VERTOZ

VERTOZ LIMITED
CIN: L74120MH2012PLC226823
Regd. Office.: 602, Avior Nirmal Galaxy, LBS Marg Mulund (W), Mumbai - 400080, India
Corp. Office: A101, Bldg No. 8, Plot no. 3, Mindspace - Airoli (E), Opp. Airoli Railway Station, Navi Mumbai - 400708, India
t: +91 22 6142 6030
e: corp@vertoz.com
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September 1, 2026

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East) Mumbai 400 051

Symbol: VERTOZ
Series: EQ
ISIN: INE188Y01031

Dear Sir/Madam,

Subject: Outcome of the Board Meeting held on September 01, 2026.

Ref: Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

In furtherance of the prior intimation given on August 27, 2026, and in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the Board of Directors of the Company at its meeting held today i.e. on Tuesday, September 01, 2026, inter-alia, considered and unanimously approved:

1. **Increase in Authorised Share Capital**

   Approved the proposal to increase the Authorised Share Capital of the Company from ₹100,00,00,000/- (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crores) equity shares of ₹10/- (Rupees Ten only) each to ₹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 ₹10/- (Rupees Ten only) each, subject to approval of the Members of the Company.

2. **Acquisition of Tavento Labs Inc.**

   Approved the proposal for acquisition of 100% of the equity share capital of Tavento Labs Inc. ("Tavento" or "Target Company") from its existing shareholders ("Sellers/Investors"), subject to the execution of definitive agreements and receipt of necessary approvals, consents and fulfilment of applicable terms and conditions.

   The Company proposes to acquire up to 1,000 (One Thousand) equity shares, representing 100% of the equity share capital of Tavento, for an aggregate consideration of up to ₹101,00,00,000/- (Rupees One Hundred and One Crores only).

   The consideration for the proposed acquisition shall be discharged substantially by way of issuance and allotment of equity shares of the Company to the Sellers/Investors on a preferential basis for consideration other than cash, at an issue price of ₹44/- (Rupees Forty-Four only) per equity share, based on the determined share exchange ratio of 1:22,954, i.e., for every one share held in Tavento - the Investors would get 22,954 shares of the Company (and the balance amount shall be paid by way of cash). Accordingly, the Company proposes to issue and allot an aggregate of 2,29,54,000 (Two Crores Twenty-Nine Lakh Fifty-Four Thousand) equity shares of the Company to the shareholders of Tavento.

Upon completion of the proposed acquisition, subject to receipt of necessary approvals and execution of definitive documents, Tavento Labs Inc. shall become a wholly owned subsidiary of the Company.

The details as required pursuant to Regulation 30 of the SEBI Listing Regulations as amended from time to time read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are enclosed herewith as **Annexure A.**

3. Preferential Issue of Equity Shares for consideration other than cash

Consequent to and in connection with the aforesaid proposed acquisition of Tavento, approved the proposal for issuance and allotment of up to 2,29,54,000 (Two Crores Twenty-Nine Lakh Fifty-Four Thousand) equity shares of the Company on a preferential basis, for consideration other than cash, at an issue price of ₹44/- (Rupees Forty-Four only) per equity share, to the Sellers/Investors of Tavento, pursuant to the proposed share swap arrangement and subject to the applicable provisions of law, including receipt of the approval of the Members of the Company and such other regulatory/statutory approvals as may be required.

The proposed preferential issue shall be undertaken as consideration towards the acquisition of 100% of the equity share capital of Tavento, in accordance with the share exchange ratio of 1:22,954, i.e., for every one share held in Tavento – the Investors would get 22,954 shares of the Company and on such terms and conditions as may be determined in accordance with applicable laws and the definitive transaction documents.

