



14th November 2019

Vertoz Advertising Limited
(Formerly known as Vertoz Media Pvt. Ltd. & Vertoz Media Ltd.)

CIN: L74120MH2012PLC226823

Regd. Offc.: 602 Avior Nirmal Galaxy

LBS Marg Mulund West Mumbai 400080 India

t: +91 22 6142 6030

f: +91 22 6142 6061

e: corp@vertoz.com

w: www.vertoz.com

To,
The Manager
Listing Department
The National Stock Exchanges of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051.

Scrip Code: - VERTOZ

Dear Sir/Madam,

Sub:- Disclosure pursuant to the Regulation 30 & 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

Outcome of the Board Meeting held today – Thursday, 14th November, 2019

With reference to the earlier communication dated 8th November 2019 and with reference to the captioned subject, we wish to inform you that:

1. The Board of Directors of the Company, has considered, reviewed and took on records (approved), the Statement of Un-audited Financial Results together with Statement of Assets & Liabilities and Statement of Cash Flows (Standalone & Consolidated) of the Company, for the first half year ended 30th September 2019, duly reviewed, approved and recommended by the Audit Committee of the Company.
2. The Board of Directors of the Company, has also took note on records, the Limited Review Certificate (Report), submitted by M/s Mittal & Associates, Chartered Accountants, Mumbai – the Statutory Auditors of the Company, in respect of the Statement of Un-audited Financials Results together with the Statement of Assets & Liabilities and Statement of Cash Flows (Standalone & Consolidated) of the Company, for the first half year ended 30th September 2019.
3. Further, the Board of Directors of the Company, subject to the requisite approval/s of the Members of the Company through Postal Ballot including Voting by electronic means and Stock Exchange (NSE) has considered, reviewed and recommended the following:-
 - i. Increase in Authorized Share Capital of the Company from ₹ 6,00,00,000 (Rupees Six Crores) to ₹ 12,00,00,000 (Rupees Twelve Crores) and consequent alteration in the Memorandum of Association of the Company.
 - ii. Issue of Bonus Shares in the proportion of 1:1 i.e. 1 (One) Bonus Equity Share of ₹ 10/- each for every 1 (One) fully paid-up Equity Share held as on the Record Date. The Record Date for reckoning eligible Shareholders entitled to receive Bonus Shares will be fixed in due course.
 - iii. Migration of the Company from SME Platform of National Stock Exchange of India Limited to the Main Board of National Stock Exchange of India Limited.



- iv. Continuation of Directorship of Mr. Rasiklal Hathichand Shah as a Non-Executive Director upon attaining age of 75 years.
- v. Approved the draft Notice of Postal Ballot and Postal Ballot Form.
- vi. Fixed the Cut-off date as Friday, 15th November 2019, for the purpose of determining the Members to whom the Notice of the Postal Ballot will be sent as well as for determining the list of eligible Shareholders who will be having the Voting Right for the same.
- vii. Appointed Mr. Umashankar Hegde (ACS 22133, COP 11161) Proprietor of M/s. U. Hegde & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot (Physical and E-voting process).

The information required to be submitted pursuant to Regulation 30 of the Listing Regulation is provided in the enclosed as Annexure – 1.

4. In this context, we are enclosing herewith the following:

- The Statement of Un-audited Financial Results together with Statement of Assets & Liabilities and Statement of Cash Flows (Standalone & Consolidated) of the Company, for the first half year ended 30th September 2019 (enclosed as Annexure – 2) and
- the Limited Review Certificate (Report), submitted by M/s Mittal & Associates, Chartered Accountants, Mumbai – the Statutory Auditors of the Company, in respect of the Statement of Un-audited Financial Results together with the Statement of Assets & Liabilities and Statement of Cash Flows (Standalone & Consolidated) of the Company, for the first half year ended 30th September 2019 (enclosed as Annexure – 3).

The Results have been uploaded on the Stock Exchange websites at <https://www.nseindia.com/emerge/> and on the website of the Company at the URL <https://www.vertoz.com/investors>.

