51	₹ 12.09
9	Internet Expenses	₹ 8.20	₹ 2.33
10	Legal Expenses	₹ 50.27	₹ 33.77
11	Lodging & Boarding Expenses	₹ 1.35	₹ 0.15
12	Accounts Written off	₹ -0.02	₹ 0.82
13	Marketing Expenses	₹ 10.59	₹ 3.19
14	Office Expense	₹ 11.34	₹ 8.49
15	Postage & Courier Expenses	₹ 0.33	₹ 0.14
16	Printing & Stationary Expenses	₹ 0.79	₹ 0.32
17	Profession Tax-Company	₹ 1.01	₹ 0.08
18	Profit & Loss on Fixed Assets	₹ -	₹ 0.02
19	Professional & Technical Fees	₹ 23.51	₹ 24.41
20	Recruitment Expense	₹ 3.08	₹ 1.38
21	Lease Rent	₹ 57.55	₹ 59.45
22	Repair & Maintenance Expenses	₹ 2.94	₹ -1.13
23	Rounding Off	₹ -0.00	₹ 0.00
24	Staff Welfare	₹ 3.14	₹ 1.39
25	Telephone Expense	₹ 3.07	₹ 3.50
26	Travelling Expense (Domestic/International)	₹ 7.00	₹ 5.95
28	Insurance Expenses	₹ 1.11	₹ 0.68
29	Deferred Rent Expenses	₹ 0.38	₹ 0.56
30	Provision for Doubtful Debts	₹ 0.21	₹ 28.10
		₹ 312.61	**₹ 204.11**

*Notes forming part of the Consolidated Financial Statements for the period ended **31st March, 2022***

BACKGROUND:

Vertoz Advertising Limited (the Company) f.k.a **Vertoz Media Private Limited** and **Vertoz Media Limited** was incorporated on **February 13, 2012**. These are the consolidated financial statements prepared for the Company and they relate to the period from **April 1, 2021** to **March 31, 2022**. The Company provides programmatic online advertising services and other allied services to domestic/ overseas clients.

These consolidated financials include unaudited balance sheet of its subsidiaries and/or step-down subsidiaries, located in India, US, UK & UAE as on the date of this report.

NOTE 23: SIGNIFICANT ACCOUNTING POLICIES:

i. Basis of preparation of the consolidated financial statements:

These financial statements has been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

ii. Operating Cycle

The Company is primarily engaged in the business of Online Digital Advertising Services the Company has considered its operating cycle as 12 months and all assets and liabilities have been classified as current or non-current as per the criteria set out in the Revised Schedule III to the new Companies Act, 2013.

iii. Principles of Consolidation:

The consolidated financial statements have been prepared on the following basis:

- The consolidated financial statements include the financial statements of Vertoz and all its subsidiaries, which are more than 100% owned or controlled. The financial statements of the parent company and its majority owned/controlled subsidiaries which are drawn up to the same reporting date have been combined on a line by line basis by adding together the book values of all items of assets, liabilities, incomes and expenses after eliminating all intra-group balances/transactions and resulting unrealized gain/loss.

- The consolidated financial statements are prepared using uniform accounting policies for similar transactions and other events in similar circumstances.

iv. Use of Estimates:

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of financial statements and reported amounts of income and expenses during the year. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognized in the year in which the estimates are revised and in any future year affected.

v. Fixed Assets:

Tangible assets are stated at historical cost less accumulated depreciation and impairment loss, if any. Costs include expenditure directly attributable to the acquisition of the asset. Borrowing costs directly attributable to the construction or production of qualifying assets are capitalized as part of the cost. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. During the period under review no intangible assets are stated at the consideration paid for acquisition less accumulated amortization and impairment loss, if any.

vi. Investments:

Non-current investments are stated at cost less other than temporary diminution in the value of such investments, if any. Current investments are valued at lower of cost and fair value determined by category of investment. The fair value is determined using quoted market price/market observable information adjusted for cost of disposal. On disposal of the investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

vii. Provisions and Contingent Liabilities:

Provisions are recognized when the Company has a present obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

viii. Revenue Recognition:

The Company derives revenue primarily from online media advertising and other related services and other products.

a) Services:

The Company recognizes revenue when the significant terms of the arrangement are enforceable, services have been delivered and collectability is reasonably assured. The method for recognizing revenues and costs depends on the nature of the services rendered:

A. Time and Materials Contracts:

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered. Unbilled revenues included in other current assets represent cost and earnings in excess of billings as at the end of the reporting period. 'Unearned revenues' included in other current liabilities represent billing in excess of revenue recognized. Advance payments received from customers for which no services have been rendered are presented as 'Advance from customers'.

B. Others:

- The Company accounts for volume discounts and pricing incentives to customers by reducing the amount of revenue recognized at the time of sale.
- Revenues are shown net of sales tax, value added tax, goods & service tax and applicable discounts and allowances.
- Contract expenses are recognized as expenses by reference to the stage of completion of contract activity at the end of the reporting period.

b) Products:

Revenue from products are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

c) Other Income:

Interest is recognized using the time-proportion method, based on rates implicit in the transaction.

ix. Leases:

The Company have its office premises on lease and paid the lease on time as per the Lease Agreement from time to time, subject to TDS provisions laid under the Income Tax Act, 1961 and other allied acts as applicable at time being in force.

x. Foreign currency transactions

a) *Transaction:*

The Company is exposed to currency fluctuations on foreign currency transactions. Foreign currency transactions are accounted at the exchange rates prevailing on the date of transaction.

b) *Translation:*

Monetary foreign currency assets and liabilities at period-end are translated at the exchange rate prevailing at the date of Balance Sheet. The difference arising from the translation is recognized in the statement of profit and loss, except for the exchange difference arising on monetary items that qualify as hedging instruments in a cash flow hedge or hedge of a net investment in a non-integral foreign operation. Such exchange differences are subsequently recognized in the statement of profit and loss on occurrence of the underlying hedged transaction or on disposal.

c) ***Integral Operations:***

Monetary assets and liabilities are translated at the exchange rate prevailing at the date of the balance sheet. Non-monetary items are translated at the historical rate. The items in the statement of profit and loss are translated at the average exchange rate during the period. The differences arising out of the translation are recognized in the statement of profit and loss.

d) ***Non-Integral Operations:***

Assets and liabilities are translated at the exchange rate prevailing at the date of the balance sheet. The items in the statement of profit and loss are translated at the average exchange rate during the period. The differences arising out of the translation are transferred to foreign currency translation reserve. On the disposal of a non-integral foreign operation, the cumulative balance of Foreign Exchange Gain /(Loss) which relates to that operation is recognized in the statement of profit and loss.

