

4<sup>th</sup> September 2023

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**

**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, 4<sup>th</sup> September 2023, inter—alia considered and approved:

1. Considered and approved the 'Vertoz Advertising Limited Employee Stock Option Plan 2023' ("ESOP 2023" / "the Plan"), 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 2023.
3. Approval of Notice of the 12<sup>th</sup> Annual General Meeting. The Board has decided to hold the 12<sup>th</sup> Annual General Meeting of the Company on Friday, 29<sup>th</sup> September 2023 at 12.00 Noon through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM"). A separate intimation for the same shall be provided by the Company at the time of circulation of notice to the Shareholders.
4. The Board has fixed Friday, 22<sup>nd</sup> September 2023 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.

The details of the same as required pursuant to Regulation 30 of the Listing Regulations read with Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023 is enclosed as an Annexure to this letter.

The meeting commenced at 7.00 p.m. and concluded at 8.00 p.m.

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





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

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**f:** +91 22 6142 6061  
**e:** corp@vertoz.com  
**w:** [www.vertoz.com](http://www.vertoz.com)

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**

**Annexure - A**

<b>Particulars</b>	<b>Vertoz Advertising Limited Employees Stock Option Plan ("ESOP 2023"/ "the Plan")</b>
Brief details of options granted	10,00,000 (Ten Lakhs only) Employee Stock Options shall be granted to the eligible employees as more specifically mentioned in the ESOP 2023.
Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	Yes.
Total number of shares covered by these options	10,00,000 (Ten Lakhs only) Equity Shares (each stock option is convertible into one equity share) of face value of Rs.10/- each of the Company.
Pricing formula/ exercise price	The Exercise Price shall be Closing market price on the day prior to the date on which the Nomination and Remuneration Committee approves the Grant.
Options vested	Not Applicable.
Time within which the Options can be exercised	Exercise Period: Up to a maximum of five (5) years from the date of Vesting of the Options.
Options exercised	Not Applicable.
Money realized by exercise of options	Not Applicable.
The total number of shares arising as a result of exercise of option	Not Applicable.
Options lapsed, if any	Not Applicable.
Variation of terms of option	Not Applicable.
Brief details of significant terms	<p><b>Eligibility:</b> Only Employees within the meaning of this Plan are eligible for being granted Stock Options under ESOP 2023. The specific Employees to whom the Stock Options would be granted and their Eligibility Criteria would be determined by the Nomination &amp; Remuneration Committee.</p> <p><b>Vesting:</b> Options granted under ESOP 2023 would vest not earlier than one year and not later than five years from the date of grant of such Options.</p> <p><b>Exercise Period:</b> The Exercise Period shall be five years from the date of respective vesting or such other shorter period as may be decided by the Nomination &amp; Remuneration Committee from time to time.</p>





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	Administration: The ESOP 2023 shall be administered by the Nomination & Remuneration Committee.
Subsequent changes or cancellation or exercise of such option	Not Applicable.
Diluted Earnings Per Share pursuant to issue of equity shares on exercise of options	To be determined at the time of exercise of the Options.

