VERTOZ

2022-23

ANNUAL REPORT

Technology Platform Enterprise

VERTOZ ADVERTISING LIMITED ANNUAL REPORT 2022 – 2023

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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 a great instrumental in inspiring an organization's digital landscape.

OUR MISSION

Discover, build, employ, and integrate various platforms, data points, strategies, and services for the business's data-driven marketing, advertising, and media & monetization landscape.

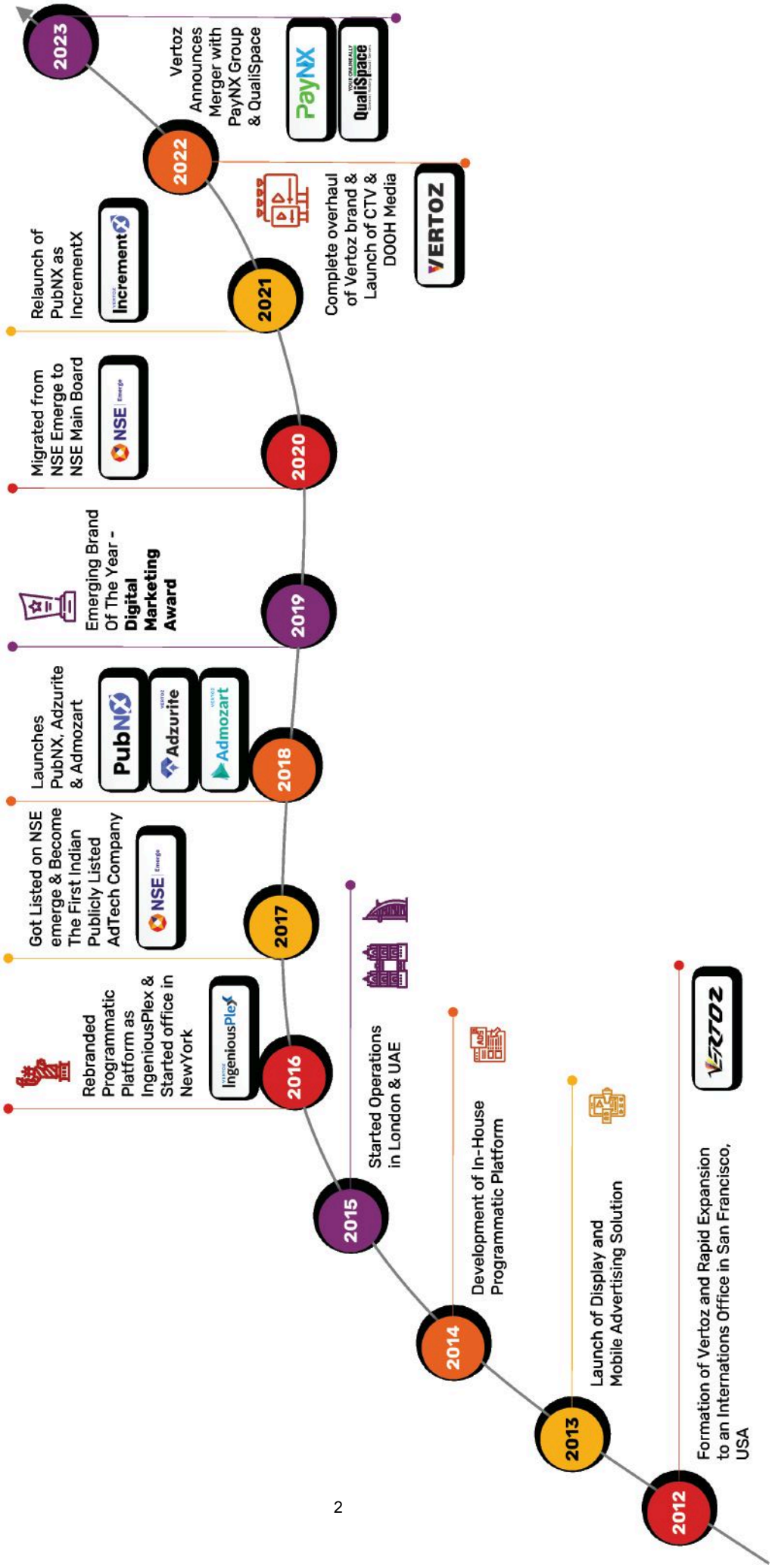
Who We Are

Vertoz is a Technology Platform Enterprise that empowers organizations to thrive in today's digital landscape with proprietary new-age technology platforms for digital marketing, advertising, media, and monetization. Vertoz platforms cater to businesses, digital marketers, advertising agencies, digital publishers, and other technology companies. Our entities help businesses with everything, from their data-driven marketing strategy to executing advertising & monetization, while keeping technology at their core in order to optimize the whole process.

What We Do

Vertoz represents the entire Marketing and Advertising Technology and Media Monetization ecosystem through its key platforms. Vertoz's technology platforms provide access to powerful buying workflows, monetization tools, advanced analytics that enable performance optimization in real-time, advanced advertising techniques, and revenue-generation tools to empower digital agencies, publishers, and brands. With its robust platforms, Vertoz continues to redefine the digital advertising landscape for the betterment of digital agencies, publishers, and brands alike.

Our Journey


2012
Formation of Vertoz and Rapid Expansion to an Internations Office in San Francisco, USA
VERTOZ
2013
Launch of Display and Mobile Advertising Solution
2014
Development of In-House Programmatic Platform
2015
Started Operations in London & UAE
2016
Rebranded Programmatic Platform as IngeniousPlex & Started office in NewYork
IngeniousPlex
2017
Got Listed on NSE emerge & Become The First Indian Publicly Listed AdTech Company
NSE Emerge
2018
Launches PubNX, Adzurite & Admozart
PubNX
Adzurite
Admozart
2019
Emerging Brand Of The Year - Digital Marketing Award
2020
Migrated from NSE Emerge to NSE Main Board
NSE Emerge
2021
Relaunch of PubNX as IncrementX
IncrementX
2022
Complete overhaul of Vertoz brand & Launch of CTV & DOOH Media
VERTOZ
2023
Vertoz Announces Merger with PayNX Group & QualiSpace
PayNX
QualiSpace

Our Platforms

VERTOZ IngeniousPlex

Marketing & Advertising Technology (MADTech) Platform for Marketers & Ad Agencies

VERTOZ IncrementX

Media Representation Platform for Publishers

VERTOZ Admozart

Real-time AdExchange Platform for Demand & Supply Partners of the AdTech Ecosystem

VERTOZ Adzurite

Performance Marketing Platform for Marketers, Publishers, and Affiliates

Business Offerings

Marketing & Advertising Technology

Vertoz's cutting-edge and advanced proprietary technology assists businesses in achieving their marketing objectives. We help build a consistent revenue stream by offering services like white-labeled programmatic platforms, contextual marketplace services, and much more.

- MadTech Cloud Platform
- Real-time Advertising Exchange Platform
- Performance marketing platform

Media & Monetization Technology

Vertoz's Media & Monetization platforms efficiently bridge the gap between publishers and advertisers, offering essential tools for seamless ad inventory buying and selling. Leveraging sophisticated features like ad serving, targeting, optimization, and analytics, publishers optimize revenue generation, while advertisers enhance audience targeting and engagement.

- Technology-Led Media Representation Platform
- Real-time Advertising Exchange Platform

Industries Served

E-commerce

Education

Banking & Finance

Automobile

Healthcare & Pharma

Retail

Real Estate

Technology

AdTech & MarTech

Hospitality

FMCG / CPG

Vertoz at a Glance

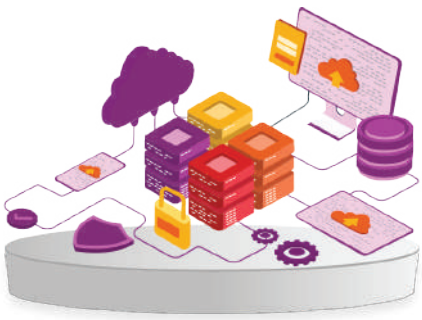
100+
Team Size

5
Data Centres

800+
Audience Segments

250+
Partners

1 Million
Daily Bids Processed (QPS)



1.2 Petabytes
Daily Data Processed (Data Size)

350+ Million
Audience Reach

Growth Driven by Technology

In-house Technology

Network Structured Platforms

Omni-channel Platform

Transparency

High Efficiency

True Real-Time Platforms

Data & Deep Tech Powered Platforms

Self-Service Platform

Digital Landscape We Provide

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 (For Equity Shares)	:	INE188Y01015
ISIN (For Equity Share Warrants)	:	INE188Y13010

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	Non-Executive Director
Rasiklal Hathichand Shah	Non-Executive Director
Rohit Keshavlal Vaghadia	Non-Executive Independent Director
Nilam Samir Doshi	Non-Executive Independent Director

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 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
Rohit Vaghadia	Member	Non-Executive Independent Director
Hirenkumar Shah	Member	Whole-time 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

Dear Shareholders,

The accomplishments and milestones achieved by Vertoz this past year fill me with an immense sense of pride and joy. The dynamic landscape of digital marketing and advertising demands adaptability; it is an industry that is evolving at an unprecedented rate, and Vertoz stands at the forefront, seamlessly matching every new advancement. Our ability to anticipate market shifts and respond with agility has enabled us to navigate uncertainties successfully.

Reflecting on our journey, it is evident that we have not only kept pace with the rapid technological innovations happening globally, but we have also positioned Vertoz as an emerging leader of tomorrow, embracing every new advancement with determination and ingenuity.

Vertoz has consistently delivered outstanding solutions to its valued clients through a harmonious collaboration of visionary thinking and a dedicated workforce. Our commitment to innovation, customer satisfaction, and talent development has been pivotal in maintaining our competitive edge despite large-scale industry disruptions.

Financially, we witnessed a substantial growth, a testament to our unwavering focus on delivering value and optimizing operational efficiency. Investing in research and development has allowed us to offer cutting-edge products and services that meet the evolving needs of our diverse customer base.

Looking ahead, I recognize the challenges that lie before but we remain steadfast in our strategic priorities for the coming year. These priorities include expanding our market presence, pursuing strategic alliances, and investing in technology to maintain our leadership.

In conclusion, I want to extend my heartfelt thanks to each of you - our shareholders, employees, and clients - for your unwavering support and belief in Vertoz. Your trust in our vision and your dedication to excellence have been instrumental in our achievements, and we look forward to continuing this journey together.

Thank you for being part of our success story.

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

Dear Shareholders,

I am delighted to present our Annual Report for the fiscal year 2022-23, highlighting the remarkable progress and consistent growth of Vertoz Advertising. This year has been an exceptional journey marked by innovation, operational excellence, and a strong commitment to social responsibility, solidifying our position as industry leaders and responsible corporate citizens.

I am particularly proud of our significant strides in the field of Artificial Intelligence (AI) development. By investing in cutting-edge AI research, attracting top talent, and forging strategic partnerships, we have developed innovative AI & ML-powered solutions. Innovation has always been a fundamental aspect of our organizational DNA, compelling us to continuously invest in research and development. This steadfast commitment has empowered us to introduce dynamic new products and services that effectively meet the evolving needs of the industry and our customers, ensuring their satisfaction and propelling our ongoing success.

In addition to technological advancements, Vertoz also prioritizes its role as a responsible corporate citizen. We understand the importance of sustainability in the long term and have implemented initiatives to minimize our carbon footprint, promote diversity and inclusion, and make positive contributions to the communities we serve.

In closing, I want to express my heartfelt appreciation to our shareholders for their unwavering support. We remain committed to driving innovation, delivering value to our customers, and upholding our social responsibilities. With a dedicated team and a strong foundation, we are poised for continued growth and success. Thank you for being part of our journey.

Sincerely,
Hirenkumar Shah
Whole-time Director

Dear Shareholders,

I am privileged to communicate with you through this annual report, encapsulating Vertoz's remarkable journey throughout the fiscal year. This period has been defined by our resilience, adaptability, and commitment to innovation as we navigate the ever-evolving landscapes of Marketing, Advertising, and Media Monetization.

At the heart of our mission is the empowerment of global businesses through cutting-edge technological solutions. We remain steadfast in our dedication to fostering innovation, enhancing user engagement, and delivering meaningful results for our esteemed clients and partners. In doing so, we contribute significantly to the growth and evolution of the global digital ecosystem.

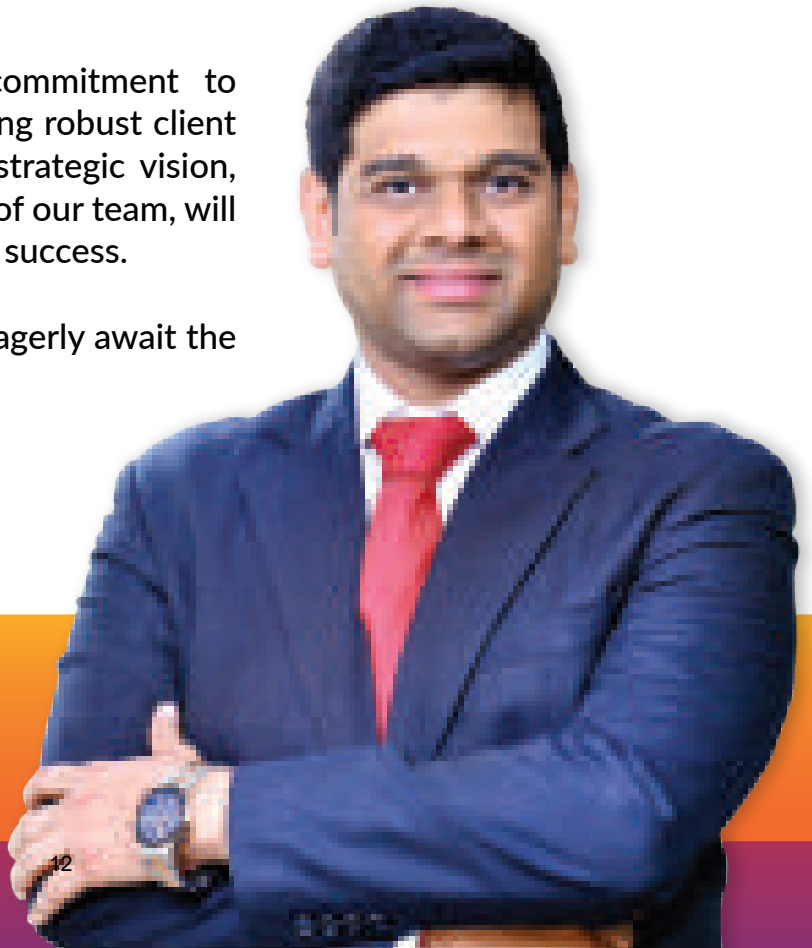
Innovation is the cornerstone of our global operations. Our strategic investments in advanced technology and analytics have empowered us to deliver highly targeted and exceptionally effective advertising solutions to our clients on a global scale. Furthermore, our commitment to expanding our programmatic advertising offerings has enabled advertisers worldwide to reach their target audiences with unparalleled precision.

With a vision that is inherently transformative and globally ambitious, We are driven to establish ourselves as the foremost technology platform enterprise on a global scale, orchestrating a profound revolution in the fields of Marketing, Advertising, and Media & Monetization. This vision entails not only reshaping industries but also transcending geographical boundaries to make a lasting impact across diverse markets and regions worldwide.

As we gaze into the horizon, our commitment to innovation, global expansion, and fostering robust client relationships remains unwavering. Our strategic vision, coupled with the unwavering dedication of our team, will undoubtedly propel us toward continued success.

Filled with gratitude and anticipation, I eagerly await the exciting chapters that lies ahead.

Sincerely,
Ash Shah
Non-Executive Director



DIRECTOR'S REPORT

Dear Members of **Vertoz Advertising Limited**,

Your Directors' have pleasure in presenting this 12th Annual report on the affairs of the Vertoz Advertising Limited ("the Company") together with the Audited Statement of Accounts for the Financial year ended on 31st March 2023.

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:

The Company's standalone and consolidated performance during the year ended March 31, 2023, as compared to the previous financial year, is summarized below:

(₹ in Lakhs)

Particulars	Standalone Figures		Consolidated Figures	
	FY 22-23 (Ind-AS)	FY 21-22 (Ind-AS)	FY 22-23 (Ind-AS)	FY 21-22 (Ind-AS)
Gross Income	**5457.50**	**2094.28**	**8376.19**	**4260.99**
Profit/(Loss) Before Interest and Depreciation	731.72	743.96	1800.39	1180.39
(-) Finance Charges	(98.64)	(69.47)	(146.30)	(103.07)
Gross Profit/(Loss)	**633.08**	**674.49**	**1654.09**	**1077.32**
(-) Provision for Depreciation	(133.86)	(171.67)	(261.95)	(302.24)
Net Profit Before Tax	**499.22**	**502.82**	**1392.14**	**775.08**
(-) Provision for Tax	(131.63)	(136.32)	287.44	168.55
(-) Deferred Tax	(1.02)	3.82	(1.02)	3.82
Net Profit After Tax	**366.57**	**370.33**	**1103.68**	**610.35**
Balance of Profit/(Loss) brought forward	**366.57**	**370.33**	**1103.68**	**610.35**
(-) Consolidation Revaluation Gain/(Loss)	0.00	0.00	0.00	0.00
Balance available for appropriation	**366.57**	**370.33**	**1103.68**	**610.35**
(-) 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	**366.57**	**370.33**	**1103.68**	**610.35**
Other Comprehensive Income				
(i) Items that will not be reclassified to Profit or Loss	**205.36**	**(13.61)**	**205.36**	**(13.61)**
(ii) Income tax relating to above	0.00	0.00	0.00	0.00
Total Comprehensive Income	**571.93**	**356.72**	**1309.04**	**596.74**

1.3 OPERATIONS AND AFFAIRS OF THE COMPANY:

On standalone basis, during the year ended March 31, 2023, your Company registered its total income of **₹ 5457.50 Lakhs** as compared to **₹ 2094.28 Lakhs** in the previous financial year 2021-22 with a growth of 33.63%. The Net Profit after tax amounted to **₹ 366.57 Lakhs** in the current year as compared to Net Profit after tax of **₹ 370.33 Lakhs** in the previous year. The Comprehensive Income amounted to **₹ 571.93 Lakhs** in the current year as compared to Comprehensive Income of **₹ 356.72 Lakhs** in the previous year.

On consolidated basis, during the year ended March 31, 2023, your Company registered its total income of **₹ 8376.19 Lakhs** for the current year as compared to **₹ 4260.99 Lakhs** in the previous financial year 2021-22 with a growth of 41.15%. The Net Profit after tax amounted to **₹ 1103.68 Lakhs** in the current year as compared to Net Profit after tax of **₹ 610.35 Lakhs** in the previous year resulting in growth of 4.93%. The Comprehensive Income amounted to **₹ 1309.04 Lakhs** in the current year as compared to Comprehensive Income of **₹ 596.74 Lakhs** in the previous year.

1.4 TRANSFER TO RESERVES:

The Company has Standalone closing balance of **₹ 4754.98/-** as Reserves and Surplus.

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

(₹ in Lakhs)

Sr. No.	Particulars	As at 31st March, 2023
1.	**Surplus from Profit & Loss Account**	
	Opening Balance	1298.31
	Add: Profit/(Loss) for the period	363.11
	Add: Forex Revaluation Reserve	209.84
2.	**Securities Premium (n/off preliminary expenses)**	853.12
3.	**Equity Share Warrants**	
	a. Face Value (65,85,000 Warrants at Rs. 10 each)	658.50
	b. Premium (65,85,000 Warrants at Rs. 112.93 each)	1372.10
	Total Value in INR	**4754.98**

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 2023.