The amended Ind AS 21 provides an irrevocable option to the Company to amortize exchange rate fluctuation on long term foreign currency monetary asset/liability over the life of the asset/liability or March 31, 2021, whichever is earlier. The amendment is applicable retroactively from the financial year beginning on or after December 7, 2006.

The Company did not elect to exercise the option.

xi. Depreciation and Amortization

The Company has provided for depreciation using straight line method over the useful life of the assets as prescribed under part C of Schedule II of the Companies Act, 2013 except in the case of following assets which are depreciated based on useful lives estimated by the Management:

Class of Asset	Estimated Useful Life
Computer Equipment's (Data Computers & Servers)	3 – 6 years
Furniture and Fixtures	5 – 10 years
Office Equipment	5 years
Vehicles	8 years
Intangible Assets – Ingenious Plex Platform	8 years

For the class of assets, based on technical assessment, management believes that the useful lives as given above best represents the period over which assets are expected to be used. No assets under finance lease subject to amortization over their estimated useful life or the lease term, whichever is lower.

xii. Employee Benefits:

Provident Fund and Social Security Benefit:

Employees receive benefits of the provident fund and other social security as per the governmental laws and regulation of time being in force. The Company have paid all its statutory liability towards its employee in timely manner and there are no pending dues as on date. The employee and employer each make periodic contributions to the plan. A portion of the contribution is made to the employee's provident fund, while the remainder of the contribution is made to the government administered pension fund.

xiii. Taxes

a) ***Income tax:***

The current charge for income taxes is calculated in accordance with the relevant tax regulations. Tax liability for domestic taxes was computed under Minimum Alternate Tax (MAT). MAT credit is being recognized if there is convincing evidence that the Company will pay normal tax after the tax holiday period and the resultant asset can be measured reliably. The excess tax paid under MAT provisions being over and above regular tax liability can be carried forward for a period of ten years from the year of recognition and is available for set off against future tax liabilities computed under regular tax provisions, to the extent of MAT liability.

b) ***Deferred Tax:***

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profit offered for income taxes and the profit as per the financial statements of each entity in the group.

Deferred taxes are recognized in respect of timing differences which originate during the tax holiday period but reverse after the tax holiday period. For this purpose, reversal of timing difference is determined using first in first out method.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment/substantive enactment date.

Deferred tax assets on timing differences are recognized only if there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. However, deferred tax assets on the timing differences when unabsorbed depreciation and losses carried forward exist, are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets are reassessed for the appropriateness of their respective carrying amounts at each balance sheet date.

The Company offsets, on a year on year basis, it's current and non-current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

xiv. Earnings Per Share:

a) Basic:

The number of equity shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year excluding equity shares held by controlled trust.

b) Diluted:

The number of equity shares used in computing diluted earnings per share comprises the weighted average number of equity shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the proportionate during the period, unless issued at a later date. The number of equity shares and potentially dilutive equity shares are adjusted for any stock splits and bonus shares issued.

xv. Cash Flow Statement:

Cash flows are reported using the indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

24: RELATED PARTY TRANSACTIONS

Disclosure of transaction with Related Parties, as required by Indian Accounting standard Ind AS – 24 relating to Related Party Disclosure' are given here under. Related parties as defined under Clause 3 of the Indian accounting Standard Ind AS – 24 have been identified based on Representations made by and information available with the Company.

[Note:** Related Party relationships as identified by the Company have been relied upon by the Auditors.**]

List of related parties with whom transactions were carried out during the year and description of relationship:

Name of Related Parties	Relationship	Nature of Transaction	FY 2021-22		FY 2020-21	
			Net-off Amount of Transactions for FY 2021.22	Amount Outstanding as on 31.03.2022 (Payable) / Receivable	Net-off Amount of Transactions for FY 2020-21	Amount Outstanding as on 31.03.2021 (Payable) / Receivable
Mr. Hirenkumar Shah	Whole-time Director	Managerial Remuneration	59,49,400	-	59,30,300	(2,84,130)
		Loan from Directors	2,43,43,262	(1,77,71,310)	6,09,775	(4,21,14,572)
Mr. Ashish Shah	Whole-time Director	Managerial Remuneration	67,75,023	(76,94,421)	59,91,959	(31,11,086)
		Loan from Directors	22,26,246	(1,12,79,827)	(40,59,619)	(1,35,06,073)

Mr. Rasiklal Shah	Non-executive Director	Sitting Fees	35,000	(20,500)	30,000	(1,53,750)
Mr. Harshad Shah	Chairman & Non-executive Director	Sitting Fees	45,000	(1,30,000)	40,000	(1,31,500)
Mrs. Nilam Doshi	Independent Director	Sitting Fees	65,000	(2,64,500)	60,000	(2,71,500)
Mr. Rohit Vaghadia	Independent Director	Sitting Fees	65,000	(1,13,500)	55,000	(1,40,875)

Mr. Akshay Sonar Parolkar	Chief Financial Officer	KMP Remuneration	29,63,219	-	18,66,816	(1,53,568)
		Expenses Reimbursement	10,79,936	-	32,49,351	(44,529)
Ms. Zill Shah	Company Secretary	KMP Remuneration	8,14,320	-	6,95,520	(83,940)
PayNX Technologies Pvt Ltd	Sister Concern where Promoters/ Directors having significant control	Loan	21,22,548	3,14,424	(14,05,585)	(18,08,124)
		Sales	33,25,431	-	98,036	-
		Purchase	91,80,000	-	1,13,21,082	(1,14,95,923)
Trunkoz Technologies Pvt Ltd	Sister Concern where Promoters/ Directors having significant control	Rent	19,89,123	2,47,523	20,95,094	(22,60,782)
Admeridian Inc	Sister Concern where Promoters/ Directors having significant control	Sales	1,79,96,001	2,79,17,966	4,48,36,814	2,63,38,628
		Purchase	1,06,78,061	-	1,63,77,117	(64,240)
		Loans & Advances	37,344	6,700	(37,012)	(30,644)
Hueads Inc	Sister Concern where Promoters/ Directors having significant control	Sales	78,38,947	2,32,60,457	4,10,14,885	3,01,05,133
		Purchase	71,05,469	6,39,691	1,78,72,483	(7,29,403)
		Loans & Advances	38,005	40,697	(82)	2,692
Admida Inc	Sister Concern where Promoters/ Directors having significant control	Sales	2,03,44,930	2,67,00,031	3,02,02,631	2,06,10,369
		Purchase	1,04,41,049	8,79,689	9,01,510	8,17,696
		Loans & Advances	131	3,648	(106)	3,517
Vokut Inc	Sister Concern where Promoters/ Directors	Sales	80,55,412	2,18,09,077	4,12,77,531	2,29,69,928
		Purchase	92,05,958	-	2,42,03,339	-

