

VERTOZ INC
FINANCIAL STATEMENTS
FOR FISCAL YEAR ENDED
March 31, 2024

**VERTOZ INC
FINANCIAL STATEMENTS**

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Kunj Sheth

CPA, PC

Independent Auditor's Report

To
The Board of Directors
VERTOZ INC
33 Wood Ave S Ste 600
Iselin, NJ 08830

We have audited the accompanying financial statements of Vertoz Inc, which comprise the balance sheets as of March 31, 2024 and the related statements of income, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, based on our audits and the report of the other auditors, the accompanying financial statements present fairly, in all material respects, the financial position of Vertoz Inc as of March 31, 2024, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate that raise substantial doubt about Vertoz's ability to continue as a going concern within one year after the date that the financial statements are issued.

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Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the 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 absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. 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. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about **Vertoz's** ability to continue as a going concern for a reasonable period of time.

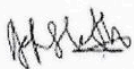
We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control–related matters that we identified during the audit.

Other Information

Management is responsible for the information included in the annual report. Our Opinion on the financial statements does not cover the other information and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and financial statements, or other information otherwise appear to be materially mistated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Sincerely,



Kunj Sheth CPA PC
May 31, 2024

3285 John F. Kennedy Blvd, 2nd Floor, Jersey City, NJ 07307
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VERTOZ INC
BALANCE SHEET

March 31, 2024

ASSETS

Current assets

Cash and cash equivalents	90,983
Accounts receivable	2,210,122
Other current assets	<u>402,873</u>

Total current assets **2,703,978**

Non Current Assets

Property and equipment, net	-
Intangible assets, net	6,337,578
Security deposits	15,870
Investments	5,000

Total Non Current assets **6,358,448**

Total assets **9,062,426**

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities

Accounts payable	2,809,307
Short term borrowings	2,248,664
Other current liabilities	<u>135,212</u>

Total current liabilities **5,193,183**

Long term borrowings	-
Loan from non controlling shareholders	-
Loan from controlling shareholders	-

Total liabilities **5,193,183**

Common stock	3,199,844
Additional paid in capital	-
Retained earnings	669,399
Non-controlling interest	-

Total equity **3,869,243**

Total liabilities and stockholders' equity **9,062,426**

See Independent Auditor's Report and Notes to Financial Statement

VERTOZ INC
STATEMENT OF INCOME

	<u>Year ended</u> <u>March 31, 2024</u>
Gross revenue	4,118,307
Misc Income	32,542
Direct cost of services	<u>3,567,166</u>
Gross margin	583,683
Finance Expense	30,140
Other Expense	237,294
Employment Benefit cost	146,018
Depreciation	160,434
Amortization of intangible assets	-
	<u> </u>
Operating margin	9,797
Rental property real estate tax	-
Tax Exempt Income	-
Interest and other income	<u>-</u>
Income before income tax	9,797
Income tax expense	(19,263)
Net income	<u><u>29,060</u></u>

See Independent Auditor's Report and Notes to Financial Statement

VERTOZ INC
STATEMENT OF CASH FLOW

	<u>Year ended</u> <u>March 31, 2024</u>
<u>CASH FLOWS FROM OPERATING ACTIVITIES :</u>	
Net Income	29,060
Expenses not requiring cash outlay:	160,434
Adjustments to reconcile net income to cash used by operating activities:	
(Increase) Decrease in:	
Accounts receivable	(1,012,022)
Other current assets	(277,179)
Long term Advances	(2,500)
Increase (Decrease) in:	
Accounts payable	1,026,056
Short term borrowings	240,152
Other current liabilities	(121,019)
Net cash provided (used) by operating activities	42,982
<u>CASH FLOWS FROM INVESTING ACTIVITIES :</u>	
Purchase of property and equipment, net value	-
Purchase of intangible assets	-
Sale of Property & Equipment	-
Net cash provided (used) by investing activities	-
<u>CASH FLOWS FROM FINANCING ACTIVITIES :</u>	
(Decrease)/increase in line of credit borrowing	-
(Decrease)/increase in long term borrowing	-
Net cash provided (used) by financing activities	-
Net change in cash or cash Equivalents	42,982
<u>CASH & CASH EQUIVALENTS</u>	
Beginning of the year	48,001
End of the year	<u>90,983</u>