1.6 MAJOR EVENTS OCCURRED DURING THE YEAR:

A. INCORPORATION OF WHOLLY OWNED SUBSIDIARY VIZ. VERTOZ FZ-LLC:

The Company incorporated its Wholly Owned Subsidiary viz., Vertoz FZ-LLC and its License was issued on 5th August 2022. Vertoz FZ-LLC is having its office at FDRK3599 Compass Building, Al Shohada Road, AL Hamra Industrial Zone-FZ, Ras Al Khaimah, United Arab Emirates. Its object is to carry on the business of Digital Advertising, Domain Selling, Cloud Hosting and providing IT & IT-Enabled Services in Domestic and International Market.

B. INCORPORATION OF STEP-DOWN SUBSIDIARY VIZ. OR SOLUTIONS FZ-LLC:

OR Solutions FZ-LLC, is the Wholly-Owned Company of Vertoz FZ-LLC and its License was issued on 19th August 2022, which means it is Step-Down Subsidiary of Vertoz Advertising Limited. OR Solutions FZ-LLC is having its office at FDRK3594, Compass Building, Al Shohada Road, AL Hamra Industrial Zone-FZ, Ras Al Khaimah, United Arab Emirates. Its object is to carry on the business of Digital Advertising, Domain Selling, Cloud Hosting and providing IT & IT-Enabled Services in Domestic and International Market.

C. INCORPORATION OF WHOLLY OWNED SUBSIDIARY VIZ. INCREMENTX PRIVATE LIMITED:

On 29th August 2022, the Company incorporated its Wholly Owned Subsidiary viz., IncrementX Private Limited to carry on the business of Digital Advertising and Monetization, Internet-based Advertising, Digital Marketing, Advertising Consulting and act as a service agent or an intermediary between the Digital Marketers / Advertisers and the Digital Publishers and help them to increase (Increment) the revenue and as needed expand the same business across the globe by setting up business units or appointing partners.

D. 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 Promoter 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. But the same was withdrawn due to some reasons.

Then again, the Board of Directors at its Meeting dated 24th June 2022, had considered and 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 Members and subject to the necessary applicable Regulatory Approvals.

After the Board Approval, the Company had done the required filings and disclosures with the National Stock Exchange of India Limited (NSE) for getting the No Observation Certificate (NOC). NSE has raised several Requirement Letters, to which the Company had replied and finally on 11th January 2023 the NSE has issued the No Observation Letter (NOC). Post getting the NOC, the Company had filed the application with the National Company Law Tribunal (NCLT) and had received the Pronouncement Order dated 10th Day of August, 2023 and 18th Day of August, 2023 passed in Company Scheme Application C.A.(CAA) No. 169/MB/2023 and CA-352/2023 in C.A.(CAA)/169(MB)/2023 under sub-section (1) of section 230 of the Act.

Thereupon, a National Company Law Tribunal Meeting of the Equity Shareholders ("Meeting) will be convened on Friday, 29th Day of September, 2023 at 01:30 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OVAM") in compliance with the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI Circulars and Secretarial Standard ('SS-2') on General Meetings to consider the Scheme of Merger by Absorption of Paynx Technologies Private Limited ("The First Transferor Company") and Qualispace Web Services Private Limited ("The Second Transferor Company") with Vertoz Advertising Limited ("The Transferee Company").

E. ISSUE OF EQUITY SHARE WARRANTS ON PREFERENTIAL BASIS:

The Board of Directors at its Meeting held on 5th September 2022 proposed to issue Equity Share Warrants on Preferential Basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') and the provisions of the Companies Act, 2013 and Rules made thereunder, subject to Statutory Approvals and Approval of Shareholders of the Company.

The Members' approval for the same was received on 30th September 2022 but the Board of Directors at its Meeting held on 16th October 2022, gave an update that due to unavoidable and unpredictable circumstances, the Company could not complete the process of Allotment of the aforesaid Share Warrants and hence, the issue stands cancelled.

Again, the Board of Directors at its Meeting held on 14th November 2022 proposed to issue Equity Share Warrants on Preferential Basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') and the provisions of the Companies Act, 2013 and Rules made thereunder, subject to Statutory Approvals and Approval of Shareholders of the Company. Post which the Members' approval was received on 14th December 2022.

Further, the Board of Directors at its Meeting held on 29th December 2022, considered and approved allotment of 65,85,000 fully convertible Equity Share Warrants having face value of Rs. 10/- each at a premium of Rs. 112.93/- issued on Preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') and the provisions of the Companies Act, 2013 and rules made there under.

F. CORPORATE ACTION:

1. Pursuant to the Regulation 167(6) of SEBI (ICDR) regulations, 2018, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval. Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities. The Promoters were issued and allotted 2,92,500 Equity Share Warrants each, by way of preferential issue. Accordingly, the Pre-Preferential Shareholding of both the Promoters viz., Mr. Hirenkumar Shah and Mr. Ashish Shah having 30,71,824 Equity Shares each was lock-in from 18th November 2022 till 31st May 2023.

2. The Equity Share Warrants which were allotted to 10 allottees on 29th December 2022 were subject to lock-in for 12 months starting from allotment date till 28th December 2023.

G. CHANGE IN NATURE OF BUSINESS:

During the FY 2022-2023 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.

H. 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. INCORPORATION OF THE WHOLLY OWNED SUBSIDIARY VIZ. VERTOZ LIMITED:

On 25th April 2023, the Company incorporated the Wholly Owned Subsidiary Company at Hong Kong to carry on the business of Digital Advertising, Domain selling, Cloud Hosting and providing IT & IT-Enabled Services in domestic and international market.

2. INVESTMENT IN CHEERIO TECHNOLOGIES PRIVATE LIMITED:

On 9th May 2023, the Company acquired 1.82% of Cheerio Technologies Private Limited, Cost of Acquisition being Rs. 15,00,000.25/- (245 Equity Shares at Rs. 6,122.45/- each). Cheerio Technologies Private Limited is a Service Marketing Automation Company that helps business low on tech and marketing bandwidth automate their campaigns and get upto 56% increment in revenue through better retention. The investment in Cheerio, will get Vertoz rights to potential future profits and benefits of a Start-up Company.

3. RESIGNATION OF MR. AKSHAY SONAR PAROLKAR AS THE CHIEF FINANCIAL OFFICER OF THE COMPANY:

On 27th July 2023, Mr. Akshay Sonar Parolkar, Chief Financial Officer of the Company, gave his resignation from the post of Chief Financial Officer of the Company due to career advancement opportunities. His resignation was accepted, and he will be relieved from his responsibilities from the closure of business hours on 15th September 2023.

There was no other material reason for his resignation other than the one mentioned above.

The Company is in the process of identifying a suitable candidate for filling the position of the Chief Financial Officer of the Company.

4. CONVERSION OF 18,00,000 EQUITY SHARE WARRANTS INTO EQUITY SHARES:

On 8th August 2023, the Board of Directors approved and allotted 18,00,000 Equity Shares pursuant to conversion of Equity Share Warrants into Equity Shares to 3 allottees. The process of Listing Approval and Trading Approval with NSE is still under process.

5. INVESTMENT IN SILVERTECH WEB SOLUTIONS PRIVATE LIMITED:

On 8th August 2023, the Company acquired 51.00% of Silvertech Web Solutions Private Limited, Cost of Acquisition being Rs. 51,000/- (5100 Equity Shares at Rs. 10.00/- each). Silvertech Web Solutions Private Limited is engaged in the business of providing Advertising and Digital Marketing Services. The investment in Silvertech is strategic in nature and it will benefit the Company in terms of operational and business growth, as well as potential future earnings.

6. ESOP:

The Board of Directors at their Meeting dated 4th September 2023 has approved the draft ESOP 2023 Scheme based on the approval of the Scheme received from the Nomination and Remuneration Committee at its Meeting held on 4th September 2023

and thereby accorded to the introduction and implementation of 'Vertoz Advertising Limited Employee Stock Option Plan 2023' ("ESOP 2023"/ "Plan")', contemplating to create, grant, issue and allot from time to time, in one or more tranches, not exceeding 10,00,000 (Ten Lakhs only) Employee Stock Options to or for the benefit of such persons as may be determined in the Scheme.

1.7 DETAILS OF REVISION OF FINANCIAL STATEMENTS 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 2022-2023. 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 2023	31st March 2022
	Amount (Rupees in lakhs)	
Authorised Share Capital 3,50,00,000* Equity Shares of ₹ 10/- (Rupees Ten) each 5,00,00,000 Equity Shares of ₹ 10/- (Rupees Ten) each	5,000.00	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.)*
*(*On 8th August 2023, the Board of Directors of the Company approved the allotment of 18,00,000 Equity Shares of Rs. 10/- each upon Conversion of Equity Share Warrants resulting into increase in Issued, Subscribed and Paid-up Share capital from ₹119700000 to ₹137700000.)*

Further, the Company has neither issued any Convertible or Non-Convertible Securities, Debentures, Bonds, Shares with differential voting rights as to dividend, voting or otherwise, nor issued or granted any ESOP, Stock Option, Sweat Equity during the FY 2022-2023 except as

mentioned above about the issuance and allotment of 65,85,000 Equity Share Warrants on 29th December 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 2022-2023.

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 financial 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:

During the financial year under review, 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, 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 2022-2023 as required under section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is given in **"Annexure – 3".**

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

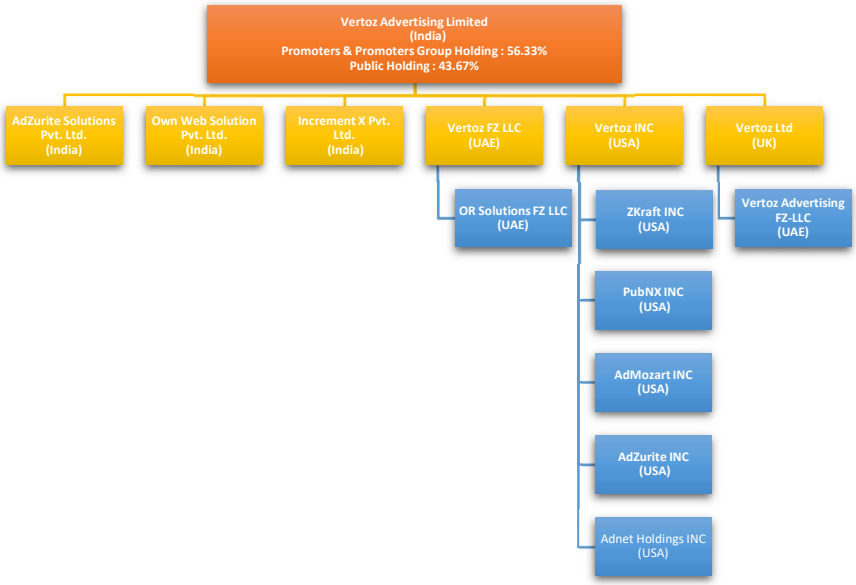
Particulars	FY 2022-2023
Foreign Exchange Inflow	Rs. 12,04,35,167
Foreign Exchange Outflow	Rs. 9,30,37,810

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

During the FY 2022-2023 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 operational branches at New York and New Jersey, 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 (₹)
2021-2022	60,98,97,087	18,10,94,755	-5,34,462	-28,82,889
2022-2023	69,38,38,144	37,39,41,596	4,12,32,654	40,42,514

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 (₹)
2021-2022	32,77,35,153	5,91,27,588	2,02,50,673	-6,21,526
2022-2023	35,81,78,528	5,40,43,160	41,45,254	1,15,58,646

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 (₹)
2021-2022	1,08,45,733	5,52,73,180	30,29,962	30,463
2022-2023	1,19,83,168	3,27,35,478	23,34,966	2,32,394

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
2022-2023	1,82,36,806	2,35,16,297	17,21,708	-3,63,198

INCREMENTX PRIVATE LIMITED

This Subsidiary is incorporated in India to carry on the business of Digital Advertising and Monetization, Internet-based Advertising, Digital Marketing, Advertising Consulting and act as a service agent or an intermediary between the Digital Marketers/ Advertisers and the Digital Publishers and help them to increase (increment) the revenue and as needed expand the same business across the globe by setting up business units or appointing partners.

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2022-2023	1,13,64,393	40,17,707	1,42,035	1,35,314

VERTOZ FZ-LLC

This Subsidiary is a Company incorporated in UAE with the Government of Ras Al Khaimah, UAE and it got the license on 5th August 2022. It is incorporated to carry out the business of Digital Advertising, Domain selling, Cloud Hosting and providing IT & IT enabled services in Domestic and International Market.

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2022-2023	3,24,97,179	14,51,60,232	2,41,34,552	62,53,087

During the year under review, the Board of Directors have reviewed the affairs of the Subsidiaries. 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 – 2".**

Pursuant to the requirements of Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the details of Loans/Advances made to and investments made in the subsidiary have been furnished in Notes forming part of the Accounts.

10. ANNUAL RETURN:

As required under section 134(3)(a) of the Act, the annual return in accordance with section 92(3) in Form No. MGT-7 for the financial year 2022-23, is available on the Company's website https://www.vertoz.com/ir/financials/

11. NUMBER OF MEETINGS OF BOARD:

The Board met 7 (seven) times during the Financial Year ended 31st March 2023 on 6th May 2022, 30th May 2022, 24th June 2022, 10th August 2022, 5th September 2022, 16th October 2022, 14th November 2022, 24th November 2022, 29th December 2022 and 9th February 2023. The necessary quorum was present at all the Meetings. The intervening gap between any two Meetings was not more than one hundred and twenty days as prescribed by the Act.

For details of Meeting, please refer Corporate Governance Report, forming part of this Annual Report.

12. COMMITTEES OF THE BOARD

As on 31st March 2023, the Board of Directors has constituted the Audit Committee, the Stakeholders Relationship Committee and the Nomination & Remuneration Committee.

The details on the composition of the Board and its committees are provided in the Corporate Governance Report.

13. 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 2022-2023. 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.

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

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

The Board of Directors is duly constituted and consists of the following 06 (six) Directors as on the close of the financial year:

Sr. No.	Name of Directors	DIN/PAN	Category	Members of Audit Committee	No. of Shares held as on 31st March, 2023	No. of Equity Share Warrants held as on 31st March 2023
1	Hirenkumar Rasiklal Shah	00092739	Whole-time Director	Yes	30,71,824	2,92,500
2	Ashish Rasiklal Shah	00092787	Non-Executive Director	No	30,71,824	2,92,500
3	Rasiklal Hathichand Shah	00091585	Non-Executive Director	No	1,19,700	NIL
4	Harshad Uttamchand Shah	07849186	Chairman & Non-Executive Director	No	59,852	NIL
6	Rohit Keshavlal Vaghadia	07946771	Independent Director	Yes	5900	NIL
7	Nilam Samir Doshi	07848294	Independent Director	Yes	400	NIL
8	Akshay Sonar Parolkar	BBCPS6255B	Chief Financial Officer*	NA	Nil	Nil
9	Zill Shah	EZOPS6680B	Company Secretary & Compliance Officer	NA	Nil	Nil

*[*Mr. Akshay Sonar Parolkar resigned from the position of Chief Financial Officer of the Company w.e.f. 27th July 2023 and will be relieved from his office w.e.f. 15th September 2023]*

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. Ashish Shah (DIN: 0092787), is due to retire by rotation at the 12th Annual General Meeting.

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

Pursuant to the applicable provisions of the Companies Act, 2013, and SEBI (LODR) Regulations, 2015, 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.

Based on the declaration received from all the Independent Directors and also in the opinion of the Board, all independent Directors possess integrity, expertise, experience & proficiency and are independent of the Management.

During the year under review, none of the Independent Directors of the Company has had any pecuniary relationship or transactions with the Company, other than sitting fees or commission.

f) POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The policy of the Company on Directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a Director and other matters, as mandated under Section 178 (3)of the Act, is available on the Company's website: https://vertoz.com/ir/policies/.

The details with respect to training and familiarization programs can be accessed at https://www.vertoz.com/ir/management-and-committee/.

15. 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 2022-2023.

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

During the FY 2022-2023 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.

17. FAILURE TO IMPLEMENT ANY CORPORATE ACTION:

During the FY 2022-2023 under review, there were no failure to implement any corporate action.

18. VIGIL MECHANISM / WHISTLE BLOWER:

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, the Board of Directors of the Company has, 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.

19. 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.

20. 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 Board has proposed to re-appoint them as the Statutory Auditors for a second term for consecutive 5 (five) years starting from the conclusion of the 12th AGM until 17th AGM.

The Statutory Auditors have given confirmation to the effect that they are eligible for their re-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 2022-2023.

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

There were no instances of fraud reported 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 2023:

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 2022-2023.

Secretarial Audit Report issued by M/s. U. Hedge & Associates, Practicing Company Secretaries in Form MR-3 for the Financial Year 2022-2023 forms part to this report as an **"Annexure – 4"**. The said report does not contain the following observation or qualification.

21. 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.

22. 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.

23. 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.

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

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 - 1"** and AOC-1 is attached as "**Annexure - 2".**

25. 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.

26. 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 31st March 2023.

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 2023, 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 sufficient 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 2022-2023.

d) SUSPENSION OF TRADING:

There was no occasion wherein the Equity Shares of the Company have been suspended for trading during the FY 2022-2023.

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, 2023.

As on March 31, 2023, the number of Shares held in dematerialized and physical mode are as under:

No. of shares in dematerialized form in CDSL	3926371
No. of shares in dematerialized form in NSDL	8043627
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 2022-2023, 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 2022-2023, 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 on Prevention of Sexual Harassment at Workplace 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.

The Company did not receive any complaint during the financial year 2022-23.

27. 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 – 5"**.

28. APPRECIATION:

Your Directors wish to convey their gratitude and appreciation to all the employees of the Company posted at all its locations for their tremendous personal efforts as well as collective dedication and contribution to the Company's performance.

Your Directors would also like to thank the employees, shareholders, customers, dealers, suppliers, bankers, Government and all other business associates, consultants and all the stakeholders for their continued support extended to the Company and the Management.

For & on behalf of Vertoz Advertising Limited
and its Board of Directors

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Place: Mumbai
Date: 4th September 2023

ANNEXURE: 1

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) advertisement opportunities per seconds. Our core bidding architecture is easily adaptable to a variety of advertisement 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, it is 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 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 media, 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:

The Company has an adequate Internal Control System commensurate with the size and nature of its business. Pursuant to Section 138 of the Act & rules made thereunder, O Mr. Kashish Shah has been appointed as an Internal Auditor of the company to review various operations of the Company and report to the Audit Committee their findings.

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

Company's Financial performance is quite satisfactory and further company ensure compliance with all applicable laws and rules made thereunder. The Company's consolidated revenue from operations was ₹ 8,376 Lakhs during year 2022-2023.

(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 almost 127 employees 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 31.03.2023	As on 31.03.2022	Changes
1.	Debtors Turnover Ratio	3.75	1.62	131%
2.	Interest Coverage Ratio	6.06	8.24	-26.46%
3.	Current Ratio	2.41	1.23	96.24%
4.	Debt Equity Ratio	0.13	0.21	-36.24%
5.	Operating Profit Margin (%)	36.47%	46.29%	-21.21%
6.	Net Profit Margin (%)	6.77%	18.05%	-62.51%
7.	Inventory Turnover Ratio	0.00	0.00	0.00%

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

a) **Debtors Turnover Ratio:** There is an increase in overall turnover and the company is in expansion mode resulting in the change in ratio.

b) **Interest Coverage Ratio:** There is an increase in liability i.e. loans and other liabilities.