	having significant control	Loans & Advances	93,694	1,00,439	4,03,737	6,744
Boffoads Inc	Sister Concern where Promoters/ Directors having significant control	Sales	1,77,58,469	2,45,29,520	6,64,19,147	1,84,58,409
		Purchase	75,10,039	(40,704)	4,66,36,310	-
Flairads Inc	Sister Concern where Promoters/ Directors having significant control	Sales	1,16,19,419	2,10,83,974	6,89,44,901	2,13,54,478
		Purchase	89,68,306	-	4,58,12,142	-
Adcanny Inc	Sister Concern where Promoters/ Directors having significant control	Sales	58,66,492	1,31,69,144	6,78,81,469	1,78,18,646
		Purchase	1,01,71,010	(46,354)	4,85,03,324	(17,163)
Adzesto Inc	Sister Concern where Promoters/ Directors having significant control	Sales	64,18,235	1,22,83,186	6,76,11,503	1,89,82,443
		Purchase	1,02,18,869	-	4,63,07,571	-
Adokut Inc	Sister Concern where Promoters/ Directors having significant control	Sales	2,31,80,351	1,75,00,670	3,61,70,623	83,49,623
		Purchase	72,37,498	1,77,514	2,03,57,331	(12,516)
		Loans & Advances	9,01,612	9,13,961	2,40,505	12,349
Qualispace Inc	Sister Concern where Promoters/ Directors having significant control	Purchase	7,83,858	(2,47,933)	6,39,531	(27,85,200)
		Loans & Advances	-	-	(2,46,964)	-
OwnRegistrar Inc	Sister Concern where Promoters/ Directors having significant control	Loans & Advances	42,80,132	36,99,937	76,899	(5,80,195)
Hashjini Inc	Sister Concern where Promoters/ Directors having significant control	Sales	-	(3,94,197)	7,09,328	(1,98,463)
		Loans & Advances	(3,675)	-	(88,320)	3,675

Payexecute Inc	Sister Concern where Promoters/ Directors having significant control	Loans & Advances	3,645	1,20,027	1,16,381	1,16,381
OwnAdtech Inc	Sister Concern where Promoters/ Directors having significant control	Purchase	15,22,980	(4,45,900)	3,73,333	3,63,850
		Loans & Advances	12,58,853	12,58,853	-	

25. Additional Regulatory Information

I. Details of Benami Property held

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

II. Wilful Defaulter

The company has not been declared as a wilful Defaulter by any Financial Institution or bank as at the date of Balance Sheet.

III. Relationship with Struck off Companies

The Company do not have any transactions with companies struck off.

IV. Registration of charges or satisfaction with Registrar of Companies (ROC)

The company has no pending charges or satisfaction which are yet to be registered with the ROC beyond the Statutory period.

V. Compliance with number of layers of companies

The Company is complied with number of layers of companies as per clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

VI. Compliance with approved Scheme(s) of Arrangements

There are no Schemes of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

VII. Discrepancy in utilization of borrowings

The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance

VIII. Utilisation of Borrowed funds and share premium:

a) Borrowed Fund has been used for working capital and routine operation purpose of the company.
b) During this year there was no share premium received and/or utilised by the Company.

26. Additional Information

Undisclosed income

The Company has no transaction that is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Details of Crypto Currency or Virtual Currency

The company has not traded or invested in Crypto currency or Virtual Currency.

FOR VERTOZ ADVERTISING LIMITED

HIRENKUMAR SHAH
WHOLE-TIME DIRECTOR **DATE: 30.05.2022**
PLACE: MUMBAI **DIN: 00092739**

VERTOZ ADVERTISING LIMITED

Registered & Corporate Office: 602, Avior, Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai, Maharashtra, India – 400 080
Corporate Identity Number: L74120MH2012PLC226823
Tel: +91 22 6142 6030; **Fax:** +91 22 6142 6061
Website:www.vertoz.com ; **Email:** compliance@vertoz.com

NOTICE

NOTICE is hereby given that **11th Annual General Meeting** of the Members of Vertoz Advertising Limited will be held on **Friday, 30th September 2022 at 12.00 Noon** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility to transact the business mentioned below.

The proceedings of the Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company at 602, Avior, Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai, Maharashtra, India – 400 080 which shall be the deemed venue of the AGM.

ORDIANRY BUSINESS:

1. **To receive, consider and adopt:**
   a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Reports of Auditors thereon and in this regard, pass the following Resolution(s), with or without modifications, as Ordinary Resolution(s):

   a. **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2022 and the Reports of the Auditor's thereon and the Board of Directors laid before this Meeting, be and are hereby considered and adopted."
   b. **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2022 and the reports of the Auditor's thereon and the Board of Directors laid before this Meeting, be and are hereby considered and adopted."

2. **To appoint a Director in place of Mr. Harshad Uttamchand Shah (DIN: 07849186), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment:**

   To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provision of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company, be and is hereby accorded to the re-appointment of Mr. Harshad Uttamchand Shah (DIN: 07849186) as a Director, who shall continue as the Non-Executive Director of the Company."

SPECIAL BUSINESS:

3. To approve Material Related Party Transactions:

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 (hereinafter called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the Company's Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into arrangements/transactions/contracts with below mentioned Related Parties ("Related Party"), relating to transactions the details of which are more particularly set out in the explanatory statement of this Notice, provided however that the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with the Related Party and remaining outstanding at any one point in time shall not exceed the limits mentioned below during any one financial year, provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof):

Name of the Related Party	Name of Relationship	Nature of Transaction	Amount (INR in Crore)
Adokut Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	5.00
BoffoAds Inc	Sister Concern where Promoters/ Directors having significant control	Sales and Purchases	5.00
AdMida Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	5.00
Vokut Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	5.00

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any Person(s)

authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto."

