VERTOZ

VERTOZ LIMITED
CIN: L74120MH2012PLC226823
Regd. Office.: 602, Avior Nirmal Galaxy, LBS Marg Mulund (W), Mumbai - 400080, India

Corp. Office: A101, Bldg No. 8, Plot no. 3, Mindspace - Airoli (E), Opp. Airoli Railway Station, Navi Mumbai - 400708, India

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

September 7, 2026

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.

Scrip Code: VERTOZ
Series: EQ

Dear Sir/Madam,

Sub: Intimation of E-Voting facilities and Notice of the 15th Annual General Meeting of the Company.

With reference to the captioned subject, we wish to inform you that our Company Vertoz Limited (Formerly known as Vertoz Advertising Limited) has provided E-Voting facility to its Shareholders for exercising their Vote on the Resolutions during the ensuing Annual General Meeting scheduled to take place on **Tuesday, 29th September, 2026, at 04.00 p.m.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

KFin Technologies Limited, Registrar & Transfer Agents of the Company, ("KFintech") shall be providing facility for voting through Remote E-Voting, for participation in the AGM through VC/OAVM facility and E-Voting during the AGM.

1. Date and time of commencement of remote E-Voting	:	Saturday, 26th September 2026 at 09.00 a.m. (IST)
2. Date and time of end of remote E-Voting	:	Monday, 28th September 2026 at 05.00 p.m. (IST)
3. Remote E-Voting shall not be allowed after	:	Monday, 28th September 2026 (Post 05.00 p.m. IST)
4. Cut-off date	:	Tuesday, 22nd September 2026

5. A Member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the Meeting.

6. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the General Meeting.

7. Notice of the Annual General Meeting has been displayed on the website of the NSE and on website of E-Voting Platform provided by KFin Tech i.e. https://evoting.kfintech.com. The same can also be accessed on the Company's website at https://vertoz.com/ir/financials/

8. In case you have any queries or issues regarding e-voting, write an email to evoting@kfintech.com.

This intimation is given pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015.

Kindly take the same on your records.

Thanking you,

Yours Faithfully,

For Vertoz Limited
(Formerly known as Vertoz Advertising Limited)

NUPUR JOSHI
Digitally signed by NUPUR JOSHI
Date: 2026.09.07 20:48:06 +05'30'

Nupur Joshi
Company Secretary & Compliance Officer
Membership No. A43768
Encl: Notice and Explanatory Statement of 15th Annual General Meeting to be held on Tuesday, 29th September, 2026.

VERTOZ LIMITED

(FORMERLY KNOWN AS VERTOZ ADVERTISING LIMITED)

Registered Office: 602, Avior, Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai, Maharashtra, India – 400 080.

Corporate Office: A-101, First Floor, Building No.8, Plot No.03, Mindspace Airoli East, Opp. Airoli Railway Station, Navi Mumbai 400708.

Corporate Identity Number: L74120MH2012PLC226823

Tel: +91 22 6142 6030; **Fax:** +91 22 6142 6061

Website: www.vertoz.com ; **Email:** compliance@vertoz.com

NOTICE

NOTICE is hereby given that the Fifteenth (15th) Annual General Meeting of the Members of Vertoz Limited ("the Company") is scheduled to be held on **Tuesday, September 29, 2026, at 4:00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the business as set forth in the Notice convening the Meeting.

In accordance with the applicable circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), the AGM shall be conducted through electronic mode only, without the physical presence of Members at a common venue.

For all statutory and regulatory purposes, the Registered Office of the Company, situated at,602, Avior, Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai – 400 080, Maharashtra, India.

Corporate office is situated at A101, Building No. 8, Plot No. 3, Mindspace, opposite the Airoli Railway Station, Navi Mumbai – 400708, Maharashtra and shall be deemed to be the venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt:

a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2026 and the Reports of the Board of Directors and Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2026 and the Reports of the Auditor's and the Board of Directors thereon, as circulated to the Members, be and are hereby considered and adopted."

b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2026 and the Reports of Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2026 and the Reports of the Auditor’s and the Board of Directors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To re-appoint Mr. Harshad Uttamchand Shah (DIN: 07849186), who is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company, be and is hereby accorded to reappoint Mr. Harshad Uttamchand Shah (DIN: 07849186) who retires by rotation at this Meeting and being eligible, has offered himself for re-appointment as the Non-Executive Director of the Company."

