

17th March 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 - 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 the 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., 17th March, 2025 has granted 20,15,000 (Twenty Lakhs and Fifteen Thousand Only) 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 Limited
(Formerly known as Vertoz Advertising Limited)

Zill Shah
Company Secretary & Compliance Officer
Membership No: A51707
Place: Mumbai



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	20,15,000 (Twenty Lakhs and Fifteen Thousand Only) 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	20,15,000 (Twenty Lakhs and Fifteen Thousand Only) Equity Shares																		
4.	Pricing Formula/ Exercise Price	As per the Plan, 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. Accordingly, the Exercise Price for aforesaid Grant of Options is INR 9.63/- 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">Fixed</td> </tr> <tr> <td>On completion of first year from date of Grant i.e., on March 17, 2026</td> <td>10% of Options granted</td> <td rowspan="4">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 may be stated in the Grant Letter. </td> </tr> <tr> <td>On completion of second year from date of Grant, i.e., on March 17, 2027</td> <td>10% of Options granted</td> </tr> <tr> <td>On completion of third year from date of Grant, i.e., on March 17, 2028</td> <td>50% of Options granted</td> </tr> <tr> <td colspan="2">Variable</td> </tr> <tr> <td>On completion of third year and depending on achievement of</td> <td>30% of Options granted</td> <td></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 March 17, 2026	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 may be stated in the Grant Letter. 	On completion of second year from date of Grant, i.e., on March 17, 2027	10% of Options granted	On completion of third year from date of Grant, i.e., on March 17, 2028	50% of Options granted	Variable		On completion of third year and depending on achievement of	30% of Options granted	
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		targets (i.e. Individual performance based)		
6.	Time within which Option may be Exercised	The Exercise Period would commence from the date of Vesting and will expire at the 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 the 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		

