17th October, 2019

The Manager – Listing Department,
National Stock Exchange of India Limited,
“Exchange Plaza”, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051.

Scrip Code: Vertoz

Dear Sir,

Subject: Reconciliation of Share Capital Audit Report for the Second Quarter and Half Year ended 30th September, 2019

In compliance with SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated 31st December, 2002, as amended from time to time, we submit herewith the Report made by M/s U. Hegde & Associates, Company Secretaries, with regard to Reconciliation of Share Capital Audit of the Company as at 30th September, 2019 and certifying due compliance with related requirements during the quarter and half year ended as on date.

We request you to kindly take the same on records.

Thanking you,

On behalf of Board of Directors
For Vertoz Advertising Limited

Zill Shah
Company Secretary & Compliance Officer

Encl: a/a
To,
Board of Directors
VERTOZ ADVERTISING LIMITED
602, Avior - Nirmal Galaxy, Opp. Johnson & Johnson,
LBS Road, Mulund West, Mumbai - 400080

SHARE CAPITAL RECONCILIATION AUDIT

I, have examined the Register of Members, beneficiary details furnished by depositories and other records and documents maintained by VERTOZ ADVERTISING LIMITED and its Registrar and Share Transfer Agent, Karvy Fintech Private Limited, for issuing this certificate in accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018.

In my opinion and to best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby certify the following:

<p>| | |</p>
<table>
<thead>
<tr>
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<tbody>
<tr>
<td>1.</td>
<td>Report for the quarter ended</td>
</tr>
<tr>
<td>2.</td>
<td>ISIN</td>
</tr>
<tr>
<td>3.</td>
<td>Face Value</td>
</tr>
<tr>
<td>4.</td>
<td>Name of the Company</td>
</tr>
<tr>
<td>5.</td>
<td>Registered Office Address</td>
</tr>
<tr>
<td>6.</td>
<td>Correspondence Address</td>
</tr>
</tbody>
</table>
| 7. | Telephone and Fax No. | Ph No. - 022- 61426079
Fax - 022 - 61426061 |
| 8. | Email Address | compliance@vertoz.com |
| 9. | Name of the Stock Exchange where the | National Stock Exchange of India Limited |

B-401, JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD(E), MUMBAI 400097
Mobile No: 09226206821/08454826250, website: www.esuhgcd.in
email: uhegedeassociates@gmail.com / umashankar@csuhgde.in.
<table>
<thead>
<tr>
<th>Particulars</th>
<th>No. of Shares</th>
<th>Applied/ Not applied for listing</th>
<th>Listed on Stock Exchange (specify name)</th>
<th>Whether intimated to CDSL</th>
<th>Whether intimated to NSDL</th>
<th>In Principle approval pending for Stock Exchange (specify name)</th>
</tr>
</thead>
<tbody>
<tr>
<td>N.A</td>
<td></td>
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</tr>
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</table>

18. Register of Members is updated (Yes/No) Yes
   If not, updated up to which date

19. Reference of previous quarter with regard to excess dematerialized Shares, if any N.A.

20. Has the Company resolved the matter mentioned in Point No. 19 above, in the current quarter? If not reason why? N.A.

21. Mention that total number of requests, if any, confirmed after 21 days and the total number of requests pending beyond 21 days with the reason for delay:
   - Total No. of Demat requests
   - No. of requests
   - No. of Shares
   - Reason for delay

   Confirmed after 21 days NIL NIL NIL NIL
   Pending for more than 21 days NIL NIL NIL NIL

22. Name, Telephone & Fax No. of Compliance Officer of the Company
    Ms. Zill Shah
    Membership No- ACS 51707
    022-6142 6079

23. Name, Address, Telephone & Fax No., Regn No. of the Auditor
    Mr. Umashankar K Hegde
    B-401, Janki Niwas Shree Rambalakdas Nagri CHS, Tapovan , Malad(E), Mumbai 400 097
    Tel No - 8454826250.
    C.P. No- 11161
<table>
<thead>
<tr>
<th></th>
<th></th>
<th>Membership No- ACS-22133</th>
</tr>
</thead>
<tbody>
<tr>
<td>24.</td>
<td>Appointment of common agency for Share Registry work (if yes, name and address)</td>
<td>Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032. Phone No. - 040 -67162222 Fax - 040 – 23001153 Email - <a href="mailto:support@karvy.com">support@karvy.com</a></td>
</tr>
<tr>
<td>25.</td>
<td>Any other detail that the auditor may like to provide (e.g. BIFR Company, delisting from Stock Exchange, Company changed its name, etc.)</td>
<td>N.A.</td>
</tr>
</tbody>
</table>

FOR U. HEDGE & ASSOCIATES, COMPANY SECRETARIES

UMASHANKAR K HEGDE (Proprietor)
CP No- 11161 # M. No- A22133
ICSI UDIN-A022133A000107658

Date: 17/10/2019
Place: Mumbai