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

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

e) **Operating Profit Margin (%):** There is an increase in overall turnover and the company is in expansion mode resulting in the change in ratio.

f) **Net Profit Margin (%):** There is an increase in overall turnover and the company is in expansion mode resulting in greater fixed cost than previous year resulting in the change in ratio.

g) 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 31.03.2023	As on 31.03.2022
Net-worth	₹ 5,951.98	₹ 3,348.43

h) **Disclosure of Accounting Treatment:** In the preparation of financial statements, the Accounting Standards has been followed to represent the facts in the financial statement in a true and fair manner.

i) **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: 4th September 2023

ANNEXURE: 2

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	5	6
1	Name of the Subsidiary	Vertoz INC	Vertoz Limited	Adzurite Solutions Private Limited	Own Web Solution Private Limited	IncrementX Private Limited	Vertoz FZ-LLC
2	The date since when subsidiary was acquired	13.10.2015	05.10.2015	22.02.2019	27.10.2021	29.08.2022	05.08.2022
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	01.04.2022 31.03.2023	01.04.2022 31.03.2023
4	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	**USD ($)** ($ 1 = ₹ 82.2169)	**GBP (£)** (£ 1 = ₹101.8728)	**INR (₹)**	**INR (₹)**	**INR (₹)**	**AED** (AED 1 = ₹ 22.3588)
5	Share Capital	₹ 26,30,81,254	₹ 3,43,37,246	₹ 1,00,000	₹ 1,00,000	₹ 1,00,000	₹ 50,30,730
6	Reserves and Surplus	₹ 7,31,92,198	₹ 32,15,61,860	₹ 71,83,620	₹ 30,73,374	₹ 1,42,035	₹ 2,42,14,640
7	Total Assets	₹ 69,38,38,144	₹ 35,81,78,528	₹ 1,19,83,168	₹ 1,82,36,806	₹ 1,13,64,393	₹ 3,24,97,179
8	Total Liabilities	₹ 35,75,64,692	₹ 22,79,422	₹ 46,99,548	₹ 1,50,63,432	₹ 1,11,22,359	₹ 32,51,808
9	Investments	-	-	-	-	-	-
10	Total Revenue	₹ 37,39,41,597	₹ 5,40,43,160	₹ 3,27,35,478	₹ 2,35,16,297	₹ 40,17,707	₹ 14,51,60,232
11	Profit before Taxation	₹ 5,43,36,601	₹ 52,09,835	₹ 31,20,278	₹ 23,00,763	₹ 1,89,806	₹ 2,41,34,552
12	Provision for Taxation	₹ 1,31,03,946	₹ 10,64,580	₹ 7,85,312	₹ 5,79,055	₹ 47,771	-
13	Profit after Taxation	₹ 4,12,32,655	₹ 41,45,254	₹ 23,34,966	₹ 17,21,708	₹ 1,42,035	₹ 2,41,34,552
14	Proposed Dividend	-	-	-	-	-	-
15	Extent of shareholding (in percentage)	100%	100%	100%	100%	100%	100%

For and on behalf of Vertoz Advertising Limited

Hirenkumar Shah
Whole-time Director
DIN: 00092739

Rasiklal Shah
Non-Executive Director
DIN: 00091585

Akshay Sonar Parolkar
Chief Financial Officer
PAN: BBCPS6255B

Zill Shah
Company Secretary
PAN: EZOPS6680B

Place: Mumbai
Date: 25th April 2023

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			

1 . Names of associates or joint ventures which are yet to commence operations: **N/A**
2. Names of associates or joint ventures which have been liquidated or sold during the year: **N/A**

For and on behalf of Vertoz Advertising Limited

Hirenkumar Shah
Whole-time Director
DIN: 00092739

Rasiklal Shah
Non-Executive Director
DIN: 00091585

Akshay Sonar Parolkar
Chief Financial Officer
PAN: BBCPS6255B

Zill Shah
Company Secretary
PAN: EZOPS6680B

Place: Mumbai
Date: 25th April 2023

ANNEXURE: 3

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 sub-section (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	₹ 59.48	Ongoing	-	NIL
	Loan	₹ 153.30	Ongoing	-	NIL
Mr. Ashish Shah Whole-time Director	KMP Remuneration	₹ 77.07	Ongoing	-	NIL
	Loan	₹ 148.97	Ongoing	-	NIL
Mr. Rasiklal Shah Non-executive Director	Sitting Fees	₹ 0.50	Ongoing	-	NIL
Mr. Harshad Shah Chairman & Non-executive Director	Sitting Fees	₹ 0.60	Ongoing	-	NIL
Mrs. Nilam Doshi Independent Director	Sitting Fees	₹ 0.95	Ongoing	-	NIL
Mr. Rohit Vaghadia Independent Director	Sitting Fees	₹ 0.95	Ongoing	-	NIL
Mr. Akshay Sonar Parolkar Chief Financial Officer	KMP Remuneration	₹ 33.61	Ongoing	-	NIL
	Expenses Reimbursement	₹ 2.03	Ongoing	-	NIL
Ms. Zill Shah Company Secretary	KMP Remuneration	₹ 9.67	Ongoing	-	NIL
Qualispace Web Services Pvt Ltd Sister Concern where Promoters/ Directors having significant control	Loan	₹ 244.09	Ongoing	-	NIL
	Sales	₹ 38.44	Ongoing	-	NIL
	Purchase	₹ 54.40	Ongoing	-	NIL
PayNX Technologies Pvt Ltd Sister Concern where Promoters/ Directors having significant control	Loan	₹ 1004.03	Ongoing	-	NIL
	Sales	₹ 77.00	Ongoing	-	NIL
	Purchase	₹ 99.89	Ongoing	-	NIL
Trunkoz Technologies Pvt Ltd Sister Concern where Promoters/ Directors having significant control	Rent	₹ 22.66	Ongoing	-	NIL
	Loan	₹ 118.04	Ongoing	-	NIL
AdMeridian Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 254.78	Ongoing	-	NIL
	Purchase	₹ 39.45	Ongoing	-	NIL
	Loans & Advances	₹ (0.06)	Ongoing	-	NIL

HueAds Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 265.38	Ongoing	-	NIL
	Purchase	₹ 80.99	Ongoing	-	NIL
	Loans & Advances	₹ (0.41)	Ongoing	-	NIL
AdMida Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 356.77	Ongoing	-	NIL
	Purchase	₹ 104.37	Ongoing	-	NIL
	Loans & Advances	₹ (0.04)	Ongoing	-	NIL
Vokut Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 157.02	Ongoing	-	NIL
	Purchase	₹ 16.52	Ongoing	-	NIL
	Loans & Advances	₹ (1.24)	Ongoing	-	NIL
BoffoAds Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 184.19	Ongoing	-	NIL
	Purchase	₹ 93.26	Ongoing	-	NIL
FlairAds Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 28.38	Ongoing	-	NIL
	Purchase	₹ 8.14	Ongoing	-	NIL
AdCanny Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 23.12	Ongoing	-	NIL
	Purchase	₹ 0.62	Ongoing	-	NIL
AdZesto Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 24.26	Ongoing	-	NIL
	Purchase	₹ 0.75	Ongoing	-	NIL
Adokut Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 170.56	Ongoing	-	NIL
	Purchase	₹ 85.18	Ongoing	-	NIL
	Loans & Advances	₹ (9.14)	Ongoing	-	NIL
QualiSpace Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 0.61	Ongoing	-	NIL
	Purchase	₹ 8.04	Ongoing	-	NIL
	Loans & Advances	₹ 1.09	Ongoing	-	NIL
OwnRegistrar Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 30.46	Ongoing	-	NIL
	Purchases	₹ 185.79	Ongoing	-	NIL
	Loans & Advances	₹ (54.44)	Ongoing	-	NIL
Hashjini Inc Sister Concern where Promoters/ Directors having significant control	Sales	₹ 4.26	Ongoing	-	NIL
	Loans & Advances	₹ 0.66	Ongoing	-	NIL
PayExecute Inc Sister Concern where Promoters/ Directors having significant control	Loans & Advances	₹ 0.10	Ongoing	-	NIL
OwnAdtech Inc Sister Concern where Promoters/ Directors having significant control	Purchase	₹ 19.27	Ongoing	-	NIL
	Loans & Advances	₹ 1.39	Ongoing	-	NIL

For Vertoz Advertising Limited

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Place: Mumbai
Date: 25th April 2023

ANNEXURE: 4

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE PERIOD 01-04-2022 TO 31-03-2023

[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, 2023. 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, 2022 to 31st March, 2023 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, 2022 to 31st March, 2023 according to the provisions of:

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

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

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

- 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).

- 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:

- The Industrial Dispute Act, 1947;
- 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;
- Acts as prescribed under the Direct Tax and Indirect Tax;
- Stamp Acts and Registration Acts and
- 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, 2023;

1. Preferential Issue and allotment of 65,85,000 Convertible Equity Share Warrants to Promoters and Non-Promoters at Rs.122.93 per Equity Share Warrant.

2. The Company withdrew the process of Preferential Allotment of 51,00,000 Equity Share Warrants which was approved by the Board of Directors of the Company on September 5, 2022 and by Shareholders at the Annual General Meeting held on September 30, 2022.

3. Incorporation of Wholly Owned Subsidiary in Ras Al Khaimah, United Arab Emirates in name and style as “Vertoz FZ-LLC”.

4. Incorporation of Step Down Subsidiary in Ras Al Khaimah, United Arab Emirates in name and style as “OR Solutions FZ-LLC”.

5. Re-appointment of Mrs. Nilam Samir Doshi (DIN - 07848294) as an Independent Director of the Company for period of 5 years.

6. Re-appointment of Mr. Rohit Keshavlal Vaghadia (DIN - 07946771) as an Independent Director of the Company for period of 5 years.

7. Re-appointment of Mr. Hirenkumar Rasiklal Shah (DIN - 00092739) as Whole-time Director of the Company for period of 5 years.

8. Change in designation of Mr. Ashish Rasiklal Shah from Whole-Time Director to Non-Executive Director and approval sought for members for holding and Office or Place of Profit in the Company as per Section 188 of the Companies Act 2013 and rules made thereunder:

9. Increase in the Authorized Capital of the Company from Rs. 35 crores to Rs. 50 crores.

10. In the previous Financial Year 2021-22 the Board of Director at their Meeting held on February 14, 2022 had 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. During the financial year 2022-23, the Board of Directors at their Meeting held on June 24, 2022 have sought fresh approval from the Board for the said matter, as earlier resolution passed on the subject matter did not hold good.

11. Incorporation of Wholly Owned Subsidiary in the name and style of, Increment X Private Limited.

FOR U. HEGDE & ASSOCIATES, Company Secretaries

Umashankar K Hegde
(Proprietor)
ACS NO. 22133 # C.P.NO. 11161
ICSI UDIN: A022133E000938334

Date: 4th September 2023
Place: Mumbai

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
ICSI UDIN: A022133E000938334

Place : Mumbai
Date : 4th September 2023

ANNEXURE: 5

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) The Median remuneration of the Employees of the Company during the Financial Year was **₹ 2,16,046/-.** The Percentage increase in Remuneration of Each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year 2022-2023 and ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year is provided in the table below:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for the Financial Year 2022-2023 (In ₹)	Percentage increase in Remuneration for the Financial Year 2021-2022	Ratio of Remuneration of each Director to the Median Remuneration of Employees
1	Mr. Hirenkumar Rasiklal Shah (Whole-time Director)	₹ 59,48,800/-	-0.02%	27.53x
2	Mr. Ashish Rasiklal Shah (Non-Executive Director)	*₹ 77,07,082/-	13.76%	35.67x
3	Mr. Akshay Ashok Sonar Parolkar (Chief Financial Officer)#	₹ 33,61,404/-	13.44%	N.A.
4	Ms. Zill Shah (Company Secretary & Compliance Officer)	₹ 9,67,032/-	18.75%	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 $ 96,000 through Vertoz INC, a subsidiary of the Company.*
#Mr. Akshay Sonar Parolkar resigned from the position of Chief Financial Officer of the Company w.e.f. 27th July 2023 and will be relieved from his office w.e.f. 15th September 2023].

B) **The percentage increase in the median remuneration of employees in the financial year:** There was an increase of **16.92%** in Median remuneration of the employees during the financial year 2022-2023.

C) **The number of permanent employees on the rolls of the Company:** The total number of permanent employees of the Company was **127** for the year ended March 31, 2023.

D) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

In the Financial Year 2022-23 there is an average increase of 30.09% in the fixed remuneration of all the employees (other than the managerial personnel) as compared to an increase of 8.98%

in the fixed remuneration of all the Managerial Personnel. Since there are no exceptional circumstances for increase in Managerial Remuneration, justification is not required.

E) Average percentage increase made in the salaries of employees in the last Financial Year 2022-2023 as follows:
   a) For managerial personnel were **8.98%.**
   b) For other than the managerial personnel were **30.09%.**

F) It is hereby affirmed that the remuneration paid during the year ended March 31, 2023, 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: 4th September 2023

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company'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 Board of Directors of the Company are responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the world.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as applicable, with regard to corporate governance.

2. BOARD OF DIRECTORS:

The role of the board is to plan and strategize goals and objectives for the short and long-term good of the company and to put mechanisms in place to monitor progress against the objectives. Moreover, as a good governance your company constantly strives to develop and maintain a harmonious relationship between the board and the management.

Your Company's Board has an optimum combination of exceedingly experienced Executive and Non-Executive Directors with half of the Board comprising of Independent Directors including one women independent director on Board. The Board composition is in conformity with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for time being in force (hereinafter referred to as "the Act"). The Chairman of the Board is a Non-Executive Director and accordingly one-third of the total number of Directors comprises of Independent Directors.

3. KEY INFORMATION OF DIRECTORS:

Name of the Director	DIN	Designation	Age	Shareholding as on 31st March 2023	Number of Equity Share Warrants as on 31st March 2023
Harshad Uttamchand Shah	07849186	Chairman & Non-Executive Director	68	59852	Nil
Hirenkumar Rasiklal Shah	00092739	Whole-time Director	43	3071824	292500^
Ashish Rasiklal Shah*	00092787	Non-Executive Director	42	3071824	292500^
Rasiklal Hathichand Shah#	00091585	Non-Executive Director	78	119700	Nil
Nilam Samir Doshi	07848294	Independent Director	44	400	Nil
Rohit Keshavlal Vaghadia	07946771	Independent Director	43	5900	Nil

*[*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.

^ Convertible Equity Share Warrants were issued and allotted to Mr. Hirenkumar Shah and Mr. Ashish Shah on 29th December 2022.]

4. INFORMATION OF CHAIRMANSHIP/DIRECTORSHIP AND POSITION HELD IN COMMITTEES OF OTHER COMPANIES AS ON 31ST MARCH 2023:

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	-	9	-	-	-	Director
Ashish Rasiklal Shah	-	5	-	-	-	Director
Rasiklal Hathichand Shah	-	5	-	-	-	Director

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 2023. 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 at https://www.vertoz.com/ir/.

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

All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under the SEBI Listing Regulations & the Companies Act, 2013. Based on the disclosures received from all the independent Directors and in the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and that of Companies Act, 2013 and are Independent of the Management. Each of the Independent Directors are advocates of strong governance culture. Also, during the period under review, none of the Director including Independent Director resigned from the Board of your Company.

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 2022-2023 are available on the website of the Company at https://www.vertoz.com/ir/

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 2023 on 6th May 2022, 30th May 2022, 24th June 2022, 10th August 2022, 5th September 2022, 16th October 2022, 14th November 2022, 24th November 2022, 29th December 2022 and 9th February 2023 and the Annual General Meeting was held on 30th September 2022 and Extra-Ordinary General Meeting was held on 14th December 2022.

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 and EGM or not
Harshad Uttamchand Shah	Chairman & Non-Executive Director	10	10	Yes
Hirenkumar Rasiklal Shah	Whole-time Director	10	10	Yes
Ashish Rasiklal Shah	Whole-time Director	10	2	Yes
Rasiklal Hathichand Shah	Non-Executive Director	10	10	Yes
Nilam Samir Doshi	Independent Director	10	10	Yes
Rohit Keshavlal Vaghadia	Independent Director	10	10	Yes

10. COMMITTEES OF THE BOARD OF DIRECTORS:

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees are placed before the Board. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following Committees:

i. **Audit Committee:**

The Company has constituted an Audit Committee in accordance with Section 177 of Companies Act, 2013, and Regulation 18 of SEBI LODR Regulations as amended. The composition of the Audit Committee is in compliance of Regulation 18(1) of SEBI LODR Regulations.The Audit Committee comprises of 3 Directors and two of them are Independent Directors. All members of Audit Committee are financially literate and at least one member has accounting or related financial management expertise.

The quorum requirement of Audit Committee as per SEBI LODR Regulations is two members or one-third of its members, whichever is higher with minimum 2 Independent Directors.

The Company Secretary of the Company acts as the Secretary to the Audit Committee. The minutes of each Audit Committee meeting are noted in the next meeting of the Board.

All the Audit Committee meetings were held within 120 days' time gap.

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 seven times during the year on 6th May 2022, 30th May 2022, 24th June 2022, 10th August 2022, 5th September 2022, 14th November 2022 and 9th February 2023.

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

Name	Designation	Category	No. of Meetings held during the tenure	No. of Meetings attended
Mrs. Nilam Samir Doshi	Chairperson	Non-Executive Independent Director	7	7
Mr. Rohit Keshavlal Vaghadia	Member	Non-Executive Independent Director	7	7
Mr. Hirenkumar Shah	Member	Whole-time Director	7	7

ii. Nomination and Remuneration Committee:

The Company has constituted Nomination and Remuneration Committee in accordance with of Companies Act, 2013, and Regulation 19(1) of SEBI LODR Regulations.

The Nomination and Remuneration Committee comprises of 3 Directors and all of them are Non Executive Directors. At least two-third of the directors shall be Independent Directors.

The quorum requirement of Nomination and Remuneration Committee as per SEBI LODR Regulations is two members or one-third of its members, whichever is higher with minimum 1(one) Independent Directors in attendance.

The Company Secretary of the Company acts as the Secretary of the Committee. The minutes of each Nomination and Remuneration Committee meeting are noted in the next meeting of the Board.

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 6th May 2022.

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

Name	Designation	Category	No. of Meetings held during the tenure	No. of Meetings attended
Mrs. Nilam Samir Doshi	Chairperson	Non-Executive Independent Director	1	1
Mr. Rohit Keshavlal Vaghadia	Member	Non-Executive Independent Director	1	1
Mr. Harshad Shah	Member	Whole-time Director	1	1

iii. Stakeholders' Relationship Committee:

The Company has constituted a Stakeholders Relationship Committee in accordance with Regulation 20 of SEBI LODR Regulations.

The Stakeholders Relationship Committee comprises of 4 Directors and two being an Independent Directors.

The quorum requirement of Stakeholders Relationship Committee as per SEBI LODR Regulations is two members or one-third of its members, whichever is higher with minimum 1(one) Independent Directors in attendance. The Company Secretary of the Company acts as the Secretary of the

Committee. The minutes of each Stakeholders Relationship Committee meeting are noted in the next meeting of the Board.

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

The Stakeholders Relationship Committee functions with the objective of looking into the redressal of Stakeholders'/ Investors' grievances. The Stakeholders Relationship Committee is primarily responsible for:

(a) Resolving the grievances of the security holders and the investors of the Company 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 10th January 2023.

