



Vertoz Limited (f.k.a. Vertoz Advertising Limited)

CIN: L74120MH2012PLC226823

Regd. Office.: 602 Avior Nirmal Galaxy

LBS Marg Mulund West Mumbai 400080 India

t: +91 22 6142 6030

e: corp@vertoz.com

w: www.vertoz.com

November 26, 2025

To,
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: Announcement of definitive agreement signed to acquire Webimax, an American AI-driven Marketing Automation Company, by Vertoz Ltd, through its Wholly owned subsidiary (WOS) in the US, Vertoz Inc. The enterprise value of this acquisition is US \$ 6.6 million to be funded via a combination of debt from India's premier foreign trade Financial Institution (75% of acquisition value) and 25% through Vertoz's internal cash generation contribution.

Intimation under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) –

Dear Sir/Madam,

We wish to inform all our Stakeholders and themselves that Vertoz Ltd, ("the company") through its WOS in the US, Vertoz Inc. has entered into a binding agreement to acquire Webimax LLC, USA., subject to the closing conditions. Webimax LLC is headquartered in New Jersey and consists of a team of top-notch AI-driven Marketing automation engineers, led by industry veteran, Kenneth Wisniewski.

This is Pursuant to Regulation 30 read with Schedule III Part A Clause 1 and 5A of the SEBI Listing Regulations.

Details of the financial aspects of the transaction

Webimax generated revenues of approximately US \$ 12 million in CY24, with an adjusted EBITDA of US \$ 2.4 million and adjusted PAT of approximately US \$ 1.8 million.

The Enterprise valuation of Webimax LLC is US \$6.6 million. In the first phase, Vertoz Ltd will acquire 80% of Webimax for US \$ 5.28 million. This consists of a cash consideration of US \$ 4.88 million, plus US \$ 0.4 million to be paid out over 3 years through a performance and Target-linked earn-out mechanism.

The balance 20% will be acquired after 3 years, based on future EBITDA targets achieved by the incumbent management of Webimax. After closing conditions within next 90 days; Vertoz Inc. (wholly owned subsidiary of Vertoz Limited) will hold 80% of Webimax LLC.

Deal Financing Structure:

The acquisition is being funded to the extent of 75% of the purchase consideration through debt provided by India's premier government financial institution, established to finance and promote the country's international trade and support Indian businesses in their global expansion efforts.

25% of the acquisition shall be funded by Vertoz's own internal cash flow.





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This strategic acquisition funding by large financial institution is a strong vote of confidence in Vertoz's financials, governance, global expansion strategy and its long-term vision to build a world-class, AI-first technology ecosystem.

Using debt instead of fresh equity shows unequivocally and in crystal clear light, to our stakeholders that Vertoz is extremely confident of its own internal financial free cash generation, as well as the strong organic cash flows of Webimax. Webimax runs a very profitable, cash generative business, with debtor days of just 1 month.

This acquisition is non-dilutive for Vertoz's existing shareholders and shows the commitment of Vertoz management in delivering growth organically and inorganically, through internal cash and debt, without resorting to fresh new equity fund raises.

Significant Impact of Webimax acquisition on Vertoz Ltd 's financial and strategic metrics

This transaction is immediately strongly accretive to Vertoz Ltd 's financials.

Given that Vertoz Ltd is acquiring 80% of Webimax (through Vertoz Inc, US), the acquisition after completing the closing conditions enumerated in the binding agreement may add approximately US\$ 9.5 million (~ INR. 87 cr) revenues to Vertoz's existing approximately Rs. 300 cr of annualized revenues.

More importantly, this acquisition is expected to add ~ Rs. 17 cr of annualized PAT to Vertoz's profits, which are running at approximately Rs. 30 cr on an annualized basis.

Positive Impact on Vertoz's Return on Equity

Using internal cash and debt is also going to result in increased shareholder value for Vertoz Ltd 's shareholders, because of an increasing Return on Equity/ Net Worth.

Vertoz's management is extremely focused on improving Return on Equity.

Vertoz's RoE is expected to increase post inclusion of the financials of Webimax, after the acquisition is completed.

Management expects substantial forecast gains to Vertoz's financials

The Vertoz–Webimax combination is expected to deliver USD 2M–3.5M (₹16.6Cr–₹29Cr) in realistic synergies and cost saving gains over the next 18-30 months. This comes from India-driven cost efficiencies, AI-based delivery improvements, cross-sell traction, and shared-service savings.

With India's premier foreign trade Financial Institution supporting the acquisition through debt funding, this results in a lender's independent validation of Vertoz's financials and governance standards.

