

8th February 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

Subject: Intimation w.r.t Grant of Options under 'Vertoz Advertising Limited Employee Stock Option Plan 2023' ("ESOP 2023"/ "Plan").

Reference: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR), Reg. 2015"]

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023 and in terms of the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, we wish to inform that the Nomination and Remuneration Committee ("NRC Committee") of the Company in its meeting held today i.e. 8th February, 2024 has granted 51,600 (Fifty-One Thousand and Six Hundred) Stock Options under the Vertoz Advertising Limited Employee Stock Option Plan 2023' to the eligible employees of the Company.

Details as required to be disclosed under Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular dated July 13, 2023 are enclosed as 'Annexure -A'.

This disclosure will also be hosted on Company's website at <https://vertoz.com/ir>.

You are requested to take note of the same.

Thanking you,

Yours' Faithfully,

For Vertoz Advertising Limited



Zill Shah
Company Secretary & Compliance Officer
Membership No: A51707
Place: Mumbai
Encl: A/a

Annexure -A

Details as required to be disclosed under Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular dated July 13, 2023

Sr. no.	Particulars	Details
1.	Brief details of options granted	51,600 (Fifty-One Thousand Six Hundred) Stock Options under ESOP 2023 as determined by NRC Committee.
2.	Whether the Scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable)	Yes
3.	Total number of shares covered by these options	51,600 (Fifty-One Thousand Six Hundred) Equity Shares
4.	Pricing formula/Exercise Price	As per the Plan, the exercise price shall be the closing market price on the day prior to the date on which the Nomination and Remuneration Committee approves the Grant, i.e. Closing Market Price of 7 th February 2024. Accordingly, the exercise price for aforesaid grant of options is INR 728.30/- per stock option.



5.	Options vested/Vesting Schedule	<table border="1"> <thead> <tr> <th>Dates of vesting (on or after)</th> <th>Options due for vesting</th> <th>Vesting conditions</th> </tr> </thead> <tbody> <tr> <td colspan="3" style="text-align: center;">Fixed</td> </tr> <tr> <td>On completion of first year from date of grant i.e. On February 08, 2025</td> <td>10% of Options granted.</td> <td rowspan="5">Options due for vesting as on relevant date of vesting shall vest on the relevant date as slated in adjacent rows. <ul style="list-style-type: none"> 70% of the Options are fixed for vesting. Balance 30% of the Options shall vest on the basis of Individual performance rating as stated below. </td> </tr> <tr> <td>On completion of the second year from date of grant i.e. On February 08, 2026</td> <td>10% of Options granted.</td> </tr> <tr> <td>On completion of third year from date of grant i.e. February 08, 2027</td> <td>50% of Options granted.</td> </tr> <tr> <td colspan="2" style="text-align: center;">Variable</td> </tr> <tr> <td>On completion of third year and depending on achievement of targets (i.e. Individual performance based)</td> <td>30% of Options granted.</td> </tr> </tbody> </table>	Dates of vesting (on or after)	Options due for vesting	Vesting conditions	Fixed			On completion of first year from date of grant i.e. On February 08, 2025	10% of Options granted.	Options due for vesting as on relevant date of vesting shall vest on the relevant date as slated in adjacent rows. <ul style="list-style-type: none"> 70% of the Options are fixed for vesting. Balance 30% of the Options shall vest on the basis of Individual performance rating as stated below. 	On completion of the second year from date of grant i.e. On February 08, 2026	10% of Options granted.	On completion of third year from date of grant i.e. February 08, 2027	50% of Options granted.	Variable		On completion of third year and depending on achievement of targets (i.e. Individual performance based)	30% of Options granted.
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6.	Time within which option may be exercised	The exercise period would commence from the date of vesting and will expire on completion of 5 (five) years from the date of respective vesting, or such other shorter period as may be decided by the Committee from time to time.																	
7.	Options exercised	Not Applicable																	
8.	Money realized by exercise of options	Not Applicable																	
9.	The total number of shares arising as a result of exercise of option	Not Applicable																	
10.	Options lapsed	Not Applicable																	
11.	Variation of terms of options	Not Applicable																	
12.	Brief details of significant terms	As per ESOP 2023, as approved by Board, Nomination & Remuneration Committee and Shareholders																	



13.	Subsequent changes or cancellation or exercise of such options	Not Applicable
14.	Diluted earnings per share pursuant to issue of equity shares on exercise of options	Not Applicable