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

Name	Designation	Category	No. of Meetings held during the tenure	No. of Meetings attended
Mrs. Nilam Samir Doshi	Chairperson	Non-Executive Independent Director	1	1
Mr. Rohit Keshavlal Vaghadia	Member	Non-Executive Independent Director	1	1
Mr. Harshad Shah	Member	Non-Executive Director	1	1
Mr. Hirenkumar Shah	Member	Whole-time Director	1	1

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

Details of shareholders complaints received, resolved and pending as on 31st March 2023:

No. of Investors' Complaints pending at the beginning of the year	No. of Investors' complaints received during the year	No. of Investors' complaints disposed of during the year	No. of Investors' complaints unresolved at the end of the year to the satisfaction of shareholders
Nil	**Nil**	**Nil**	**Nil**

iv. Risk Management Committee:

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

11. Senior Management:

Particulars of Senior Management including the changes therein since the close of the previous financial year:

There are no changes in the Senior Management since the close of the previous financial year except the resignation of Mr. Akshay Sonar Parolkar from the position of Chief Financial Officer. He resigned with effect from 27th July 2023 and he will be relieved from his office with effect from 15th September 2023.

12. Remuneration of Directors:

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	₹ 59,48,400/-	*₹ 77,07,082/-	**₹ 1,36,55,482/-**
	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)	**₹ 59,48,400/-**	***₹ 77,07,082/-**	**₹ 1,36,55,482/-**
	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]*

A. 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)		

	Independent Directors	**Nilam Doshi DIN: 07848294**	**Rohit Vaghadia DIN: 07946771**	**Total Amount**
2	• Fee for attending Board Meeting Fee	50,000	50,000	1,00,000
	• Fee for attending Audit Committee Meetings	35,000	35,000	70,000
	• 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)	**95,000**	**95,000**	**1,90,000**
	Other Non-Executive Directors*	**Harshad Shah DIN: 07849186**	**Rasiklal Shah DIN: 00091585**	**Total Amount**
	• Fee for attending Board Meetings	**50,000**	**50,000**	**1,00,000**
	• Fee for attending NRC Meeting	**5,000**	**-**	**5,000**
	• Fee for attending SRC Meeting	**5,000**	**-**	**5,000**
	• Commission	**-**	**-**	**-**
	• Others, please specify	**-**	**-**	**-**
	Total (3)	**60,000**	**50,000**	**1,10,000**
	Total (B) = (1+2+3)	**1,55,000**	**1,45,000**	**3,00,000**

*[*Mr. Ashish Shah, Non-Executive Director of the Company has waived his right to receive the sitting fees for attending the Meetings].*

13. General Meetings and Postal Ballot

Annual General Meetings of the previous three years:

	2019-2020	**2020-2021**	**2021-2022**
Day, date & time	Tuesday, 27th October 2020 at 11.30 a.m.	Thursday, 30th September 2021 at 12.00 noon	Friday, 30th September 2022 at 12.00 noon
Venue	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
Details of Special Resolution passed	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 India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provision.	1. To approve Material Related Party Transactions. 2. To issue Equity Share Warrants on Preferential Basis

Postal Ballot

During the year under review, following Special Resolutions were passed by the Company through Postal Ballot on 11th June 2022:

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.

Postal Ballot Procedure:

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time.

Extra-Ordinary General Meeting:

During the year under review, the Company had Extra-Ordinary General Meeting on 14th December 2022.

Day, date & time	Wednesday, 14th December 2022 at 12.00 noon
Venue	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
Details of Special Resolution passed	1. To issue Equity Share Warrants on Preferential Basis

Book Closure dates:

The Company's Register of Members during the Financial Year 2022-2023 were closed from 24th September 2022 till 30th September 2022.

Share Transfer System:

Transfers in physical form are registered by the Registrar and Share Transfer Agent immediately on receipt of completed documents and certificates are issued within stipulated time. As per directives issued by SEBI, it is compulsory to trade in the Company's equity shares in dematerialized form. With effect from April 1, 2019, transfer of shares in physical form has ceased. Shareholders who had lodged their request for transfer prior to March 31, 2019 and, have received the same under objection can relodge the transfer request after rectification of the documents. Request for transmission of shares and dematerialization of shares will continue to be accepted.

All requests for dematerialisation of shares are processed and the confirmation is given to respective Depositories i.e., National Securities Depository Limited and Central Depository Services (India) Limited, generally within 21 days.

The Company obtains an annual certificate from a Company Secretary in Practice to the effect that all certificates have been issued within the period of thirty days of the date of lodgement of the transfer, sub-division, consolidation and renewal as required under Regulation 40(9) Listing Regulations and files a copy of the said certificate with the concerned Stock Exchanges.

Annual General Meeting for the Financial Year 2023:

The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19", General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, 10/2022 dated December 28, 2022 and Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by the Securities and Exchange Board of India in relation to "Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

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 2022 was published on 12th August 2022, for the quarter ended 30th September 2022 was published on 16th November 2022, for the quarter ended 31st December 2022 was published on 11th February 2023 and for the quarter ended 31st March 2023 was published on 27th April 2023.

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 2022-2023 are as below:

Source	Received during the period from 01.04.2022 to 31.03.2023	Resolved during the period from 01.04.2022 to 31.03.2023	Pending as on 31.03.2023
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 FY 2022-2023 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. The Company's ISIN number for Equity Share Warrants is INE188Y13010.

vi. Stock Code

The Company is listed on NSE having Stock Code – VERTOZ

vii. Annual General Meeting

The Annual General Meeting for the FY 2022-2023 of the Company shall be held on Friday, 29th September 2023 at 12.00 Noon through audio-visual means.

viii. Financial Year

Financial Year of the Company is from 1st April 2022 to 31st March 2023.

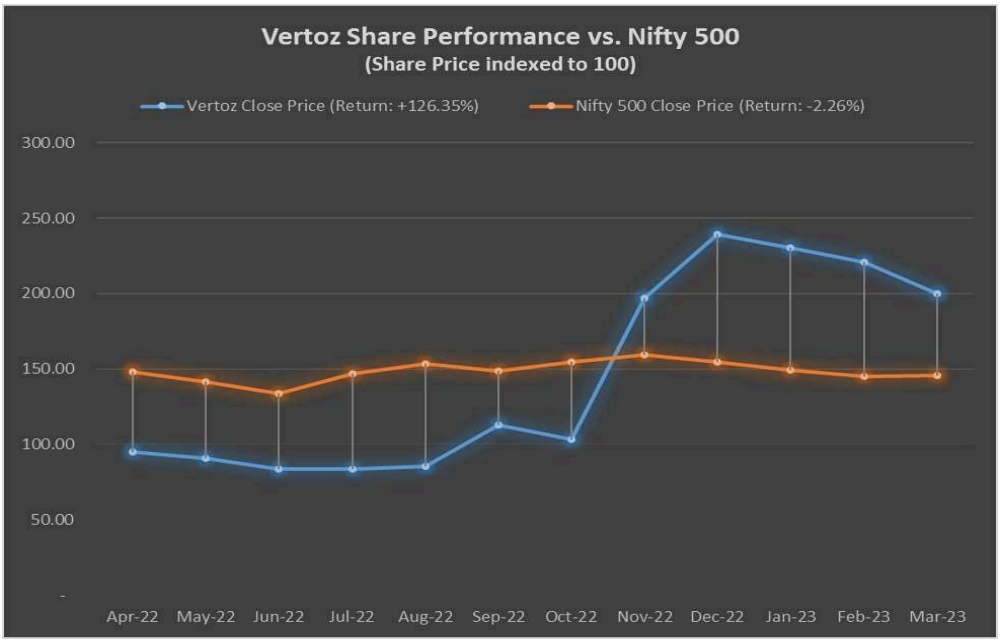
ix. Market Price Data

The Company's monthly high and low share price data as well as the total volume during each month in the FY 2022-2023 on the NSE is as mentioned below:

Month	High	Low	Total Volume
April	100.10	95.56	927164
May	87.30	82.63	688759
June	84.39	78.66	1010553
July	85.11	81.96	422053
August	84.74	81.32	445982
September	120.71	111.3	4499887
October	118.54	111.87	1208260
November	150.85	141.31	8101319
December	222.30	208.45	2806827
January	252.46	238.93	1215901
February	215.64	203.48	793810
March	220.03	208.61	4234018

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	9,291	90.081443	67,70,820	5.656491
2	5001-10000	406	3.936397	32,36,240	2.703626
3	10001-20000	253	2.452977	38,19,300	3.190727
4	20001-30000	136	1.318596	34,50,590	2.882698
5	30001-40000	41	0.397518	14,48,980	1.210510
6	40001-50000	47	0.455691	22,27,760	1.861119
7	50001-100000	59	0.572038	45,68,870	3.816934
8	100001 & Above	81	0.785340	9,41,77,440	78.677895
	Total	**10,314**	**100.00**	**11,97,00,000**	**100.00**

xii. Shareholding Pattern as on 31st March 2023:

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	10086	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	**10093**	**11970000**	**11970000**	**100%**

xiii. Top 10 Shareholders of the Company as on 31st March 2023:

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	Dishant Milanbhai Parikh	221910	1.85%
4	Hitesh Rupareliya HUF	131373	1.10%
5	Niraj Rajnikant Shah	131000	1.09%
6	Rasiklal Hathichand Shah	119700	1.00%
7	Ranjanben Rasiklal Shah	119700	1.00%
8	Archana Rohit Shah	119700	1.00%
9	Shital Chintan Shah	119700	1.00%
10	Arpana Vipul Vejani	119700	1.00%

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, 2023.

As on March 31, 2023, the number of Shares held in dematerialized and physical mode are as under:

No. of shares in dematerialized form in CDSL	3926371
No. of shares in dematerialized form in NSDL	8043627
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 2023 there is no balance outstanding in the unclaimed suspense account of the Company.

xvi. OUTSTANDING GDRS/ADRS/WARRANTS

The Company has issued 65,85,000 Equity Share Warrants as on 31st March 2023, details of which are given in the Board Report

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/ir/

xix. Subsidiary Companies

In line with the SEBI Listing Regulations, the Audit Committee reviews the financial statements of the subsidiaries of Company. The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

During the year, the Company had 3 Material Subsidiaries viz., Vertoz Inc, USA, Vertoz Limited, UK and Vertoz FZ-LLC, UAE. The policy of the Company for determining material subsidiary can be accessed at https://vertoz.com/ir/.

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.

The Whistle Blower Policy may be accessed at the website of the Company https://www.vertoz.com.

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 at https://vertoz.com/ir/. 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. Enclosed as **Annexure 6.**

xxiii. CREDIT RATINGS:

The Company is not required to obtain Credit Ratings.

xxiv. PLANT LOCATIONS:

Since the Company is in the Service Sector and not into Manufacturing, there are no different plant location.

xxv. 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. Enclosed as **Annexure 7.**

xxvi. 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. Enclosed as **Annexure 8.**

xxvii. 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. Enclosed as **Annexure 9.**

xxviii. 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.

xxix. 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	4.73
Advisory & Certification charges	0
Reimbursement of expenses	0
Total	4.73

xxx. 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

xxxi. DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS/IMMEDIARE RELATIVES OF THE 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/Immediate Relatives of the Directors are interested:

Name of the Company	**Amount (in ₹)**
PayNX Technologies Private Limited	10,07,17,726
Qualispace Web Services Private Limited	2,59,79,334
Trunkoz Technologies Private Limited	1,18,01,182
Total	**13,84,98,242**

xxxii. 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.

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

The Company hereby confirms that it has complied with the corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) and (t) of Regulation 46(2) of SEBI LODR Regulations and obtained a certificate from M/s MMJB & Associates, Secretarial Auditors regarding compliance of conditions of Corporate Governance, which is annexed to this report. Further, the non-mandatory requirements are mentioned as Discretionary Requirement.

Discretionary Requirements: (as per Part E of Schedule II of SEBI LODR Regulations)

Particulars	**Status**
Shareholder Rights	The quarterly, half yearly and annual financial results are published in the newspapers and also posted on its website at https://www.vertoz.com/ir/.

Modified opinion(s) in audit report	During the financial year 2022-23, there was no audit qualification in the financial statements of the Company and Auditors have expressed an unmodified opinion on their report on the financial statements of the company.
Separate posts of Chairperson and the Managing Director or the Chief Executive Officer	The Company has appointed separate person to the post of the Chairperson and Managing Director. <name> (Non-Executive Director) appointed as the Chairperson of the Company and <name> appointed as the Managing Director of the Company who are not related to each other as per the definition of the term "relative" defined under the Companies Act, 2013.
Reporting of Internal Auditor	Internal Auditors of the Company make presentations to the Audit Committee on their Reports.

xxxiv. 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.

xxxv. DISCLOSURE OF INSTANCES, WHERE THE BOARD HAD NOT ACCEPTED RECOMMENDATION OF COMMITTEES:

There was no instance during the FY 2022-23, where the Board of Directors did not accept any recommendation of any Committee of the Board which it was mandatorily required to accept.

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

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Place: Mumbai
Date: 4th September 2023

ANNEXURE 6

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: 4th September 2023

ANNEXURE 7

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, 2023 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**

25th April 2023
Mumbai

ANNEXURE 8

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 2023. 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, 2023.

FOR U. HEGDE & ASSOCIATES, COMPANY SECRETARIES

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

Date: 04/09/2023
Place: Mumbai

ICSI UDIN: A022133E000938356

ANNEXURE 9

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, 2023, 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*	Non-Executive 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.

Note:

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

$ Mr. Rohit Keshavlal Vaghadia was re-appointed as Non-Executive Independent Director for a second term of 5 years commencing from 25th September 2022.

 # Mrs. Nilam Samir Doshi was re-appointed as Non-Executive Independent Director for a second term of 5 years commencing from 14th June 2022.

^ Mr. Hirenkumar Rasiklal Shah was re-appointed as Whole-time Director for a second term of 5 years commencing from 14th June 2022.

FOR U. HEGDE & ASSOCIATES, COMPANY SECRETARIES

UMASHANKAR K HEGDE
(PROPRIETOR)
COP No. - 11161 # M. No. - A22133
ICSI UDIN: A022133E000938389

Date: 4th September 2023
Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

To
The Members of 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, 2023, the Statement of Profit and Loss 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 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 (Accounting Standards) Rules, 2015, as amended, ("AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit 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 Standalone Financial Statements under the provisions of the Act and the Rules made there under, 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.

Other Matter

During the period under audit, we informed that the Board of Directors of the Company in their Meeting held on 24th June 2022, has approved the Scheme of 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 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 is under process, for which Vertoz Advertising Limited, the Transferee Company, has received the Observation Letter dated 11th January 2023 from the National Stock Exchange of India Limited (NSE) conveying its "No objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable Vertoz Advertising Limited (hereinafter referred to as "The Transferee Company") to file the draft scheme with NCLT. On the date of signing this report, Vertoz Advertising Limited (hereinafter referred to as "The Transferee Company") is preparing to file

the draft scheme of Merger with the NCLT.

In terms of the Scheme, the entire business and the whole of the undertaking of Paynx Technologies Private Limited and Qualispace Web Services Private Limited, as a going concern stands transferred to and vested in Vertoz Advertising Limited, the Transferee Company with effect from April 01, 2022, being the Merger Appointed Date.

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 Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone 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 and cash flows of the Company in accordance with the Accounting Standards 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 Standalone 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 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 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 Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying

transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 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 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 Balance Sheet, the Statement of Profit and Loss, the Statement of Cash Flows 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 Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 with reference to these financial statements 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 not 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 does not have any pending litigations on its financial position in its Financial Statements

ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

iii. There was no amount which was required to be transferred to the Investor Education and Protection Fund by the company.

iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v. The company has not declared or paid any dividend during the year.

2. As required by the Companies (Auditor's Report) Order, 2020 ("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
FRN: 106456W

Hemant Bohra
Partner
M. No.: 165667
UDIN: 23165667BGTIFF8132

Place: Mumbai
Date: 25th April, 2023

Annexure "A" to the Independent Auditor's Report

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, 2023 in conjunction with our audit of the 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 authorizations 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, 2023, 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
FRN: 106456W

Hemant Bohra
Partner
M. No.: 165667
UDIN: 23165667BGTIFG8330

Place: Mumbai
Date: 25th April 2023

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)

1) 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, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.

2)

a) The Company being a service Company, primarily rendering information technology services, it does not hold any physical inventories. Accordingly, the provisions of clause 3(ii) of the Order are not applicable to the Company.

b) The company has been sanctioned working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets; quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.

3) During the year the company has made investments in, provided any guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:

(a) During the year the company has made investments subsidiary company:

(Rs. In Lakhs)

To Whom	The aggregate amount During the year	Balance Outstanding at the end of the year
Increment X Pvt. Ltd., India	1.00	1.00
Vertoz Inc, USA	223.32	2630.81
Vertoz Ltd, UK	37.42	343.37
Vertoz FZ-LLC, UAE	53.39	50.31

(b)During the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to subsidiary company:

(Rs. In Lakhs)

Particulars	Loans
Aggregate amount granted/ provided during the year	
Subsidiaries	249.29
Balance outstanding in respect of above cases	
Subsidiaries	133.67

(c) During the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to other than subsidiary company:

(Rs. In Lakhs)

	Loans
Aggregate amount granted/ provided during the year	
Other than Subsidiary	1247.32
Balance outstanding in respect of above cases	
Other than Subsidiary	1213.25

(d) According to the information and explanation given to us, the terms and conditions of the grant of loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;

(e) Schedule of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable to comment as to whether receipt of the principal amount and the interest is regular;

(f) Schedule of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable comment as whether the amount is overdue.

(g) According to the information and explanation given to us, in respect of any loan or advance in the nature of loan granted which has fallen due during the year, none has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties;

(h) The company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, required details in respect thereof are as below:

(Rs. In Lakhs)

Particulars	**Related Parties**
Aggregate amount of loans/ advances in nature of Agreement does not specify any terms or period of repayment	1496.61
Percentage of loans/ advances in nature of loans to the total loans	100%

4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at 31st March, 2023 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

6) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

7) (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 been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess, GST and any other statutory dues with the appropriate authorities. No undisputed amounts in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

(b) According to records of the company, there are no statutory dues which have not been deposited on account of any dispute.

8) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

9) (a) According to the information and explanation given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) Company is not declared willful defaulter by any bank or financial institution or other lender,

(c) According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained;

(d) According to the information and explanation given to us, funds raised on short term basis have not been utilized for long term purposes;

(e) According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;

(f) According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;

10) (a) In our opinion, and according to the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer.

(b) The company has made preferential allotment of shares warrants under review and the requirement of section 42 of the Companies Act, 2013 have been complied with and according to information and explanations given to us, the amount raised have been used for the purposes for which the funds were raised;

11) (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) According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company;

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

13) 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.

14) Internal Audit System & Report:

a) According to the information and explanations given to us, the company has an internal audit system commensurate with the size and nature of its business;

b) We have considered the reports of the Internal Auditors for the period under audit;

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) (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.

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

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

19) On the basis of the financial ratios, ageing and expected dates of realization 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.