The Meeting of the Board of Directors of the Company commenced at 4.30 p.m. and concluded at 8.35 p.m.

We request you to kindly take the same on your records.

Thanking you,

Yours Faithfully,

**On behalf of Board of Directors
For Vertoz Advertising Limited**

Zill Shah
**Zill Shah
Company Secretary & Compliance Officer**



Encl: As above

ANNEXURE – 1

Information as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Increase in Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company:

Presenting, the Authorized Share Capital of the Company is ₹ 6,00,00,000/- (Rupees Six Crores) divided into 60,00,000 (Sixty Lakhs) Equity Shares of ₹ 10/- each (Rupees Ten).

Pursuant to Bonus Issue of Equity Shares to eligible Members of the Company as on Record Date, which will be fixed by the Board of Directors in due course, it is proposed to increase the Authorized Share Capital of the Company to ₹ 12,00,00,000/- (Rupees Twelve Crores) consisting of 1,20,00,000 (One Crore and Twenty Lakhs) Equity Shares having face value of ₹ 10/- each (Rupees Ten) by creation of additional 60,00,000 (Sixty Lakhs) Equity Shares of ₹ 10/- each (Rupees Ten).

The increase in Authorized Share Capital of the Company would require consequential amendment to the existing Clause V of the Memorandum of Association of the Company.

2. Bonus Issue of Equity Shares:

Sr. No.	Particulars of Securities	Description of Securities
1.	Whether Bonus is out of free reserves created out of the profits or Share Premium Account	The Bonus Shares will be issued out of the Security Premium Account available as at 30 th September 2019.
2.	Bonus Ratio	1:1 i.e. 1 (One) Bonus Equity Share of ₹ 10/- each (Rupees Ten) fully paid up for every 1 (One) existing Equity Share of ₹ 10/- each (Rupees Ten) fully paid up held as on the Record Date to be decided.
3.	Details of Share Capital - Pre and Post Bonus issue	<p>The Pre-Bonus Paid-up Share Capital on the date of this letter is ₹ 5,98,50,000/- consisting of 59,85,000 Equity Shares of ₹ 10/- each.</p> <p>The Post-Bonus Paid-up Share Capital would be ₹ 11,97,00,000/- consisting of 1,19,70,000 Equity Shares of ₹ 10/- each.</p>
4.	Free Reserves and/or Share Premium required for implementing Bonus Issue	₹ 5,98,50,000/-
5.	Free Reserves and/or Share Premium available for capitalization and the date as on which such balance is available	₹ 20,94,47,520/- is available in Security Premium Account as on 30 th September 2019



6.	Whether aforesaid figures are audited	The figure specified under item number (v) is unaudited.
7.	Estimated date by which Bonus issue would be credited/dispatched	Within two months from the date of Board Approval i.e. by 13 th January, 2020

3. Continuation of Directorship of Mr. Rasiklal Hathichand Shah as a Non-Executive Director upon attaining age of 75 years.

Profile and justification for continuation of the directorship of the aforesaid director is stated below:

Mr. Rasiklal Hathichand Shah was born on 5th November 1944, is a Non-Executive Director of the Company. Mr. Rasiklal Hathichand Shah is in good physical condition and of sound and alert mind and the Board is confident about him being able to function and discharge his duties in an able and competent manner. He is having 35 years of experience in field of Administration and Business, based on his skills, rich experience, knowledge, contributions and continued valuable guidance to Management made by him during his tenure which has benefited the Company immensely, the Board hereby recommends his continuation as director till the tenure of his Directorship ends.



VERTOZ ADVERTISING LIMITED

(Formerly known as Vertoz Media Pvt. Ltd. & Vertoz Media Ltd.)