This acquisition marks a significant step forward in Vertoz's growth journey, as it is expected to:

- Strengthen Vertoz's competitive positioning in the global digital advertising ecosystem;
- Drive operational synergies through integrated processes, shared resources, and technological platforms;
- Enhance transparency and accountability in service delivery; and
- Contribute to sustainable growth, long-term profitability, and value creation.





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Brief details of Webimax LLC, US

Webimax LLC is a US-based, AI-enabled technology and performance solutions company, founded in 2008 and headquartered in New Jersey. With a strong global presence and consistent growth — \$12M revenue in FY 2024, with an adjusted EBITDA of \$2.4 million, and adjusted PAT ~\$1.8 million— the company builds intelligent, automation-driven systems that help organisations scale at speed.

Its solutions span a wide spectrum of AI-driven capabilities, including:

- AI-Enhanced Search Intelligence
- Predictive Performance Systems
- Reputation Intelligence & Sentiment Analysis
- Experience-Led Web Engineering
- Automated Lead Discovery & Qualification Engines
- Data-Layer Strategy & Growth Consulting

At the core of this tech powerhouse is CEO of Webimax, Kenneth Wisnefski, a serial entrepreneur with a Degree in Speech Communication from Stockton University. Before Webimax, Kenneth founded and ran VendorSeek.com, a business-services matching platform which was later acquired by QuinStreet, a NASDAQ listed company. This exit is a key marker of his ability to scale businesses and engineer successful technology-enabled ventures. QuinStreet, Inc. is a publicly traded company (NASDAQ: QNST) specialising in performance marketplaces and technology-driven consumer matching high-value, high-consideration verticals. Their platform uses AI-powered segmentation and matching algorithms to connect in-market consumers with brands in industries like insurance, banking, loans, home services and more. By combining machine learning, automation and real-time analytics, Webimax delivers scalable, measurable and transparent outcomes — positioning itself as a future-ready technology partner with a strong global footprint.

Upon completion of closing conditions, Webimax LLC will become a direct subsidiary of Vertoz Inc. and a step-down subsidiary of Vertoz Limited in accordance with the Companies Act, 2013.

The details as required under the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 as amended, are enclosed as “Annexure – A”.

We request you to kindly take the same on record.

Thanking you,

Yours Faithfully,

For Vertoz Limited

Hirenkumar Shah
Managing Director
DIN: 00092739
Place: Mumbai
Encl: A/a





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Annexure A – Webimax LLC

Details pursuant to Schedule III Part A Clause 1 - Acquisition (including agreement to acquire)

Sr. No.	Details of the event to be provided	Information of such event
a)	Name of the target entity, details in brief such as size, turnover etc.;	Webimax LLC , United States of America Business: Digital marketing services including SEO, ORM, lead generation, and digital advertising support. Revenue as per financials (FY24): — \$12M
b)	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? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	No, this would not be considered as a related party transaction. The promoters, promoter group, and group companies have no interest in Webimax LLC.
c)	Industry to which the entity being acquired belongs;	Digital Marketing & Advertising Technology (AdTech)
d)	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 acquisition is intended to: <ul style="list-style-type: none">• Expand Vertoz’s international footprint in the high-potential North American market.• Achieve synergies in service delivery, operations, and technology platforms.• Strengthen customer engagement and transparency.• Enhance Vertoz’s competitive edge in the global digital advertising industry.• Deliver long-term shareholder value and profitability
e)	Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable
f)	Indicative time period for completion of the acquisition;	Expected to be completed within 90 days, subject to closing conditions.
g)	Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash consideration, including a contingent earn-out
h)	Cost of acquisition and/ or the price at which the shares are acquired;	Up to USD 5.28 million for 80% stake, inclusive of: USD 400,000 earn-out, payable only if agreed performance conditions are met. Remaining 20% to be acquired over the next three years, based on performance milestones.
i)	Percentage of shareholding / control acquired and / or number of shares acquired;	Post completion, Vertoz Inc. (wholly owned subsidiary of the Company) will hold 80% in Webimax LLC, USA.
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any	Webimax provides following services: <ul style="list-style-type: none">• AI-Enhanced Search Intelligence• Predictive Performance Systems• Reputation Intelligence & Sentiment Analysis





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	other significant information (in brief);	<ul style="list-style-type: none">• Experience-Led Web Engineering• Automated Lead Discovery & Qualification Engines• Data-Layer Strategy & Growth Consulting <p>Date of incorporation – 22nd July 2008 Turnover of last 3 FYs – FY 2024 – 12M FY 2023 – 13M FY 2022 – 12M Country of incorporation - USA</p>
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