The details as required pursuant to Regulation 30 of the SEBI Listing Regulations as amended from time to time read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are enclosed herewith as **Annexure B.**

4. Notice of 15th Annual General Meeting

Approved the Notice of the 15th Annual General Meeting ("AGM") of the Company, which is proposed to be held on Tuesday, September 29, 2026 at 04:00 p.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), including the resolutions relating to the aforesaid proposals, as may be applicable.

The Notice of the AGM shall be submitted to the Stock Exchanges in due course in compliance with the applicable provisions of the SEBI Listing Regulations.

The Board Meeting commenced at 5:30 p.m. and concluded at 8:30 p.m.

This intimation shall also be uploaded on the Company's website at www.vertoz.com.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For Vertoz Limited

NUPUR JOSHI

Digitally signed by NUPUR JOSHI
Date: 2026.09.01 22:07:50 +05'30'

Nupur Joshi
Company Secretary & Compliance Officer
M. No. A43768
Place: Navi Mumbai

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Annexure - A

Point 1.1 of Para A Part A Schedule III of SEBI Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 – Acquisition (including agreement to acquire)

Sr. No.	Particulars	Details
1.	**Name of the target entity, details in brief such as size, turnover etc.**	Name: Tavento Labs Inc. Turnover: Nil
2.	**Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired**	The proposed acquisition does not fall within the purview of related party transaction.
3.	**Industry to which the entity being acquired belongs**	Cybersecurity Technology and Information Technology Services
4.	**Objects and impact of acquisition (including but not limited to disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)**	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.
5.	**Brief details of any governmental or regulatory approvals required for the acquisition.**	The proposed acquisition is subject to receipt of such statutory/ regulatory and other approvals, consents and permissions as may be required under applicable laws, including approval of the Members of the Company, wherever applicable.
6.	**Indicative time period for completion of acquisition**	Acquisition will be completed within a period of 15 (fifteen) days from the later of: (i) date of the approval of special resolution for preferential issue of equity shares; or (ii) receipt of last of the approval/permission required for allotment under the preferential issue from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchange) for issuance of the equity shares to the proposed allottees.
7.	**Nature of consideration – whether cash consideration or share swap or any other form and details of the same**	The proposed acquisition shall be undertaken substantially through a share swap arrangement, with the balance consideration payable in cash. The Company proposes to acquire up to 1,000 (One Thousand) equity shares, representing 100% of the equity

		share capital of Tavento, for an aggregate consideration of up to ₹101,00,00,000/- (Rupees One Hundred and One Crores only). Out of the aggregate consideration, 2,29,54,000 equity shares of the Company shall be issued and allotted to the Sellers/Investors at an issue price of ₹44/- per equity share. The proposed share exchange ratio is 1:22,954, i.e. one equity share of Tavento shall be exchanged for 22,954 equity shares of the Company and 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.
8.	**Cost of acquisition and/or the price at which shares are acquired**	The aggregate consideration for the proposed acquisition is ₹101,00,00,000/- (Rupees One Hundred and One Crores only). The consideration shall be discharged by issuance of 2,29,54,000 equity shares of the Company at an issue price of ₹44/- per equity share, aggregating to ₹100,99,76,000/-, together and 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.
9.	**Percentage of shareholding/control acquired and/or number of shares acquired**	The Company proposes to acquire 100% of the equity share capital of Tavento Labs Inc. Upon completion of the transaction, Tavento shall become a wholly owned subsidiary of the Company.
10.	**Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last three years turnover, country in which the acquired entity has presence and any other significant information**	Tavento Labs Inc. is a US-headquartered enterprise cybersecurity technology company engaged in developing AI-native cybersecurity and digital trust platforms for enterprises. Its technology platform provides capabilities relating to external exposure intelligence, dark-web and digital-asset monitoring, cybersecurity analytics, threat intelligence, compliance and audit readiness, identity management and security automation. Its principal platforms include DarkDive, which provides continuous intelligence on an organisation's external cyber exposure, and Aukin, an autonomous trust platform designed to continuously monitor controls and collect compliance evidence. The Company also undertakes cybersecurity research and develops technologies for customers across financial services, healthcare, government, manufacturing and technology sectors.

