

September 7, 2026

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,

Sub: Annual Report pursuant to the Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the Financial Year 2025-2026.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2025-2026 along with the Notice convening the 15th Annual General Meeting. The Annual Report for the Financial Year 2025-2026 is also available on the Company's website at <https://vertoz.com/ir/financials/>.

This is for your information and records.

Thanking you,

Yours Faithfully,

For Verto Limited
(Formerly known as Verto Advertising Limited)

NUPUR Digitally signed
by NUPUR JOSHI
JOSHI Date: 2026.09.07
20:42:24 +05'30'

Nupur Joshi
Company Secretary & Compliance Officer
Membership No. A43768
Encl: A/a

AI-LED ADVERTISING ECOSYSTEM.

Engineered For Outcomes.

Where intelligence, media, & execution
converge to drive measurable growth.



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DISCLAIMER

In this annual report, we have disclosed certain forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make certain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

ABOUT US



WHO WE ARE

Vertoz is a global AI-led advertising ecosystem helping brands and agencies plan, execute, optimize, and scale digital media with greater intelligence and accountability. Our connected capabilities combine media expertise, centralized control, pacing oversight, & performance optimization to improve efficiency & drive measurable growth.

WHAT WE DO

Vertoz delivers end-to-end advertising solutions engineered for outcomes. From media strategy and audience planning to campaign activation, optimization, and reporting, we help businesses improve performance, strengthen impact, and scale with confidence.



OUR VISION

To shape the future of advertising through AI-led intelligence, connected media execution, and measurable business impact.



OUR MISSION

To help brands and agencies achieve stronger advertising outcomes through intelligent planning, centralized execution, continuous optimization, & accountable delivery.



OUR PURPOSE

To simplify digital advertising by bringing strategy, technology, media, and execution together within one outcome-focused ecosystem.

JOURNEY SO FAR

2012
Vertoz formed & expanded to San Francisco



2017
NSE Emerge listing



2018
Launched
IngeniousPlex PubNX
Admozart Adzurite

2020
Started with CTV & DOOH offerings



2021
PubNX rebranded as



2023
Merger of



2026
WebiMax acquisition (US based performance marketing agency)



GROWTH INDICATORS FROM THE CURRENT FIGURES



Numbers of Campaigns Executed

375+



Data Centers

10



Domains
Managed

2.46Mn



Total Number of
Employees

352



Number of Brands and
Agencies Served

275+



New Business Acquisitions

1



Patents Applied For

4*

**Note: Till the end of F.Y 2025-2026 1 patent was filed and 3 more patents were filed post financial year end till the date of this Annual Report*

FINANCIAL GROWTH STORY



Consolidated Revenue

₹292 Cr



14% YoY



Consolidated EBITDA

₹49 Cr



34% YoY



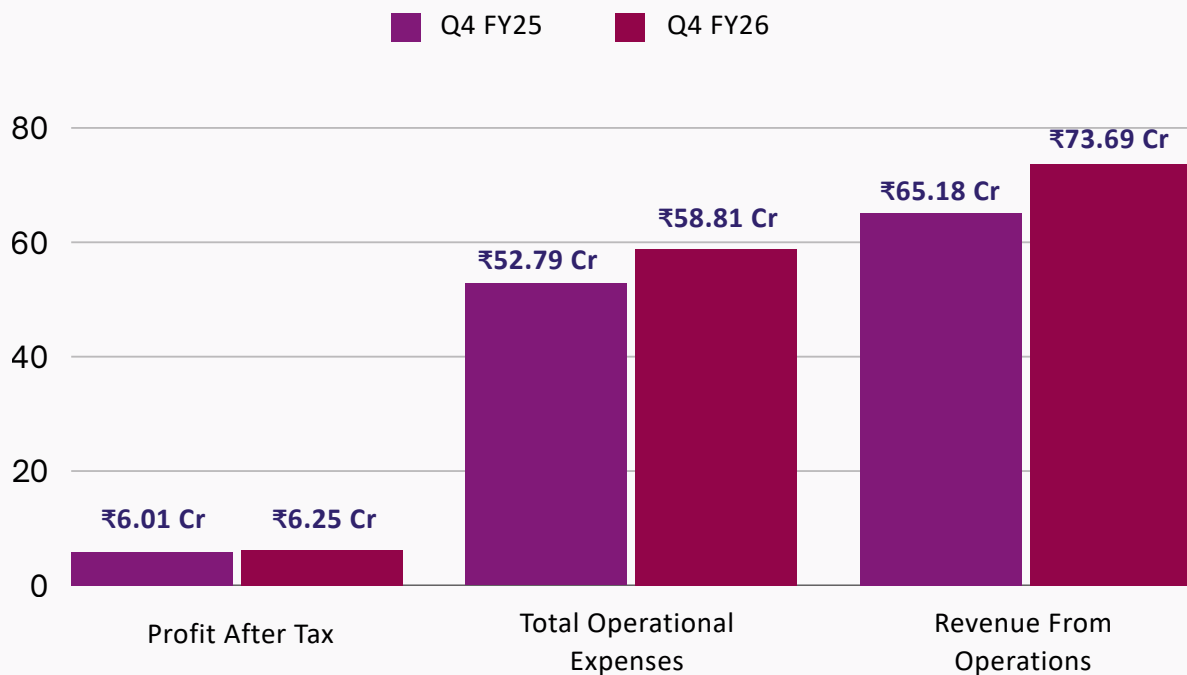
Consolidated PAT

₹26 Cr



2% YoY

FY26 Consolidated Performance



Vertoz closed FY26 with revenue growth, stronger EBITDA expansion, & steady quarterly profitability, reflecting disciplined execution & continued business momentum.

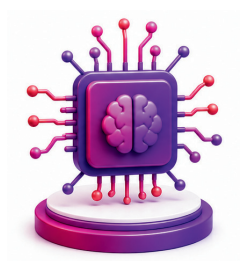
OUR BUSINESS

Vertoz is a global **AI-led advertising ecosystem** that helps brands & agencies plan, execute, optimize, & scale media with greater intelligence & accountability.

By combining strategy, technology, media expertise, and centralized execution, we simplify complex advertising journeys and align every campaign with measurable business outcomes.



WE DELIVER THIS THROUGH THREE CORE CAPABILITIES



AI-Led Media Execution

Using intelligence and data to guide planning, activation, optimization, and real-time decision-making.



Connected Advertising Solutions

Bringing multiple channels, platforms, audiences, and formats together through one integrated ecosystem.



Outcome Accountability

Maintaining control, pacing oversight, & performance visibility to ensure execution remains aligned with defined objectives.

THE VERTOZ ECOSYSTEM

A connected family of specialized companies delivering advertising, monetization, digital growth, domain, and cloud capabilities across the business lifecycle.

VERTOZ
Increment

Publisher Monetization Platform

VERTOZ
IngeniousPlex

Agentic Advertising Platform

VERTOZ
ConnectReseller
Domains | Innovation | Growth

Domains Reseller Platform

VERTOZ
QualiSpace
Cloud | Server | Hosting | Domain | Email

Cloud Infrastructure Platform

WEBiMAX
A VERTOZ Company

Digital Growth Platform



Together, the Vertoz ecosystem brings complementary capabilities under one connected framework. From advertising and monetization to digital identity, cloud infrastructure, & business growth, each platform contributes specialized expertise engineered to create stronger outcomes for clients.



HOW WE ENGINEER ADVERTISING OUTCOMES

AI-Led Intelligence

Smarter decisions across planning, activation, & optimization.

Centralized Media Control

Connected oversight across platforms, channels, & campaigns.

Real-Time Optimization

Continuous performance monitoring & timely campaign adjustments.

Cross-Channel Execution

Coordinated media activation across audiences, formats, and environments.

Outcome Accountability

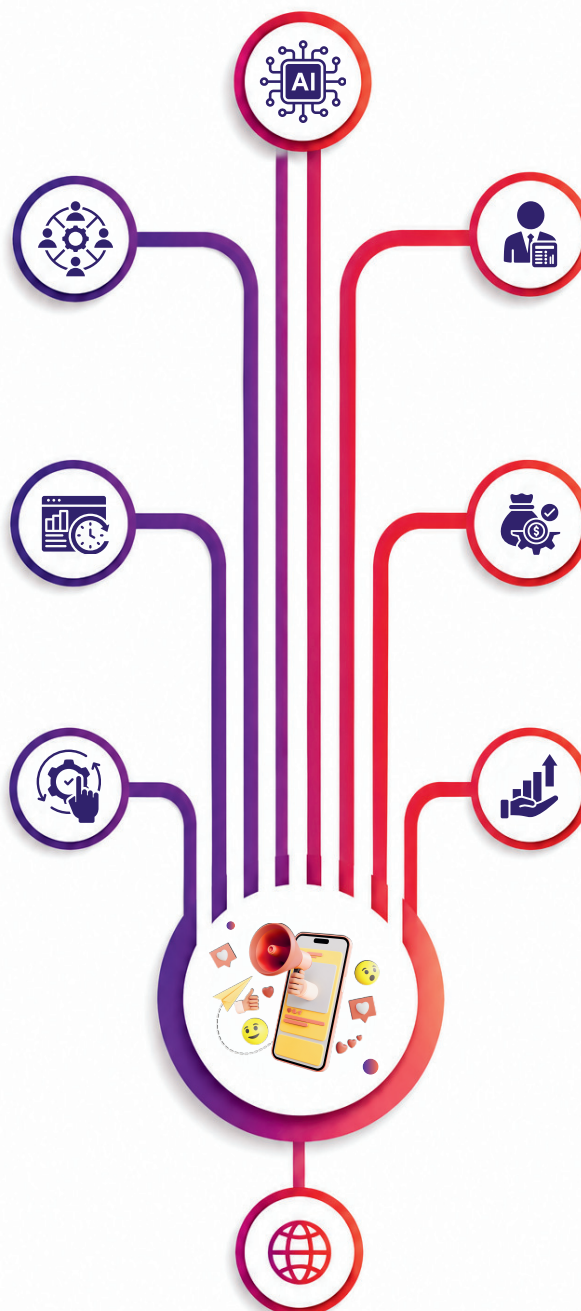
Execution aligned with defined business & media objectives.

Pacing Oversight

Disciplined budget & delivery management throughout the campaign.

Scalable Advertising Ecosystem

Specialized capabilities designed to support growth across markets.



ADVERTISING SOLUTIONS ACROSS CHANNELS

A comprehensive portfolio of advertising solutions delivered across channels, platforms, and audience environments.



Search



Social



Programmatic



Video & CTV



Retail Media



**OEM & Walled
Garden Media**



**Rich Media
Innovations**



Content Marketing



Paid PR



**Messaging &
RCS**



**Digital
Out-of-Home**



**Influencer
Marketing**

One connected ecosystem for planning, activation, optimization, and accountable media execution across channels.

INDUSTRIES WE SERVE

Specialized media execution aligned with the growth priorities of key industry sectors.



BFSI

Customer acquisition, lead quality, and performance-driven growth.

Education

Student outreach, application generation, and enrolment-focused campaigns.



Real Estate

Buyer demand, qualified inquiries, and site-visit generation.



E-commerce

Retail growth, product discovery, and conversion-led media execution.



Automobile

Demand generation, customer engagement, and qualified buyer inquiries.



CORPORATE INFORMATION:

Name of the Company	VERTOZ LIMITED (formerly known as Vertoz Advertising Limited)
CIN	L74120MH2012PLC226823
Registered Office	602, Avior, Nirmal Galaxy, L.B.S. Marg, Opp. Johnson & Johnson, Mulund (West), Mumbai- 400 080, Maharashtra State, India.
Corporate Office	A-101, First Floor, Building No. 08, Plot No. 03, Mindspace Airoli East, Opp. Airoli Railway Station, Navi Mumbai - 400708, Maharashtra State, India.
Email	compliance@vertoz.com
Website	www.vertoz.com
Contact No	022 - 6142 0911
ISIN (For Equity Shares)	INE188Y01023 (For Equity Shares having face value Re. 1/-)# INE188Y01031 (For Equity Shares having face value Rs.10)##

[#]This ISIN has been deactivated and new ISIN has been activated post-consolidation of share value from Re. 1/- to Rs. 10/- w.e.f. June 23, 2025.

^{##}The Board of Directors of the Company at its Meeting held on April 23, 2025, accorded its approval to consolidate 10 fully paid Equity Shares of the Company having a face value of Re. 1/- each in the Authorized and paid-up Share Capital of the Company, into 1 Equity Share having a face value of Rs. 10/- each, fully paid-up, by alteration of Capital Clause of the Memorandum of Association of the Company, subject to approval of the Shareholders of the Company. Thereafter, the Members of the Company, approved such consolidation of Equity Shares via postal ballot on 7th June, 2025. Pursuant to which the Company applied to NSE for approval of such consolidation. This is the new ISIN of the Company which became effective from July 11, 2025 after receipt of second Circular of NSE on July 08, 2025 through which face value and paid-up value of the equity shares of the Company was changed to Rs. 10/-.

Board of Directors:

Name of Director	Nature of Directorship
Harshad Uttamchand Shah	Chairman & Non-Executive Director
Hirenkumar Rasiklal Shah	Managing Director
Ashish Rasiklal Shah	Non-Executive Director
Rohit Keshavlal Vaghadia	Non-Executive Independent Director
Rajkumar Gupta	Non-Executive Independent Director
Dimple Hirenkumar Shah	Executive Director & Chief Financial Officer

Company Secretary & Compliance Officer:

Nupur Joshi*

Chief Financial Officer:

Dimple Hirenkumar Shah

Statutory Auditors:

M/s. Mittal & Associates,
Chartered Accountant
FRN: - 106456W

Secretarial Auditors:

M/s. U. Hegde & Associates
Practicing Company Secretaries
B-401, Janki Niwas, Shree Ramblakdas Nagri Chs,
Tapovan, Malad (E), Mumbai - 400097.

Bankers of the Company:

ICICI Bank Limited
ICICI Bank Ltd., Shreema Hall, Hiranandani Estate,
Behind Municipal Bungalow, Patlipada,
Ghodbunder Road, Thane, Maharashtra –
400607.

Registrar and Share Transfer Agent:

KFin Technologies Limited
Karvy Selenium Tower B, Plot No 31 & 32
Gachibowli, Financial District,
Nanakramguda, Serilingampally
Hyderabad – 500 032.
Phone: - 040 6716 1776
Email: - info@kfintech.com
Website: - www.kfintech.com

HSBC Bank Limited

No 52/60, Mahatma Gandhi Road, Mantralaya, Fort,
Mumbai, Maharashtra 400001.

India Exim Bank Limited

8th Floor, Maker Chamber IV, Nariman Point,
Mumbai 400021.

Kotak Mahindra Bank Limited

Vikas Paradise Tower I, Mulund West,
Mumbai 400080.

** Mrs. Zill Pankaj Shah resigned from the position of Company Secretary and Compliance Officer w.e.f 08th May, 2026.
Subsequently Mrs. Nupur Joshi was appointed as the Company Secretary and Compliance Officer of the Company w.e.f 29th May, 2026.*

COMMITTEES OF THE BOARD:
1.Audit Committee:

Name of Director	Status in Committee	Nature of Directorship
Rohit Vaghadia	Chairman	Non-Executive Independent Director
Rajkumar Gupta	Member	Non-Executive Independent Director
Hirenkumar Shah	Member	Managing Director

2.Stakeholders’ Relationship Committee:

Name of Director	Status in Committee	Nature of Directorship
Rohit Vaghadia	Chairman	Non-Executive Independent Director
Rajkumar Gupta	Member	Non-Executive Independent Director
Harshad Shah	Member	Non-Executive Non-Independent Director
Hirenkumar Shah	Member	Managing Director

3.Nomination & Remuneration Committee:

Name of Director	Status in Committee	Nature of Directorship
Rohit Vaghadia	Chairman	Non-Executive Independent Director
Rajkumar Gupta	Member	Non-Executive Independent Director
Harshad Shah	Member	Non-Executive Non-Independent Director

MESSAGE FROM THE FOUNDER



Dear Shareholders,

This year was not only about growth. It was about becoming clearer about who we are, what we stand for, and the value we want Vertoz to create.

Building a More Focused Vertoz

Our positioning, “AI-Led Advertising Ecosystem. Engineered for Outcomes,” is more than a new statement. It reflects how Vertoz now operates by bringing strategy, intelligence, media execution, optimization, and accountability together.

The acquisition of WebiMax expanded our North American presence and brought deeper capabilities across digital marketing, performance media, search, reputation management, and customer acquisition into the Group.

Investing in Innovation and Visibility

We filed patent applications as part of our effort to build proprietary technology and strengthen Vertoz’s intellectual-property portfolio.

Across the year, our teams also executed campaigns across multiple channels, participated in major national and international industry events, and increased Vertoz’s visibility through PR, leadership perspectives, and appearances across established publications.

Growth with Long-Term Value

The interim dividend, our larger office, and the continued expansion of our ecosystem reflect a Company that is progressing while remaining conscious of its responsibilities to shareholders, clients, and employees.

I am grateful to everyone who contributed to this transformation. Our focus now is to integrate our capabilities more deeply and convert our expanded scale into consistent value for clients & shareholders.

Sincerely,

HIRENKUMAR SHAH

Founder & Managing Director



MESSAGE FROM THE FOUNDER

Dear Shareholders,

The progress Vertoz made this year was visible across every part of the organisation, from our campaigns and platforms to our people, partnerships, and market presence.

Stronger Execution Across Channels

Our teams delivered campaigns across search, social, programmatic, video and CTV, retail media, content, messaging, DOOH, influencer marketing, and other audience environments.

As our capabilities expanded, we remained focused on centralized control, active pacing, continuous optimization, and accountability for outcomes.

Expanding Our Industry Presence

Our participation in major industry events helped us build stronger relationships and better understand evolving market needs. At the same time, sustained PR and publication coverage brought greater visibility to our campaigns, leadership perspectives, and business developments.

The addition of WebiMax and our patent filings further strengthened our ability to combine execution, innovation, and digital growth.

Growing as One Organisation

Moving to our larger office at Mindspace, Airoli, was a proud moment for our teams. It reflected how much the organisation has grown and created a stronger environment for collaboration.

None of these milestones would have been possible without our employees. Their adaptability, ownership, and commitment will continue to play a central role in creating lasting value for clients and shareholders.

Sincerely,

ASHISH SHAH

Founder & Director



DIRECTOR'S REPORT

Dear Members of **Vertoz Limited**,

Your Directors' have pleasure in presenting this 15th Annual Report on the affairs of the Vertoz Limited (Formerly known as Vertoz Advertising Limited) ("the Company") together with the Audited Statement of Accounts for the Financial year ended on 31st March 2026.

1. COMPANY SPECIFIC INFORMATION

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("The Act") read with Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The Financial Statements have been prepared on the accrual and going concern basis. The Financial Statements have been prepared on a historical cost basis, except for financial assets and liabilities that are measured at fair value as stated in subsequent policies.

1.2 FINANCIAL SUMMARY AND/OR HIGHLIGHTS:

The Company's standalone and consolidated performance during the year ended 31st March 2026, as compared to the previous financial year, is summarized below:

(₹ in Lakhs)

Particulars	Standalone Figures		Consolidated Figures	
	FY 25-26	FY 24-25	FY 25-26	FY 24-25
Gross Income	8545.69	6094.79	29648.40	26217.86
Profit/(Loss) Before Interest and Depreciation	1561.91	1131.23	5339.62	4341.56
(-) Finance Charges	(336.84)	(165.92)	(550.74)	(217.94)
Gross Profit/(Loss)	1225.06	965.31	4788.88	4123.62
(-) Provision for Depreciation	(379.94)	(290.39)	(1600.89)	(1335.27)
Net Profit Before Tax	845.13	674.93	3187.98	2788.35
(-) Provision for Tax	(285.84)	(179.01)	(588.01)	(244.16)
(-) Deferred Tax	17.05	17.31	12.24	22.17
Net Profit After Tax	576.33	513.23	2612.22	2566.36
Balance of Profit/(Loss) brought forward	576.33	513.23	2612.22	2566.36
(-) Consolidation Revaluation Gain/(Loss)	-	-	-	-

Balance available for appropriation	576.33	513.23	2612.22	2566.36
(-) Proposed Dividend on Equity Shares	-	-	-	-
(-) Tax on proposed Dividend	-	-	-	-
(-) Transfer to General Reserve	-	-	-	-
Profit for the Period	576.33	513.23	2612.22	2566.36
Other Comprehensive Income				
(i) Items that will not be reclassified to Profit or Loss	12.76	27.50	6.55	33.66
(ii) Income tax relating to above	3.21	6.92	1.65	8.38
Total Comprehensive Income	592.31	547.65	2620.41	2608.39

1.3 OPERATIONS AND AFFAIRS OF THE COMPANY:

On standalone basis, during the year ended March 31, 2026, your Company registered its total income of ₹ **8545.59 Lakhs** as compared to ₹ **6094.79 Lakhs** in the previous financial year 2024-25 with a growth of 40.21%. The Net Profit after tax amounted to ₹ **576.33 Lakhs** in the current year as compared to Net Profit after tax of ₹ **513.23 Lakhs** in the previous year. The Comprehensive Income amounted to ₹ **592.31** in the current year as compared to Comprehensive Income of ₹ **547.65 Lakhs** in the previous year.

On consolidated basis, during the year ended March 31, 2026, your Company registered its total income of ₹ **29648.40** for the current year as compared to ₹ **26217.86 Lakhs** in the previous financial year 2024-25 with a growth of 13.08%. The Net Profit after tax amounted to ₹ **2612.22 Lakhs** in the current year as compared to Net Profit after tax of ₹ **2566.36 Lakhs** in the previous year. The Comprehensive Income amounted to ₹ **2620.41 Lakhs** in the current year as compared to Comprehensive Income of ₹ **2608.39 Lakhs** in the previous year.

1.4 TRANSFER TO RESERVES:

The Company has Standalone closing balance of ₹ **5925.22 Lakhs** as Reserves and Surplus.

The Standalone Closing Balance of Reserve and Surplus is bifurcated as follows:

(₹ in Lakhs)

Sr. No.	Particulars	As at 31st March, 2026
1	Surplus from Profit & Loss Account	

	Opening Balance	3,055.39
	Add: Profit/(Loss) for the period	566.79
	Add: Forex Revaluation Reserve	696.54
2	Securities Premium (n/off preliminary expenses)	4,028.06
3	Reserve on Merger	-2,439.92
4	ESOP Reserve	18.36
	Total Value in INR	5,925.22

1.5 DIVIDEND:

The Board of Directors, at its meeting held on **29th May, 2026**, declared an interim dividend of **₹0.10 per equity share**, having a face value of ₹10 each, aggregating to **₹29,99,675.80** for the Financial Year **2026–27**. The Promoter and Promoter Group shareholders voluntarily waived their entitlement to the interim dividend. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **5th June, 2026** was fixed as the Record Date for determining the entitlement of shareholders to the interim dividend. The interim dividend was subsequently paid to the eligible shareholders on **26th June, 2026**.

1.6 EVENTS OCCURRED DURING THE YEAR:

1.REAPPOINTMENT OF M/S. U. HEGDE & ASSOCIATES, COMPANY SECRETARIES AS SECRETARIAL AUDITOR FOR FY 2025-2026 TO FY 2029-2030:

The Board of Directors at their Meeting held on 5th September 2025 re-appointed M/s. U. Hegde & Associates, Company Secretaries, Mumbai for conducting the Secretarial Audit of the Company for Financial Year 2025-2026 to Financial Year 2029-2030 and for issuance of Annual Secretarial Compliance Report and other allied certificates, reports.

2. ACQUISITION OF WEBIMAX LLC BY VERTOZ INC, VERTOZ'S WOS:

During the Financial Year under review, our wholly owned subsidiary, Vertoz Inc., USA, completed the acquisition of 80% equity stake in Webimax LLC, USA, on 17th February 2026, pursuant to the definitive agreement entered into on 26th November 2025. Consequently, Webimax LLC became a direct subsidiary of Vertoz Inc. and a step-down subsidiary of the Company.

Webimax LLC, headquartered in New Jersey, USA, is an AI-enabled technology and performance solutions company engaged in providing digital marketing services, including Search Engine Optimization (SEO), Online Reputation Management (ORM), lead generation, digital advertising support, and automation-driven technology solutions. Its capabilities include AI-Enhanced Search Intelligence, Predictive Performance Systems, Reputation Intelligence & Sentiment Analysis, Experience-Led Web Engineering, Automated Lead Discovery & Qualification Engines, and Data-Layer Strategy & Growth Consulting.

The acquisition aligns with our long-term growth strategy and is expected to strengthen our presence in the North American market while enhancing our digital marketing and advertising technology capabilities. It also supports operational synergies through the integration of technology platforms and service delivery capabilities, enabling us to deliver greater value to our customers and stakeholders.

The acquisition was completed for an 80% stake the remaining 20% stake is proposed to be acquired over the next three years, subject to the achievement of agreed performance milestones.

3. CHANGE IN THE CORPORATE OFFICE ADDRESS AND PLACE OF KEEPING BOOKS OF ACCOUNTS:

During the Financial Year under review, we shifted our Corporate Office from 602, Avior Nirmal Galaxy, Opp. Johnson & Johnson, LBS Road, Mulund, Mumbai – 400080 to A101, 1st Floor, Building No. 08, Plot No. 3, Mindspace Airoli East, Opp. Airoli Railway Station, Navi Mumbai - 400708, with effect from 10th March 2026.

Consequent to the above, the Board also approved the maintenance of the Company's Books of Account, relevant books, papers, financial records, statutory registers and other records at the new Corporate Office in accordance with the applicable provisions of the Companies Act, 2013 and AOC-5 filing was done for the same.

The Registered Office of the Company continues to remain at 602, Avior Nirmal Galaxy, Opp. Johnson & Johnson, LBS Road, Mulund, Mumbai – 400080.

4. ODI IN VERTOZ INC:

During the Financial Year under review, we approved an Overseas Direct Investment (ODI) of up to ₹50 Crores in our wholly owned subsidiary, Vertoz Inc., USA, to be infused in one or more tranches.

The investment was intended to support the strategic expansion of our international operations, including the acquisition of Webimax LLC, and to strengthen our global presence in the digital marketing and advertising technology ecosystem.

5. SHARE PLEDGE OF PROMOTERS IN FAVOUR OF BLUE ASHVA AND NDU CREATION PURSUANT TO THE NDU AGREEMENT- DP MAPPING ONGOING:

Mr. Hirenkumar Rasiklal Shah pledged 80,00,000 equity shares of Vertoz Limited in favour of Blue Ashva India LLP on 27 June 2025 against the CCDs issued by IncrementX Private Limited, a wholly owned subsidiary of Vertoz Limited. Subsequently, Mr. Hirenkumar Rasiklal Shah pledged an additional 12,00,000 equity shares of Vertoz Limited in favour of Blue Ashva India LLP on 29 September 2025. Accordingly, the aggregate number of equity shares of Vertoz Limited pledged by Mr. Hirenkumar Rasiklal Shah in favour of Blue Ashva India LLP stands at 92,00,000 shares.

Further, pursuant to the Non-Disposal Agreement, 45,76,148 equity shares held by Mr. Hirenkumar Rasiklal Shah, 45,76,148 equity shares held by Mr. Ashish Rasiklal Shah, and 2,39,400 equity shares held by Mr. Rasiklal Hathichand Shah, aggregating to 93,91,696 equity shares, have been committed under the Non-Disposal Agreement.

The process of mapping and recording the Non-Disposal Agreement with the respective Depository Participants is currently underway. Accordingly, the necessary marking/mapping of the shares covered under the Non-Disposal Agreement at the Depository Participant level is presently pending completion. Upon completion of the mapping process, the relevant records will be updated accordingly.

6. SHARE PLEDGE OF PROMOTERS WITH EXIM AS A SECURITY TOWARDS THE LOAN TAKEN BY VERTOZ INC, WOS OF VERTOZ LIMITED:

Mr. Hirenkumar Rasiklal Shah had pledged 81,84,500 equity shares of Vertoz Limited in favour of EXIM Bank, and Mr. Ashish Rasiklal Shah had pledged 1,73,84,500 equity shares of Vertoz Limited in favour of EXIM Bank, aggregating to 2,55,69,000 equity shares. The aforesaid pledge of equity shares was created as security in connection with the loan availed by Vertoz Inc, a wholly owned subsidiary of Vertoz Limited, from EXIM Bank for the purpose of acquisition of 80% stake in Webimax LLC.

The pledge was provided by the aforesaid promoters as security for the obligations of Vertoz Inc under the financing arrangements with EXIM Bank. Accordingly, the equity shares of Vertoz Limited held by the promoters are subject to the pledge in favour of EXIM Bank in accordance with the terms and conditions of the relevant financing and security documents.

7. APPOINTMENT OF MR. YATIN SHAH AS INTERNAL AUDITOR FOR FY 2025-2026.

During the Financial Year under review, the Board of Directors appointed Mr. Yatin Shah as the Internal Auditor of the Company for the Financial Year 2025-26.

The appointment was made in accordance with the provisions of the Companies Act, 2013. The Internal Auditor is responsible for independently reviewing the adequacy and effectiveness of the Company's internal control systems, risk management processes, and governance framework, and reporting the audit findings to the Audit Committee and the Board of Directors.

8. PATENT APPLICATION FILED ON 03RD DECEMBER 2025.

Title disclosed in the Stock Exchange Intimation on filing Provisional Specification:

System and Method for Dynamic Price Optimization within Supply-Side Platforms Operating in Real-Time Bidding Environments.

Current Patent Title post filing Complete specification:

System And Method for Real-Time Electronic Request Processing in a Networked Computing Environment.

Overview:

In high-frequency, programmatic Supply-Side Platform (SSP) environments, processing real-time electronic ad requests within strict, millisecond-level latency constraints is a critical technical challenge. Traditional systems rely on static control parameters that fail to adjust to rapid demand shifts, causing unstable publisher margins and excessive request rejections. To overcome these limitations, Vertoz has filed a strategic patent for an advanced real-time electronic request processing architecture that dynamically computes reserve values - functioning as technical gating thresholds—independently for each unique combination of content identifier and external bidding entity.

The core technology introduces a real-time control engine that dynamically computes reserve values- functioning as technical gating thresholds - independently for each unique combination of content identifier and external bidding entity. The system continuously retrieves historical transaction data aggregated across multiple synchronized time windows (capturing both immediate response volatility and long-term trends). Crucially, a unique background process applies a fixed temporal offset to the data logs, filtering out incomplete or "noisy" in-flight records before they can distort the system's calculations. Utilizing these highly accurate historical metrics, the platform generates a plurality of parallel outbound requests with varied pricing strategies (e.g., static floors, dynamic averages, and zero-floors). It then executes a staged internal auction to isolate the optimal winning response before external delivery.

Strategic & Financial Impact:

- **Dynamic Yield Optimization:** The system continuously generates parallel outbound requests with varied pricing strategies (e.g., static floors, dynamic averages, and zero-floors). It then executes a staged internal auction to isolate the absolute highest-value bid response prior to external delivery, boosting publisher yields.
- **Contextual Revenue Lift:** By conditioning technical gating thresholds on real-time contextual signals such as geography, device type, premium property categorization, and ad visibility—Vertoz can adjust pricing rules dynamically to squeeze maximum revenue out of premium inventory while preserving liquidity in lower-value slots.
- **Stabilized Profit Margins:** The system natively monitors profitability thresholds, triggering adaptive adjustments to subsequent control parameter computations whenever a predefined processing margin is violated, effectively safeguarding the company's baseline revenue

9. ISSUANCE OF CCDs BY INCREMENTX PRIVATE LIMITED:

IncrementX Private Limited ("IncrementX"), Wholly-owned Subsidiary of Vertoz Limited ("the Company") has issued 2,000 Compulsorily Convertible Debentures ("CCDs") aggregating to INR 20,00,00,000 to certain identified individuals on Private Placement Basis.

This strategic capital raise is aimed at supporting the inorganic growth initiatives of the Holding Company (Vertoz Limited), expanding the business operations of IXPL, meeting its working capital requirements, and for general corporate purposes.

The issuance does not result in any immediate change to the shareholding of Vertoz Limited in IXPL, nor does it impact the consolidated share capital of the Group. Post-conversion, there may be a dilution at the subsidiary level, subject to the terms agreed upon with the investors.

As per the Debenture Subscription Agreement dated June 25, 2025, between IXPL and the investors—Blue Ashva Varenva Fund, Blue Ashva Vasudha India Fund I, and others—the Promoters of Vertoz Limited executed a Non-Disposal Undertaking (NDU) as a pre-condition to the investment.

To further reinforce the commitments under the agreement, Mr. Hirenkumar Rasiklal Shah pledged 80,00,000 shares of Vertoz Limited (representing 9.38% of total share capital) in favour of the aforementioned investors, thereby ensuring alignment with the agreed investor protections and compliance with transaction-related obligations.

10. VERTOZ'S STEPDOWN SUBSIDIARY "ADNET HOLDINGS INC" HAS INCORPORATED FOLLOWING WHOLLY OWNED SUBSIDIARIES:**1. ADMIDA LLC:**

The Company's Stepdown Subsidiary "AdNet Holdings INC" has incorporated one Wholly-Owned Subsidiary Company viz. "ADMIDA LLC" in New York, the United States of America, on 29th April 2025 and its office is at 112 W. 34th Street, 17th and 18th Floors, New York, USA 10120. It is incorporated for buying and selling of Online Digital Advertising Services.

2. ADOKUT LLC:

The Company's Stepdown Subsidiary "AdNet Holdings INC" has incorporated one Wholly-Owned Subsidiary Company viz. "ADOKUT LLC" in New Jersey, the United States of America, on 2nd May 2025 and its office is at 2001 Route 46, Waterview Plaza, Suite 310, Parsipanny, New Jersey 07054. It is incorporated for buying and selling of Online Digital Advertising Services.

3. ADMERIDIAN LLC:

The Company's Stepdown Subsidiary "AdNet Holdings INC" has incorporated one Wholly-Owned Subsidiary Company viz. "ADMERIDIAN LLC" in New Jersey, the United States of America, on 2nd May 2025 and its office is at 101 Eisenhower Pkwy, Suite 300, Roseland, New Jersey 07068. It is incorporated for buying and selling of Online Digital Advertising Services.

4. HUEADS LLC:

The Company's Stepdown Subsidiary "AdNet Holdings INC" has incorporated one Wholly-Owned Subsidiary Company viz. "HUEADS LLC" in New Jersey, the United States of America, on 2nd May 2025 and its office is at 221 River Street, 9th Floor, Hoboken, New Jersey 07030. It is incorporated for buying and selling of Online Digital Advertising Services.

5. FLAIRADS LLC:

The Company's Stepdown Subsidiary "AdNet Holdings INC" has incorporated one Wholly-Owned Subsidiary Company viz. "FLAIRADS LLC" in New York, the United States of America, on 8th May 2025 and its office is at 142 W 57th Street, New York 10120. It is incorporated for buying and selling of Online Digital Advertising Services.

11. VERTOZ'S WHOLLY OWNED SUBSIDIARY "VERTOZ INC" HAS INCORPORATED FOLLOWING WHOLLY OWNED SUBSIDIARIES:

1. The Company's Owned Subsidiary "Vertoz INC" has incorporated one Wholly Owned Subsidiary Company viz. TECHBRAVO LLC having Registered Office at 51 JFK Parkway, First Floor West, Short Hills, New Jersey, USA, 07078. It received the Certificate of Formation on 29th April 2025. It is incorporated for buying and selling of Online Digital Advertising Services.

2. The Company's Owned Subsidiary "Vertoz INC" has incorporated one Wholly Owned Subsidiary Company viz. VOKUT LLC having Registered Office at 28 Valley Road, Montclair, New Jersey, USA, 07042. It received the Certificate of Formation on 29th April 2025. It is incorporated for buying and selling of Online Digital Advertising Services.

3. The acquisition of an 80% equity stake in WebiMax LLC, USA, by the Company's wholly owned subsidiary Vertoz Inc., USA, was completed on February 17, 2026, making WebiMax a direct subsidiary of Vertoz Inc. and a step-down subsidiary of the Company. The remaining 20% stake is proposed to be acquired over the next three years, subject to the achievement of agreed performance milestones. WebiMax LLC is a New Jersey-based AI-driven digital marketing company specializing in Search Engine Optimization (SEO), online reputation management, lead generation, and AI-powered business growth solutions

1.7 CORPORATE ACTION:**1. CONSOLIDATION/ REVERSE STOCK SPLIT:**

The Company consolidated its Equity Shares such that 10 (Ten) Equity Shares having face value of Re. 1/- (Rupee One Only) each in the authorised and paid-up capital of the company (fully paid-up), were consolidated into 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, ranking pari-passu in all respects with effect from Record Date i.e. 25th June 2025.

The Company received the approval for the same from the Board of Directors in their meeting held on 23rd April 2025 and Shareholders through postal ballot on 7th June 2025.

In furtherance of the above the Company created new ISIN i.e. INE188Y01031.

1.8 CHANGE IN NATURE OF BUSINESS:

We are a Technology Platform Enterprise that empowers organizations to thrive in today's digital landscape with proprietary new-age technology platforms for digital marketing, advertising, media, and monetization. Vertoz platforms cater to businesses, digital marketers, advertising agencies, digital publishers, and other technology companies. Our entities help businesses with everything, from their data-driven marketing strategy to executing advertising & monetization, while keeping technology at their core in order to optimize the whole process.

There was no change in the nature of Business during the Financial Year.

1.9 MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY HAVING OCCURRED SINCE THE END OF THE YEAR AND TILL THE DATE OF THE REPORT:

There were few material changes that happened since the end of the year and till the date of the Report. The same are as follows:

1. PATENT APPLICATION FILED ON 30TH APRIL 2026:**Title disclosed in the Stock Exchange Intimation on filing Provisional Specification:**

Intelligent Advertising Cost Model Using Dynamic Cost Per Mille (CPM) Technique

Overview:

Traditional programmatic advertising heavily relies on static Cost-Per-Thousand-Impressions (CPM) bidding, which frequently leads to overpayment for ad impressions, rigid budgeting, and an inability to adapt to real-time market fluctuations. To maximize advertiser ROI while maintaining peak auction competitiveness, Vertoz has filed a patent for "SmartCPM"- an automated, high-precision bid optimization system.

Instead of submitting fixed bids, this proprietary technology spawns parallel, worker-based processing units that continuously analyze real-time performance data across millions of hyper-specific granular combinations (Campaign-SSP-Country-Domain-Ad Unit). The system calculates win rates across 15-minute sliding windows and runs trend-based machine learning algorithms to evaluate whether auction competitiveness is rising or falling. Simultaneously, it computes ascending and descending 80th percentile historical pricing anchors to establish highly accurate, fluid bid boundaries. By dynamically throttling bids between calculated minimum boundaries (enforcing bid floors) and maximum boundaries (enforcing win price caps), SmartCPM protects campaign budgets from unnecessary overspending.

Strategic & Financial Impact:

- **Maximized Inventory Acquisition:** By eliminating overpayment on impressions, SmartCPM allows campaigns to acquire a significantly higher volume of impressions utilizing the exact same budget footprint.
- **High-Speed Infrastructure Architecture:** Built with a dual-database framework (Cache DB for low-latency real-time bidding and Analytics DB for deep historical learning), the system operates seamlessly at scale. Intelligent fallback logic automatically applies calculated average ranges to lower-frequency auction slots to preserve system computational resources.
- **Advertiser Protection & Compliance:** The technology natively adheres to publisher-enforced bid floors and advertiser-set impression limits, ensuring brand safety and strict budget compliance without requiring manual intervention.

2. PATENT APPLICATION FILED ON 19TH JUNE 2026:

Title disclosed in the Stock Exchange Intimation on filing Provisional Specification:

Method And System for Supply Side Platform Auction Requests Decisioning Using Cohort-Based Machine Learning

Overview:

Programmatic advertising platforms process billions of incoming Supply-Side Platform (SSP) auction requests daily, many of which result in no bids and create massive data bottlenecks. To solve this industry-wide challenge, Vertoz has filed a strategic patent for an intelligent, AI-driven filtering framework. This invention utilizes cohort-based machine learning and probabilistic sampling to predict the value of incoming ad requests before they enter the auction pipeline.

Rather than expending computing power on low-probability transactions, the system dynamically identifies and filters out requests unlikely to generate a bid response. By integrating adaptive retraining models, the platform continuously learns from shifting market dynamics, ensuring that potential revenue opportunities are preserved while low-value network noise is eliminated.

Strategic & Financial Impact:

- **Infrastructure Sustainability:** By screening out dead-weight requests at the perimeter, this technology drastically lowers processing, computing, and data-storage overhead, directly improving bottom-line efficiency.

- **Maximizing Scalability:** Implementing probabilistic sampling allows our architecture to comfortably ingest and manage much higher volumes of high-value inventory without a linear increase in server costs.
- **AI Ecosystem Leadership:** This filing underscores Vertoz's focus on building greener, more cost-effective, and highly intelligent advertising infrastructure that optimizes performance across the digital advertising ecosystem.

3. PATENT APPLICATION FILED ON 24TH JUNE 2026:

Title disclosed in the Stock Exchange Intimation on filing Provisional Specification:

System and Method for Demand Platform Optimization (DPO) Using Machine Learning- Based DSP Prediction, Ranking, and Real-Time Slot Allotment

Overview:

As part of our commitment to driving next-generation efficiency in programmatic advertising, Vertoz has filed a pioneering patent for a machine learning-driven Demand Path Optimization (DPO) system. In digital advertising, milliseconds matter, and infrastructure overhead can heavily impact profitability. This proprietary technology uses advanced machine learning models to predict, rank, and intelligently filter Demand-Side Platforms (DSPs) before an ad request is ever transmitted.

Instead of broadcasting ad opportunities indiscriminately—which strains server infrastructure and slows down transactions—our system evaluates a given ad slot in real time and forwards the request only to the demand sources most likely to respond and bid successfully.

Strategic & Financial Impact:

- **Infrastructure Cost Reduction:** By dramatically cutting down unnecessary request forwarding, this technology significantly reduces network bandwidth and server processing overhead, optimizing our operational margins.
- **Enhanced Ecosystem Performance:** Selecting the most relevant advertising partners instantly ensures faster page load times for publishers and higher win rates for buyers.
- **Scalable Data Advantage:** This filing strengthens Vertoz's position as a data-driven leader in the ad-tech ecosystem, equipping us with a scalable, highly efficient architecture designed to handle massive global transaction volumes.

4. RESIGNATION OF MRS. ZILL SHAH, AS COMPANY SECRETARY & COMPLIANCE OFFICER OF THE COMPANY

During the Financial Year under review, Mrs. Zill Shah resigned from the position of Company Secretary & Compliance Officer of the Company with effect from 8th May 2026. The Board of Directors placed on record its appreciation for her valuable contributions and dedicated services during her tenure and wished her success in her future endeavours.

5. APPOINTMENT OF MRS. NUPUR JOSHI, AS SECRETARY & COMPLIANCE OFFICER OF THE COMPANY

During the Financial Year under review, the Board of Directors appointed Mrs. Nupur Joshi as the Company Secretary & Compliance Officer of the Company with effect from 29th May 2026. She is also designated as Senior Management Personnel and the Key Managerial Personnel of the Company pursuant to the provisions of the Companies Act, 2013 and the Compliance Officer under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and She is also a Designated Person of the Company in accordance with the applicable provisions of the Companies Act, 2013.

Mrs. Nupur Joshi is responsible for overseeing the Company's secretarial and regulatory compliances, ensuring adherence to the applicable provisions of the Companies Act, 2013, SEBI Regulations, and other statutory requirements, while supporting the Board and its Committees in matters relating to corporate governance.

6. CHANGE IN SMP LIST

During the Financial Year under review, the composition of the Company's Senior Management Personnel (SMP) underwent a change consequent to the resignation of Mrs. Zill Shah as the Company Secretary & Compliance Officer with effect from 8th May 2026 and the appointment of Mrs. Nupur Joshi as the Company Secretary & Compliance Officer and Key Managerial Personnel with effect from 29th May 2026. The list of Senior Management Personnel was updated accordingly in compliance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. COMPULSORILY CONVERTIBLE DEBENTURES

On June 25, 2025, IncrementX Private Limited {"IXPL"}, a wholly-owned subsidiary of Vertoz Limited ("the Company"), issued 2,000 Compulsorily Convertible Debentures ("CCDs") aggregating to Rs. 20 crore to certain identified investors, including Blue Ashva Varenia Fund, Blue Ashva Vasudha India Fund I and other investors, on a private placement basis, pursuant to the Debenture Subscription Agreement dated June 25, 2025.

During the quarter ended June 30, 2026, pursuant to the terms of the Debenture Subscription Agreement, the Company paid Rs. 5 crores to Blue Ashva towards the agreed arrangement, against which CCDs aggregating to Rs. 5 crores were received by the Company from Blue Ashva in accordance with the terms of the agreement.