See Independent Auditor's Report and Notes to Financial Statement

VERTOZ INC
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024

Note 1 A summary of significant Accounting Policies
CORPORATION:

The entity is C Corporation organized and incorporated under the laws of state of California (CA) and it is having its branch in New York (NY) and New Jersey (NJ) USA. The Corporation is a wholly owned subsidiary of Vertoz Advertising Limited, a public limited company registered in India and listed on Indian Stock Exchange at National Stock Exchange of India.

Vertoz's ingenious plex is an Artificial Intelligent (AI) fueled self-serve media buying platform, which helps advertisers to reach prospects digitally, by leveraging the power of programmatic advertising. Vertoz believes in solving every digital advertiser's biggest problem, reaching quality prospects to achieve great ROI and brand recall.

To facilitate this, Vertoz provide highly advanced and easy to use to digital advertising platform, which is highly scalable, Artificial Intelligent (AI) fueled, smart platform connects advertisers to a quality audience of leading publishers and digital platform, worldwide. Indeed, it connects advertisers to the right customers, at the right time.

Vertoz have created a transparent and brand safe advertising environment supported by real-time campaign updates. Vertoz's ingenious plex is one of the leading media buying platform. Vertoz INC hold the honour of being our parent entity is India's first public listed programmatic company.

USE OF ESTIMATES IN FINANCIAL STATEMENTS PREPARATION:

The preparation of Financial statements in conformity with accounting principal generally accepted in United State of America require the use of estimates and assumptions that affect the reported amounts of Assets & Liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. The company's financial statements include amounts that are based on management's best estimates and judgments.

FIXED ASSETS

Acquisition of equipment's, furniture and fixtures are capitalized in their respective accounts at cost. Ordinary maintenance and repair items are charged directly to expenses as incurred.

Depreciation is being provided based in the estimated useful life using straight line method.

NOTE 2 Related Party Transactions:

Below table summarizes the related party transactions for the year

Company Name	Sales	Purchase	Advertiser	Publisher	Loan A/c
Adokut Inc	309,192.00	-	(154,865.00)	-	(185.00)
Admeridian Inc	3,000.00	-	-	(34,282.00)	(5,500.00)
Vokut Inc	-	341.00	102,202.00	-	607.00
Hueads Inc	139,755.00	-	246,628.00	-	(1,200.00)
Adzesto Inc	122,007.00	-	95,250.00	-	200.00
AdMida Inc	178,000.00	93,044.00	169,946.00	93,000.00	1,000.00
Adcanny Inc	91,000.00	-	87,750.00	-	1,000.00
Boffoads Inc	148,598.00	-	108,810.00	-	-
Flairads Inc	15,159.00	-	(3,250.00)	-	700.00
Qualispace Inc	3,000.00	8,565.00	-	18,129.00	15,526.00
Hashjini INC	-	-	-	-	105.00
Admozart Inc	387,252.00	-	266,051.00	-	(485,016.00)
OwnRegistrar INC	3,000.00	113,690.00	-	110,440.00	125,825.00
Ownadtech Inc	-	-	-	2,050.00	100.00
Adzurite INC	-	-	-	-	(827.00)
Pubnx Inc	-	-	-	-	(44,532.00)
Advlistings LLC	12,000.00	-	12,000.00	-	(2,711.00)
MediaXchange LLC	17,000.00	-	17,000.00	-	563.00
Bidderads LLC	10,000.00	-	10,000.00	-	196.00
UpmarX INC	12,725.00	14,276.00	1,020.00	(28,956.00)	-
Adnet holdings INC	-	-	-	-	(546.00)
Zkraft INC	-	-	-	-	(1,264.00)
Admozart LLC	-	-	-	-	287.00
Adzurite LLC	-	-	-	-	126.00
TOTAL	1,451,688.00	229,915.00	958,542.00	160,380.00	(395,547.00)

NOTE 3 Income:

The Corporation recognizes revenue from service transactions at the time the service is performed. Generally, revenue from services is classified as a component of net sales in the Company's Statements of Income

NOTE 4 Corporate Tax:

Income Tax Provisions are made as per Tax rules and current rates applicable in USA

NOTE 5 Commitments and Contingencies:

During the period under consideration, there are no commitments and contingencies reportable under this section.



