



**Vertoz Advertising Limited**  
(Formerly Known as Vertoz Media Pvt. Ltd.  
& Vertoz Media Ltd.)  
CIN: L74120MH2012PLC226823  
Regd. Office.: 602 Avior Nirmal Galaxy  
LBS Marg Mulund West Mumbai 400080 India

t: +91 22 6142 6030  
f: +91 22 6142 6061  
e: corp@vertoz.com  
w: www.vertoz.com

September 05, 2022

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**

**Subject: Outcome of Board meeting**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Listing Regulations'), we hereby inform you that the Board of Directors of Vertoz Advertising Limited ('the Company') at their Meeting held today, i.e., Monday, September 05, 2022, inter—alia considered and approved:

1. Issue of Equity Share Warrants on preferential basis ('Preferential Issue') in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') and the provisions of the Companies Act, 2013 and rules made there under, subject to statutory approvals and approval of shareholders of the Company.
2. Considered and approved the Director's Report for the year ended on 31<sup>st</sup> March 2022.
3. Approval of Notice of the 11<sup>th</sup> Annual General Meeting. The Board has decided to hold the 11<sup>th</sup> Annual General Meeting of the Company on Friday, 30<sup>th</sup> September 2022 at 12.00 Noon through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM").
4. The Board has fixed Friday, 23<sup>rd</sup> September 2022 as the Record Date (Cut-off Date) for the purpose of determining the Members who will be entitled to avail the facility of remote e-voting before the Annual General Meeting or during the Annual General Meeting.
5. Recommend to the Members for re-appointment of Mr. Harshad Uttamchand Shah as Chairman & Non-Executive Director of the Company, who is retiring by rotation, and being eligible, offers himself for re-appointment.
6. Fixed the cut-off date as Friday, 2<sup>nd</sup> September 2022, for the purpose of determining the Members to whom the Notice of the Annual General Meeting will be sent.





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7. Appointment of Mr. Umashankar Hegde, Practicing Company Secretary, as scrutinizer for the ensuing Annual General Meeting.

The details required under SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/ CMD /4/ 2015 dated September 09, 2015 with respect to Issuance of Share Warrants is enclosed as Annexure A to this letter.

The meeting commenced at 7.30 p.m. and concluded at 8.45 p.m.

The outcome shall also be uploaded on the Company's website at <https://ir.vertoz.com/board-meeting/>

Kindly take the same on your records.

**On behalf of Board of Directors  
For Vertoz Advertising Limited**



**Zill Shah  
Company Secretary & Compliance Officer  
A51707**

**Encl: Annexure A**



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### **Annexure - A**

Disclosure pursuant to Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Circular No. CIR/ CFD/CMD/ 4/ 2015 dated September 09, 2015

#### **Share Warrants - Preferential Issue**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Types of securities proposed to be issued	Equity Share Warrants convertible into Equity Shares ('Share Warrants')
	Type of issuance	Preferential Issue
	Total number of Securities proposed to be issued or the total amount for which the securities will be issued	51,00,000 Share Warrants, convertible into 51,00,000 equity shares of face value of Rs. 10 each, to be issued at Rs. 84.45 per Share Warrant (including premium of Rs. 74.45), approximately aggregating to Rs. 43,06,95,000/-.
	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):	
	i. Names of the investors	No. of Investors - 6  For other details, please refer Table A1
	ii. Post allotment of securities – outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;  iii. In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	<b><u>Key terms of Share Warrants:</u></b>  Each Share Warrant is convertible into 1 (one) Equity share and the conversion can be exercised at any time within a period of 18 months from the date of allotment of Share Warrants.  <b><u>Allotment terms:</u></b>  Share Warrants would be allotted only upon payment of 25% of the Issue Price of Share Warrants.  <b><u>Conversion terms:</u></b>  Option for conversion of Share Warrants will be available only upon payment of balance Issue price before such exercise of option.  Further, the Company shall intimate separately at the time of conversion of Share Warrants into Equity Shares.





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**TABLE A1**

Sr. No.	Names of the Investors/ proposed Allottees	No. of Share Warrants	Outcome of the subscription / Investment amount(INR) (Approx.)	Issue price / allotted price (in case of convertibles)
1.	Aegis Investment Fund	8,50,000	7,17,82,500	Rs. 84.45 per share warrant/ equity share (including premium of Rs. 74.45)
2.	AG Dynamic Funds Limited	8,50,000	7,17,82,500	
3.	Elara India Opportunities Fund Limited	8,50,000	7,17,82,500	
4.	Forbes EMF	8,50,000	7,17,82,500	
5.	Nexpact Limited	8,50,000	7,17,82,500	
6.	Vespera Fund Limited	8,50,000	7,17,82,500	
	<b>Total</b>	<b>51,00,000</b>	<b>43,06,95,000</b>	