1.10 DETAILS OF REVISION OF FINANCIAL STATEMENTS OR THE REPORT

There was no occasion whereby the Company has either revised or required to revise the Financial Statement or the Board's Report of the Company for any period prior to the FY 2025-2026. As such, no specific details are required to be given or provided.

2. GENERAL INFORMATION:

2.1 OVERVIEW OF THE INDUSTRY

The detailed discussion on the overview of the industry is covered under Management Discussion and Analysis Report which forms part of this Report as **"ANNEXURE – 1"**.

2.2 ECONOMIC OUTLOOK

The detailed discussion on the Global Economic outlook is covered under Management Discussion and Analysis Report which forms part of this Report.

3. CAPITAL AND DEBT STRUCTURE:

The existing Capital Structure of the Company is as follows:

Particulars	31st March 2026	31st March 2025
	Amount (Rupees in lakhs)	
Authorised Share Capital* 10,00,00,000 Equity Shares of ₹ 10/- (Rupees Ten) each 1,00,00,00,000 Equity Shares of ₹ 1/- (Rupees One) each	10,000.00 (Refer Note 1)	10,000.00 (Refer Note 1)
Issued, Subscribed and Paid-up Share Capital** 8,52,30,000 Equity Shares of ₹ 10/- (Rupees Ten) each 85,23,00,000 Equity Shares of ₹ 1/- (Rupees One) each	8523.00 (Refer Note 3)	8523.00 (Refer Note 3)

* Authorized Share Capital: The Authorized Share Capital of the Company comprises of 10,00,00,000 Equity Shares of ₹10/- (Rupees Ten) each, aggregating to ₹10,000 lakhs, as on 31st March, 2026 as compared to 1,00,00,00,000 Equity Shares of ₹1/- (Rupee One) each, aggregating to ₹10,000 lakhs, as on 31st March, 2025.

** Issued, Subscribed and Paid-up Share Capital: The Issued, Subscribed and Paid-up Share Capital of the Company comprises of 8,52,30,000 Equity Shares of ₹10/- (Rupees Ten) each, aggregating to ₹8,523 lakhs, as on 31st March, 2026 as compared to 85,23,00,000 Equity Shares of ₹1/- (Rupee One) each, aggregating to ₹8,523 lakhs, as on 31st March, 2025.

Note: The Company consolidated its Equity Shares such that 10 (Ten) Equity Shares having face value of Re. 1/- (Rupee One Only) each in the authorised and paid-up capital of the company (fully paid-up), were consolidated into 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, ranking pari-passu in all respects with effect from Record Date i.e. 25th June 2025.

The Company received the approval for the same from the Board of Directors in their meeting held on 23rd April 2025 and Shareholders through postal ballot on 7th June 2025.

During this financial year, the Company has not issued any convertible securities (including convertible debentures), non-convertible securities, bonds, debentures, shares with differential rights, Sweat Equity Shares.

Employee Stock Option Scheme:

During the year under review, the Company granted 20,15,000 Stock Options to eligible employees under the Vertoz Employee Stock Option Plan, 2023 ("ESOP Plan, 2023").

Subsequently, on 25th June, 2025, pursuant to the consolidation of the equity shares of the Company, whereby every 10 (ten) equity shares of face value of ₹1 each were consolidated into 1 (one) equity share of face value of ₹10 each, the Stock Options granted under the ESOP Plan, 2023 were correspondingly adjusted. Accordingly, the 20,15,000 Stock Options granted prior to such consolidation were adjusted to 2,01,500 Stock Options post consolidation, with the ratio of the Stock Options being adjusted correspondingly to give effect to the share consolidation and without any change in the aggregate entitlement of the eligible employees.

The details of the ESOP Plan, 2023 and the disclosures required pursuant to Regulation 14 read with Part F of Schedule I of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, read with Section 62(1) (b) of the Companies Act, 2013 and Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014, may be accessed on the Company's website at the following web link:

<https://vertoz.com/ir/wp-content/uploads/2025/09/disclosure-in-accordance-with-SBEB-regulations.pdf>

4. UNPAID DIVIDEND & INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, your Company was not required to transfer any amount to the Investor Education & Protection Fund (IEPF) during the financial year 2025-2026.

5. DEPOSITS:

During the Financial Year, your Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 (“the Act”) read with the Companies (Acceptance of Deposit) Rules, 2014 during the Financial Year under review. Hence, the requirement for furnishing details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

6. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

During the financial year under review, all transactions/contracts/arrangements entered into by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, were in ordinary course of business and on an arm’s length basis. Further, none of these contracts / arrangements / transactions with related parties could be considered material in nature as per the thresholds given in Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and hence no members’ approval was required to be given in this regard.

Accordingly, the disclosure of Related Party Transactions for the FY -2025-2026 as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is given in “**ANNEXURE – 3**”.

7. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013, read along with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are as mentioned below:

A. Conservation of Energy:

Steps taken or impact on conservation of energy	Not Applicable
Steps taken by the company for utilizing alternate sources of energy	Not Applicable
Capital investment on energy conservation Equipment’s	Nil

B. Research and Development and Technology Absorption:

Efforts made towards technology absorption	The Company significantly enhanced its data science and AI capabilities via strategic hiring, cross-functional training, and global collaborations. Cutting-edge machine learning, analytics, and generative AI models were deployed to empower precision campaigning, optimize operations, and elevate product performance.
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	• Personalized consumer recommendations were elevated through advanced AI-powered SDKs and campaign intelligence, leading to more contextual app discovery and creative automation at scale. • User acquisition and growth marketing initiatives benefitted from AI-driven frameworks enhancing pacing, targeting, transparency, and a centralized intelligence dashboard enabled real-time strategic decision-making. Partnerships with global SSPs and AI models tailored for privacy-conscious environments further boosted app growth. • User re-engagement and retention strategies were strengthened by integrating with Android Privacy Sandbox, enhanced reporting features, and adherence to the Transparency and Consent Framework, reinforcing user trust and retention. • The proprietary AI-driven Apple Search Ads engine empowered premium app search and discovery with innovations such as a 360° campaign command centre, automation tools, and AI creative generators. • Generative AI was embedded across enterprise workflows—including coding, HR, operations, creative design, and product innovation—boosting productivity, reducing turnaround times, and sharpening organizational intelligence. • DevOps automation was advanced through secure CI/CD pipelines, embedded security validations, standardized cloud-native practices in partnership with leading cloud providers, and internal secure DevOps training.
Benefits derived like product improvement, cost reduction, product development or import substitution	• Operational Efficiency & Profitability: Automation, AI-driven insights, and streamlined DevOps increased operational agility and reduced costs. • Enhanced User Engagement & ROI: Personalization, creative automation, and precise targeting significantly improved campaign effectiveness and advertiser Returns. • Growth & Retention: Broader inventory access, better targeting, and privacy compliant engagement bolstered app user growth and retention. • Robust Governance & Security: Enhanced certifications and architecture fortified compliance, governance, and resilience. • Product Innovation & Scalability: Leveraging generative AI across workflows accelerated innovation and scaled operations with consistency and intelligence.

In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) :	
Details of technology imported	None
Year of import	Not Applicable
Whether the technology has been fully absorbed	Not Applicable
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
Expenditure incurred on Research and Development	Nil

C. Foreign Exchange Earnings and Outgo:

The details of Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

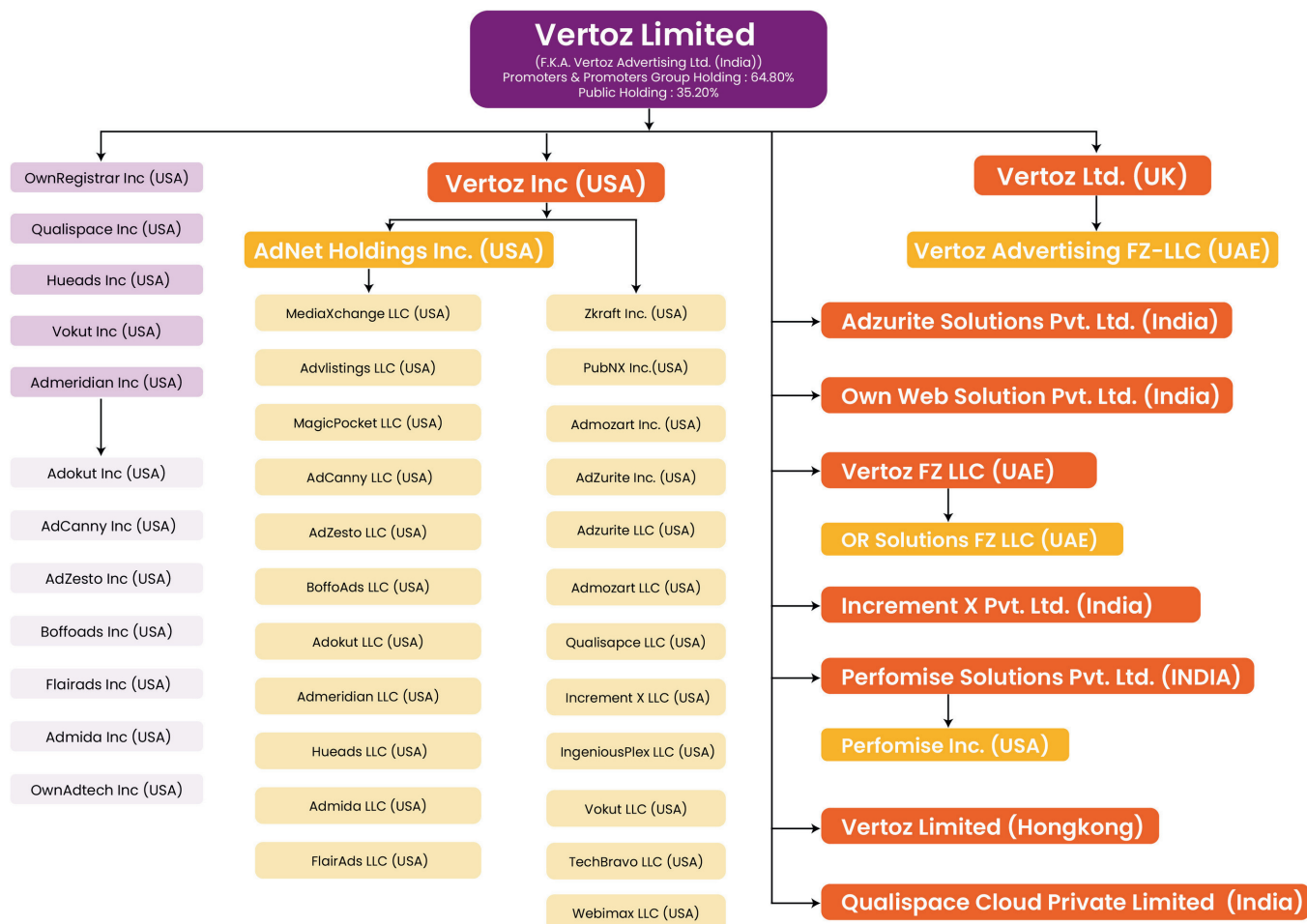
Particulars	FY 2025-2026 (Amount in Rs.)	FY 2024-2025 (Amount in Rs.)
Foreign Exchange Inflow	271,164,412	118,472,457
Foreign Exchange Outflow	21,479,000	324,808
Foreign Exchange Outflow (Overseas Direct Investment)	90,751,500	-

8 PARTICULARS OF INVESTMENTS, LOANS, GUARANTEES AND SECURITIES:

During the FY 2025-2026 under review, the Loans/Advances made by the company have been furnished in Note 6 forming part of the Accounts.

9 REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The brief details of legal structure of the Company and its Subsidiary and Step-down Subsidiary as follows:



i. VERTOZ INC (US):

This Subsidiary deals with Online Advertising Solutions and media inventory buying and selling across the world. This is fully operational profit-making unit situated at California, USA having its two operational branches at New York and New Jersey, USA and ten (10) step-down subsidiaries holding 100% stake in it located at USA in the name of Adnet Holdings Inc, PubNX Inc, Zkraft Inc, AdZurite Inc, AdMozart Inc, AdZurite LLC, Qualispace LLC, AdMozart LLC, IncrementX LLC and IngeniousPlex LLC. The consolidated operation activities brief as follows:

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2024-2025	1,119,063,783	603,696,678	-357,693	12,483,278
2025-2026	2,600,743,053	1,321,437,487	4,329,889	47,994,298

ii. VERTOZ LTD (UK):

This Subsidiary deals with Online Advertising Solutions and media inventory buying and selling across the world. This is situated at London, UK having its one step-down subsidiary holding 100% stake in it located at UAE in the name of Vertoz Advertising FZ-LLC. The consolidated operation activities brief as follows:

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2024-2025	372,332,439	683,945	-1,038,458	228,354
2025-2026	342,621,750	2,306,260	-227,981,790	-618,700

iii. ADZURITE SOLUTIONS PRIVATE LIMITED:

This Subsidiary is a Performance Marketing Company backed with technology which proffers Services and advertising needs. Its advanced solutions and premium Partners aid Advertisers earn better ROIs.

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2024-2025	12,839,893	12,565,933	2,686,169	-244,140
2025-2026	19,833,155	40,282,624	5,328,981	56,751

iv. OWN WEB SOLUTION PRIVATE LIMITED:

This Subsidiary is a Company engaged in Web Hosting, Designing & Content writing, Domain Name Registration & Renewal, Software Development and/or to provide Software as a Service, Dedicated Server and/or Server Co-location, Business Process Outsourcing, Research and Development, Server Management & Maintenance, Web Services & Consultancy, Payment Gateway Services, Email Hosting, Providing Internet Service, Data Center Services and all other web hosting related businesses in Domestic and International Market.

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2024-2025	13,837,273	48,836,607	1,781,105	165,576
2025-2026	29,453,536	46,704,479	104,186	-136,324

v. INCREMENTX PRIVATE LIMITED:

This Subsidiary is incorporated in India to carry on the business of Digital Advertising and Monetization, Internet-based Advertising, Digital Marketing, Advertising Consulting and act as a service agent or an intermediary between the Digital Marketers/ Advertisers and the Digital Publishers and help them to increase (increment) the revenue and as needed expand the same business across the globe by setting up business units or appointing partners.

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2024-2025	56,038,569	158,278,514	13,998,452	6,123,606
2025-2026	242,995,684	136,395,757	2,765,043	-5,916,507

vi. VERTOZ FZ-LLC:

This Subsidiary is a Company incorporated in UAE with the Government of Ras Al Khaimah, UAE and it got the license on 5th August 2022. It is incorporated to carry out the business of Digital Advertising, Domain selling, Cloud Hosting and providing IT & IT enabled services in Domestic and International Market and having its one operational step-down subsidiary holding 100% stake in it located at UAE in the name of OR Solutions FZ-LLC which is also operational in nature. The consolidated operation activities brief as follows:

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2024-2025	1,029,203,445	1,354,956,164	244,973,545	63,887,889
2025-2026	1,388,853,320	1,153,992,106	336,717,551	-65,371,447

vii. VERTOZ LIMITED (HONG KONG):

This Wholly-owned Subsidiary is incorporated in Hong Kong on 25th April 2023 to carry on the business of Online Digital Advertising, Domain selling, Cloud Hosting IT & IT-Enabled Services and any other general trading of Goods or Services.

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2024-2025	140,326	33	-121,279	-125,929
2025-2026	78,031	416,985	-444,850	-111,380

viii. PERFOMISE SOLUTIONS PRIVATE LIMITED (FORMERLY KNOWN AS SILVERTECH WEB SOLUTIONS PRIVATE LIMITED):

Perfomise Solutions Private Limited (Formerly known as Silvertch Web Solutions Private Limited) an Indian Company became the Subsidiary of Vertoz Limited on the acquisition of 51.00% Equity Shares through their authorized representative on 08th August 2023 and having its one operational step-down subsidiary holding 100% stake in it located in USA in the name of Perfomise Inc. The consolidated operation activities brief as follows:

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2024-2025	33,964,207	31,778,087	-34,168,865	1,487,971
2025-2026	95,693,885	127,084,011	978,433	-1,385,144

ix. ADMERIDIAN INC:

Earlier it was Wholly-owned Subsidiary of PayNX Technologies Private Limited, but pursuant to Merger which became effective from 21st February 2024, it became the Wholly-Owned Subsidiary of Vertoz Limited. It was incorporated on 29th July 2016 and is engaged in the business of IT enabled Services and is located at 99 Hudson Street, 5th Floor, New York, 10013, US. AdMeridian offers a programmatic and automated advertising platform for advertisers and publishers to reach their target audience and having its Seven operational step-down subsidiary holding 100% stake in it located in USA in the name of Adokut Inc, Adcanny Inc, AdZesto Inc, Boffoads Inc, Flairads Inc, Admida Inc and OwnAdtech inc. The consolidated operation activities brief as follows:

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2024-2025	323,000,389	273,630,548	-13,696,441	10,353,301
2025-2026	325,910,798	344,129,701	35,259,131	-11,824,591

x. HUEADS INC:

Earlier it was Wholly-owned Subsidiary of PayNX Technologies Private Limited, but pursuant to Merger which became effective from 21st February 2024, it became the Wholly-Owned Subsidiary of Vertoz Limited. It was incorporated on 29th July 2016 and it aims at providing media solution to all online sellers and buyers in the world of digital media through our advanced open bidding system and helps them monetize & grow throughout their journey.

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2024-2025	80,828,023	70,396,557	-180,117	3,722,117
2025-2026	61,243,828	62,986,699	16,122,683	-3,991,406

xi. OWNREGISTRAR INC:

Earlier it was Wholly-owned Subsidiary of PayNX Technologies Private Limited, but pursuant to Merger which became effective from 21st February 2024, it became the Wholly-Owned Subsidiary of Vertoz Limited. It was incorporated on 29th July 2016. It is one of the few white-labeled domain registrars in the world. Since the inception of its domains and hosting provider company, OwnRegistrar boasts of being a complete Domain Solutions Provider.

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2024-2025	238,267,057	202,408,015	526,137	-5,046,348
2025-2026	175,929,415	234,328,983	6,687,480	-3,093,557

xii. QUALISPACE INC:

Earlier it was Wholly-owned Subsidiary of PayNX Technologies Private Limited, but pursuant to Merger which became effective from 21st February 2024, it became the Wholly-Owned Subsidiary of Vertoz Limited. It was formed on 29th July 2016 and is engaged in the business of Domain and Hosting Activities. It is located at 33 Wood Avenue, South Suite 600 Iselin, New Jersey 08830.

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2024-2025	17,168,715	3,013,722	-8,975,985	-2,164,685
2025-2026	32,166,684	17,205,504	839,112	-6,060

xiii. VOKUT INC:

Earlier it was Wholly-owned Subsidiary of PayNX Technologies Private Limited, but pursuant to Merger which became effective from 21st February 2024, it became the Wholly-Owned Subsidiary of Vertoz Limited. It was incorporated on 29th July 2016. Vokut is a Premium Publisher Network acts as Strategic Platform, bridges the gap between a publisher's direct sale of guaranteed inventory and their 3rd party sold, non-guaranteed inventory.

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2024-2025	36,464,440	16,396,662	63,696	772,474
2025-2026	70,968,711	81,093,692	18,308,552	-736,735

xiv. QUALISPACE CLOUD PRIVATE LIMITED:

QualiSpace Cloud Private Limited is an ICANN Accredited Domain Name Registrar and a leading provider of Web and Cloud Hosting services. Its aim is to empower, expand, and drive exponential growth for small and medium-sized businesses through our tailor-made web hosting services. It is incorporated on 31st July 2024.

Financial Year	Total Assets (₹)	Total Revenue (₹)	Share of Net Profit/(Loss) (₹)	Net Cash Flows (₹)
2024-2025	5,459,658	8,568,207	592,751	975,252
2025-2026	29,225,569	52,834,940	4,568,918	-415,416

xv. WEBIMAX LLC:

During the Financial Year under review, the Company's wholly owned subsidiary, Vertoz Inc., USA, acquired an 80% equity stake in WebiMax LLC, USA, on February 17, 2026, pursuant to the definitive agreement dated November 26, 2025, making WebiMax LLC a direct subsidiary of Vertoz Inc. and a step-down subsidiary of the Company. WebiMax LLC is a New Jersey-based AI-enabled technology company providing digital marketing and AI-driven performance solutions. The remaining 20% stake is proposed to be acquired over the next three years, subject to the achievement of agreed performance milestones.

During the year under review, the Board of Directors have reviewed the affairs of the Subsidiaries. Pursuant to the provisions of sub section (3) of section 129 of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, the salient features of the Financial Statement of each of our Subsidiaries are set out in the prescribed format AOC-1 which forms part of the Financial Statements section of this Annual Report attached as **"ANNEXURE – 2"**.

Pursuant to the requirements of Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the details of Loans/Advances made to, and investments made in the subsidiary have been furnished in Notes forming part of the Accounts.

10 ANNUAL RETURN:

As required under Section 134(3)(a) of the Act, the Annual Return in accordance with Section 92(3) in Form No. MGT-7 for the Financial Year 2025-2026, is available on the Company's website <https://www.vertoz.com/ir/financials/>

During the financial year under review, the Company has not borrowed any amount from its Directors. Accordingly, the provisions relating to exclusion of amounts received from Directors from the definition of "Deposit" under Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014, are not applicable to the Company.

11 NUMBER OF MEETINGS OF BOARD:

During the Financial Year under review the Board met 11 (Eleven) times on 23rd, April, 2025, 26th May, 2025, 13th June, 2025, 01st August, 2025, 07th August, 2025, 30th August, 2025, 05th September, 2025, 13th November, 2025, 10th December, 2025, 20th January, 2026, 06th February, 2026.

Board Resolutions were passed via Circular Resolutions on 10th March, 2026. Nomination and Remuneration Committee also passed Circular Resolution on 26th May 2025.

The necessary quorum was present at all the Meetings. The intervening gap between any two Meetings was not more than one hundred and twenty days as prescribed by the Act.

For details of Meeting, please refer Corporate Governance Report, forming part of this Annual Report as “ANNEXURE – 6”.

12 COMMITTEES OF THE BOARD:

As on 31st March 2026, the Board of Directors has duly constituted the Audit Committee, the Stakeholders Relationship Committee and the Nomination & Remuneration Committee.

Composition of Audit Committee is as follows:

Name	Designation	Category
Mr. Rohit Keshavlal Vaghadia	Chairman	Independent Director
Mr. Rajkumar Chandulal Gupta	Member	Independent Director
Mr. Hirenkumar Rasiklal Shah	Member	Executive Director

The Nomination and Remuneration Policy provides a framework for the appointment, evaluation, remuneration and succession planning of Directors, Key Managerial Personnel and Senior Management, while ensuring appropriate qualifications, skills, experience, diversity, performance-based remuneration and compliance with applicable statutory and regulatory requirements. The revamped policy as adopted in Board meeting held on 13th August, 2026 can be referred on the website of the company at <https://cdn.vertoz.com/wp-content/uploads/2020/10/Nomination-and-Remuneration-Policy.pdf>

The details about the composition of the Board and other Committees are provided in the Corporate Governance Report.

13 DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to Financial Statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

The internal audit is carried out by in house Internal Audit Department, for the Financial Year 2025-2026. The periodical Audit Reports, including significant audit observations and corrective actions thereon, are presented to the Chairman of the Audit Committee for deliberation, discussion and implementation.

14 MATTERS RELATING TO BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY:

a) DETAILS OF BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors is duly constituted and consists of the following 06 (six) Directors as on the close of the financial year:

Sr. No.	Name of Directors	DIN/PAN	Category	Members of Audit Committee	No. of Shares held as on 31st March, 2026
1	Hirenkumar Rasiklal Shah	00092739	Managing Director	Yes	21,987,648
2	Ashish Rasiklal Shah	00092787	Non-Executive Director	No	21,987,648
3	Harshad Uttamchand Shah	07849186	Chairman & Non-Executive Director	No	337,068
4	Rohit Keshavlal Vaghadia	07946771	Independent Director	Yes	126,040
5	Dimple Hirenkumar Shah	07788365 & AZYP55749M	Executive Director & Chief Financial Officer	No	5,020,000
6	Rajkumar Gupta	10616896	Independent Director	Yes	NIL
7	Zill Shah*	EZOPS6680B	Company Secretary & Compliance Officer	NA	3808

** Mrs. Zill Pankaj Shah resigned from the position of Company Secretary and Compliance Officer w.e.f 08th May, 2026. Subsequently Mrs. Nupur Joshi was appointed as the Company Secretary and Compliance Officer of the Company w.e.f 29th May, 2026*

b) CHANGES IN COMPOSITION OF BOARD OF DIRECTORS:

There were no changes in the Board of Directors of the in Company in FY 2025-2026.

c) RETIREMENT BY ROTATION:

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Harshad Uttamchand Shah (DIN: 07849186), is liable to retire by rotation and being eligible for re-appointment at the ensuing AGM of your Company, has offered himself for re-appointment.

d) ANNUAL EVALUATION OF BOARD OF DIRECTORS AND ITS COMMITTEES:

Pursuant to the applicable provisions of the Companies Act, 2013, and SEBI (LODR) Regulations, 2015, the Board has carried out Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its all Committees. The Board's functioning was evaluated on various aspects, including inter-alia the structure of the Board, meetings of the Board, functions of the Board, degree of fulfilment of key responsibilities, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning. The Committees of the Board were assessed on the degree of fulfilment of key responsibilities, adequacy of Committee composition and effective participation of Board of Directors in its meetings. The Directors were evaluated on aspects such as attendance, contribution at Board/Committee Meetings and guidance/support to the Management outside Board/Committee Meetings. The performance assessment of Non-Independent Directors, Board as a whole and the Chairman were evaluated in a separate Meeting of Independent Directors. The same was also discussed in the NRC and the Board. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

The manner in which the evaluation has been carried out has been explained below:

Performance Evaluation criteria:

Separate exercise was carried out to evaluate the performance of individual Directors (including the Chairman) by the Nomination and Remuneration committee, as per the structured mechanism which were evaluated on following parameters / criteria:

- Participation and contribution by a director,
- Commitment (including guidance provided to senior management outside of Board/ Committee meetings),
- Effective deployment of knowledge and expertise,
- Effective management of relationship with stakeholders,
- Integrity and maintenance of confidentiality,
- Independence of behavior and judgment,
- Observance of Code of Conduct, and
- Impact and influence

Opinion of the Board on Integrity, Expertise and Experience of Independent Directors:

The Board is of the opinion that the Independent Directors appointed in the Company possess the requisite integrity, expertise, experience and proficiency required to effectively discharge their duties and responsibilities as Independent Directors of the Company. The Board is satisfied that their qualifications, knowledge, skills, professional experience and proficiency are appropriate and commensurate with the size, nature and complexity of the business of the Company and that they bring valuable insights and independent judgment to the deliberations of the Board and its Committees.

Code of Conduct for Directors and Senior Management:

The Company has adopted a Code of Conduct for Board Members and Senior Management Personnel which provides guiding principles of conduct to promote ethical conduct of business. The adoption of the Code stems from the fiduciary responsibility that the Directors and Senior Management have towards the stakeholders of the Company. The Directors and Senior Management act as trustees in the interest of all stakeholders of the Company by balancing conflicting interest, if any, between stakeholders for optimal benefit.

All the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board and Senior Management Personnel for the financial year 2025-26. A declaration to this effect signed by the Managing Director forms part of this Annual Report.

The Code for Board Members and Senior Management of the Company is posted on the website of the Company and may be accessed at the link: <https://www.vertoz.com/investor/CODE-OF-ETHICS-FOR-BOARD-MEMBERS-AND-SENIOR-MANAGERS.pdf>

e) DECLARATION BY INDEPENDENT DIRECTORS:

During the Financial Year under review, declarations were received from all Independent Directors of the Company that they satisfy the Criteria of Independence as defined under Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of Section 149(6) of the Companies Act, 2013, the Schedules and Rules framed there under.

Based on the declaration received from all the Independent Directors and also in the opinion of the Board, all independent Directors possess integrity, expertise, experience & proficiency and are independent of the Management.

During the year under review, none of the Independent Directors of the Company has had any pecuniary relationship or transactions with the Company, other than sitting fees or commission.

f) POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The policy of the Company on Directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a Director and other matters, as mandated under Section 178 (3) of the Act, is available on the Company's website at the link: <https://vertoz.com/ir/policies/>

The details with respect to training and familiarization programs can be accessed at <https://vertoz.com/ir/wp-content/uploads/2026/04/FAMILIARISATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS-2025-2026.pdf>

15 COMPLIANCE WITH SECRETARIAL STANDARDS:

The Board of Directors confirm that the Company, has duly complied and is complying, with the applicable Secretarial Standard/s, namely Secretarial Standard – 1 ('SS-1') on Meetings of the Board of Directors and Secretarial Standard - 2 ('SS-2') on General Meetings, during the FY 2025-2026.

16 CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):

During the FY 2025-2026 under review, no such event occurred by which Corporate Insolvency Resolution Process can be initiated under the Insolvency and Bankruptcy Code, 2016 (IBC). As such, no specific details are required to be given or provided.

17 FAILURE TO IMPLEMENT ANY CORPORATE ACTION:

During the FY 2025-2026 under review, there were no failure to implement any corporate action.

18 VIGIL MECHANISM / WHISTLE BLOWER:

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors of the Company has, framed "Vigil Mechanism Policy" for Directors and Employees of the Company to provide a mechanism which ensures adequate safeguards to Employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Board of Directors. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

19 RISK MANAGEMENT:

The Company has put in place appropriate systems and processes for identification, assessment and monitoring of various risks associated with its business and operations. The management periodically reviews the key risks and takes appropriate measures to mitigate and manage such risks. The Board of Directors is apprised of the key risks and the steps taken for their mitigation, as and when required.

20 AUDITORS:**a) APPOINTMENT:**

M/s. Mittal & Associates, Chartered Accountants (FRN: 106456W), were appointed as Statutory Auditors of the Company at the Seventh Annual General Meeting (AGM) held on 28th August, 2018 for the first term to hold office for a period of 5 (five) years from the conclusion of the Seventh AGM until the conclusion of the Twelfth AGM of the Company. They were re-appointed for a second term of consecutive 5 (five) years starting from the conclusion of the 12th AGM held on 29th September 2023 until the conclusion of the 17th AGM to be held for the financial year 2027-2028.

The Statutory Auditors have given confirmation to the effect that they are eligible for their re-appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

b) AUDITORS REPORT:

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory and needs no further explanation. The Auditors have given unmodified opinion in their report for the Financial Year 2025-2026.

c) REPORTING OF FRAUDS BY STATUTORY AUDITORS UNDER SECTION 143 (12):

There were no instances of fraud reported by Statutory Auditors of the Company under Section 143 (12) of the Act read with Companies (Accounts) Rules, 2014.

d) MAINTENANCE OF COST RECORDS:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is not required to maintain Cost Records under said Rules.

e) SECRETARIAL AUDIT FOR THE YEAR ENDED 31ST MARCH, 2026:

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Practicing Company Secretary. M/s. U. Hedge & Associates, Practicing Company Secretaries had been appointed to issue Secretarial Audit Report for the Financial Year 2025-2026.

Secretarial Audit Report issued by M/s. U. Hedge & Associates, Practicing Company Secretaries in Form MR-3 for the Financial Year 2025-2026 forms part of this report as an **"ANNEXURE – 4"**. The said report does not contain observations or qualifications.

21 MAINTENANCE OF COST RECORDS:

Pursuant to the provisions of Sec on 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the Company is not required to maintain Cost Records under said Rules.

22 CORPORATE GOVERNANCE:

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a separate section on "Corporate Governance" with a detailed Report on Corporate Governance forms part of this Annual Report enclosed as **"ANNEXURE – 6"**.

23 CORPORATE SOCIAL RESPONSIBILITY:

The provisions relating to Corporate Social Responsibility ("CSR") under **Section 135 of the Companies Act, 2013** became applicable to the Company for the first time during the Financial Year 2025–26. Accordingly, the Company undertook its CSR activities in compliance with the applicable provisions of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.

During the year under review, the Company contributed **₹8,77,555/- (Rupees Eight Lakh Seventy-Seven Thousand Five Hundred and Fifty-Five Only)** on 4th January, 2026 to Shree Hemratna Sadharmik Bhakti Foundation, a registered trust, towards animal welfare initiatives, including feeding and medical care of cows and cattle, provision of fodder and nutritional supplements, and repairs and maintenance of animal shelters.

The utilisation of the CSR contribution has been certified by the implementing agency through a Fund Utilisation Certificate. The requisite details of the CSR activities undertaken during the Financial Year 2025–26 are provided in CSR-2, enclosed as **"Annexure 11"** to this Annual Report.

Composition of the CSR Committee & Governance Structure:

The Board of Directors shall oversee and monitor all matters relating to the implementation of the CSR Policy as there is no requirement for constitution of CSR Committee in the Company. The constitution of a CSR Committee is mandatory where the Company is required to spend an amount exceeding ₹50 lakhs towards CSR in a financial year. As the Company has not crossed the said threshold, the mandatory constitution of the CSR Committee is presently not applicable. However, if the said threshold is crossed in any future financial year, the Company shall constitute a CSR Committee in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Accordingly:

- The strategic objectives of CSR activities shall be defined by the Board, ensuring alignment with the Company's mission and values.
- Designated authorities shall coordinate the implementation of CSR projects, liaise with stakeholders and ensure timely and effective execution.
- The finance team shall ensure appropriate budgeting, fund allocation and financial controls for CSR activities.

Mode of Implementation: The Company may undertake its CSR activities either directly or through eligible implementing agencies in accordance with Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time. Such implementing agencies shall include companies established under Section 8 of the Companies Act, 2013, registered public trusts or registered societies, having a valid CSR Registration Number, as prescribed under the said Rules.

CSR policy can be referred to at: <https://vertoz.com/ir/wp-content/uploads/2026/02/CSR-Policy.pdf>

24 PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in Securities by the Directors and designated employees of the Company. The said code of conduct is in line with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code requires pre-clearance for dealing in the Company's Shares and prohibits the purchase or sale of Company Shares by the Directors and the Designated Employees while in possession of Unpublished Price Sensitive Information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All the Directors and the Designated employees have complied with the Code. The Code of Conduct of the Company is also posted on the Company's website at: <https://vertoz.com/ir/policies/>

25 INFORMATION ABOUT MANAGEMENT DISCUSSION AND ANALYSIS REPORT & AOC-1:

Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis report is annexed hereto and marked as “ANNEXURE - 1” and AOC-1 is attached as “ANNEXURE - 2”.

26 MEANS OF COMMUNICATION:

The Company has designated compliance@vertoz.com as an email id for the purpose of registering complaints by investors and displayed the same on the website of the Company.

27 OTHER DISCLOSURES:**a) DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:**

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

b) DISCLOSURE OF INTIMATION FOR CONDUCTING GOODS AND SERVICE TAX AUDIT:

During this year, the Company have filed all the GST Returns as per GST Norms. There are no GST dues pending with the Company as on 31st March, 2026.

c) DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, in relation to the Audited Financial Statements of the Company for the year ended 31st March, 2026, the Board of Directors hereby confirm that:

- a) In the preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b) Such Accounting Policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2026 and of the profit/loss of the Company for that year;
- c) Proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Annual Accounts of the Company have been prepared on a going concern basis;
- e) They had laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively;
- f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of Internal Financial Controls and Compliance Systems established and maintained by the Company, the work performed by the Internal, Statutory and Secretarial Auditors and External Consultants, including the Audit of Internal Financial Controls over Financial Reporting by the Statutory Auditors and the reviews performed by management and the relevant Board Committees, including Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls were adequate and effective during the Financial year 2025-2026.

d) SUSPENSION OF TRADING:

During the year under review, the shares were suspended for trading with effect from June 25, 2025 due to consolidation of equity shares from Re. 1/- each to Rs.10/- each.

e) BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:

Pursuant to the Clause (f) of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the inclusion of the Business Responsibility and Sustainability Report (BRSR) as part of the Annual report for the top 1000 listed entities based on market capitalization, with effect from 14th June, 2023. As the Company does not fall under the criteria specified, the BRSR is not applicable to the Company.

f) DEMATERIALISATION OF SHARES:

The Company's shares are held with both the Depositories i.e., National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). 85229998 of the Company's Shares are held in Electronic/Demat form as on March 31, 2026.

As on March 31, 2026, the number of Shares held in dematerialized and physical mode are as under:

No. of shares in dematerialized form in CDSL	24789073
No. of shares in dematerialized form in NSDL	60440925
No. of shares in Physical	2
Total no. of Shares	85230000

g) PAYMENT OF LISTING AND DEPOSITORIES FEES:

The Company has duly paid the requisite Annual Listing Fees for the FY 2025-2026, to the National Stock Exchange of India Limited (NSE).

The Company has also duly paid the requisite annual custodian/depository fee and other fees for the FY 2025-2026, to the National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL).

h) POLICY ON SEXUAL HARASSMENT AT WORKPLACE:

Your Company is an employer who offers equal opportunity to all of its employees and is committed to ensuring that the work environment at all its locations is conducive to fair, safe and harmonious relations between employees. It strongly believes in upholding the dignity of all its employees, irrespective of their gender or seniority. Discrimination and harassment of any type are strictly prohibited.

The Company has in place an appropriate Policy on Prevention of Sexual Harassment at Workplace in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to prevent sexual harassment of its employees. The Policy is available on the Company's website <https://vertoz.com/ir/policies/>

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this Policy. The Company ensures that no employee is disadvantaged by way of gender discrimination.

The Company did not receive any complaint during the financial year 2025-2026.

The following is the summary of Sexual Harassment complaints received and disposed of during the year 2025-2026.

- No. of Complaints Received: Nil
- No. of Complaints Disposed of: Nil
- No. of cases pending for more than 90 days: Nil

28 COMPLIANCE REGARDING MATERNITY BENEFIT ACT, 1961:

During the year under review, the Company was in compliance with respect to the provisions relating to the Maternity Benefits Act, 1961.

29 DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

30 DISCLOSURE OF REASON FOR DIFFERENCE BETWEEN VALUATION DONE AT THE TIME OF TAKING LOAN FROM BANK AND AT THE TIME OF ONE TIME SETTLEMENT WITH BANK:

There was no instance of a one-time settlement with any Bank or Financial Institution.

31 DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

The disclosures as per Rule 5 of Companies (Appointment & Remuneration) Rules, 2014 have been marked as "ANNEXURE – 5".

32 APPRECIATION:

Your Directors' wish to convey their gratitude and appreciation to all the employees of the Company posted at all its locations for their tremendous personal efforts as well as collective dedication and contribution to the Company's performance.

Your Directors' would also like to thank the employees, shareholders, customers, dealers, suppliers, bankers, Government and all other business associates, consultants and all the stakeholders for their continued support extended to the Company and the Management.

**For & on behalf of Board of Directors of Vertoz Limited
(Formerly known as Vertoz Advertising Limited)**

**Place: Mumbai
Date: 01st September 2026**

**Sd/-
Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186**

ANNEXURE: 1**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****(a) Industry structure and developments:**

Programmatic advertising is a highly automated form of digital advertising, whereby advertising space is bought, and advertisements are placed through an auction across campaigns from a large number of advertising platforms, and where bids are calculated in real time per individual advertisement placement, using a set of advanced algorithms, historic data, and a number of parameter sit dramatically reduces the margin of human error and the labor-intensive process of media buying and replaces them with technology-based techniques that target the right customer with the right advertisement at the right time.

The key advantages of programmatic buying include: (i) Liquidity, which optimizes pricing, benefiting both publishers and advertisers, (ii) Automation, which allows marketers to streamline the process by using a technology platform to purchase impressions in an automated way, typically on an exchange, and (iii) Impression-by-impression targeting, which enables buyers to bid on specific impressions and target users believed to be most receptive to the advertising. While programmatic buying was initially focused on display advertising, they have since expanded to mobile, video, native and social.

(b) Opportunities and Threats:

Our Real Time Bidding technology (RTB) evaluates at peak 10,00,000 (10 Lakh/ 1 Million) advertisement opportunities per seconds. Our core bidding architecture is easily adaptable to a variety of advertisement formats, allowing our technology to communicate with a variety of inventory sources.

In today's dynamic business environment which is filled with rapid change of technology, government policies, mounting competitive threats and constant new entrants into market, it is challenging to sustain and handle the intricacies and provide competitive solutions to its clients. We face competition from domestic and international Companies. We foresee this competition to continue to grow as the demand for advertising and monetizing solutions increases. Further we believe that our competition also depends on several factors which include currency fluctuations, changing business framework, information technology policies, difficult to retain skilled staff etc. We currently operate globally from our offices in four countries. We believe we can extend our marketplace platform through international expansion to help automate and improve advertising for buyers and sellers globally. We intend to grow our market share in our existing international markets. We also plan to expand our business operations into new territories including Asia, Eastern Europe and Latin America by organic and inorganic ways.

(c) Segment-wise or product-wise performance:

The Company has only one Segment i.e. IT enabled services and other allied services.

(d) Outlook:

Our technology is a key factor affecting our performance. We plan to continue to make substantial investments in our technology and research and development to enhance the effectiveness of our solution.

We sell our solution to advertisers and publishers through our global direct sales team, which operates from our locations in India, US, UK and UAE. This team leverages its market knowledge and expertise to demonstrate the benefits to advertisers and publishers of advertising automation and our solution. We are focused on managing our brand and increasing market awareness to do so, we often present at global industry conferences/exhibitions, create custom events and invest in public relations.

(e) Risks and concerns:

The Digital Advertising market is relatively new, and our solution may not achieve or sustain high levels of demand and market acceptance. While display advertising has been used successfully for many years, marketing via new digital advertising channels, such as mobile and social media and digital video advertising, is not well established. The future growth of our business could be constrained by the level of acceptance and expansion of emerging digital advertising channels, as well as the continued use and growth of existing channels, such as digital display advertising, in which our capabilities are more established. It is difficult to predict the future growth rate and size of the digital advertising solutions market or the entry of competitive solutions. Any expansion of the market for digital advertising solutions depends on a number of factors, including the growth of the digital advertising market, the growth of social media, mobile and video as advertising channels and the cost, performance and perceived value associated with digital advertising solutions. If demand for digital display advertising and adoption of automation does not continue to grow, or if digital advertising solutions or advertising automation do not achieve widespread adoption, or there is a reduction in demand for digital advertising caused by weakening economic conditions, decreases in corporate spending or otherwise, our competitive position will be weakened, and our revenue and results of operations could be harmed.

(f) Internal control systems and their adequacy:

The Company has an adequate Internal Control System commensurate with the size and nature of its business. Pursuant to Section 138 of the Act & rules made thereunder, has been appointed as an Internal Auditor of the company to review various operations of the Company and report to the Audit Committee their findings.

(g) Discussion on financial performance with respect to operational performance:

Company's Financial performance is quite satisfactory and further company ensure compliance with all applicable laws and rules made thereunder. The Company's consolidated revenue from operations was ₹25,519.92 Lakhs during year 2024-2025 whereas for the FY 2025- 2026 the revenue from operations was ₹29,185.82 Lakhs which shows increase of 14.37%.

(h) Material developments in Human Resources front, including number of people employed:

There have been no changes in Human Resource Policy of our Company. We provide stress free and healthy environment to our employees. There are almost 303 employees working in our Company for the year ended March 31, 2026.

(i) Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:

Ratios	Current Reporting Period	Previous reporting period	% of Change	Reasons if % change is 25% or more
Debt Equity Ratio	0.26	0.11	133.25%	There is an increase in the borrowings, due to which there is a change in this ratio.
Inventory Turnover Ratio	0	0	0.00%	Changes is less than 25%
Trade Receivables Turnover Ratio	1.46	1.40	4.84%	Changes is less than 25%
Current Ratio	1.58	3.21	-50.84%	The decrease is due to increase in short term borrowings and trade payables
Net profit Margin (%)	7.10%	8.93%	-20.50%	Changes is less than 25%
Interest Coverage Ratio (times)	3.51	5.07	-30.77	There is an increase in the borrowing and revenue both, due to which there is a change in this ratio
Operating Profit Margin (%)	54.41	55.81	-2.51	Change is less than 25%

(j) Details pertaining to Net-worth of the Company:

(Amt in lakhs)

Particulars	As on 31.03.2026	As on 31.03.2025
Net-worth	₹ 14,448.22	₹ 13,166.53

(k) **Disclosure of Accounting Treatment:** In the preparation of Financial Statements, the applicable Accounting Standards have been followed to represent the facts in the financial statement in a true and fair manner.

(I) Cautionary Statement: Statements in the Management Discussion & Analysis Report describing the Company's expectations, opinion, and predictions may please be considered as "forward looking statements" only. Actual results could differ from those expressed or implied. Company's operations should be viewed in light of changes in market conditions, prices of raw materials, economic developments in the Country and such other factors.