SPECIAL BUSINESS:

3. To re-appoint Mr. Hirenkumar Rasiklal Shah (DIN: 00092739) as Managing Director for a further term of five (5) consecutive years:

To consider and, if thought fit, to pass the following Resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members be and is hereby accorded for the re-appointment of Mr. Hirenkumar Rasiklal Shah (DIN: 00092739) as Managing Director of the Company for a further period of five (5) consecutive years with effect from 14th June, 2027, at remuneration of Rs 59,48,400.00/- on such terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors and/or Nomination and Remuneration Committee of the Company has the power to add new heads or items for payment(s), modify, alter or amend or revise or otherwise vary the terms of remuneration, other benefits, commission based on net profits, perquisites, reimbursement of expenses, etc., such that the overall amounts of remuneration shall not exceed the limits as specified in terms of the applicable provisions of the Companies Act, 2013, including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT In the event of absence or inadequacy of profits in any financial year from the date of approval of the Members, the above remuneration shall be payable as minimum remuneration in accordance with Schedule V to the Companies Act, 2013, for three (3) financial years of absence or inadequacy of profits falling within such tenure;

RESOLVED FURTHER THAT the any of the Directors or Key Managerial Personnel of the Company, be and is hereby authorised to do all such acts, deeds, matters and things including revising the remuneration, perquisites and other terms as may be necessary, within the limit prescribed under the provisions of the Companies Act, 2013, for giving effect to this resolution and to furnish certified true copies of this Resolution to such authorities, persons, entities or parties as may be required for their information, records and necessary action."

4. Increase in the authorized share capital of the company and consequent alteration in the Memorandum of Association of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the Shares of the Company are listed, the consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 122,95,40,000/- (Rupees One Hundred Twenty-Two Crores Ninety-Five Lakh Forty Thousand Only) divided into 12,29,54,000 (Twelve Crores Twenty-Nine Lakh Fifty-Four Thousand) Equity shares of face value of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V. The Authorised Share Capital of the Company is Rs. 122,95,40,000/- (Rupees One Hundred Twenty-Two Crores Ninety-Five Lakh Forty Thousand Only) divided into 12,29,54,000 (Twelve Crores Twenty-Nine Lakh Fifty-Four Thousand) Equity shares of face value of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company of the Company be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things including but not limited to filing necessary forms/documents with appropriate authorities and to execute all such documents, instruments in writing as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."

5. To consider and approve issuance of equity shares on a preferential basis for consideration other than cash pursuant to a share swap arrangement and other matters incidental thereto:

To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and subject to the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("SEBI ICDR Regulations"),** the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations"),** the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **("SEBI SAST Regulations")** and subject to other applicable rules / regulations / guidelines / notifications / circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs **("MCA"),** the Securities and Exchange Board of India (hereinafter referred as **"SEBI"**) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (hereinafter referred as **"FEMA"**) and/or any other statutory or regulatory authorities, including the National Stock Exchange of India Limited **("NSE")** (and/ or any other competent authorities to the extent applicable, the listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, any other statutory or regulatory authorities, as may be required, and to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted/to be constituted committee of Directors thereof to exercise its powers including powers conferred under this resolution), consent of the members be and is hereby accorded to preferential issue by way of offer, issue and allotment of 2,29,54,000 (Two Crores Twenty-Nine Lakhs Fifty-Four Thousand) equity shares of **Vertoz Limited ("the Company")** having face value of ₹ 10/- (Rupees Ten) each **("Equity Shares")** at a price of ₹ 44/- (Rupees Forty-Four Only) per Equity Share [which includes a premium of ₹ 34/- (Rupees Thirty-Four Only) per Equity Share] ("Issue Price"), to the following proposed allottees **("Investors"),** by consideration other than cash towards the acquisition of shares **("Swap Shares/Equity Shares")** of Tavento Labs Inc. **("Tavento/Target Company")** from the eligible shareholders of the Target Company at a purchase consideration of Rs. 1,01,00,00,000/- (Rupees One Hundred and One Crores Only), as per the share exchange ratio which has been determined at 1:22,954 i.e., for every 1 (One) share of Tavento, the eligible shareholders will get 22,954 (Twenty Two Thousand Nine Hundred and Fifty- Four) equity shares of the Company, pursuant to a share swap arrangement, by way of a preferential issue **("Preferential Issue")**, on such terms and conditions as set out herein, in the Offer Letters, and in the explanatory statement to this Notice and as may be determined by the Board, in accordance with the provisions of Chapter V of SEBI ICDR Regulations and other applicable laws and subject to the Investors complying with the requirements of allotment, including opening of respective demat accounts:

