

23<sup>rd</sup> April 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 the Board of Directors held today, i.e., 23<sup>rd</sup> April 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. 23<sup>rd</sup> April 2025 has *inter-alia*, considered and approved the following:

1. Consolidation of Equity Share Capital (authorized, issued, subscribed and paid-up share capital) of the Company along with the alteration of the Memorandum of Association of the Company:

The Board has reviewed and approved the proposal for Consolidation of Equity Shares in the ratio of 10:1, i.e. 10 Equity Shares of face value of Re. 1/- (Rupee one only) each consolidated into 1 Equity share of face value Rs. 10/- (Rupees Ten Only) each, resulting in consolidation of 100,00,00,000 Equity Shares of the nominal value of Re. 1/- (Rupee one only) each in the Authorized Share Capital of the Company into 10,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each, subject to approval of the Shareholders of the Company and other regulatory approvals as may be required and subsequently alteration of the Capital Clause (Clause V) of the Memorandum of Association of the Company with the following clause:

*"The Authorized Share Capital of the Company is Rs. 1,00,00,00,000/- (Rupees One hundred Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each."*

2. Approval of Notice of the Postal Ballot for seeking Shareholders' approval on the above matter.



The detailed disclosure as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2025 is enclosed herewith as Annexure I.

The Meeting of the Board of Directors commenced at 5:00 p.m. and concluded at 6:20 p.m.

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

Thanking you,

**For Vertoz Limited**

**(Formerly known as Vertoz Advertising Limited)**

Zill Pankaj  
Shah

Digitally signed by Zill  
Pankaj Shah  
Date: 2025.04.23 18:23:43  
+05'30'

**Zill Shah**

**Company Secretary & Compliance Officer**

**M. No.: A51707**

**Address: 602, Avior, Nirmal Galaxy L.B.S. Marg,**

**Opp. Johnson & Johnson, Mulund (W) Mumbai - 400080.**

**Encl: A/a**

**Place: Mumbai**



**Disclosure pursuant to Schedule III of SEBI (Listing Obligations and Disclosure Requirements)  
Regulation, 2015 and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2025**

**Annexure I**

| S. No. | Particulars                                                                                                 | Details                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|--------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | Consolidation Ratio                                                                                         | 10:1<br>[Ten Shares of face value of Re. 1/- (Rupee one only) each will be consolidated into one Equity Share of face value of Rs. 10/- (Rupee ten only) each]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 2.     | Rationale behind the split                                                                                  | <p>The Company believes that the proposed consolidation of the face value of its equity shares will result in a significant improvement in certain key financial ratios. This enhancement in ratios is expected to better reflect the true market value of the Company's shares, aligning the share price more appropriately with its intrinsic value, rather than it appearing as a lower-priced stock on the stock exchange.</p> <p>Such consolidation is also anticipated to convey stronger financial stability and valuation metrics, thereby presenting a more accurate picture of the Company's financial strength and long-term prospects. This, in turn, is expected to enhance investor perception and reinforce the credibility and worthiness of the Company's equity shares.</p> <p>Overall, the proposed consolidation is aimed at rebuilding investor confidence and strengthening the Company's image in the capital markets.</p> |
| 3.     | Pre and post share Capital – authorized, paid-up and subscribed                                             | The said details are provided below in annexure II.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 4.     | Expected time of completion                                                                                 | Within 6 months from the date of approval by the Shareholders.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 5.     | Class of Shares which are Consolidated                                                                      | 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 Consolidation                                                   | <p>The said details are provided below.</p> <p>The company has issued only one class of Equity Shares.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 7.     | Number of Shareholders who did not get any Shares in Consolidation and their Pre-Consolidation Shareholding | The same will be ascertained after the "Record Date" is fixed by the Board of Directors of the Company for the proposed Consolidation of equity shares and the Company shall update the same subsequently.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |



**Annexure II: Details of Share Capital Structure and number of Equity Shares Pre and Post Consolidation:**

| Particulars                                  | Pre Consolidation of Equity Shares |                     |                | Post Consolidation of Equity Shares |                     |                |
|----------------------------------------------|------------------------------------|---------------------|----------------|-------------------------------------|---------------------|----------------|
|                                              | No. of Shares                      | Face Value (in Re.) | Total (in Rs.) | No. of Shares                       | Face Value (in Rs.) | Total (in Rs.) |
| Authorized Share Capital                     | 100,00,00,000                      | 1                   | 100,00,00,000  | 10,00,00,000                        | 10                  | 100,00,00,000  |
| Issued, Subscribed and Paid-up Share Capital | 85,23,00,000                       | 1                   | 85,23,00,000   | 8,52,30,000                         | 10                  | 85,23,00,000   |