**For & on behalf of Board of Directors of
Vertoz Limited
(Formerly known as Vertoz Advertising Limited)**

Sd/-

Harshad Shah

Chairman & Non-Executive Director

DIN: 07849186

Place: Mumbai

Date: 01st September 2026

ANNEXURE: 2
Form AOC – 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A– Subsidiaries

(Consolidated Information in respect of each subsidiary to be presented with amounts in ₹)

Sr. No.	Particulars	1	2	3	4	5
1	Name of the Subsidiary	Vertoz INC	Vertoz Limited	Adzurite Solutions Private Limited	Own Web Solution Private Limited	IncrementX Private Limited
2	The date since when subsidiary was acquired	13.10.2015	05.10.2015	22.02.2019	27.10.2021	29.08.2022
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2025 31.03.2026	01.04.2025 31.03.2026	01.04.2025 31.03.2026	01.04.2025 31.03.2026	01.04.2025 31.03.2026
4	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	USD (\$)	GBP (£)	INR (₹)	INR (₹)	INR (₹)
		(\$ 1 = ₹ 94.6543)	(£ 1 = ₹125.6347)			
5	Share Capital	₹ 339,732,103.00	₹ 42,346,432.00	₹ 100,000.00	₹ 100,000.00	₹ 100,000.00
6	Reserves and Surplus	₹ 146,831,561.00	₹ 136,761,229.00	₹ 15,760,614.00	₹ 6,060,342.00	₹ 17,517,394.00
7	Total Assets	₹ 2,600,743,053.00	₹ 342,621,750.00	₹ 19,833,155.00	₹ 29,453,536.00	₹ 242,995,684.00
8	Total Liabilities	₹ 2,161,464,165.00	₹ 163,514,089.00	₹ 3,972,541.00	₹ 23,293,193.00	₹ 225,378,290.00
9	Investments	₹ -	₹ -	₹ -	₹ -	₹ -

10	Turnover (Revenue from operations & Other income)	₹ 1,321,437,487.00	₹ 2,306,260.00	₹ 40,282,624.00	₹ 46,704,479.00	₹ 136,395,757.00
11	Profit before Taxation	₹ 5,224,374.00	₹ -227,981,790.00	₹ 7,455,493.00	₹ 505,234.00	₹ 5,200,768.00
12	Provision for Taxation	₹ 8,94,485	₹ 0.00	₹ 2,126,513.00	₹ 401,048.00	₹ 2,435,725.00
13	Profit after Taxation	₹ 4,329,889	₹ -227,981,790.00	₹ 5,328,981.00	₹ 104,186.00	₹ 2,765,043.00
14	Proposed Dividend	₹ -	₹ -	₹ -	₹ -	₹ -
15	Extent of shareholding (in percentage)	100%	100%	100%	100%	100%

Sr. No.	Particulars	6	7	8	9	10
1	Name of the Subsidiary	Vertoz FZ-LLC	Perfomise Solutions Private Limited	Vertoz Limited	Admeridian Inc	Hueads Inc
2	The date since when subsidiary was acquired	05.08.2022	08.08.2023	25.04.2023	21.02.2024	21.02.2024
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2025 31.03.2026	01.04.2025 31.03.2026	01.04.2025 31.03.2026	01.04.2025 31.03.2026	01.04.2025 31.03.2026
4	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	AED	INR (₹)	HKD	USD (\$)	USD (\$)
		(AED 1 = ₹25.7694)		(HKD 1= ₹ 11.9718)	(\$ 1 = ₹ 94.6543)	(\$ 1 = ₹ 94.6543)
5	Share Capital	₹ 374,862,019.00	₹ 100,000.00	₹ 299,295.00	₹ 94,654.00	₹ 94,654.00
6	Reserves and Surplus	₹ 817,905,104.00	₹ -57,070,144.00	₹ -820,036.00	₹ -119,880,856.00	₹ -4,994,040.00
7	Total Assets	₹ 1,388,852,320.00	₹ 95,693,885.00	₹ 78,031.00	₹ 325,910,798.00	₹ 61,243,828.00

8	Total Liabilities	₹ 196,086,197.00	₹ 152,664,029.00	₹ 598,772.00	445,697,000.00	₹ 66,143,214.00
9	Investments	₹ -	₹ -	₹ -	₹ -	₹ -
10	Turnover (Revenue from operations & Other income)	₹ 1,153,992,106.00	₹ 127,084,011.00	₹ 416,985.00	₹ 344,129,701.00	₹ 62,986,699.00
11	Profit before Taxation	₹ 359,083,058.00	₹ 1,363,175.00	₹ -444,850.00	₹ 35,565,342.00	₹ 16,143,368.00
12	Provision for Taxation	₹ 22,365,508.00	₹ 389,361.00	₹ 0.00	₹ 306,211.00	₹20,685.00
13	Profit after Taxation	₹ 336,717,551.00	₹ 978,433.00	₹ -444,850.00	₹ 35,259,131.00	₹ 16,122,683.00
14	Proposed Dividend	₹ -	₹ -	₹ -	₹ -	₹ -
15	Extent of shareholding (in percentage)	100%	51%	100%	100%	100%

Sr. No.	Particulars	11	12	13	14
1	Name of the Subsidiary	Ownregistrar Inc	Qualispace Inc	Vokut Inc	Qualispace Cloud Private Limited
2	The date since when subsidiary was acquired	21.02.2024	21.02.2024	21.02.2024	31.07.2024
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2025 31.03.2026	01.04.2025 31.03.2026	01.04.2025 31.03.2026	01.04.2025 31.03.2026
4	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	USD (\$)	USD (\$)	USD (\$)	INR (₹)
		(\$ 1 = ₹ 94.6543)	(\$ 1 = ₹ 94.6543)	(\$ 1 = ₹ 94.6543)	
5	Share Capital	₹ 94,654.00	₹ 94,654.00	₹ 94,654.00	₹ 100,000.00
6	Reserves and Surplus	₹ 10,872,864.00	₹ -25,008,300.00	₹ -10,222,609.00	₹ 5,156,150.00

7	Total Assets	₹ 175,929,415.00	₹ 32,166,684.00	₹ 70,968,711.00	₹ 29,225,569.00
8	Total Liabilities	₹ 164,961,897.00	₹ 57,080,330.00	₹ 81,096,666.00	₹ 23,969,420.00
9	Investments	₹ -	₹ -	₹ -	₹ -
10	Turnover (Revenue from operations & Other income)	₹ 234,328,983.00	₹ 17,205,504.00	₹ 81,093,692.00	₹ 52,834,940.00
11	Profit before Taxation	₹ -6,705,828.00	₹ 844,132.00	₹ 18,320,583.00	₹ 6,254,754.00
12	Provision for Taxation	₹ 18,348	₹ 5,020.00	₹ 12,030.00	₹ 1,685,836.00
13	Profit after Taxation	₹ 6,687,480.00	₹ 839,112.00	₹ 18,308,552.00	₹ 4,568,918.00
14	Proposed Dividend	₹ -	₹ -	₹ -	₹ -
15	Extent of shareholding (in percentage)	100%	100%	100%	100%

For and on behalf of Vertoz Limited
(Formerly known as Vertoz Advertising Limited)

sd/-

Hirenkumar Shah
Managing Director
DIN: 00092739

sd/-

Harshad Uttamchand Shah
Chairman &
Non-Executive Director
DIN: 00091585

sd/-

Chief Financial Officer &
Executive Director
DIN: 07788365

sd/-

Nupur Joshi
Company Secretary & Compliance Officer
PAN: ARDPJ6139R

Place: Mumbai

Date: 29th May, 2026

Part B – Associates and Joint Ventures
(Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures)

Name of Associates or Joint Ventures	Nil
1. Latest audited Balance Sheet Date	N.A.
2. Date on which the Associate or Joint Venture was associated or acquired	
3. Shares of Associate or Joint Ventures held by the Company on the year end	
a) No.	
b) Amount of Investment in Associates or Joint Venture	
c) Extent of Holding (in percentage)	
4. Description of how there is significant influence	
5. Reason why the associate/joint venture is not consolidated	
6. Net worth attributable to shareholding as per latest audited Balance Sheet	
7. Profit or Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

1. Names of associates or joint ventures which are yet to commence operations: **N/A**

2. Names of associates or joint ventures which have been liquidated or sold during the year: **N/A**

For and on behalf of Vertoz Limited
(Formerly known as Vertoz Advertising Limited)

sd/-
Hirenkumar Shah
Managing Director
DIN: 00092739

sd/-
Harshad Uttamchand Shah
Chairman &
Non-Executive Director
DIN: 00091585

sd/-
Chief Financial Officer &
Executive Director
DIN: 07788365

sd/-
Nupur Joshi
Company Secretary & Compliance Officer
PAN: ARDPJ6139R

Place: Mumbai
Date: 29th May, 2026

ANNEXURE: 3
FORM AOC-2
(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)
Particulars of contracts / arrangements entered into by the Company with related parties referred in subsection (1) of Section 188 of the Companies Act, 2013.
1. Details of contracts or arrangements or transactions not at arm's length basis: None
2. Details of material contracts or arrangement or transactions that are at arm's length basis:
(₹ in Lakhs)

Name of the Related Party Nature of Relationship	Nature of contracts / arrangement / transactions	Transaction Value	Duration of the contracts / arrangements / transactions	Amount paid as advances, if any
Ashish Rasiklal Shah	Loan	(75.55)	Ongoing	Nil
Ashish Rasiklal Shah	Remuneration	88.25	Ongoing	Nil
Dimple Hirenkumar Shah	KMP Remuneration	29.13	Ongoing	Nil
Goyam Technologies Pvt Ltd	Advance	0.04	Ongoing	Nil
Harshad Uttamchand Shah	Sitting Fees	0.70	Ongoing	Nil
Hashjini Inc	Advance	(72.63)	Ongoing	Nil
Hashjini Inc	Loan	203.89	Ongoing	Nil
Hashjini Inc	Purchase	7.88	Ongoing	Nil
Hashjini Inc	Sales	9.75	Ongoing	Nil
Hashjini Pvt Ltd	Advance	407.33	Ongoing	Nil
Hirenkumar Rasiklal Shah	KMP Loan	(193.61)	Ongoing	Nil
Hirenkumar Rasiklal Shah	KMP Remuneration	59.48	Ongoing	Nil
Netztrack Solutions	Advance	15.24	Ongoing	Nil

Payexecute Inc	Advance	(7.81)	Ongoing	Nil
Payexecute Inc	Loan	1.11	Ongoing	Nil
Perfomise Inc	Advance	(1.93)	Ongoing	Nil
Perfomise Inc	Loan	184.09	Ongoing	Nil
Perfomise Inc	Purchase	Nil	Ongoing	Nil
Perfomise Inc	Sales	306.34	Ongoing	Nil
Perfomise Solutions Private Limited	Advance	29.10	Ongoing	Nil
Perfomise Solutions Private Limited	Purchase	Nil	Ongoing	Nil
Perfomise Solutions Private Limited	Sales	Nil	Ongoing	Nil
Rajkumar Chandulal Gupta	Sitting Fees	1.00	Ongoing	Nil
Rasiklal Hathichand Shah	Sitting Fees	Nil	Ongoing	Nil
Rohit Keshavlal Vaghadia	Sitting Fees	1.00	Ongoing	Nil
Trunkoz Technologies Pvt Ltd	Advance	24.35	Ongoing	Nil
Trunkoz Technologies Pvt Ltd	Loan	(0.99)	Ongoing	Nil
Trunkoz Technologies Pvt Ltd	Rent	16.80	Ongoing	Nil
Upmarx Inc	Advance	(48.77)	Ongoing	Nil
Upmarx Inc	Loan	(20.42)	Ongoing	Nil
Upmarx Inc	Sales	104.13	Ongoing	Nil
Upmarx Inc	Purchase	160.87	Ongoing	Nil
Vokut Inc	Advance	(2.20)	Ongoing	Nil
Zill Shah	KMP Remuneration	20.69	Ongoing	Nil
Flamyads Inc	Sales	5.69	Ongoing	Nil
Protecxo Cybersecurity Private Limited	Loan	(0.14)	Ongoing	Nil
Protecxo Inc	Purchase	13.05	Ongoing	Nil
Protecxo Inc	Sales	0.09	Ongoing	Nil
Vokut Inc SF	Purchase	3.12	Ongoing	Nil
Axiombid LLC	Purchase	5.98	Ongoing	Nil
Axiombid LLC	Sales	8.87	Ongoing	Nil
SantaAds LLC	Purchase	3.45	Ongoing	Nil
Flamy Ads Inc	Purchase	0.24	Ongoing	Nil

SantaAds LLC	Sales	2.22	Ongoing	Nil
Adoptimix LLC	Purchase	4.40	Ongoing	Nil
Adoptimix LLC	Sales	2.36	Ongoing	Nil
Cortexbid LLC	Purchase	9.68	Ongoing	Nil
Cortexbid LLC	Sales	12.15	Ongoing	Nil
Yieldoz LLC	Purchase	7.49	Ongoing	Nil
Yieldoz LLC	Sales	13.45	Ongoing	Nil

For Vertoz Limited
(Formerly known as Vertoz Advertising Limited)

Sd/-
Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186
Place: Mumbai
Date: 29th May 2026

ANNEXURE 4

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE PERIOD 01-04-2025 TO 31-03-2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Vertoz Limited (Formerly known as Vertoz Advertising Limited)

602, Avior, Nirmal Galaxy, L.B.S Marg,
Opp. Johnson & Johnson, Mulund (W),
Mumbai – 400 080.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vertoz Limited (Formerly known as Vertoz Advertising Limited) (CIN: L74120MH2012PLC226823)** (hereinafter called the “Company”) for the financial year ended 31st March, 2026. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on the verification of the books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit. I hereby report that in my opinion, the Company has, during the Audit period covering 1st April, 2025 to 31st March, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board Processes and Compliance Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company for the Audit period **1st April, 2025 to 31st March, 2026** according to the provisions of:

- (i) The Companies Act, 2013 (“the Act”) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(to the extent applicable)**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the companies act and dealing with client – **Not applicable**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable.**
- h. Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 - **Not applicable.**

(vi) Other Statues, Acts, Laws, Rules, Regulations, Guidelines and Standards etc., as applicable to the Company are given below:

- i. The Industrial Dispute Act, 1947;
- j. Labour Laws and other Incidental Laws related to employees appointed by the Company either on its payroll or on contractual basis as related to Wages, Gratuity, Provident Fund, ESIC, Compensation;
- k. Acts as prescribed under the Direct Tax and Indirect Tax;
- l. Stamp Acts and Registration Acts and

Such other Local Laws as may be applicable.

Based on the Compliance Mechanism prevailing in the Company and representations, information and explanations received from the Officers of the Company, I am of the opinion that the Company has generally complied with the applicable laws, regulations, rules and guidelines. Further, I have been informed by the Management that there are no laws which are specifically applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India;
- Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. Further, no changes took place in the composition of the Board of Directors during the period under review.

Adequate notice was given to all directors to schedule the Board / Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and where the same were given at shorter notice than seven days, the Company has taken shorter notice consent from the Members of the Board / Committees and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the Minutes of the Board duly recorded and signed by Chairman, the decisions of the Board were unanimous, hence no dissenting views have been recorded.

I further report that there are adequate systems and processes in the Company commensurate with size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulation and guidelines.

Further following reportable event or actions having major effect on the operations of the Company took place during the Financial Year ended March 31, 2026:

- 1) Consolidation of equity shares Consolidation of Equity Shares of the Company from face value of Re. 1/- each to face value of Rs. 10/- each and consequent alteration of the Capital Clause in Memorandum of Association of the Company pursuant to Member's approval sought through Postal Ballot on June 7, 2025. Further, Corporate Action was executed for consolidation of equity shares from 10 equity shares of Re.1/- each to 1 equity share of Rs. 10/- each, effective from 25th June, 2025 (new ISIN: INE188Y01031).
- 2) Investment upto Rs.50 Crores in Overseas Wholly Owned Subsidiary in Vertoz Inc.
- 3) Shifting of corporate office and place of keeping of books of accounts from 602, Avior Nirmal Galaxy, Opp. Johnson & Johnson, LBS Road, Mulund, Mumbai – 400080 to A101, 1st Floor, Building No. 08, Plot No. 3, Mindspace Airoli East, Opp. Airoli Railway Station, Navi Mumbai – 400708.
- 4) The Company has incorporated the following Overseas Subsidiaries through its stepdown subsidiary: -
 - Step-down subsidiary AdNet Holdings Inc. incorporated one wholly-owned subsidiary in New York, in the name and style as ADMIDA LLC on 29th April 2025.
 - Step-down subsidiary AdNet Holdings Inc. incorporated three wholly-owned subsidiaries in New Jersey in the name and style as :- i) Adokut LLC w.e.f May 2, 2025 ii) Admeridian LLC w.e.f May 2, 2025 iii) Hueads LLC w.e.f May 2, 2025.
 - Stepdown Subsidiary AdNet Holdings INC has incorporated one wholly owned subsidiary in New York in the name and style as Flairads LLC.

5) The Company has incorporated the following Overseas Subsidiaries through its Wholly Owned Subsidiary Vertoz INC :-

- A Wholly Owned Subsidiary in the name and style as Techbravo LLC in New Jersey w.e.f April 29,2025.
- A Wholly Owned Subsidiary in the name and style as Vokut LLC in New Jersey w.e.f April 29,2025.
- Acquisition of 80% stake in Webimax LLC w.e.f February 17,2026.

FOR U. HEGDE & ASSOCIATES,
Company Secretaries

Sd/-
Umashankar K Hegde
(Proprietor)
ACS NO. 22133
C.P.NO. 11161
ICSI UDIN: A022133H001354629
Date: 01st September, 2026
Place: Mumbai

Annexure – A

To,
The Members,
Vertoz Limited (Formerly known as Vertoz Advertising Limited)
602, Avior, Nirmal Galaxy, L.B.S. Marg,
Opp. Johnson & Johnson, Mulund (W),
Mumbai – 400 080.

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my Audit.
2. I have followed the Audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management's representation about the compliance of applicable Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of the other applicable Laws, Rules, Regulations, and Standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

FOR U. HEGDE & ASSOCIATES,
Company Secretaries

Sd/-
Umashankar K Hegde
(Proprietor)
ACS NO. 22133
C.P.NO. 11161
ICSI UDIN: A022133H001354629
Date: 01st September, 2026
Place: Mumbai

ANNEXURE: 5

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

A) Percentage increase in Remuneration of Each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year 2025-2026 and ratio of remuneration of each Key Managerial Personnel (KMP) against the performance are as under: -

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for the Financial Year 2025-26 (In ₹)	Percentage Increase In Remuneration for the Financial Year 2025-26	Ratio of Remuneration of each Director to the Median Remuneration of Employees
1	Mr. Hirenkumar Rasiklal Shah (Managing Director)	5,948,400/-	-	24.68%
2	Mrs. Dimple Shah (Chief Financial Officer & Executive Director)	2,913,650/-	-	12.09%
3	Ms. Zill Shah (Company Secretary & Compliance Officer)**	2,069,088/-	15.63%	N.A.

**** Mrs. Zill Pankaj Shah resigned from the position of Company Secretary and Compliance Officer w.e.f 08th May, 2026. Subsequently Mrs. Nupur Joshi was appointed as the Company Secretary and Compliance Officer of the Company w.e.f 29th May, 2026.**

B) The Median remuneration of the Employee of the Company during the Financial Year was **₹241,007/-** there was an increase of **5.39%** in Median remuneration of the employees during the financial year 2025-2026.

C) The total number of permanent employees of the Company was **289** for the year ended March 31, 2026.

D) Average percentage increase made in the salaries of employees in the last Financial Year 2025-2026 is as follows:

a) For managerial personnel were **5.21 %**.

b) For other than the managerial personnel were **21.78 %**.

E) It is affirmed that remuneration paid during the year ended March 31, 2026, is as per the Remuneration Policy of the Company.

F) The provisions related to The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Rule 5(2) and Rule 5(3) are not applicable to the Company.

**For & on behalf of Board of Directors of
Vertoz Limited
(Formerly known as Vertoz Advertising Limited)**

Place: Mumbai

Date: 01st September, 2026

**Sd/-
Harshad Shah
Chairman & Non-Executive Director
DIN: 07849186**

ANNEXURE: 6**CORPORATE GOVERNANCE REPORT****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company's philosophy on Corporate Governance aims at achieving long-term viability of the business by taking into consideration the customers' satisfaction in terms of quality, cordial relationship with Shareholders. Corporate Governance is a continuous process that aims to align interest of the Company with its Shareholders and other Stakeholders. The principal characteristics of Corporate Governance are transparency, independence, accountability, fairness and responsibility. The Company has a strong legacy of fair, transparent and ethical governance practices and compliance with statutory and legal requirements. The Company has formulated, inter-alia, various policy documents and introduced best practices of governance like Code of Conduct, Prohibition of Insider Trading Policy, Whistle Blower Policy etc.

The Board of Directors of the Company are responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of Shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the world.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as applicable, with regard to corporate governance.

2. BOARD OF DIRECTORS:

The role of the board is to plan and strategize goals and objectives for the short and long-term good of the Company and to put mechanisms in place to monitor progress against the objectives. Moreover, as a good governance your Company constantly strives to develop and maintain a harmonious relationship between the board and the management.

Your Company's Board has an optimum combination of exceedingly experienced Executive, Non-Executive Directors and Independent Directors. The Board composition is in conformity with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for time being in force (hereinafter referred to as "the Act"). The Chairman of the Board is a Non-Executive Director and accordingly one-third of the total number of Directors comprises of Independent Directors.

3. KEY INFORMATION OF DIRECTORS:

Name of the Director	DIN	Designation	Category	Age	Shareholding as on 31st March, 2026	Number of Equity Share Warrants as on 31st March, 2026
Harshad Uttamchand Shah	07849186	Chairman & Non-Executive Director	Non-Promoter	70	337,068	Nil
Hirenkumar Rasiklal Shah	00092739	Managing Director	Promoter	45	21,987,648	Nil
Ashish Rasiklal Shah	00092787	Non-Executive Director	Promoter	44	21,987,648	Nil
Rohit Keshavlal Vaghadia	07946771	Non-Executive Independent Director	Non-Promoter	45	126,040	Nil
Rajkumar Chandulal Gupta	10616896	Non-Executive Independent Director	Non-Promoter	46	NIL	Nil
Dimple Hirenkumar Shah	07788365	Executive Director	Promoter Group	44	5,020,000	Nil

4. INFORMATION OF CHAIRMANSHIP/DIRECTORSHIP AND POSITION HELD IN COMMITTEES OF OTHER COMPANIES AS ON 31ST MARCH, 2026:

Name of the Director	Chairmanship/ Directorship in other Indian Companies		Position held in Committees (only Audit and Stakeholders' Relationship Committee) of the Board		Directorship in other Listed Companies	Category of Directorship
	As Chairperson	As Director	As Chairperson	As Director		
Harshad Uttamchand Shah	-	-	-	2	-	Non-Executive Director

Hirenkumar Rasiklal Shah	-	11	-	2	-	Managing Director
Ashish Rasiklal Shah	-	4	-	-	-	Non-Executive-Director
Rohit Keshavlal Vaghadia	-	-	2		-	Independent Director
Rajkumar Gupta	-	-	-	2	-	Independent Director
Dimple Hirenkumar Shah	-	-	-	-	-	Executive Director

Mr. Hirenkumar Rasiklal Shah and Mr. Ashish Rasiklal Shah are brothers. Further, Mrs. Dimple Hirenkumar Shah is spouse of Mr. Hirenkumar Rasiklal Shah. The number of Directorships held by Executive, Non-Executive and Independent Directors are within the permissible limits under the Listing Regulations and Companies Act, 2013. Directors have provided necessary disclosures regarding change in Committee positions, if any, during the year. Further, none of the Directors is a member of more than 10 Committees or Chairperson of more than 5 Committees (only Audit and Stakeholders' Relationship Committee) across all Public Limited Companies during the year.

5. CHANGE IN COMPOSITION OF BOARD:

There has been no change in Composition of the Board in FY 2025-2026.

6. INDEPENDENT DIRECTORS:

The tenure of Independent Director in accordance with the Companies Act, 2013 and Listing Regulations is as follows:

Name of the Independent Director	Date of appointment	Date of reappointment for Second Term
Mr. Rohit Keshavlal Vaghadia	25th September, 2017	25th September, 2022
Mr. Rajkumar Gupta	6th May 2024	NA

7. FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS:

In compliance with the requirements of the Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their roles, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model, etc.

The Independent Directors are familiarized with the Company's business model through presentations in the Board Meetings. Interactive sessions with Management team in Board Meetings also enables better understanding of Business Strategy and Performance. The roles, rights and responsibilities of Independent Directors are also updated through discussion in Board Meetings.

Details of familiarization programme imparted to the Independent Directors during FY 2025-2026 are available on the website of the Company at <https://www.vertoz.com/ir/>

8. BOARD DIVERSITY POLICY:

A board diversity policy outlines an organization's commitment to fostering diversity among its board members. It typically includes guidelines and goals aimed at achieving a diverse board composition in terms of race, ethnicity, gender, age, expertise, and other relevant factors. Such policies often emphasize the benefits of diversity, including broader perspectives, improved decision-making, and better alignment with stakeholder interests.

The Board Diversity Policy of the Company is formulated to assure that the Board has an optimum skill matrix typically including a diverse range of expertise and experiences that collectively enable effective governance and decision-making. The objective of this Policy is to recognize and embrace the benefits of having a diverse Board which possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the business of the Company.

In terms of Listing Regulations, the Company identified the following list of core skills/expertise/competencies as is required in the context of the Company's business for it to function effectively and those which are actually available with the Board:

Skills/Expertise/Competencies	Details
Business/Domain Expertise	Ability to understand the current drivers of innovation in the Information Technology market.
Leadership	Experience in executive leadership roles and management helps in effective oversight of senior management, succession planning, and leadership development.
Financial Knowledge	Strong financial literacy and experience in financial management, accounting, and risk assessment
Governance and Ethics	Familiarity with corporate governance best practices, ethical standards, and board responsibilities is crucial for maintaining transparency, accountability, and stakeholder trust.
Global and Cultural Understanding	Diversity in cultural backgrounds and international experience can bring perspectives on global markets, diverse customer bases, and geopolitical risks.
Stakeholder Engagement	Skills in relationship-building, communication, and understanding stakeholder perspectives (including Shareholders, employees, customers, and communities) are valuable for effective governance.
Change Management and Adaptability	Directors who can navigate organizational change, crisis management, and adapt to evolving market dynamics contribute to resilience and long-term success.

Areas of Expertise of Board Members:

Name of the Director	Area of Expertise
Harshad Uttamchand Shah	- Business/Domain Expertise - Leadership - Financial Knowledge - Governance and Ethics
Hirenkumar Rasiklal Shah	- Business/Domain Expertise - Leadership - Financial Knowledge - Governance and Ethics - Global and Cultural Understanding - Change Management and Adaptability
Ashish Rasiklal Shah	- Business/Domain Expertise - Leadership - Financial Knowledge - Governance and Ethics - Global and Cultural Understanding
Rohit Keshavlal Vaghadia	- Business/Domain Expertise - Leadership - Governance and Ethics - Global and Cultural Understanding
Rajkumar Gupta	- Strong analytical skills, persistence, perseverance - expertise covering all areas of Corporate Laws, Civil Law, IPR Law etc. - Fellow Member of the Institute of Company Secretaries of India
Dimple Hirenkumar Shah	- Experienced in field of Accounts and Finance. - Global and Cultural Understanding - Overseeing operations, decision-making, and contributing to overall company's development. - Innovative thinking and leadership

Profile of Board Members are available on the website of the Company at <https://vertoz.com/ir/management-and-committee/#management> In opinion of the board, the Independent Directors fulfill the conditions specified in prescribed regulations and are Independent of the Management.

Achieving an optimum skill matrix involves balancing these competencies while considering the specific needs and challenges of the organization. Regular assessments of board composition and skills gaps by Nomination and Remuneration Committee of the Company has ensured that board remains well-equipped to fulfill its governance responsibilities effectively.

9. BOARD MEETINGS AND ANNUAL GENERAL MEETING (AGM):

The Board met 11 (Eleven) times during the Financial Year ended 31st March, 2026 on 23rd, April, 2025, 26th May, 2025, 13th June, 2025, 01st August, 2025, 07th August, 2025, 30th August, 2025, 05th September, 2025, 13th November, 2025, 10th December, 2025, 20th January, 2026, 06th February, 2026.

Board Resolutions were passed via Circular Resolutions on 10th March, 2026.

The details regarding attendance of Directors in the above-mentioned Board Meetings are as follows:

Name	Designation	No. of Board Meetings held during the tenure	No. of Board Meetings attended	Whether attended AGM or not
Harshad Uttamchand Shah	Chairman & Non-Executive Director	11	11	Yes
Hirenkumar Rasiklal Shah	Managing Director	11	10	Yes
Ashish Rasiklal Shah	Non-Executive Director	11	1	Yes
Rohit Keshavlal Vaghadia	Non-Executive Independent Director	11	11	Yes
Rajkumar Gupta	Non-Executive Independent Director	11	11	Yes
Dimple Hirenkumar Shah	Executive Director	11	11	Yes

Date of meeting	Hirenkumar Rasiklal Shah	Ashish Rasiklal Shah	Dimple Hirenkumar Shah	Harshad Uttamchand Shah	Rohit Keshavlal Vaghadia	Rajkumar Chandulal Gupta	Board Strength	No. of directors Present
23rd, April, 2025	P	-	P	P	P	P	6	5
26th May, 2025	P	-	P	P	P	P	6	5
13th June, 2025	P	-	P	P	P	P	6	5
01st August, 2025	P	-	P	P	P	P	6	5
07th August, 2025	P	-	P	P	P	P	6	5
30th August, 2025	P	-	P	P	P	P	6	5
05th September, 2025,	P	-	P	P	P	P	6	5
13th November, 2025,	P	-	P	P	P	P	6	5
10th December, 2025	P	-	P	P	P	P	6	5
20th January, 2026	P	P	P	P	P	P	6	6
06th February, 2026	-	-	P	P	P	P	6	4
Attendance at last AGM held on 30th September, 2025.	P	P	P	P	P	P	6	6

10. COMMITTEES OF THE BOARD OF DIRECTORS:

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees are placed before the Board. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following Committees:

i. Audit Committee:

The Company has constituted an Audit Committee in accordance with the Section 177 of Companies Act, 2013, and Regulation 18 of SEBI (LODR Regulations), 2015 as amended. The composition of the Audit Committee is in compliance of Regulation 18(1) of SEBI (LODR) Regulations, 2015. As on date of this Report, the Audit Committee comprises of 3 Directors and two of them are Independent Directors. All members of Audit Committee are financially literate and at least one member has accounting or related financial management expertise.

The quorum requirement of Audit Committee as per SEBI (LODR) Regulations, 2015 is two members or one-third of its members, whichever is higher with minimum 2 Independent Directors.

The Company Secretary of the Company acts as the Secretary to the Audit Committee. The minutes of each Audit Committee meeting are noted in the next meeting of the Board.

All the Audit Committee meetings were held within 120 days' time gap.

Roles, responsibilities and the terms of reference of the Audit Committee:

(a) Oversight of the Company's Financial Reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible;

(b) Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;

(c) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;

(d) Review with the Management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:

1. Matters required to be included in the Director's Responsibility Statement to be included in the Board of Directors' Report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013;
2. Changes, if any, in Accounting Policies and practices and reasons for the same;
3. Major accounting entries involving estimates based on the exercise of judgment by the Management of the Company;
4. Significant adjustments made in the Financial Statements arising out of Audit findings;
5. Compliance with listing and other legal requirements relating to Financial Statements;
6. Disclosure of any Related Party Transactions; and
7. Modified opinion(s) in the Draft Audit Report.

(e) Review, with the Management, the quarterly Financial Statements before submission to the Board of Directors for their approval;

(f) Review, with the management, the statement of uses / application of funds raised through an issue(public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to our Board of Directors to take up steps in this matter;

- (g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (h) Approve or subsequently modify transactions of the Company with related parties;
- (i) Make recommendations to the Board in case of non-approval of transactions other than those referred to in section 188 of the companies act, 2013;
- (j) Scrutinize inter-corporate loans and investments;
- (k) Valuation of undertakings or assets of the Company, wherever it is necessary;
- (l) Evaluate internal financial controls and risk management systems;
- (m) Review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (n) Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (o) Discuss with internal auditors of any significant findings and follow up there on;
- (p) Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (q) Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (r) To look into the reasons for substantial defaults in the payment to the Depositors, Debenture Holders, Shareholders (in case of non-payment of declared dividends) and creditors;
- (s) To review the functioning of the Whistle blower mechanism;
- (t) Approve the appointment of the Chief Financial Officer of the Company after assessing the qualifications, experience and background, etc. of the Candidate;
- (u) Oversee the vigil mechanism established by the Company and the Chairman of Audit Committee shall directly hear grievances of victimization of employees and Directors, who use vigil mechanism to report genuine concerns;
- (v) reviewing the utilization of loans and/ or advances from/investment by the holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- (w) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc., on the listed entity and its Shareholders and
- (x) Carry out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board of Directors of the Company or specified/provided under the Companies Act, 2013 or by the SEBI Listing Regulations or by any other regulatory authority.

The members of the Audit Committee are as follows:

- Mr. Rohit Vaghadia - Chairman
- Mr. Hirenkumar Shah - Member
- Mr. Rajkumar Gupta - Member

The Audit Committee met 6 (Six) times during the year on 26th May, 2025, 07th August 2025, 05th September, 2025, 13th November, 2025, 10th December, 2025 and 06th February, 2026.

The details regarding attendance of Members in the above Meetings are as follows:

Name	Designation	Category	No. of Meetings held during the tenure	No. of Meetings attended
Mr. Rohit Keshavlal Vaghadia	Chairman	Non-Executive Independent Director	6	6
Mr. Hirenkumar Shah	Member	Managing Director	6	6
Mr. Rajkumar Gupta	Member	Non-Executive Independent Director	6	6

ii. Nomination and Remuneration Committee:

As on date of this Report, the Company has constituted Nomination and Remuneration Committee in accordance with Section 178 of Companies Act, 2013, and Regulation 19(1) of SEBI LODR Regulations.

Every company covered under these provisions needs to have Nomination and Remuneration Policy (NRC policy).

Salient Features of the Nomination and Remuneration Policy:

- The policy lays down criteria for identifying and selecting directors, key managerial personnel, and senior management of the Company.
- It provides guidance on qualifications, positive attributes, independence, and diversity on the Board.
- The policy ensures that remuneration is fair, competitive, and linked to performance and responsibility, with appropriate balance of fixed and variable components.
- It also provides for the evaluation of performance of the Board, Committees, and individual directors.
- The policy includes provisions for succession planning and maintaining Board diversity.
- The Nomination and Remuneration Policy is available on the Company's website at <https://vertoz.com/ir/policies/>

The quorum requirement of Nomination and Remuneration Committee as per SEBI (LODR) Regulations, 2015 is two members or one-third of its members, whichever is higher with minimum 1(one) Independent Directors in attendance.

The Company Secretary of the Company acts as the Secretary of the Committee. The minutes of each Nomination and Remuneration Committee meeting are noted in the next meeting of the Board.

Roles, responsibilities and the terms of reference of the Nomination and Remuneration Committee:

a. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and specify the manner for effective evaluation of performance of Board, its Committees and individual Directors to be carried out either by the Board, by the Nomination and a. Remuneration Committee or by an Independent External Agency and review its implementation and compliance (including that of Independent Directors);

- b. Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- c. Formulate criteria for evaluation of performance of Independent Directors and the Board;
- d. Devise a Policy on diversity of the Board;
- e. Determine whether to extend or continue the term of appointment of Independent Directors, on the basis of the report of performance evaluation of Independent Directors;
- f. Recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other Employees; and
- g. Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

The Members of the Nomination and Remuneration Committee are as follows:

- Mr. Rohit Vaghadia - Chairman
- Mr. Harshad Shah - Member
- Mr. Rajkumar Gupta - Member

The Members of the Nomination and Remuneration Committee met twice during the year on 05th September, 2025 and 06th February, 2026.

Nomination and Remuneration Committee also passed Circular Resolution on 26th May 2025.

The details regarding attendance of Members in the above Meetings are as follows:

Name	Designation	Category	No. of Meetings held during the tenure	No. of Meetings attended
Mr. Rohit Keshavlal Vaghadia	Chairman	Non-Executive Independent Director	2	2
Mr. Harshad Shah	Member	Non-Executive Director	2	2
Mr. Rajkumar Gupta	Member	Non-Executive Independent Director	2	2

Performance evaluation criteria for Independent Directors:

In compliance with the provisions of the Act and SEBI Listing Regulations, the Company has undertaken the performance evaluation process for the Board of Directors, its committees and that of individual Directors. The performance evaluation was undertaken as per the Guidance Note on Board evaluation issued by SEBI and framework provided by Nomination and Remuneration Committee setting out parameters for conducting performance evaluation of the Board, its committee and that of Individual Directors.

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- a. To formulate the criteria for determining qualifications, positive attributes and independence of a director;
- b. To formulate criteria for evaluation of Independent Directors and the Board;
- c. To determine the composition of the Board based on the need and requirements of the Company from time to time;
- d. To Identify persons who are qualified to become Directors and who may be appointed in senior management and recommend to the Board their appointment and removal;
- e. To recommend to the Board the appointment and removal of Directors and Senior Management;
- f. To Recommend to the Board a policy in relation to the remuneration for the Directors, Key Managerial Personnel and other employees;
- g. To Carry out evaluation of performance of each Director;
- h. To devise a policy on Board diversity, composition, size;
- i. Succession planning for replacing Key Executives and overseeing;
- j. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- k. To carry out any other function contained in the Listing Agreement/Listing Regulations, as amended from time to time and
- l. Perform such other functions as may be necessary under any statutory or other regulatory requirements to be performed by the Committee and as delegated by the Board from time to time.

iii. Stakeholders' Relationship Committee:

As on date of the Report, the Company has constituted a Stakeholders' Relationship Committee in accordance with Section 178 of Companies Act, 2013, and Regulation 20 of SEBI (LODR) Regulations, 2015.

The quorum requirement of Stakeholders' Relationship Committee as per SEBI (LODR) Regulations, 2015 is two members or one-third of its members, whichever is higher with minimum 1(one) Independent Directors in attendance. The Company Secretary of the Company acts as the Secretary of the Committee.

During the year under review, Mrs. Zill Shah was the Compliance Officer of the Company.

Roles, responsibilities and the terms of reference of the Stakeholders' Relationship Committee:

The Stakeholders Relationship Committee functions with the objective of looking into the redressal of Stakeholders'/ Investors' grievances. The Stakeholders Relationship Committee is primarily responsible for:

- Resolving the grievances of the security holders and the investors of the Company redressal of all Security holders' and Investors' grievances including complaints related to General Meetings, transfer/ transmission of Shares, non- receipt of Share Certificates and review of cases for refusal of transfer/transmission of Shares and Debentures, non-receipt of Balance Sheet, non-receipt of declared Dividends, issue of new/ duplicate certificates, non-receipt of Annual Reports, etc. and assisting with quarterly reporting of such complaints;
- Giving effect to all transfer/transmission of Shares and Debentures, dematerialization of Shares and rematerialization of Shares, split and issue of duplicate/consolidated Share Certificates, compliance with all the requirements related to Shares, Debentures and other Securities from time to time;
- Overseeing the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services;
- review of adherence to the service standards adopted by our Company in respect of various services being rendered by the registrar and share transfer agent;
- review of the various measures and initiatives taken by our Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the Shareholders of our Company; and
- carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or SEBI Listing Regulations, or by any other Regulatory Authority.

The Members of the Stakeholders Relationship Committee are as follows:

- Mr. Rohit Vaghadia - Chairman
- Mr. Harshad Shah - Member
- Mr. Hirenkumar Shah - Member
- Mr. Rajkumar Gupta - Member

The Members of the Stakeholders' Relationship Committee met once during the year on 06th February, 2026.

The details regarding attendance of Members in the above Meeting are as follows:

Name	Designation	Category	No. of Meetings held during the tenure	No. of Meetings attended
Mr. Rohit Keshavlal Vaghadia	Chairman	Non-Executive Independent Director	1	1
Mr. Harshad Shah	Member	Non-Executive Director	1	1
Mr. Hirenkumar Shah	Member	Managing Director	1	1
Mr. Rajkumar Gupta	Member	Non-Executive Independent Director	1	1

During the Financial Year, 08 Complaints were received from the Shareholders.

Details of Shareholders complaints received, resolved and pending as on 31st March, 2026:

No. of Investors' Complaints pending at the beginning of the year	No. of Investors' complaints received during the year	No. of Investors' complaints disposed of during the year	No. of Investors' complaints unresolved at the end of the year to the satisfaction of Shareholders
Nil	8	8	Nil

iv. Risk Management Committee:

The provisions relating to constitution of Risk Management Committee is applicable to the top 1000 listed entities as per market capitalization. Since the Company does not fall under the given criteria, it was not required to constitute the Risk Management Committee.

11. Senior Management:

List of Senior Management as on the date of this Report:

- I. Yatin Shah – Vice-President
- II. Gaurav Modi – Vice-President
- III. Dimple Shah – Chief Financial Officer & Executive Director
- IV. Nupur Joshi – Company Secretary & Compliance Officer

** Mrs. Zill Pankaj Shah resigned from the position of Company Secretary and Compliance Officer w.e.f 08th May, 2026. Subsequently Mrs. Nupur Joshi was appointed as the Company Secretary and Compliance Officer of the Company w.e.f 29th May, 2026*

12. Remuneration of Directors:

Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars	Name of the Managing Director
		Hirenkumar Shah
1	Gross Salary	₹ 59,48,400/-
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil
	c. Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil
2	Stock Option	Nil
3	Sweat Equity	Nil

4	Commission - as % of profit - others, specify	Nil
5	Others, please specify	Nil
	Total (A)	₹ 59,48,400/-
	Ceiling as per the Act (as per Schedule V of Companies Act, 2013)	₹ 84,00,000/-

A. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors	Total Amount
1	Executive Directors	Not Applicable	
	· Fee for attending board committee meetings		
	· Commission		
	· Others, please specify · Salary Paid (India Company) · Salary Paid (US Company)		
	Total (1)		

	Independent Directors	Rajkumar Gupta DIN: 10616896	Rohit Vaghadia DIN: 07946771	Total Amount
2	· Fee for attending Board Meeting Fee	55,000	55,000	110,000
	· Fee for attending Audit Committee Meetings	30,000	30,000	60,000
	· Fee for attending NRC Meeting	10,000	10,000	20,000
	· Fees for attending SRC Meeting	5,000	5,000	10,000
	· Commission			
	· Others, please specify			
	Total (2)	100,000	100,000	200,000

	Other Non-Executive Directors*	Harshad Shah DIN: 07849186		Total Amount
	· Fee for attending Board Meetings	55,000		55,000
	· Fee for attending NRC Meeting	10,000		10,000
	· Fee for attending SRC Meeting	5,000		5,000
	· Commission			
	· Others, please specify			
	Total (3)	70,000		70,000
	Total (B) = (1+2+3)	170,000	100,000	270,000

*[*Mr. Ashish Shah, Non-Executive Director of the Company has waived his right to receive the sitting fees for attending the Meeting].*

The criteria for making payments to non-executive directors is available on the website of the company at <https://vertoz.com/ir/policies/>

13. General Meetings and Postal Ballot

A. Annual General Meetings of the previous three years:

	2022-2023	2023-2024	2024-2025
Day, date & time	Friday, 29th September 2023 at 12:00 noon	Friday, 2nd August, 2024 at 05:00 p.m.	Tuesday, 30th September, 2025 at 5:00 p.m.
Venue	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

Details of Special Resolution passed	1. Increase in the Borrowing limits. 2. Increase in the limits of Creation of charges on the movable and immovable properties of the Company, both present and future in respect of borrowings under section 180(1)(a) of the Companies Act, 2013; 3. Increase the limits for the Loans and Investment by the Company in terms of the Provisions of Section 186 of the Companies Act, 2013; 4. To approve 'Vertoz Limited Employee Stock Option Plan 2023' ("ESOP 2023"/ "Plan") 5. To Approve Grant Of Employee Stock Options Under 'Vertoz Advertising Limited Employee Stock Option Plan 2023' to the eligible employee(s) of Company's Group Company Including Subsidiary Company(ies), in or outside India.	1. To Appoint Mr. Rajkumar Gupta as Independent Director of the Company. 2. To Appoint Mrs. Dimple Hirenkumar Shah as Executive Director of the Company. 3. To change the designation of Mr. Hirenkumar Rasiklal Shah from Whole-Time Director to Managing Director of the Company.	Nil
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A. Postal Ballot

During the year under review, Special Resolution passed by way of Postal Ballot are as follows:

Approval of the Consolidation of Equity shares of the Company from Face Value Re. 1/- each to Face Value of Rs. 10/- each and consequent alteration of the Capital Clause in Memorandum of Association of the Company.