		As the Company is presently at a **pre-revenue stage**, it has not commenced commercial operations and, accordingly, has not generated any revenue from operations. The turnover of the Company for the last three financial years is as follows:

Sr. No.	Financial Year	Turnover (In Cr.)
1	FY 2023-24	-
2	FY 2024-25	-
3	FY 2025-26	-

Annexure - B

Point 2.1 of Para A Part A Schedule III of SEBI Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 – Issuance of Securities

Sr. No.	Particulars	Details
1.	**Type of securities proposed to be issued (viz. equity shares, convertibles etc.)**	Equity Shares
2.	**Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)**	Preferential Issue of Equity shares for consideration other than cash (share swap)
3.	**Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)**	Up to 2,29,54,000 (Two Crores Twenty-Nine Lakh Fifty-Four Thousand) equity shares of the Company shall be issued and allotted to the shareholders of Tavento at an issue price of ₹44/- (Rupees Forty-Four only) per equity share, aggregating to ₹100,99,76,000/- (Rupees One Hundred Crores Ninety-Nine Lakh Seventy-Six Thousand only). The issue is proposed to be undertaken as consideration other than cash towards acquisition of 100% of the equity share capital of Tavento.
4.	**In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):**	
i.	**Names of the Investors**	**No. of Investors:** 3 Details of the investors are as follows:

Sr. No	Name of the Allotees	Category (Promoter/Non-Promoter)	Shares of Tavento available for Swap	No. of shares of Vertoz to be allotted*	% Post Allotment
1.	Radiant Global Fund	Non-Promoter Foreign Portfolio Investor (Body Corporate)	460	1,05,58,840	9.76%
2.	Nova Global Opportunities Fund TCC – Touchstone		260	59,68,040	5.52%
3.	Zeal Global Opportunities Fund		280	64,27,120	5.94%

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<tr><td>TOTAL</td><td>1,000</td><td>2,29,54,000</td><td>21.22%</td></tr>
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*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.
</td></tr>
<tr><td>ii.</td><td>Post allotment of securities - outcome of the subscription, ~~issue price / allotted price (in case of convertibles), number of investors~~</td><td colspan="2">Outcome of the subscription:
<table>
<tr><td rowspan="2">Equity Shareholders</td><td colspan="2">Holding in Tavento</td><td rowspan="2">Allotment through Swap in the ratio of 1:22,954*</td><td rowspan="2">Post Swap Shareholding in Vertoz Limited</td></tr>
<tr><td>No. of shares</td><td>% of shareholding</td></tr>
<tr><td>Radiant Global Fund</td><td>460</td><td>46%</td><td>1,05,58,840</td><td>9.76%</td></tr>
<tr><td>Nova Global Opportunities Fund TCC – Touchstone</td><td>260</td><td>26%</td><td>59,68,040</td><td>5.52%</td></tr>
<tr><td>Zeal Global Opportunities Fund</td><td>280</td><td>28%</td><td>64,27,120</td><td>5.94%</td></tr>
<tr><td>TOTAL</td><td>1000</td><td>100%</td><td>2,29,54,000</td><td>21.22%</td></tr>
</table>
*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.

No. of Investors: 3
</td></tr>
<tr><td>iii.</td><td colspan="2">In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument</td><td>Not Applicable since preferential issue is of equity shares.</td></tr>
<tr><td></td><td colspan="2">In case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s)</td><td>Not Applicable.</td></tr>
<tr><td></td><td colspan="2">In case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s):</td><td>Not Applicable.</td></tr>
<tr><td></td><td colspan="2">In case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s):</td><td>Not Applicable.</td></tr>
<tr><td></td><td colspan="2">any cancellation or termination of proposal for issuance of securities including reasons thereof.</td><td>Not Applicable.</td></tr>
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