602, Avior Corporate Park, Nirmal Galaxy, LBS Marg, Opp. Johnson & Johnson, Mulund (W), Mumbai - 400080

Corporate Identity Number: L74120MH2012PLC226823

STATEMENT OF RESULTS FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2019

(₹ in Lakhs)

Particulars	Standalone				Consolidated	
	Half year ended		Year ended		Half year ended	Year ended
	(Unaudited) 30-09-2019	(Audited) 31-03-2019	(Unaudited) 30-09-2018	(Audited) 31-03-2019	(Unaudited) 30-09-2019	(Audited) 31-03-2019
1. Revenue:						
(a) Revenue From Operations (Net of Taxes)	₹ 1,001.18	₹ 1,203.53	₹ 926.32	₹ 2,129.85	₹ 2,874.50	₹ 4,623.24
(b) Income From Non-Operation (Net of Taxes)	₹ 17.27	₹ -56.64	₹ 121.47	₹ 64.82	₹ 17.80	₹ 65.34
Total Revenue	₹ 1,018.45	₹ 1,146.89	₹ 1,047.79	₹ 2,194.67	₹ 2,892.30	₹ 4,688.58
2. Expenses:						
(a) Direct Service Expense	₹ 178.46	₹ 366.89	₹ 236.55	₹ 603.44	₹ 1,573.75	₹ 2,140.31
(b) Employment Benefit Cost	₹ 456.55	₹ 393.69	₹ 430.34	₹ 824.02	₹ 562.72	₹ 1,047.07
(c) Finance Cost	₹ 30.83	₹ 23.05	₹ 11.58	₹ 34.63	₹ 33.23	₹ 37.68
(d) Other Expenses	₹ 62.50	₹ 169.17	₹ 118.69	₹ 287.86	₹ 102.55	₹ 396.27
(e) Depreciation	₹ 17.58	₹ 29.86	₹ 29.55	₹ 59.41	₹ 87.45	₹ 187.96
Total Expenses	₹ 745.91	₹ 982.66	₹ 826.71	₹ 1,809.37	₹ 2,359.69	₹ 3,809.30
3. Profit before Exceptional & Extra-Ordinary Items (1 - 2)	₹ 272.54	₹ 164.23	₹ 221.08	₹ 385.30	₹ 532.61	₹ 879.28
4. Exceptional Items	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
5. Profit Before Extra-Ordinary Items & tax (3 - 4)	₹ 272.54	₹ 164.23	₹ 221.08	₹ 385.30	₹ 532.61	₹ 879.28
6. Extra-Ordinary Items	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
7. Profit Before Tax - PBT (5 - 6)	₹ 272.54	₹ 164.23	₹ 221.08	₹ 385.30	₹ 532.61	₹ 879.28
8. Tax expense:						
(1) Income Tax Provision						
(a) Current Tax	₹ 77.59	₹ 60.08	₹ 57.00	₹ 117.08	₹ 86.11	₹ 157.99
(b) Excess / Short Provision	₹ -	₹ 5.61	₹ -	₹ 5.61	₹ -	₹ 0.20
(2) Deferred tax	₹ -1.73	₹ -15.46	₹ 2.75	₹ -12.71	₹ -1.73	₹ -12.71
9. Profit/(Loss) for the period from continuing operations (7 - 8)	₹ 196.69	₹ 114.00	₹ 161.33	₹ 275.33	₹ 448.23	₹ 733.80
10. Profit/(Loss) from discontinuing operations	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
11. Tax Expense of discontinuing operations	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
12. Profit/(Loss) from Discontinuing Operations (after tax) (10 - 11)	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
13. Profit/(Loss) for the period After Tax - PAT (9 + 12)	₹ 196.69	₹ 114.00	₹ 161.33	₹ 275.33	₹ 448.23	₹ 733.80
14. Share of Profit/(Loss) of Associates	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
15. Minority Interest	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
16. Net Profit/(Loss) after taxes, minority interest & share of profit/(loss) of associates (13 + 14 + 15)	₹ 196.69	₹ 114.00	₹ 161.33	₹ 275.33	₹ 448.23	₹ 733.80
17. Paid-up Equity Share Capital (FV ₹ 10 each)	₹ 598.50	₹ 598.50	₹ 598.50	₹ 598.50	₹ 598.50	₹ 598.50
18. Reserve excl. Revaluation Reserves as per Balance Sheet of previous accounting year	₹ 2,094.34	₹ 1,897.79	₹ 1,783.79	₹ 1,897.79	₹ 3,509.64	₹ 3,033.26
19. No. of Shares (not annualised)	59,85,000	59,85,000	59,85,000	59,85,000	59,85,000	59,85,000
20. Earning per Equity Share:						
(1) Basic	₹ 3.29	₹ 1.90	₹ 2.70	₹ 4.60	₹ 7.49	₹ 12.26
(2) Diluted	₹ 3.29	₹ 1.90	₹ 2.70	₹ 4.60	₹ 7.49	₹ 12.26



