

HIRENKUMAR SHAH
A-103, WILLOWS TWIN TOWER, VASANT GARDEN SWAPNA NAGARI, MULUND (WEST)
MUMBAI 400080 MH IN

7th July 2025

To,
Company Secretary,
Vertoz Limited
602, Avior Nirmal Galaxy,
LBS Road, Mulund West,
Mumbai, Maharashtra – 400080.

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.

Series: EQ

Script Code: VERTOZ

Subject: Disclosure under the Regulation 31(1) of the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011

Dear Sir/Madam,

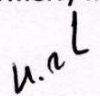
Please find enclosed herewith the disclosure pursuant to Regulation 31(1) of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 as amended in respect of creation of encumbrance on Equity Shares of M/s. Vertoz Limited.

Kindly take the information on your records.

Thanking you,

Yours Faithfully,

For Vertoz Limited
(Formerly known as Vertoz Advertising Limited)


Hirenkumar Shah
Promoter of Vertoz Limited
Encl: A/a

Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	
Name of the Target Company (TC)	Vertoz Limited (Formerly known as 'Vertoz Advertising Limited')
Names of the stock exchanges where the shares of the target company are listed	The National Stock Exchange of India Limited
Date of reporting	7 th July 2025
Name of the promoter or PAC on whose shares encumbrance has been created/ released/invoked	1. Hirenkumar Rasiklal Shah 2. Ashish Rasiklal Shah 3. Rasiklal Hathichand Shah
Details of the creation of encumbrance:	
Non-Disposal Undertaking / Pledge creation	

Name of the promoter(s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event of encumbered shares {creation [(2) +(3)] / release [(2)-(3)] / Invocation [(1)-(3)]}	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / invocation)	Date of creation / release / invocation of encumbrance	Type of encumbrance (pledge / lien / non disposal undertaking / others)	Reasons for encumbrance **	Number	Name of the entity in whose favor shares are encumbered ***	% of total share capital		
Hirenkumar Rasiklal Shah	2,19,60,648	25.77 %	0	0	creation	26 th June 2025	Non-Disposal Undertaking (NDU) & Pledge of shares*	Under the terms of the Debenture Subscription Agreement dated 25 th June 2025, which was executed on 26 th June 2025, between IncrementX Private	2,19,60,648 *	Blue Ashva Varena Fund, Blue Ashva Vasudha India Fund I, Telos Investments & Technologies Private Limited, Sangeeta C Pardhanani	100%	2,19,60,648 *	100%

27/7/25

Ashish Rasiklal Shah	2,19,60,648	25.77 %	0	0	creation	26 th June 2025	Non Disposal Undertaking	compliance with the transaction documents and investor protections.	2,19,60,648	Blue Ashva Varenya Fund, Blue Ashva Vasudha India Fund I, Telos Investments & Technologies Private Limited, Sangeeta C Pardhanani.	2,19,60,648	100%
								Under the terms of the Debenture Subscription Agreement dated 25 th June 2025, which was executed on 26 th June 2025, between IncrementX Private Limited (a wholly owned subsidiary of Vertoz Limited) and the Blue Ashva Varenya Fund, Blue Ashva Vasudha India Fund I, and other parties, the Promoters of Vertoz Limited were required to sign the Non-Disposal Undertaking				

725

Rasiklal Hathichand Shah	2,39,400	0.28%	0	0	creation	26 th June 2025	Non- Disposal Undertaking	as a pre- condition for the investors' subscription to the debentures. This agreement includes clauses regarding the retention of shares and encumbrance s necessary to secure obligations under the loan facility, ensuring compliance with the transaction documents and investor protections.	2,39,400	Blue Ashva Varenya Fund, Blue Ashva Vasudha India Fund I, Telos Investments & Technologies Private Limited, Sangeeta C Pardhanani.	2,39,400	100%
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* In addition to the NDU which is effective from June 26, 2025, Mr. Hirenkumar Rasiklal Shah created a pledge on 80,00,000 shares of Vertoz Limited (representing 9.38% of the total share capital), in favor of the aforementioned investors i.e. Blue Ashva Varenya Fund, Blue Ashva Vasudha India Fund I, Telos Investments & Technologies Private Limited, and Sangeeta C Pardhanani. This pledge, executed under the Share Pledge Agreement, serves as a collateral for the repayment and performance of the obligations set out in the Debenture Subscription Agreement.

On behalf of Promoters

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Hirenkumar Shah

Date: 7th July 2025

Place: Mumbai