Name of Shareholders	Category of Shareholders	Shares held in Tavento	Allotment through Swap in the ratio 1:22,954*	Post Swap Shareholding in Vertoz Limited	% Post allotment#
Radiant Global Fund-Class B Participating Shares	Non-Promoter Foreign Portfolio Investor (Body Corporate)	460	10,558,840	10,558,840	9.74%
Nova Global Opportunities Fund PCC – Touchstone		260	5,968,040	5,968,040	5.51%
Zeal Global Opportunities Fund		280	6,427,120	6,427,120	5.93%
TOTAL		**1000**	**22,954,000**	**22,954,000**	**21.18%**

**The difference in consideration which cannot be settled through the share swap pursuant to the determined share exchange ratio shall be paid in cash to the respective eligible shareholders.*

 # For the purpose of computation of the post-issue shareholding pattern, it has been assumed that all the outstanding 2,01,500 employee stock options are fully exercised and the equity shares arising therefrom are allotted. Accordingly, such equity shares have been considered under the category "Any Other".

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013,read with the rules made thereunder, the Memorandum and Articles of Association of the Company and applicable provisions of SEBI LODR Regulations and SEBI SAST Regulations and subject to such approvals, consents and permissions as may be required, consent of the members, be and is hereby accorded for acquisition of 100% of the share capital of Tavento at a purchase consideration of ₹ 1,01,00,00,000/- (Rupees One Hundred and One Crores only), by way of a share swap arrangement, pursuant to which the shareholders of Tavento shall transfer their shares held in Tavento to the Company against issuance of equity shares of the Company in the determined share exchange ratio of 1:22,954, i.e. for every 1 (One) share of Tavento, the eligible shareholders will get 22,954 (Twenty-Two Thousand Nine Hundred and Fifty-Four) equity shares of the Company, together with cash consideration to be paid towards any difference in consideration arising pursuant to the determined share exchange ratio, on such terms and conditions as may be agreed by the Board and in accordance with applicable laws and pursuant to completion such of the acquisition, Tavento Labs Inc. shall become a wholly owned subsidiary of the Company.

RESOLVED FURTHER THAT the issue price of the Equity Shares proposed to be allotted pursuant to the aforesaid preferential issue has been determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations, including Regulations 164 and 166A thereof, based on the valuation report issued by Gaurang Agarwal (Reg. No.: IBBI/RV/06/2021/14187), Independent Registered Valuer, a copy whereof has been placed before the meeting.

RESOLVED FURTHER THAT in terms of Regulation 161(a) of SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of issue price for the issue and allotment of equity shares is Friday, August 28, 2026, i.e., the date prior to the date which is thirty days preceding the shareholders approval (being a weekend)

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares to be allotted, shall be subject to the following terms and conditions, apart from others as prescribed under applicable laws:

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals, as the case may be;

b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;

c) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the said Subscription of Shares is pending on account of pendency of approval of any Regulatory Authority (including but not limited to the Stock Exchanges and/or SEBI), the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

d) The Equity Shares to be offered, issued, and allotted pursuant to the said issue shall be subject to lock-in for such period as specified under the provisions of Chapter V of the SEBI (ICDR) Regulations.

e)The entire pre-preferential equity shareholding of the Investors, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

f)The price determined and the number of Equity shares to be allotted and issue price per share shall be subject to further appropriate adjustments, if any, in accordance with the provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 and any other applicable laws for the proposed issue.

g)The equity shares so offered, issued and allotted, shall not exceed the number of Equity shares as approved herein above.

h)The Equity Shares will be issued on a preferential basis for consideration other than cash, against the Shares swapped and the transfer of such Swapped Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Investors pursuant to this resolution.