Mumbai
November 14, 2019

For VERTOZ ADVERTISING LIMITED
(f.k.a. Vertoz Media Pvt. Ltd. & Vertoz Media Ltd.)

u.s.h.
Hirenkumar Shah
Chairman & Whole Time Director
DIN: 00092739

VERTOZ ADVERTISING LIMITED

(Formerly known as Vertoz Media Pvt. Ltd. & Vertoz Media Ltd.)

602, Avior Corporate Park, Nirmal Galaxy, LBS Marg, Opp. Johnson & Johnson, Mulund (W), Mumbai - 400080

Corporate Identity Number: L74120MH2012PLC226823

STATEMENT OF ASSETS & LIABILITIES AS AT 30TH SEPTEMBER, 2019

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	(Unaudited) As At 30th Sept.2019	(Audited) As At 31st Mar. 2019	(Unaudited) As At 30th Sept.2019	(Audited) As At 31st Mar. 2019
I. EQUITY AND LIABILITIES				
(1) Shareholder's Funds				
(a) Share Capital	₹ 598.50	₹ 598.50	₹ 598.50	₹ 598.50
(b) Reserves and Surplus	₹ 2,094.48	₹ 1,897.79	₹ 3,509.64	₹ 3,033.26
(2) Share Application Money Pending Allotment	₹ -	₹ -	₹ -	₹ -
(3) Non-Current Liabilities				
(a) Long-Term Borrowings	₹ 42.04	₹ 61.22	₹ 42.04	₹ 61.22
(b) Other Long Term Liabilities	₹ 35.70	₹ 35.14	₹ 35.70	₹ 35.14
(c) Defferd Tax Liability(Net)	₹ 1.17	₹ 2.90	₹ 1.17	₹ 2.90
(4) Current Liabilities				
(a) Short-Term Borrowings	₹ 554.71	₹ 390.65	₹ 647.27	₹ 450.71
(b) Trade Payables	₹ 205.60	₹ 248.52	₹ 679.90	₹ 710.49
(c) Other Current Liabilities	₹ 252.13	₹ 161.14	₹ 280.96	₹ 162.13
(d) Short-Term Provisions	₹ 195.91	₹ 118.54	₹ 245.01	₹ 155.89
Total Equity & Liabilities	₹ 3,980.24	₹ 3,514.39	₹ 6,040.20	₹ 5,210.24
II.ASSETS				
(1) Non-Current Assets				
(a) Fixed Assets				
(i) Gross Block	₹ 349.46	₹ 349.33	₹ 1,347.40	₹ 1,326.73
Depreciation	₹ 275.68	₹ 258.10	₹ 542.68	₹ 450.69
Net Block	₹ 73.79	₹ 91.23	₹ 804.72	₹ 876.04
(ii) Capital Work-in-progress				
(b) Non-Current Investments	₹ 2,503.47	₹ 2,416.20	₹ -	₹ -
(c) Other Non-Current Assets	₹ -	₹ -	₹ -	₹ -
(d) Long Term Loans And Advances	₹ 12.19	₹ 30.03	₹ 20.06	₹ 37.73
(2) Current Assets				
(a) Inventories	₹ -	₹ -	₹ -	₹ -
(b) Trade Receivables	₹ 1,052.35	₹ 594.09	₹ 2,357.81	₹ 1,337.24
(c) Cash and Cash Equivalents	₹ 270.45	₹ 350.77	₹ 289.08	₹ 369.88
(d) Short-Term Loans And Advances	₹ 68.00	₹ 32.08	₹ 2,568.53	₹ 2,589.35
(e) Other Current Assets	₹ -	₹ -	₹ -	₹ -
Total Assets	₹ 3,980.24	₹ 3,514.39	₹ 6,040.20	₹ 5,210.24



