VERTOZ

Vertoz Advertising Limited
CIN: L74120MH2012PLC226823
Regd. Office.: 602 Avior Nirmal Galaxy
LBS Marg Mulund West Mumbai 400080 India

t: +91 22 6142 6030
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e: corp@vertoz.com
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26th June 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 - 400051.

Scrip Code: VERTOZ
Series: EQ

Sub: Intimation under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015
Ref: Allotment of Equity Shares pursuant to Conversion of Warrants & Intimation of proposed formation of a Wholly Owned Subsidiary Company of the Company.

Dear Sir/Madam,

We refer to our letter dated 21st June, 2024 whereby an intimation was made with respect to Allotment of Warrants, each convertible into Equity Shares of Rs. 10 each on Preferential Basis.

- Pursuant to the Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable Regulations, if any, we wish to inform you that the Board of Directors of the Company in their Meeting held today, i.e., 26th June 2024 has considered and approved the allotment of 2,92,500 Equity Shares of face value of Rs. 10/- each at an issue price of Rs. 122.93 per Share (including premium of Rs. 112.93 per Share) fully paid-up upon exercising the option available with Warrant Holder (Person belonging to Promoter category) to convert 2,92,500 Equity Share Warrants into equity shares.

  Consequently, the Paid-up Equity Share Capital of the Company stands increased from Rs. 42,32,25,000/- (Forty-Two Crores Thirty-Two Lakhs and Twenty-Five Thousand Only) consisting of 4,23,22,500 Equity Shares to Rs. 42,61,50,000/- (Rupees Forty-Two Crores Sixty-One Lakhs Fifty Thousand Only) consisting of 4,26,15,000 Equity Shares of Rs. 10/- each.

  The Equity Shares allotted on exercise of conversion of Warrants shall rank pari-passu in all respects with the existing Equity Shares of the Company.

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In this connection, we enclose the details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 in Annexure-1 below. The above information is also available on the website of the Company at https://vertoz.com/ir/.

- Further, in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 ("SEBI (LODR) Regulations, 2015 "), we would like to inform that the Board of Directors of the Company in their Meeting held today i.e. 26th June, 2024 have approved the incorporation of a Wholly-owned Subsidiary of the Company. We hereby enclose the details as required under SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 in Annxeure-2.

The Meeting of the Board of Directors commenced at 2.15 p.m. and concluded at 3.30 p.m.

This is for your information and records.

Thanking you,

Yours faithfully,

For Vertoz Advertising Limited

Zill Pankaj Shah Digitally signed by Zill Pankaj Shah Date: 2024.06.26 15:47:16 +05'30'

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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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Annexure-1

Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 - Allotment of Equity Shares pursuant to conversion of Warrants.

Particulars	**Details**
Type of Securities proposed to be issued	Equity Shares issued upon exercise of the option to convert outstanding Equity Share Warrants into equity shares.
Type of issuance	Conversion of outstanding Equity Share Warrants which were issued by way of a Preferential Allotment into equity shares (by exercise of option of conversion by the warrant holders).
~~Total number of securities proposed to be issued or~~ the total amount for which the securities will be issued (approximately);	Rs. 3,59,57,025/- (Rupees Three Crores Fifty-Nine Lakhs Fifty-Seven Thousand and Twenty-Five only)
Names of the investor;	Ashish Rasiklal Shah
Post allotment of securities	
Outcome of the subscription;	As mentioned in '**Annexure A**'
~~Issue price /~~ allotted price in case of convertibles;	Rs. 122.93 (Rupees One Hundred and Twenty-Two and Ninety-Three Paise Only)
Number of investors;	1 (One)
In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Intimation on conversion of securities

Annexure A – Outcome of Subscriptions

Name of Allottee	**No. of Equity Share Warrants allotted**	**No. of Share Warrants applied for conversion**	**No. of Equity Shares Allotted**	**Amount received from the Allottee**
Ashish Rasiklal Shah	2,92,500	2,92,500	2,92,500	Rs. 3,59,57,025/- **<u>Initial 25% Amount:</u>** a. **Amount**: Rs. 94,09,432.23/-* b. **Date**: 29th December 2022 c. **Transaction ID**: S37908815 ***25% of the Initial amount is Rs. 89,89,256.25/-, but he had paid Rs. 94,09,432.23/- i.e. Rs. 4,20,175.98/- paid in excess. He had***

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				requested to adjust the excess amount against the payment of balance 75% amount. The Company took note of his request. **<u>Balance 75% Amount:</u>** **a. Total Amount:** Rs. 2,65,47,593/-# **b. Date:** 26th June 2024 **c. Transaction ID:** S16392892 ***#75% of the Total amount comes to Rs. 2,69,67,768.75/- but Rs. 4,20,175.98 /- which was paid by Mr. Ashish Shah in excess at the time of initial 25% amount is adjusted now.***
TOTAL	**2,92,500**	**2,92,500**	**2,92,500**	**Rs. 3,59,57,025/-**

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Annexure-2

Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and the Details as required under SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09th September 2015: Proposed Incorporation of Wholly-owned Subsidiary

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	**Name:** Qualispace Private Limited or Qualispace Cloud Private Limited or any other name as may be approved by the Ministry of Corporate Affairs. ('Wholly owned subsidiary') **Share Capital:** i. Authorized Share Capital: ₹ 5,00,000 (Rupees Five Lakhs only) ii. Paid-up Share Capital: ₹ 1,00,000 (Rupees One Lakh only) **Turnover:** Nil (Being a new Company proposed to be incorporated)
2.	Whether the acquisition would fall within the 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".	The wholly owned subsidiary Company once incorporated will be a related party of the Company. Save and except what is mentioned above, the Promoters / promoter group / group companies are not interested in the transaction.
3.	Industry to which the entity incorporated belongs	Domain and Web-Hosting Activities
4.	Objects and effects 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 wholly owned subsidiary Company to be incorporated shall carry on the business of Web Hosting, Designing & Content writing, Domain Name Registration & Renewal, Software Development and/or to provide Software as a Service, Dedicated Server and/or Server Co-location, Business Process Outsourcing, Research and Development, Server Management & Maintenance, Web Services & Consultancy, Payment Gateway Services, Email Hosting, Providing Internet Service, Data Center Services and all other

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		web hosting related businesses in domestic and international market and any other objects as may be decided.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
6.	Indicative time period for completion of the acquisition	Not Applicable
7.	Nature of consideration – whether cash consideration or share swap and details of the same	100% subscription to the Share Capital in Cash.
8.	Cost of acquisition or the price at which the shares are acquired	₹ 1,00,000 (10,000 Equity Shares of ₹ 10 each) for subscription to the Memorandum of Association of the Company
9.	Percentage of shareholding/control acquired and/or number of shares acquired	100%
10.	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 other significant information (in brief)	Not Applicable since the Company is yet to be incorporated.

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