Sr. No.	Particulars of Resolution	Date of Passing	Votes in Favour (%)	Votes Against (%)	Invalid Votes (%)	Scrutinizer
1	Approval of the Consolidation of Equity shares of the Company from Face Value Re. 1/- each to Face Value of Rs. 10/- each and consequent alteration of the Capital Clause in Memorandum of Association of the Company.	07th June, 2025 at 5.00 pm	99.99%	0.01	0	M/s U. Hegde & Associates, Company Secretaries

The postal ballot exercise was conducted by Mr. Umashankar Hegde, Proprietor of U. Hegde & Associates, Company Secretaries having COP No. 11161 and M. No.: A22133, who was appointed by the Board as Scrutinizer.

At present, no special resolution is proposed to be conducted through postal ballot.

The procedure followed for postal ballot included dispatch of notice electronically, publication in newspapers, facility for remote e-voting, and declaration of results on the Company's website and to the stock exchanges, in accordance with the Companies Act, 2013 and SEBI (LODR) Regulations.

Details are as follows:

Date of Postal Ballot Notice: 23rd April, 2025

Cut-off date: 02nd May, 2025

Date of completion of dispatch of Notices: 23rd April, 2025

E-voting details: Commencement of voting period: 09th May, 2025 and End of voting period: 07th June, 2025

Date of Scrutinizers' Report: 09th June 2025

Date of declaration of results: 09th June 2025

C. Extra-Ordinary General Meeting:

During the year under review, no Extra Ordinary General Meeting was held in the Company.

D. Book Closure dates/ record date:

The Company had kept 25th June 2025 as a record date for the purpose of determining Shareholders eligible for Consolidation of Equity Shares.

E. Share Transfer System:

Transfers in physical form are registered by the Registrar and Share Transfer Agent immediately on receipt of completed documents and certificates are issued within stipulated time. As per directives issued by SEBI, it is compulsory to trade in the Company's Equity Shares in dematerialized form.

All requests for dematerialisation of shares are processed by Kfin Technologies Limited and the confirmation is given to respective Depositories i.e., National Securities Depository Limited and Central Depository Services (India) Limited, generally within 21 days.

The Company obtains an annual certificate from a Company Secretary in Practice to the effect that all certificates have been issued within the period of thirty days of the date of lodgement of the transfer, sub-division, consolidation and renewal as required under Regulation 40(9) Listing Regulations and files a copy of the said certificate with the concerned Stock Exchanges.

F. Annual General Meeting for the Financial Year 2025-26:

In view of General Circular Nos. 14/2020, 17/2020, 20/2020, 02/ 2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 25, 2024, September 22, 2025 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/ HO/ CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/ HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021; SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated 3 October 2024 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Annual General Meeting of the Company is being conducted through Video Conferencing / Other Audio Visual Means (VC/ OAVM) Facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be Corporate Office of the Company.

12. Means of Communication**i. Website:**

The Company maintains an active website i.e. www.vertoz.com wherein all the information relevant for the Shareholders are displayed. Copy of the press releases, quarterly results, presentations made to institutional investors or financial analysts, policies of the Company, shareholding pattern, stock exchange disclosures as required under Regulation 46 of Listing Regulations are made available on the website.

ii. Financial Results and Newspaper Publications:

Quarterly Financial Results were published in English and Regional (Marathi) newspapers, i.e., Financial Express and Lakshadweep. The Financial Results for the quarter ended 30th June, 2025 was published on 09th August, 2025, for the quarter ended 30th September, 2025 was published on 15th November, 2025, for the quarter ended 31st December, 2025 was published on 08th February, 2026 and for the quarter ended 31st March, 2026 was published on 31st May, 2026.

iii. Stock Exchange Filings:

The Company also uploads its disclosures and announcements under the Listing Regulations at the link <https://neaps.nseindia.com/NEWLISTINGCORP/> to NSE Electronic Application Processing System (NEAPS). During the year, the Company also submits quarterly compliance report on Integrated Corporate Governance to the stock exchanges within 30 days from the close of quarter as per the formats given under the Listing Regulations.

iv. SEBI Complaints Redress System (SCORES)

The Investors can raise complaints in a centralized web-based complaints redress system called "SCORES". The Company uploads the action taken report on the complaints raised by the Shareholders on "SCORES", which can be viewed by the Shareholders. The complaints are closed to the satisfaction of the Shareholder and SEBI.

Details of complaints/requests etc., received and resolved during the FY 2025-2026 are as below:

Source	Received during the period from 01.04.2025 to 31.03.2026	Resolved during the period from 01.04.2025 to 31.03.2026	Pending as on 31.03.2026
SEBI	0	0	0
Stock Exchange(s)	0	0	0
Investors' Associations/ Others	8	8	0
Direct	0	0	0
Total	8	8	0

14. General Shareholders' Information:

i. Corporate Identity Number (CIN)

The Corporate Identity Number (CIN) allotted by the Ministry of Corporate Affairs, Government of India is **L74120MH2012PLC226823**.

ii. Registered Address

602, Avior Nirmal Galaxy, Opp. Johnson & Johnson, LBS Road, Mulund West, Mumbai, Maharashtra – 400080.

iii. Address for Correspondence

A-101, First Floor, Building No. 8 Plot No.3, Mindspace Airoli (E), Opp. Airoli Railway Station, Navi Mumbai 400708.

Website: <https://www.vertoz.com>

iv. Listing on Stock Exchange

The Company's Equity Shares are listed with effect from 24th November, 2017 on the Emerge Platform of National Stock Exchange of India (NSE) and then on 14th May 2020 migrated to the Main Board of National Stock Exchange of India (NSE).

Listing Fees for FY 2025-2026 has been paid to NSE.

v. International Securities Identification Number (ISIN)

ISIN is an Identification Number for traded Shares. This number needs to be quoted in each transaction relating to the dematerialized Equity Shares of the Company. As on 31st March, 2025 the Company's ISIN number for its Equity Shares was INE188Y01023. However, this ISIN has been deactivated and new ISIN has been activated (INE188Y01031) post-consolidation of share value from Re. 1/- to Rs. 10/- w.e.f. 24th June 2025.

The Board of Directors of the Company in its meeting held on 23rd April 2025, accorded its approval to Consolidate 10 fully paid Equity Shares of the Company having a face value of Re. 1/- each in the Authorized and paid-up Share Capital of the Company, into 1 Equity Share having a face value of Rs. 10/- each, fully paid-up, by alteration of Capital Clause of the Memorandum of Association of the Company, subject to approval of the Shareholders of the Company. Thereafter, the Members of the Company via postal ballot on 7th June, 2025 approved such Consolidation of shares. Pursuant to which the Company applied to NSE for approval of such consolidation. This is the new ISIN of the Company which became effective from 24th June 2025 and had received the Circular of NSE on 11th July 2025 through which face value and paid-up value of the Equity Shares of the Company was changed to Rs. 10/-.

vi. Annual General Meeting

The Annual General Meeting for the FY 2025-2026 of the Company shall be held on Tuesday, 29th September 2026 at 4.00 P.M. (IST) through audio-visual means.

vii. Financial Year

The Financial Year of the Company is from 1st April, 2025 to 31st March, 2026.

viii. Distribution of Shareholding:

Sr. No.	No. of Shares	No. of Shareholders	% of Shareholders	Amount (₹)	% of Amount
1	1-5000	62197	91.69	48815390	5.73
2	5001-10000	2803	4.13	21133460	2.48
3	10001-20000	1401	2.07	20291940	2.38
4	20001-30000	491	0.72	12284000	1.44
5	30001-40000	241	0.36	8562940	1
6	40001-50000	198	0.29	9257560	1.09
7	50001-100000	254	0.37	18545920	2.18
8	100001 & Above	246	0.36	713408790	83.7
	Total	67831	100	852300000	100

ix. Shareholding Pattern as on 31st March, 2026 [PAN Grouping]:

Sr. No.	Category of Shareholder	No. of Shareholders	No. of fully paid-up Equity Shares held	Total no. of Shares held	Shareholding as a % of total no. of Shares
1	Promoter & Promoter Group	14	55,233,242	55,233,242	64.80%
2	Public	67817	29,996,758	29,996,758	35.20%
3	Non-Promoter-Non-Public	0	0	0	0
	(i) Shares underlying DRs	0	0	0	0
	(ii) Shares held by Employees Trusts	0	0	0	0
	Total	67,831	85,230,000	85,230,000	100%

x. Dematerialization of Shares and Liquidity:

The Company's Shares are held with both the Depositories i.e. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). 85229998 of the Company's Shares are held in electronic/demat form as on 31st March, 2026.

As on 31st March, 2026 the number of Shares held in dematerialized and physical mode are as under:

No. of shares in dematerialized form in CDSL	24,789,073
No. of shares in dematerialized form in NSDL	60,440,925
No. of shares in Physical	2
Total no. of Shares	85,230,000

xi. Disclosure in respect of Equity Shares transferred in the Unclaimed Suspense Account

Shares which were issued by the Company pursuant to Initial Public Offer, which remained unclaimed were transferred to a demat suspense account pursuant to Regulation 39 and corresponding Schedule VI of the Listing Regulations.

As on 31st March, 2026 there is no balance outstanding in the unclaimed suspense account of the Company.

xii. OUTSTANDING GDRS/ADRS/WARRANTS

There were no outstanding GRDS/ARDS/Warrants pending for conversion into Equity Shares as on 31st March, 2026.

xiii. SUSPENSION OF TRADING:

During the year under review, the shares were suspended for trading with effect from June 25, 2025 due to consolidation of equity shares from Re. 1/- each to Rs.10/- each

xiv. REGISTRAR AND SHARE TRANSFER AGENT

All the Activities/Corporate Actions related to Share Registry, both in physical and electronic form, are handled by the Company's Registrar and Share Transfer Agent, KFin Technologies Limited (formerly known as Karvy Fintech Private Limited).

The address for correspondence of the Registrar and Share Transfer Agent is given hereunder:

Karvy Selenium Tower B Plot 31-32
Gachibowli Financial District
Nanakramguda Hyderabad 500 032.
Telephone number: +91-40-67162222/+91-40-7961 1000
Email Id: einward.ris@kfintech.com
Website: <https://www.kfintech.com/>

xv. CODES/ POLICIES RELATING TO CORPORATE GOVERNANCE

The Board has laid down the following codes/ policies to ensure governance in an ethical manner:

1. Nomination and Remuneration Policy
2. Policy on Determination of Materiality of Disclosures
3. Policy on diversity of Board of Directors
4. Policy for determining Material Subsidiary
5. Code of Conduct for Prevention of Insider Trading
6. Code of ethics for board members & senior managers
7. Policy for Identification of Group Company
8. Policy on materiality of related party transactions
9. Policy for determination of Material Litigation
10. Policy for determination of outstanding dues to creditors
11. Policy for preservation of Documents
12. Policy on Prevention of Sexual Harassment at Workplace
13. Whistle Blower Policy

The above codes and policies are also available on the website of the Company <https://vertoz.com/ir/policies/>.

xvi. Subsidiary Companies

In line with the SEBI Listing Regulations, the Audit Committee reviews the financial statements of the subsidiaries of Company. The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

Below is the list of the Subsidiaries:

- a) Adzurite Solutions Pvt. Ltd., India (Wholly Owned Subsidiary of Vertoz Limited, India)
- b) Own Web Solution Pvt. Ltd. India (Wholly Owned Subsidiary of Vertoz Limited, India)
- c) Increment X Pvt. Ltd., India (Wholly Owned Subsidiary of Vertoz Limited, India)
- d) Perfomise Solutions Pvt. Ltd., India
(Majority Owned Subsidiary of Vertoz Limited, India (51% Stake))
- e) Perfomise Inc., USA (Wholly Owned Subsidiary of Perfomise Solutions Pvt. Ltd., India)
- f) Qualispace Cloud Private Limited, India (Wholly Owned Subsidiary of Vertoz Limited, India)
- g) Vertoz Limited, Hongkong (Wholly Owned Subsidiary of Vertoz Limited, India)
- h) Vertoz Ltd, UK (Wholly Owned Subsidiary of Vertoz Limited, India)
- i) Vertoz Advertising FZ-LLC, UAE (Wholly Owned Subsidiary of Vertoz Limited, UK)
- j) Vertoz FZ LLC, UAE (Wholly Owned Subsidiary of Vertoz Limited, India)
- k) OR Solutions FZ LLC, UAE (Wholly Owned Subsidiary of Vertoz FZ LLC, UAE)
- l) Vertoz Inc, USA (Wholly Owned Subsidiary of Vertoz Limited, India)
- m) AdNet Holdings Inc., USA (Wholly Owned Subsidiary of Vertoz Inc.)
- n) MediaXchange LLC, USA (Wholly Owned Subsidiary of Adnet Holdings Inc.)
- o) Advlistings LLC, USA (Wholly Owned Subsidiary of Adnet Holdings Inc.)
- p) BidderAds LLC, USA (Wholly Owned Subsidiary of Adnet Holdings Inc.)
- q) Adspectro LLC (Formerly Known as MagicPocket LLC), USA (Wholly Owned Subsidiary of Adnet Holdings Inc.)
- r) AdCanny LLC, USA (Wholly Owned Subsidiary of Adnet Holdings Inc.)
- s) AdZesto LLC, USA (Wholly Owned Subsidiary of Adnet Holdings Inc.)
- t) BoffoAds LLC, USA (Wholly Owned Subsidiary of Adnet Holdings Inc.)
- u) Adokut LLC, USA (Wholly Owned Subsidiary of Adnet Holdings Inc.)
- v) Admeridian LLC, USA (Wholly Owned Subsidiary of Adnet Holdings Inc.)
- w) Hueads LLC, USA (Wholly Owned Subsidiary of Adnet Holdings Inc.)
- x) Admida LLC, USA (Wholly Owned Subsidiary of Adnet Holdings Inc.)
- y) FlairAds LLC, USA (Wholly Owned Subsidiary of Adnet Holdings Inc.)
- z) Zkraft Inc., USA (Wholly Owned Subsidiary of Vertoz Inc.)
- aa) PubNX Inc., USA (Wholly Owned Subsidiary of Vertoz Inc.)
- bb) Admozart Inc., USA (Wholly Owned Subsidiary of Vertoz Inc.)
- cc) AdZurite Inc., USA (Wholly Owned Subsidiary of Vertoz Inc.)
- dd) Adzurite LLC, USA (Wholly Owned Subsidiary of Vertoz Inc.)
- ee) Admozart LLC, USA (Wholly Owned Subsidiary of Vertoz Inc.)
- ff) Qualisapce LLC, USA (Wholly Owned Subsidiary of Vertoz Inc.)
- gg) Increment X LLC, USA (Wholly Owned Subsidiary of Vertoz Inc.)
- hh) IngeniousPlex LLC, USA (Wholly Owned Subsidiary of Vertoz Inc.)
- ii) Vokut LLC, USA (Wholly Owned Subsidiary of Vertoz Inc.)
- jj) TechBravo LLC, USA (Wholly Owned Subsidiary of Vertoz Inc.)
- kk) OwnRegistrar Inc, USA (Wholly Owned Subsidiary of Vertoz Limited, India)
- ll) Qualispace Inc, USA (Wholly Owned Subsidiary of Vertoz Limited, India)
- mm) Hueads Inc, USA (Wholly Owned Subsidiary of Vertoz Limited, India)
- nn) Vokut Inc, USA (Wholly Owned Subsidiary of Vertoz Limited, India)
- oo) Admeridian Inc, USA (Wholly Onwed Subsidiary of Vertoz Limited, India)
- pp)Adokut Inc, USA (Wholly Owned Subsidiary of Admeridian Inc.)
- qq)AdCanny Inc, USA (Wholly Owned Subsidiary of Admeridian Inc.)
- rr)AdZesto Inc, USA (Wholly Owned Subsidiary of Admeridian Inc.)
- ss)Boffoads Inc, USA (Wholly Owned Subsidiary of Admeridian Inc.)
- tt)Flairads Inc, USA (Wholly Owned Subsidiary of Admeridian Inc.)
- uu)Admida Inc, USA (Wholly Owned Subsidiary of Admeridian Inc.)
- vv)OwnAdtech Inc, USA (Wholly Owned Subsidiary of Admeridian Inc.)
- ww)Webimax LLC, USA (Majority Owned Subsidiary of Vertoz Inc, USA (Stake - 80%))

During the year, the Company had 3 Material Subsidiaries viz., Vertoz Inc (USA), Vertoz FZ-LLC (UAE) and Admeridian Inc.

Name of the Material Subsidiary	Registered Office Address	Date of Incorporation
Vertoz Inc	50 California Street Suite 1500 San Francisco CA - 94111 United States of America	05 th December 2012
Vertoz FZ-LLC	Compass Building, Al Shohada Road, AL Hamra Industrial Zone-FZ, Ras Al Khaimah, United Arab Emirates.	05 th August 2022
Admeridian Inc	99 Hudson Street, 5th Floor, New York, NY 10013-2993, United States of America.	28 th July 2016

The policy of the Company for determining material subsidiary can be accessed at <https://vertoz.com/ir/policies/>

xvii. DISCLOSURE ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:

During the year under review, the Company had not entered into material transaction with any of its Related Parties.

The Company has made complete and fair disclosures of transactions with the Related Parties as set out in the Financial Statement, forming part of the Annual Report which are in compliance with the Accounting Standard on “Related Party Disclosures”.

All Related Party Transactions are in the ordinary course of business and on arm’s length basis and are intended to further the Company’s interests.

The Policy on Related Party Transactions may be accessed at the website of the Company <https://vertoz.com/ir/policies/>.

xviii. WHISTLE BLOWER POLICY:

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil Mechanism and Whistle Blower Policy under which employees are free to report fraudulent practices, corruption and breaches of Code of Conduct. Employees may also report any reportable matter directly to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. There have been no reported instances of whistleblowing.

The Whistle Blower Policy may be accessed at the website of the Company at : <https://vertoz.com/ir/policies/>.

xix. COMMODITY PRICE RISK/FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

The nature of business of the Company does not involve any direct purchase or sale of commodity that imposes risk. The foreign exchange risks are hedged from time to time as required.

xx. CODE OF CONDUCT:

The Board has laid down a Code of Conduct for all Board members and Senior Management of the Company. The Code is displayed on the website of the Company at <https://vertoz.com/ir/policies/>. All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Managing Director (MD) to this effect is enclosed at the end of this Report. Enclosed as **"ANNEXURE – 7"**.

xxi. CREDIT RATINGS:

The Company has not issued any debt instruments and did not have any fixed deposit programme or any scheme or proposal involving mobilisation of funds in India or abroad during the financial year ended 31st March, 2026. Hence, it was not required to obtain any credit ratings during the period under review.

xxii. PLANT LOCATIONS:

Since the Company is in the Service Sector it does not have different plant locations.

xxiii. COMPLIANCE CERTIFICATE BY CEO AND CFO:

The Chief Executive Officer and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17 (8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chief Executive Officer and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Annual Compliance Certificate as required under the said regulation is enclosed at the end of this Report, as **"ANNEXURE – 8"**. As the Company does not have CEO, Certificate is provided by Managing Director and Chief Financial Officer of the Company.

xxiv. COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

A Certificate obtained from U. Hegde & Associates, Practicing Company Secretary confirming compliance of conditions of Corporate Governance as stipulated under Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed at the end of this Report as **"ANNEXURE - 9"**.

xxv. CERTIFICATE FROM PRACTICING COMPANY SECRETARY:

The Company has obtained a certificate from M/s. U. Hegde & Associates, a Company Secretary in Practice, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority in accordance with Listing Regulations and is enclosed at the end of this Report as “ANNEXURE - 10”.

xxvi. DISCLOSURE ON ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS:

The Company has prepared financial statements in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

xxvii. AUDITORS’ REMUNERATION:

The total fees for all services paid by Vertoz Limited and its Subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/ network entity of which the statutory auditor is a part of are as follows:

(₹ in Lakhs)

Audit Fee	7.02
Advisory & Certification charges	1.48
Reimbursement of expenses	-
Total	8.50

xxviii. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company is committed to ensuring that all employees work in an environment that not only promotes diversity and equality but also mutual trust, equal opportunity and respect for human rights.

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder, the Company has adopted a gender neutral Policy for Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace, for the prevention of sexual harassment which is aimed at providing all employees a safe, secure and dignified work environment and constituted an Internal Complaints Committee to deal with complaints relating to sexual harassment at workplace.

The objective of this policy is to provide protection against sexual harassment of any of the employees at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith.

The details relating to the number of complaints received and disposed off during the financial year 2025-2026 are as under:

- a. number of complaints filed during the financial year - Nil
- b. number of complaints disposed of during the financial year - Nil
- c. number of complaints pending as on end of the financial year – Nil

The Policy for Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace is available on the Company's website at URL: <https://www.vertoz.com/investor/Policy-on-Prevention-of-Sexual-Harassment-at-Workplace-Vertoz-03-10.pdf>

xxix. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A).

During the financial year ended 31st March, 2026, the Company has not raised any funds by way of preferential allotment or qualified institutions placement, and accordingly, no disclosure is required to be made in this regard for the year under review

The proceeds of the convertible equity share warrants allotted on a preferential basis on 29th December, 2022 stood fully utilised in the previous financial year towards the objects stated in the notice approved by the Members, and there has been no deviation or variation in the utilisation thereof.

xxx. DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS/IMMEDIATE RELATIVES OF THE DIRECTORS ARE INTERESTED BY NAME AND AMOUNT:

The below are the details of Loans and Advances given by Vertoz Limited in the Nature of Loans to Firms/Companies in which the Directors/Immediate Relatives of the Directors are interested:

Name of the Company	Amount (in ₹)
Trunkoz Technologies Private Limited	33,430,770.69
Hashjini Private Limited	89,234,644.64
Goyam Technologies Private Limited	18,600.00
Netztrack Solutions	9,001,406.73
Total	131,685,422.06

xxxi. DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES, STRICTURES IMPOSED ON THE COMPANY BY THE STOCK EXCHANGE(S) OR SEBI OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS:

No penalty or structure was imposed by the Stock Exchanges or SEBI or any other authority, during the last 3 (three) years since all applicable requirements were fully complied with.

xxxii. DISCLOSURE OF COMPLIANCE WITH MANDATORY AND ADOPTION OF DISCRETIONARY REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Company hereby confirms that it has complied with the mandatory corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) and (t) of Regulation 46(2) of SEBI LODR Regulations and obtained a certificate from M/s. U. Hegde & Associates, Secretarial Auditors, regarding compliance of conditions of Corporate Governance, which is annexed to this report. In addition to the above, the Company has adopted the non-mandatory requirements as listed out in Part E of Schedule II of SEBI Listing Regulations as mentioned below:

Particulars	Details
Unmodified opinion(s) in audit report	During the financial year 2025-2026, there was no audit qualification in the financial statements of the Company and Auditors have expressed an unmodified opinion on their report on the financial statements of the Company. The Company continues to adopt the best practices, compliance with Accounting Standards and internal control over financial reporting to ensure financial statements with unmodified audit qualifications.
Separate posts of Chairman and the Managing Director or the Chief Executive Officer or the Whole-time Director	The Company has appointed separate person holding the position of the Chairman and Managing Director/Whole-time Director. Mr. Harshad Uttamchand Shah (Non-Executive Director) appointed as the Chairman of the Company and Mr. Hirenkumar Rasiklal Shah appointed as the Managing Director of the Company who are not related to each other as per the definition of the term "relative" defined under the Companies Act, 2013.
Reporting of Internal Auditor	The Internal Auditor of the Company directly reports to the Audit Committee.
Communication with the Shareholders	Your Company follows a robust process of communicating with the Shareholders which have been elaborated in the Report under the heading "Means of Communication".

xxxiii. RECONCILIATION IF SHARE CAPITAL AUDIT:

Pursuant to the applicable provisions of the SEBI (Depositories and Participants) Regulations, 2018 and the requirements prescribed by the Securities and Exchange Board of India ("SEBI"), the Company obtains a Reconciliation of Share Capital Audit Report from the Practicing Company Secretary M/s. U. Hegde & Associates on a quarterly basis.

The Reconciliation of Share Capital Audit Report is prepared to reconcile the total admitted capital with the total issued and listed capital of the Company and the share capital held in physical and dematerialized form with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The audit also covers, inter alia, the reconciliation of the share capital, changes in share capital during the quarter, the status of dematerialization requests and other matters as prescribed under the applicable regulatory framework. SEBI's framework specifically requires reconciliation of the shares held with NSDL, CDSL and in physical form with the issued/paid-up capital.

The Reconciliation of Share Capital Audit Reports for the quarters ended **30 June 2025, 30 September 2025, 31 December 2025 and 31 March 2026** were duly obtained from the Practicing Company Secretary and submitted to the Stock Exchange(s) within the prescribed timelines.

The reports confirmed that the issued, listed and paid-up share capital of the Company was duly reconciled with the aggregate share capital held in dematerialized and physical form as per the records of the Depositories and the Company's Registrar and Share Transfer Agent. No material discrepancy in the share capital of the Company was reported during the financial year under review.

The said reports were also placed before the Board of Directors of the Company, as applicable.

xxxiv. NON-COMPLIANCE OF REGULATIONS RELATING TO CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, IF ANY:

Your Company has complied with all the requirements of regulatory authorities. During the last three years, there were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to the capital markets. Your Company is a statutorily compliant Company and the management and the Board have always placed paramount importance towards the statutory compliances applicable to the Company. Our primary focus always remains to comply with all the applicable laws and to protect the interest of the Investors/ stakeholders and to be transparent in every possible aspect.

xxxv. DISCLOSURE OF INSTANCES, WHERE THE BOARD HAD NOT ACCEPTED RECOMMENDATION OF COMMITTEES:

In terms of the SEBI Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from its committee(s).

xxxvi. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES

The Company has not made any Information disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations.

For & on behalf of Board of Directors of
Vertoz Limited
(Formerly known as Vertoz Advertising Limited)

Sd/-
Harshad Shah

Place: Mumbai
Date: 01st September, 2026

Chairman & Non-Executive Director
DIN: 07849186

ANNEXURE 7

MANAGING DIRECTOR'S DECLARATION WITH RESPECT TO COMPLIANCE OF CODE OF CONDUCT

To
All Stakeholders
Vertoz Limited (Formerly known as Vertoz Advertising Limited),
Mumbai.

I, the undersigned, in my respective capacity as Managing Director of Vertoz Limited (Formerly known as Vertoz Advertising Limited) ("the Company") to the best of my knowledge and belief declare that the Members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management for the year ended 31st March, 2026.

For Vertoz Limited
(Formerly known as Vertoz Advertising Limited)

Sd/-
Hirenkumar Shah
Managing Director
DIN: 00092739

Place: Mumbai
Date: 01st September, 2026

ANNEXURE 8**MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATE**

(Pursuant to Regulation 17(8) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
All Stakeholders
Vertoz Limited (Formerly known as Vertoz Advertising Limited)

We, the undersigned, in our respective capacity as Managing Director and Chief Financial Officer of Vertoz Limited ("the Company") to the best of our knowledge and belief certify that:

A. We have reviewed Financial Statements and the Cash Flow Statements for the year ended 31st March, 2026 and that to the best of our knowledge and belief, we state that:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;

(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year ended 31st March, 2026, which are fraudulent, illegal or violative of the Company's Code of Business Conduct.

C. We are responsible for establishing and maintaining Internal Controls for Financial Reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.

D. We have indicated based on my most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:

(i) significant changes, if any, in internal control over Financial Reporting during the year ended 31st March, 2026;

(ii) significant changes, if any, in the accounting policies during the year ended 31st March, 2026 and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an Employee having significant role in the Company's Internal Control System over the Financial Reporting.

Yours Faithfully,

Sd/-

**Hirenkumar Shah
Managing Director
DIN: 00092739**

Date: 29th May 2026

Place: Mumbai

Sd/-

**Dimple Hirenkumar Shah
Chief Financial Officer & Executive Director
DIN: 07788365**

ANNEXURE 9
CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER LISTING
REGULATIONS, 2015

To,
The Members,
Vertoz Limited (Formerly known as Vertoz Advertising Limited)
602, Avior, Nirmal Galaxy, L.B.S Marg,
Opp. Johnson & Johnson, Mulund (W),
Mumbai – 400 080.

1. I have examined all relevant records of Vertoz Limited (the Company) for the purpose of certifying compliance of conditions of Corporate Governance by the Company, for the financial year ended 31st March 2026 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”). I have obtained all the information and explanations to the best of our knowledge and belief, which were necessary for the purpose of this certification.

2. **Management’s Responsibility:** The compliance of the conditions of Corporate Governance as stipulated under the SEBI Listing Regulations is the responsibility of the Company’s Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

3. **Auditors’ Responsibility:** My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31st March 2026.

4. **Opinion:** In my opinion and to the best of our information and according to the explanations given to us, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para–C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) during the financial year ended 31st March, 2026. This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR U. HEGDE & ASSOCIATES, COMPANY SECRETARIES

Sd/-
UMASHANKAR K HEGDE
(PROPRIETOR)
COP No- 11161 # M. No - A22133
ICSI UDIN: A022133H001354695
Date: 01st September, 2026
Place: Mumbai

ANNEXURE 10

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Vertoz Limited (Formerly known as Vertoz Advertising Limited)
602, Avior, Nirmal Galaxy, L.B.S Marg,
Opp. Johnson & Johnson, Mulund (W),
Mumbai – 400 080.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Vertoz Limited (Formerly known as Vertoz Advertising Limited)** having (CIN - L74120MH2012PLC226823) and having registered office at 602, Avior, Nirmal Galaxy, L.B.S Marg, Opp. Johnson & Johnson, Mulund (W), Mumbai – 400 080 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from to time).

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing as Directors of Company for the Financial Year ending March 31, 2026, by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	Designation	Date of Appointment	DIN
1	Mr. Harshad Uttamchand Shah	Chairman & Non-Executive Director	06-07-2024	07849186
2	Mr. Rohit Keshavlal Vaghadia	Non-Executive Independent Director	25-09-2022	07946771
3	Mr. Rajkumar Chandulal Gupta	Non-Executive Independent Director	06-05-2024	10616896
4	Mrs. Dimple Hirenumar Shah	Executive Director	22-05-2024	07788365
5	Mr. Hirenkumar Rasiklal Shah	Managing Director	14-06-2022	00092739
6	Mr. Ashish Rasiklal Shah	Non-Executive Director	14-06-2022	00092787

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

FOR U. HEGDE & ASSOCIATES, COMPANY SECRETARIES

Sd/-

UMASHANKAR K HEGDE

(PROPRIETOR)

COP No. - 11161 # M. No. - A22133

ICSI UDIN: A022133H001354717

Date: 01st September, 2026

Place: Mumbai

ANNEXURE 11

ANNUAL REPORT ON CSR ACTIVITIES CARRIED OUT DURING FY 2025-26

1. Brief outline of the CSR Policy of the Company:

The Corporate Social Responsibility (“CSR”) Policy of the Company provides a strategic framework for undertaking CSR initiatives in alignment with societal, environmental needs and animal welfare initiatives while contributing towards the sustainable development and long-term value creation for all stakeholders.

The provisions relating to CSR under Section 135 of the Companies Act, 2013 became applicable to the Company for the first time during the Financial Year 2025–26. Accordingly, the Company has undertaken its CSR activities in compliance with the applicable provisions of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.

2. Composition of CSR Committee:

The Board of Directors shall oversee and monitor the implementation of the CSR Policy, as the constitution of a CSR Committee is presently not applicable to the Company since its CSR obligation does not exceed ₹50 lakhs in a financial year. If the prescribed threshold is exceeded in any future financial year, the Company shall constitute a CSR Committee in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: <https://vertoz.com/ir/wp-content/uploads/2026/02/CSR-Policy.pdf>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

The Company’s CSR contribution amounted to Rs. 8,77,555/- (Rupees Eight Lakh Seventy-Seven Thousand Five Hundred and Fifty-Five Only). Since the amount is not material, the requirement for Impact Assessment of CSR projects under Rule 8(3) of the Companies (CSR Policy) Rules, 2014 is not applicable to the Company.

5. Average net profit, CSR obligation and set-off details:

(a) Average net profit of the Company as per Section 135(5)	4,38,77,735/-
(b) Two percent of average net profit of the Company as per Section 135(5)	8,77,555/-
(c) Surplus arising out of the CSR projects or programmes or activities of previous financial years	Not Applicable
(d) Amount required to be set off for the financial year, if any	Not Applicable
(e) Total CSR obligation for the financial year [(b) + (c) - (d)]	8,77,555/-

6. Amount spent on CSR for the Financial Year:

- a) Amount spent on CSR Projects (both Ongoing & other than Ongoing): Rs. 8,77,555/-
b) Amount spent in Administrative Overheads: Nil
c) Amount spent on Impact Assessment, if applicable: Not Applicable
d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs 8,77,555/-
e) CSR amount spent or unspent for the financial year

Total Amount Spent for the Financial Year	Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any Fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 8,77,555/-	-	-	Not Applicable		

f) Excess amount for set off, if any: None

Sr. No.	Particular	Amount
(i)	Two percent of average net profit of the Company as per Section 135(5)*	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of CSR projects/programmes/activities of previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years#	-

7. Details of Unspent CSR amount for the preceding three financial years: Not Applicable

Sl. No.	Preceding FY	Amt. transferred to Unspent CSR A/c u/s 135(6) (Rs. L)	Amt. spent in reporting FY (Rs. L)	Fund (Sch. VII) - Amt.	Date of transfer	Deficiency

8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year: Not Applicable

9. Reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5): Not Applicable

For and on behalf of the Board

Sd/-

Harshad Shah

Place: Mumbai

Chairman & Non-Executive Director

Date: 01st September, 2026

DIN: 07849186

Independent Auditor's Report**REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS****Independent Auditor's Report**

To
The Members of Vertoz Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **Vertoz Limited ("the Company")**, which comprise the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss (Including other comprehensive income), Statement of change in equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed (Ind AS) under section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015, as amended, ("IND AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, and its profit and other comprehensive income and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report :

Sr.No	Key Audit Matters	Auditors Responses
1	Recognition and measurement of revenues of ongoing contracts: The recognition and measurement of revenues of ongoing contracts and revenue which is unbilled involves certain key judgments relating to measurement, documentation and certification of such measurements, identification of milestones and compliance related obligations. Refer Note 25 (j) to the Financial Statements	Our audit procedures in respect of the recognition and measurement of revenue from ongoing contracts included a combination of tests of controls and substantive audit procedures, which comprised, inter alia, the following: • Evaluated the design, implementation and operating effectiveness of key internal controls relating to the recognition of revenue in accordance with the terms and conditions of the underlying customer contracts. • Selected a sample of customer contracts and examined the contractual terms to assess the appropriateness of revenue recognition, including the identification of performance obligations and achievement of contractual milestones, in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers. • Tested, on a sample basis, unbilled revenue recognised at the reporting date by examining supporting documentation, including customer certifications, project status reports and other relevant evidence, to assess whether the related revenue had been appropriately recognised. • Performed substantive analytical procedures and test of details on revenue transactions and the related costs to evaluate the accuracy, completeness, reasonableness and period-end cut-off of revenue recognised during the year.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a no material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1) As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The Company does not have any pending litigations which would impact its financial position.

ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

iii) There was no amount which was required to be transferred to the Investor Education and Protection Fund by the company.

iv) (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

vi) Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software.

2) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Mittal & Associates

Chartered Accountants

Firm Registration number: 106456W

Sd/-

CA Sourabh Bagaria

Partner

Membership number: 183850

UDIN: 26183850PEZIDR8146

Place: Mumbai

Date: 29th May 2026

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Vertoz Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

Opinion

We have audited the internal financial controls with reference to standalone financial statements of **Vertoz Limited** (“the Company”) as of 31st March 2026 in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31st March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including in adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Mittal & Associates

Chartered Accountants

Firm Registration number: 106456W

Sd/-

CA Sourabh Bagaria

Partner

Membership number: 183850

UDIN: 26183850PEZIDR8146

Place: Mumbai

Date: 29th May 2026

Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Vertoz Limited** of even date)

i) In respect of the Company's Property, Plant and Equipment's and Intangible Assets:

(a) (A) According to the information and explanations given to us, the Company has maintained proper records Showing full Particular, including quantitative details and situation of Fixed assets.

(B) According to the information and explanations given to us, the Company has maintained proper records Showing full Particular, including quantitative details and situation of Intangibles assets

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the financial statements are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year,

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii) In Respect of Inventories:

(a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company did not hold any inventory as at 31 March 2026. Accordingly, the reporting requirements under Clause 3(ii)(a) of the Order relating to physical verification of inventory and discrepancies therein are not applicable to the Company.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of ₹5 crore, in aggregate, from banks/financial institutions during the year. The Company is engaged in the service industry and does not maintain any inventory. We have compared the quarterly returns/statements relating to the current assets submitted by the Company to the banks with the books of account, and the following discrepancies were noticed.

Current Assets* as per Audited Financials	Current Assets* as per Statements submitted to bank	Difference	Reasons
6,311.93 Lakhs	5,787.99 Lakhs	Rs 523.94 Lakhs	The difference between trade receivables as per the audited financial statements and the stock statement submitted to the Bank is primarily due to differences in reporting cut-off dates, subsequent accounting adjustments, foreign currency revaluation, and sales entries accounted for subsequently with reference to the relevant financial period.

* Current assets comprise only trade receivables, as the Company is engaged in the services industry and does not maintain any inventory.

iii) During the year the company has made investment in, provided any guarantee or security or granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:

(a) During the year the company has made investment in, provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity:

A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates

B) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates:

	Investment	Guarantees	Security	Loans	Advance in Nature of Loans
Aggregate amount granted/ provided during the year					
- Subsidiaries	907.52 Lakhs	5975.48 Lakhs	-	-	1,549.54 Lakhs
- Joint Ventures	-	-	-	-	-
- Associates	-	-	-	-	-
- Others	6.70 Lakhs	-	-	-	211.98 Lakhs
Balance outstanding as at balance sheet date in respect of above cases					
- Subsidiaries	8,112.33 Lakhs	5975.48 Lakhs	-	-	1,099.55 Lakhs
- Joint Ventures	-	-	-	-	-
- Associates	-	-	-	-	-
- Others	24.60 Lakhs	-	-	-	1,692.31 Lakhs

(b) According to the information and explanation given to us, the terms and conditions of the grant of loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest

(c) Schedule of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable to comment as to whether receipt of the principal amount and the interest is regular;

(d) According to the information and explanation given to us, no amount is overdue in this respect;

(e) According to the information and explanation given to us, in respect of any loan or advance in the nature of loan granted which has fallen due during the year, none has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties;

(f) The company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, required details in respect thereof are as below:

	All Parties	Promoters	Related Parties
Aggregate number of loans/ advances in nature of loans			
- Repayable on demand (A)	-	-	-
-Agreement does not specify any terms or period of repayment (B)	1,636.52 Lakhs	-	1,636.52 Lakhs
Total (A+B)	1,636.52 Lakhs		1,636.52 Lakhs
Percentage of loans/advances in nature of loans to the total loans	92.90%	-	92.90%

iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has provided guarantee as specified under Section 186 of the Companies Act, 2013 ("the Act") and has complied with the same. In respect of investments made and loans given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.

v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable to the company.

vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

vii) a) According to the information and explanations given to us and based on our examination of the records of the Company, there were no undisputed statutory dues outstanding as at the balance sheet date for a period of more than six months from the date they became payable. Accordingly, reporting under Clause 3(vii)(a) of the Order is not applicable.

b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no dues in respect of Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Cess or any other statutory dues which have not been deposited on account of any dispute. Accordingly, reporting under Clause 3(vii)(b) of the Companies (Auditor's Report) Order, 2020 is not applicable.

viii) According to the information and explanations given to us and based on our examination of the records of the Company, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961. Accordingly, reporting under Clause 3(viii) of the Companies (Auditor's Report) Order, 2020 is not applicable.

ix) (a) According to the information and explanation given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us and based on our examination of the records of the Company, the term loans obtained during the year have been applied for the purposes for which they were obtained. Accordingly, no instances of diversion of term loans have been noticed.