4. **To issue Equity Share Warrants on Preferential Basis:**

To consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('**ICDR Regulations**'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**LODR Regulations**'), as in force and subject to other applicable Rules / Regulations / Guidelines /Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('**SEBI**'), National Stock Exchange of India Limited ('**NSE**') and/ or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and hereby authorise the Board on behalf of the Company, to create, offer, issue and allot by way of preferential issue, from time to time, in one or more tranches, upto 51,00,000 Share Warrants fully convertible into equivalent number of Equity Shares of the Company ('Warrants'), to the below-mentioned proposed allottees, for consideration in cash, at a minimum issue price of INR 84.45/- (Rupees Eighty Four and Forty Five paise only) per Warrant ("Minimum Warrant Issue Price") including premium of INR 74.45/- (Rupees Seventy Four and Forty Five paise only) aggregating to INR 43,06,95,000/- (Rupees Forty-three Crores Six Lakhs and Ninety Five Thousand only), in such manner and on such terms and conditions as the Board may in its absolute discretion decide:

S. No	Name of Proposed Allottees	Category	No. of Warrants
1.	**Aegis Investment Fund**	Non-Promoter	**8,50,000**
2.	**AG Dynamic Funds Ltd**	Non-Promoter	**8,50,000**
3.	**Elara India Opportunities Fund Ltd**	Non-Promoter	**8,50,000**
4.	**Forbes EMF**	Non-Promoter	**8,50,000**
5.	**Nexpact Ltd**	Non-Promoter	**8,50,000**
6.	**Vespera Fund Ltd**	Non-Promoter	**8,50,000**

RESOLVED FURTHER THAT in the event, there is a difference between Issue Price and the price determined in accordance with SEBI (ICDR) Regulations, the Issue Price and/ or the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments**.**

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the **'Relevant Date'** for the purpose of calculating the price for the Preferential Issue of Warrants be and is hereby fixed as Tuesday, August 30, 2022, being the date (preceding the weekend or the holiday) 30 days prior to the date of passing of the Special Resolution by the Members of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of Warrants under the Preferential Allotment shall be subject to the following terms and conditions, apart from others as prescribed under applicable laws:

a) The Warrant holder shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant.

b) An amount equivalent to 25% of the Warrant Price against each Warrant shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price including any adjustments thereof, if any, shall be payable as per terms agreed with the Company.

c) The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt any approval(s) or permission(s) from Applicable Regulatory Authority(ies) or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.

d) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchanges(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).

e) The price determined and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

f) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus/rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.

g) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.

h) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

i) In the event the warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid at the time of subscription of the Warrants shall stand forfeited.

j) The Warrants by itself until exercised and Equity Shares allotted, does not give to the warrant holder thereof any rights with respect to that of a shareholder of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be and is hereby recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form issued to the proposed allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and listing thereof with the Stock Exchange as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification(s) to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to

execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and decide terms and conditions of security, finalize and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to Committee(s) of the Board or any other person."

Registered Office:
602, Avior, Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Road,
Mulund (West), Mumbai – 400 080.
CIN: L74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

By Order of the Board

Zill Shah
Company Secretary & Compliance Officer
(ACS No.: A51707)

5th September 2022
Mumbai

Notes:

1. Considering the COVID-19 pandemic and in compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 20/2020 dated May 05, 2020 read together with MCA General Circular Nos. 02/2021, 19/2021, 21/2021 and 02/2022 dated January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively, and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter collectively referred to as "the Circulars"), the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC" / "OAVM") without the physical presence of stakeholders at a common venue.

   KFin Technologies Limited, Registrar & Transfer Agent of the Company, (Formerly known as KFin Technologies Private Limited ("KFintech") shall be providing facility for voting through remote E-Voting, for participation in the AGM through VC/ OAVM facility and E-Voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained at Note No. 19 below.

2. In compliance with applicable provisions of the Act read with the MCA and SEBI Circulars and the Listing Regulations, the AGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards – 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be

conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

3. A. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the business under Item No. 3 and 4 above is annexed hereto. Further, the relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") by ICSI, with respect to Item No. 2 is also annexed hereto.

   B. M/s. Mittal & Associates, Chartered Accountants (FRN: 106456W), were appointed as Statutory Auditors of the Company at the Seventh Annual General Meeting (AGM) held on 28th August, 2018 to hold office for a period of 5 (five) years from the conclusion of the Seventh AGM until the conclusion of the Twelfth AGM of the Company.

   Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending Section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

   The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**

5. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM.

The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to umashankar.hegde@gmail.com with a copy marked to evoting@kfintech.com and to the Company at compliance@vertoz.com

Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.

6. In view of the massive outbreak of the COVID-19 pandemic, social distancing has to be a pre-requisite.

   Pursuant to the above-mentioned MCA Circulars, **physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.**

7. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. KFin Technologies Limited ("Kfintech") having their office at Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.

8. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:

In line with the MCA General Circular dated 5th May, 2020, 13th January 2021, December 08, 2021, December 14, 2021 and May 05, 2022 and SEBI Circular dated 12th May 2020, 15th January 2021 and May 13, 2022, the Notice of the AGM alongwith the Annual Report for the Financial Year 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/KFintech/ Depositories. A copy of the Notice of this AGM alongwith the Annual Report is available on the website of the Company at www.vertoz.com, website of the Stock Exchange where the Equity Shares of the Company are listed, viz. the National Stock Exchange of India Limited at www.nseindia.com, and on the website of KFintech at https://evoting.kfintech.com. For any communication, the Members may also send a request to the Company's investor email id: compliance@vertoz.com.**The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2021-2022 and the Notice of AGM to any Member.**

9. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

During the FY 2021-2022 under review, the Company was not required to transfer any amount to the Investor Education & Protection Fund (IEPF) and does not have unclaimed dividend which remains to be transferred to Investor Education & Protection Fund (IEPF). As such, no specific details are required to be given or provided.

10. MEMBERS ARE REQUESTED TO:

a. intimate to KFintech, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in physical form;

b. intimate to the respective Depository Participant, changes, if any, in their registered addresses/bank mandates at an early date;

c. quote their folio numbers/ Client ID and DP ID in all correspondence;

d. consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names; and

e. register their Permanent Account Number (PAN) with their Depository Participants.

11. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of Securities.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding Shares in physical form are requested to consider converting their holdings to dematerialised form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of KFintech to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: https://nsdl.co.in/faqs/faq.php or Central Depository Services (India) Limited: https://www.cdslindia.com/investors/open-demat.html for further understanding of the demat procedure.

12. NOMINATION:

Members can avail of the facility of nomination in respect of Shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to KFintech having their office at Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 or send an email at: einward.ris@kfintech.com. Members holding Shares in electronic form may contact their respective Depository Participants for availing this facility. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14.

13. UPDATION OF MEMBERS' DETAILS:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. A form for compiling additional details is available on the KFin Tech's website at the web-link: https://ris.kfintech.com/email_registration/.

Members holding Shares in physical form are requested to submit the form duly completed to the Company or its Registrar and Transfer Agents in physical mode, as per instructions mentioned in the form. Members holding Shares in electronic form are requested to submit the details to their respective Depository Participants.

14. UPDATION OF PERMANENT ACCOUNT NUMBER (PAN)/BANK ACCOUNT DETAILS OF MEMBERS:

SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account details for all security holders. Members are requested to submit the aforesaid information to their respective Depository Participant(s).

15. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 28th day of September 2022, through email on compliance@vertoz.com. The same will be replied by the Company suitably.

16. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 30th September, 2022. Members seeking to inspect such documents can send an email to Company's investor email id: compliance@vertoz.com.

17. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant.

18. PROCEDURE FOR REGISTERING THE EMAIL ADDRESSES TO RECEIVE THIS NOTICE ELECTRONICALLY AND CAST VOTES ELECTRONICALLY:

I. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

a. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
b. Members holding shares in physical form may register their email address and mobile number with the Company's Registrar and Transfer Agents, KFin Technologies Private Limited by sending an email request at the email ID: einward.ris@kfintech.com alongwith the copy of the signed request letter mentioning the Name, Address, Folio No., Email address and Mobile number of the Member, self-attested scanned copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport, etc.) in support of the address of the Member.

II. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with Kfintech for temporary registration of email addresses of the Members in terms of the MCA Circulars.

Process to be followed for Temporary Registration of E-mail Address:

A. the process for registration of email address with kFintech for receiving the Notice of AGM and login ID and password for e-voting is as under:

i. Visit the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
ii. Select the name of the Company viz. Vertoz Advertising Limited and follow the steps for registration of email address.

B. the process for registration of email address with the company for receiving the Notice of AGM and login ID and password for e-voting is as under:

Members are requested to visit the website of the Company www.vertoz.com and click on "click here for temporary registration of email-id of Members for AGM 2021-2022" and follow the registration process as mentioned on the landing page.

III. After successful submission of the email address, KFintech will email a copy of this AGM Notice and Annual Report for F.Y. 2021-2022 along with the e-voting user ID and password. In case of any queries, Members are requested to write to kFintech at evoting@kfintech.com.

IV. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs/KFintech to enable

servicing of notices/documents/Annual Reports and other communications electronically to their email address in future.

19. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

i. ATTENDING THE AGM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFintech. Members are requested to login at https://evoting.karvy.com by clicking "e-AGM - Video Conference & Streaming" and access the Shareholders'/ Members' login by using the remote e-voting credentials provided in the email received from KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the Meeting etiquettes to join the Meeting.

ii. Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in Note No. 20.

iii. Members may join the Meeting through Laptops, Smartphones and Tablets for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members are encouraged to join the Meeting through Laptops with latest version of Google Chrome for better experience.

iv. Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned at Note No. 19 (i) above in the Notice, and this mode will be available throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars.

v. In case of any query and/or help, in respect of attending the AGM through VC/OAVM mode, Members may refer the Help & Frequently Asked questions ("FAQs") and "AGM VC/OAVM" user manual available at the download Section of https://evoting.kfintech.comor contact at compliance@vertoz.com, or Mr. Raghunath Veeda, Deputy Manager – Corporate Registry, KFin Technologies Private Limited at Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032 or at the email ID: evoting@kfintech.com or on Phone No.: 040-6716 2222 or call Toll Free No.: 1800-345-4001 for any further clarifications.

20. PROCEDURE FOR REMOTE VOTING

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFintech on all Resolutions set forth in this Notice, through remote e-voting. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility.

The remote e-voting facility will be available during the following period:

Day, date and time of commencement of remote e-voting	From:	**Tuesday, 27th September 2022 at 9.00 a.m. (IST)**
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To:	**Thursday, 29th September 2022 at 5.00 p.m. (IST)**

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of the aforesaid period.

The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are explained below:

Step 1: Access to NSDL/CDSL e-Voting System

I. Login method for e-voting for Individual Shareholders holding Shares of the Company in demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provided by Listed Entities, Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility. The procedure to login and access remote e-voting, as devised by the Depositories/Depository Participant(s), is given below:

A. Login Method for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"):

Sr. No.	NSDL	CDSL
1.	**Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:** i. Visit URL: https://eservices.nsdl.com ii. Click on the "Beneficial Owner" icon under "IDeAS" section. iii. On the new page, enter your User ID and Password. Post successful authentication, click on **"Access to e-Voting"** iv. Click on Company Name: **Vertoz Advertising Limited** or **E-Voting Service Provider** and you will be re-directed to E-Voting Service Provider **("KFintech")** website for casting your vote during the remote e-Voting period.	**Users already registered for Easi/Easiest facility of CDSL may follow the following procedure:** i. Visit URL: **https://web.cdslindia.com/myeasi/home/login** or URL: www.cdslindia.com ii. Click on **"New System Myeasi"** icon iii. Login with your Registered User ID and Password. iv. Option will be made available to reach e-Voting page without any further authentication. v. You will see the e-Voting Menu. The Menu will have links of E-voting Service Provider i.e. Kfintech e-Voting portal where the e-voting is in progress. vi. Click on e-Voting service provider – KFintech to cast your vote.
2	Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure: i. To register click on link: https://eservices.nsdl.com ii. Select "Register Online for IDeAS" or click on the link: **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** iii. Proceed with completing the required fields. iv. After successful registration, please follow steps given in Point No. 1 above to cast your vote.	Users not registered for Easi/Easiest facility of CDSL may follow the following procedure: i. Option to register is available at **https://web.cdslindia.com/myeasi/Registration/EasiRegistration** ii. Proceed with completing the required fields. iii. After successful registration, please follow steps given in Point No. 1 above to cast your vote.
3	**Users may directly access the e-Voting module of NSDL as per the following procedure:** i. Visit URL: https://www.evoting.nsdl.com ii. Click on the "Login" icon which is available under "Shareholder/Member" section. iii. On the login page, enter User ID (i.e., your sixteen digit number held with NSDL, starting with IN), Login Type, i.e., through typing Password (in case you	Users may directly access the e-Voting module of CDSL as per the following procedure: i. Visit URL: www.cdslindia.com ii. Provide your Demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against

