

15th February 2025

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.

Symbol: VERTOZ

Series: EQ

Subject: Outcome of the Meeting of Board of Directors held today, i.e., 15th February 2025, under Regulation 30 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

We wish to inform you that the Board of Directors at its Meeting held today, i.e. 15th February 2025 has *inter-alia* considered and approved the Alteration of Memorandum of Association of the Company with respect to increase the Authorized Share Capital of the Company subject to approval of the Shareholders of the Company and to subsequently substitute the existing Clause V of the Memorandum of Association with the following clause:

"The Authorized Share Capital of the Company is Rs. 130,00,00,000/- (Rupees One Hundred and Thirty Crores only) divided into 130,00,00,000 (One Hundred and Thirty Crores) Equity Shares of Face Value of Re. 1/- (Rupee One) each."

Further, we wish to apprise you that Vertoz Limited, is engaged in the business of Digital Advertising, Marketing, Media and Monetization (MadTech) & Digital Identity, and Cloud Infrastructure (CloudTech). The Company has been growing at 80.00% to 90.00% each year for the past three (3) years, organically.

To vastly enhance this organic growth, the Company has been evaluating several acquisition opportunities in India and abroad, in order to boost inorganic growth.

To this end, after several months of research, analysis and diligence, the Company has narrowed down on a target Company in a large overseas jurisdiction.

We have conducted Due Diligence on the target Company and are in the process of finalisation and execution of definitive acquisition agreements and documentation.

Full details of the said acquisition shall be informed to our Shareholders via the Stock Exchange, when all definitive acquisition agreements and documentation are executed and concluded.

In order to finance the said acquisition, which is estimated to be around \$12-15 Million, the Company proposes to raise a combination of equity and other eligible securities including debt.



Therefore, for financing the equity portion (approx. Rs. 25-35 crores) of the proposed acquisition, the Company has decided to raise up to an amount of Rs. 35 crores to part finance (balance to other eligible securities including debt).

Considering the above discussion held in today's meeting, the Board has also approved the raising of funds by way of issuance of such number of Equity Shares having face value of Re. 1 (Rupee One each) of the Company ("Equity Shares") and / or other eligible securities or any combination thereof (hereinafter referred to as "Securities"), for an aggregate amount not exceeding Rs. 35 Crores (Rupees Thirty-Five Crores only) or an equivalent amount thereof either by way of Qualified Institutional Placement ("QIP") or Rights Issue or Preferential Allotment or a combination of all the above, or any other permissible modes in accordance with the applicable laws which is yet to be finalized by the Board of Directors, subject to the receipt of the necessary approvals including the approval of the Members of the Company and other Regulatory/Statutory approvals, as may be required and approved ancillary actions (including approval of the Shareholders for the aforesaid issuance) for the purpose of targeted acquisition.

To give effect to the above, the Board is considering to constitute the Fund-Raising Committee of the Board, to, inter-alia, decide the terms and conditions of the proposed funds to raised.

The material developments regarding the finalization of the funding process and the details as required to be disclosed under Regulation 30 of the SEBI Listing Regulations read with the SEBI Circular dated 13th July 2023 will be duly intimated to the Stock Exchange at later date once a decision has been made.

The Board Meeting commenced at 10.00 a.m. (IST) and concluded at 06.00 p.m. (IST) on 15th February 2025.

This intimation shall also be uploaded on the Company's website at <https://www.vertoz.com/investors>.

Thanking you,

Yours Faithfully,

For Vertoz Limited
(Formerly known as Vertoz Advertising Limited)

Hirenkumar Rasiklal Shah
Managing Director
DIN: 00092739
Place: Mumbai



**Certain statements included in this disclosure with regards to our future growth prospects are forward-looking statements, which involve numerous known and unknown risks and uncertainties that could cause actual results to differ materially from statements mentioned in our disclosure due to various factors.*