For VERTOZ ADVERTISING LIMITED

(f.k.a. Vertoz Media Pvt. Ltd. & Vertoz Media Ltd.)

Hirenkumar Shah

Chairman & Whole Time Director

DIN: 00092739

Mumbai

November 14, 2019

VERTOZ ADVERTISING LIMITED

(Formerly known as Vertoz Media Pvt. Ltd. & Vertoz Media Ltd.)

602, Avior Corporate Park, Nirmal Galaxy, LBS Marg, Opp. Johnson & Johnson, Mulund (W), Mumbai - 400080

Corporate Identity Number: L74120MH2012PLC226823

***Notes forming part of the statement of audited financial results and asset & liabilities for the half year ended 30th September, 2019:**

- 1) The Financial results were reviewed by the Audit Committee and approved by the Board of Directors at their Meeting held on 14th November, 2019.
- 2) The results for the half year ended 30th September, 2019 are unaudited and are prepared under limited review by respective statutory auditor of the Company in compliance with Regulation 33 of SEBI (Listing Obligations and Disclosures requirements) Regulations 2015.
- 3) The Company does not have more than one reportable segment in terms of AS 17 hence segment wise reporting is not applicable.
- 4) We confirm and declare that the Audit Report of the Auditors is with an Unmodified Opinion and it doesn't contain any audit observation(s), reservation(s), adverse comments(s) or qualification(s).
- 5) Figures of previous year / period have been regrouped /recast wherever necessary, in order to make them comparable.
- 6) These financial statements includes the year-to-date results of the following entities: -
 - I. Vertoz INC, USA (Wholly Owned Subsidiary)
 - II. Vertoz Ltd, UK (Wholly Owned Subsidiary)
 - III. Vertoz Advertising FZ-LLC, UAE (Subsidiary of Vertoz Ltd, UK)
 - IV. AdNet Holdings INC, USA (Subsidiary of Vertoz INC, USA)
 - V. ZKraft INC, USA (Subsidiary of Vertoz INC, USA)
 - VI. PubNX INC, USA (Subsidiary of Vertoz INC, USA)
 - VII. AdMozart INC, USA (Subsidiary of Vertoz INC, USA)
 - VIII. AdZurite INC, USA (Subsidiary of Vertoz INC, USA)
 - IX. AdZurite Solutions Pvt. Ltd., India (Wholly Owned Subsidiary)
- 7) The Company is giving consolidated financial results first time, therefore previous year comparision could not be ascertained in this result.

Mumbai
November 14, 2019



For VERTOZ ADVERTISING LIMITED
(I.k.a. Vertoz Media Pvt. Ltd. & Vertoz Media Ltd.)