(d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any funds from any entity or person for the purpose of meeting the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x) (a) According to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions of Clause 3(x)(a) of the CARO 2020 are not applicable to the company

(b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible debentures during the year. Accordingly, the provisions of Clause 3(x)(b) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistleblower complaints have been received during the year by the Company. Accordingly, the reporting under clause (xi)(c) of paragraph 3 of the Order is not applicable to the Company.

xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) Based on the information and explanations provided by the management of the Company, the Company does not have any CICs, which are part of the Company. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause (xvi)(d) of paragraph 3 of the Order is not applicable to the Company.

xvii) In our opinion and according to the information and explanations given to us, the Company has not incurred any cash losses in the current financial year or in the immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due

xx) (a) According to the information and explanations given to us and based on our examination of the records of the Company, there was no unspent amount required to be transferred to a Fund specified in Schedule VII to the Companies Act, 2013 in respect of other than ongoing projects. Accordingly, reporting under Clause 3(xx)(a) of the Companies (Auditor's Report) Order, 2020 is not applicable.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, there was no amount remaining unspent under Section 135(5) of the Companies Act, 2013 pursuant to any ongoing project requiring transfer to a special account in compliance with Section 135(6) of the Act. Accordingly, reporting under Clause 3(xx)(b) of the Companies (Auditor's Report) Order, 2020 is not applicable

For Mittal & Associates

Chartered Accountants

Firm Registration number: 106456W

Sd/-

CA Sourabh Bagaria

Partner

Membership number: 183850

UDIN: 26183850PEZIDR8146

Place: Mumbai

Date: 29th May 2026

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) 602 AVIOR NIRMAL GALAXY L.B.S. MARG OPP. JOHNSON & JOHNSON MULUND (W) - 400080 Corporate Identity Number : L74120MH2012PLC226823 AUDITED STANDALONE STATEMENT OF ASSETS AND LIABILITIES AS ON 31ST MARCH 2026 (₹ in lakhs)				
Sr. No.	Particulars	Note No.	Amount As At 31st Mar 26	Amount As At 31st Mar 25
(1)	ASSETS			
	Non-current Assets			
	(a) Property Plant & Equipment	1	254.66	167.16
	(b) Capital work-in-progress	1	18.83	-
	(c) Investment Property		-	-
	(d) Goodwill		-	-
	(e) Other Intangible Assets	1	697.58	478.08
	(f) Right of use assets	1	688.79	263.74
	(g) Financial Assets			
	(i) Investment in Subsidiaries	2	8,112.33	6,508.27
	(ii) Investment in Others	2	24.60	19.97
	(iii) Trade Receivables		-	-
	(iii) Other Financial Assets	3	1,116.03	696.46
	(h) Deferred Tax assets (net)		82.72	62.46
	(i) Other non-current assets		-	-
(2)	Total Non-current assets		10,995.54	8,196.14
	Current Assets			
	(a) Inventories		-	-
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables	4	6,311.93	4,773.80
	(iii) Cash & Cash Equivalents	5	51.32	34.03
	(iv) Bank Balances other than (iii) above	5	-	-
	(v) Loans	6	2,791.86	2,317.26
	(c) Current Tax Assets (net)		-	30.77
	(d) Other current assets	7	2,192.43	480.56
	Total Current Assets		11,347.55	7,636.43
	Total Assets (1+2)		22,343.08	15,832.57
(1)	EQUITY AND LIABILITIES			
	EQUITY			
	(a) Equity Share Capital	8	8,523.00	8,523.00
	(b) Other Equity	9	5,925.22	4,643.53
	Total Equity		14,448.22	13,166.53
	LIABILITIES			
	Non-current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	10	-	4.19
	(ii) Trade Payables		-	-
	(iii) Lease Liabilities		483.30	132.44
	(iv) Other financial Liabilities		-	-
	(b) Provisions	11	195.76	152.14
	(c) Deferred Tax liabilities (Net)		-	-
	(d) Other Non-current liabilities	12	30.00	-
	Total Non-current liabilities		709.05	288.77
(3)	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	13	3,707.04	1,488.40
	(ii) Trade Payables			
	-Dues of micro and small enterprises		-	-
	-Dues of others	14	2,354.30	609.75
	(iii) Lease Liabilities		184.07	142.06
	(iv) Other financial Liabilities	15	94.51	23.41
	(b) Current tax liabilities (net)	16	134.14	18.85
	(c) Provisions	17	244.91	60.13
	(d) Other current liabilities	18	466.83	34.67
	Total Current liabilities		7,185.81	2,377.27
	Total Equity and Liabilities (1+2+3)		22,343.08	15,832.57
SIGNIFICANT ACCOUNTING POLICIES See accompanying Notes to the Financial Statements 25 <i>Notes referred to above and Notes to Accounts attached there to form an integral part of the Audited Financial Statement</i> <i>This is the Statement of Assets and Liabilities referred to in our Report of even date.</i>				
FOR MITTAL & ASSOCIATES Chartered Accountants FRN: 106456W MRN: 183850		FOR VERTOZ LIMITED Hirenkumar Shah Harshad Shah Managing Director Chairman & Non-Executive Director DIN: 00092739 DIN: 07849186		
CA Sourabh Bagaria Partner UDIN: Place: Mumbai Date: 29.05.2026		Dimple Shah Chief Financial Officer PAN: AZYPS5749M Nupur Joshi Company Secretary & Compliance Officer PAN: ARDPJ6139R		

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) 602, AVIOR, NIRMAL GALAXY, L.B.S. MARG, OPP. JOHNSON & JOHNSON, MULUND (W) - 400080 Corporate Identity Number : L74120MH2012PLC226823 AUDITED STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026				
(₹ in Lakhs, except EPS)				
Sr.No.	Particulars	Note No	Year ended	
			31-Mar-26	31-Mar-25
			(Audited)	(Audited)
	<u>Revenue:</u>			
I	Revenue From Operations (Net of Taxes)	19	8,120.28	5,749.02
II	Other Income	20	425.32	345.77
III	Total Income (III)		8,545.59	6,094.79
IV	<u>Expenses:</u>			
	Direct Service Expense	21	3,896.37	2,693.58
	Employment Benefit Cost	22	2,363.34	1,640.80
	Finance Cost	23	336.84	165.92
	Depreciation and Amortisation	1	379.94	290.39
	Other Expenses	24	723.97	629.18
	Total Expenses (IV)		7,700.47	5,419.86
V	Profit before exceptional items and tax (III-IV)		845.13	674.93
VI	Exceptional Items		-	-
VII	Profit before tax (V-VI)		845.13	674.93
VIII	<u>Tax expense:</u>			
	(1) Income Tax Provision			
	Current Tax		272.63	172.77
	Excess / Short Provision		13.21	6.24
	(2) Deferred tax		(17.05)	(17.31)
IX	Profit for the period (VII-VIII)		576.33	513.23
X	Other Comprehensive Income			
	(i) Items that will not be reclassified to Profit or Loss		12.76	27.50
	(ii) Income tax relating to above		(3.21)	(6.92)
XI	Total Comprehensive Income (IX-X)		592.31	547.65
XII	Paid-up equity share capital (Face value of Current Year - Rs. 10/- each, Previous Year of Rs. 1/- each)		8,523.00	8,523.00
XIII	Earning per Equity Share (of Rs. 10/- each in Current Year, Rs. 1/- each in Previous Year)			
	(1) Basic		0.68	0.06
	(2) Diluted		0.68	0.06
SIGNIFICANT ACCOUNTING POLICIES See accompanying Notes to the Financial Statements <i>Notes referred to above and Notes to Accounts attached there to form an integral part of the Audited Financial Statement</i> <i>This is the Statement of Assets and Liabilities referred to in our Report of even date.</i>				
FOR MITTAL & ASSOCIATES Chartered Accountants FRN: 106456W MRN: 183850 CA Sourabh Bagaria Partner UDIN: Place: Mumbai Date: 29.05.2026			FOR VERTOZ LIMITED Hirenkumar Shah Managing Director DIN: 00092739 Harshad Shah Chairman & Non-Executive Director DIN: 07849186 Dimple Shah Chief Financial Officer PAN: AZYPS5749M Nupur Joshi Company Secretary & Compliance Officer PAN: ARDPJ6139R	

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) 602 AVIOR NIRMAL GALAXY L.B.S. MARG OPP. JOHNSON & JOHNSON MULUND (W) - 400080 Corporate Identity Number : L74120MH2012PLC226823 AUDITED STANDALONE CASHFLOW STATEMENT AS ON 31ST MARCH 2026			
(₹ in Lakhs)			
Particulars		Amount As At 31st Mar. 2026	Amount As At 31st Mar. 2025
A : Cash flows from operating activities:			
Profit before taxation	(a)	845.13	674.93
Add: Non Operating Expense			
Depreciation & Amortisation		379.94	290.39
Capital Work in Process		-	-
ESOP Expense		18.37	-
Interest expense		282.28	137.22
Expected Credit Loss		166.17	-
	(b)	846.75	427.61
Less: Non Operating Income			
Other Non Operating Income (Inclusive of interest income)		129.97	392.85
	(c)	129.97	392.85
Operating profit before working capital changes	d=(a+b+c)	1,561.91	709.69
Working capital changes:			
Decrease/(Increase) in Trade Receivables		(1,538.13)	(1,319.31)
Decrease/(Increase) in Other Financial Assets		(419.57)	(643.72)
Decrease/(Increase) in Other Non-Current Assets		-	-
Decrease/(Increase) in Other Current Assets		(2,155.70)	(354.73)
Increase/(Decrease) in Short Term Borrowing		2,214.45	392.89
Increase/(Decrease) in Trade Payables		1,744.55	108.22
Increase/(Decrease) in Current Tax Liabilities		-	-
Increase/(Decrease) in Other Financial Liabilities		71.10	(35.08)
Increase/(Decrease) in Other Current Liabilities		462.17	16.22
Increase/(Decrease) in Short Term Provisions		228.39	36.93
Increase/(Decrease) in Adjustments in Provisions		-	-
	(e)	607.26	(1,798.59)
Cash generated from operations	(d+e)	2,169.17	(1,088.90)
(-) Taxes paid		(163.84)	(234.48)
Net cash used in operating activities	(A)	2,005.33	(1,323.38)
B : Cash flows from investing activities:			
Fixed asset (Addition)/Deduction		(558.59)	(293.75)
Other Non Operating Income (Inclusive of interest income)		6.89	55.08
Investment		(907.52)	(1.01)
Investment in Others		(6.70)	813.96
Net cash Generated from investing activities	(B)	(1,465.92)	574.29
C : Cash flows from financing activities:			
Proceeds from issue of Share Warrants		-	269.68
Proceeds for business combination		-	-
Expenses of business combination directly Transfer to reserve		-	-
Increase/(Decrease) in Long Term Borrowings		-	(9.45)
Dividend Paid		-	-
Increase/(Decrease) in Lease Liabilities		(260.92)	(122.54)
Increase/(Decrease) in Other Long Term Liabilities		-	-
Interest Expenses		(261.20)	(114.56)
Net cash generated from financing activities	(C)	(522.12)	23.13
D : Net increase in cash and cash equivalents = (A+B+C)	D=(A+B+C)	17.29	(725.97)
E : Cash and cash equivalents at beginning of period	(E)	34.03	760.00
F: Cash and cash equivalents at end of period = (D+E)	(D+E)	51.32	34.03
Note: Cash and Cash Equivalants Comprises of:			
Particulars		Amount As At 31st Mar. 2026	Amount As At 31st Mar. 2025
Balance with Banks			
(i) In Current Accounts	5	50.75	32.58
(ii) In Deposit Accounts	5	-	-
Cash on Hand	5	0.57	1.45
Cash & Cash Equivalants		51.32	34.03
SIGNIFICANT ACCOUNTING POLICIES See accompanying Notes to the Financial Statements Notes referred to above and Notes to Accounts attached there to form an integral part of the Audited Financial Statement This is the Statement of Assets and Liabilities referred to in our Report of even date.			
FOR MITTAL & ASSOCIATES Chartered Accountants FRN: 106456W MRN: 183850		FOR VERTOZ LIMITED Hirenkumar Shah Managing Director DIN: 00092739 Harshad Shah Chairman & Non-Executive Director DIN: 07849186 Dimple Shah Chief Financial Officer PAN: AZYPS5749M Nupur Joshi Company Secretary & Compliance Officer PAN: ARDPJ6139R	
CA Sourabh Bagaria Partner UDIN: Place: Mumbai Date: 29.05.2026			

VERTOZ LIMITED
(Formerly known as Vertoz Advertising Limited)
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT

Note 1 : Fixed Asset
I. Property, Plant and Equipment, Other Intangible Assets and Right of Use Assets

I. Property, Plant and Equipment, Other Intangible Assets and Right of Use Assets											(₹ in 'Lakhs)	
Sr. No	Particulars	Gross Block			Depreciation			Net Block		Closing Value as on 31.03.2025		
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end			
I	Tangible Assets											
1	Data Computers, Laptops, Data Servers & Peripherals	543.67	38.27	-	581.93	455.72	56.44	-	512.15	69.78	87.95	
2	Furniture & Fixtures	56.78	0.06	-	56.84	47.86	2.87	-	52.24	4.60	8.92	
3	Office Equipments	14.00	9.87	-	23.87	11.58	2.18	-	13.76	10.11	2.42	
4	Motor Vehicles	43.37	38.24	-	81.61	28.23	12.89	-	41.12	40.49	15.14	
5	Leasehold Asset	22.01	85.30	-	107.31	14.87	5.69	-	20.56	86.74	7.13	
6	Office Premises	50.00	-	-	50.00	4.40	2.65	-	7.05	42.95	45.60	
II	Intangible Assets											
1	Trademark	0.09	-	-	0.09	-	-	-	-	0.09	0.09	
2	Software Licenses	1,082.66	388.36	-	1,471.03	604.68	168.86	-	773.53	697.49	477.99	
3	Microsoft Dynamics	-	-	-	-	-	-	-	-	-	-	
2	Ingenious Plex Platform			-	-			-	-	-	-	
III	Right of Use Assets	532.94	680.06	126.66	1,086.33	269.19	128.35	-	397.55	688.79	263.74	
	Total Value	2,345.51	1,240.16	126.66	3,459.01	1,436.53	379.94	-	1,817.98	1,641.03	908.98	
	Previous Year Figures	1,979.44	366.07	-	2,345.51	1,146.15	290.39	-	1,436.53	908.98	833.29	

1.2 Capital work-in-progress includes Intangible Assets Under Development:

i.) Rs. 18.83 Lakhs is on account of Project Development Expenditure

1.3 Capital-Work-in-Progress (CWIP)											
Ageing as at 31st March, 2026:		Amount in CWIP for a Period of				Total		Total			
		Less than 1 year	1-2 years	2-3 years	More than 3 years			Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in Progress	18.83	-	-	-	-	18.83		-	-	-	-
Projects temporarily suspended	-	-	-	-	-	-		-	-	-	-
Total	18.83	-	-	-	-	18.83		-	-	-	-
Capital-Work-in-Progress (CWIP)											
Ageing as at 31st March, 2025:		Amount in CWIP for a Period of				Total		Total			
		Less than 1 year	1-2 years	2-3 years	More than 3 years			Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in Progress	-	-	-	-	-	-		-	-	-	-
Projects temporarily suspended	-	-	-	-	-	-		-	-	-	-
Total	-	-	-	-	-	-		-	-	-	-

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) Notes Forming Integral Part of Standalone Balance Sheet as at 31st March, 2026			
(₹ in 'Lakhs)			
Note 2 : Non-Current Financial Assets			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
(i)	Investment in Subsidiaries		
1	AdMeridian Inc, USA	0.95	0.86
2	Adzurite Solutions Pvt Ltd, India	1.00	1.00
3	HueAds Inc, USA	0.95	0.86
4	Incremnet X Pvt Ltd, India	1.00	1.00
5	Vertoz FZ LLC, UAE	3,748.62	3,385.01
6	Own Web Solutions Pvt Ltd, India	1.00	1.00
7	Ownregistrar Inc, USA	0.95	0.86
8	QualiSpace Inc, USA	0.95	0.86
9	Performise Solutions Private Limited (Formerly known as Silverttech Web Solutions Pvt Ltd), India	0.51	0.51
10	Vertoz Inc, USA	3,928.01	2,738.47
11	Vertoz Ltd, Hongkong	2.99	2.75
12	Vertoz Ltd, UK	423.46	373.26
13	Vokut Inc, USA	0.95	0.86
14	Qualispace Cloud Pvt Ltd, India	1.00	1.00
	Total Investment in Subsidiaries	8,112.33	6,508.27
(ii)	Investment in Others		
1	Cheerio Technologies Pvt Ltd	15.00	15.00
2	Voluntad India Pvt Ltd	2.90	2.90
3	Hoora Technologies Pvt Ltd	-	2.08
4	YourSuperidea Technologies Private Limited	6.70	-
	Total Investment in Others	24.60	19.97
	Total Value	8,136.92	6,528.24
Note 3 : Other Financial Assets			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
	A. Deposits		
1	Rent Deposits	112.45	61.40
2	Security Deposits	349.82	0.65
3	Fixed Deposits - More Than 12 Months	653.76	634.42
	Total Value	1,116.03	696.46
Note 4 : Trade Recievables			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Sundry Debtors	6,311.93	4,773.80
	Total Value	6,311.93	4,773.80
Figures For the Current Reporting Period			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
(i)	Undisputed Trade Receivables- Considered Goods		
	Less than 6 Months	2,773.81	1,993.19
	6 Months - 1Year	1,734.99	1,199.16
	1-2 Years	1,300.33	1,581.45
	2-3 Years	502.80	-
	More than 3 Years	-	-
		6,311.93	4,773.80

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) Notes Forming Integral Part of Standalone Balance Sheet as at 31st March, 2026			
			(₹ in 'Lakhs)
(ii)	Undisputed Trade Receivables- Considered Doubtful Less than 6 Months 6 Months - 1Year 1-2 Years 2-3 Years More than 3 Years	- - - - -	- - - - -
		-	-
(iii)	Disputed Trade Receivables- Considered Goods Less than 6 Months 6 Months - 1Year 1-2 Years 2-3 Years More than 3 Years	- - - - -	- - - - -
(iv)	Disputed Trade Receivables- Considered Doubtful Less than 6 Months 6 Months - 1Year 1-2 Years 2-3 Years More than 3 Years	- - - - -	- - - - -
(v)	Others Less than 6 Months 6 Months - 1Year 1-2 Years 2-3 Years More than 3 Years	- - - - -	- - - - -
		-	-
	Total Value	6,311.93	4,773.80
Note 5 : Cash & Cash Equivalent			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Bank Balances - In current accounts	50.75	32.58
2	Cash Balance	0.57	1.45
	Total Value	51.32	34.03
Note 6 : Loans			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Other Receivable		
	Loan to Directors	-	0.00
	Loans & Advances to Others	375.46	244.25
	Loan to Related Parties	2,416.40	2,073.01
	Total Value	2,791.86	2,317.26
Note 7 : Other Current Assets			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Prepaid Expenses	1,801.56	1.90
2	Advance to Staff	1.10	0.44
3	GST Receivable	307.70	54.48
4	Advance given to Vendors	72.35	423.75
5	Advance for Capital Items	9.72	-
	Total Value	2,192.43	480.56

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT				
Note 8: SHARE CAPITAL				
Particulars	Figures as at the end of current		Figures as at the end of previous reporting	
	Number of shares	2025-26	Number of shares	2024-25
(a) Authorised	10,00,00,000	100%	100,00,00,000	100%
	Face value of Rs. 10/- each		Face value of Rs. 1/- each	
(b) Issued, Subscribed and Paid up	8,52,30,000		85,23,00,000	
	Face value of Rs. 10/- each		Face value of Rs. 1/- each	
Total				
List of Shareholders holding more than 5% share capital				
As at 31st March 2026			As at 31st March 2025	
Name of Shareholders	No. of Shares	Percentage of Holding	No. of Shares	Percentage of Holding
Mr. Hirenkumar Rasiklal Shah	21,987,648	25.80%	219,606,480	25.77%
Mr. Ashish Rasiklal Shah	21,987,648	25.80%	219,606,480	25.77%
Mrs. Dimple Hirenkumar Shah	5,020,000	5.89%	50,200,000	5.89%
Mrs. Gunja Ashish Shah	5,020,000	5.89%	50,200,000	5.89%
NOTE 8A: SHARES HELD BY PROMOTORS				
Current Reporting Period				
Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	Mr. Hirenkumar Rasiklal Shah	21,987,648	25.80%	0.03%
2	Mr. Ashish Rasiklal Shah	21,987,648	25.80%	0.03%
3	Mrs. Dimple Hirenkumar Shah	5,020,000	5.89%	0.00%
4	Mrs. Gunja Ashish Shah	5,020,000	5.89%	0.00%
5	Mr. Rasiklal Hathichand Shah	239,400	0.28%	0.00%
6	Mrs. Ranjanben Rasiklal Shah	239,400	0.28%	0.00%
7	Mrs. Arpana Vipul Vejani	222,300	0.26%	0.00%
8	Mrs. Archana Rohit Shah	239,400	0.28%	0.00%
9	Mrs. Shital Chintan Shah	239,400	0.28%	0.00%
10	Mrs. Kinjal Darshan Doshi	19,350	0.02%	0.00%
11	Mrs. Bhavna P Shah	2,100	0.00%	0.00%
12	Mr. Dhaval Pravinchandra Shah	1,210	0.00%	0.00%
13	Mrs. Hemal Hiren Shah	386	0.00%	0.00%
14	M/s Hashjini Private Limited	15,000	0.02%	0.00%

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT				
Previous reporting Period				
Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	Mr. Hirenkumar Rasiklal Shah	219,606,480	25.77%	0.34%
2	Mr. Ashish Rasiklal Shah	219,606,480	25.77%	0.34%
3	Mrs. Dimple Hirenkumar Shah	50,200,000	5.89%	-0.08%
4	Mrs. Gunja Ashish Shah	50,200,000	5.89%	-0.08%
5	Mr. Rasiklal Hathichand Shah	2,394,000	0.28%	0.00%
6	Mrs. Ranjanben Rasiklal Shah	2,394,000	0.28%	0.00%
7	Mrs. Arpana Vipul Vejani	2,223,000	0.26%	-0.02%
8	Mrs. Archana Rohit Shah	2,394,000	0.28%	0.00%
9	Mrs. Shital Chintan Shah	2,394,000	0.28%	0.00%
10	Mrs. Kinjal Darshan Doshi	193,500	0.02%	0.00%
11	Mrs. Bhavna P Shah	21,000	0.00%	0.00%
12	Mr. Dhaval Pravinchandra Shah	12,100	0.00%	0.00%
13	Mrs. Hemal Hiren Shah	3,860	0.00%	0.00%
14	M/s Hashjini Private Limited	150,000	0.02%	0.00%
15	M/s Votixo LLP	9,500	0.00%	0.00%
NOTE 8B: STATEMENTS OF CHANGES IN EQUITY				
Current Reporting Period				
No. of shares at the beginning of the year	Change due to prior period error	No. of shares at the beginning of the current reporting period	Change during the year	No. of shares at the end of the year
852,300,000 Shares of FV of Rs. 1	-	852,300,000 Shares of FV of Rs. 1	767,070,000 FV changed from Rs. 1 to Rs. 10	85,230,000 Shares of FV of Rs. 10
Previous reporting Period				
No. of shares at the beginning of the year	Change due to prior period error	No. of shares at the beginning of the current reporting period	Change during the year	No. of shares at the end of the year
42,030,000 Shares of FV of Rs. 10	-	42,030,000 Shares of FV of Rs. 10	810,270,000	852,300,000 Shares of FV of Rs. 1

VERTOZ LIMITED
(Formerly known as Vertoz Advertising Limited)
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENT

NOTE 9: OTHER EQUITY								(₹ in Lakhs)	
Particulars	Reserves & Surplus			Other Reserves		Equity attributable to holders of the parent	Non Controlling Interests	Money received against share warrants	Total Other Equity
	Retained Earnings	Reserve on Merger	Securities Premium	Exchange differences on translating the financial statements of a foreign operation	ESOP				
Balance as at April 01, 2024	2,093.85	(2,439.92)	7,628.92	295.92	-	7,578.77	-	449.46	8,028.24
Profit for the Period	513.37	-	-	-	-	513.37	-	-	513.37
Merger Effect	-	-	-	-	-	-	-	-	-
Other Comprehensive Income	(20.58)	-	-	172.82	-	152.25	-	-	152.25
Dividends	-	-	-	-	-	-	-	-	-
Any other change	-	-	(3,600.86)	-	-	(3,600.86)	-	(449.46)	(4,050.32)
Balance as at 31st Mar, 2025	2,586.64	(2,439.92)	4,028.06	468.74	-	4,643.53	-	-	4,643.53
Balance as at April 01, 2025	2,586.64	(2,439.92)	4,028.06	468.74	-	4,643.53	-	-	4,643.53
Profit for the Period	576.33	-	-	-	-	576.33	-	-	576.33
Merger Effect	-	-	-	-	-	-	-	-	-
Other Comprehensive Income	(9.55)	-	-	696.54	-	686.99	-	-	686.99
Dividends	-	-	-	-	-	-	-	-	-
Any other change	-	-	-	-	18.37	18.37	-	-	18.37
Balance as at 31st Mar, 2026	3,153.43	(2,439.92)	4,028.06	1,165.28	18.37	5,925.22	-	-	5,925.22

(₹ in Lakhs)

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) Notes Forming Integral Part of Standalone Balance Sheet as at 31st March, 2026			
(₹ in Lakhs)			
Note 10 : Non-Current Borrowings			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Car Loan	-	4.19
	Total Value	-	4.19
Terms of repayment of the Term Loan:			
1. Car Loan: Secured Car Loan availed by the Company at a floating interest rate of 8.85% p.a. with tenure of 36 months.			
Note 11 : Non-Current Provisions			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Provision for Gratuity - Non Current	169.21	131.52
2	Provision for Leave Encashment - Non Current	26.54	20.63
	Total Value	195.76	152.14
Note 12 : Other Non-current liabilities			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Corporate Gurantee Liability	30.00	-
	Total Value	30.00	-
Note 13 : Short Term Borrowing			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Unsecured		
	Loan from Related Parties		
	Loan from Directors	-	0.22
	Loan from Related Parties	1,756.88	156
2	Secured		
	Loans repayable on demand		
	Loan from Banks (Secured Against Deposits)	55.56	1,323.03
	Bank OD	1,757.08	-
3	Current Maturity for Short Term Debt		
	Current Maturity for Short Term Debt (Car Loan)	4.19	9.45
	Current Maturity for Short Term Debt	133.33	-
	Total Value (A+B)	3,707.04	1,488.40
Overdraft, Cash Credit and Working Capital Term Loan Facility:			
a. Axis Bank : The Overdraft facility is repayable on demand and is secured against Fixed Deposits amounting to ₹2.35 Crore. The facility carries interest at 8.25% p.a.			
b. Federal Bank : The Working Capital Overdraft facility is repayable on demand and is secured by mortgage/equitable mortgage of office premises belonging to M/s. R. H. Shah HUF and M/s. H. R. Shah HUF. The facility carries interest at 9.00% p.a.			
c. Kotak Mahindra Bank:			
Working Capital Term Loan and Cash Credit (CC) Facility: The Working Capital Term Loan carries interest at 8.25% p.a. and is repayable in monthly instalments. The Cash Credit facility is repayable on demand and carries interest at 8.40% p.a. The facilities are secured by hypothecation of movable fixed assets and book debts, lien on fixed deposits of ₹4 crore maintained by Vertoz Limited, mortgage of specified residential properties belonging to the promoters of the Company and commercial properties belonging to Trunkoz Technologies Private Limited, a promoter group company, and personal guarantees of Mr. Hiren Shah and Mr. Ashish Shah.			

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) Notes Forming Integral Part of Standalone Balance Sheet as at 31st March, 2026			
(₹ in Lakhs)			
Note 14 : Trades Payable			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Sundry Creditors		
	-Dues of micro and small enterprises	-	-
	-Dues of others	2,354.30	609.75
	Total Value	2,354.30	609.75
Figures For the Current Reporting Period			
Sr. No.	(Outstanding from due date of payment / from date of transaction)	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
(i)	MSME		
	Less than 1 Year	-	-
	1-2 Years	-	-
	2-3 Years	-	-
	More than 3 Years	-	-
		-	-
(ii)	Others		
	Less than 1 Year	2,354.30	554.57
	1-2 Years	-	55.18
	2-3 Years	-	-
	More than 3 Years	-	-
		2,354.30	609.75
(iii)	Dispute dues-MSME		
	Less than 1 Year	-	-
	1-2 Years	-	-
	2-3 Years	-	-
	More than 3 Years	-	-
		-	-
(iv)	Dispute dues		
	Less than 1 Year	-	-
	1-2 Years	-	-
	2-3 Years	-	-
	More than 3 Years	-	-
		-	-
(v)	Others		
	Less than 1 Year	-	-
	1-2 Years	-	-
	2-3 Years	-	-
	More than 3 Years	-	-
		-	-
	Total	2,354.30	609.75

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) Notes Forming Integral Part of Standalone Balance Sheet as at 31st March, 2026			
(₹ in Lakhs)			
Note 15 : Other Financial Liabilities			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Others:		
	Statutory Liability	69.27	20.50
	Salary Payable	25.25	2.91
	Total Value	94.51	23.41
Note 16 : Current Tax Liabilities			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Provision for Income Tax AY 2025-26	134.14	18.85
	Total Value	134.14	18.85
Note 17 : Current Provisions			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Gratuity & Leave Encashment Provision (Current):		
	Provision for Gartuity	44.49	34.57
	Provision for Leave Encashment	16.46	14.70
2	Directors Remuneration Payable	0.86	0.29
3	Other Provisions	6.47	0.05
4	Provision for Expected Credit Loss	176.63	10.52
	Total Value	244.91	60.13
Note 18 : Other Current Liabilities			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Advance from Customers	426.83	34.67
2	Corporate Gurantee Liability	40.00	-
	Total Value	466.83	34.67

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) <i>Notes Forming Integral Part of Standalone Profit and Loss Statement as at 31st March, 2026</i>			
(₹ in 'Lakhs)			
Note 19 : Revenue From Operations			
Sr. No.	Particulars	Amount for Year Ended 31 Mar 2026	Amount for Year Ended 31 Mar 2025
1	Sale of Services	8,120.28	5,749.02
	Total Value	8,120.28	5,749.02
Note 20 : Income From Non Operation			
Sr. No.	Particulars	Amount for Year Ended 31 Mar 2026	Amount for Year Ended 31 Mar 2025
1	Other Income	21.43	2.62
2	Foreign Exchange Gain	291.91	134.08
3	Profit On Investment	4.40	150.59
4	Interest Income - Ind AS	2.49	1.61
5	Profit on Revaluation of Investments	-	1.14
6	Profit On Investment - Intraday	-	0.65
7	Interest On Loan	46.31	19.49
8	Interest on Deposits	28.77	35.59
9	Corporate Gurantee Income	30.00	-
	Total Value	425.32	345.77
Note 21 : Direct Service Expenses			
Sr. No.	Particulars	Amount for Year Ended 31 Mar 2026	Amount for Year Ended 31 Mar 2025
1	Direct Service Expenses	3,885.40	2,686.10
2	Software Purchase	10.97	7.48
	Total Value	3,896.37	2,693.58
Note 22 : Employment Benefit Cost			
Sr. No.	Particulars	Amount for Year Ended 31 Mar 2026	Amount for Year Ended 31 Mar 2025
1	Salaries and Incentives	2,297.74	1,624.75
2	Directors Remuneration	2.70	3.05
3	Gratuity & Leave Encashment Expense	44.54	13.00
4	ESOP Expenses	18.37	-
	Total Value	2,363.34	1,640.80
Note 23 : Finance Cost			
Sr. No.	Particulars	Amount for Year Ended 31 Mar 2026	Amount for Year Ended 31 Mar 2025
1	Bank Charges	15.87	14.04
2	Foreign Exchange Loss	-	1.25
3	Interest Expense	261.20	114.56
4	Loan Processing Fees	38.69	13.41
5	Interest on Lease Liabilities	21.09	22.66
	Total Value	336.84	165.92
Note 24 : Other Expenses			
Sr. No.	Particulars	Amount for Year Ended 31 Mar 2026	Amount for Year Ended 31 Mar 2025
1	Audit Fees	5.00	5.00
2	Accounts Written off	(3.77)	9.20
3	Affiliate/ Commission	0.07	0.77
4	Conveyance Charges	-	0.52
5	Electricity Expenses	39.04	15.64
6	Exhibition & Seminar Expenses	-	0.02
7	Food Expenses	-	1.05
8	House Keeping & Security Expenses	7.92	7.56
9	Insurance Expenses	24.79	15.73
10	Interest/Penalty/Fee on Taxes	0.74	5.74
11	Internet Expenses	-	1.25
12	Lease Rent	85.81	12.46
13	Legal Charges	94.72	62.36
14	Lodging & Boarding Expenses	-	1.10
15	Marketing Expenses	105.68	64.43
16	Office Expense	26.43	24.79
17	Postage & Courier Expenses	-	0.10
18	Printing & Stationery Expenses	5.55	2.81
19	Professional & Technical Fees	178.08	232.44
20	Repairs & Maintenance Expenses	14.51	10.01
21	Rounding off	0.02	(0.00)
22	Telephone Expense	8.30	5.76
23	Travelling Expense (Domestic/International)	97.74	63.34
24	Foreign Exchange Loss.	(153.34)	-
25	Recruitment Expense	-	0.88
26	Training and Development Expenses	-	0.50
27	GST Expenses	11.71	75.20
28	Expected Credit Loss	166.17	10.52
29	CSR Expenses	8.78	-
30	Bad Debts	0.01	-
	Total Value	723.97	629.18

VERTOZ LIMITED
(Formerly known as Vertoz Advertising Limited)
ADDITIONAL NOTES TO FORM OF INTEGRAL PART OF AUDITED FINANCIAL STATEMENTS AS ON 31ST MARCH 2026

I Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

- (a) repayable on demand and/or
(b) without specifying any terms or period of repayment

Type of Borrower	Amount of loan and Advance in the nature of Loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	₹ -	0.00%
Directors	₹ -	0.00%
KMPs	₹ -	0.00%
Related Parties	₹ 2,416	86.55%

II The company do not hold any Benami Property as on the date of this financial statements.

III The company do not have any relationship with any Struck off Companies as on date of this financials.

IV Ratios

Ratios	Numerator	Denominator	Current Reporting Period	Previous reporting period	% of Change
Debt Equity Ratio	Debt Capital	Shareholder's Equity	0.26	0.11	133.25%
Debt Service Coverage Ratio	Net Operating Income	Debt Service (Int+Principal)	3.29	6.45	-48.96%
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	0.04	0.04	3.28%
Inventory Turnover Ratio	COGS	Average Inventory	0.00	0.00	0.00%
Trade Receivables Turnover Ratio	Net Sales	Average trade receivables	1.46	1.40	4.84%
Trade Payables Turnover Ratio	Total Purchases (Fuel Cost + Other Expenses+Closing	Average Trade Payables	2.63	4.85	-45.79%
Current Ratio	Current Assets	Current Liabilities	1.58	3.21	-50.80%
Net Capital Turnover Ratio	Sales	Working capital (CA-CL)	1.95	1.09	79.01%
Net profit ratio	Net Profit	Sales	7.10%	8.93%	-20.50%
Return on Capital Employed	Earnings before interest and tax	Capital Employed	8.18%	6.39%	28.02%
Return on investment	Net Profit	Investment	0.07	0.08	-11.46%

V Utilisation of Borrowed funds and share premium:

- a) Borrowed Fund has been used for working capital and routine operation purpose of the company.
b) During this year there was no share premium received and/or utilised by the Company.

Notes forming part of the Standalone Financial Statements for the period ended 31st March, 2026

BACKGROUND:

Vertoz Limited (the Company) formerly known as Vertoz Advertising Limited (the Company) formerly known as Vertoz Media Private Limited and Vertoz Media Private Limited was incorporated on February 13, 2012. These are the Fifteenth financial statements prepared for the Company and they relate to the period from April 1, 2025 to March 31, 2026. The Company provides IT enabled services and other allied services to domestic/ overseas clients.

Note 25: SIGNIFICANT ACCOUNTING POLICIES ADOPTED BY THE COMPANY:**a. Basis of preparation of financial statements:**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

b. Operating Cycle:

The Company is primarily engaged in the business of Online Digital Advertising Services the Company has considered its operating cycle as 12 months and all assets and liabilities have been classified as current or non-current as per the criteria set out in the Revised Schedule III to the new Companies Act, 2013.

c. Use of estimates:

The preparation of financial statements in conformity of Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Notes forming part of the Standalone Financial Statements for the period ended 31st March, 2026

Application of accounting policies that require critical accounting estimates and assumption having the most significant effect on the amounts recognized in the financial statements are:

- Valuation of financial instruments
- Useful life of property, plant and equipment
- Provisions
- Recoverability of trade receivables

d. Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current assets unless otherwise stated as current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current unless otherwise stated as current.

Deferred tax assets and/or liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

e. Fair value measurement:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Notes forming part of the Standalone Financial Statements for the period ended 31st March, 2026

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Financial instruments (including those carried at amortized cost) (Note 33)

F. i) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and where applicable accumulated impairment losses. Property, plant and equipment and capital work in progress cost include expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labor and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent Cost

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is de-recognized and charged to the statement of Profit and Loss. The costs of the day-to-day servicing of property, plant and equipment are recognized in the Statement of Profit and Loss.

Notes forming part of the Standalone Financial Statements for the period ended **31st March, 2026**

ii) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment loss. The system software which is expected to provide future enduring benefits is capitalized. The capitalized cost includes license fees and cost of implementation/system integration, salaries, maintenance cost, etc.

g. Depreciation/ Amortization:

Depreciation/amortization on fixed assets is provided as per Schedule II to the Companies Act, 2013 which requires depreciating the asset over its useful life as prescribed in section 123 read with Schedule II – Part C of the new Companies Act, 2013.

Class of Asset	Estimated Useful Life
Computer Equipment's (Data Computers & Servers)	3 – 6 years
Furniture and Fixtures	5 – 10 years
Office Equipment	5 years
Vehicles	8 years
Intangible Assets – Ingenious Plex Platform	8 years

Individual assets booked as per their book value and depreciated as per useful life of the assets. Assets having costing ₹ 10,000 or less have been depreciated at a computed rate as per method laid under the act in the year of purchase.

Derecognition of assets

An item of property plant & equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement when the asset is derecognized.

h. Impairment:

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

Reversal of impairment loss is recognized immediately as income in the statement of profit and loss.

Notes forming part of the Standalone Financial Statements for the period ended 31st March, 2026

During the year impairment loss of ₹ NIL is recognized with following break-up and taken into books of account.

Sr.	Particulars	Amount in ₹
1	Computers	NIL
2	Furniture & Fixture	NIL
3	Office Equipment	NIL
	Total	NIL

i. Leases:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of Profit and Loss on a straight-line basis over the lease term.

j. Revenue Recognition:

Revenue from contracts priced on a time and material basis are recognized when services are rendered and related costs are incurred.

Revenue from software implementation services is recognized on the achievement of the milestones or performance of the specified tasks/activities over the related period, as per the terms of the specific contract.

Revenue from deputation services is recognized on accrual basis as per the terms of contract.

k. Foreign Currency Transactions:

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year in which they arise.

Notes forming part of the Standalone Financial Statements for the period ended 31st March, 2026

1. Taxation:

Income-tax expense comprises Current tax and Deferred tax charge or credit.

(i) Provision for current tax is made on the assessable income at the tax rate applicable to the relevant assessment year. Minimum Alternate Tax (MAT) eligible for set off in subsequent years, (as per tax laws) is recognized as an asset by way of credit to the statement of Profit and Loss only if there is convincing evidence of its realization. At each balance sheet date, the carrying amount of MAT Credit Entitlement receivable is reviewed to reassure realization.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) The Deferred Tax Asset and Deferred tax Liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred Tax Assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws are recognized, only if there is a virtual certainty of its realization, supported by convincing evidence. Deferred tax Assets on account of other timing differences are recognized, only to the extent, there is a reasonable certainty of its realization. At each Balance Sheet date, the carrying amount of Deferred tax Assets is reviewed to reassure realization.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

m. Employee Benefits:

a) Short Term Employee Benefits:

All employee benefits payable within twelve months of rendering the service are recognized in the period in which the employee renders the related service.

Notes forming part of the Standalone Financial Statements for the period ended 31st March, 2026

b) Post-Employment Benefits:

Retirement benefits to employees comprise of Provident Fund contributions. Contribution to defined contribution retirement benefit schemes is recognized as an expense when employees have rendered services entitling them to contributions.

c) Share Based Payment

The Company has formulated the Vertoz Advertising Limited Employee Stock Option Plan, 2023 ("ESOP 2023") for granting stock options to eligible employees. During the previous year, the Company granted 2,01,500 equity-settled stock options on 17 March 2025 at an exercise price of ₹96.30 per option.

The options vest over a period of three years, with 10% vesting after the first year, 10% after the second year, and the balance 80% after the third year, comprising 50% time-based and 30% performance-based vesting. The vested options are exercisable within five years from the respective vesting date.

The Company accounts for the ESOP in accordance with Ind AS 102 – Share-based Payment. The fair value of the options has been determined using the Black-Scholes option pricing model, with a weighted average fair value of ₹47.66 per option, and is recognised as employee benefits expense over the applicable vesting period, with a corresponding credit to equity.

n. Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equities shares outstanding during the period.

o. Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Financial Statements. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

p. Financial instruments:

Initial recognition

The company recognize the financial asset and financial liabilities when it becomes a party to the contractual provisions of the instruments. All the financial assets and financial liabilities are recognized at fair value on initial recognition, except for trade receivable which are initially recognized at transaction price. Transaction cost that are directly attributable to the acquisition of financial asset and financial liabilities, that are not at fair value through profit and loss, are added to the fair value on the initial recognition.

Subsequent measurement

(A) Non derivative financial instruments

(i) Financial Assets at amortized cost

A financial asset is measured at the amortized cost if both the following conditions are met:

Notes forming part of the Standalone Financial Statements for the period ended 31st March, 2026

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. All the Loans and other receivables under financial assets (except Investments) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by impairment amount.

(ii) Financial Assets at Fair Value through Profit or Loss/Other comprehensive income

Instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

If the company decides to classify an instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

(iii) Financial liabilities

The measurement of financial liabilities depends on their classification, as described below:

(a) Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate (EIR) method. However, the Company has borrowings at floating rates. Considering the impact of restatement of Effective interest rate, transaction cost is being amortized over the tenure of loan and borrowing.

(b) Trade & other payables

After initial recognition, trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(B) Derivative financial instruments

The company holds derivatives financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. Company has taken all the forward contract from the bank.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Notes forming part of the Standalone Financial Statements for the period ended **31st March, 2026**

q. Cash and Cash Equivalents:

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of twelve months or less from the date of purchase, to be cash equivalents.

25. CONTINGENT LIABILITY:

Claims against the Company not acknowledged as debt ₹ Nil (previous year ₹ Nil)

26. OPERATING LEASES:

The Company have lease obligation during the period under audit. The brief details of the lease as under:

Sr. No.	Lease Details	Lease Term	Balance Term of Lease	Lease Obligation (Amount in Lakhs)
1	OYO Workspaces India Pvt Ltd Property Add.: INNOV8, 3rd floor, Times Square, Marol, Andheri East, Mumbai 400059	43 months	18 months	28.80/-
2	Mindspace Business Park Private Limited Property Add.: 101, Building No.8, Mindspace IT/ITES SEZ, Kalwa Trans Thane Creek, MIDC Industrial Area, Airoli, Navi Mumbai, Maharashtra	60 months	55.5	844.69/-

27. MSME REGISTERED CREDITORS:

There are no outstanding dues to suppliers registered as micro, small or medium enterprise under “The Micro, Small and Medium Enterprise Development Act, 2006” as at March 31, 2026. This is according to the return filed and details provided in MSME Form I (Pursuant to Order 2 and 3 dated 22 January, 2019 issued under Section 405 of the Companies Act, 2013).

28. DEFERRED TAX:

(Amount in Lakhs ₹)

Balance Sheet Approach		
Particulars	As on 31st March 2026	As on 31st March 2025
Amount allowable on payment basis & others	(76.98)	(45.40)
Depreciation and Amortisation	3.82	3.52
Deferred Tax Asset (Gross)	(73.16)	(41.88)
OCI Reserve DTL/(DTA)	(9.55)	(20.58)
Deferred Tax Asset (Net)	(82.71)	(62.46)

*Notes forming part of the Standalone Financial Statements for the period ended **31st March, 2026***

In consideration of prudence, the deferred tax asset has not been recognized in the accounts and the same would be considered at an appropriate time keeping in view the availability of sufficient taxable income against which such deferred tax asset can be realized.

29. The disclosure required under Indian Accounting Standard Ind AS 19 Employee Benefits, is given below:

Defined contribution Plan:

Contribution to defined contribution plan is recognized and charged off for the year, are as under:

(Amount in Lakhs ₹)

Sr. No.	Particulars	2025-26	2024-25
1	Employer's contribution to Provident Fund	62.05	20.48
2	Employer's contribution to Pension Scheme	2.43	25.28
	Total	64.48	45.76

Defined benefit plan:

Liabilities in respect of gratuity & Leave Encashment are provided for on the basis of actuarial valuation as at the year end. The certificate for actuarial valuation for Gratuity and Leave encashment is given without the annexure which are prepared for disclosure requirements, in view of the company confirming that it does not fall in one or more of the eight categories of Ind AS 19 and hence eligible for exemption granted for companies as per Ind AS 19, the number of employees being more than 50.

Actuarial Assumption:

Sr. No.	Particulars	Gratuity (Unfunded)		Leave Encashment (Unfunded)	
		2025-26	2024-25	2025-26	2024-25
1	Mortality Table (LIC)	2012-14 (Ultimate)	2012-14 (Ultimate)	2012-14 (Ultimate)	2012-14 (Ultimate)
2	Discount rate (p.a.)	6.55%	6.53%	6.56%	6.53%
3	Rate of escalation in salary (p.a.)	7.00%	7.00%	7.00%	7.00%

Notes forming part of the Standalone Financial Statements for the period ended 31st March, 2026
25. Particulars of Un-hedged foreign Currency Exposure as the Balance Sheet date:

During period under audit, the company is having following un-hedged foreign currency exposure as on balance sheet date:

Liabilities	(₹)	(\$)	(AED)	Assets	(₹)	(\$)	(AED)
AdMeridian Inc - Loans	3.75	0.04	-	OR Solutions FZ LLC - Advances	11.01	-	0.43
AdMozart Inc - Loans	0.26	0.00	-	Vertoz FZ LLC - Advances	73.22	-	2.84
Adokut Inc - Loans	6.28	0.07	-	OwnRegistrar Inc - Advances	54.37	0.57	-
Boffoads Inc - Loans	0.36	0.00	-	QualiSpace Inc - Advances	285.08	3.01	-
Advlisting LLC - Loans	0.61	0.01	-	Vertoz Inc – Advances	33.53	0.35	-
Vertoz Inc - Loans	21.66	0.23	-	Admeridian Inc - Debtors	0.78	0.01	-
Boffoads LLC – Loans	1.03	0.01	-	Admida INC - Debtors	227.17	2.4	-
AdMozart LLC – Loans	4.21	0.04	-	Adokut INC - Debtors	20.08	0.21	-
QualiSpace LLC – Loans	3.58	0.04	-	Vertoz Inc - Debtors	3,604.00	38.08	-
Adcanny LLC – Loan	0.86	0.01	-	Webimax LLC - Debtors	107.11	1.32	-
Adzurite LLC – Loans	0.77	0.01	-				
MediaXchange LLC – Loans	0.00	0.00	-				
Hueads INC – Loans	0.84	0.01	-				
Hashjini Inc – Loans	0.04	0.00	-				
IncrementX LLC – Loans	0.06	0.00	-				

Notes forming part of the Standalone Financial Statements for the period ended 31st March, 2026

Liabilities	(₹)	(\$)	(AED)	Assets	(₹)	(\$)	(AED)
AdMozart Inc – Advance from customer	0.06	0.00	-				
Vertoz FZ-LLC – Advance from customer	1.03	-	0.04				
Flairads LLC – Advance from customer	0.57	0.00	-				
Admozart LLC – Advance from customer	0.00	0.07	-				
Vertoz FZ LLC – Creditors	3.61	-	0.14				
Admozart Inc - Creditors	0.14	0.00	-				
Total	49.72	0.54	0.18	Total	4416.35	45.95	3.27
Net-off Un-hedged Foreign Currency Exposure:					4,366.63	45.41	3.09

For Un-hedged Foreign Currency Exposure, closing rate as on 31st March, 2026 has been considered i.e. USD at \$ 94.6543 and AED at 25.7694.

Notes forming part of the Standalone Financial Statements for the period ended **31st March, 2026**

31. Segment Reporting:

The risk-return profile of the Company's business is determined predominantly by the nature of its services. Accordingly, the business segment constitutes the primary segment for disclosure of segment information. The company is, at present, primarily engaged in a single business segment of Information Technology Company and operates only in a single geographical segment i.e. India. Accordingly, no disclosures are made in terms of Indian Accounting Standard Ind AS – 108 relating to "Segment Reporting".

32. Financial risk management objectives and policies:

The risk management policies of the Company are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Management has overall responsibility for the establishment and oversight of the Company's risk management framework.

Market risk:

Market risk is the risk when the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include FVTPL Investments only. Market risk comprises only the fluctuations in the net asset value of the respective funds. Reports on the investment portfolio are submitted to the Company's senior management on a regular basis. The Board of Directors reviews and approves all investment decisions.

