



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

CIN: L74120MH2012PLC226823

Regd. Office.: 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

15th May 2020

To
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
Series: EQ

Dear Sir,

Subject: Quarterly Compliance Report on Corporate Governance

Please find enclosed herewith the Quarterly and Yearly Compliance Report on Corporate Governance as required under Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) for the quarter and year ended 31st March, 2020.

Kindly take the same on records.

For Vertoz Advertising Limited

Zill Shah

Zill Shah
Company Secretary & Compliance Officer
M. No. A51707



Encl: a/a

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Vertoz Adversiting Limited
 2. Quarter ending - 31st March 2020

i. Composition of Board of Director

| Title (Mr./Ms) | Name of the Director | DIN | PAN | Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) | Sub Category | Initial Date of Appointment | Date of Appointment | Date of cessation | Tenure | Date of Birth | Whether special resolution passed? | Date of passing special resolution | No. of Directors hip in listed entities including this listed entity | No of Independent Directors hip in listed entities including this listed entity | No of members hips in Audit/ Stakeholder Committ ee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Mem bership in Com mittees of the Comp any | Remarks |
|----------------|----------------------|----------|------------|--|--------------|-----------------------------|---------------------|-------------------|--------|---------------|------------------------------------|------------------------------------|--|---|---|--|--|---|
| Mr. | Hirenku mar Shah | 00092739 | APNPS6881B | ED | | 02-May-2014 | 14-Jun-2017 | | | 16-Jun-1980 | NA | | 1 | 0 | 2 | 0 | AC,SC | |
| Mr. | Ashish Shah | 00092787 | ATLPS9242E | ED | | 13-Feb-2012 | 14-Jun-2017 | | | 16-Jun-1981 | NA | | 1 | 0 | 0 | 0 | NA | |
| Mr. | Rasiklal Shah | 00091585 | APPPS1419F | NED | | 25-Sep-2017 | | | | 05-Nov-1944 | Yes | 21-Dec-2019 | 1 | 0 | 0 | 0 | NA | on 21 December 2012 |
| Mr. | Harshal Patel | 07842251 | ANEP9757G | ID | | 14-Jun-2017 | 14-Jun-2017 | | 33 | 16-Oct-1987 | No | | 1 | 1 | 3 | 2 | AC,SC ,NRC | |
| Mrs. | Nilam Doshi | 07848294 | AMPLD4407F | ID | | 14-Jun-2017 | 14-Jun-2017 | | 33 | 28-Dec-1978 | No | | 1 | 1 | 3 | 1 | AC,SC ,NRC | |
| Mr. | Harshad U Shah | 07849186 | AACPS9040G | C & NED | | 14-Jun-2017 | 04-Jan-2020 | | | 19-Jan-1955 | No | | 1 | 0 | 2 | 0 | SC,NRC | He was appointed as the Chairman of the Company w.e.f. 4 January 2020 |
| Mr. | Rohit Vaghadia | 07946771 | AAJPV8398R | ID | | 25-Sep-2017 | 25-Sep-2017 | | 30 | 21-Jul-1980 | No | | 1 | 1 | 0 | 0 | NA | |



| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | No |

ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Harshal Patel | ID | Chairperson | 21-Jul-2017 | |
| 2 | Hirenkumar Shah | ED | Member | 21-Jul-2017 | |
| 3 | Nilam Doshi | ID | Member | 21-Jul-2017 | |

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Harshal Patel | ID | Member | 21-Jul-2017 | |
| 2 | Hirenkumar Shah | ED | Member | 21-Jul-2017 | |
| 3 | Nilam Doshi | ID | Chairperson | 21-Jul-2017 | |
| 4 | Harshad U Shah | C & NED | Member | 21-Jul-2017 | |

| | |
|---|----|
| Company Remarks | |
| Whether Permanent chairperson appointed | No |

c. Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
|---------|----------------------|----------|------------------------|------------------|----------------|

| | |
|---|---|
| Company Remarks | As the Risk Management Committee formation is not applicable there is no requirement to appoint regular Chairperson |
| Whether Permanent chairperson appointed | No |



d. Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Harshal Patel | ID | Chairperson | 21-Jul-2017 | |
| 2 | Nilam Doshi | ID | Member | 21-Jul-2017 | |
| 3 | Harshad U Shah | C & NED | Member | 21-Jul-2017 | |

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

iii. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met | Number of Directors present | Number of Independent Directors present |
|---|---|-----------------------------------|-----------------------------|---|
| 14-Nov-2019 | 04-Jan-2020 | Yes | 6 | 3 |

| | |
|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 50 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Number of Directors present | Number of independent directors present |
|-------------------------------------|--|---|--|-----------------------------|---|
| Audit Committee | 14-Nov-2019 | 04-Jan-2020 | Yes | 3 | 2 |
| Stakeholders Relationship Committee | | 04-Jan-2020 | Yes | 4 | 2 |
| Nomination & Remuneration Committee | | 04-Jan-2020 | Yes | 3 | 2 |

| | |
|--|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 50 |



v. **Related Party Transactions**

| Subject | Compliance status (Yes/No/NA) | Remark |
|--|--|---------------|
| Whether prior approval of audit committee obtained | Yes | |
| Whether shareholder approval obtained for material RPT | Not Applicable | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

| | |
|---|--|
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
|---|--|

VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

| | |
|--------------------------|--|
| Other Information | |
|--------------------------|--|