Hiren
Hirenkumar Shah
Chairman & Whole Time Director
DIN: 00092739

VERTOZ ADVERTISING LIMITED

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

Corporate Identity Number : U74120MH2012PLC226823

STANDALONE CASHFLOW STATEMENT AS ON 30TH SEPTEMBER, 2019

Particulars	Note No.	(Unaudited) 01.04.2019- 30.09.2019	(Audited) Amount As At 31st Mar. 2019
A : Cash flows from operating activities:			
Profit before taxation	(a)	2,72,54,486	3,85,30,334
Add: Non Operating Expense			
Depreciation		17,57,594	59,40,796
Capital Work in Process		-	-
Interest expense		30,82,620	34,63,298
	(b)	48,40,214	94,04,094
Less: Non Operating Income			
Interest Income		17,27,455	64,82,386
	(c)	17,27,455	64,82,386
Operating profit before working capital changes	d=(a+b-c)	3,03,67,244	4,14,52,043
Working capital changes:			
Decrease /(Increase) In Trade Receivables	-	4,58,26,001	6,94,19,000
Decrease/(Increase) in Loans & advances (Assets)	-	18,08,290	47,96,698
Decrease/(Increase) in Inventories	-	-	-
Decrease/(Increase) in Other Current Assets	-	-	3,47,470
Increase /(Decrease) in Other Long Term Liabilities	-	20,90,814	47,01,346
Increase /(Decrease) in Trade Payables	-	42,91,591	1,80,71,972
Increase /(Decrease) in Other Current Liabilities	-	90,99,518	53,55,897
Increase /(Decrease) in Provisions	-	77,36,823	3,22,234
	(e)	- 3,71,80,355	9,29,67,456
Cash generated from operations	(d+e)	- 68,13,111	13,44,19,498
(-) Taxes paid	-	75,85,782	1,09,97,573
Net cash used in operating activities	(A)	- 1,43,98,893	12,34,21,925
B : Cash flows from investing activities:			
Fixed asset (Addition)/Deduction	-	12,881	8,89,462
Interest on FD		17,27,455	64,82,386
Capital Work in Process	-	-	-
Investment	-	87,26,440	22,75,29,032
Net cash Generated from investing activities	(B)	- 70,11,866	22,19,36,107
C : Cash flows from financing activities:			
Proceeds from issue of Shares	-	-	-
Increase in borrowing		1,64,61,856	2,08,53,203
Interest Expenses	-	30,82,620	34,63,299
Net cash generated from financing activities	(C)	1,33,79,236	1,73,89,905
D : Net increase in cash and cash equivalents = (A+B+C)	D=(A+B+C)	- 80,31,523	8,11,24,277
E : Cash and cash equivalents at beginning of period	(E)	3,50,76,665	11,62,00,942
F: Cash and cash equivalents at end of period = (D+E)	(D + E)	2,70,45,142	3,50,76,665

Mumbai
November 14, 2019



For VERTOZ ADVERTISING LIMITED

(f.k.a. VertoZ Media Pvt. Ltd. & VertoZ Media Ltd.)

U. N. Shah
Hirenkumar Shah
Chairman & Whole Time Director
DIN: 00092739

VERTOZ ADVERTISING LIMITED

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

Corporate Identity Number : L74120MH2012PLC226823

CONSOLIDATED CASHFLOW STATEMENT AS ON 30TH SEPTEMBER, 2019

Particulars	Note No.	(Unaudited) 01.04.2019- 30.09.2019	(Audited) Amount As At 31st Mar. 2019
A : Cash flows from operating activities:			
Profit before taxation	(a)	5,32,60,985	8,79,27,822
Add: Non Operating Expense			
Depreciation		87,44,892	1,87,95,787
Capital Work in Process			-
Interest expense		33,23,307	37,68,450
Exchange gain/loss on restatement of forex		13,31,783	68,37,053
	(b)	1,33,99,982	2,94,01,290
Less: Non Operating Income			
Interest Income	(c)	17,79,980	65,33,542
		17,79,980	65,33,542
Operating profit before working capital changes	d=(a+b-c)	6,48,80,986	11,07,95,571
Working capital changes:			
(Decrease) / Increase in Trade Payables	-	30,59,624	20,78,388
(Increase) / Decrease in Receivables	-	10,20,57,224	4,39,42,683
(Increase) / Decrease in Other Current Assets	-	-	3,47,470
(Increase) / Decrease in Loans & Advances	-	38,49,193	25,04,45,305
(Increase) / Decrease in Inventories	-	-	-
(Decrease) / Increase in Current Liabilities	-	1,18,83,522	49,12,161
(Decrease) / Increase in Long Term Provisions & Borrowings	-	18,61,524	30,44,958
(Decrease) / Increase in Short Term Borrowings	-	1,96,56,200	2,44,22,139
(Decrease) / Increase in Short Term Provisions	-	89,12,821	8,62,731
(Decrease) / Increase in Other Non-Current Liabilities	-	1,73,040	12,71,444
	(e)	6,28,49,676	17,81,96,135
Cash generated from operations	(d+e)	20,31,310	6,74,00,565
(-) Taxes paid	-	84,38,030	1,45,47,366
Net cash used in operating activities	(A)	64,06,719	8,19,47,931
B : Cash flows from investing activities:			
Fixed asset (Addition)/Deduction	-	1,30,610	1,01,19,707
Interest on FD	-	17,79,980	65,33,542
Capital Work in Process	-	-	-
Investment	-	-	-
Net cash Generated from investing activities	(B)	16,49,370	35,86,166
C : Cash flows from financing activities:			
Proceeds from issue of Shares	-	-	-
Proceeds from /(repayments of) Short Term loans	-	-	-
Interest Expenses	-	33,23,307	37,68,450
Net cash generated from financing activities	(C)	33,23,307	37,68,450
D : Net increase in cash and cash equivalents = (A+B+C)	D=(A+B+C)	80,80,656	8,93,02,547
E : Cash and cash equivalents at beginning of period	(E)	3,69,88,456	12,62,91,003
F: Cash and cash equivalents at end of period = (D+E)	(D + E)	2,89,07,799	3,69,88,456