20) The provision of sub-section (5) of Section 135 of the Companies Act, 2013 not applicable to the company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For Mittal & Associates
Chartered Accountants
FRN: 106456W

Hemant Bohra
Partner
M. No.: 165667
UDIN: 23165667BGTIFG8330

Place: Mumbai
Date: 25th April, 2023

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 2023

(₹ in lakhs)

Sr. No.	Particulars	Note No.	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
	ASSETS			
(1)	**Non-current Assets**			
	(a) Property, Plant & Equipment	1	39.26	28.08
	(b) Capital work-in-progress		-	-
	(c) Investment Property		-	-
	(d) Goodwill		-	-
	(e) Other Intangible Assets	1	275.17	371.29
	(f) Right of use assets	1	21.02	49.63
	(g) Financial Assets		-	
	(i) Investment in Subsidiaries	2	3,027.49	2,763.26
	(ii) Trade Receivables		-	-
	(iii) Loans		-	-
	(h) Deferred Tax assets (net)		-	-
	(i) Other non-current assets	3	49.14	11.83
	Total Non-current assets		**3,412.08**	**3,224.09**
(2)	**Current Assets**			
	(a) Inventories		-	-
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables	4	1,600.35	1,290.61
	(iii) Cash & Cash Equivalents	5	133.60	19.91
	(iv) Bank Balances other than (iii) above		272.74	261.19
	(v) Loans	6	1,609.14	23.90
	(c) Current Tax Assets (net)		-	-
	(d) Other current assets	7	910.35	38.01
	Total Current Assets		**4,526.18**	**1,633.62**
	Total Assets (1+2)		**7,938.26**	**4,857.71**
	EQUITY AND LIABILITIES			
(1)	**EQUITY**			
	(a) Equity Share Capital	8	1,197.00	1,197.00
	(b) Other Equity	9	4,754.98	2,151.43
	Total Equity		**5,951.98**	**3,348.43**
	LIABILITIES			
(2)	**Non-current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	10	22.03	73.50
	(ii) Trade Payables		-	-
	(iii) Lease Liabilities		-	29.86
	(iv) Other financial Liabilities		-	-
	(b) Provisions	11	78.07	68.15
	(c) Deferred Tax liabilities (Net)		9.79	8.77
	(d) Other Non-current liabilities		-	-
	Total Non-current liabilities		**109.90**	**180.29**
(3)	**Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	12	765.10	621.02
	(ii) Trade Payables	13		
	-Dues of micro and small enterprises		-	22.25
	-Dues of others		800.27	169.84
	(iii) Lease Liabilities		29.86	33.57
	(iv) Other financial Liabilities	14	91.40	214.43
	(b) Current tax liabilites (net)	15	127.60	141.12
	(c) Provisions	16	42.30	31.07
	(d) Other current liabilities	17	19.85	95.71
	Total Current liabilities		**1,876.39**	**1,328.99**
	Total Equity and Liabilities (1+2+3)		**7,938.26**	**4,857.71**

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: 23165667BGTIFF8132

Place: Mumbai
Date: April 25, 2023

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, 2023

(₹ in lakhs except EPS)

Sr.No.	Particulars	Note No.	Year ended 31-Mar-23	Year ended 31-Mar-22
	Revenue:			
I	Revenue From Operations (Net of Taxes)	18	5,417.12	2,051.50
II	Other Income	19	40.38	42.78
III	***Total Income (III)***		**5,457.50**	**2,094.28**
IV	***Expenses:***			
	Direct Service Expense	20	3,467.04	577.78
	Employment Benefit Cost	21	726.10	566.83
	Finance Cost	22	98.64	69.47
	Depreciation and Amortisation	1	133.86	171.67
	Other Expenses	23	532.65	205.71
	Total Expenses (IV)		**4,958.28**	**1,591.47**
V	**Profit before exceptional items and tax (III-IV)**		499.22	502.82
VI	Exceptional Items		-	-
VII	**Profit before tax (V-VI)**		499.22	502.82
VIII	***Tax expense:***			
	(1) Income Tax Provision			
	Current Tax		135.68	141.12
	Excess / Short Provision		(4.05)	(4.80)
	(2) Deferred tax		1.02	(3.82)
IX	**Profit for the period (VII-VIII)**		**366.57**	**370.33**
X	**Other Comprehensive Income**			
	(i) Items that will not be reclassified to Profit or Loss		205.36	(13.61)
	(ii) Income tax relating to above		-	-
XI	**Total Comprehensive Income (IX-X)**		**571.93**	**356.72**
XII	Paid-up equity share capital (Face value of ₹ 10/- each)		1,197.00	1,197.00
XIII	Other Equity		4,754.98	2,151.43
XIV	Earning per Equity Share (of ₹ 10/- each) (not annualised)			
	(1) Basic		3.06	3.09
	(2) Diluted		3.06	3.09

SIGNIFICANT ACCOUNTING POLICIES

See accompanying Notes to the Financial Statements

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: 23165667BGTIFF8132

Place: Mumbai
Date: April 25, 2023

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, 2023

(₹ in lakhs)

Particulars	Note No.	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
A : Cash flows from operating activities:			
Profit before taxation	(a)	**499.22**	**502.82**
Depreciation & Amortisation		133.86	171.67
Interest expense		98.64	69.47
	(b)	**232.49**	**241.14**
Less: Non Operating Income			
Other Non Operating Income (Inclusive of interest income)		40.38	42.78
	(c)	**40.38**	**42.78**
Operating profit before working capital changes	d=(a+b-c)	**691.33**	**701.18**
Working capital changes:			
Decrease /(Increase) In Trade Receivables		(309.74)	-52.15
Decrease/(Increase) in Other Financial Assets		(1,585.24)	(19.22)
Decrease/(Increase) in Other Non-Current Assets		(37.31)	(0.01)
Decrease/(Increase) in Other Current Assets		(872.34)	16.66
Increase /(Decrease) in Short Term Borrowing		144.08	(213.97)
Increase /(Decrease) in Trade Payables		608.19	(125.75)
Increase /(Decrease) in Current Tax Liabilities		(13.51)	31.60
Increase /(Decrease) in Other Financial Liabilities		(123.03)	17.16
Increase /(Decrease) in Other Current Liabilities		(75.86)	63.84
Increase /(Decrease) in Short Term Provisions		11.24	(114.86)
Increase /(Decrease) in Adjustments in Provisions		(3.46)	(13.61)
	(e)	**(2,256.98)**	**(410.30)**
Cash generated from operations	(d+e)	**(1,565.65)**	**290.88**
(-) Taxes paid		(131.63)	(136.31)
Net cash used in operating activities	(A)	**(1,697.28)**	**154.57**
B : Cash flows from investing activities:			
Fixed asset (Addition)/Deduction		(20.31)	(4.57)
Other Non Operating Income (Inclusive of interest income)		40.38	42.78
Investment		(54.39)	(1.00)
Net cash Generated from investing activities	(B)	**(34.32)**	**37.21**
C : Cash flows from financing activities:			
Proceeds from issue of Share Warrants		2,030.60	-
Increase /(Decrease) in Long Term Borrowings		(51.47)	(80.05)
Increase /(Decrease) in Lease Liabilities		(33.57)	(28.80)
Increase /(Decrease) in Other Long Term Liabilities		9.92	17.48
Interest Expenses		(98.64)	(69.47)
Net cash generated from financing activities	(C)	**1,856.84**	**(160.85)**
D : Net increase in cash and cash equivalents = (A+B+C)	D=(A+B+C)	**125.24**	**30.92**
E : Cash and cash equivalents at beginning of period	(E)	281.10	250.18
F: Cash and cash equivalents at end of period = (D+E)	(D + E)	**406.34**	**281.10**

Note:
Cash and Cash Equivalants Comprises of:

Particulars	Note No.	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
Balance with Banks			
(i) In Current Accounts	5	132.44	19.89
(ii) In Deposit Accounts	5	272.74	261.19
Cash on Hand	5	1.15	0.02
Cash & Cash Equivalants		**406.34**	**281.10**

SIGNIFICANT ACCOUNTING POLICIES 24

See accompanying Notes to the Financial Statements

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

FOR AND ON BEHALF OF VERTOZ ADVERTISING LIMITED

Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186

Hirenkumar Shah
Whole-time Director
DIN: 00092739

CA Hemant Bohra
Partner
UDIN: 23165667BGTIFF8132

Place: Mumbai
Date: April 25, 2023

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 31.03.2023*	*Closing Value as on 31.03.2022*
I	**Tangible Assets**										
1	Data Computers, Laptops, Data Servers & Peripherals	292.28	8.41	-	300.69	271.56	6.63	-	278.19	22.50	20.72
2	Furniture & Fixtures	34.84	2.31	-	37.15	29.87	1.31	-	31.17	5.98	4.97
3	Office Equipments	8.82	1.33	-	10.14	8.28	0.33	-	8.61	1.53	0.53
4	Motor Vehicles	17.91	-	-	17.91	16.06	0.58	-	16.64	1.28	1.86
5	Leasehold Asset	-	8.27	-	8.27	-	0.29	-	0.29	7.98	-
		-	-	-		-	-	-			
II	**Intangible Assets**	-	-	-		-	-	-			
1	Trademark	0.09	-	-	0.09	-	-	-	-	0.09	0.09
2	Ingenious Plex Platform	675.86	-	-	675.86	304.67	96.11	-	400.78	275.08	371.20
		-	-	-		-	-	-			
III	**Right of Use Assets**	159.55	-	-	159.55	109.92	28.61	-	138.53	21.02	49.63
	Total Value in INR	**1,189.36**	**20.31**	**-**	**1,209.67**	**740.35**	**133.86**	**-**	**874.21**	**335.46**	**449.00**
	Previous Year Figures	1,184.79	5.30	0.73	1,189.36	568.69	172.62	0.96	740.35	449.00	616.10

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. 2023	Amount As At 31st Mar. 2022
1	Investment in Vertoz Inc, USA	2,630.81	2,425.71
2	Investment in Vertoz Ltd, UK	343.37	335.55
3	Investment in Own Web Solutions Pvt. Ltd., India	1.00	1.00
4	Investment in Adzurite Solutions Pvt. Ltd., India	1.00	1.00
5	Investment in Increment X Pvt. Ltd., India	1.00	-
6	Investment in Vertoz FZ-LLC, UAE	50.31	-
	Total Value in INR	**3,027.49**	**2,763.26**

Note 3 : Other non-current assets

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
	A. Deposits		
1	Refundable Deposit with CCD	0.25	0.25
2	Rent Deposit	48.02	10.34
3	Security Deposit	0.65	0.65
4	Deferred Rent	0.22	0.60
	Total Value in INR	**49.14**	**11.83**

Note 4 : Trade Recievables

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
	(i) Undisputed Trade Receivables- Considered Goods		
	Less than 6 Months	1,450.42	737.13
	6 Months - 1Year	113.74	467.96
	1-2 Years	36.19	71.65
	2-3 Years	-	13.86
	More than 3 Years	-	-
		1,600.35	**1,290.61**
	(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	**1,600.35**	**1,290.61**

Note 5 : Cash & Cash Equivalent

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Cash Balance	1.15	0.02
2	Bank Balances	132.44	19.89
3	Fixed Deposit with Banks with maturity less than 3 months	-	-
4	Fixed Deposit with Banks with maturity more than 3 months but less than 12 months	272.74	261.19
	Total Value in INR	**406.34**	**281.10**

Note 6 : Loans

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	**Prepaid Expenses**	262.22	0.36
2	**Other Receivable**	-	-
	Loan to Related Parties	1,346.92	23.54
	Total Value in INR	**1,609.14**	**23.90**

Note 7 : Other Current Assets

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Advance to Staff	3.05	0.65
2	TDS and GST Receivable	152.94	36.03
3	Advance given to Suppliers	54.36	1.32
4	Advance for Capital Items	700.00	-
	Total Value in INR	**910.35**	**38.01**

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 reporting period		Figures as at the end of previous reporting Period	
	Number of shares	2022-23	Number of shares	2021-22
(a) Authorised 5,00,00,000 Equity shares of Rs.10/- each with voting rights	5,00,00,000	100%	3,50,00,000	100%
(b) Issued, Subscribed and Paid 1,19,70,000 Equity shares of Rs.10/- each with voting rights	1,19,70,000	100%	1,19,70,000	100%
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 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 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 beigining of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
1197.00	0.00	1197.00	0.00	1197.00

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 beigining of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
1197.00	0.00	1197.00	0.00	1197.00

NOTE 9: OTHER EQUITY

Particulars	Reserves & Surplus			Other Reserves	Equity attributable to holders of the parent	Non Controlling Interests	Money received against share warrants	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, 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**
Balance as at April 01, 2022	**1,229.35**	**-**	**853.12**	**68.96**	**2,151.43**	**-**	**-**	**2,151.43**
Profit for the Year	367.59	-	-	-	367.59	-	-	367.59
Other Comprehensive Income	(4.48)	-	-	209.84	205.36	-	-	205.36
Dividends	-	-	-	-	-	-	-	-
Any other change	-	-	-	-	-		2,030.60	2,030.60
Balance as at 31st March, 2023	**1,592.46**	**-**	**853.12**	**278.80**	**2,724.38**	**-**	**2,030.60**	**4,754.98**

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. 2023	Amount As At 31st Mar. 2022
2	ICICI Bank	2.28	5.89
3	Axis Bank	-	6.16
4	HDFC Bank	-	15.36
5	ICICI GECL	19.75	46.08
	Total Value in INR	**22.03**	**73.50**

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. 2023	Amount As At 31st Mar. 2022
1	Gratuity Provision (Non-Current)	63.10	53.58
2	Leave Encashment Provision (Non-Current)	14.97	14.58
	Total Value in INR	**78.07**	**68.15**

Note 12 : Short Term Borrowing

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	**Unsecured**		
	Loan from Related Parties		
	Loan From Directors	27.67	177.20
2	**Secured**	-	-
	Loans repayable on demand	-	-
	From Banks (Secured against Deposits)	737.43	443.82
	Total Value in INR (A+B)	**765.10**	**621.02**

Overdraft Against Fixed Deposits:

a. The loan is repayable on demand and secured against hypothecation of Fixed Deposits of Rs. 1.50 Crore financed @ 5% 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, collateral security of Residential and Commercial Property of Promoters and the facility financed at 9.75% p.a.

Note 13 : Trades Payable

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Sundry Creditors		
	-Dues of micro and small enterprises	-	22.25
	-Dues of others	800.27	169.84
	Total Value in INR	**800.27**	**192.09**

Figures For the Current Reporting Period

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

VERTOZ ADVERTISING LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT

(₹ in lakhs)

(ii) Others		
Less than 1 Year	796.32	116.95
1-2 Years	3.96	50.67
2-3 Years	-	2.22
More than 3 Years	-	-
	800.27	**169.84**
(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	**800.27**	**192.09**

Note 14 : Other Financial Liabilities

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
	Other Payables		
1	**Current Maturity for Short Term Debt**		
	Current Maturity for Short Term Debt (ICICI, Shriram, Neogrowth, Axis,HDFC)	53.03	73.69
2	**Others:**	-	-
	Advance Received from Client	25.43	32.70
	Creditors for Expenses	8.70	98.25
	Other Payable	4.23	9.79
	Total Value in INR	**91.40**	**214.43**

Note 15 : Current Tax Liabilities

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Provision for Income Tax AY 2022-23	(8.08)	141.12
2	Provision for Income Tax AY 2023-24	135.68	-
	Total Value in INR	**127.60**	**141.12**

Note 16 : Current Provisions

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Salary Payable	10.61	8.15
2	**Gratuity & Leave Encashment Provision (Current):**	-	-
	Gratuity Provision (Current)	16.53	12.47
	Leave Encashment (Current)	7.70	6.94
3	Other Provisions	7.47	3.50
	Total Value in INR	**42.30**	**31.07**

Note 17 : Other Current Liabilities

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Statutory Liabilities	19.85	95.71
	Total Value in INR	**19.85**	**95.71**

VERTOZ ADVERTISING LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT

Note 18 : Revenue From Operations

(₹ in lakhs)

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Sale of Services	5,417.12	2,051.50
	Total Value in INR	**5,417.12**	**2,051.50**

Note 19 : Income From Non Operation

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Interest on FDR	12.89	12.76
2	Other Income	1.88	0.18
3	Sundry Balance W/off	25.21	-
4	Foreign Exchange Gain	-	29.45
5	Interest Income-Ind AS	0.41	0.39
	Total Value in INR	**40.38**	**42.78**

Note 20 : Direct Service Expenses

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Purchase of Services	3,251.23	551.94
2	Software Purchase	53.27	25.84
3	Commission Expense	162.54	-
	Total Value in INR	**3,467.04**	**577.78**

Note 21 : Employement Benefit Cost

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Salaries and Incentives	658.35	486.14
2	Director Remuneration	52.48	61.59
3	Gratuity & Leave Encashment Expense	15.27	19.10
	Total Value in INR	**726.10**	**566.83**

Note 22 : Finance Cost

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Bank Charges	3.05	0.49
2	Interest Expense	43.30	59.79
3	Foreign Exchange Loss	43.50	-
4	Loan Processiong Fees	4.49	1.88
5	Interest on Lease Liabilities	4.30	7.32
	Total Value in INR	**98.64**	**69.47**

Note 23 : Other Expenses

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Audit Fees	3.97	3.45
2	Books and Periodicals	0.02	-
3	Conveyance Charges	4.38	1.93
4	Electricity Expenses	(45.65)	85.60
5	Exhibition & Seminar Expenses	148.18	0.59
6	Food Expenses	6.40	2.39
7	House Keeping & Security Expenses	10.16	7.59
8	Interest/Penalty/Fee on Taxes	56.20	22.52
9	Internet Expenses	5.50	8.20
10	Legal Expenses	35.61	4.97
11	Lodging & Boarding Expenses	10.01	1.35
12	Accounts Written off	-	(0.02)
13	Marketing Expenses	31.29	5.13
14	Office Expense	14.27	9.72
15	Postage & Courier Expenses	0.19	0.27
16	Printing & Stationary Expenses	1.19	0.79
17	Profession Tax-Company	0.03	0.03
19	Professional & Technical Fees	89.89	20.51
20	Recruitment Expense	6.82	1.97
21	Lease Rent	83.56	15.18
22	Repair & Maintenance Expenses	39.29	2.94
23	Rounding Off	0.00	0.00
24	Staff Welfare	6.47	3.14
25	Telephone Expense	0.30	0.21
26	Travelling Expense (Domestic/International)	23.03	6.25
27	Insurance Expenses	1.15	0.41
28	Deferred Rent Expenses	0.38	0.38
29	Provision for Doubtful Debts	-	0.21
	Total Value in INR	**532.65**	**205.71**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH 2023

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 **Twelfth** financial statements prepared for the Company and they relate to the period from **April 1, 2022** to **March 31, 2023**. 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 33)

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	12 months	19,26,936/-
2	**Mr. Kirti Jain and Mrs. Savita Jain** Property Add.: 603, Avior Nirmal Galaxy Opp. Johnson & Johnson, LBS Road, Mulund-West, 400080 Leased area: 1016 Sq. Ft.	60 months	6 months	5,48,244/-
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	6 months	5,26,110/-

27. MSME REGISTERED CREDITORS:

Based on information's available with the Company, there are no suppliers registered as micro, small or medium enterprise under "The Micro, Small and Medium Enterprise Development Act, 2006" as at March 31, 2023.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 31/03/2023	As at 31/03/2022
(i)	**Deferred tax Liability on account of :**		
	Depreciation	**9,79,209**	**8,77,255**
(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	**9,79,209**	**8,77,255**

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	2022-23	2021-22
1	Employer's contribution to Provident Fund	**5,39,535**	**3,38,023**
2	Employer's contribution to Pension Scheme	**9,83,155**	**7,60,125**
	Total	**15,22,690**	**10,98,148**

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)	
		2022-23	2021-22	**2022-23**	2021-22
1.	Mortality Table (LIC)	2006-08 (Ultimate)	2006-08 (Ultimate)	2006-08 (Ultimate)	2006-08 (Ultimate)
2.	Discount rate (p.a.)	**7.30%**	5.54%	**7.30%**	5.54%
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	(₹)	($)	(AED)	Assets	(₹)	($)	(AED)
				Vertoz INC – Drs.	11,88,11,628	15,67,289	-
				Vertoz INC – Advances	4,89,577	7,386	-
				Vertoz FZ LLC – Advances	11,15,865	-	49,907
				OR Solutions FZ LLC – Advances	6,62,338	-	29,623
Total				**Total**	**12,10,79,408**	**15,74,675**	**79,530**
	Net-off Un-hedged Foreign Currency Exposure:				**12,10,79,408**	**15,74,675**	**79,530**