Kunj Sheth CPA PC
May 31, 2024

For Vertoz Inc



Ashish Shah
Director

See Independent Auditor's Report and Notes to Financial Statement

VERTOZ INC
CONSOLIDATED FINANCIAL STATEMENTS
FOR FISCAL YEAR ENDED
March 31, 2024

VERTOZ INC
CONSOLIDATED FINANCIAL STATEMENTS

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Kunj Sheth

CPA, PC

Independent Auditor's Report

To
The Board of Directors
VERTOZ INC
33 Wood Ave S STE 600
Iselin, NJ 08830

We have audited the accompanying Consolidated Financial Statements of VERTOZ INC. and its wholly owned subsidiaries ADNETHOLDINGS Inc., ADMOZART Inc., ADZURITE Inc., PUBNX Inc., ZKRAFT Inc., which comprise the balance sheets as of March 31, 2024 and the related statements of income, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, based on our audits and the report of the other auditors, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Vertoz Inc and its all subsidiaries as of March 31, 2024, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate that raise substantial doubt about Vertoz's ability to continue as a going concern within one year after the date that the financial statements are issued.

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Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the 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 absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. 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. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about **Vertoz's** ability to continue as a going concern for a reasonable period of time.

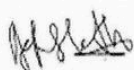
We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Information

Management is responsible for the information included in the annual report. Our Opinion on the financial statements does not cover the other information and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and financial statements, or other information otherwise appear to be materially mistated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Sincerely,



Kunj Sheth CPA PC
May 31, 2024

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VERTOZ INC
BALANCE SHEET

March 31, 2024

ASSETS

Current assets

Cash and cash equivalents	103,250
Accounts receivable	2,558,215
Other current assets	<u>433,062</u>

Total current assets **3,094,527**

Non Current Assets

Fixed assets

Gross Block	7,048,754
Less : Accumulated Depreciation	<u>711,175</u>

Total Fixed assets **6,337,578**

Total assets **9,432,105**

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities

Accounts payable	3,446,373
Accrued payroll and taxes	55,401
Short term borrowings	1,717,811
Other current liabilities	<u>97,156</u>

Total current liabilities **5,316,741**

Long term borrowings	-
Loan from non controlling shareholders	-
Loan from controlling shareholders	-

Total liabilities **5,316,741**

Common stock	3,199,844
Additional paid in capital	-
Retained earnings	915,520
Non-controlling interest	-
Total equity	4,115,364

Total liabilities and stockholders' equity **9,432,105**

See Independent Auditor's Report and Notes to Consolidated Financial Statement

VERTOZ INC
STATEMENT OF INCOME

	Year ended March 31, 2024
Gross revenue	4,686,693
Misc Income	32,542
Direct cost of services	<u>4,126,283</u>
Gross margin	592,952
Finance Expense	35,628
Other Expense	242,067
Employment Benefit cost	146,018
Depreciation	160,434
Amortization of intangible assets	-
	<u> </u>
Operating margin	8,806
Rental property real estate tax	-
Tax Exempt Income	-
Interest and other income	<u>-</u>
Income before income tax	8,806
Income tax expense	(16,481)
Net income	<u><u>25,287</u></u>

