

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Vertoz Advertising Limited**
2. Quarter ending - **30-Sep-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 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		
Mr.	Rasiklal Shah	00091585	APPPS1419F	NED		25-Sep-2017				05-Nov-1944	Yes	21-Dec-2019	1	0	0	0		
Mrs.	Nilam Doshi	07848294	AMPLD4407F	ID		14-Jun-2017	14-Jun-2017		39	28-Dec-1978	No		1	1	2	2	AC,SC,NRC	R. No. 1
Mr.	Harshad U Shah	07849186	AACPS9040G	C & NED		14-Jun-2017	04-Jan-2020			19-Jan-1955	No		1	0	1	0	SC,NRC	R. No. 2
Mr.	Rohit Vaghadia	07946771	AAJPV8398R	ID		25-Sep-2017	25-Sep-2017		36	21-Jul-1980	No		1	1	2	0	AC,SC,NRC	R. No. 3

Remark No. 1: 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..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.

Remark No. 2: He was appointed as the Chairman of the Company w.e.f. 4 January 2020.He was appointed as the Chairman of the Company w.e.f. 4 January 2020.

Remark No. 3: 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..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 accordingly the Board Committees of the Company were re-constituted.
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	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

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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...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	21-Jul-2017	
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
25-Jun-2020	15-Sep-2020	Yes	5	2
	29-Sep-2020	Yes	5	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	81



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	25-Jun-2020	15-Sep-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	81

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	
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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:

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Name : Zill Shah
 Designation : Company Secretary & Compliance Officer

For VERTOZ ADVERTISING LIMITED
 zill shah
 DIRECTOR / AUTHORIZED SIGNATORY



ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Not Applicable	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Not Applicable	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Not Applicable	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Not Applicable	

Note:

Company has migrated to the main board with effect from 14th May 2020 and therefore for the FY 2019-2020, Corporate Governance Report & Business Responsibility Report was not applicable to the Company and Company's AGM is yet to be held and same is scheduled on 27th October 2020.

Name : Zill Shah
Designation : Company Secretary & Compliance Officer

For VERTOZ ADVERTISING LIMITED
Zill Shah
 DIRECTOR / AUTHORIZED SIGNATORY