Credit risk:

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions. The Company only deals with parties which has sound worthiness based on internal assessment.

The ageing analysis of the receivables has been considered from the date the invoice falls due.

(Amount in Lakhs ₹)

Trade Receivables	< 180 days	> 180 days	Total
Amount as at 31st March 2026	2,773.81	3,538.12	6,311.93
Amount as at 31st March 2025	1,993.19	2,780.61	4,773.80

In the opinion of management, trade receivable, financial assets, Cash and cash equivalent, Balance with Bank, Loans and other financial assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet.

*Notes forming part of the Standalone Financial Statements for the period ended **31st March, 2026***

Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Company has interest rate risk exposure mainly from changes in rate of interest on borrowing & on deposit with bank. The interest rate is disclosed in the respective notes to the financial statements of the Company.

Liquidity risk:

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – trade payables and other financial liabilities.

Liquidity risk management:

The Company's management is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Capital Management:

The Company's objective for capital management is to maximize shareholder value, safeguard business continuity and support the growth. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The Company is not subject to any externally imposed capital requirements except loan from banks/NBFC for working capital.

Notes forming part of the Standalone Financial Statements for the period ended **31st March, 2026**

33. Financial Instruments:

The carrying value and fair value of financial instrument by categories as of 31st March 2026 were as follows:

(Amount in Lakhs ₹)

Particulars	At amortised cost	At fair value through forex revaluation reserve / profit & loss	Total Carrying value	Total fair value
Assets:				
Investment in Subsidiaries	7415.79	696.54	8112.33	8112.33
Investment In Listed Companies	-	-	-	-
Investment In Other Companies	24.60	-	24.60	24.60
Trade Receivables	6,076.75	235.18	6,311.93	6,311.93
Cash & Cash Equivalents	59.81	(8.49)	51.32	51.32
Loans	2756.48	35.38	2791.86	2,791.86
Total	16,333.43	958.61	17292.04	17292.04
Liabilities:				
Long term borrowing	-	-	-	-
Lease Liabilities	667.37	-	667.37	667.37
Short term borrowing	3711.26	(4.22)	3707.04	3707.04
Trade Payables	2,357.93	(3.63)	2,354.30	2354.30
Other Financial Liabilities	94.51	-	94.51	94.51
Total	6,831.07	(7.85)	6823.22	6823.22

Notes forming part of the Standalone Financial Statements for the period ended **31st March, 2026**

The carrying value and fair value of financial instrument by categories as of 31st March 2025 were as follows:

(Amount in Lakhs ₹)

Particulars	at amortised cost	at fair value through forex revaluation reserve / profit & loss	Total Carrying value	Total fair value
Assets:				
Investment in Subsidiaries	6,335.45	172.82	6,508.27	6,508.27
Investment In Listed Companies	-	-	-	-
Investment In Other Companies	19.97	-	19.97	19.97
Trade Receivables	4,729.53	44.27	4,773.80	4,773.80
Cash & Cash Equivalents	37.20	(3.17)	34.03	34.03
Loans	2,317.32	(0.06)	2,317.26	2,317.26
Total	13,439.47	213.86	13,653.33	13,653.33
Liabilities:				
Long term borrowing	4.19	-	4.19	4.19
Lease Liabilities	274.49	-	274.49	274.49
Short term borrowing	1,488.40	-	1,488.40	1,488.40
Trade Payables	609.78	(0.02)	609.75	609.75
Other Financial Liabilities	23.41	-	23.41	23.41
Total	2,400.27	(0.02)	2,400.25	2,400.25

Notes forming part of the Standalone Financial Statements for the period ended **31st March, 2026**

34. Corporate Social Responsibility:

(a) Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, the provisions relating to Corporate Social Responsibility ("CSR") have become applicable to the Company for the first time during the financial year ended March 31, 2026

(a) CSR amount required to be spent as per section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year is ₹8.78 Lakhs.

(b) Expenditure incurred towards Corporate Social Responsibility during the year as below:

Particulars	2025-26
Animal Welfare	8.78
Total	8.78

35. Related Party Transaction:

Disclosure of transaction with Related Parties, as required by Indian Accounting standard Ind AS – 24 relating to Related Party Disclosure' are given here under. Related parties as defined under Clause 3 of the Indian Accounting standard Ind AS – 24 have been identified based on Representations made by and information available with the Company.

[Note: Related Party relationships as identified by the Company have been relied upon by the Auditors.]

List of related parties with whom transactions were carried out during the year and description of relationship:

Particulars	FY 2025-26				FY 2024-25
Name of the Related Party & Nature of Relationship	Nature of Transaction	Transaction Value	O/s amounts carried in the Balance Sheet	Transaction Value	O/s amounts carried in the Balance Sheet
			(Payable) / Receivable		(Payable) / Receivable
Key Managerial Personnel:					
Mr. Hiren Kumar Shah	Managerial Remuneration	59.48	Nil	59.48	Nil
	Loan from Directors	Nil	Nil	82.96	Nil
Mr. Ashish Shah	Managerial Remuneration	Nil (Remuneration drawn from US Company)	Nil	Nil (Remuneration drawn from US Company)	Nil
	Loans	0.22	Nil	(0.22)	(0.22)

Notes forming part of the Standalone Financial Statements for the period ended 31st March, 2026

Mr. Rasiklal Shah	Director Sitting Fees	Nil	Nil	0.76	0.09
Mr. Harshad Shah	Director Sitting Fees	0.70	(0.23)	2.45	(0.07)
Mr. Rajkumar Gupta	Director Sitting Fees	1.00	(0.32)	0.62	0.07
Mr. Rohit Vaghadia	Director Sitting Fees	1.00	(0.32)	3.36	(0.07)
Mrs. Dimple Shah	KMP Remuneration (CFO)	29.13	Nil	29.13	Nil
Ms. Zill Shah	KMP Remuneration (CS)	20.69	Nil	17.45	Nil
Wholly Owned Subsidiary & Step Down Subsidiary					
Adcanny LLC	Loans	(0.86)	(0.86)	Nil	Nil
Adzurite Solutions Pvt Ltd	Loans	(37.09)	(50.42)	(12.09)	(13.33)
	Sales	8.33	NA	Nil	NA
	Purchase/ Creditors	37.83	(33.20)	(8.07)	(27.07)
	Sales/Debtors	Nil	Nil	(19.02)	Nil
	Advance from Customer	(0.75)	(0.75)	Nil	Nil
Vertoz Inc NJ	Advances	33.53	33.53	Nil	Nil
	Loans	(2.07)	(21.66)	(0.76)	(19.59)
	Sales/ Debtors	2,618.66	3,604.00	1,047.78	3,102.14
Vertoz FZ LLC	Advances	58.12	73.22	0.47	15.10
	Purchase/ Creditors	214.79	(3.61)	Nil	NA
	Advance from customer	(0.05)	(1.03)	(0.98)	(0.98)
OR Solutions FZ LLC	Advances	0.54	11.01	0.43	10.47
Adokut Inc	Advances	Nil	Nil	(0.06)	-
	Loans	(1.38)	(6.28)	(4.90)	(4.90)
	Sales/ Debtors	Nil	20.07	0.45	19.11

Notes forming part of the Standalone Financial Statements for the period ended 31st March, 2026

OwnRegistrar Inc	Advances	2.63	54.37	2.78	51.74
QualiSpace Inc	Advances	27.32	285.08	257.76	257.76
	Loans	Nil	Nil	0.36	Nil
	Sales/ Debtors	Nil	Nil	(237.13)	Nil
Admida Inc	Sales/ Debtors	Nil	227.17	5.62	205.4
AdMozart Inc	Purchase/ Creditors	Nil	(0.14)	(0.01)	(0.13)
	Advance from Customers	(0.01)	(0.06)	(0.05)	(0.05)
	Loans	(0.02)	(0.26)	(0.23)	(0.23)
Admeridian INC	Loans	(0.48)	(3.75)	(3.27)	(3.27)
	Sales/ Debtors	Nil	0.78	Nil	Nil
	Advance from customer	0.25	Nil	(0.25)	(0.25)
Boffoads INC	Loans	(0.03)	(0.36)	(0.33)	(0.33)
Advlisting LLC	Loans	(0.06)	(0.61)	(0.55)	(0.55)
Boffoads LLC	Loans	(0.10)	(1.03)	(0.93)	(0.93)
Hueads Inc	Loans	(0.84)	(0.84)	Nil	Nil
Flairads LLC	Advance from customer	(0.57)	(0.57)	Nil	Nil
Qualispace LLC	Loans	(0.34)	(3.58)	(3.24)	(3.24)
Adzurite LLC	Loans	(0.08)	(0.77)	(0.69)	(0.69)
IncrementX LLC	Loans	(0.01)	(0.06)	(0.05)	(0.05)
Qualispace Cloud Private Limited	Advances	17.73	17.73	Nil	Nil
	Sales/ Debtors	101.13	117.96	1.47	1.47
	Loans	(166.83)	(166.83)	Nil	Nil

Notes forming part of the Standalone Financial Statements for the period ended 31st March, 2026

Admozart LLC	Advance from customer	(0.01)	(0.07)	(0.06)	(0.06)
	Loans	(2.02)	(4.21)	Nil	Nil
Own Web Solution Pvt. Ltd.	Loans	(74.30)	(122.55)	2.08	(48.25)
	Purchase/ Creditors	Nil	Nil	20.45	(6.31)
	Sales / Debtors	0.89	0.49	(0.69)	Nil
IncrementX Pvt Ltd	Advances	100	100	Nil	Nil
	Loans	(1,314.52)	(1,372.63)	(2.84)	(58.11)
	Sales/ Debtors	96.91	NA	Nil	NA
	Purchase/ Creditors	Nil	Nil	(1.30)	Nil
	Advance from customer	(2.27)	(2.27)	Nil	Nil
Perfomise Solutions Pvt Ltd	Advances	29.11	524.61	495.39	495.5
	Purchase/ Creditors	Nil	(3.59)	(0.66)	(1.87)
	Sales/ Debtors	Nil	191.54	(65.27)	311.58
Sister Concern / Associate Enterprise					
Hashjini Pvt Ltd	Advances	58.12	892.35	73.82	834.23
Netztrack Solutions	Advances	8.71	90.01	8.71	81.3
Goyam Technologies Pvt Ltd	Advances	0.02	0.19	0.02	0.17
Protecxo Cybersecurity Private Limtied	Loans	(0.14)	(0.14)	Nil	Nil
Hashjini Inc	Loans	0.00	(0.04)	0.36	(0.04)
PayExecute Inc	Advances	(1.15)	0.00	0.98	1.15
Trunkoz Technologies Pvt. Ltd.	Office Rent/ Creditors	(12.00)	(1.70)	(1.02)	0.09
	Advances	8.72	334.31	50.63	325.59

Notes forming part of the Standalone Financial Statements for the period ended **31st March, 2026**

36. Cash Flow Statement as required in terms of Accounting Standard "Ind AS 7 Cash Flow Statements" is attached to these Accounts.

37. As the Company is not a manufacturing company, the information required under Clause3 (ii) (a) and Clause 4C of Part II of the Companies Act, 1956 has not been given.

38. The balances of sundry debtors, sundry creditors, loans and advances are subject to reconciliation and confirmation and are as per books of account only. In the opinion of the management, the reconciliation, if any, will not materially affect the profit/loss of the Company for the year.

39. In the opinion of the Management, all the current assets, loans and advances have a value on realization in the ordinary course of business equal to the amount at which they are stated and all provisions for liabilities are adequate and are not less than the amount considered necessary.

40. Investment in Foreign Currency:

During the financial year under review, the Company approved an Overseas Direct Investment ("ODI") of up to ₹50 crores in its wholly owned subsidiary, Vertoz Inc., USA, to be infused in one or more tranches.

The investment was intended to support the strategic expansion of the Company's international operations, including the acquisition of Webimax LLC, and to strengthen the Company's global presence in the digital marketing and advertising technology ecosystem.

The Company made investments in its wholly owned subsidiary as follows:

Particulars	Aggregate amount invested during the year	
	(₹) (Amount in Lakhs)	(\$)
Vertoz Inc., USA	907.52	950,000

41. Expenditure in Foreign Currency:

Particulars	2025-26		2024-25	
	(₹) (Amount in Lakhs)	(\$)	(₹) (Amount in Lakhs)	(\$)
Payment against Import Invoice	214.79	235,000	0.90	2091.43

Notes forming part of the Standalone Financial Statements for the period ended **31st March, 2026**

42. Earning in Foreign Currency (On Cash Basis):

Particulars	2025-26	2024-25
Receipt for Export against Invoice	2,711.64	939.05
Advance against Export Services	0.00	0.90
Exchange Gain/(Loss) on remittance	191.03	45.26
Total Earning in Foreign Currency (On Cash Basis)	2,902.68	985.21

43. Estimated amount of contracts remaining to be executed on capital account and outstanding net of advances – ₹ Nil (P.Y. Nil)

44. On account of application of Schedule III as per the new Companies Act, 2013 for the preparation of financial statements, the disclosures, classification and presentation made in this financial statement have been significantly impacted / changed. Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification / disclosure.

45. Additional Regulatory Information

I. Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

- repayable on demand and/or
- without specifying any terms or period of repayment

Type of Borrower	Amount of loan and Advance in the nature of Loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	₹ NIL	0.00%
Directors	₹ NIL	0.00%
KMPs	₹ NIL	0.00%
Related Parties	₹2,416.40	86.55%

Notes forming part of the Standalone Financial Statements for the period ended **31st March, 2026**

II. Details of Benami Property held

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

III. Wilful Defaulter

The company has not been declared as a wilful Defaulter by any Financial Institution or bank as at the date of Balance Sheet.

IV. Relationship with Struck off Companies

The Company do not have any transactions with companies struck off.

V. Registration of charges or satisfaction with Registrar of Companies (ROC)

The company has no pending charges or satisfaction which are yet to be registered with the ROC beyond the Statutory period.

VI. Compliance with number of layers of companies

The Company is complied with number of layers of companies as per clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

VII. Ratios analysis & it's elements

Ratios	Current Reporting Period	Previous reporting period	% of Change	Reasons if % change is 25% or more
Debt Equity Ratio	0.26	0.11	133.25%	The increase is due to the company has obtained Overdraft Facility from banks
Debt Service Coverage Ratio	3.29	6.45	-48.96%	The decrease is due to the increase in the current maturity of the loan for the year
Return on Equity Ratio	0.04	0.04	3.28%	Change is less than 25%
Inventory Turnover Ratio	0.00	0.00	0.00%	Change is less than 25%
Trade Receivables Turnover Ratio	1.46	1.40	4.84%	Change is less than 25%
Trade Payables Turnover Ratio	2.63	4.85	-45.79%	The decrease is due to increase in Trade Payables
Current Ratio	1.58	3.21	-50.80%	The decrease is due to increase in short term borrowings and trade payables
Net Capital Turnover Ratio	1.95	1.09	79.01%	The increase is due to reduction in working capital
Net profit ratio	7.10%	8.93%	-20.50%	Change is less than 25%
Return on Capital Employed	8.18%	6.39%	28.02%	This increase is due to increase in earnings before interest and taxes
Return on investment	0.07	0.08	-11.46%	Change is less than 25%

Notes forming part of the Standalone Financial Statements for the period ended **31st March, 2026**

Ratios	Numerator	Denominator	Current Reporting Period	Previous reporting period	% of Change
Debt Equity Ratio	Debt Capital	Shareholder's Equity	0.26	0.11	133.25%
Debt Service Coverage Ratio	Net Operating Income	Debt Service (Int+Principal)	3.29	6.45	-48.96%
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	0.04	0.04	3.28%
Inventory Turnover Ratio	COGS	Average Inventory	0.00	0.00	0.00%
Trade Receivables Turnover Ratio	Net Sales	Average trade receivables	1.46	1.40	4.84%
Trade Payables Turnover Ratio	Total Purchases (Fuel Cost + Other Expenses + Closing Inventory-Opening Inventory)	Average Trade Payables	2.63	4.85	-45.79%
Current Ratio	Current Assets	Current Liabilities	1.58	3.21	-50.80%
Net Capital Turnover Ratio	Sales	Working capital (CA-CL)	1.95	1.09	79.01%
Net profit ratio	Net Profit	Sales	7.10%	8.93%	-20.50%
Return on Capital Employed	Earnings before interest and tax	Capital Employed	8.18%	6.39%	28.02%
Return on investment	Net Profit	Investment	0.07	0.08	-11.46%

*Notes forming part of the Standalone Financial Statements for the period ended **31st March, 2026***

VIII. Compliance with approved Scheme(s) of Arrangements

There are no Schemes of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

IX. Discrepancy in utilization of borrowings

The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance

X. Utilization of Borrowed funds and share premium:

- a) Borrowed Fund has been used for working capital and routine operation purpose of the company.
- b) During this year there was no share premium received and/or utilized by the Company.

46. Additional Information**Undisclosed income**

The Company has no transaction that is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Details of Crypto Currency or Virtual Currency

The company has not traded or invested in Crypto currency or Virtual Currency.

**FOR AND ON BEHALF OF BOARD OF
VERTOZ LIMITED**

Sd/-

Hirenkumar Shah

Managing Director

DIN: 00092739

Date: 29th May, 2026

Place: Mumbai

Independent Auditor's Report

To
The Members of Vertoz Limited

Report on the Audit of the Consolidated Financial Statements:

Opinion

We have audited the accompanying Consolidated financial statements of **Vertoz Limited ("the Company")** and its subsidiary (the Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2026, the consolidated profit and total consolidated comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report:

Sr.No	Key Audit Matters	Auditors Responses
1	Recognition and measurement of revenues of ongoing contracts: The recognition and measurement of revenues of ongoing contracts and revenue which is unbilled involves certain key judgments relating to measurement, documentation and certification of such measurements, identification of milestones and compliance related obligations. Refer Note 25 (viii) to the Consolidated Financial Statements	Our audit procedures in respect of the recognition and measurement of revenue from ongoing contracts included a combination of tests of controls and substantive audit procedures, which comprised, inter alia, the following: • Evaluated the design, implementation and operating effectiveness of key internal controls relating to the recognition of revenue in accordance with the terms and conditions of the underlying customer contracts. • Selected a sample of customer contracts and examined the contractual terms to assess the appropriateness of revenue recognition, including the identification of performance obligations and achievement of contractual milestones, in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers. • Tested, on a sample basis, unbilled revenue recognised at the reporting date by examining supporting documentation, including customer certifications, project status reports and other relevant evidence, to assess whether the related revenue had been appropriately recognised. • Performed substantive analytical procedures and test of details on revenue transactions and the related costs to evaluate the accuracy, completeness, reasonableness and period-end cut-off of revenue recognised during the year.

Other Matter

The brief of legal structure of the company and its subsidiary and step-down subsidiary covered under this consolidation financials as follows:

Sr.No	Subsidiary Name	Relationship
1	Adzurite Solutions Pvt Ltd, India	Wholly Owned Subsidiary of Vertoz Limited, India
2	Own Web Solutions Pvt Ltd, India	Wholly Owned Subsidiary of Vertoz Limited, India
3	Increment X Pvt Ltd, India	Wholly Owned Subsidiary of Vertoz Limited, India
4	Performise Solutions Pvt Ltd, India	Majority Owned Subsidiary- 51%
5	Performise Inc, USA	Wholly Owned Subsidiary of Vertoz Limited, India
6	Qualispace Cloud Private Limited, India	Wholly Owned Subsidiary of Vertoz Limited, India

Sr.No	Subsidiary Name	Relationship
7	Vertoz Limited, Hongkong	Wholly Owned Subsidiary of Vertoz Limited, India
8	Vertoz Ltd, UK	Wholly Owned Subsidiary of Vertoz Limited, India
9	Vertoz Advertising FZ-LLC, UAE	Wholly Owned Subsidiary of Vertoz Limited, UK
10	Vertoz FZ LLC, UAE	Wholly Owned Subsidiary of Vertoz Limited, India
11	OR Solutions FZ LLC, UAE	Wholly Owned Subsidiary of Vertoz FZ LLC, UAE
12	Vertoz Inc, USA	Wholly Owned Subsidiary of Vertoz Limited, India
13	AdNet Holdings Inc, USA	Wholly Owned Subsidiary of Vertoz Inc
14	MediaXchange LLC, USA	Wholly Owned Subsidiary of Adnet Holdings Inc
15	Advlistings LLC, USA	Wholly Owned Subsidiary of Adnet Holdings Inc
16	BidderAds LLC, USA	Wholly Owned Subsidiary of Adnet Holdings Inc
17	Adspectro LLC (Formerly Known as Magic Pocket LLC, USA)	Wholly Owned Subsidiary of Adnet Holdings Inc
18	AdCanny LLC, USA	Wholly Owned Subsidiary of Adnet Holdings Inc
19	AdZesto LLC, USA	Wholly Owned Subsidiary of Adnet Holdings Inc
20	BoffoAds LLC, USA	Wholly Owned Subsidiary of Adnet Holdings Inc
21	Adokut LLC, USA	Wholly Owned Subsidiary of Adnet Holdings Inc
22	Admeridian LLC, USA	Wholly Owned Subsidiary of Adnet Holdings Inc
23	Hueads LLC, USA	Wholly Owned Subsidiary of Adnet Holdings Inc
24	Admida LLC, USA	Wholly Owned Subsidiary of Adnet Holdings Inc
25	FlairAds LLC, USA	Wholly Owned Subsidiary of Adnet Holdings Inc
26	Zkraft Inc, USA	Wholly Owned Subsidiary of Vertoz Inc
27	PubNX Inc, USA	Wholly Owned Subsidiary of Vertoz Inc
28	Admozart Inc, USA	Wholly Owned Subsidiary of Vertoz Inc
29	AdZurite Inc, USA	Wholly Owned Subsidiary of Vertoz Inc
30	Adzurite LLC, USA	Wholly Owned Subsidiary of Vertoz Inc
31	Admozart LLC, USA	Wholly Owned Subsidiary of Vertoz Inc
32	Qualisapce LLC, USA	Wholly Owned Subsidiary of Vertoz Inc

Sr.No	Subsidiary Name	Relationship
33	Increment X LLC, USA	Wholly Owned Subsidiary of Vertoz Inc
34	IngeniousPlex LLC, USA	Wholly Owned Subsidiary of Vertoz Inc
35	Vokut LLC, USA	Wholly Owned Subsidiary of Vertoz Inc
36	TechBravo LLC, USA	Wholly Owned Subsidiary of Vertoz Inc
37	OwnRegistrar Inc, USA	Wholly Owned Subsidiary of Vertoz Limited, India
38	Qualispace Inc, USA	Wholly Owned Subsidiary of Vertoz Limited, India
39	Hueads Inc, USA	Wholly Owned Subsidiary of Vertoz Limited, India
40	Vokut Inc, USA	Wholly Owned Subsidiary of Vertoz Limited, India
41	Admeridian Inc, USA	Wholly Owned Subsidiary of Vertoz Limited, India
42	Adokut Inc, USA	Wholly Owned Subsidiary of Admeridian Inc
43	AdCanny Inc, USA	Wholly Owned Subsidiary of Admeridian Inc
44	AdZesto Inc, USA	Wholly Owned Subsidiary of Admeridian Inc
45	Boffoads Inc, USA	Wholly Owned Subsidiary of Admeridian Inc
46	Flairads Inc, USA	Wholly Owned Subsidiary of Admeridian Inc
47	Admida Inc, USA	Wholly Owned Subsidiary of Admeridian Inc
48	OwnAdtech Inc, USA	Wholly Owned Subsidiary of Admeridian Inc
49	Webimax LLC	80% Subsidiary of Vertoz Inc, USA

1. We did not audit the financial Statement of Indian subsidiary included in the consolidated financial statements, whose financial statements reflect net profit after tax of Rs. 241.69 lakhs and total comprehensive income of Rs. 233.91 lakhs for the year ended March 31st, 2026. These financial statements have been audited by other auditor whose audit 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 associate, is based solely on the report of the other auditor and our opinion is also based solely on the report of such other auditor.

2. We did not audit the financial statements of the foreign subsidiary included in the consolidated financial statements, whose financial statements reflect net profit after tax of Rs. 1,774.64 lakhs and total comprehensive income of Rs. 1774.64 lakhs for the year ended March 31st, 2026. 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.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements, Consolidated Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Consolidated financial Statements.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. As at 31st March 2026, the Company has no pending litigations that would have any impact on its financial position. Accordingly, there are no disclosures required in the Consolidated Financial Statements in respect of pending litigations.

ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

iii. There was no amount which was required to be transferred to the Investor Education and Protection Fund by the company.

iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The company has not declared dividend during the year.

2. Based on our examination, which included test checks conducted by us and the respective auditor of the holding company incorporated in India whose financial statements have been audited in accordance with the Act—we note that the Company has used an accounting software for maintaining its books of account that includes an audit trail (edit log) feature. This feature was operational for the period from April 1, 2025, to March 31, 2026, for all relevant transactions recorded in the software, as required by the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, applicable from April 1, 2023. The Consolidated Financial Statements include certain foreign subsidiaries to which the audit trail reporting requirements under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 are not applicable, as they are governed by the laws of their respective jurisdictions. Accordingly, no comment has been made in respect of such foreign subsidiaries. Further, based on the reports of the respective component auditors, the Indian subsidiaries included in the Consolidated Financial Statements have used accounting software having an audit trail (edit log) feature, which was operational throughout the period from April 1, 2025 to March 31, 2026.

3. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in **"Annexure B"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Mittal & Associates

Chartered Accountants

Firm Registration number: 106456W

Sd/-

CA Sourabh Bagaria

Partner

Membership number: 183850

UDIN: 26183850HOZQKV7759

Place: Mumbai

Date: 29th May 2026

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Vertoz Limited** of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial controls of **Vertoz Limited** (“the Company”) as of March 31, 2026 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Consolidated financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated financial Statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to Consolidated financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Consolidated financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Consolidated Financial Statements

Because of the inherent limitations of internal financial controls Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls Consolidated Financial Statements to future periods are subject to the risk that the internal financial control Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls were operating effectively as at March 31, 2026. This is based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Further, reporting on internal financial controls over financial reporting under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 is not applicable to the subsidiary included in the consolidated financial statements, as it does not meet the threshold limits specified for such reporting.

For Mittal & Associates**Chartered Accountants****Firm Registration number: 106456W****Sd/-****CA Sourabh Bagaria****Partner****Membership number: 183850****UDIN: 26183850HOZQKV7759****Place: Mumbai****Date: 29th May 2026**

Annexure “B” to the Independent Auditor’s Report

Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Vertoz Limited** of even date

21) In our opinion and according to the information and explanations given to us, with respect to the entities incorporated in India and included in the consolidated financial statements, we report that the auditor of the Holding company, to which the Companies (Auditor’s Report) Order, 2020 (“CARO”) is applicable, has not reported any unfavorable remarks, qualifications, or adverse remarks in their CARO report. Further, CARO 2020 is not applicable to the foreign subsidiaries incorporated outside India, as they are governed by the laws and regulations of their respective jurisdictions. Accordingly, no comment has been made in respect of such foreign subsidiaries.

For Mittal & Associates

Chartered Accountants

Firm Registration number: 106456W

Sd/-

CA Sourabh Bagaria

Partner

Membership number: 183850

UDIN: 26183850HOZQKV7759

Place: Mumbai

Date: 29th May 2026

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) 602 Avior Nirmal Galaxy L.B.S. Marg Opp. Johnson & Johnson Mulund (W) - 400080 Corporate Identity Number : L74120MH2012PLC226823				
Audited Consolidated Statement Of Balance Sheet As On 31st March 2026				
(₹ in lakhs)				
Sr. No.	Particulars	Note No.	Amount As At 31st March 2026	Amount As At 31st March 2025
(1)	ASSETS			
	Non-current Assets			
	(a) Property Plant & Equipment	1	338.14	200.69
	(b) Capital work-in-progress	1	18.83	-
	(c) Investment Property		-	-
	(d) Goodwill	1	6,417.27	-
	(e) Other Intangible Assets	1	12,499.26	8,102.11
	(f) Right of use assets	1	688.79	263.74
	(g) Financial Assets			
	(i) Investment in Subsidiaries	2	-	-
	(ii) Investment in Others	2	24.60	19.97
	(iii) Trade Receivables		-	-
	(iv) Loans		-	-
	(h) Deferred Tax assets (net)		82.72	65.70
	(i) Other Financial Assets	3	1,221.94	810.32
	Total Non-current assets		21,291.55	9,462.55
(2)	Current Assets			
	(a) Inventories			-
	(b) Financial Assets			-
	(i) Investments			-
	(ii) Trade Receivables	4	8,159.52	6,108.80
	(iii) Cash & Cash Equivalents	5	841.23	1,279.51
	(iv) Bank Balances other than (iii) above	5	-	-
	(v) Loans	6	3,333.78	3,398.62
	(c) Current Tax Assets (net)		4.72	34.68
	(d) Other current assets	7	8,439.33	5,083.29
	Total Current Assets		20,778.58	15,904.90
	Total Assets (1+2)		42,070.13	25,367.44
(1)	EQUITY AND LIABILITIES			
	EQUITY			
	(a) Equity Share Capital	8	8,523.00	8,523.00
	(b) Other Equity	9	14,783.72	10,517.23
	Total Equity		23,306.72	19,040.23
	Non Controlling Interest		(472.85)	-
			22,833.87	19,040.23
(2)	LIABILITIES			
	Non-current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	10	5,023.49	3.24
	(ii) Trade Payables		-	-
	(iii) Lease Liabilities		483.30	132.44
	(iv) Other financial Liabilities	11	-	-
	(b) Provisions	12	196.70	166.24
(c) Deferred Tax liabilities (Net)		-	-	
(d) Other Non-current liabilities		-	-	
	Total Non-current liabilities		5,703.48	301.92
(3)	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	13	3,121.15	1,837.99
	(ii) Trade Payables			
	-Dues of micro and small enterprises		-	-
	-Dues of others	14	7,894.17	3,180.77
	(iii) Lease Liabilities		184.07	142.06
	(iv) Other financial Liabilities	15	(0.00)	-
	(b) Current tax liabilities (net)	16	343.20	82.52
	(c) Provisions	17	589.98	111.03
	(d) Other current liabilities	18	1,400.21	670.93
	Total Current liabilities		13,532.78	6,025.30
	Total Equity and Liabilities (1+2+3)		42,070.13	25,367.44
SIGNIFICANT ACCOUNTING POLICIES				
See accompanying Notes to the Financial Statements			25	
Notes referred to above and Notes to Accounts attached there to form an integral part of the Audited Financial Statement				
This is the Statement of Assets and Liabilities referred to in our Report of even date.				
FOR MITTAL & ASSOCIATES			FOR VERTOZ LIMITED	
Chartered Accountants				
FRN: 106456W MRN: 183850				
CA Sourabh Bageria			Hirenkumar Shah	Harshad Shah
Partner			Managing Director	Chairman & Non-Executive Director
UDIN:			DIN: 00092739	DIN: 07849186
Place: Mumbai			Dimple Shah	
Date: 29.05.2026			Chief Financial Officer	
			PAN: AZYPS5749M	
			Nupur Joshi	
			Company Secretary & Compliance Officer	
			PAN: ARDPJ6139R	

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) 602 Avior Nirmal Galaxy L.B.S. Marg Opp. Johnson & Johnson Mulund (W) – 400080 Corporate Identity Number : L74120MH2012PLC226823 Audited Consolidated Statement Of Profit And Loss For The Year Ended March 31, 2026				
(₹ in Lakhs, except EPS)				
Sr.No.	Particulars	Note No	Year ended	
			31-Mar-26	31-Mar-25
			(Audited)	(Audited)
	Revenue:			
I	Revenue From Operations (Net of Taxes)	19	29,185.82	25,519.92
II	Other Income	20	462.58	697.94
III	Total Income (III)		29,648.40	26,217.86
IV	Expenses:			
	Direct Service Expense	21	19,300.96	18,526.70
	Employment Benefit Cost	22	2,841.45	2,044.21
	Finance Cost	23	550.74	217.94
	Depreciation and Amortisation	1	1,600.89	1,335.27
	Other Expenses	24	2,166.37	1,305.39
V	Total Expenses (IV)		26,460.41	23,429.51
VI	Profit before exceptional items and tax (III-IV)		3,187.98	2,788.35
VII	Exceptional Items		-	-
VIII	Profit before tax (V-VI)		3,187.98	2,788.35
IX	Tax expense:			
	(1) Income Tax Provision			
	Current Tax		339.67	246.26
	Excess / Short Provision		248.34	(2.10)
	(2) Deferred tax		(12.24)	(22.17)
X	Profit for the period (VII-VIII)		2,612.22	2,566.36
XI	Other Comprehensive Income			
	(i) Items that will not be reclassified to Profit or Loss		6.55	33.66
	(ii) Income tax relating to above		(1.65)	(8.38)
XII	Total Comprehensive Income (IX-X)		2,620.41	2,608.39
XIII	Total profit or loss, attributable to			
	(i) Profit or loss, attributable to owners of parent		2,607.42	2,600.84
	(ii) Total profit or loss, attributable to non-controlling interests		4.79	(34.49)
XIV	Total Comprehensive Income			
	(i) Comprehensive income for the period attributable to owners of parent		2,615.60	2,642.93
	(ii) Total comprehensive income for the period attributable to owners of parent non-controlling interests		4.81	(34.54)
XV	Paid-up equity share capital (Face value of Current Year - Rs. 10/- each, Previous Year of Rs. 1/- each)		8,523.00	8,523.00
XVI	Other Equity		-	-
XVII	Earning per Equity Share (of Rs. 10/- each in Current Year, Rs. 1/- each in Previous Year)			
	(a) Basic		3.06	0.30
	(b) Diluted		3.06	0.30
SIGNIFICANT ACCOUNTING POLICIES See accompanying Notes to the Financial Statements Notes referred to above and Notes to Accounts attached there to form an integral part of the Audited Financial Statement This is the Statement of Assets and Liabilities referred to in our Report of even date.				
FOR MITTAL & ASSOCIATES Chartered Accountants FRN: 106456W MRN: 183850 CA Sourabh Bagaria Partner UDIN: Place: Mumbai Date: 29.05.2026			FOR VERTOZ LIMITED Hirenkumar Shah Managing Director DIN: 00092739 Harshad Shah Chairman & Non-Executive Director DIN: 07849186 Dimple Shah Chief Financial Officer PAN: AZYPS5749M Nupur Joshi Company Secretary & Compliance Officer PAN: ARDPJ6139R	

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) 602 Avior Nirmal Galaxy L.B.S. Marg Opp. Johnson & Johnson Mulund (W) – 400080 Corporate Identity Number : L74120MH2012PLC226823 Audited Consolidated Cashflow Statement As On 31st March 2026			
(₹ in Lakhs)			
Particulars		Amount As At 31st March 2026	Amount As At 31st March 2025
A : Cash flows from operating activities:			
Profit before taxation	(a)	3,187.98	2,788.35
Add: Non Operating Expense			
Depreciation & Amortisation		1,600.89	1,335.27
Finance Cost		550.74	217.94
	(b)	2,151.63	1,553.22
Less: Non Operating Income			
Other Non Operating Income (Inclusive of interest income)		462.58	697.94
	(c)	462.58	697.94
Operating profit before working capital changes	d=(a+b+c)	4,877.03	3,643.63
Working capital changes:			
Decrease/(Increase) In Trade Receivables		(2,050.72)	(788.80)
Decrease/(Increase) in Other Financial Assets		(411.62)	(675.58)
Decrease/(Increase) in Other Current Assets		(3,356.04)	(3,601.77)
Increase/(Decrease) in Short Term Borrowing		1,283.16	449.74
Increase/(Decrease) in Trade Payables		4,713.40	1,471.56
Increase/(Decrease) in Other Financial Liabilities		(0.00)	372.45
Increase/(Decrease) in Other Current Liabilities		729.28	170.34
Increase/(Decrease) in Short Term Provisions		509.41	(18.86)
Increase/(Decrease) in Adjustments in Provisions		-	119.56
	(e)	1,416.86	(2,501.34)
Cash generated from operations	(d+e)	6,293.89	1,142.29
(-) Taxes paid		(322.84)	(294.25)
Net cash used in operating activities	(A)	5,971.05	848.04
B : Cash flows from investing activities:			
Fixed asset (Addition)/Deduction		(7,535.63)	(327.63)
Other Non Operating Income (Inclusive of interest income)		462.58	383.98
Investment in Others		(6.70)	813.96
Net cash Generated from investing activities	(B)	(7,079.75)	870.31
C : Cash flows from financing activities:			
Proceeds from issue of Share Warrants		-	269.68
Increase/(Decrease) in Long Term Borrowings		1,352.85	(30.15)
Increase/(Decrease) in Lease Liabilities		(260.92)	(122.54)
Increase/(Decrease) in Loans		64.84	(1,439.84)
Interest Expenses		(486.35)	(195.28)
Net cash generated from financing activities	(C)	670.42	(1,518.13)
D : Net increase in cash and cash equivalents = (A+B+C)	D=(A+B+C)	(438.27)	200.22
E : Cash and cash equivalents at beginning of period	(E)	1,279.51	1,079.29
F: Cash and cash equivalents at end of period = (D+E)	(D+E)	841.23	1,279.51
Note: Cash and Cash Equivalents Comprises of:			
Particulars		Amount As At 31st March 2026	Amount As At 31st March 2025
Balance with Banks			
(i) In Current Accounts	5	839.57	1,277.91
(ii) In Deposit Accounts	5	-	-
Cash on Hand	5	1.67	1.60
Cash & Cash Equivalents		841.23	1,279.51
SIGNIFICANT ACCOUNTING POLICIES See accompanying Notes to the Financial Statements Notes referred to above and Notes to Accounts attached there to form an integral part of the Audited Financial Statement This is the Statement of Assets and Liabilities referred to in our Report of even date.			
FOR MITTAL & ASSOCIATES Chartered Accountants FRN: 106456W MRN: 183850		FOR VERTOZ LIMITED Hirenkumar Shah Harshad Shah Managing Director Chairman & Non-Executive Director DIN: 00092739 DIN: 07849186	
CA Sourabh Bagaria Partner UDIN: Place: Mumbai Date: 29.05.2026		Dimple Shah Chief Financial Officer PAN: AZYP55749M Nupur Joshi Company Secretary & Compliance Officer PAN: ARDPJ6139R	

VERTOZ LIMITED

(Formerly known as Vertoz Advertising Limited)

Notes Forming Integral Part of Consolidated Balance Sheet as at 31st March, 2026

Note 1 : Fixed Asset													
I. Property, Plant and Equipment, Other Intangible Assets and Right of Use Assets													
Sr. No	Particulars	Gross Block					Depreciation					Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Adjustment on Account of Business Combination	Revaluations/ (Impairments) (Forex Gain)	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Adjustment on Account of Business Combination	Adjustment due to revaluations	Value at the end
I	Tangible Assets												
1	Data Computers, Laptops, Data Servers & Peripherals	616.26	52.52	-	-	7.12	675.90	518.51	61.37	-	-	6.56	586.43
2	Furniture & Fixtures	57.60	10.47	-	-	0.09	68.16	47.86	6.36	-	-	0.28	56.02
3	Office Equipments	24.90	12.05	-	-	1.14	38.09	20.87	3.63	-	-	1.09	25.60
4	Motor Vehicles	68.94	79.86	-	-	2.71	151.51	32.49	23.36	-	-	1.31	57.16
5	Leasehold Asset	22.01	85.30	-	-	-	107.31	14.87	5.69	-	-	-	20.56
6	Office Premises	50.00	-	-	-	-	50.00	4.40	2.65	-	-	-	7.05
II	Goodwill	-	6,417.27	-	-	-	6,417.27	-	-	-	-	-	-
III	Other Intangible Assets												
1	Trademark	0.09	0.71	-	-	-	0.80	-	-	-	-	-	-
2	Ingenious Plex Platform (IND+USA)	2,166.12	392.26	-	-	114.86	2,673.25	1,281.84	308.25	-	-	83.15	1,673.24
3	Premium Business Domain (UK)	12.05	-	-	-	1.62	5.35	4.27	0.48	-	-	0.60	5.35
4	Technology, Platforms & Premium Web Properties (USA)	4,878.54	-	-	-	517.20	5,395.73	-	-	-	-	-	-
5	Madtech Platform (UAE)	3,521.39	4,657.22	-	-	378.26	8,556.87	1,189.97	1,060.74	-	-	183.45	2,434.16
IV	Right of Use Assets												
		532.94	680.06	126.66	-	-	1,086.33	269.19	128.35	-	-	-	397.55
	Total Value in INR	11,950.82	12,367.73	134.98	-	1,023.00	25,206.58	3,384.28	1,600.89	-	-	276.44	5,263.12
	Previous Year Figures	11,306.74	399.96	-	-	244.13	11,950.82	2,025.30	1,335.27	-	-	23.70	3,384.28

1.2. Capital work-in-progress includes Intangible Assets Under Development:

i.) Rs. 18.83 Lakhs is on account of Project Development Expenditure

1.3 Capital-Work-in Progress (CWIP)													
Ageing as at 31st March, 2026:													
		Amount in CWIP for a Period of											
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total							
Projects in Progress		18.83	-	-	-	18.83							
Projects temporarily suspended		-	-	-	-	-							
Total		18.83	-	-	-	18.83							
Capital-Work-in Progress (CWIP)													
Ageing as at 31st March, 2025:													
		Amount in CWIP for a Period of											
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total							
Projects in Progress		-	-	-	-	-							
Projects temporarily suspended		-	-	-	-	-							
Total		-	-	-	-	-							

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) <i>Notes Forming Integral Part of Consolidated Balance Sheet as at 31st March, 2026</i>			
(₹ in Lakhs)			
Note 2 : Non-Current Financial Assets			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
(i)	Investment in Subsidiaries	-	-
(ii)	Investment in Others		
1	Cheerio Technologies Pvt Ltd	15.00	15.00
2	Voluntad India Pvt Ltd	2.90	2.90
3	Hooraa Technologies Pvt Ltd	-	2.08
4	YourSuperidea Technologies Private Limited	6.70	-
	Total Investment in Others	24.60	19.97
	Total Value in INR	24.60	19.97
Note 3 : Other Financial Assets			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
	A. Deposits		
1	Rent Deposits	122.92	80.76
2	Security Deposits	444.75	94.67
3	VISA Deposits	0.52	0.47
4	Fixed Deposits - More Than 12 Months	653.76	634.42
	Total Value in INR	1,221.94	810.32
Note 4 : Trade Recievables			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Sundry Debtors	8,159.52	6,108.80
	Total Value in INR	8,159.52	6,108.80
Figures For the Current Reporting Period			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
(i)	Undisputed Trade Receivables- Considered Goods		
	Less than 6 Months	5,221.12	2,092.36
	6 Months - 1Year	478.75	2,100.86
	1-2 Years	1,483.87	1,915.58
	2-3 Years	975.78	-
	More than 3 Years	-	-
		8,159.52	6,108.80
(ii)	Undisputed Trade Receivables- Considered Doubtful		
	Less than 6 Months	-	-
	6 Months - 1Year	-	-
	1-2 Years	-	-
	2-3 Years	-	-
	More than 3 Years	-	-
		-	-
(iii)	Disputed Trade Receivables- Considered Goods		
	Less than 6 Months	-	-
	6 Months - 1Year	-	-
	1-2 Years	-	-
	2-3 Years	-	-
	More than 3 Years	-	-
		-	-

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) Notes Forming Integral Part of Consolidated Balance Sheet as at 31st March, 2026			
(₹ in Lakhs)			
(iv)	Disputed Trade Receivables- Considered Doubtful Less than 6 Months 6 Months - 1Year 1-2 Years 2-3 Years More than 3 Years	- - - - -	- - - - -
(v)	Others Less than 6 Months 6 Months - 1Year 1-2 Years 2-3 Years More than 3 Years	- - - - -	- - - - -
	Total Value in INR	8,159.52	6,108.80
Note 5 : Cash & Cash Equivalent			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Bank Balances - In current accounts	839.57	1,277.91
2	Cash Balance	1.67	1.60
	Total Value in INR	841.23	1,279.51
Note 6 : Loans			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Loan to Directors	539.08	594.42
2	Loans & Advances to Others	377.88	406.69
3	Loan to Related Parties	2,416.82	2,397.52
	Total Value in INR	3,333.78	3,398.62
Note 7 : Other Current Assets			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Prepaid Expenses	2,023.21	151.06
2	Advance to Staff	1.10	0.44
3	GST Receivable	507.73	344.28
4	Advance given to Vendors	5,457.88	4,587.50
5	Unearned Revenue	449.40	-
	Total Value in INR	8,439.33	5,083.29