	are registered on NSDL's e-voting platform)/through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select Name of the Company: **Vertoz Advertising Limited** or the E-Voting Service Provider, i.e. KFintech. v. On successful selection, you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.	**Vertoz Advertising Limited** or select E-Voting Service Provider "KFintech" and you will be re-directed to the e-Voting page of Kfintech to cast your vote without any further authentication.

B. Login Method for Individual Members holding Shares of the Company in Demat mode through their Depository Participants:

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once you login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-voting feature. Click on options available against the Company's Name: Vertoz Advertising Limited or E-Voting Service Provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at the NSDL and CDSL websites.

Helpdesk for Individual Shareholders holding Shares of the Company in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login Type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II. Login method for e-Voting for Shareholders other than Individual Shareholders holding Shares of the Company in demat mode and Shareholders holding Shares in physical mode

A. Members whose email IDs are registered with the Company/ Depository Participants,

will receive an email from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com
ii. Enter the login credentials (i.e. User ID and password). User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the EVEN for Vertoz Advertising Limited - AGM.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. Friday, 23rd September, 2022 under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total Shareholding as on the cut-off date.

Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings ("SS-2") issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/ its vote will be treated as an invalid vote with respect to that Resolution.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: umashankar.hegde@gmail.com with a copy to evoting@kfintech.com and to the Company at compliance@vertoz.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVENT NO". It should reach the Scrutinizer and the Company by email not later than Thursday, 29th September, 2022 (5:00 p.m. IST). In case if the authorized representative attends the Meeting, the above-mentioned documents shall be submitted before the commencement of AGM.

B. In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/update their e-mail addresses with the Depository Participant(s) in case of shares held in Dematerialised form) and inform KFintech at the email id: evoting@kfintech.com (in case of Shares held in physical form):

i. Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password.
ii. Please follow all steps from Note. No. II A (i) to (xii) above to cast your vote by electronic means.

Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on https://evoting.kfintech.com which may be used for sending further communication(s).

21. VOTING DURING THE AGM:

i. The procedure for remote e-voting during the AGM is same as the instructions mentioned for remote e-voting since the Meeting is being held through VC/OAVM.

ii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM. Upon clicking the e-voting window, Members will be directed to the "Instapoll" page. An icon, "Vote", will be available at the bottom left on the Meeting Screen.

iii. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.

iv. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-

voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

v. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.

22. GENERALINSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:

i. A Member can opt for only a single mode of voting i.e. through remote e-voting or e-voting at the AGM.

ii. The voting rights of Members shall be in proportion to the paid-up value of their Shares in the Equity Share Capital of the Company as on the cut-off date i.e. **Friday, 23rd September, 2022.** Members are eligible to cast their vote either through remote e-voting or in the AGM only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.

iii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-Voting, i.e. Friday, 23rd September, 2022, he/she/it may obtain the User ID and Password in the manner as mentioned below:

a. If the **mobile number** of the Member is **registered** against Folio No./ DP ID Client ID, the Member may send SMS:

MYEPWD <space> e-votingEvent Number + Folio No. or DP ID Client ID to **+91-9212993399**

1. Example for NSDL:
MYEPWD<SPACE >IN12345612345678

2. Example for CDSL:
MYEPWD<SPACE>1402345612345678

3. Example for Physical:
MYEPWD <SPACE> XXXX123456789

b. If **e-mail address or mobile number** of the Member is **registered** against Folio No./ DP ID Client ID, then on the home page of **https://evoting.kfintech.com** the Member may click **"Forgot Password"** and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at Toll free number 1800-309-4001 or write to them at evoting@kfintech.com.

d. Member may send an e-mail request to evoting@kfintech.com. However, KFintech shall endeavor to send User ID and Password to those new Members whose e-mail IDs are available.

iv. In case of any query pertaining to e-voting, please visit Help & FAQs section and E-voting User Manual available at the download section of KFintech's website https://evoting.kfintech.comor contact at compliance@vertoz.com or at evoting@kfintech.com or on Phone No. +91 40 6716 2222 or call KFintech's Toll Free No. 1800-345-4001, for any further clarifications.

23. SCRUTINIZER FOR E-VOTING AND DECLARATION OF RESULTS:

Mr. Umashankar Hegde (ACS 22133, COP 11161) Proprietor of M/s. U. Hegde & Associates, Company Secretaries, have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer will, after the conclusion of the e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared not later than forty-eight hours from conclusion of the Meeting.

The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at www.vertoz.com and on the website of KFintech at https://evoting.kfintech.com immediately after the Results are declared and will simultaneously be forwarded to the National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, 30th September 2022, subject to receipt of the requisite number of votes in favour of the Resolutions.

24. SUBMISSION OF QUESTIONS/QUERIES PRIOR TO AGM:

a. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number to the Company's investor email-id i.e. compliance@vertoz.com from Tuesday, 27th September, 2022 (9:00 a.m. IST) upto Thursday, 29th September, 2022 (5:00 p.m. IST), so as to enable the Management to keep the information ready. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.
b. Alternatively, Members holding Shares as on the cut-off date may also visit https://evoting.kfintech.com and click on the tab "Post Your Queries Here" to post their queries/views/questions in the window provided, by mentioning their name, demat

account number/folio number, email ID and mobile number. The window shall be activated during the remote e-voting period from Tuesday, 27th September, 2022 (9:00 a.m. IST) upto Thursday, 29th September, 2022 (5:00 p.m. IST).

c. Members can also post their questions during AGM through the "Ask A question" tab, which is available in the VC/OAVM Facility.

The Company will, at the AGM, endeavor to address the queries received till 5.00 p.m. (IST) on Thursday, 29th September, 2022, from those Members who have sent queries from their registered email IDs. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date.