See Independent Auditor's Report and Notes to Consolidated Financial Statement

VERTOZ INC
STATEMENT OF CASH FLOW

<u>CASH FLOWS FROM OPERATING ACTIVITIES :</u>	<u>Year ended</u> <u>March 31, 2024</u>
Net Income	25,287
Expenses not requiring cash outlay:	160,434
Adjustments to reconcile net income to cash used by operating activities:	
(Increase) Decrease in:	
Accounts receivable	(829,684)
Other current assets	(282,269)
Increase (Decrease) in:	
Accounts payable	861,159
Short term borrowings	250,135
Other current liabilities	(143,595)
Net cash provided (used) by operating activities	41,468
<u>CASH FLOWS FROM INVESTING ACTIVITIES :</u>	
Purchase of property and equipment, net value	-
Purchase of intangible assets	-
Sale of Property & Equipment	-
Net cash provided (used) by investing activities	-
<u>CASH FLOWS FROM FINANCING ACTIVITIES :</u>	
(Decrease)/increase in line of credit borrowing	-
(Decrease)/increase in long term borrowing	-
Net cash provided (used) by financing activities	-
Net change in cash or cash Equivalents	41,468
<u>CASH & CASH EQUIVALENTS</u>	
Beginning of the year	61,782
End of the year	<u>103,250</u>

See Independent Auditor's Report and Notes to Consolidated Financial Statement

VERTOZ INC (Consolidated)
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024

Note 1 A summary of significant Accounting Policies
CORPORATION:

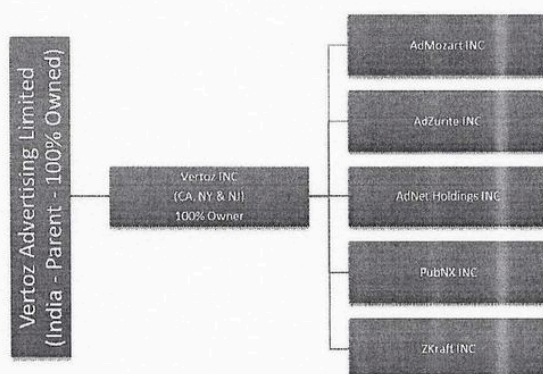
The entity is C Corporation organized and incorporated under the laws of state of California (CA) and it is having its branch in New York (NY) and New Jersey (NJ) USA. The Corporation is a wholly owned subsidiary of Vertoz Advertising Limited, a public limited company registered in India and listed on Indian Stock Exchange at National Stock Exchange of India.

Vertoz's ingenious plex is an Artificial Intelligent (AI) fueled self-serve media buying platform, which helps advertisers to reach prospects digitally, by leveraging the power of programmatic advertising. Vertoz believes in solving every digital advertiser's biggest problem, reaching quality prospects to achieve great ROI and brand recall.

To facilitate this, Vertoz provide highly advanced and easy to use digital advertising platform, which is highly scalable, Artificial Intelligent (AI) fueled, smart platform connects advertisers to a quality audience of leading publishers and digital platform, worldwide. Indeed, it connects advertisers to the right customers, at the right time.

Vertoz have created a transparent and brand safe advertising environment supported by real-time campaign updates. Vertoz's ingenious plex is one of the leading media buying platform. Vertoz INC hold the honour of being our parent entity is India's first public listed programmatic company.

Vertoz INC have five (5) wholly owned subsidiaries domestically in the state of New York (NY) USA. The legal structure of the Vertoz INC, USA as follows.



USE OF ESTIMATES IN FINANCIAL STATEMENTS PREPARATION:

The preparation of Financial statements in conformity with accounting principal generally accepted in United State of America require the use of estimates and assumptions that affect the reported amounts of Assets & Liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. The company's financial statements include amounts that are based on management's best estimates and judgments.

FIXED ASSETS

Acquisition of equipment's, furniture and fixtures are capitalized in their respective accounts at cost. Ordinary maintenance and repair items are charged directly to expenses as incurred.

Depreciation is being provided based in the estimated useful life using straight line method.

NOTE 2 Income:

The Corporation recognizes revenue from service transactions at the time the service is performed. Generally, revenue from services is classified as a component of net sales in the Company's Statements of Income

NOTE 3 Corporate Tax:

Income Tax Provisions are made as per Tax rules and current rates applicable in USA

NOTE 4 Commitments and Contingencies:

During the period under consideration, there are no commitments and contingencies reportable under this section.

For Vertoz Inc



Ashish Shah
Director

See Independent Auditor's Report and Notes to Consolidated Financial Statement