VERTOZ

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

31st May 2024

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., 31st May 2024 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. 31st May 2024 has inter-alia considered and approved the following:

1. **Alteration of Memorandum of Association of the Company to:**

   a) **Increase Authorized Share Capital:**

   The Board of Directors of the Company has accorded its approval to increase the Authorised 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. 100,00,00,000/- (Rupees One hundred Crores only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Face Value of Rs. 10/- (Rupees Ten) each."

   b) **Sub-Division / Split of the Equity Shares of the Company:**

   The Board of Directors of the Company has accorded its approval to sub-divide each of the fully paid Equity Share of the Company having a face value of Rs. 10/- each in the Authorized and paid-up Share Capital of the Company, into 1 Equity Share having a face value of Re. 1/- 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. The Record Date for Sub-Division of existing Equity Shares will be intimated in due course. (Details provided in **Annexure I)**

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2. Capitalization of Securities Premium Account of atleast Rs. 42,61,50,000 (Rupees Forty-Two Crore Sixty-One Lakh and Fifty Thousand Only) from and out of the Securities Premium Account as per the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2024 for the purpose of issuance and allotment of Bonus Equity Shares of face value of Re. 1/- (Rupee One only) each, to be credited as fully paid-up Equity Shares to the holders of the existing Equity Shares of the Company whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Company/ Depositories as on the Record Date. The Record Date for Bonus Issue of Equity Shares will be intimated in due course. (Details provided in **Annexure II)**

3. Approval of Notice of the Extra-Ordinary General Meeting for seeking Shareholders' approval on the above matter. The Board has decided to hold the Extra-Ordinary General Meeting of the Company on Monday, 24th June 2024 at 5.00 PM through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM").

The detailed disclosure as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 is enclosed herewith as Annexure I and II.

The Meeting of the Board of Directors commenced at 7.00 PM and concluded at 8.20 PM.

You are requested to kindly take the above information on record.

Thanking you,

For Vertoz Advertising Limited

Zill Pankaj Shah Digitally signed by Zill Pankaj Shah Date: 2024.05.31 20:26:37 +05'30'

VERTOZ ADVERTISING LIMITED MUMBAI CIN:L74120MH2012PLC226823

Zill Shah
Company Secretary & Compliance Officer
Membership No.: A51707
Address: 602, Avior, Nirmal Galaxy L.B.S. Marg,
Opp. Johnson & Johnson, Mulund (W) Mumbai-400080

Place: Mumbai

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Disclosure pursuant to Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 1/P/CIR/2023/123 dated 13th July, 2023

Annexure I

S. No.	Particulars	Details
1.	Split Ratio	10:1 [Ten (10) Shares of face value of Re. 1/- each for every one (1) Equity Share of face value of Rs. 10/- each]
2.	Rationale behind the split	To improve the liquidity of the Company's Shares and also increase the Shareholders base in the Stock Market by encouraging participation of investors at large
3.	Pre and post share Capital – authorized, paid-up and subscribed	The said details are provided below.
4.	Expected time of completion	Within 2 months from the date of approval of the Members of the Company
5.	Class of shares which are sub-divided	Equity Shares which would rank pari-passu with the existing Equity Shares of the Company
6.	Number of shares of each class pre and post split	The said details are provided below. *Company has issued only one class of Equity Shares*
7.	Number of Shareholders who did not get any shares in consolidation and their pre-consolidation shareholding	Not Applicable

Details of Share Capital Structure and number of Equity Shares Pre and Post Split:

Particulars	Pre Sub-Division of Equity Shares			Post Sub-Division of Equity Shares		
	No. of Shares	Face Value (in Rs.)	Total (in Rs.)	No. of Shares	Face Value (in Rs.)	Total (in Rs.)
Authorized Share Capital	5,00,70,000	10	50,07,00,000	100,00,00,000*	1	100,00,00,000*
Issued, Subscribed and Paid-up Share Capital	4,23,22,500	10	42,32,25,000	85,23,00,000**	1	85,23,00,000**

**Post increase in the Authorized Share Capital of the Company*
***Post Split and Bonus Issue and the amount of paid-up Capital is considered on fully diluted basis*

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Annexure II

Particulars	Details
Type of securities proposed to be issued (viz. Equity Shares, convertibles etc.)	Equity Shares
Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Bonus Issue
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	42,61,50,000 Equity Shares
whether bonus is out of free reserves created out of profits or Security premium account	Securities Premium Account
Bonus ratio	1:1 (i.e., one Bonus Share for each existing Equity Share held in the Company)
Details of share Capital - pre and post bonus issue	Pre-Bonus Issue Paid up Share Capital: Rs. 42,61,50,000/- Post Bonus Issue Paid up Share Capital: Rs. 85,23,00,000/- *The detailed bifurcation can be referred in Annexure 1*
Free reserves and/ or Security premium required for implementing the bonus issue	Rs. 42,61,50,000/-
Free reserves and/ or Security premium available for Capitalization and the date as on which such balance is available	Rs. 76,28,91,940.00/-
Whether the aforesaid figures are audited	Yes
Estimated date by which such bonus shares would be credited/dispatched	On or before 30th July, 2024

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