

05th September 2025

To,
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

Sub: Outcome of Board Meeting held on 05th September 2025

Reference: Regulation 30 read with Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

We wish to inform you that pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors at its Meeting held today i.e., 5th September 2025 has *inter alia*:

- (a) Considered and approved the Director's Report for the year ended on 31st March 2025.
- (b) Approved the Notice of the 14th Annual General Meeting, which is to be held on Tuesday, 30th September, 2025 at 05.00 p.m. 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.
- (c) Approved the appointment of Secretarial Auditors of the Company M/s. U. Hegde & Associates, Company Secretaries, Mumbai for a term of five consecutive financial years from FY 2025-26 to FY 2029-30 (both inclusive), the details required under SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as “Annexure A”.
- (d) Pursuant to the recommendations of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company, at its meeting held today, has approved changes in the organizational structure of the Company, resulting in a change in Senior Managerial Personnel (SMP). Details pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed as “Annexure B”.

The outcome will be available at the website of the Company at the URL <https://vertoz.com/ir/>.



The Meeting of the Board of Directors commenced at 05.30 p.m. and concluded at 06.30 p.m.

We request you to kindly take the same on record.

Thanking you,

Yours Faithfully,

For Vertoz Limited
(Formerly known as Vertoz Advertising Limited)

Zill Shah
Company Secretary & Compliance Officer
Membership No: A51707

Place: Mumbai

Encl: A/a



Annexure-A

Details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

Appointment of Secretarial Auditor (U. Hegde & Associates, Company Secretaries) of the Company

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	The Board of Directors of the Company has appointed M/s. U. Hegde & Associates, Company Secretaries, Mumbai for conducting the Secretarial Audit of the Company for a term of five consecutive Financial Years from FY 2025-26 to FY 2029-30 (both inclusive) and for issuance of Annual Secretarial Compliance Report and other allied certificates, reports.
2.	Date of appointment	5 th September 2025
3.	Brief Profile (in case of appointment)	With experience of sixteen (16) years, M/s U. Hegde & Associates, Company Secretaries is headed by Mr. Umashankar K. Hegde. He is an Associate Member of The Institute of Company Secretaries of India (ICSI). He started his firm in the in the year 2012 after employment as Company Secretary with various Corporates including Listed Company, a real estate company of a repute and a Stock exchange and has been growing remarkably. Mr. Umashankar has thorough knowledge in the areas of Corporate Law Compliances, Shareholder's Agreement/Joint Ventures, Preferential Issue of Listed Company, legal Drafting, Takeover Regulations and Merger and Amalgamation, Incorporation of Companies, Listing of Equity Shares on Stock Exchange, Corporate Re-structuring, Setting up of Legal & Compliance reporting system in a Company, Due Diligence, obtaining In-principal approval for GDR Issue, Passing resolution through Postal Ballots etc.
4.	Disclosure of relationships between Directors (in case of appointment of a Director)	Circular no. NSE/CML/2018/24 dated 20 th June, 2018, issued by NSE will not be applicable as the said Annexure relates to the appointment of the Directors of the Company.



Annexure - B

Details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Name of SMP	Designation	Nature of Change (Appointment / Resignation / Re- designation)	Effective Date	Brief Details (Profile/Reason)
Mandar Kotkar	Business Head	Ceased to be SMP due to re-designation	5 th September 2025	Change in Organization Structure
Nitesh Nagda	Business Head	Ceased to be SMP due to re-designation	5 th September 2025	Change in Organization Structure
Sudha Wadhwa	National Head - Business Growth	Ceased to be SMP due to re-designation	5 th September 2025	Change in Organization Structure
Shashank Verma	Sales Head - International, B2G & Education	Ceased to be SMP due to re-designation	5 th September 2025	Change in Organization Structure
Gaurav Modi	Vice President	Considered as SMP due to re-designation	5 th September 2025	Change in Organization Structure