i)All other terms and conditions set out in the respective Investor Offer Letters.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, the consent of the members of the Company, be and is hereby accorded to the Board, to record the names and addresses of the Proposed Investor Allottees in the prescribed form PAS-5, pursuant to sub-rule 4 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and to issue & circulate the Private Placement Offer cum Application Letter in form PAS-4, to the Proposed Investor Allottees, pursuant to rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, inviting them to subscribe to the Equity Shares, in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board or its committee be and is hereby authorised to issue and allot equity shares to the Proposed Allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to this offer, issue and allotment of Equity Shares, the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted/to be constituted committee thereof to exercise its powers including powers conferred under this resolution), or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential issue (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to National Stock Exchange of India Limited for obtaining of approvals, filing of requisite documents with the concerned Registrar of Companies ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL"), Security and Exchange Board of India ("SEBI") and/ or such other authorities as may be necessary for the purpose and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Proposed Allottee and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

Registered Office:
602, Avior, Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Road,
Mulund (West), Mumbai – 400 080.
CIN: L74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

By Order of the Board
Sd/-
Nupur Joshi
Company Secretary & Compliance Officer
ACS No.: A43768

01st September 2026
Navi Mumbai

NOTES:

1. AGM of the Company is being conducted through VC in compliance with General Circular No. 09/2024 dated September 19, 2024 read with General Circular Nos. 3/2025, 9/2024, 9/2023, 2/2022, 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated October 3, 2024 read with Circulars dated October 7, 2023, May 12, 2020, January 15, 2021, May 13, 2022, January 15, 2021, May 12, 2020 issued by the Securities and Exchange Board of India (collectively referred to as "Circulars"), which details the procedure and manner of holding AGM through VC and provide certain relaxations from compliance with Listing obligations. The Corporate office of the Company at A-101, First Floor, Building No.8, Plot No.03, Mindspace Airoli East, Opp. Airoli Railway Station, Navi Mumbai 400708 shall be deemed to be the venue for the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to the special business to be transacted at the Annual General Meeting ("AGM"/ "Meeting") is annexed hereto. The Board of Directors of the Company has opined that the special business, considered unavoidable, be transacted at the 15th AGM of the Company.

3. Pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meetings ("SS-2"), the relevant information in respect of the Director seeking re-appointment at the AGM is attached as **"Annexure A"** and forms an integral part of this Notice.

4. The Registrar and Transfer Agent of the Company is M/s. KFin Technologies Limited ("KFintech"), shall be providing facility for e-voting and attending the AGM through video conferencing. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC

5. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2025-2026 are being sent only through electronic mode (by e-mail) to those members whose e-mail ids are registered with the Company/ Depositories, unless any member has requested a physical copy of the same. As per Regulation 36 (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link, including the exact path, where complete details of the Annual Report are available shall be sent to those shareholders whose email IDs are not registered.

6. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2025-2026 will also be available on the Company's website at www.vertoz.com websites of the Stock Exchange, i.e. the National Stock Exchange of India Limited (NSE) at www.nseindia.com respectively, and on the website of KFintech at https://evoting.kfintech.com

7. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on its behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars read with the SEBI circulars, through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

8. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations,

the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this Notice. The period of remote e-voting before the AGM commences on Saturday, 26th September 2026 (9:00 a.m. IST) and ends on Monday, 28th September 2026 (5:00 p.m. IST). The voting rights of the Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., Tuesday, 22nd September 2026.

9. The Company has appointed Mr. Umashankar Hegde (ACS 22133, COP 11161) Proprietor of M/s. U. Hegde & Associates, Company Secretaries, to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and Mr. Umashankar Hegde has communicated his willingness to be appointed and be available for the purpose.

10. The Scrutinizer shall, immediately upon the conclusion of the e-voting conducted during the Annual General Meeting, first ascertain and count the votes cast electronically at the meeting. Thereafter, the Scrutinizer shall unblock the votes cast through remote e-voting, which took place prior to the AGM, in the presence of at least two independent witnesses, who shall not be in the employment of the Company.

11. Subsequently, the Scrutinizer shall prepare a consolidated report of the total votes cast in favour and against each resolution and shall submit the said report to the Chairperson of the Meeting, or to such other person as may be duly authorised in writing by the Chairperson for this purpose. The authorized person shall countersign the Scrutinizer's Report upon receipt.

12. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

13. In line with the applicable circulars at least 1000 members will be able to join the AGM on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.

14. Members seeking or requiring any clarification or information in respect of accounts or any other matter to be placed at the AGM may send their requests to the Company by Friday, 25th September 2026, 5:00 p.m. (IST) at compliance@vertoz.com

15. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

16. SEBI has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email ids, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company. Further, relevant forms to update the above-mentioned information are available on the Company's website at www.vertoz.com

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, as applicable has mandated the listed companies to issue securities in demat form only, while processing service

requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant.

18. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be, members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to KFintech in case the shares are held in physical form.

19. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document(s). Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market

20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant, and holdings should be verified from time to time.

21. Members may please note that SEBI has made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

22. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorisation etc., authorising its representative to attend the AGM through VC on its behalf and to vote either through remote e-voting or during the AGM together with attested specimen signature(s) of the duly authorised representative(s). The said Resolution/Authorization shall be sent electronically through registered email ids to the Company at compliance@vertoz.com with a copy marked to evoting@kfintech.com and the Scrutiniser at umashankar.hegde@gmail.com

23. Inspection of Documents:

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or Statement will be available electronically for inspection by the Members before as well as during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance@vertoz.com

24. Unclaimed Dividend:
Members are requested to note that as per Section 124(5) of the Companies Act, 2013, Dividends not encashed/ claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transferring the said amount to IEPF, no claims in this respect shall lie against the Company. Members are requested to contact M/s. KFin Technologies Limited/ Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS:

a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and sub-regulation (1) & (2) of Regulation 44 of the SEBI Listing Regulations and applicable Circulars, the Company is offering the facility of remote e-voting to its members. The facility of casting votes by a member using an electronic voting system from a place other than venue of the AGM ("remote e-voting") as well as voting at the AGM through VC ("e-voting at the AGM") will be provided by Company's Registrar and Transfer Agent i.e. M/s KFin Technologies Limited. The instructions for remote e-voting and facility for those members participating in the AGM to cast vote through e-voting system during the AGM are given in the Notice.

b) The remote e-voting period commences on Saturday, 26th September 2026 (9:00 a.m. IST) and ends on Monday, 28th September 2026 (5:00 p.m. IST). During this period, members holding shares either in physical form or in demat form, as on Tuesday, 22nd September 2026 (i.e. "Cut-off" Date), may cast their vote electronically.

Day, date and time of commencement of remote e-voting	From	**Saturday, 26th September 2026 (9:00 a.m. IST)**
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To	**Monday, 28th September 2026 (5:00 p.m. IST)**

c) The remote e-voting module shall be disabled by KFintech for voting thereafter. Those members, who will be present in the AGM through VC facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

d) The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.

e) In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM. The Company is also offering a facility for voting by way of "Insta Poll" at the AGM for the members attending the meeting who have not cast their vote by remote e-voting. If a member cast votes by both modes i.e. remote e-voting and Insta Poll at the AGM, then voting done through remote e-voting shall prevail and Insta Poll shall be treated as invalid.

B. THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN BELOW - APPLICABLE FOR NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE:

Members whose e-mail IDs are registered with the Company / DPs will receive an e-mail from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

a. Launch internet browser by typing the URL: https://emeetings.kfintech.com

b. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

c. After entering these details appropriately, click on “LOGIN”.

d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

e. You need to log in again with the new credentials.

f. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Vertoz Limited’ and click on “Submit”.

g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

i. In case you do not desire to cast your vote, it will be treated as abstained.

j. You may then cast your vote by selecting an appropriate option and click on “Submit”.

k. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

C. THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER FOR INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE:

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with their respective Depositories and Depository Participants as detailed below. Shareholders are advised to update their mobile number and email ids in their demat accounts in order to access e-voting facility