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 2023	**14,50,41,590**	**1,49,93,403**	**16,00,34,993**
Amount As At 31st March 2022	7,37,13,217	5,53,47,746	**12,90,60,963**

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 2023 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	28,17,65,275	2,09,83,955	30,27,49,230	30,27,49,230
Trade Receivables	16,29,73,899	(29,38,906)	16,00,34,993	16,00,34,993
Cash & Cash Equivalents	4,06,34,219	-	4,06,34,219	4,06,34,219
Loans	16,09,13,995	-	16,09,13,995	16,09,13,995
	64,62,87,388	**1,80,45,049**	**66,43,32,437**	**66,43,32,437**
Liabilities:				
Long term borrowing	22,03,333	-	22,03,333	22,03,333
Lease Liabilities	29,85,990	-	29,85,990	29,85,990
Short term borrowing	7,65,09,532	-	7,65,09,532	7,65,09,532
Trade Payables	8,00,27,386	-	8,00,27,386	8,00,27,386
Other Financial Liabilities	91,39,757	-	91,39,757	91,39,757
	17,08,65,998	**-**	**17,08,65,998**	**17,08,65,998**

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**

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 2022-23		FY 2021-22	
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	**59,48,400**	**Nil**	59,49,400	Nil
	Loan from Directors	**1,49,53,289**	**(27,66,721)**	2,43,94,562	(1,77,20,010)
Mr. Ashish Shah	Managerial Remuneration	**Nil (Remuneration drawn from US Company)**	**Nil**	Nil (Remuneration drawn from US Company)	Nil
	Loan from Directors	**Nil**	**Nil**	Nil	Nil
Mr. Rasiklal Shah	Director Sitting Fees	**75,000**	**(34,000)**	35,000	(20,500)

Mr. Harshad Shah	Director Sitting Fees	**60,000**	**(1,43,500)**	45,000	(1,30,000)
Mrs. Nilam Doshi	Director Sitting Fees	**95,000**	**(3,50,000)**	65,000	(2,64,500)
Mr. Rohit Vaghadia	Director Sitting Fees	**95,000**	**(1,99,000)**	65,000	(1,13,500)
Mr. Akshay Sonar Parolkar	KMP Remuneration (CFO)	**33,61,404**	**Nil**	29,63,219	Nil
	Expenses Reimbursement	**2,02,564**	**Nil**	10,79,936	Nil
Ms. Zill Shah	KMP Remuneration (CS)	**9,67,032**	**Nil**	8,14,320	Nil
Associate Enterprise & Sister Concern					
Trunkoz Technologies Pvt. Ltd.	Office Rent	**18,00,876**	**62,457**	16,09,126	1,97,523
	Advance received/(paid)	**1,18,01,182**	**1,18,01,182**	Nil	Nil
Adzurite Solutions Pvt Ltd	Advance received/(paid)	**Nil**	**Nil**	35,14,661	Nil
	Sales	**2,37,50,446**	**Nil**	2,63,30,000	25,07,740
	Purchases	**1,75,90,340**	**Nil**	16,33,041	(18,94,326)
Vertoz Inc	Advance received/(paid)	**Nil**	**(4,89,577)**	(21,608)	(4,89,577)
	Purchases	**9,30,37,810**	**Nil**	Nil	Nil
	Sales	**16,35,01,819**	**11,88,11,628**	5,07,93,689	8,00,95,047
PayNX Technologies Pvt. Ltd.	Purchase	**30,50,000**	**Nil**	Nil	Nil
	Sales	**77,00,000**	**(13,16,000)**	33,25,431	Nil
	Advance received/(paid)	**9,87,46,604**	**9,90,61,028**	21,22,548	3,14,424
Own Web Solution Pvt. Ltd.	Advance received/(paid)	**(6,32,775)**	**2,77,225**	9,10,000	9,10,000
IncrementX Pvt Ltd	Advance received/(paid)	**1,08,22,289**	**1,08,22,289**	Nil	Nil
Vertoz FZ LLC	Advance received/(paid)	**11,15,865**	**11,15,865**	Nil	Nil
OR Solutions FZ LLC	Advance received/(paid)	**6,62,338**	**6,62,338**	Nil	Nil
Qualispace Web Services Pvt. Ltd	Sales	**85,686**	**73,877**	1,66,639	Nil
	Purchases	**37,36,889**	**(7,32,831)**	21,05,089	(4,58,390)
	Advance received/(paid)	**98,22,736**	**1,04,62,791**	6,40,055	6,40,055

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	2022-23		2021-22	
	(₹)	($)	(₹)	($)
Payment against Import Invoice	9,30,37,810	11,51,753	Nil	Nil

40. Earning in Foreign Currency (On Cash Basis) – **₹ 12,04,35,167/-**
(*As per Receipt & Payment A/c from Tally)* (Amount in ₹)

Particulars	2022-23
Receipt from Export against Invoice	12,18,46,332
Advance against Export Services	Nil
Exchange Gain/(Loss) on remittance	(14,11,165)
Total Earning in Foreign Currency (On Cash Basis)	**12,04,35,167**

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	₹ 13,42,92,296	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	0.13	0.21	-36.24%	There is a decrease in liability i.e. loans and other liabilities hence favourable change in this ratio
Debt Service Coverage Ratio	1.43	1.24	14.83%	Changes is less than 25 %
Return on Equity Ratio	0.08	0.12	-33.14%	There is an increase in overall turnover and the company is in expansion mode resulting in the change in ratio
Inventory Turnover Ratio	0.00	0.00	0.00%	Changes is less than 25 %
Trade Receivables Turnover Ratio	3.75	1.62	131%	There is an increase in overall turnover and the company is in expansion mode resulting in the change in ratio
Trade Payables Turnover Ratio	6.99	2.27	17.78%	Changes is less than 25 %
Current Ratio	2.41	1.23	96.24%	There is an increase in current liabilities due to current maturities of Loans from Related Parties and Other Loans hence there is change in ratio
Net Capital Turnover Ratio	2.04	6.73	-69.64%	There is an increase in overall turnover and the company is in expansion mode resulting in the change in ratio
Net profit ratio	6.77%	18.05%	-62.51%	There is an increase in overall turnover and the company is in expansion mode resulting in greater fixed cost than previous year resulting in the change in ratio

Return on Capital Employed	10.04%	17.09%	-41.23%	There is an increase in overall turnover and the company is in expansion mode resulting in greater fixed cost than previous year resulting in the change in ratio
Return on investment	0.12	0.13	-9.65%	Changes is less than 25 %

Ratios	Numerator	Denominator	Current Reporting Period	Previous reporting period	% of Change
Debt Equity Ratio	Debt Capital	Shareholder's Equity	0.13	0.21	-36.24%
Debt Service Coverage Ratio	Net Operating Income	Debt Service (Int+Principal)	1.43	1.24	14.83%
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	0.08	0.12	-33.14%
Inventory Turnover Ratio	COGS	Average Inventory	0.00	0.00	0.00%
Trade Receivables Turnover Ratio	Net Sales	Average trade receivables	3.75	1.62	131%
Trade Payables Turnover Ratio	Total Purchases (Fuel Cost + Other Expenses+Closing Inventory-Opening Inventory)	Average Trade Payables	6.99	2.27	17.78%
Current Ratio	Current Assets	Current Liabilities	2.41	1.23	96.24%
Net Capital Turnover Ratio	Sales	Workimg capital (CA-CL)	2.04	6.73	-69.64%
Net profit ratio	Net Profit	Sales	6.77%	18.05%	-62.51%
Return on Capital Employed	Earnings before interest and tax	Capital Employed	10.04%	17.09%	-41.23%
Return on investment	Net Profit	Investment	0.12	0.13	-9.65%

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: 25.04.2023**

INDEPENDENT AUDITOR'S REPORT

To **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, 2023, 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, 2023, 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

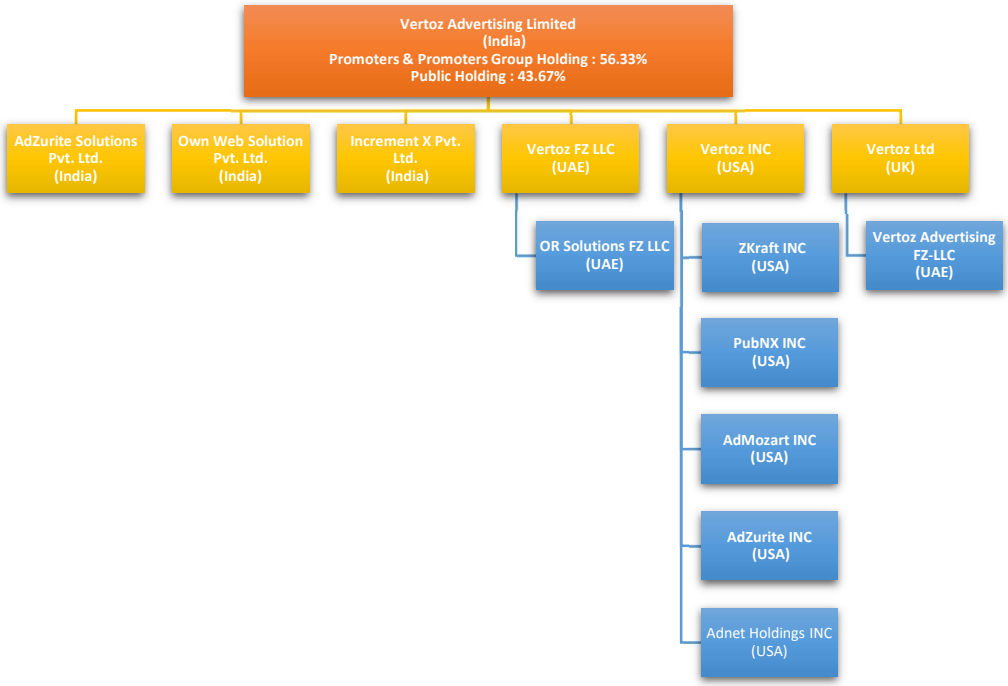
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and

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. 4,665.54 Lakhs and net assets of Rs. 4,186.69 Lakhs as at March 31, 2023 and total revenues of Rs 2,315.99 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. 415.84 Lakhs and net assets of Rs. 106.99 Lakhs as at March 31, 2023 and total revenues of Rs 602.69 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.

iii. During the period under audit, we informed that the Board of Directors of the Company in their Meeting held on 24th June 2022, has approved the Scheme of 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 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 is under process, for which Vertoz Advertising Limited, the Transferee Company, has received the Observation Letter dated 11th January 2023 from the National Stock Exchange of India Limited (NSE) conveying its "No objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable Vertoz Advertising Limited (hereinafter referred to as "The Transferee Company") to file the draft scheme with NCLT. On the date of signing this report, Vertoz Advertising Limited (hereinafter referred to as "The Transferee Company") is preparing to file the draft scheme of Merger with the NCLT.

In terms of the Scheme, the entire business and the whole of the undertaking of Paynx Technologies Private Limited and Qualispace Web Services Private Limited, as a going concern stands transferred to and vested in Vertoz Advertising Limited, the Transferee Company with effect from April 01, 2022, being the Merger Appointed Date.

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

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 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, 2023 taken on record by the Board of Directors of the Company, none of the directors is disqualified as on March 31, 2023 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, April 25th 2023
UDIN: 23165667BGTIFH7950

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, 2023 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, 2023, 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, April 25th, 2023
UDIN: 23165667BGTIFH7950

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, 2023

(₹ in lakhs)

	Particulars	Note No.	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
	ASSETS			
(1)	**Non-current Assets**			
	(a) Property, Plant & Equipment	1	44.65	34.90
	(b) Other Intangible Assets	1	5,620.52	5,420.86
	(c) Right of use assets	1	21.02	49.63
	(d) Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables		-	-
	(iii) Loans		-	-
	(h) Deferred Tax assets (net)		-	-
	(d) Other non-current assets	2	142.68	44.57
	Total Non-current assets		**5,828.87**	**5,549.96**
(2)	**Current Assets**			
	(a) Inventories		-	-
	(b) Financial Assets			
	(i) Trade Receivables	3	3,770.38	2,620.83
	(ii) Cash & Cash Equivalents	4	367.66	35.38
	(iv) Bank Balances other than (iii) above		272.74	261.19
	(iii) Loans	5	1,762.49	78.02
	(c) Other current assets	6	1,017.50	76.95
	Total Current Assets		**7,190.78**	**3,072.37**
	Total Assets (1+2)		**13,019.65**	**8,622.33**
	EQUITY AND LIABILITIES			
(1)	**EQUITY**			
	(a) Equity Share Capital	7	1,197.00	1,197.00
	(b) Other Equity	8	9,048.66	5,433.27
	Total Equity		**10,245.66**	**6,630.27**
	LIABILITIES			
(2)	**Non-current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	9	22.03	73.50
	(ii) Lease Liabilities		-	63.43
	(b) Provisions	10	78.07	68.15
	(c) Deferred Tax liabilities (Net)		9.79	8.77
	Total Non-current liabilities		**109.90**	**213.86**
(3)	**Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	11	793.28	788.78
	(ii) Trade Payables	12		
	-Dues of micro and small enterprises		25.20	25.13
	-Dues of others		1,258.31	363.42
	(iii) Lease Liabilities		29.86	
	(iv) Other financial Liabilities	13	91.40	214.43
	(b) Current tax liabilites (net)	14	321.31	200.49
	(c) Provisions	15	43.78	84.56
	(d) Other current liabilities	16	100.95	101.39
	Total Current liabilities		**2,664.09**	**1,778.20**
	Total Equity and Liabilities (1+2+3)		**13,019.65**	**8,622.33**

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: 23165667BGTIFH7950

Place: Mumbai
Date: April 25, 2023

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 & Compliance 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, 2023

(₹ in lakhs except EPS)

Sr.No.	Particulars	Note No.	Year ended 31-Mar-23	Year ended 31-Mar-22
	Revenue:			
I	Revenue From Operations (Net of Taxes)	17	8,281.40	4,160.64
II	Other Income	18	94.80	100.35
III	***Total Income (III)***		**8,376.19**	**4,260.99**
IV	***Expenses:***			
	Direct Service Expense	19	4,945.82	2,134.88
	Employment Benefit Cost	20	853.65	633.10
	Finance Cost	21	146.30	103.07
	Depreciation and Amortisation	1	261.95	302.24
	Other Expenses	22	776.34	312.61
	Total Expenses (IV)		**6,984.05**	**3,485.91**
V	**Profit before exceptional items and tax (III-IV)**		1,392.14	775.08
VI	Exceptional Items		-	-
VII	**Profit before tax (V-VI)**		1,392.14	775.08
VIII	***Tax expense:***			
	(1) Income Tax Provision			
	Current Tax		291.49	172.99
	Excess / Short Provision		-4.05	-4.44
	(2) Deferred tax		1.02	-3.82
IX	**Profit for the period (VII-VIII)**		**1,103.68**	**610.35**
X	**Other Comprehensive Income**			
	(i) Items that will not be reclassified to Profit or Loss		205.36	-13.61
	(ii) Income tax relating to above			-
XI	**Total Comprehensive Income (IX-X)**		**1,309.04**	**596.74**
XII	Paid-up equity share capital (Face value of ` 10/- each)		1,197.00	1,197.00
XIII	Other Equity		9,048.66	5,433.27
XIV	Earning per Equity Share (of ` 10/- each) (not annualised)			
	(1) Basic		9.22	5.10
	(2) Diluted		9.22	5.10

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: 23165667BGTIFH7950

Place: Mumbai
Date: April, 25 2023

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, 2023

(₹ in lakhs)

Particulars	Note No.	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
A : Cash flows from operating activities:			
Profit before taxation	(a)	**1,392.14**	**775.08**
Add: Non Operating Expense			
Depreciation & Amortisation		261.95	302.24
Finance Cost		146.30	103.07
Exchange gain/loss on restatement of forex		62.73	246.87
	(b)	**470.98**	**652.18**
Less: Non Operating Income			
Non Operating Income (incl. of Interest Income)		94.80	100.35
	(c)	**94.80**	**100.35**
Operating profit before working capital changes	d=(a+b-c)	**1,768.32**	**1,326.91**
Working Capital Changes:			
(Increase) / Decrease in Trade Receivables		-1,149.55	-299.64
(Increase) / Decrease in Other Financial Assets		-1,684.47	-74.04
(Increase) / Decrease in Non-current Assets		-98.12	16.56
(Increase) / Decrease in Other Current Assets		-940.56	-20.69
(Decrease) / Increase in Short Term Borrowings		4.50	-293.02
(Decrease) / Increase in Trade Payables		894.96	-228.28
Increase /(Decrease) in Current Tax Liabilities		120.82	-5.76
Increase /(Decrease) in Other Financial Liabilities		-123.03	6.83
(Decrease) / Increase in Current Liabilities		-0.44	68.45
(Decrease) / Increase in Short Term Provisions		-40.78	-83.74
Increase /(Decrease) in Adjustments in Provisions		-3.46	-13.61
	(e)	**-3,020.12**	**-926.95**
Cash generated from operations	(d+e)	-1,251.80	399.97
(-) Taxes paid		-287.44	-168.55
Net cash used in operating activities	(A)	**-1,539.23**	**231.42**
B : Cash flows from investing activities:			
Fixed asset (Addition)/Deduction		-20.91	-136.90
Non Operating Income (incl. of Interest Income)		94.80	100.35
Net cash Generated from investing activities	(B)	**73.88**	**-36.56**
C : Cash flows from financing activities:			
Proceeds from issue of Shares Warrants		2,030.60	-
(Decrease) / Increase in Long Term Borrowings		-51.47	-80.05
Increase /(Decrease) in Lease Liabilities		-33.57	-28.80
Increase /(Decrease) in Other Long Term Liabilities		9.92	17.48
Interest Expenses		-146.30	-103.07
Net cash generated from financing activities	(C)	**1,809.18**	**-194.45**
D : Net increase in cash and cash equivalents = (A+B+C)	D=(A+B+C)	**343.83**	**0.41**
E : Cash and cash equivalents at beginning of period	(E)	**296.57**	**296.16**
F: Cash and cash equivalents at end of period = (D+E)	(D + E)	**640.40**	**296.57**

Note:
Cash and Cash Equivalants Comprises of:

Particulars	Note No.	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
Balance with Banks	4		
(i) In Current Accounts		366.51	35.37
(ii) In Deposit Accounts		272.74	261.19
Cash on Hand		1.15	0.02
Cash & Cash Equivalants		**640.40**	**296.57**

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: 23165667BGTIFH7950

Place: Mumbai
Date: April, 25 2023

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 Forming Integral Part of Consolidated Financial Statement for the year ended 31st March, 2023

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 31.03.2023*	*Closing Value as on 31.03.2022*
I	**Tangible Assets**												
1	Data Computers, Laptops, Data Servers & Peripherals	346.18	8.93	-	4.56	359.66	319.20	9.84	0.87	4.12	332.29	27.38	26.98
2	Furniture & Fixtures	34.84	2.31	-	-	37.15	29.87	1.31	-		31.17	5.98	4.97
3	Office Equipments	16.94	1.40	-	0.69	19.03	15.85	0.50	-	0.65	16.99	2.04	1.10
4	Motor Vehicles	17.91	-	-	-	17.91	16.06	0.58	-		16.64	1.28	1.86
5	Leasehold Asset	-	8.27			8.27	-	0.29			0.29	7.98	-
II	**Intangible Assets**												
1	Trademark	0.09	-	-	-	0.09	-	-	-		-	0.09	0.09
2	Ingenious Plex Platform	1,635.58	-	-	81.15	1,716.73	544.60	125.04	-	121.47	791.10	925.63	1,090.99
3	Premium Business Domain	10.83	-	-	0.25	11.08	2.21	0.55	-	0.06	2.82	8.27	8.62
4	Technology, Platforms & Premium Web Properties	4,321.16	-	-	365.37	4,686.54	-	96.11	-	-96.11	-	4,686.54	4,321.16
III	**Right of Use Assets**	159.55	-	-	-	159.55	109.92	28.61	-	-	138.53	21.02	49.63
	Total Value in INR	**6,543.09**	**20.91**	**-**	**452.02**	**7,016.02**	**1,037.69**	**262.82**	**0.87**	**30.19**	**1,329.83**	**5,686.19**	**5,505.39**
	Previous Year Figures	**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**