25. SPEAKER REGISTRATION BEFORE AGM:

Members of the Company, holding Shares as on the cut-off date i.e. Friday, 23rd September, 2022 and who would like to speak or express their views or ask questions during the AGM may register as speakers by visiting https://emeetings.kfintech.com and clicking on "Speaker Registration" during the period from Tuesday, 27th September, 2022 (9:00 a.m. IST) upto Thursday, 29th September, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

26. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 24th September 2022 to Friday, 30th September 2022 (both days inclusive) for taking record of the Members of the Company for the purpose of determining the persons eligible to attend the Annual General Meeting.

27. **Unclaimed Dividend:** Members are requested to note that as per Section 124(5) of the Companies Act, 2013, Dividends not encashed/ claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against the Company. Members are requested to contact M/s. KFin Technologies Private Limited/ Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.

Registered Office:
602, Avior, Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Road,
Mulund (West), Mumbai – 400 080.
CIN: L74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

By Order of the Board

Zill Shah
Company Secretary & Compliance Officer
(ACS No.: A51707)

5th September 2022
Mumbai

Additional Information with respect to Item No. 2

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting:

Mr. Harshad Uttamchand Shah, Non-Executive Director of the Company, retires by rotation, has offered himself for re-appointment.

Information as required under Regulation 36(3) of the Securities and Exchange Board of India [Listing Obligation and Disclosure Requirements] Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings [SS-2] is given hereunder:

Name of Director	**Harshad Uttamchand Shah**
DIN	07849186
Date of Birth	19th January, 1955
Expertise in specific functional Area	Business Administration
Date of Original Appointment	14th June, 2017
No. of Equity shares held in the company	1,19,704 Equity Shares
Disclosure of relationship between director inter-se	Not Applicable
Qualification	Under-Matriculate
List of Directorship held in public Company	Nil
Chairman/Member of the committee of the Board of Directors of the Company	Member of SRC and NRC
Chairman/member of the Committee of the Board of Directors of the Other Companies	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following sets out all material facts relating to item under Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the Company:

ITEM NO. 3: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

The annual consolidated turnover of the Company for the financial year 2021-22 is INR 41.61 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding INR 4.161

Crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members' approval for the following arrangements/transactions/contracts which may be entered into by the Company with its related parties from time to time:

Name of the Related Party	Name of Relationship	Nature of Transaction	Amount (INR in Crore)
Adokut Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	5.00
BoffoAds Inc	Sister Concern where Promoters/ Directors having significant control	Sales and Purchases	5.00
AdMida Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	5.00
Vokut Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	5.00

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI Listing Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their Meetings held on 5th September, 2022, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis. With respect to the above matter, the Shareholders/Members are requested to note following disclosures of Interest:

Sr. No.	Particulars	Details of proposed Related Party Transactions			
1.	Name of the Related Party	Adokut Inc	BoffoAds Inc	AdMida Inc	Adokut Inc
2.	Nature of Interest or Concern	Sister Concern where Promoters/ Directors having significant control			
3.	Nature and Material Terms of Contract	Inter Corporate Sales, Purchases and Loans & Advances revolving nature: Inter Corporate Sales, Purchases and Loans & Advances of revolving nature not exceeding 20 crore and the said Sales, Purchases and Loans & Advances will be availed in multiple tranches & multiple times, spread over the financial years in order to avail the benefit of premium inventory.			
4.	Whether in Ordinary Course of Business	Yes			
5.	Whether at Arm's Length basis	Yes			
6.	Value of Approval being sought	FY 2022-2023 ₹ 5 Crores	FY 2022-2023 ₹ 5 Crores	FY 2022-2023 ₹ 5 Crores	FY 2022-2023 ₹ 5 Crores

7.	Justification as to how these RPTs is in the interest of the Company	Arrangement(s) are commercially beneficial.			
8.	The percentage of the listed entity's annual consolidated turnover for the FY'22, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis. shall be additionally provided);	12.02%	12.02%	12.02%	12.02%
9.	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT				
	Not Applicable to all				

ITEM NO. 4: TO ISSUE EQUITY SHARE WARRANTS ON PREFERENTIAL BASIS

The Company is on a growth trajectory and a fresh investment in the Company will further help in evolution and expansion of its business. The infusion will also strengthen the Company's balance sheet and reduce finance cost for the Company. In order to achieve the above objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the long-term working capital. The Board has explored various options and proposed to raise fund by way of issue of warrants convertible into equity shares on preferential basis.

In accordance with the above, the Board of Directors of the Company at their meeting held on Monday, September 05, 2022, approved the issue upto 51,00,000 fully convertible into equivalent number of Equity Shares of the Company ('Warrants'), in one or more tranches, by way of preferential issue, for cash, at a minimum issue price of INR 84.45 (Rupees Eighty Four and Forty Five paise only) per Warrant as determined by the Board in its absolute discretion and in accordance with the pricing guidelines prescribed under Regulation 165 of Chapter V of the SEBI

ICDR Regulations ("Minimum Warrant Issue Price") for an aggregate amount not exceeding INR 43,06,95,000 (Rupees Forty Three Crores Six Lakhs and Ninety Five Thousand only).

In accordance with Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI (LODR) Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue the Warrants on preferential basis.

Necessary information or details as required in respect of the proposed issue of Equity Warrants in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are as under:

1. **The date of Passing Board Resolution for approving Preferential Issue**:

   Monday, September 05, 2022.

2. **Maximum number of securities offered and the price at which security is being offered**:

   Up to 51,00,000 Warrants, convertible into 51,00,000 equity shares of face value of Rs. 10/- each, to be issued at a minimum issue price of Rs. 84.45/- per Share Warrant (including premium of Rs. 74.45/-) ("Minimum Issue Price").

3. **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:**

   The per share warrant price is determined on the basis of the pricing certificate received from M/s Bhavesh Rathod & Co., Practicing Chartered Accountant, , in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

4. **Name and address of Valuer who performed valuation:**

   Mr. Bhavesh M. Rathod (Registered Valuer)
   12D, White Spring, A wing, Rivali Park Complex,
   Western Express Highway, Borivali East, Mumbai 400066.
   Email: info.cabhavesh@gmail.com
   Mobile: +91 97691 13490

5. **Amount which the Company intends to raise by way of issue of Warrants:**

   The proposed Preferential Issue of Warrants shall be an aggregate amount of minimum INR 43,06,95,000/- (Rupees Forty Three Crores Six Lakhs and Ninety Five Thousand Only) (assuming exercise of rights attached to all Warrants).