VERTOZ LIMITED (Formerly known as Vertoz Advertising Limited) <i>Notes Forming Integral Part of Consolidated Balance Sheet as at 31st March, 2026</i>				
Note 8: SHARE CAPITAL				
Particulars	Figures as at the end of current reporting period		Figures as at the end of previous reporting Period	
	Number of shares	2025-26	Number of shares	2024-25
(a) Authorised	100,000,000	100%	1,000,000,000	100%
	Face value of Rs.10/- each		Face value of Rs.1/- each	
(b) Issued, Subscribed and Paid up	8,52,30,000		85,23,00,000	
	Face value of Rs.10/- each		Face value of Rs.1/- each	
Total				
List of Shareholders holding more than 5% share capital				
Name of Shareholders	No. of Shares	%	Value/Share	Total Value (₹ in 'Lakhs)
Mr. Hirenkumar Rasiklal Shah	21,987,648	25.80%	10.00	2,198.76
Mr. Ashish Rasiklal Shah	21,987,648	25.80%	10.00	2,198.76
Mrs. Dimple Hirenkumar Shah	5,020,000	5.89%	10.00	502.00
Mrs. Gunja Ashish Shah	5,020,000	5.89%	10.00	502.00
NOTE 8A: SHARES HELD BY PROMOTORS				
Current Reporting Period				
Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	Mr. Hirenkumar Rasiklal Shah	21,987,648	25.80%	0.03%
2	Mr. Ashish Rasiklal Shah	21,987,648	25.80%	0.03%
3	Mrs. Dimple Hirenkumar Shah	5,020,000	5.89%	0.00%
4	Mrs. Gunja Ashish Shah	5,020,000	5.89%	0.00%
5	Mr. Rasiklal Hathichand Shah	239,400	0.28%	0.00%
6	Mrs. Ranjanben Rasiklal Shah	239,400	0.28%	0.00%
7	Mrs. Arpana Vipul Vejani	222,300	0.26%	0.00%
8	Mrs. Archana Rohit Shah	239,400	0.28%	0.00%
9	Mrs. Shital Chintan Shah	239,400	0.28%	0.00%
10	Mrs. Kinjal Darshan Doshi	19,350	0.02%	0.00%
11	Mrs. Bhavna P Shah	2,100	0.00%	0.00%
12	Mr. Dhaval Pravinchandra Shah	1,210	0.00%	0.00%
13	Mrs. Hemal Hiren Shah	386	0.00%	0.00%
14	M/s Hashjini Private Limited	15,000	0.02%	0.00%
Previous reporting Period				
Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	Mr. Hirenkumar Rasiklal Shah	219,606,480	25.77%	0.34%
2	Mr. Ashish Rasiklal Shah	219,606,480	25.77%	0.34%
3	Mrs. Dimple Hirenkumar Shah	50,200,000	5.89%	-0.08%
4	Mrs. Gunja Ashish Shah	50,200,000	5.89%	-0.08%
5	Mr. Rasiklal Hathichand Shah	2,394,000	0.28%	0.00%
6	Mrs. Ranjanben Rasiklal Shah	2,394,000	0.28%	0.00%
7	Mrs. Arpana Vipul Vejani	2,223,000	0.26%	-0.02%
8	Mrs. Archana Rohit Shah	2,394,000	0.28%	0.00%
9	Mrs. Shital Chintan Shah	2,394,000	0.28%	0.00%
10	Mrs. Kinjal Darshan Doshi	193,500	0.02%	0.00%
11	Mrs. Bhavna P Shah	21,000	0.00%	0.00%
12	Mr. Dhaval Pravinchandra Shah	12,100	0.00%	0.00%
13	Mrs. Hemal Hiren Shah	3,860	0.00%	0.00%
14	M/s Hashjini Private Limited	150,000	0.02%	0.00%
15	M/s Votixo LLP	9,500	0.00%	0.00%
NOTE 8B: STATEMENTS OF CHANGES IN EQUITY				
Current Reporting Period				
Balance at the beginning of the current reporting period (No of Shares)	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the current reporting period (No of Shares)	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period (No of Shares)
852,300,000	-	852,300,000	767,070,000	85,230,000
Shares of FV of Rs. 1		Shares of FV of Rs. 1	FV changed from Rs. 1 to Rs. 10	Shares of FV of Rs. 10
Previous reporting Period				
Balance at the beginning of the previous reporting period (No of Shares)	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the previous reporting period (No of Shares)	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period (No of Shares)
42,030,000	-	42,030,000	810,270,000	852,300,000
Shares of FV of Rs. 10		Shares of FV of Rs. 10		Shares of FV of Rs. 1

VERTOZ LIMITED
(Formerly known as Vertoz Advertising Limited)
Notes Forming Integral Part of Consolidated Balance Sheet as at 31st March, 2026

NOTE 9: OTHER EQUITY										(₹ in Lakhs)
Particulars	Reserves & Surplus				Other Reserves		Equity attributable to holders of the parent	Non Controlling Interests	Money received against share warrants	Total Other Equity
	Retained Earnings	Reserve on Merger	Securities Premium	ESOP Reserve	Exchange differences on translating the financial statements of a foreign operation					
Balance as at April 01, 2024	7,269.13	(4,090.07)	7,628.92	-	410.55	11,218.53	-	-	449.46	11,667.99
Profit for the Period	2,566.36	-	-	-	185.63	2,751.98	-	-	-	2,751.98
Merger Effect	-	-	-	-	-	-	-	-	-	-
Other Comprehensive Income	(25.28)	-	-	-	172.86	147.57	-	-	-	147.57
Dividends	-	-	-	-	-	-	-	-	-	-
Any other change	-	-	(3,600.86)	-	-	(3,600.86)	-	-	(449.46)	(4,050.32)
Balance as at 31st Mar, 2025	9,810.20	(4,090.07)	4,028.06	-	769.03	10,517.23	-	-	0.00	10,517.23
Balance as at April 01, 2025	9,810.20	(4,090.07)	4,028.06	-	769.03	10,517.23	-	-	0.00	10,517.23
Profit for the Period	2,612.22	-	-	-	944.18	3,556.39	-	-	-	3,556.39
Merger Effect	-	-	-	-	-	-	-	-	-	-
Other Comprehensive Income	(4.90)	-	-	-	696.63	691.73	-	-	-	691.73
Dividends	-	-	-	-	-	-	-	-	-	-
Any other change	-	-	-	18.37	-	18.37	-	-	-	18.37
Balance as at 31st Mar, 2026	12,417.52	(4,090.07)	4,028.06	18.37	2,409.84	14,783.72	-	-	0.00	14,783.72

VERTOZ LIMITED			
(Formerly known as Vertoz Advertising Limited)			
Notes Forming Integral Part of Consolidated Balance Sheet as at 31st March, 2026			
(₹ in Lakhs)			
Note 10 : Non-Current Borrowings			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Car Loan	-	1.16
2	Stripe Loan	-	2.07
3	Bank OD - Federal Bank	90.12	-
4	Compulsorily Convertible Debentures (CCD)	1,500.00	-
5	EXIM Loan	3,433.37	-
	Total Value in INR	5,023.49	3.24
Terms of repayment of the Term Loan:			
1. Car Loan: Secured Car Loan availed by the Company at a floating interest rate of 8.85% p.a. with tenure of 36 months.			
2. Federal Bank : The Working Capital Overdraft facility is repayable on demand and is secured by mortgage/equitable mortgage of office premises belonging to M/s. R. H. Shah HUF and M/s. H. R. Shah HUF. The facility carries interest at 9.00% p.a.			
3. Exim Loan: The facility from Exim Bank is secured by pledge of specified shareholdings of Vertoz Ltd., India. and Webimax LLC, USA; exclusive charge over the current assets of Vertoz Inc. and Webimax LLC; Corporate Guarantee & second charge over specified immovable properties of Vertoz Ltd. and Trunkoz Technologies Pvt. Ltd. and personal guarantees of promoters.			
4. CCD: IncrementX Private Limited, a wholly-owned subsidiary, issued 2,000 CCDs aggregating to ₹20 crore to identified investors on a private placement basis. the promoters executed an NDU and Mr. Hirenkumar Shah pledged 80 Lakhs equity shares of Vertoz Limited in favour of the investors.			
Note 11 : Other Financial Liabilities			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Other Financial Liabilities	-	-
	Total Value in INR	-	-
Note 12 : Non-Current Provisions			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Provision for Gratuity - Non Current	169.65	143.31
2	Provision for Leave Encashment - Non Current	27.05	22.93
	Total Value in INR	196.70	166.24
Note 13 : Short Term Borrowing			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Unsecured		
	Loan from Related Parties		
	Loan from Directors	-	0.61
	Loan from Others	48.53	0.83
	Loan from Related Parties	178.17	504.07
2	Secured		
	Loans repayable on demand		
	Loan from Banks (Secured Against Deposits)	55.56	1,323.03
	Bank OD	1,666.96	-
3	Current Maturity for Short Term Debt		
	Current Maturity for Short Term Debt (Car Loan)	46.49	9.45
	Current Maturity for Short Term Debt	583.33	-
	EXIM LOAN	542.11	-
	Total Value in INR (A+B)	3,121.15	1,837.99

VERTOZ LIMITED			
(Formerly known as Vertoz Advertising Limited)			
Notes Forming Integral Part of Consolidated Balance Sheet as at 31st March, 2026			
(₹ in Lakhs)			
Overdraft, Cash Credit and Working Capital Term Loan Facility:			
a. Axis Bank : The Overdraft facility is repayable on demand and is secured against Fixed Deposits amounting to ₹2.35 Crore. The facility carries interest at 8.25% p.a.			
b. Kotak Mahindra Bank:			
Working Capital Term Loan and Cash Credit (CC) Facility: The Working Capital Term Loan carries interest at 8.25% p.a. and is repayable in monthly instalments. The Cash Credit facility is repayable on demand and carries interest at 8.40% p.a. The facilities are secured by hypothecation of movable fixed assets and book debts, lien on fixed deposits of ₹4 crore maintained by Vertoz Limited, mortgage of specified residential properties belonging to the promoters of the Company and commercial properties belonging to Trunkoz Technologies Private Limited, a promoter group company, and personal guarantees of Mr. Hiren Shah and Mr. Ashish Shah.			
Note 14 : Trades Payable			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Sundry Creditors		
	-Dues of micro and small enterprises	-	-
	-Dues of others	7,894.17	3,180.77
	Total Value in INR	7,894.17	3,180.77
Figures For the Current Reporting Period			
Sr. No.	(Outstanding from due date of payment / from date of transaction)	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
(i)	MSME		
	Less than 1 Year	-	-
	1-2 Years	-	-
	2-3 Years	-	-
	More than 3 Years	-	-
		-	-
(ii)	Others		
	Less than 1 Year	7,552.37	2,230.27
	1-2 Years	341.90	950.51
	2-3 Years	-	-
	More than 3 Years	-	-
		7,894.27	3,180.77
(iii)	Dispute dues-MSME		
	Less than 1 Year	-	-
	1-2 Years	-	-
	2-3 Years	-	-
	More than 3 Years	-	-
		-	-
(iv)	Dispute dues		
	Less than 1 Year	-	-
	1-2 Years	-	-
	2-3 Years	-	-
	More than 3 Years	-	-
		-	-
(v)	Others		
	Less than 1 Year	-	-
	1-2 Years	-	-
	2-3 Years	-	-
	More than 3 Years	-	-
		-	-
	Total	7,894.27	3,180.77

VERTOZ LIMITED			
(Formerly known as Vertoz Advertising Limited)			
Notes Forming Integral Part of Consolidated Balance Sheet as at 31st March, 2026			
(₹ in Lakhs)			
Note 15 : Other Financial Liabilities			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Others:		
	Advance from Customers	-	
	Debenture Interest Payable (CCD) @ 17.5%	(0.00)	-
	Total Value in INR	(0.00)	-
Note 16 : Current Tax Liabilities			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Provision for Income Tax AY 2025-26	343.20	82.52
	Total Value in INR	343.20	82.52
Note 17 : Current Provisions			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Salary Payable	114.04	55.62
2	Gratuity & Leave Encashment Provision (Current):		
	Provision for Gratuity	44.49	37.65
	Provision for Leave Encashment	17.01	17.38
3	Directors Remuneration Payable	0.86	(47.12)
4	Federal Tax Liability	40.64	36.44
5	Other Provisions	15.72	0.55
6	Provision for Expected Credit Loss	357.22	10.52
	Total Value in INR	589.98	111.03
Note 18 : Other Current Liabilities			
Sr. No.	Particulars	Amount as at 31st Mar 2026	Amount as at 31st Mar 2025
1	Statutory Liabilities	157.97	175.14
2	Unadjusted Forex Gain/Loss	3.69	2.46
3	Advance from Customers	1,133.44	67.66
4	Salary Payable - Statutory Liability	105.12	-
5	Other Financial Liabilities	-	119.77
6	Advance from Customers	-	305.90
	Total Value in INR	1,400.21	670.93

VERTOZ LIMITED			
(Formerly known as Vertoz Advertising Limited)			
Notes Forming Integral Part of Consolidated Profit and Loss Statement as at 31st March, 2026			
₹ in Lakhs			
Note 18 : Revenue From Operations			
Sr. No.	Particulars	Amount As At 31st Mar. 2026	Amount As At 31st Mar. 2025
1	Sale of Services	29,185.82	25,519.92
	Total Value in INR	29,185.82	25,519.92
Note 19 : Income From Non Operation			
Sr. No.	Particulars	Amount As At 31st Mar. 2026	Amount As At 31st Mar. 2025
1	Other Income	86.21	154.33
2	Foreign Exchange Gain	294.41	150.37
3	Profit On Investment	4.40	309.02
4	Interest Income - Ind AS	2.49	2.00
5	Profit on Revaluation of Investments	-	26.49
6	Profit On Investment - Intraday	-	0.65
7	Interest On Loan	46.31	19.49
8	Interest on Deposits	28.77	35.59
	Total Value in INR	462.58	697.94
Note 20 : Direct Service Expenses			
Sr. No.	Particulars	Amount As At 31st Mar. 2026	Amount As At 31st Mar. 2025
1	Direct Service Expenses	19,119.22	18,526.70
2	Software Purchase	151.82	-
3	Outsourcing Expenses	29.92	-
	Total Value in INR	19,300.96	18,526.70
Note 21 : Employment Benefit Cost			
Sr. No.	Particulars	Amount As At 31st Mar. 2026	Amount As At 31st Mar. 2025
1	Salaries and Incentives	2,775.32	2,024.95
2	Directors Remuneration	2.70	3.05
3	Gratuity & Leave Encashment Expense	45.07	16.21
4	ESOP Expenses	18.37	-
	Total Value in INR	2,841.45	2,044.21
Note 22 : Finance Cost			
Sr. No.	Particulars	Amount As At 31st Mar. 2026	Amount As At 31st Mar. 2025
1	Bank Charges	91.70	57.03
2	Foreign Exchange Loss	4.62	0.05
3	Interest Expense	129.08	124.59
4	Loan Processing Fees	38.69	13.61
5	Interest on Lease Liabilities	21.09	22.66
6	Interest on Debentures (CCD) @ 17.5%	265.57	-
	Total Value in INR	550.74	217.94
Note 23 : Other Expenses			
Sr. No.	Particulars	Amount As At 31st Mar. 2026	Amount As At 31st Mar. 2025
1	Accommodation Expenses	-	8.26
2	Audit Fees	42.52	6.37
3	Accounts Written off	371.79	21.39
4	Administration Expense	-	0.43
5	Affiliate/ Commission	2.62	3.67
6	Conveyance Charges	-	0.74
7	Domain Expense	-	0.25
8	Electricity Expenses	48.66	39.74
9	Exhibition & Seminar Expenses	-	1.84
10	Food Expenses	-	2.38
11	Foreign Exchange Loss	(121.73)	12.27
12	House Keeping & Security Expenses	7.92	7.59
13	Insurance Expenses	43.67	22.10
14	Interest/Penalty/Fee on Taxes	5.15	13.64
15	Internet Expenses	0.79	1.31
16	Lease Rent	262.05	87.48
17	Legal Charges	147.46	64.96
18	Lodging & Boarding Expenses	-	1.10
19	Loss on Investment	0.93	158.53
20	Marketing Expenses	320.28	100.70
21	Office Expense	42.22	59.33
22	Postage & Courier Expenses	-	0.10
23	Printing & Stationery Expenses	6.86	2.82
24	Professional & Technical Fees	601.36	392.29
25	Repairs & Maintenance Expenses	21.99	13.76
26	Rounding off	1.84	23.34
27	Staff Welfare	8.14	1.82
28	Telephone Expense	17.11	11.30
29	Travelling Expense (Domestic/International)	125.06	81.18
30	Utility Expense	-	0.39
31	Recruitment Expense	-	25.35
32	Training and Development Expenses	0.10	3.42
33	Federal Tax Expense	6.67	46.61
34	GST	18.79	78.42
35	Expected Credit Loss	175.36	10.52
36	CSR Expense	8.78	-
37	Bad Debts	0.01	-
	Total Value in INR	2,166.37	1,305.39

VERTOZ LIMITED
(Formerly known as Vertoz Advertising Limited)
Additional Notes To Form Of Integral Part Of Audited Financial Statements As On 31st March 2026

I Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

(a) repayable on demand and/or

(b) without specifying any terms or period of repayment

(₹ in Lakhs)

Type of Borrower	Amount of loan and Advance in the nature of Loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	₹ -	0.00%
Directors	₹ -	0.00%
KMPs	₹ -	0.00%
Related Parties	₹ 2,416.82	70.54%

II The company do not hold any Benami Property as on the date of this financial statements.

III The company do not have any relationship with any Struck off Companies as on date of this financials.

IV Ratios

Ratios	Numerator	Denominator	Current Reporting Period	Previous reporting period	% of Change
Debt Equity Ratio	Debt Capital	Shareholder's Equity	0.35	0.10	261.37%
Debt Service Coverage Ratio	Net Operating Income	Debt Service (Int+Principal)	4.36	24.83	-82.45%
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	0.12	0.15	-16.17%
Inventory Turnover Ratio	COGS	Average Inventory	0.00	0.00	0.00%
Trade Receivables Turnover Ratio	Net Sales	Average trade receivables	4.09	4.47	-8.39%
Trade Payables Turnover Ratio	Total Purchases (Fuel Cost + Other Expenses+Closing	Average Trade Payables	3.49	7.58	-54.00%
Current Ratio	Current Assets	Current Liabilities	1.54	2.64	-41.83%
Net Capital Turnover Ratio	Sales	Working capital (CA-CL)	4.03	2.58	55.94%
Net profit ratio	Net Profit	Sales	0.09	0.10	-11.00%
Return on Capital Employed	Earnings before interest and tax	Capital Employed	0.16	0.16	3.70%
Return on Investment	Income from Investment	Investment	2.12	0.04	5257.26%

V Utilisation of Borrowed funds and share premium:

a) Borrowed Fund has been used for working capital and routine operation purpose of the company.

b) During this year there was no share premium received and/or utilised by the Company.

*Notes forming part of the Consolidated Financial Statements for the period ended 31st March, 2026***BACKGROUND:**

Vertoz Limited (the Company) was incorporated on February 13, 2012. These are the consolidated financial statements prepared for the Company and they relate to the period from April 1, 2025 to March 31, 2026. The Company provides IT enabled services and other allied services to domestic/ overseas clients.

These consolidated financials include audited balance sheet of its subsidiaries and/or step-down subsidiaries, located in India, US, UK, UAE & Hong Kong as on the date of this report.

NOTE 25: SIGNIFICANT ACCOUNTING POLICIES:**i. Basis of preparation of the consolidated financial statements:**

These financial statements has been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

ii. Operating Cycle

The Company is primarily engaged in the business of Online Digital Advertising Services the Company has considered its operating cycle as 12 months and all assets and liabilities have been classified as current or non-current as per the criteria set out in the Revised Schedule III to the new Companies Act, 2013.

iii. Principles of Consolidation:

The consolidated financial statements have been prepared on the following basis:

- The consolidated financial statements include the financial statements of Vertoz and all its subsidiaries, which are more than 100% owned or controlled. The financial statements of the parent company and its majority owned/controlled subsidiaries which are drawn up to the same reporting date have been combined on a line by line basis by adding together the book values of all items of assets, liabilities, incomes and expenses after eliminating all intra-group balances/transactions and resulting unrealized gain/loss.
- The consolidated financial statements are prepared using uniform accounting policies for similar transactions and other events in similar circumstances.

*Notes forming part of the Consolidated Financial Statements for the period ended 31st March, 2026***iv. Use of Estimates:**

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of financial statements and reported amounts of income and expenses during the year. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognized in the year in which the estimates are revised and in any future year affected.

v. Fixed Assets:

Tangible assets are stated at historical cost less accumulated depreciation and impairment loss, if any. Costs include expenditure directly attributable to the acquisition of the asset. Borrowing costs directly attributable to the construction or production of qualifying assets are capitalized as part of the cost. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. During the period under review no intangible assets are stated at the consideration paid for acquisition less accumulated amortization and impairment loss, if any.

vi. Investments:

Non-current investments are stated at cost less other than temporary diminution in the value of such investments, if any. Current investments are valued at lower of cost and fair value determined by category of investment. The fair value is determined using quoted market price/market observable information adjusted for cost of disposal. On disposal of the investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

vii. Provisions and Contingent Liabilities:

Provisions are recognized when the Company has a present obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

viii. Revenue Recognition:

The Company derives revenue primarily from online media advertising and other related services and other products.

a) Services:

The Company recognizes revenue when the significant terms of the arrangement are enforceable, services have been delivered and collectability is reasonably assured. The method for recognizing revenues and costs depends on the nature of the services rendered:

A. Time and Materials Contracts:

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered. Unbilled revenues included in other current assets represent cost and earnings in excess of billings as at the end of the reporting period. 'Unearned revenues' included in other current liabilities represent billing in excess of revenue recognized. Advance payments received from customers for which no services have been rendered are presented as 'Advance from customer's'.

*Notes forming part of the Consolidated Financial Statements for the period ended 31st March, 2026***B.Others:**

- The Company accounts for volume discounts and pricing incentives to customers by reducing the amount of revenue recognized at the time of sale.
- Revenues are shown net of sales tax, value added tax, goods & service tax and applicable discounts and allowances.
- Contract expenses are recognized as expenses by reference to the stage of completion of contract activity at the end of the reporting period.

b) Products:

Revenue from products are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

c) Other Income:

Interest is recognized using the time-proportion method, based on rates implicit in the transaction.

ix. Leases:

The Company have its office premises on lease and paid the lease on time as per the Lease Agreement from time to time, subject to TDS provisions laid under the Income Tax Act, 1961 and other allied acts as applicable at time being in force.

x. Foreign currency transactions**a) Transaction:**

The Company is exposed to currency fluctuations on foreign currency transactions. Foreign currency transactions are accounted at the exchange rates prevailing on the date of transaction.

b) Translation:

Monetary foreign currency assets and liabilities at period-end are translated at the exchange rate prevailing at the date of Balance Sheet. The difference arising from the translation is recognized in the statement of profit and loss, except for the exchange difference arising on monetary items that qualify as hedging instruments in a cash flow hedge or hedge of a net investment in a non-integral foreign operation. Such exchange differences are subsequently recognized in the statement of profit and loss on occurrence of the underlying hedged transaction or on disposal.

c) Integral Operations:

Monetary assets and liabilities are translated at the exchange rate prevailing at the date of the balance sheet. Non-monetary items are translated at the historical rate. The items in the statement of profit and loss are translated at the average exchange rate during the period. The differences arising out of the translation are recognized in the statement of profit and loss.

Notes forming part of the Consolidated Financial Statements for the period ended 31st March, 2026

d) Non-Integral Operations:

Assets and liabilities are translated at the exchange rate prevailing at the date of the balance sheet. The items in the statement of profit and loss are translated at the average exchange rate during the period. The differences arising out of the translation are transferred to foreign currency translation reserve. On the disposal of a non-integral foreign operation, the cumulative balance of Foreign Exchange Gain /(Loss) which relates to that operation is recognized in the statement of profit and loss.

The amended Ind AS 21 provides an irrevocable option to the Company to amortize exchange rate fluctuation on long term foreign currency monetary asset/liability over the life of the asset/liability or March 31, 2021, whichever is earlier. The amendment is applicable retroactively from the financial year beginning on or after December 7, 2006.

The Company did not elect to exercise the option.

xi. Depreciation and Amortization

The Company has provided for depreciation using straight line method over the useful life of the assets as prescribed under part C of Schedule II of the Companies Act, 2013 except in the case of following assets which are depreciated based on useful lives estimated by the Management:

Class of Asset	Estimated Useful Life
Computer Equipment's (Data Computers & Servers)	3 – 6 years
Furniture and Fixtures	5 – 10 years
Office Equipment	5 years
Vehicles	8 years
Intangible Assets – Ingenious Plex Platform	8 years

For the class of assets, based on technical assessment, management believes that the useful lives as given above best represents the period over which assets are expected to be used. No assets under finance lease subject to amortization over their estimated useful life or the lease term, whichever is lower.

xii. Employee Benefits:

Provident Fund and Social Security Benefit:

Employees receive benefits of the provident fund and other social security as per the governmental laws and regulation of time being in force. The Company have paid all its statutory liability towards its employee in timely manner and there are no pending dues as on date. The employee and employer each make periodic contributions to the plan. A portion of the contribution is made to the employee's provident fund, while the remainder of the contribution is made to the government administered pension fund.

*Notes forming part of the Consolidated Financial Statements for the period ended 31st March, 2026***xiii. Taxes:****a) Income tax:**

The current charge for income taxes is calculated in accordance with the relevant tax regulations. Tax liability for domestic taxes was computed under Minimum Alternate Tax (MAT). MAT credit is being recognized if there is convincing evidence that the Company will pay normal tax after the tax holiday period and the resultant asset can be measured reliably. The excess tax paid under MAT provisions being over and above regular tax liability can be carried forward for a period of ten years from the year of recognition and is available for set off against future tax liabilities computed under regular tax provisions, to the extent of MAT liability.

b) Deferred Tax:

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profit offered for income taxes and the profit as per the financial statements of each entity in the group.

Deferred taxes are recognized in respect of timing differences which originate during the tax holiday period but reverse after the tax holiday period. For this purpose, reversal of timing difference is determined using first in first out method.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment/substantive enactment date.

Deferred tax assets on timing differences are recognized only if there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. However, deferred tax assets on the timing differences when unabsorbed depreciation and losses carried forward exist, are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets are reassessed for the appropriateness of their respective carrying amounts at each balance sheet date.

The Company offsets, on a year on year basis, its current and non-current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

xiv. Earnings Per Share:**a) Basic:**

The number of equity shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year excluding equity shares held by controlled trust.

Notes forming part of the Consolidated Financial Statements for the period ended 31st March, 2026

b) Diluted:

The number of equity shares used in computing diluted earnings per share comprises the weighted average number of equity shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the proportionate during the period, unless issued at a later date. The number of equity shares and potentially dilutive equity shares are adjusted for any stock splits and bonus shares issued.

xv. Cash Flow Statement:

Cash flows are reported using the indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

26. RELATED PARTY TRANSACTIONS:

Disclosure of transaction with Related Parties, as required by Indian Accounting standard

Ind AS – 24 relating to Related Party Disclosure' are given here under. Related parties as defined under Clause 3 of the Indian accounting Standard Ind AS – 24 have been identified based on Representations made by and information available with the Company.

[Note: Related Party relationships as identified by the Company have been relied upon by the Auditors.]

List of related parties with whom transactions were carried out during the year and description of relationship:

(Amount in Lakhs ₹)

Name of Related Parties	Relationship	Nature of Transaction	FY 2025-26		FY 2024-25	
			Net-off Amount of Transactions for	Amount Outstanding as on 31.03.2026	Net-off Amount of Transactions for	Amount Outstanding as on 31.03.2025
			FY 2025-26	(Payable) / Receivable	FY 2024-25	(Payable) / Receivable
Mr. Hirenkumar Shah	Managing Director	Managerial Remuneration	59.48	Nil	59.48	Nil
		Loan from Directors	(193.61)	(208.10)	(36.83)	(14.50)
Mr. Ashish Shah	Non-Executive Director	Managerial Remuneration	88.25	Nil	80.47	Nil
		Loan from Directors	(75.55)	(556.55)	(484.43)	(481.00)

Notes forming part of the Consolidated Financial Statements for the period ended 31st March, 2026

Mr. Rasiklal Shah	Non-executive Director	Director Sitting Fees	Nil	Nil	0.76	0.09
Mr. Harshad Shah	Chairman & Non-executive Director	Director Sitting Fees	0.70	(0.23)	2.45	(0.07)
Mr. Rohit Vaghadia	Independent Director	Director Sitting Fees	1.00	(0.32)	3.36	(0.07)
Mr. Rajkumar Gupta	Independent Director	Director Sitting Fees	1.00	(0.32)	0.62	0.07
Mrs. Dimple Shah	Chief Financial Officer	KMP Remuneration	29.13	Nil	29.13	Nil
Ms. Zill Shah	Company Secretary	KMP Remuneration	20.69	Nil	17.45	Nil
Trunkoz Technologies Pvt Ltd	Sister Concern where Promoters/ Directors having significant control	Rent	16.80	24.00	7.20	7.20
		Loan	(0.99)	(36.12)	(35.12)	(35.12)
		Advances	24.35	351.94	101.55	327.59
Vokut Inc	Sister Concern where Promoters/ Directors having significant control	Advances	(2.20)	Nil	(92.91)	2.20
		Purchase	3.12	NA	Nil	NA
Hashjini Inc	Sister Concern where Promoters/ Directors having significant control	Advances	(72.63)	617.43	106.89	690.05
		Purchase	7.88	NA	Nil	Nil
		Sales	9.75	NA	Nil	Nil
		Loans	203.89	(0.05)	(203.94)	(203.94)

Notes forming part of the Consolidated Financial Statements for the period ended **31st March, 2026**

Payexecute Inc	Sister Concern where Promoters/ Directors having significant control	Loans	1.11	Nil	(1.11)	(1.11)
		Advances	(7.81)	Nil	3.73	7.81
Hashjini Pvt Ltd	Sister Concern where Promoters/ Directors having significant control	Advances	407.33	1,241.57	86.52	834.23
UpmarX Inc	Sister Concern where Promoters/ Directors having significant control	Sales	104.13	NA	Nil	Nil
		Purchases	160.87	NA	Nil	Nil
		Loans	(20.42)	(21.28)	(0.86)	(0.86)
		Advances	(48.77)	Nil	(139.56)	48.77
Netztrack Solutions	Sister Concern where Promoters/ Directors having significant control	Advances	15.24	90.02	Nil	72.59
Goyam Technologies Pvt Ltd	Sister Concern where Promoters/ Directors having significant control	Advances	0.04	0.33	0.15	0.30
Perfomise Inc	Indirect Subsidiary	Sales	306.34	NA	177.09	Nil
		Purchases	Nil	NA	14.36	Nil
		Loans	184.09	Nil	(184.09)	(184.09)
		Advances	(1.93)	Nil	1.92	1.91
Perfomise Solutions Private Limited	Majority Owned Subsidiary	Sales	Nil	NA	291.43	Nil
		Purchases	Nil	NA	1.94	Nil
		Advances	29.10	524.61	495.50	495.50

Notes forming part of the Consolidated Financial Statements for the period ended 31st March, 2026

Flamyads Inc	Sister Concern where Promoters/ Directors having significant control	Sales	5.69	NA	Nil	Nil
		Purchase	0.24	NA	Nil	Nil
Protecxo Cybersecurity Private Limited	Sister Concern where Promoters/ Directors having significant control	Loan	(0.14)	(0.14)	Nil	Nil
Protecxo INC	Sister Concern where Promoters/ Directors having significant control	Sales	0.09	NA	Nil	Nil
		Purchase	13.05	NA	Nil	NA
Axiombid LLC	Sister Concern where Promoters/ Directors having significant control	Sales	8.87	NA	Nil	NA
		Purchase	5.98	NA	Nil	NA
SantaAds LLC	Sister Concern where Promoters/ Directors having significant control	Sales	2.22	NA	Nil	NA
		Purchase	3.45	NA	Nil	NA
Adoptimix LLC	Sister Concern where Promoters/ Directors having significant control	Sales	2.36	NA	Nil	NA
		Purchase	4.40	NA	Nil	NA
Cortexbid LLC	Sister Concern where Promoters/ Directors having significant control	Sales	12.15	NA	Nil	NA
		Purchase	9.68	NA	Nil	NA
Yieldoz LLC	Sister Concern where Promoters/ Directors having significant control	Sales	13.45	NA	Nil	NA
		Purchase	7.49	NA	Nil	NA

Notes forming part of the Consolidated Financial Statements for the period ended **31st March, 2026**

27. Additional Regulatory Information

- **Details of Benami Property held**

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

- **Wilful Defaulter**

The company has not been declared as a wilful Defaulter by any Financial Institution or bank as at the date of Balance Sheet.

- **Relationship with Struck off Companies**

The Company do not have any transactions with companies struck off.

- **Registration of charges or satisfaction with Registrar of Companies (ROC)**

The company has no pending charges or satisfaction which are yet to be registered with the ROC beyond the Statutory period.

- **Compliance with number of layers of companies**

The Company is complied with number of layers of companies as per clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

- **Discrepancy in utilization of borrowings**

The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance

- **Utilisation of Borrowed funds and share premium:**

a) Borrowed Fund has been used for working capital and routine operation purpose of the company.

b) During this year there was no share premium received and/or utilised by the Company.

28. Additional Information

Undisclosed income

The Company has no transaction that is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).

Details of Crypto Currency or Virtual Currency

The company has not traded or invested in Crypto currency or Virtual Currency.

For Vertoz Limited

Sd/-

Hirenkumar Shah

Managing Director

DIN: 00092739

Date: 29th May, 2026

Place: Mumbai

VERTOZ LIMITED**(FORMERLY KNOWN AS VERTOZ ADVERTISING LIMITED)**

Registered Office: 602, Avior, Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai, Maharashtra, India – 400 080.

Corporate Office: A-101, First Floor, Building No.8, Plot No.03, Mindspace Airoli East, Opp. Airoli Railway Station, Navi Mumbai 400708.

Corporate Identity Number: L74120MH2012PLC226823

Tel: +91 22 6142 6030; **Fax:** +91 22 6142 6061

Website: www.vertoz.com ; **Email:** compliance@vertoz.com

NOTICE

NOTICE is hereby given that the Fifteenth (15th) Annual General Meeting of the Members of Vertoz Limited (“the Company”) is scheduled to be held on **Tuesday, September 29, 2026, at 4:00 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the business as set forth in the Notice convening the Meeting.

In accordance with the applicable circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), the AGM shall be conducted through electronic mode only, without the physical presence of Members at a common venue.

For all statutory and regulatory purposes, the Registered Office of the Company, situated at, 602, Avior, Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai – 400 080, Maharashtra, India.

Corporate office is situated at A101, Building No. 8, Plot No. 3, Mindspace, opposite the Airoli Railway Station, Navi Mumbai – 400708, Maharashtra and shall be deemed to be the venue of the AGM.

ORDINARY BUSINESS:**1. To receive, consider and adopt:**

a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2026 and the Reports of the Board of Directors and Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2026 and the Reports of the Auditor’s and the Board of Directors thereon, as circulated to the Members, be and are hereby considered and adopted.”

b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2026 and the Reports of Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2026 and the Reports of the Auditor’s and the Board of Directors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To re-appoint Mr. Harshad Uttamchand Shah (DIN: 07849186), who is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company, be and is hereby accorded to reappoint Mr. Harshad Uttamchand Shah (DIN: 07849186) who retires by rotation at this Meeting and being eligible, has offered himself for re-appointment as the Non-Executive Director of the Company.”

SPECIAL BUSINESS:

3. To re-appoint Mr. Hirenkumar Rasiklal Shah (DIN: 00092739) as Managing Director for a further term of five (5) consecutive years:

To consider and, if thought fit, to pass the following Resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members be and is hereby accorded for the re-appointment of Mr. Hirenkumar Rasiklal Shah (DIN: 00092739) as Managing Director of the Company for a further period of five (5) consecutive years with effect from 14th June, 2027, at remuneration of Rs 59,48,400.00/- on such terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors and/or Nomination and Remuneration Committee of the Company has the power to add new heads or items for payment(s), modify, alter or amend or revise or otherwise vary the terms of remuneration, other benefits, commission based on net profits, perquisites, reimbursement of expenses, etc., such that the overall amounts of remuneration shall not exceed the limits as specified in terms of the applicable provisions of the Companies Act, 2013, including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT In the event of absence or inadequacy of profits in any financial year from the date of approval of the Members, the above remuneration shall be payable as minimum remuneration in accordance with Schedule V to the Companies Act, 2013, for three (3) financial years of absence or inadequacy of profits falling within such tenure;

RESOLVED FURTHER THAT the any of the Directors or Key Managerial Personnel of the Company, be and is hereby authorised to do all such acts, deeds, matters and things including revising the remuneration, perquisites and other terms as may be necessary, within the limit prescribed under the provisions of the Companies Act, 2013, for giving effect to this resolution and to furnish certified true copies of this Resolution to such authorities, persons, entities or parties as may be required for their information, records and necessary action.”

4. Increase in the authorized share capital of the company and consequent alteration in the Memorandum of Association of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the Shares of the Company are listed, the consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 122,95,40,000/- (Rupees One Hundred Twenty-Two Crores Ninety-Five Lakh Forty Thousand Only) divided into 12,29,54,000 (Twelve Crores Twenty-Nine Lakh Fifty-Four Thousand) Equity shares of face value of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V. The Authorised Share Capital of the Company is Rs. 122,95,40,000/- (Rupees One Hundred Twenty-Two Crores Ninety-Five Lakh Forty Thousand Only) divided into 12,29,54,000 (Twelve Crores Twenty-Nine Lakh Fifty-Four Thousand) Equity shares of face value of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company of the Company be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things including but not limited to filing necessary forms/documents with appropriate authorities and to execute all such documents, instruments in writing as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

5. To consider and approve issuance of equity shares on a preferential basis for consideration other than cash pursuant to a share swap arrangement and other matters incidental thereto:

To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and subject to the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI SAST Regulations”**) and subject to other applicable rules / regulations / guidelines / notifications / circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (hereinafter referred as **“SEBI”**) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (hereinafter referred as **“FEMA”**) and/or any other statutory or regulatory authorities, including the National Stock Exchange of India Limited (**“NSE”**) (and/ or any other competent authorities to the extent applicable, the listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, any other statutory or regulatory authorities, as may be required, and to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include any duly constituted/to be constituted committee of Directors thereof to exercise its powers including powers conferred under this resolution), consent of the members be and is hereby accorded to preferential issue by way of offer, issue and allotment of 2,29,54,000 (Two Crores Twenty-Nine Lakhs Fifty-Four Thousand) equity shares of **Vertoz Limited (“the Company”)** having face value of ₹ 10/- (Rupees Ten) each (**“Equity Shares”**) at a price of ₹ 44/- (Rupees Forty-Four Only) per Equity Share [which includes a premium of ₹ 34/- (Rupees Thirty-Four Only) per Equity Share] (**“Issue Price”**), to the following proposed allottees (**“Investors”**), by consideration other than cash towards the acquisition of shares (**“Swap Shares/Equity Shares”**) of Tavento Labs Inc. (**“Tavento/Target Company”**) from the eligible shareholders of the Target Company at a purchase consideration of Rs. 1,01,00,00,000/- (Rupees One Hundred and One Crores Only), as per the share exchange ratio which has been determined at 1:22,954 i.e., for every 1 (One) share of Tavento, the eligible shareholders will get 22,954 (Twenty Two Thousand Nine Hundred and Fifty- Four) equity shares of the Company, pursuant to a share swap arrangement, by way of a preferential issue (**“Preferential Issue”**), on such terms and conditions as set out herein, in the Offer Letters, and in the explanatory statement to this Notice and as may be determined by the Board, in accordance with the provisions of Chapter V of SEBI ICDR Regulations and other applicable laws and subject to the Investors complying with the requirements of allotment, including opening of respective demat accounts:

Name of Shareholders	Category of Shareholders	Shares held in Tavento	Allotment through Swap in the ratio 1:22,954*	Post Swap Shareholding in Vertoz Limited	% Post allotment#
Radiant Global Fund-Class B Participating Shares	Non-Promoter Foreign Portfolio Investor (Body Corporate)	460	10,558,840	10,558,840	9.74%
Nova Global Opportunities Fund PCC – Touchstone		260	5,968,040	5,968,040	5.51%
Zeal Global Opportunities Fund		280	6,427,120	6,427,120	5.93%
TOTAL		1000	22,954,000	22,954,000	21.18%

*The difference in consideration which cannot be settled through the share swap pursuant to the determined share exchange ratio shall be paid in cash to the respective eligible shareholders.

For the purpose of computation of the post-issue shareholding pattern, it has been assumed that all the outstanding 2,01,500 employee stock options are fully exercised and the equity shares arising therefrom are allotted. Accordingly, such equity shares have been considered under the category “Any Other”.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the rules made thereunder, the Memorandum and Articles of Association of the Company and applicable provisions of SEBI LODR Regulations and SEBI SAST Regulations and subject to such approvals, consents and permissions as may be required, consent of the members, be and is hereby accorded for acquisition of 100% of the share capital of Tavento at a purchase consideration of ₹ 1,01,00,00,000/- (Rupees One Hundred and One Crores only), by way of a share swap arrangement, pursuant to which the shareholders of Tavento shall transfer their shares held in Tavento to the Company against issuance of equity shares of the Company in the determined share exchange ratio of 1:22,954, i.e. for every 1 (One) share of Tavento, the eligible shareholders will get 22,954 (Twenty-Two Thousand Nine Hundred and Fifty-Four) equity shares of the Company, together with cash consideration to be paid towards any difference in consideration arising pursuant to the determined share exchange ratio, on such terms and conditions as may be agreed by the Board and in accordance with applicable laws and pursuant to completion such of the acquisition, Tavento Labs Inc. shall become a wholly owned subsidiary of the Company.

RESOLVED FURTHER THAT the issue price of the Equity Shares proposed to be allotted pursuant to the aforesaid preferential issue has been determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations, including Regulations 164 and 166A thereof, based on the valuation report issued by Gaurang Agarwal (Reg. No.: IBBI/RV/06/2021/14187), Independent Registered Valuer, a copy whereof has been placed before the meeting.

RESOLVED FURTHER THAT in terms of Regulation 161(a) of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of issue price for the issue and allotment of equity shares is Friday, August 28, 2026, i.e., the date prior to the date which is thirty days preceding the shareholders approval (being a weekend)

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares to be allotted, shall be subject to the following terms and conditions, apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals, as the case may be;
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- c) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the said Subscription of Shares is pending on account of pendency of approval of any Regulatory Authority (including but not limited to the Stock Exchanges and/or SEBI), the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- d) The Equity Shares to be offered, issued, and allotted pursuant to the said issue shall be subject to lock-in for such period as specified under the provisions of Chapter V of the SEBI (ICDR) Regulations.
- e) The entire pre-preferential equity shareholding of the Investors, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- f) The price determined and the number of Equity shares to be allotted and issue price per share shall be subject to further appropriate adjustments, if any, in accordance with the provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 and any other applicable laws for the proposed issue.
- g) The equity shares so offered, issued and allotted, shall not exceed the number of Equity shares as approved herein above.
- h) The Equity Shares will be issued on a preferential basis for consideration other than cash, against the Shares swapped and the transfer of such Swapped Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Investors pursuant to this resolution.
- i) All other terms and conditions set out in the respective Investor Offer Letters.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, the consent of the members of the Company, be and is hereby accorded to the Board, to record the names and addresses of the Proposed Investor Allottees in the prescribed form PAS-5, pursuant to sub-rule 4 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and to issue & circulate the Private Placement Offer cum Application Letter in form PAS-4, to the Proposed Investor Allottees, pursuant to rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, inviting them to subscribe to the Equity Shares, in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board or its committee be and is hereby authorised to issue and allot equity shares to the Proposed Allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to this offer, issue and allotment of Equity Shares, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted/to be constituted committee thereof to exercise its powers including powers conferred under this resolution), or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential issue (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to National Stock Exchange of India Limited for obtaining of approvals, filing of requisite documents with the concerned Registrar of Companies (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”), Security and Exchange Board of India (“SEBI”) and/ or such other authorities as may be necessary for the purpose and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Proposed Allottee and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

Registered Office:

602, Avior, Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Road,
Mulund (West), Mumbai – 400 080.
CIN: L74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

By Order of the Board**Sd/-****Nupur Joshi****Company Secretary & Compliance Officer****ACS No.: A43768****01st September 2026****Navi Mumbai**

NOTES:

1. AGM of the Company is being conducted through VC in compliance with General Circular No. 09/2024 dated September 19, 2024 read with General Circular Nos. 3/2025, 9/2024, 9/2023, 2/2022, 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated October 3, 2024 read with Circulars dated October 7, 2023, May 12, 2020, January 15, 2021, May 13, 2022, January 15, 2021, May 12, 2020 issued by the Securities and Exchange Board of India (collectively referred to as “Circulars”), which details the procedure and manner of holding AGM through VC and provide certain relaxations from compliance with Listing obligations. The Corporate office of the Company at A-101, First Floor, Building No.8, Plot No.03, Mindspace Airoli East, Opp. Airoli Railway Station, Navi Mumbai 400708 shall be deemed to be the venue for the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) relating to the special business to be transacted at the Annual General Meeting (“AGM”/ “Meeting”) is annexed hereto. The Board of Directors of the Company has opined that the special business, considered unavoidable, be transacted at the 15th AGM of the Company.
3. Pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Secretarial Standard on General Meetings (“SS-2”), the relevant information in respect of the Director seeking re-appointment at the AGM is attached as “Annexure A” and forms an integral part of this Notice.
4. The Registrar and Transfer Agent of the Company is M/s. KFin Technologies Limited (“KFintech”), shall be providing facility for e-voting and attending the AGM through video conferencing. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC
5. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2025-2026 are being sent only through electronic mode (by e-mail) to those members whose e-mail ids are registered with the Company/ Depositories, unless any member has requested a physical copy of the same. As per Regulation 36 (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link, including the exact path, where complete details of the Annual Report are available shall be sent to those shareholders whose email IDs are not registered.
6. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2025-2026 will also be available on the Company’s website at www.vertoz.com websites of the Stock Exchange, i.e. the National Stock Exchange of India Limited (NSE) at www.nseindia.com respectively, and on the website of KFintech at <https://evoting.kfintech.com>
7. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on its behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars read with the SEBI circulars, through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
8. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations,

the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this Notice. The period of remote e-voting before the AGM commences on Saturday, 26th September 2026 (9:00 a.m. IST) and ends on Monday, 28th September 2026 (5:00 p.m. IST). The voting rights of the Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., Tuesday, 22nd September 2026.