VERTOZ ADVERTISING LIMITED

Notes Forming Integral Part of Consolidated Financial Statement for the year ended 31st March, 2023

(₹ in lakhs)

Note 2 : Other non-current assets

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
	Deposits		
1	Other Deposits	0.25	0.25
2	Rent Deposit	59.12	20.57
3	Security Deposit	82.65	1.68
4	Other Advances	0.22	22.07
5	VISA Deposit	0.45	-
	Total Value in INR	**142.68**	**44.57**

Note 3 : Trade Recievables

(Outstanding from due date of payment / from date of transaction)	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
(i) Undisputed Trade Receivables- Considered Goods		
Less than 6 Months	2,415.22	1,516.64
6 Months - 1Year	1,288.53	700.29
1-2 Years	66.64	98.58
2-3 Years	-	43.52
More than 3 Years	-	261.81
	3,770.38	**2,620.83**
(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, 2023

(₹ 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	**3,770.38**	**2,620.83**

Note 4 : Cash & Cash Equivalent

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Cash Balance	1.15	0.02
2	Bank Balances	366.51	35.37
3	Fixed Deposit with Banks with maturity less than 3 months	-	-
4	Fixed Deposit with Banks with maturity more than 3 months but less than 12 months	272.74	261.19
	Total Value in INR	**640.40**	**296.57**

Note 5 : Loans

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	**Prepaid Expenses**	310.18	0.36
2	**Other Receivable**		
	Loan to Related Parties	1,423.46	77.46
	Other Loans and Advances	28.85	0.20
	Total Value in INR	**1,762.49**	**78.02**

Note 6 : Other Current Assets

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Advance to Staff	3.05	0.65
2	GST/VAT Receivable	113.15	27.64
3	TDS Receivable	85.20	47.33
4	Advance given to Suppliers	116.10	1.32
5	Advance for Capital Items	700.00	-
	Total Value in INR	**1,017.50**	**76.95**

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	2022-23	Number of shares	2021-22
(a) Authorised	5,00,00,000	100%	3,50,00,000	100%
5,00,00,000 Equity shares of Rs.10/- each with voting rights				
(b) Issued, Subscribed and Paid u	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 PROMOTER AND PROMOTER GROUP

Current Reporting Period

Sr No.	Promoter'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	Money received against share warrants	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, 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**
Balance as at April 01, 2022	**4,315.32**	**-**	**853.12**	**264.83**	**5,433.27**	**-**	**-**	**5,433.27**
Profit for the Year	1,103.68	-	-	275.74	1,379.43	-	-	1,379.43
Other Comprehensive Income	-4.48	-	-	209.84	205.36	-	-	205.36
Dividends	-	-	-	-	-	-	-	-
Any Other Change	-	-	-	-	-	-	2,030.60	2,030.60
Balance as at March 31, 2023	**5,414.52**	**-**	**853.12**	**750.42**	**7,018.06**	**-**	**2,030.60**	**9,048.66**

VERTOZ ADVERTISING LIMITED

Notes Forming Integral Part of Consolidated Financial Statement for the year ended 31st March, 2023

(₹ in lakhs)

Note 9 : Non-Current Borrowing

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	ICICI Bank	**2.28**	5.89
2	Axis Bank	**-**	6.16
3	HDFC Bank	**-**	15.36
4	ICICI GECL	**19.75**	46.08
	Total Value in INR	**22.03**	**73.50**

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 10 :Non-Current Provisions

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Gratuity Provision (Non-Current)	**63.10**	53.58
2	Leave Encashment Provision (Non-Current)	**14.97**	14.58
	Total Value in INR	**78.07**	**68.15**

Note 11 : Borrowings

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	**Unsecured**		
	Loan from Related Parties		
	Loan From Directors	28.22	321.52
	Loan from Subsidiaries	-	-
	Loan from Other Related Parties	9.07	-10.58
	Others	18.57	-
2	**Secured**		
	Loans repayable on demand		
a.	From Banks (Secured against Deposits)	737.43	443.82
c.	From Banks - Paycheck Protection Plan	-	34.03
	Total Value in INR (A+B)	**793.28**	**788.78**

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. 2023	Amount As At 31st Mar. 2022
1	Sundry Creditors		
	-Dues of micro and small enterprises	25.20	25.13
	-Dues of others	1,258.31	363.42
	Total Value in INR	**1,283.51**	**388.55**

Figures For the Current Reporting Period

(Outstanding from due date of payment / from date of transaction)	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
(i) MSME		
Less than 1 Year	25.18	18.69
1-2 Years	0.02	3.80
2-3 Years	-	2.64
More than 3 Years	-	-
	25.20	**25.13**

VERTOZ ADVERTISING LIMITED

Notes Forming Integral Part of Consolidated Financial Statement for the year ended 31st March, 2023

(₹ in lakhs)

(ii) Others		
Less than 1 Year	1,017.52	295.74
1-2 Years	187.28	44.55
2-3 Years	53.51	23.12
More than 3 Years	-	-
	1,258.31	**363.42**
(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	**1,283.51**	**388.55**

Note 13 : Other financial Liabilities

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
	Other Payables		
1	**Current Maturity for Long Term Debt**		
	Current Maturity for Short Term Debt (ICICI, Shriram, Neogrowth, Axis, HDFC)	53.03	73.69
2	**Others:**		
	Advance Received from Client	25.43	32.70
	Creditors for Expenses	8.70	98.25
	Other Payable	4.23	9.79
	Total Value in INR	**91.40**	**214.43**

Note 14 : Current tax liabilites (net)

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Provision for Income Tax AY 2023-24	284.78	-
2	Provision for Income Tax AY 2022-23	36.53	156.73
3	Provision for Income Tax AY 2021-22	-	43.76
	Total Value in INR	**321.31**	**200.49**

Note 15 : Current Provisions

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Salary Payable	10.61	60.43
2	**Gratuity & Leave Encashment Provision (Current):**		
	Gratuity Provision (Current)	16.53	12.47
	Leave Encashment (Current)	7.70	6.94
4	Other Provisions	8.94	4.71
	Total Value in INR	**43.78**	**84.56**

Note 16 : Other current liabilities

Sr. No.	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Statutory Liabilities	100.95	101.39
	Total Value in INR	**100.95**	**101.39**

VERTOZ ADVERTISING LIMITED

Notes Forming Integral Part of Consolidated Financial Statement for the year ended 31st March, 2023

Note 17 : Revenue From Operations

(₹ in lakhs)

	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Sale of Services	8,281.40	4,160.64
	Total Value in INR	**8,281.40**	**4,160.64**

Note 18 : Income From Non Operation

	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Interest on FDR	12.89	12.76
2	Other Income	52.77	57.75
3	Interest Received on Loan	0.41	0.39
4	Sundry Balance W/off	27.85	-
5	Foreign Exchange Gain	0.88	29.45
	Total Value in INR	**94.80**	**100.35**

Note 19 : Direct Service Expenses

	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Purchase of Services	3,630.35	1,554.27
2	Web Hosting Services and Other Expenses	19.91	37.84
3	Software Exps & Platform Fees	78.20	27.65
4	Outsourcing Expenses	1,217.35	515.13
	Total Value in INR	**4,945.82**	**2,134.88**

Note 20 : Employement Benefit Cost

	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Salaries and Incentives	835.38	552.41
2	Director Remuneration	3.00	61.59
3	Gratuity & Leave Encashment Expense	15.27	19.10
	Total Value in INR	**853.65**	**633.10**

Note 21 : Finance Cost

	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Bank Charges	44.42	32.20
2	Interest Expense	43.30	60.71
3	Foreign Exchange Gain	49.79	0.97
4	Loan Processiong Fees	4.49	1.88
5	Interest on Lease Liabilities	4.30	7.32
	Total Value in INR	**146.30**	**103.07**

Note 22 : Other Expenses

	Particulars	Amount As At 31st Mar. 2023	Amount As At 31st Mar. 2022
1	Audit Fees	4.73	3.80
2	Books and Periodicals	0.02	-
3	Conveyance Charges	7.13	1.94
4	Electricity Expenses	-44.25	86.91
5	Exhibition & Seminar Expenses	148.18	0.59
6	Food Expenses	7.51	2.41
7	House Keeping & Security Expenses	10.16	7.59
8	Interest/Penalty/Fee on Taxes	56.79	23.51
9	Internet Expenses	5.50	8.20
10	Legal Expenses	198.85	50.27
11	Lodging & Boarding Expenses	10.01	1.35
12	Accounts Written off	0.01	-0.02
13	Marketing Expenses	38.40	10.59
14	Office Expense	19.33	11.34
15	Postage & Courier Expenses	0.22	0.33
16	Printing & Stationary Expenses	1.19	0.79
17	Profession Tax-Company	0.08	1.01
18	Professional & Technical Fees	99.83	23.51
19	Recruitment Expense	7.36	3.08
20	Lease Rent	125.86	57.55
21	Repair & Maintenance Expenses	39.29	2.94
22	Rounding Off	0.00	-0.00
23	Staff Welfare	6.47	3.14
24	Telephone Expense	2.36	3.07
25	Travelling Expense (Domestic/International)	27.81	7.00
26	Insurance Expenses	3.12	1.11
27	Deferred Rent Expenses	0.38	0.38
28	Provision for Doubtful Debts	-	0.21
		776.34	**312.61**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH 2023

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, 2022** to **March 31, 2023**. 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 2022-23		FY 2021-22	
			Net-off Amount of Transactions for FY 2022-23	Amount Outstanding as on 31.03.2023 (Payable) / Receivable	Net-off Amount of Transactions for FY 2021-22	Amount Outstanding as on 31.03.2022 (Payable) / Receivable
Mr. Hirenkumar Shah	Whole-time Director	Managerial Remuneration	59,48,400	-	59,49,400	-
		Loan from Directors	1,53,29,668	(24,41,642)	2,43,43,262	(1,77,71,310)
Mr. Ashish Shah	Whole-time Director	Managerial Remuneration	77,07,082	(1,09,75,956)	67,75,023	(76,94,421)
		Loan from Directors	1,48,97,178	36,17,350	22,26,246	(1,12,79,827)
Mr. Rasiklal Shah	Non-executive Director	Sitting Fees	75,000	(34,000)	35,000	(20,500)
Mr. Harshad Shah	Chairman & Non-executive Director	Sitting Fees	60,000	(1,43,500)	45,000	(1,30,000)
Mrs. Nilam Doshi	Independent Director	Sitting Fees	95,000	(3,50,000)	65,000	(2,64,500)
Mr. Rohit Vaghadia	Independent Director	Sitting Fees	95,000	(1,99,000)	65,000	(1,13,500)
Mr. Akshay Sonar Parolkar	Chief Financial Officer	KMP Remuneration	33,61,404	-	29,63,219	-
		Expenses Reimbursement	2,02,564	-	10,79,936	-
Ms. Zill Shah	Company Secretary	KMP Remuneration	9,67,032	-	8,14,320	-
PayNX Technologies Pvt Ltd	Sister Concern where Promoters/ Directors having significant control	Loan	10,04,03,302	10,07,17,726	21,22,548	3,14,424
		Sales	77,00,000	(13,16,000)	33,25,431	-
		Purchase	99,89,111	(22,72,106)	91,80,000	-
Qualispace Web Services Pvt Ltd	Sister Concern where Promoters/ Directors having significant control	Loan	2,44,08,551	2,59,79,335	15,70,784	15,70,784
		Sales	38,43,564	1,97,997	13,05,295	5,77,992
		Purchase	54,40,155	(14,84,383)	23,53,955	(4,58,390)
Trunkoz Technologies Pvt Ltd	Sister Concern where Promoters/ Directors having significant control	Rent	22,66,409	(1,29,098)	19,89,123	2,47,523
		Loan	1,18,04,182	1,18,04,182	-	-
Admeridian Inc	Sister Concern where Promoters/ Directors	Sales	2,54,77,586	4,87,90,851	1,79,96,001	2,79,17,966
		Purchase	39,45,367	-	1,06,78,061	-

	having significant control	Loans & Advances	(6,406)	294	37,344	6,700
Hueads Inc	Sister Concern where Promoters/ Directors having significant control	Sales	2,65,38,118	4,74,72,638	78,38,947	2,32,60,457
		Purchase	80,98,543	27,84,128	71,05,469	6,39,691
		Loans & Advances	(40,697)	-	38,005	40,697
Admida Inc	Sister Concern where Promoters/ Directors having significant control	Sales	3,56,77,210	4,91,50,025	2,03,44,930	2,67,00,031
		Purchase	1,04,36,661	-	1,04,41,049	8,79,689
		Loans & Advances	(3,648)	-	131	3,648
Vokut Inc	Sister Concern where Promoters/ Directors having significant control	Sales	1,57,02,018	3,62,13,505	80,55,412	2,18,09,077
		Purchase	16,52,273	-	92,05,958	-
		Loans & Advances	(1,24,259)	(23,820)	93,694	1,00,439
Boffoads Inc	Sister Concern where Promoters/ Directors having significant control	Sales	1,84,18,603	1,25,36,574	1,77,58,469	2,45,29,520
		Purchase	93,25,633	-	75,10,039	(40,704)
Flairads Inc	Sister Concern where Promoters/ Directors having significant control	Sales	28,38,345	2,41,91,803	1,16,19,419	2,10,83,974
		Purchase	8,14,441	-	89,68,306	-
Adcanny Inc	Sister Concern where Promoters/ Directors having significant control	Sales	23,11,734	1,43,15,903	58,66,492	1,31,69,144
		Purchase	62,256	-	1,01,71,010	(46,354)
Adzesto Inc	Sister Concern where Promoters/ Directors having significant control	Sales	24,25,886	1,30,09,222	64,18,235	1,22,83,186
		Purchase	74,558	-	1,02,18,869	-
Adokut Inc	Sister Concern where Promoters/ Directors having significant control	Sales	1,70,56,428	1,88,74,978	2,31,80,351	1,75,00,670
		Purchase	85,17,514	(75,151)	72,37,498	1,77,514
		Loans & Advances	(9,13,961)	-	9,01,612	9,13,961
Qualispace	Sister Concern	Purchase	8,04,375	(10,30,341)	7,83,858	(2,47,933)

Inc	where Promoters/ Directors having significant control	Sales	61,413	-	-	-
		Loans & Advances	1,08,796	1,08,796	-	-
OwnRegistrar Inc	Sister Concern where Promoters/ Directors having significant control	Sales	30,45,736	14,87,792	-	-
		Purchases	1,85,78,599	(1,25,85,815)	-	-
		Loans & Advances	(54,43,672)	(17,43,736)	42,80,132	36,99,937
Hashjini Inc	Sister Concern where Promoters/ Directors having significant control	Sales	4,25,800	-	-	(3,94,197)
		Loans & Advances	66,185	66,185	(3,675)	-
Payexecute Inc	Sister Concern where Promoters/ Directors having significant control	Loans & Advances	10,149	1,30,176	3,645	1,20,027
OwnAdtech Inc	Sister Concern where Promoters/ Directors having significant control	Purchase	19,26,770	(7,30,253)	15,22,980	(4,45,900)
		Loans & Advances	1,38,687	13,97,539	12,58,853	12,58,853

45. Additional Regulatory Information

XI. 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.

XII. 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.

XIII. Relationship with Struck off Companies

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

XIV. 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.

XV. 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.

XVI. 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.

XVII. 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

XVIII. Utilisation of Borrowed funds and share premium:

c) Borrowed Fund has been used for working capital and routine operation purpose of the company.

d) During this year there was no share premium received and/or utilised by the Company.

46. 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: 25.04.2023**
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 **12th Annual General Meeting** of the Members of Vertoz Advertising Limited will be held on **Friday, 29th September 2023 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 2023 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 2023 and the Reports of Auditors thereon and in this regard, pass the following Resolution(s), as Ordinary Resolution(s):

   a. **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2023 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 2023 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. Ashish Rasiklal Shah (DIN: 00092787), who is liable to retire 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. Ashish Rasiklal Shah (DIN: 00092787) as a Director, who shall continue as the Non-Executive Director of the Company."

3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

Re-appointment of Statutory Auditors of the Company

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Mittal and Associates, Chartered Accountants, having Registration No. 106456W be and are hereby re-appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 12th Annual General Meeting till the conclusion of the 17th Annual General Meeting to be held for the financial year 2027-2028 to conduct statutory audit of the records of the Company on such remuneration as stated in the explanatory statement attached to the notice and the Board of Directors of the Company be and are hereby authorized to increase and pay such Statutory Audit fees as recommended by the Audit Committee and as they may deem fit for the remaining tenure of their appointment and as may be mutually agreed between the Board of Directors and the Auditors on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS:

4. Increase in the Borrowing limits:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of the earlier Members' resolutions passed on 28th April, 2018 and 30th September 2019, the consent of the Shareholders of the Company be and is hereby accorded, for borrowing money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any Body Corporate/ Entity/Entities and/or authority/authorities, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding ₹ 1000,00,00,000/- (Rupees One Thousand Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) or aggregate of the paid-up share capital of the Company and its free reserves whichever is higher.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

5. **Increase in the limits of Creation of charges on the movable and immovable properties of the Company, both present and future in respect of borrowings under section 180(1)(a) of the Companies Act, 2013:**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders on 28th August, 2018 and 30th September 2019 in this regard under section 180(1)(a) of the Companies Act, 2013, and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force) and any approvals, consents, sanctions, permissions as may be necessary from any governmental authorities and all other appropriate statutory and regulatory authorities, and such other rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force), and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Members be and is hereby accorded to create any charge, mortgage and/ or hypothecation, transfer, sell and/or otherwise dispose of all or any part of the immoveable and moveable properties of the Company wherever situated, present and future, and in such manner as the Board may deem fit, and in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit, together with power to take over whole or substantially the whole of the undertaking of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/notes/other instruments to secure rupee/foreign currency loans and/or the issue of debentures/bonds/ notes/other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed ₹ 1000,00,00,000/- (Rupees One Thousand Crores only) or the aggregate of the paid-up capital and free reserve of the company whichever is higher".

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to

interest, repayment, security or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies."

6. **Increase the limits for the Loans and Investment by the Company in terms of the Provisions Section 186 of the Companies Act, 2013:**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution passed by the Members in their on 28th April, 2018 and 30th September 2019, the consent of the Members, be and is hereby accorded to the Board of Directors, to increase the existing limit under Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the Members of the Company be and is hereby accorded to the Board to (a) give any loan to any Body Corporate(s) / Person (s); (b) give any guarantee or provide security in connection with a loan to any Body Corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any Body Corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹ 1000,00,00,000/- (Rupees One Thousand Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be appropriate and necessary in the best interest of the Company and its Shareholders for the purpose of making loans/ investments/ giving guarantees etc. on behalf of the Company, from time to time or may authorize the officials of the company to give effect to the foregoing resolution."