6. **Material terms of raising such warrants:**

   As mentioned in the proposed resolution.

7. **The proposed time within which the issue or allotment shall be completed:**

As required under the SEBI (ICDR) Regulations, Equity Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

8. **The Class or classes of persons/names of the proposed allottee(s) to whom the allotment is made and the percentage of post preferential offer capital that may be held by them:**

The Equity Shares being offered to the following: -

Sr. No.	Name of the Investor	No. of Share Warrants	Percentage of capital held before the preferential issue by the allottee	Percentage of post preferential offer capital that may be held by the allottee*
1.	Aegis Investment Fund	8,50,000	0.00%	4.98%
2.	AG Dynamic Funds Ltd	8,50,000	0.00%	4.98%
3.	Elara India Opportunities Fund Ltd	8,50,000	0.00%	4.98%
4.	Forbes EMF	8,50,000	0.00%	4.98%
5.	Nexpact Ltd	8,50,000	0.00%	4.98%
6.	Vespera Fund Ltd	8,50,000	0.00%	4.98%

**Note: Based on assumption, the investor shall fully subscribe to the offer.*

9. **The percentage of post preferential issue capital that may be held by allottee and change in control, if any, in the issuer consequent to the preferential issue:**

Please refer the above table for details of post preferential issue capital. However, there is no change in control in the Company.

10. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

NIL

11. **Objects of the preferential issue:**

The Company is on a growth trajectory and a fresh investment in the Company will further help in evolution and expansion of its business. The infusion will also strengthen the Company's balance sheet and reduce finance cost for the Company. In order to achieve the above objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the long-term working capital. The Board has explored various options and proposed to raise fund by way of issue of warrants convertible into equity shares on preferential basis.

12. **Proposal / Intention of Promoters, Directors or Key Managerial Personnel(s) to subscribe the offer:**

No Promoter, Director(s) or Key Managerial Personnel(s) are intending to subscribe to this offer.

13. **Shareholding pattern of the Company before and after the preferential issue:**

Sr. No.	Category	Pre-Issue		Post Issue	
		No. of shares held	% of shareholding	No. of shares held#	% of shareholding
A	**Promoters' Holding**				
1.	Indian:				
	Individuals	67,42,148	56.33	67,42,148	39.50
	Bodies Corporate	-	-	-	
	Sub Total	67,42,148	56.33	67,42,148	39.50
2.	Foreign Promoters	-	-	-	
	Sub Total (A)	**67,42,148**	**56.33**	**67,42,148**	**39.50**
B	**Non-Promoters' Holding**				
1.	Institutional Investors	-	-	51,00,000	29.88
2.	Non-Institutions:	-	-	-	-
3.	Private Corporate Bodies	-	-	-	-
4.	Directors and Relatives	-	-	-	-
5.	Indian Public	47,07,354	39.33	47,07,354	27.58
6.	Others (Including NRIs, Bodies Corporate, Clearing Members)	5,20,498	4.35	5,20,498	3.05
	Sub-Total (B)	**52,27,852**	**43.67**	**1,03,27,852**	**60.50**
	TOTAL (A+B)	**1,19,70,000**	**100**	**1,70,70,000**	**100**

Notes:

a. The above Shareholding pattern assumes allotment of 51,00,000 equity shares to be issued and allotted upon exercise of right attached to all the Warrants. In the event, right for allotment of Share against all or any of the Warrant(s) are not exercised, the Shareholding Pattern shall change correspondingly.
assuming full conversion of warrants.
b. Pre issue shareholding reflects shareholding of the Company as on 30th June 2022. Post issue holding of all the other shareholders is assumed to remain the same.

14. **Principle terms of assets charged as securities:**

Not Applicable

15. **Adjustments for Warrants:**

In the event, the Issue Price is less than the price determined in accordance with SEBI (ICDR) Regulations, the Issue Price and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

16. **Identity of proposed allottee(s) (including the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

Sr. No.	Name of the Investor	Beneficial Owner	Percentage of post preferential offer capital that may be held by the allottee*
1.	**Aegis Investment Fund**	Ms. Lamya Mohammed Al Hamed	*4.98%*
2.	**AG Dynamic Funds Ltd**	Pal Boskma	*4.98%*
3.	**Elara India Opportunities Fund Ltd**	Raj Bhatt	*4.98%*
4.	**Forbes EMF**	Li Hoy Choo LI KIM FOR	*4.98%*
5.	**Nexpact Ltd**	Saleem Aziz Habib Al Balushi	*4.98%*
6.	**Vespera Fund Ltd**	Raj Bhatt	*4.98%*

**Note: Based on assumption, the investor shall fully subscribe to the offer.*

17. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

Please refer the above table for details for details of ultimate beneficial owners of the shares/ warrants proposed to be allotted.

18. **Undertaking for Re-computation of Issue Price:**

The Company undertakes to re-compute the price of the Equity Shares and/or Warrants in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so and that if the amount payable on account of the re-computation of price is not paid within the time

stipulated in the SEBI (ICDR) Regulations, the Equity Shares and/or Warrants shall continue to be locked in till the time such amount is paid by the allottee(s).

19. **Disclosures under Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

    None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations.

20. **Relevant Date:**

    The 'Relevant Date' for determining the issue price of the Equity Share Warrants shall be August 30, 2022 being the date (preceding the weekend or the holiday) which is 30 days prior to the Annual General Meeting i.e. September 30, 2022.

21. **Lock-in:**

    The Resultant Equity Shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

22. **Practicing Company Secretary's Certificate:**

    As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from the Practicing Company Secretary of the Company, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, is available for inspection by the Members of the Company at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. upto the date of Annual General Meeting i.e. September 30, 2022 and is also uploaded at the website of the Company at weblink https://ir.vertoz.com/

Issue of the Resultant Equity Shares arising from exercise of Warrants would be well within the Authorised Share Capital of the Company. The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 4 in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

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Mulund (West), Mumbai – 400 080.
CIN: L74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

By Order of the Board

Zill Shah
Company Secretary & Compliance Officer
(ACS No.: A51707)

5th September 2022
Mumbai

VERTOZ

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