Option 1 – Login through Depositories

NSDL	CDSL
For OTP based login:	**Members who have already registered and opted for Easi / Easiest to follow below steps:**
Go to URL: https://eservices.nsdl.com	Go to URL: https://web.cdslindia.com/myeasitoken/home/login;
Enter 8-digit DP ID, 8-digit client ID, PAN No., verification code and generate OTP for login.	Or
Enter the OTP received on registered mobile number/email id and click on log in.	URL: www.cdslindia.com and then go to Login and select New System Myeasi.
After successful authentication, member will be redirected to NSDL Depository site wherein member can see e-voting page.	Login with user id and password.
Click on the Company name or e-voting service provider name and member will be redirected to e-voting service provider website for casting vote during the remote e-voting period or joining virtual meeting & voting during the meeting.	The option will be made available to reach e-voting page without any further authentication.
Members who have already registered and opted for IDeAS facility to follow below steps:	Click on Company name or e-voting service provider name to cast your vote during the remote e-voting period.
Go to URL: https://eservices.nsdl.com	
Click on the "Beneficial Owner" icon under 'IDeAS' section.	
On the new page, enter the existing User ID and Password. Post successful authentication, click on "Access to e-voting"	
Click on the Company name or e-voting service provider and you will be re-directed to e-voting service provider website (i.e. KFintech) for casting the vote during the remote e-voting period.	
User not registered for IDeAS e-Services	**User not registered for Easi/Easiest**
To register click on link: https://eservices.nsdl.com (Select "Register Online for IDeAS")	Option to register is available at: https://web.cdslindia.com/myeasitoken/home/login
Or	Proceed with completing the required fields
https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp	
Proceed with completing the required fields.	

First-time users can visit the e-voting website directly and follow the process below:	**First-time users can visit the e-voting website directly and follow the process below:**
Go to URL: https://www.evoting.nsdl.com/	Go to URL: www.cdslindia.com
Click on the icon "Login" which is available under 'Shareholder/Member' section.	Click on the icon "E-voting"
Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.	Provide Demat Account Number and PAN No.
	System will authenticate user by sending OTP on registered Mobile & Email ID as recorded in the demat Account.
Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.	After successful authentication, the user will be provided links for the respective ESP where the e-voting is in progress.
Click on the Company name or e-voting service provider name and you will be redirected to e-voting service provider website (i.e. KFintech) for casting your vote during the remote e-voting period.	Click on the Company name and you will be redirected to e-voting service provider website (i.e. KFintech) for casting your vote during the remote e-voting period.

Option 2 - Login through Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on the Company name or e-voting service provider name and you will be redirected to e-voting service provider website of KFintech for casting your vote during the remote e-voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website. For any technical issues, members may contact as below:

NSDL	CDSL
NSDL helpdesk by email to: evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990 or 1800 22 44 30	CDSL helpdesk by email to: helpdesk.evoting@cdslindia.com or call at 022- 23058738, 23058542-43

I. Voting at the AGM: Those members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the meeting. Members who have already cast their votes by remote e-voting are eligible to attend the meeting. However, those members are not entitled to cast their vote again at the meeting.

II. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a member cast votes by both modes i.e., voting at the AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

Other Instructions:

a. Members holding shares either in physical form or in dematerialized form, as on the close of business hours on Tuesday, 22nd September 2026, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.

b. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as of the cut-off date, i.e. Tuesday, 22nd September 2026, may obtain the login ID and password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:

MYEPWD <space> E-voting Event Number + Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:
MYEPWD <SPACE>
IN12345612345678
2. Example for CDSL:
MYEPWD <SPACE>
1402345612345678
3. Example for Physical:
MYEPWD <SPACE>
XXXX1234567890
(XXXX being E-voting Event Number)

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting. kfintech.com/, the member may click

“Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. In case of any queries, you may refer Help & FAQ section of https://evoting. kfintech.com/ or call KFintech on Toll-Free No. 1-800-309-4001.

iv. Member may send an e-mail request to einward.ris@kfintech.com. However, KFintech shall endeavor to send User ID and Password to those new members whose e-mail IDs are available.

c. The Board of Directors has appointed Mr. Umashankar K Hegde (Proprietor) (ACS NO. 22133) (C.P.NO. 11161) as a Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

d. Speaker Registration before AGM: Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views, during the period starting from Wednesday, 23rd September 2026 (9:00 a.m. IST) and ends on Friday, 25th September 2026 (5:00 p.m. IST). For registration, please visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from KFintech. On successful login, select "Speaker Registration" and mention your e-mail id, mobile number, and city. The Company reserves the right to restrict the number of speakers at the AGM depending on the availability of time for the AGM. Those members who have registered themselves as speakers will only be allowed to express their views/ask questions during the AGM. Please note that questions of only those members will be entertained/considered who are holding shares of Company as on the cut-off date i.e., Tuesday, 22nd September 2026. Those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM and the maximum time per speaker will be restricted to 3 minutes.

