

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Vertoz Advertising Limited**
 2. Quarter ending - **30-Jun-2020**

i. Composition of Board of Director

Title (Mr/ Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Subcategory	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 Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Hirenkumar 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	APPPS141F	NED		25-Sep-2017				05-Nov-1944	Yes	21-Dec-2019	1	0	0	0	NA	on 21 December 2019
Mr.	Harshal Patel	07842251	ANEPP9757G	ID		14-Jun-2017	14-Jun-2017	25-Jun-2020	36	16-Oct-1987	No		1	1	0	0	NA	Mr. Harshal Patel resigned from the post of Independent Director of the Company w.e.f. 25th June 2020 and thus as on 30th June 2020, he does not hold any position in



																		any of the Committees of the Company.
Mrs.	Nilam Doshi	07848294	AMPLD4407F	ID		14-Jun-2017	14-Jun-2017	36	28-Dec-1978	No		1	1	2	2		AC, SC, NRC	Mrs. Nilam Doshi was Chairperson of SRC only. But she was appointed Chairperson of Audit and NRC Committee as well w.e.f. 25th June 2020, as Mr. Harshal Patel resigned from his post.
Mr.	Harshad U Shah	07849186	AACPS9040G	C & NED		14-Jun-2017	04-Jan-2020		19-Jan-1955	No		1	0	1	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	33	21-Jul-1980	No		1	1	2	0		AC, SC, NRC	Mr. Rohit Vaghadia was appointed as the Members of all the Committees w.e.f. 25th June 2020, post the resignation of Mr. Harshal Patel.



Company Remarks	Mr. Harshal Patel resigned from the post of Independent Director of the Company w.e.f. 25th June 2020 and immediately on the same day all the Committees of the Company were re-constituted.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Nilam Doshi	ID	Chairperson	21-Jul-2017	
2	Rohit Vaghadia	ID	Member	25-Jun-2020	
3	Hirenkumar Shah	ED	Member	21-Jul-2017	

Company Remarks	Mr. Harshal Patel ceased to be chairman of the Audit Committee w.e.f. 25th June 2020. Mrs. Nilam Doshi was elected as the Chairperson of the Audit Committee w.e.f. 25th June 2020. Mr. Rohit Vaghadia became the member of the Audit Committee w.e.f. 25th June 2020.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Nilam Doshi	ID	Chairperson	21-Jul-2017	
2	Harshad U Shah	C & NED	Member	21-Jul-2017	
3	Rohit Vaghadia	ID	Member	25-Jun-2020	
4	Hirenkumar Shah	ED	Member	21-Jul-2017	



Company Remarks	Mr. Harshal Patel ceased to be Member the Stakeholders Relationship Committee w.e.f. 25th June 2020. Mr. Rohit Vaghadia became the member of the Stakeholders Relationship Committee w.e.f. 25th June 2020.
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Nilam Doshi	ID	Chairperson	21-Jul-2017	
2	Harshad U Shah	C & NED	Member	04-Jan-2020	
3	Rohit Vaghadia	ID	Member	25-Jun-2020	

Company Remarks	Mr. Harshal Patel ceased to be chairman of the Nomination and Remuneration Committee w.e.f. 25th June 2020. Mrs. Nilam Doshi was elected as the Chairperson of the Nomination and Remuneration Committee w.e.f. 25th June 2020. Mr. Rohit Vaghadia became the member of the Nomination and Remuneration Committee w.e.f. 25th June 2020.
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
04-Jan-2020	25-Jun-2020	Yes	6	3

Company Remarks	During this period of disruptions caused by COVID 19, several relaxations have been provided by the Ministry of Corporate Affairs (MCA) vide its Notifications and the Securities and Exchange Board of India (SEBI) vide its Circulars wherein relaxations were granted with respect to maximum time gap between two Board Meetings. The company has complied with the requirements of the said notifications and circulars.
Maximum gap between any two consecutive (in number of days)	172

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	04-Jan-2020	25-Jun-2020	Yes	3	2
Stakeholders Relationship Committee	04-Jan-2020				
Nomination & Remuneration Committee	04-Jan-2020				



Company Remarks	During this period of disruptions caused by COVID 19, several relaxations have been provided by the Ministry of Corporate Affairs (MCA) vide its Notifications and the Securities and Exchange Board of India (SEBI) vide its Circulars wherein relaxations were granted with respect to maximum time gap between two Audit Committee Meetings. The company has complied with the requirements of the said notifications and circulars.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	172

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
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	
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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:

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

For VERTOZ ADVERTISING LIMITED
Zill Shah
DIRECTOR / AUTHORIZED SIGNATORY