9. The Company has appointed Mr. Umashankar Hegde (ACS 22133, COP 11161) Proprietor of M/s. U. Hegde & Associates, Company Secretaries, to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and Mr. Umashankar Hegde has communicated his willingness to be appointed and be available for the purpose.
10. The Scrutinizer shall, immediately upon the conclusion of the e-voting conducted during the Annual General Meeting, first ascertain and count the votes cast electronically at the meeting. Thereafter, the Scrutinizer shall unblock the votes cast through remote e-voting, which took place prior to the AGM, in the presence of at least two independent witnesses, who shall not be in the employment of the Company.
11. Subsequently, the Scrutinizer shall prepare a consolidated report of the total votes cast in favour and against each resolution and shall submit the said report to the Chairperson of the Meeting, or to such other person as may be duly authorised in writing by the Chairperson for this purpose. The authorized person shall countersign the Scrutinizer's Report upon receipt.
12. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. In line with the applicable circulars at least 1000 members will be able to join the AGM on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
14. Members seeking or requiring any clarification or information in respect of accounts or any other matter to be placed at the AGM may send their requests to the Company by Friday, 25th September 2026, 5:00 p.m. (IST) at compliance@vertoz.com
15. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
16. SEBI has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email ids, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company. Further, relevant forms to update the above-mentioned information are available on the Company's website at www.vertoz.com
17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, as applicable has mandated the listed companies to issue securities in demat form only, while processing service

requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant.

18. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be, members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to Kfintech in case the shares are held in physical form.
19. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document(s). Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant, and holdings should be verified from time to time.
21. Members may please note that SEBI has made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
22. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorisation etc., authorising its representative to attend the AGM through VC on its behalf and to vote either through remote e-voting or during the AGM together with attested specimen signature(s) of the duly authorised representative(s). The said Resolution/Authorization shall be sent electronically through registered email ids to the Company at compliance@vertoz.com with a copy marked to evoting@kfintech.com and the Scrutiniser at umashankar.hegde@gmail.com
23. Inspection of Documents:
The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or Statement will be available electronically for inspection by the Members before as well as during the AGM.
- All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance@vertoz.com

24. Unclaimed Dividend:

Members are requested to note that as per Section 124(5) of the Companies Act, 2013, Dividends not encashed/ claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transferring the said amount to IEPF, no claims in this respect shall lie against the Company. Members are requested to contact M/s. KFin Technologies Limited/ Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS:

a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and sub-regulation (1) & (2) of Regulation 44 of the SEBI Listing Regulations and applicable Circulars, the Company is offering the facility of remote e-voting to its members. The facility of casting votes by a member using an electronic voting system from a place other than venue of the AGM ("remote e-voting") as well as voting at the AGM through VC ("e-voting at the AGM") will be provided by Company's Registrar and Transfer Agent i.e. M/s KFin Technologies Limited. The instructions for remote e-voting and facility for those members participating in the AGM to cast vote through e-voting system during the AGM are given in the Notice.

b) The remote e-voting period commences on Saturday, 26th September 2026 (9:00 a.m. IST) and ends on Monday, 28th September 2026 (5:00 p.m. IST). During this period, members holding shares either in physical form or in demat form, as on Tuesday, 22nd September 2026 (i.e. "Cut-off" Date), may cast their vote electronically.

Day, date and time of commencement of remote e-voting	From	Saturday, 26th September 2026 (9:00 a.m. IST)
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To	Monday, 28th September 2026 (5:00 p.m. IST)

c) The remote e-voting module shall be disabled by KFinTech for voting thereafter. Those members, who will be present in the AGM through VC facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

d) The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.

e) In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM. The Company is also offering a facility for voting by way of "Insta Poll" at the AGM for the members attending the meeting who have not cast their vote by remote e-voting. If a member cast votes by both modes i.e. remote e-voting and Insta Poll at the AGM, then voting done through remote e-voting shall prevail and Insta Poll shall be treated as invalid.

B. THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN BELOW - APPLICABLE FOR NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE:

Members whose e-mail IDs are registered with the Company / DPs will receive an e-mail from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- a. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>
- b. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to log in again with the new credentials.
- f. On successful login, the system will prompt you to select the "EVEN" i.e., 'Vertoz Limited' and click on "Submit".
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- i. In case you do not desire to cast your vote, it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit".
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

C. THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER FOR INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE:

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with their respective Depositories and Depository Participants as detailed below. Shareholders are advised to update their mobile number and email ids in their demat accounts in order to access e-voting facility

Option 1 – Login through Depositories

NSDL	CDSL
For OTP based login:	Members who have already registered and opted for Easi / Easiest to follow below steps:
Go to URL: https://eservices.nsdl.com	Go to URL: https://web.cdslindia.com/myeasitoken/home/login ;
Enter 8-digit DP ID, 8-digit client ID, PAN No., verification code and generate OTP for login.	Or
Enter the OTP received on registered mobile number/email id and click on log in.	URL: www.cdslindia.com and then go to Login and select New System Myeasi.
After successful authentication, member will be redirected to NSDL Depository site wherein member can see e-voting page.	Login with user id and password.
Click on the Company name or e-voting service provider name and member will be redirected to e-voting service provider website for casting vote during the remote e-voting period or joining virtual meeting & voting during the meeting.	The option will be made available to reach e-voting page without any further authentication.
Members who have already registered and opted for IDeAS facility to follow below steps:	Click on Company name or e-voting service provider name to cast your vote during the remote e-voting period.
Go to URL: https://eservices.nsdl.com	
Click on the “Beneficial Owner” icon under ‘IDeAS’ section.	
On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-voting”	
Click on the Company name or e-voting service provider and you will be re-directed to e-voting service provider website (i.e. KFintech) for casting the vote during the remote e-voting period.	
User not registered for IDeAS e-Services	User not registered for Easi/Easiest
To register click on link: https://eservices.nsdl.com (Select “Register Online for IDeAS”)	Option to register is available at: https://web.cdslindia.com/myeasitoken/home/login
Or	Proceed with completing the required fields
https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp	
Proceed with completing the required fields.	

First-time users can visit the e-voting website directly and follow the process below:	First-time users can visit the e-voting website directly and follow the process below:
Go to URL: https://www.evoting.nsdl.com/	Go to URL: www.cdslindia.com
Click on the icon "Login" which is available under 'Shareholder/Member' section.	Click on the icon "E-voting"
Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.	Provide Demat Account Number and PAN No.
	System will authenticate user by sending OTP on registered Mobile & Email ID as recorded in the demat Account.
Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.	After successful authentication, the user will be provided links for the respective ESP where the e-voting is in progress.
Click on the Company name or e-voting service provider name and you will be redirected to e-voting service provider website (i.e. KFintech) for casting your vote during the remote e-voting period.	Click on the Company name and you will be redirected to e-voting service provider website (i.e. KFintech) for casting your vote during the remote e-voting period.

Option 2 - Login through Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on the Company name or e-voting service provider name and you will be redirected to e-voting service provider website of KFintech for casting your vote during the remote e-voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website. For any technical issues, members may contact as below:

NSDL	CDSL
NSDL helpdesk by email to: evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990 or 1800 22 44 30	CDSL helpdesk by email to: helpdesk.evoting@cdslindia.com or call at 022- 23058738, 23058542-43

I. Voting at the AGM: Those members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the meeting. Members who have already cast their votes by remote e-voting are eligible to attend the meeting. However, those members are not entitled to cast their vote again at the meeting.

II. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a member cast votes by both modes i.e., voting at the AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

Other Instructions:

a. Members holding shares either in physical form or in dematerialized form, as on the close of business hours on Tuesday, 22nd September 2026, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.

b. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as of the cut-off date, i.e. Tuesday, 22nd September 2026, may obtain the login ID and password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:

MYEPWD <space> E-voting Event Number + Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:

MYEPWD <SPACE>

IN12345612345678

2. Example for CDSL:

MYEPWD <SPACE>

1402345612345678

3. Example for Physical:

MYEPWD <SPACE>

XXXX1234567890

(XXXX being E-voting Event Number)

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click

“Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. In case of any queries, you may refer Help & FAQ section of <https://evoting.kfintech.com/> or call KFintech on Toll-Free No. 1-800-309-4001.

iv. Member may send an e-mail request to einward.ris@kfintech.com. However, KFintech shall endeavor to send User ID and Password to those new members whose e-mail IDs are available.

c. The Board of Directors has appointed Mr. Umashankar K Hegde (Proprietor) (ACS NO. 22133) (C.P.NO. 11161) as a Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

d. Speaker Registration before AGM: Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views, during the period starting from Wednesday, 23rd September 2026 (9:00 a.m. IST) and ends on Friday, 25th September 2026 (5:00 p.m. IST). For registration, please visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select “Speaker Registration” and mention your e-mail id, mobile number, and city. The Company reserves the right to restrict the number of speakers at the AGM depending on the availability of time for the AGM. Those members who have registered themselves as speakers will only be allowed to express their views/ask questions during the AGM. Please note that questions of only those members will be entertained/considered who are holding shares of Company as on the cut-off date i.e., Tuesday, 22nd September 2026. Those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM and the maximum time per speaker will be restricted to 3 minutes.

e. Due to limitation of transmission and co-ordination during the AGM, the Company may have to dispense with or curtail the speaker session & dispense with the speaker registration during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

f. Facility of joining the AGM through VC shall be open fifteen (15) minutes before the time scheduled for the AGM and will be available for members on first-come-first-served-basis and the Company may close the window to join the VC facility fifteen (15) minutes after the scheduled time to start the AGM.

g. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that login to the e-voting website will be disabled upon 3 unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details/Password’ or ‘Physical User Reset Password’ option available on <https://evoting.kfintech.com> to reset the password.

h. In case of any query pertaining to e-voting, please visit Help & FAQ’s section and e-voting user manual available at the download section of <https://evoting.kfintech.com> (“KFintech website”) or contact Mr. Raghunath Veedha from KFintech at evoting@kfintech.com or call KFintech’s toll free number 1-800-309-4001 for any further clarifications.

i. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairperson or any other person authorized by him in writing, who shall countersign and declare the same.

j. The voting results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company i.e. <https://vertoz.com> and on the website of the RTA at <https://evoting.kfintech.com> and will be communicated to the National Stock Exchange of India Limited (NSE) within two working days from the conclusion of the AGM.

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM (AGM) AND E-VOTING DURING THE AGM:

a. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com/> by clicking on the tab “video conference” and using their e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the “Video Conference” tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquette to join the meeting. Please note that the members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.

b. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the scheduled time for commencement of the AGM and maybe closed after the expiry of 15 minutes after such scheduled time.

c. The e-voting window shall be activated upon instructions of the Chairperson during the AGM proceedings. Upon the declaration by the Chairperson about the commencement of e-voting at AGM, members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the Instapoll page. Members would need to click on the "Instapoll" icon and follow the instructions to vote on the resolutions. Only those shareholders, who are present in the AGM and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

d. Members are encouraged to join the meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

e. Members will be required to grant access to the webcam to enable VC/OAVM. Further, members connecting from mobile devices or Tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

f. Post your Question: Members, who may want to express their views or post questions with regard to the accounts or any matter to be placed at the AGM, may do so by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the email received from KFintech. On successful login select "Post Your Question" option to post their queries in the window provided. The window shall remain active from Wednesday, 23rd September 2026 (9:00 a.m. IST) and ends on Friday, 25th September 2026 (5:00 p.m. IST).

g. Please note that questions of only those members will be entertained/considered who are holding shares of Company as on the cut-off date i.e. Tuesday, 22nd September 2026.

h. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at emeetings@kfintech.com

Registered Office:

602, Avior, Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Road,
Mulund (West), Mumbai – 400 080.
CIN: L74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

By Order of the Board

Sd/-
Nupur Joshi
Company Secretary & Compliance Officer
ACS No.: A43768

01st September 2026**Mumbai**

Annexure A

Additional Information with respect to Item No. 02

Details of Director seeking re-appointment at the forthcoming Annual General Meeting:

Mr. Harshad Uttamchand Shah, is the Chairman & Non-Executive Director of the Company and is associated with the Company since 14th June 2017. His expertise is in the field of Business Administration.

He is being Non-Executive Director of the Company, who is liable for retirement by rotation and has offered himself for re-appointment.

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings [SS-2] is given hereunder:

Name of Director	Harshad Uttamchand Shah
DIN	7849186
Date of Birth	19th January, 1955
Age	71 years
Nationality	Indian
Nature of expertise in specific functional Area	Business Administration
Date of Original Appointment	14th June, 2017
No. of Equity Shares held in the Company as on the date of this Notice	3,37,068 Equity Shares
Disclosure of relationship between Director inter-se	Not Applicable
Educational Qualification & Expertise in Specific Functional area	He is an Under-Matriculate and possesses expertise in Business Administration. He brings valuable knowledge and experience in organizational management and administration to the Company.
Brief Profile	Harshad Shah is the Chairman & Non-Executive Non-Independent Director of the Company. He is under-matriculate. He joined our Board on 14th June, 2017 and has been bringing a wealth of knowledge and expertise to the organization. He works closely with other Board Members and the Management Team to provide valuable insights and drive positive change.
Terms and conditions of appointment/ reappointment	As may be decided by the Board
No. of board meetings attended during the financial year 2025-26	11
Remuneration Sought to be paid	Harshad Shah will receive only sitting fees according to Board and Committee meeting attended.
Remuneration Last Paid	Harshad Shah had received only sitting fees of 70000 in F.Y. 2025-2026 & 85000 in F.Y. 2024-2025

Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; along with listed entities from which the person has resigned in the past three years	Nil
Chairman/Member of the committee of the Board of Directors of the Company	Member of Nomination Remuneration Committee and Stakeholder Relationship Committee
Chairman/member of the Committee of the Board of Directors of the Other Companies	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following sets out all material facts relating to item under Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the Company:

Additional Information with respect to Item No. 03

Explanatory Statement to Item No. 3: To re-appoint Mr. Hirenkumar Rasiklal Shah (DIN: 00092739) as Managing Director for a further term of five (5) consecutive years

Mr. Hirenkumar Rasiklal Shah (DIN: 00092739) was appointed as the Managing Director of the Company for a term ending on 13th June, 2027. Based on the recommendation of the Nomination and Remuneration Committee and considering his significant contribution to the growth and development of the Company, the Board of Directors, at its Meeting held on 13th August 2026, approved his re-appointment as the Managing Director of the Company for a further period of five (5) consecutive years effective from 14th June, 2027 to 13th June, 2032, subject to the approval of the Members.

Mr. Hirenkumar Shah has been instrumental in driving the Company's strategic initiatives, business expansion, operational excellence and sustained growth. Under his leadership, the Company has achieved significant milestones and strengthened its position in the industry. Considering his rich experience, leadership qualities and valuable contribution to the affairs of the Company, the Board is of the view that his continued association as Managing Director would be in the best interests of the Company and its stakeholders.

The terms and conditions of his re-appointment, including remuneration, are in accordance with the provisions of the Companies Act, 2013, read with Schedule V thereto, and other applicable laws.

Name of Director	Hirenkumar Rasiklal Shah
DIN	92739
Date of Birth	16th June 1980
Age	46
Nationality	Indian
Brief Experience/ Expertise in specific functional Area	Mr. Hirenkumar Rasiklal Shah (DIN: 00092739) is the Managing Director and Promoter of Vertoz Limited and has been associated with the Company since 2nd May, 2014. He has completed his First Year Bachelor of Commerce from the University of Mumbai and has around 19 years of experience in business management,

	operations, strategic planning and corporate management. He is responsible for the day-to-day operations of the Company and provides strategic leadership in setting the Group's strategy, vision and growth initiatives. Prior to joining the Company, he was associated with various start-up ventures, gaining experience in business operations, management and strategic development.
Date of Original Appointment	14-06-2017
No. of Equity Shares held in the Company as on the date of this Notice	2,19,87,648 Equity Shares
Terms and conditions of appointment/ Reappointment	As may be decided by the Board
No. of board meetings attended during the financial year 2025-26	10
Remuneration Sought to be paid	Remuneration to be paid - Rs. 59,48,400.00/-
Remuneration Last Paid	Remuneration last paid - Rs. 59,48,400.00/-
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; along with listed entities from which the person has resigned in the past three years	Nil
Chairman/Member of the committee of the Board of Directors of the Company	Member of Audit Committee and Stakeholder Relationship Committee
Chairman/member of the Committee of the Board of Directors of the Other Companies	Nil

General Information:	
Nature of Industry	MadTech: The integration of Marketing Technology (MarTech) and Advertising Technology (AdTech), enabling digital marketing, advertising, automation, real-time ad placements, and performance analytics. Infrastructure & Cloud Solutions: Technology infrastructure and cloud-based services supporting digital identity, websites, servers, hosting, data storage, and related online operations.
Date or expected date of commencement of commercial production	Not Applicable – The Company is an existing operational company and is already engaged in commercial operations
Financial performance	On a standalone basis, the Company's total income increased by 40.21% to ₹8,545.59 lakh in FY 2025–26 from ₹6,094.79 lakh in FY 2024–25. Profit after tax increased to ₹576.33 lakh from ₹513.23 lakhs. On a consolidated basis, total income increased by 13.08% to ₹29,648.40 lakh from ₹26,217.86 lakh. Profit after tax increased to ₹2,612.22 lakh from ₹2,566.36 lakhs.

Foreign investments or collaborations, if any.	The Company has investments in overseas subsidiaries and step-down subsidiaries across the USA, UK, UAE and other jurisdictions. During FY 2025–26, through its wholly owned subsidiary, Vertoz Inc., USA, the Company acquired an 80% stake in Webimax LLC, USA , which became a step-down subsidiary of the Company.
I. Information about the Director:	
Background details, Recognition or awards, Job profile and his suitability	Mr. Hirenkumar Rasiklal Shah (DIN: 00092739) is the Managing Director and Promoter of Vertoz Limited and has been associated with the Company since May 2, 2014. He has completed his First Year Bachelor of Commerce from the University of Mumbai and has around 19 years of experience in business management, operations, strategic planning and corporate management. He oversees the Company's day-to-day operations and provides strategic leadership for its growth and business initiatives.
Past remuneration	Rs. 59,48,400.00/-
Proposed Remuneration	As recommended by the Board and mentioned in the Explanatory Statement for Item no. 3 of this Notice. The proposed remuneration may exceed the limit prescribed under Section 197 and 198 read with Schedule V of the Companies Act, 2013.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is as per Section 197 and 198 read with Schedule V of the Companies Act, 2013 and is comparable to the remuneration levels of similar sized companies in similar Industry.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Hiren Shah is the brother of Mr. Ashish Rasiklal Shah, Non-Executive Director of the Company, and the spouse of Mrs. Dimple Hirenkumar Shah, Chief Financial Officer and Executive Director of the Company
II. Other Information:	
Reasons of loss or inadequate profits	The loss/inadequacy of profits during the financial year was primarily attributable to adverse market conditions and challenging industry dynamics, which affected the Company's business operations and profitability. The proposed remuneration has been determined taking into consideration the responsibilities, duties, experience and contribution of the managerial personnel, as well as the scale and complexity of the Company's operations. The Company believes that the proposed remuneration is commensurate with the managerial responsibilities entrusted to them and is in the best interests of the Company and its Members. The Board of Directors recommends the resolution set out in the accompanying Notice for approval of the Members.

Steps taken or proposed to be taken for improvement	The Company continues to focus on business expansion, technology-led efficiencies, cost optimisation, improved resource utilisation and strengthening customer relationships to enhance operational efficiency and profitability.
Expected increase in productivity and profits in measurable terms	The above measures are expected to improve productivity, operational efficiency, margins and profitability. However, the extent of improvement will depend on market conditions and other business factors and cannot be quantified with reasonable certainty.
Disclosures:	The necessary disclosures under this heading forms part of the Notice / Explanatory statement to the Item no. 3

The Board of Directors recommends a resolution for approval by the Members, as set out at Item No. 3 of the Notice.

Mr. Hiren Shah is the brother of Mr. Ashish Rasiklal Shah, Non-Executive Director of the Company, and the spouse of Mrs. Dimple Hirenkumar Shah, Chief Financial Officer and Executive Director of the Company. Except as stated above, none of the Directors, Key Managerial Personnel (KMPs), or their respective relatives has any financial or other interest, whether directly or indirectly, in the proposed resolution.

Additional Information with respect to Item No. 04

Explanatory Statement to Item No. 4 : Increase in the authorized share capital of the company and consequent alteration in the Memorandum of Association of the Company:

The present Authorized Share Capital of the Company is Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The present Paid-up Share Capital of the Company is Rs. 85,23,00,000/- (Rupees Eighty-Five Crores Twenty-Three Lakhs Only) divided into 8,52,30,000 (Eight Crores Fifty-Two Lakhs Thirty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Company proposes to increase its Authorized Share Capital from Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) to Rs. 122,95,40,000/- (Rupees One Hundred Twenty-Two Crores Ninety-Five Lakhs Forty Thousand Only), divided into 12,29,54,000 (Twelve Crores Twenty-Nine Lakhs Fifty-Four Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The proposed increase in the Authorized Share Capital is required to facilitate the proposed issue and allotment of Equity Shares by the Company on a preferential basis, including the proposed issue of Equity Shares for consideration other than cash pursuant to the proposed share swap arrangement in connection with the proposed acquisition by the Company.

Accordingly, the Board of Directors of the Company, at its meeting held on September 01, 2026, considered and approved the proposal for increase in the Authorized Share Capital of the Company and consequential alteration of Clause V of the Memorandum of Association of the Company, subject to the approval of the Members of the Company.

Pursuant to the provisions of Section 61 of the Companies Act, 2013, a company having a share capital may, if authorized by its Articles of Association, increase its Authorized Share Capital by such amount as it thinks expedient. Further, pursuant to Section 64 of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014, the Company is required to file the prescribed notice of alteration of share capital with the Registrar of Companies along with the altered Memorandum of Association.

Consequent upon the proposed increase in the Authorized Share Capital, Clause V of the Memorandum of Association of the Company is required to be altered to reflect the revised Authorized Share Capital. Accordingly, the approval of the Members is sought for the proposed increase in the Authorized Share Capital and consequential alteration of Clause V of the Memorandum of Association of the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Additional Information with respect to Item No. 05

Explanatory Statement to Item No. 5: To consider and approve issuance of equity shares on a preferential basis for consideration other than cash pursuant to a share swap arrangement and other matters incidental thereto:

In furtherance of the Company's strategic growth and expansion objectives and with a view to strengthening its digital investment ecosystem, expanding its technology-driven investment research and analytics capabilities and creating long-term value for its stakeholders, the Company proposes to acquire the equity shares of Tavento Labs Inc. ("Tavento"), US-headquartered enterprise cybersecurity platform company.

Tavento Labs Inc. is an applied cybersecurity research and development organisation focused on developing AI-driven security, digital trust, threat intelligence, machine identity and security automation technologies, with the objective of converting mature research into enterprise cybersecurity products and platforms. The proposed acquisition is intended to enable the Company to expand its presence in the digital technology and financial technology ecosystem by leveraging Tavento's technology, research, analytics and cybersecurity capabilities, as well as exploring opportunities arising from the application of such capabilities across enterprise and financial technology use cases.

The consideration payable for the proposed acquisition has been determined based on the valuation of the equity shares of Tavento undertaken by an independent registered valuer, in accordance with applicable laws and regulations. The Equity Shares proposed to be issued by the Company as consideration for the acquisition shall be issued at a price determined in accordance with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations").

The Board of Directors of Vertoz Limited ("Company/Vertoz") at its meeting held on September 01, 2026, have, subject to approval of shareholders, approved to offer, issue and allot 2,29,54,000 (Two Crores Twenty-Nine Lakhs Fifty-Four Thousand) equity shares of Vertoz Limited having face value of ₹10/- (Indian Rupees Ten) each ("Equity Shares") at a price of ₹ 44/- (Rupees Forty-Four only) per Equity Share [which includes a premium of ₹ 34/- (Rupees Thirty-Four Only) per Equity Share] ("Issue Price"), aggregating up to ₹101,00,00,000/- (Indian Rupees One Hundred and One Crores Only) to following allottees:

Equity Shareholders	Shareholding in Tavento	Category of Shareholders	Allotment through Swap in the ratio of 1:22,954*	% Post allotment in Vertoz#
Radiant Global Fund-Class B Participating Shares	460	Non-Promoter Foreign Portfolio Investor (Body Corporate)	10,558,840	9.74%
Nova Global Opportunities Fund PCC – Touchstone	260		5,968,040	5.51%
Zeal Global Opportunities Fund	280		6,427,120	5.93%
TOTAL	1000		22,954,000	21.18%

*The difference in consideration which cannot be settled through the share swap pursuant to the determined share exchange ratio shall be paid in cash to the respective eligible shareholders.

For the purpose of computation of the post-issue shareholding pattern, it has been assumed that all the outstanding 2,01,500 employee stock options are fully exercised and the equity shares arising therefrom are allotted. Accordingly, such equity shares have been considered under the category “Any Other”.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, are set forth below:

1. The date of Passing Board Resolution for approving Preferential Issue

The Board of Directors at their meeting held on September 01, 2026, have approved the preferential Issue of 2,29,54,000 (Two Crores Twenty-Nine Lakhs Fifty-Four Thousand) at an Issue price of ₹44/- (Indian Rupees Forty-Four Only) to the shareholders of Tavento belonging to the Non-Promoter Foreign Portfolio Investor (Body Corporate) category by way of a share swap arrangement. The share exchange ratio has been determined at 1:22,954, i.e., for every 1 (One) share of Tavento, the eligible shareholders will get 22,954 (Twenty-Two Thousand Nine Hundred and Fifty-Four) equity shares of the Company. The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI ICDR Regulations and applicable laws.

2.Object of the preferential issue:

Background:

Vertoz Limited is a technology-driven digital advertising and media technology company engaged in providing digital advertising, marketing, media and monetization solutions. The Company operates technology platforms that facilitate programmatic advertising, performance marketing, media buying, advertising exchange, publisher monetization and related analytics and optimization services. Its business also extends to digital identity, domain registration and cloud infrastructure and hosting services.

Tavento Labs Inc. is an applied cybersecurity research and development organisation focused on developing AI-driven security, digital trust, threat intelligence, machine identity and security automation technologies, with the objective of converting mature research into enterprise cybersecurity products and platforms.

The proposed acquisition is intended to enable the Company to expand its presence in the digital technology and financial technology ecosystem by leveraging Tavento's technology, research, analytics and cybersecurity capabilities, as well as exploring opportunities arising from the application of such capabilities across enterprise and financial technology use cases.

The acquisition is proposed to be implemented through issuance of equity shares of the Company by way of a share swap arrangement in the determined share exchange ratio of 1:22,954, i.e. for every 1 (One) share of Tavento, the eligible shareholders will get 22,954 (Twenty Two Thousand Nine Hundred and Fifty- Four) equity shares of the Company, together with cash consideration towards any difference in consideration arising pursuant to the determined share exchange ratio, on such terms and conditions as may be agreed between the Board of Directors and the Eligible Shareholders of Tavento and in accordance with applicable laws.

Justification for arriving at total Purchase Consideration:

The Purchase Consideration has been determined based on a valuation report issued by an independent registered valuer, considering recognized valuation methodologies including asset-based, market-based and income-based approaches.

The Board believes that the consideration is fair and reasonable and in the best interest of the Company and its shareholders.

3. Maximum number of securities offered and the price at which security is being offered:

The special resolution contained in Item no. 02 of the Notice dated September 01, 2026, has been proposed pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 (hereinafter referred as "Act") and Regulation 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred as "SEBI ICDR Regulations"), to issue and allot 2,29,54,000 (Two Crores Twenty-Nine Lakhs Fifty-Four Thousand Equity shares of face value of ₹ 10/- each (Indian Rupees Ten only), at an issue price of ₹ 44/- (Rupees Forty-Four only) per Equity Share [which includes a premium of ₹ 34/- (Rupees Thirty Four Only) per Equity Share] ["Issue Price"], aggregating up to ₹ 1,01,00,00,000 (Indian Rupees One Hundred and One Crores Only) such Issue Price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations. The share exchange ratio has been determined at 1:22,954, i.e., for every 1 (One) shares of Tavento, the eligible shareholders will get 22,954 (Twenty-Two Thousand Nine Hundred and Fifty-Four) equity shares of the Company which shall be subject to applicable regulatory approvals. The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI ICDR Regulations and applicable laws.

4. The price or price band at/within which the securities offered and allotment is proposed:

The shares are being issued at a price of 44/- (Rupees Forty-Four Only) per Equity share (including a premium of ₹ 34/- per Equity share) ["Issue Price"], aggregating up to ₹101,00,00,000/- (Indian Rupees One Hundred and One Crores Only). The share exchange ratio has been determined at 1:22,954, i.e., for every 1 (One) shares of Tavento, the eligible shareholders will get 22,954 (Twenty-Two Thousand Nine Hundred and Fifty-Four) equity shares of the Company which shall be subject to applicable regulatory approvals. The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI ICDR Regulations and applicable laws.

5. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with the report of the registered valuer:

In terms of the provisions of Section 62(1)(c) of the Act read with rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the price for the shares proposed to be issued on preferential basis, by way of private placement, shall be determined by the valuation report of a registered valuer.

In case of listed entities, allotment of shares/securities by way of preferential issue can be made at a price not less than the price as calculated in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations.

Further, the method for determination of the price of such shares is provided under Clause 8(1)(c) of the Articles of Association of the Company, in respect of further issue of shares, wherein the valuation report issued by a registered valuer, would be required, subject to such conditions as may be determined.

The equity shares of the Company are listed on the National Stock Exchange of India Limited ('NSE') and are frequently traded in accordance with the SEBI ICDR Regulations.

Further, the said issue of equity shares of the Company is also done on the basis of valuation of the shares of Vertoz and Tavento, based on valuation report issued by Gaurang Agarwal, bearing IBBI Registration No. IBBI/RV/06/2021/14187, Independent Registered Valuer, as stated in Regulation 164 of the ICDR Regulations, which provides the minimum floor price as ₹42.31/- (Indian Rupees Forty-Two Paise Thirty-One Only).

Further, the pricing certificate (PCS Certificate) is available on the website of the company at: <https://vertoz.com/ir/wp-content/uploads/2026/09/Document2.pdf>.

Issue Price of ₹ 44/- per Equity share, for preferential issue, is not less than the floor price arrived at, in accordance with Regulation 164 and 166A of Chapter V of the SEBI ICDR Regulations, being higher of the following:

- 1) the 90-trading days' volume weighted average price (i.e., ₹ 42.31/-) of the Company's shares quoted on the stock exchange preceding the "Relevant Date"; or
- 2) the 10-trading days' volume weighted average price (i.e., ₹ 37.96/-) of the Company's shares quoted on the stock exchange preceding the "Relevant Date"; or

3) the price determined (i.e., ₹ 42.31/-) under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 164.

Since the proposed Preferential Issue involves allotment of more than 5% of the post-issue fully diluted share capital to each proposed allottee, the provisions of Regulation 166A of the SEBI ICDR Regulations are applicable. Accordingly, the minimum issue price has been determined considering the applicable pricing requirements under Regulations 164 and 166A, and the issue price of ₹44/- per Equity Share is higher than the applicable floor price of ₹42.31/- per Equity Share

Additionally, the Company has determined the swap ratio for the preferential issue of equity shares basis the valuation of Vertoz and Tavento for which the valuation report has been issued by Gaurang Agarwal, bearing IBBI Registration No. IBBI/RV/06/2021/14187, independent registered valuer.

6. Relevant Date:

The Relevant Date, in accordance with Regulation 161 of the SEBI ICDR Regulations, is Friday, August 28, 2026, being the preceding working day to the date falling thirty days prior to the date of the shareholders' meeting, as the said date falls on a weekend.

7. Shareholding Pattern before and after the issue:

Details of pre and post allotment shareholding is mentioned below:

Sr. No.	Category	Pre-Issue		Post Issue		
		No. of Shares Held (A)	% of shareholding (B)	No. of Equity Shares to be Allotted (C)	No. of Shares held D= (A+C) *	% of shareholding (E)*
A	Promoters and Promoter Group Holding:					
1	Indian:					
a)	Individual/HUF	28,210,594	33.1	0	28,210,594	26.03
	Sub Total	28,210,594	33.1	0	28,210,594	26.03
b)	Any Other (Bodies Corporate)	15000	0.02	0	15000	0.01
	Sub Total	15,000	0.02	0	15,000	0.01
2	Foreign Promoters	27,007,648	31.69	0	27,007,648	24.92
	Total (A)	55,233,242	64.8	0	55,233,242	50.96

B	Public Holding/Non-Promoter Holding:					
1	Institutions:					
a)	Mutual Funds	0	0	0	0	0
b)	Alternative Investment Funds	0	0	0	0	0
c)	Banks	0	0	0	0	0
d)	NBFCs registered with RBI	0	0	0	0	0
e)	Any Other (Institutions (Domestic))	0	0	0	0	0
f)	Qualified Institutional Buyer (Qib)	0	0	0	0	0
g)	Foreign Portfolio Investor	1,409,018	1.65	0	24,363,018	22.48
	Radiant Global Fund-Class B Participating Shares	0	0	10,558,840	10,558,840	9.74
	Nova Global Opportunities Fund TCC – Touchstone	0	0	5,968,040	5,968,040	5.51
	Zeal Global Opportunities Fund	0	0	6,427,120	6,427,120	5.93
h)	Foreign Bodies Corporate	0	0	0	0	0
	TOTAL B1	1,409,018	1.65	22954000	24,363,018	22.48
2	Non-Institution:		-			
a)	Private corporate bodies	0	0	0	0	0
b)	Directors and relatives (Independent Director and his relatives)	337,068	0.4	0	337,068	0.31
c)	Indian public (Resident Individuals)	25,219,915	29.59	0	25,219,915	23.27
d)	Key Managerial Personnel	3808	0	0	3808	0
e)	Non-Resident Indians (NRIs)	943383	1.11	0	943383	0.87
g)	Foreign Companies	0	0	0	0	0
h)	Bodies Corporate	1,088,815	1.28	0	1,088,815	1
i)	Any Other*	994751	1.17	0	1,196,251	1.1
	TOTAL B2	28,587,740	33.54	0	28,789,240	26.56
	Sub Total (B)	29,996,758	35.2	22954000	53,152,258	49.04
	TOTAL (A+B)	85,230,000	100	22954000	108,385,500	100

* For the purpose of computation of the post-issue shareholding pattern, it has been assumed that all the outstanding 2,01,500 employee stock options are fully exercised and the equity shares arising therefrom are allotted. Accordingly, such equity shares have been considered under the category "Any Other".

8. Name and address of the valuer who performed the valuation:

Name: Gaurang Agarwal

Registered No.: IBBI/RV/06/2021/14187

Address: B-10, Kamla Nagar, Agra, Uttar Pradesh - 282005

9. The class or classes of person to whom allotment is proposed to be made and the current and post allotment status of the Proposed Allottees:

Sr. No.	Proposed Allottees	Class of allottees-Pre preferential issue	Class of allottees-Post preferential issue
1	Radiant Global Fund-Class B Participating Shares	Non-Promoter Foreign Portfolio Investor (Body Corporate) . Further, there is no pre-preferential shareholding of the allottee in the Company.	Non-Promoter Foreign Portfolio Investor (Body Corporate)
2	Nova Global Opportunities Fund PCC – Touchstone	Non-Promoter Foreign Portfolio Investor (Body Corporate) , Further, there is no pre-preferential shareholding of the allottee in the Company.	Non-Promoter Foreign Portfolio Investor (Body Corporate)
3	Zeal Global Opportunities Fund	Non-Promoter Foreign Portfolio Investor (Body Corporate) . Further, there is no pre-preferential shareholding of the allottee in the Company.	Non-Promoter Foreign Portfolio Investor (Body Corporate)

10. Intention of the Promoters / Promoter Group / Directors / Key Managerial Personnel or Senior Management of the Company to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel or Senior Management are intending to subscribe to the offer.

11. Proposed time limit within which the issue or allotment shall be completed:

As required under the SEBI (ICDR) Regulations, shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this special resolution provided that where the issue and allotment of the said Equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

12. Change in Control, if any, in the Company that would occur consequent to the Preferential Allotment:

There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

13. Material Terms of raising of such securities:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals, as the case may be;
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- c) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the said shares is pending on account of pendency of approval of any Regulatory Authority (including but not limited to the Stock Exchanges and/or SEBI), the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- d) The Equity Shares to be offered, issued, and allotted pursuant to the said issue shall be subject to lock-in for such period as specified under the provisions of Chapter V of the SEBI (ICDR) Regulations.
- e) The entire pre-preferential equity shareholding of the Investors, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- f) The price determined and the number of Equity shares to be allotted and issue price per share shall be subject to further appropriate adjustments, if any, in accordance with the provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 and any other applicable laws for the proposed issue.
- g) The equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above.
- h) The Equity Shares will be issued on a preferential basis for consideration other than cash, against the Shares swapped and the transfer of such Swapped Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Investors pursuant to this resolution.
- i) All other terms and conditions set out in the respective Investor Offer Letters.

14. Amount which the Company intends to raise by way of such issue of securities:

The aggregate consideration for the proposed acquisition is ₹101,00,00,000/- (Rupees One Hundred and One Crores only), which shall be discharged by way of issuance of 2,29,54,000 equity shares of the Company at an issue price of ₹44/- per equity share, as per the share exchange ratio which has been determined at 1:22,954 i.e., for every 1 (One) share of Tavento, the eligible shareholders will get 22,954 (Twenty Two Thousand Nine Hundred and Fifty-Four) equity shares of Vertoz.

15. Principle terms of assets charged as securities: Not Applicable

16. Number of persons to whom preferential allotment has already been made during the year, in terms of number of securities as well as price: Except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any preferential allotment during the year.

17. Valuation for consideration other than Cash:

It is proposed that the Purchase Consideration for the acquisition shall be discharged by issuing the equity shares of the Company to shareholders of Tavento. The valuation of the said shares has been arrived based on valuation report issued by Gaurang Agarwal, bearing IBBI Registration No. IBBI/RV/06/2021/14187, Independent Registered Valuer.

18. Lock-in period:

The Equity Shares proposed to be issued and allotted pursuant to the Preferential Issue shall be subject to lock-in requirements as prescribed under Chapter V of the SEBI ICDR Regulations, as amended from time to time.

Further, the pre-preferential shareholding of the allottees, if any, shall also be subject to lock-in, as applicable, in accordance with the provisions of the SEBI ICDR Regulations.

19. Listing of the proposed shares:

The Company shall make an application to the NSE on which its existing Equity Shares are listed for listing of the Equity Shares proposed to be allotted pursuant to the preferential allotment. The Equity Shares so allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including with respect to dividend, and shall be listed on the Stock Exchanges subject to receipt of the requisite regulatory approvals and permissions.

20. Certificate from a Practicing Company Secretary:

The certificate issued by M/s. Makarand Joshi & Co., Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of SEBI ICDR Regulations is available electronically for inspection on the website of the Company from the date of circulation of this Notice up to the last date of remote e-voting between 10:00 a.m. and 6:00 p.m.

The said certificate is available on the website of the company at :
<https://vertoz.com/ir/wp-content/uploads/2026/09/Document2.pdf>.

21. Percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Equity Shareholders	Shares held in Taventio	Allotment through Swap in the ratio of 1:22,954*	Post Swap Shareholding in Vertoz Limited	% Post allotment
Radiant Global Fund-Class B Participating Shares	460	10,558,840	10,558,840	9.74%
Nova Global Opportunities Fund PCC – Touchstone	260	5,968,040	5,968,040	5.51%
Zeal Global Opportunities Fund	280	6,427,120	6,427,120	5.93%
TOTAL	1000	22,954,000	22,954,000	21.18%

*The difference in consideration which cannot be settled through the share swap pursuant to the determined share exchange ratio shall be paid in cash to the respective eligible shareholders.

For the purpose of computation of the post-issue shareholding pattern, it has been assumed that all the outstanding 2,01,500 employee stock options are fully exercised and the equity shares arising therefrom are allotted. Accordingly, such equity shares have been considered under the category "Any Other".

22. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control):

Sr. No.	Name of the proposed allottee	Name of the Ultimate Beneficial Owner of the Proposed Allottee
1	Radiant Global Fund-Class B Participating Shares	Fatheya Saleh Mohammed (UAE AND EMIRATI Citizen)
2	Nova Global Opportunities Fund PCC – Touchstone	Peetumber Nityesh Pradeep (Mauritius Citizen)
3	Zeal Global Opportunities Fund	Nikhil Kumar (Indian Citizen) Low Ren Feng (Singaporean Citizen) Nityesh Pradeep Peetumber (Mauritius Citizen)

23. Other Disclosures:

a) None of the Promoters and Directors of the Company nor the Company is categorized as willful defaulters or fraudulent borrower by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

b) None of the Directors or Promoters of the Company is a fugitive economic offender as defined under the SEBI ICDR Regulations.

c) The Proposed Allottee has not sold any equity shares of the Company during the 90 trading days preceding the Relevant date.

d) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of the Act.

- e) The Company undertakes to recompute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations where it is required to do so.
- f) The Company undertakes if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- g) The issue of the Equity Shares pursuant to the Proposed Preferential Issue would be within the authorised share capital of the Company.
- h) The Company is in compliance with the conditions for continuous listing, as specified in the listing agreement with the stock exchanges where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- i) The Company has obtained the permanent account numbers of the Proposed Allottee.
- j) The Company shall make an application seeking in-principle approval to the stock exchange(s), on the same day when this notice is circulated for seeking shareholders' approval by way of special resolution.
- k) Given that the Proposed Preferential Issue is for a non-cash consideration (being swap of the Purchase Shares), and no proceeds will be generated from the Proposed Preferential Issue, the requirement to appoint a monitoring agency under the provisions of Chapter V of the SEBI ICDR Regulations is not applicable.

24. Dues regarding SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

25. Shareholding Interest of every Promoter, Director and KMPs to the extent of 2% or more in any body corporate, which is a proposed allottee:

There is no shareholding interest of any existing promoter, director and KMPs, to the extent of 2% or more in any body corporate, which is a proposed allottee.

26. Disclosure of Interest of Directors/KMP: Nil

The approval of the shareholders by way of a Special Resolution is required for the proposed issue and allotment of equity shares to allottees on a preferential basis pursuant to the applicable provisions of the Act read with applicable rules made there under and SEBI ICDR Regulations.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution except for their shareholding in the Company.

The Board of Directors recommend passing of a Special Resolution as set out in Item No. 05 of the accompanying Notice relating to the issue and allotment of equity shares on a Preferential basis.

Registered Office:

602, Avior, Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Road,
Mulund (West), Mumbai – 400 080.
CIN: L74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

By Order of the Board**Sd/-****Nupur Joshi****Company Secretary & Compliance Officer****ACS No.: A43768****01st September 2026****Navi Mumbai**



Contact Details

Registered Office

 602, Avior Nirmal Galaxy, Opp. Johnson & Johnson, LBS Road, Mulund, Mumbai – 400080.

Corporate Office

 Mindspace Business Park, A101, 1st floor, Building number-08, Plot no.: 3,
TTC Industrial area, MIDC, Opp. Airoli Railway Station, Navi Mumbai - 400 708

 022 6142 6030

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