Mumbai
November 14, 2019

For VERTOZ ADVERTISING LIMITED

(f.k.a. VertoZ Media Pvt. Ltd. & VertoZ Media Ltd.)

U. S. Shah
Hirenkumar Shah
Chairman & Whole Time Director
DIN: 00092739



**Limited Review Report on Unaudited Half Yearly Standalone Financial
Results pursuant to Regulation 33 of the SEBI (Listing Obligation and
Disclosure Requirements) Regulations, 2015**

TO THE BOARD OF DIRECTORS OF VERTOZ ADVERTISING LIMITED

We have reviewed the accompanying statement of standalone unaudited financial results ('the Statement') of VertoZ Advertising Limited ('the Company') for the half year ended 30th September, 2019 being submitted by the company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For Mittal and Associates
Chartered Accountant**

FRN: 106456W

Hemant

Hemant Bohra

Partner

M. No. -165667

UDIN: - 19165667AAAAGM2758



Date: - 14th November 2019



**Limited Review Report on Unaudited Half Yearly Consolidated Financial
Results pursuant to Regulation 33 of the SEBI (Listing Obligation and
Disclosure Requirements) Regulations, 2015**

TO THE BOARD OF DIRECTORS OF VERTOZ ADVERTISING LIMITED

We have reviewed the accompanying statement of Consolidated unaudited financial results ('the Statement') of VertoZ Advertising Limited ('the Parent Company'), its foreign subsidiary and Indian subsidiary for the half year ended 30th September, 2019 being submitted by the company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) including the manner in which it is to be disclosed, or that it contains any material misstatement.

We did not review the financial statements of a foreign subsidiaries included in the consolidated financial statements; whose financial statements reflect total assets of Rs. 5407.26 lakhs as at September 30, 2019 and total revenue of Rs.2609.90 lakhs and net profit of Rs. 237.33 lakhs for the for the period from April 01, 2019 to September 30, 2019, as considered in the statement. 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.



We did not review the financial statement of the Indian subsidiary included in the consolidated financial statement; whose financial statements reflect total assets of Rs.62.81lakhs as at September 30, 2019 and total revenue of Rs. 105 lakhs and net profit of Rs.15.14 lakh for the for the period from April 01, 2019 to September 30, 2019, These financial statements have been reviewed by other auditor whose review report has been furnished to us by the Parent Company's management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of the associates, is based solely on the report of the other auditor and our opinion is also based solely on the report of such other auditor.

For Mittal and Associates

Chartered Accountant

FRN: 106456W

Hemant

Hemant Bohra

Partner

M. No. -165667

UDIN: - 19165667AAAAGN1126

Date: - 14th November 2019