Name : **Zill Shah**
Designation : **Company Secretary & Compliance Officer**



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | | |
|--|--------------------------------------|----------------|--------------------------|
| Item | Compliance status (Yes/No/NA) | Company | Website |
| As per regulation 46(2) of the LODR: | | | |
| Details of business | Yes | | www.vertoz.com/investors |
| Terms and conditions of appointment of independent directors | Yes | | www.vertoz.com/investors |
| Composition of various committees of board of directors | Yes | | www.vertoz.com/investors |
| Code of conduct of board of directors and senior management personnel | Yes | | www.vertoz.com/investors |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | www.vertoz.com/investors |
| Criteria of making payments to non-executive directors | Yes | | www.vertoz.com/investors |
| Policy on dealing with related party transactions | Yes | | www.vertoz.com/investors |
| Policy for determining 'material' subsidiaries | Yes | | www.vertoz.com/investors |
| Details of familiarization programs imparted to independent directors | Yes | | www.vertoz.com/investors |
| Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances | Yes | | www.vertoz.com/investors |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | www.vertoz.com/investors |
| Financial results | Yes | | www.vertoz.com/investors |
| Shareholding pattern | Yes | | www.vertoz.com/investors |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | | |
| Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Not Applicable | | |
| New name and the old name of the listed entity | Yes | | www.vertoz.com/investors |
| Advertisements as per regulation 47 (1) | Yes | | www.vertoz.com/investors |
| Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained | Not Applicable | | www.vertoz.com/investors |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | | www.vertoz.com/investors |
| As per other regulations of the LODR: | | | |
| Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | www.vertoz.com/investors |
| Materiality Policy as per Regulation 30 | Yes | | www.vertoz.com/investors |
| Dividend Distribution policy as per Regulation 43A (as applicable) | Not Applicable | | |
| It is certified that these contents on the website of the listed entity are correct. | Yes | | www.vertoz.com/investors |



| II Annual Affirmations | | | |
|--|------------------------------|--------------------------------------|-----------------------|
| Particulars | Regulation Number | Compliance status (Yes/No/NA) | Company Remark |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes | |
| <i>Board composition</i> | 17(1), 17(1A) & 17(1B) | Yes | |
| <i>Meeting of Board of directors</i> | 17(2) | Yes | |
| <i>Quorum of Board meeting</i> | 17(2A) | Yes | |
| <i>Review of Compliance Reports</i> | 17(3) | Yes | |
| <i>Plans for orderly succession for appointments</i> | 17(4) | Yes | |
| <i>Code of Conduct</i> | 17(5) | Yes | |
| <i>Fees/compensation</i> | 17(6) | Yes | |
| <i>Minimum Information</i> | 17(7) | Yes | |
| <i>Compliance Certificate</i> | 17(8) | Yes | |
| <i>Risk Assessment & Management</i> | 17(9) | Yes | |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | Yes | |
| <i>Recommendation of Board</i> | 17(11) | Yes | |
| <i>Maximum number of directorship</i> | 17A | Yes | |
| <i>Composition of Audit Committee</i> | 18(1) | Yes | |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes | |
| <i>Composition of nomination & remuneration committee</i> | 19(1) & (2) | Yes | |
| <i>Quorum of Nomination and Remuneration Committee meeting</i> | | Yes | |
| <i>Meeting of nomination & remuneration committee</i> | | Yes | |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1), 20(2) and 20(2A) | Yes | |
| <i>Meeting of stakeholder relationship committee</i> | 20(3A) | Yes | |
| <i>Composition and role of risk management committee</i> | 21(1),(2),(3),(4) | Not Applicable | |
| <i>Meeting of Risk Management Committee</i> | | Not Applicable | |
| <i>Vigil Mechanism</i> | 22 | Yes | |
| <i>Policy for related party Transaction</i> | 23(1),(1A),(5),(6),(7) & (8) | Yes | |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i> | 23(2), (3) | Yes | |
| <i>Approval for material related party transactions</i> | 23(4) | Yes | |
| <i>Disclosure of related party transactions on consolidated basis</i> | 23(9) | Yes | |
| <i>Composition of Board of Directors of unlisted material Subsidiary</i> | 24(1) | Yes | |
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i> | 24(2),(3),(4),(5) & (6) | Yes | |
| <i>Annual Secretarial Compliance Report</i> | 24(A) | Yes | |



| | | | |
|--|---------------|----------------|--|
| <i>Alternate Director to Independent Director</i> | 25(1) | Yes | |
| <i>Maximum Tenure</i> | 25(2) | Yes | |
| <i>Meeting of independent directors</i> | 25(3) & (4) | Yes | |
| <i>Familiarization of independent directors</i> | 25(7) | Yes | |
| <i>Declaration from Independent Director</i> | 25(8) & (9) | Yes | |
| <i>D & O Insurance for Independent Directors</i> | 25(10) | Not Applicable | |
| <i>Memberships in Committees</i> | 26(1) | Yes | |
| <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i> | 26(3) | Yes | |
| <i>Disclosure of Shareholding by Non- Executive Directors</i> | 26(4) | Yes | |
| <i>Policy with respect to Obligations of directors and senior management</i> | 26(2) & 26(5) | Yes | |

Other Information

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information

Name : **Zill Shah**
Designation : **Company Secretary & Compliance Officer**