7. **TO APPROVE 'VERTOZ ADVERTISING LIMITED EMPLOYEE STOCK OPTION PLAN 2023' ("ESOP 2023"/ "PLAN")**

To consider and pass the following resolution as a Special Resolution, with or without modification, as though fit:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (referred to as "SEBI SBEB & SE Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions

and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members' of the Company be and is hereby accorded to the introduction and implementation of 'Vertoz Advertising Limited Employee Stock Option Plan 2023' ("ESOP 2023"/ "Plan"), the salient features of which are furnished in the Explanatory Statement annexed to this notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI,SBEB & SE Regulations) to create, issue ,grant and allot from time to time, in one or more tranches, not exceeding 10,00,000 (Ten Lakhs Only) employee stock Options ("Option(s)") to or for the benefit of the eligible employees of the Company, group company including subsidiary company of the Company, exclusively working in India or outside, as determined by the Board in terms of the Plan,(other than promoter or person belonging to the promoter group of the Company, independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Plan, exercisable into not more than 10,00,000 (Ten Lakhs Only) equity shares of face value of Re.10/- (Rupee One) each fully paid-up, where one employee stock Option would convert in to one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari-passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division(s) and other similar events, if any additional equity shares are issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the employee stock Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SEBI SBEB & SE Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service center and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

8. TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS UNDER 'VERTOZ ADVERTISING LIMITED EMPLOYEE STOCK OPTION PLAN 2023' TO THE ELIGIBLE EMPLOYEE(S) OF COMPANY'S GROUP COMPANY INCLUDING SUBSIDIARY COMPANY(IES), IN OR OUTSIDE INDIA:

To consider and pass the following resolution as a Special Resolution, with or without modification, as though fit:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (referred to as "SEBI SBEB & SE Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members' of the Company be and is hereby accorded to the introduction and implementation of 'Vertoz Advertising Limited Employee Stock Option Plan 2023' ("ESOP 2023"/ "Plan") and authorizing the Board of Directors of the Company (hereinafter

referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB & SE Regulations) to grant from time to time, in one or more tranches, such number of employee stock Options ("Options") under ESOP 2023 within the limit prescribed therein to or for the benefit of eligible employee(s) the Group Companies including Subsidiary Company(ies), in or outside India, within the meaning of the Plan, including any director, whether whole time or otherwise (other than independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of such group or subsidiary companies, as may be decided under the Plan, exercisable into corresponding number of equity shares of face value of Rs. 10 (Rupees Ten) each fully paid-up, where one Option would convert in to one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2023.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

9. 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 authorized 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	10.00
BoffoAds Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
AdMida Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Vokut Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Admeridian Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Hueads Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
OwnRegistrar Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
QualispaceWeb Services Private Limited	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Paynx Technologies Private Limited	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	20.00

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 authorized 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."

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
Mumbai
4th September 2023

By Order of the Board

Zill Shah
Company Secretary & Compliance Officer
(ACS No.: A51707)

Notes:

1. pursuant to General Circular no. 14/2020 dated 8 April, 2020, General Circular no. 17/2020 dated 13 April, 2020, General Circular no. 20/2020 dated 05th May, 2020, General Circular no. 39/2020 dated 31 December, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular no. 10/2021 dated 23rd June, 2021, General Circular no. 20/2021 dated 8 December, 2021, Circular No. 21/2021 dated December 14, 2021 General Circular no. 03 /2022 dated 5 May, 2022 and General Circular no. 11/2022 dated 28th December, 2022 and other applicable circulars **(hereinafter referred to as "MCA Circulars")** issued by the Ministry of Corporate Affairs and Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (hereinafter collectively referred to as "the Circulars"), pursuant to Securities and Exchange Board of India ("SEBI") Vide its Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 followed by Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") and all other relevant circular issued from time to time 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 Companies Act, 2013 ("the Act") read with the MCA and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 12th Annual General Meeting of the Company is being conducted through Video Conferencing (VC)/other Audio Visual Means (OAVM)) (hereinafter referred to as "AGM" or "e-AGM"). 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.

3. Since the AGM will be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM), the Route Map is not annexed to this Notice.

4. A. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts in respect of the business under Item No. 2 to 9 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.

5. **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 WHO MAY OR MAY NOT BE 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 THE E-AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**

6. Corporate/Institutional Members are entitled to appoint authorized 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 (PDF/JPG Format) of its Board Resolution/Authorization, etc., authorizing 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 should be sent electronically 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.

7. 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, **A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for recording of attendance of such member for the e-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.**

8. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is M/s. KFin Technologies Limited ("Kfintech") having their office at Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032.

9. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:

Pursuant to General Circular no. 14/2020 dated 8 April, 2020, General Circular no. 17/2020 dated 13 April, 2020, General Circular no. 20/2020 dated 05th May, 2020, General Circular no. 39/2020 dated 31 December, 2020, General Circular no. 10/2021 dated 23rd June, 2021, General Circular no. 20/2021 dated 8 December, 2021, General Circular no. 03 /2022 dated 5 May, 2022 and General Circular no. 11/2022 dated 28th December, 2022 and other applicable circulars **(hereinafter referred to as "MCA Circulars")** issued by the Ministry of Corporate Affairs and Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Notice of the AGM alongwith the Annual Report for the Financial Year 2022-2023 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 2022-2023 and the Notice of AGM to any Member.**

10. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

During the FY 2022-2023 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.

11. 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

d. register their Permanent Account Number (PAN) with their Depository Participants.

12. 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 dematerialized 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 dematerialized 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.

13. 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.

14. 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.

15. 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).

16. 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 2023, through email on compliance@vertoz.com. The same will be replied by the Company suitably.

17. 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. 29th

September, 2023. Members seeking to inspect such documents can send an email to Company's investor email id: compliance@vertoz.com.

18. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant.

19. 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 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.

III. After successful submission of the email address, KFintech will email a copy of this AGM Notice and Annual Report for F.Y. 2022-2023 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.

20. 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. 21.

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. 20 (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 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.

21. 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, 26th September 2023 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, 28th September 2023 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.	NSDL	CDSL

No.		
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.,	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

	through typing Password (in case you 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.	on the e-Voting link available against **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 evoting 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, 28th September, 2023 (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).

22. 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 in the AGM but shall not be entitled to cast their vote again.

23. GENERAL INSTRUCTIONS/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, 22nd September, 2023.** 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, 22nd September, 2023, 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.com or 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.

24. 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 authorized 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, 29th September 2023, subject to receipt of the requisite number of votes in favour of the Resolutions.

25. 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, 26th September 2023 (9:00 a.m. IST) upto Thursday, 28th September, 2023 (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, 26th September, 2023 (9:00 a.m. IST) upto Thursday, 28th September, 2023 (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, 28th September 2023, 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.

26. SPEAKER REGISTRATION BEFORE AGM:

In addition to above speaker registration may also be allowed during the remote e-voting period, Members of the Company, holding Shares as on the cut-off date i.e. Friday, 22nd September, 2023 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, 26th September, 2023 (9:00 a.m. IST) upto Thursday, 28th September, 2023 (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.

27. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 23rd September 2023 to Friday, 29th September 2023 (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.
28. **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 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)

4th September 2023

Mumbai

Additional Information with respect to Item No. 2

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting:

Mr. Ashish Rasiklal Shah, Non-Executive Director of the Company, retires by rotation, has offered himself for re-appointment. He was Whole-time Director of the Company till 14th June 2022 and post that his designation changed to Non-Executive Director. He was serving the Office since inception and thus he offered himself for retirement by rotation, which the Board approved.

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	**Ashish Rasiklal Shah**
DIN	00092787
Date of Birth	16th June, 1981
Age	42
Experience	He has around 18 years of experience in the business and industry. He has completed his Bachelor of Commerce and Master of Commerce (Part-I) from the University of Mumbai. He is responsible for Company's overall business operations, as well as looks after the Company's Product and Business Development.
Terms and conditions of re-appointment	As decided by the Board
Details of remuneration sought to be paid	^ Rs. 79,69,400/- [^Remuneration of Mr. Ashish Shah is in USD 96,000 given by Vertoz Inc, Subsidiary of the Company]
Remuneration last drawn	*₹ 77,07,082/- [*Remuneration of Mr. Ashish Shah is in USD 96,000 given by Vertoz Inc, Subsidiary of the Company]
Expertise in specific functional Area	Business Growth
Date of Original Appointment	14th June, 2017
No. of Equity shares held in the Company	30,71,824 Equity Shares
No. of Share Warrants held in the Company	2,92,500 Equity Share Warrants
Disclosure of relationship between director inter-se	Not Applicable
Qualification	M. Com Part I
List of Directorship held in Public Company	Nil
Chairman/Member of the committee of the Board of Directors of the Company	Nil
Chairman/member of the Committee of the	Nil

Board of Directors of the Other Companies	
Number of board meetings attended during the year	2

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: RE-APPOINTMENT OF STATUTORY AUDITORS:

M/s. Mittal and Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 7th Annual General Meeting ('AGM') held on 28th August 2018 for a period of 5 years, up to the of 12th AGM. M/s. Mittal and Associates are eligible for re-appointment for a further period of 5 years. M/s. Mittal and Associates have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. Mittal and Associates have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiary(ies) according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. Mittal and Associates, Chartered Accountants, having registration No. 106456W, as the Statutory Auditors of the Company for the second and final term of five consecutive years from the conclusion of this 12th AGM till the conclusion of the 17th AGM of the Company.

M/s. Mittal and Associates, Chartered Accountants, having registration No. 106456W have performed upto the expectations of the Board during their first term and hence, their appointment for the second term of 5 years is being recommended by the Board as set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

The Board of Directors has approved a remuneration of Rs. 4.73 Lakhs for conducting the audit for the financial year 2022-23, including reimbursement of out-of-pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors during their second and final term would be recommended by the Audit Committee, from time to time, and decided by the Board keeping in view the enhancement in the scope of work and other factors as may be applicable.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

ITEM NO. 4: INCREASE IN THE BORROWING LIMITS:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending

institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to ₹ 1000,00,00,000/- (Rupees One Thousand crores only), earlier the limit for the same was ₹ 500,00,00,000/- (Rupees Five Hundred Crores only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the Paid-up Capital of the Company and its free reserves at any one time except with the consent of the Members of the Company in a General Meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of Members in the general meeting.

Accordingly, Special Resolution is submitted to the Meeting for the consideration and approval of Shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in the proposed resolution.

ITEM NO. 5: CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE IN RESPECT OF BORROWINGS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

The Members of the Company had, through Annual General Meeting dated 28th August, 2018 authorized the Board of Directors to sale, lease or otherwise dispose of undertaking on behalf of the Company for a sum not exceeding ₹ 100 Crores (Rupees One Hundred Crores only) and Annual General Meeting dated 30th September, 2019 authorized the Board of Directors to sale, lease or otherwise dispose of undertaking on behalf of the Company for a sum not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company. Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said limits to a sum not exceeding ₹ 1000 crores (Rupees Five Hundred Crores only) under the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act"). The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Your consent is required under the provisions of 180(1) (a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings. None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

The resolutions as set out in Item No. 4 of this Notice are accordingly recommended for the approval of the Members as Special Resolution(s).

ITEM NO. 6: INCREASE IN THE LIMITS FOR THE LOANS AND INVESTMENT BY THE COMPANY IN TERMS OF THE PROVISIONS SECTION 186 OF THE COMPANIES ACT, 2013:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other Bodies Corporate or granting loans, giving guarantee or providing security to other persons or other Body Corporate or as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of Shareholders / Members by way of Special Resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up Share Capital, Free Reserves and Securities Premium account or one hundred percent of Free Reserves and Securities Premium Account. Accordingly, the Board of Directors of the Company proposes to obtain approval of Shareholders by way of Special Resolution as contained in the Notice of the Annual General Meeting for an amount not exceeding ₹ 1000,00,00,000/- (Rupees One Thousand Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013, earlier the limit for the same was ₹ 500,00,00,000/- (Rupees Five Hundred crores only).

Accordingly, Special Resolution is submitted to the Meeting for the consideration and approval of Shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in the proposed resolution.

ITEM NO: 7 & 8 - TO APPROVE 'VERTOZ ADVERTISING LIMITED EMPLOYEE STOCK OPTION PLAN 2023' ("ESOP 2023"/ "PLAN") AND TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS UNDER 'VERTOZ ADVERTISING LIMITED EMPLOYEE STOCK OPTION PLAN 2023' TO THE ELIGIBLE EMPLOYEE(S) OF COMPANY'S GROUP COMPANY INCLUDING SUBSIDIARY COMPANY(IES), IN OR OUTSIDE INDIA:

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:

The members of the Company are hereby informed that the Company has identified the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the overall growth and profitability of the Company and to create a sense of ownership and participation amongst them. Equity based compensation plans are an effective tool to reward the senior employees and key talents working with the Company.

In this regard, the Company has proposed to formulate 'Vertoz Advertising Limited Employee Stock Option Plan 2023' ("ESOP 2023"/ "Plan) for the eligible employee of the Company and/or group company(ies) including subsidiary company(ies), both present and future, (hereinafter referred to as 'employees' or 'said employees') for their continuous hard work in accordance with the applicable laws.

Accordingly, the Nomination and Remuneration Committee (**'Committee'**) at its meeting held on 4th September, 2023, formulated the draft ESOP 2023 which was duly approved by the Board of Directors (**"Board"**) at its meeting held on even date, subject to approval of the Members.

Thus, in terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the SEBI SBEB & SE Regulations, the Company hereby seeks to obtain member's approval by passing following resolutions as **Special Resolution:**

i. To approve 'Vertoz Advertising Limited Employee Stock Option Plan 2023' ("ESOP 2023"/ "Plan")
ii. To approve grant of employee stock options under 'Vertoz Advertising Limited Employee Stock Option Plan 2023' to the employee(s) of subsidiary company(ies) or group companies, as defined under the Plan

In terms of Section 62(1)(b) of the Act read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6 of the SBEB Regulations, the salient features of the Plan are given as under:

a) Brief Description of the Plan:

Keeping in view the aforesaid objectives, the Plan contemplates grant of Options to the Employees of the Company. After vesting of Options, the Employees earn a right, but not obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee shall act as Compensation Committee for the administration of the Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

b) Total number of Options to be granted:

The total number of Options to be granted under the Plan shall not exceed **10,00,000** (Ten Lakhs). Each Option when exercised would be converted into one equity share of Rs.10/-(Rupee Ten) each fully paid-up.

Further, SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Plan

remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of **10,00,000** (Ten Lakhs Only), shall be deemed to be increased to the extent of such additional Options issued.

c) Identification of classes of employees entitled to participate in the Plan:

Following classes of employees are eligible being:

i. An employee as designated by the company, who is exclusively working in India or outside India; or
ii. A director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
iii. An employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary company, in India or outside India, of the company; or
iv. A consultant who is exclusively working for the Company in India or outside India.

but does not include—

i. An employee who is a Promoter or belongs to the Promoter Group; and
ii. A director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.

d) Appraisal process for determining the eligibility of the employees to employee stock options:

The Options shall be granted to the employees as per eligibility criteria determined by the Committee as it deems fit, from time to time, which may include attributes like designation, criticality, high potential, tenure of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

e) Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest on expiry of the minimum period of 1 (One) year from the date of grant of Options and not later than maximum period of 5 (five) years from the date of Grant.

The vesting dates in respect of the Options granted under the Plan shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of Options to be vested.

Options shall vest essentially based on continuation of employment/ service as per requirement of SEBI SBEB & SE Regulations. Apart from that the Committee may also specify certain performance

parameters, detailed terms and conditions relating to such performance-based vesting, the proportion in which options granted would vest and/or lock in period subject to which the Options would vest.

f) Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than the maximum period of 5 (Five) years from the date of grant.

g) Exercise price or pricing formula:

Exercise Price shall be the closing market price on the day prior to the date on which the Nomination and Remuneration Committee approves the Grant.

h) Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion of 5 (five) years from the date of respective vesting, or such other shorter period as may be decided by the Committee from time to time.

The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period.

i) Lock-in period:

The shares arising out of exercise of vested Options would not be subject to any lock-in period after such exercise except such restrictions as prescribed under the applicable laws specifically in connection with or after listing of company's shares.

j) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options under the Plan that may be granted to each Employee in any year shall in aggregate not more than **10,00,000** (Ten Lakh) Options at the time of Grant of Option.

k) Maximum quantum of benefits to be provided per employee under the Plan:

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Plan.

l) Whether the Plan is to be implemented and administered directly by the Company or through a trust:

The Plan shall be implemented and administered directly by the Company. However, the Company may seek shareholders' approval in case of change of route of implementation is thought expedient in future.

m) Whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both:

The Plan contemplates issue of fresh/ primary shares by the Company.

n) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the present Plan.

o) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the plan(s):

This is not relevant under the present Plan as the Plan shall be implemented and administered directly by the Company and not through trust.

p) The conditions under which Options vested in employees may lapse:

In case vested Options are not exercised within the prescribed exercise period or in case of termination of employment due to misconduct then such vested Options shall lapse.

q) The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee:

In case of Termination due to misconduct, all the Vested as well as Unvested Options shall get cancelled with effect from the date of such termination

In case of resignation, all the Vested Options as on date of submission of resignation may be exercised by the Option Grantee **by the last working day** with the Company. And all the Unvested Options as on the date of submission of resignation shall be stand cancelled with effect from date of resignation.

In case of Retirement/Superannuation, all the Vested Options as on date of retirement shall be exercised by the Option Grantee within 24 months from date of retirement. . And all Unvested Options on the date of such Retirement/ Superannuation can be exercised within 24 (twenty-four) months from date of Retirement/Superannuation.

In case of death/ permanent incapacity, all the Vested Options shall be exercised by legal heir (in case of death) or Option Grantee immediately but in no event later than 24 (twenty-four) months from the date of such event. All Unvested Options shall vest with the immediate effect of such event and may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 24 months from the date of death/ permanent incapacity.

r) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

s) Accounting and Disclosure Policies:

The Company shall follow the laws/regulations applicable to accounting and disclosure related to Employee Stock Options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other authority from time to time, including the disclosure requirements prescribed therein. Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for ESOP 2023 then the Company shall comply with the relevant Accounting Standard as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time.

t) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

u) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB & SE Regulations.

A draft copy of the Plan is available for inspection at the Company's registered office / corporate office during official hours on all working days till the date of the 12th Annual General Meeting i.e. 29th September, 2023.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Plan.

In light of above, you are requested to accord your approval to the Special Resolution as set out at in accompanying notice.

ITEM No: 9 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 2022-23 is INR 82.81 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding INR 8.281 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	10.00
BoffoAds Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
AdMida Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Vokut Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00

Admeridian Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Hueads Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
OwnRegistrar Inc	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Qualispace Web Services Private Limited	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	10.00
Paynx Technologies Private Limited	Sister Concern where Promoters/ Directors having significant control	Sales, Purchases and Loans & Advances	20.00

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 8th August 2023, 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	Vokut Inc	Admeridian Inc	Hueads Inc	OwnRegistrar Inc	Qualispace Web Services Pvt Ltd	Paynx Technologies Pvt Ltd
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 100 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 2023-2024 ₹ 10 Crores	FY 2023-2024 ₹ 10 Crores	FY 2023-2024 ₹ 10 Crores	FY 2023-2024 ₹ 10 Crores	FY 2023-2024 ₹10 Crores	FY 2023-2024 ₹ 10 Crores	FY 2023-2024 ₹10 Crores	FY 2023-2024 ₹ 10 Crores	FY 2023-2024 ₹ 20 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	12.08%	12.08%	12.08%	12.08%	12.08%	12.08%	12.08%	12.08%	24.15 %

	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);									
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									

None of the Directors, Key Managerial Personnel, their associates and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 9 of this Notice, except to the extent of their shareholding in the Company, if any.

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By Order of the Board

Zill Shah
Company Secretary & Compliance Officer
(ACS No.: A51707)
4th September 2023
Mumbai

VERTOZ

Registered Office

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