e. Due to limitation of transmission and co-ordination during the AGM, the Company may have to dispense with or curtail the speaker session & dispense with the speaker registration during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

f. Facility of joining the AGM through VC shall be open fifteen (15) minutes before the time scheduled for the AGM and will be available for members on first-come-first-served-basis and the Company may close the window to join the VC facility fifteen (15) minutes after the scheduled time to start the AGM.

g. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that login to the e-voting website will be disabled upon 3 unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password' or 'Physical User Reset Password' option available on https://evoting.kfintech.com to reset the password.

h. In case of any query pertaining to e-voting, please visit Help & FAQ's section and e-voting user manual available at the download section of https://evoting.kfintech.com ("KFintech website") or contact Mr. Raghunath Veedha from KFintech at evoting@kfintech.com or call KFintech's toll free number 1-800-309-4001 for any further clarifications.

i. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairperson or any other person authorized by him in writing, who shall countersign and declare the same.

j. The voting results declared along with the Scrutinizer's Report(s) will be available on the website of the Company i.e. https://vertoz.com and on the website of the RTA at https://evoting.kfintech.com and will be communicated to the National Stock Exchange of India Limited (NSE) within two working days from the conclusion of the AGM.

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM (AGM) AND E-VOTING DURING THE AGM:

a. Members may access the platform to attend the AGM through VC at https://emeetings.kfintech.com/ by clicking on the tab "video conference" and using their e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the "Video Conference" tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquette to join the meeting. Please note that the members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.

b. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the scheduled time for commencement of the AGM and maybe closed after the expiry of 15 minutes after such scheduled time.

c. The e-voting window shall be activated upon instructions of the Chairperson during the AGM proceedings. Upon the declaration by the Chairperson about the commencement of e-voting at AGM, members shall click on the “Vote” sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the Instapoll page. Members would need to click on the “Instapoll” icon and follow the instructions to vote on the resolutions. Only those shareholders, who are present in the AGM and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

d. Members are encouraged to join the meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

e. Members will be required to grant access to the webcam to enable VC/OAVM. Further, members connecting from mobile devices or Tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

f. Post your Question: Members, who may want to express their views or post questions with regard to the accounts or any matter to be placed at the AGM, may do so by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the email received from KFintech. On successful login select “Post Your Question” option to post their queries in the window provided. The window shall remain active from Wednesday, 23rd September 2026 (9:00 a.m. IST) and ends on Friday, 25th September 2026 (5:00 p.m. IST).

g. Please note that questions of only those members will be entertained/considered who are holding shares of Company as on the cut-off date i.e. Tuesday, 22nd September 2026.

h. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at emeetings@kfintech.com

Registered Office:
602, Avior, Nirmal Galaxy,
Opp. Johnson & Johnson, LBS Road,
Mulund (West), Mumbai – 400 080.
CIN: L74120MH2012PLC226823
Email: compliance@vertoz.com
Website: www.vertoz.com

By Order of the Board
Sd/-
Nupur Joshi
Company Secretary & Compliance Officer
ACS No.: A43768

01st September 2026
Mumbai

Annexure A

Additional Information with respect to Item No. 02

Details of Director seeking re-appointment at the forthcoming Annual General Meeting:

Mr. Harshad Uttamchand Shah, is the Chairman & Non-Executive Director of the Company and is associated with the Company since 14th June 2017. His expertise is in the field of Business Administration.

He is being Non-Executive Director of the Company, who is liable for retirement by rotation and has offered himself for re-appointment.

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings [SS-2] is given hereunder:

Name of Director	Harshad Uttamchand Shah
DIN	7849186
Date of Birth	19th January, 1955
Age	71 years
Nationality	Indian
Nature of expertise in specific functional Area	Business Administration
Date of Original Appointment	14th June, 2017
No. of Equity Shares held in the Company as on the date of this Notice	3,37,068 Equity Shares
Disclosure of relationship between Director inter-se	Not Applicable
Educational Qualification & Expertise in Specific Functional area	He is an Under-Matriculate and possesses expertise in Business Administration. He brings valuable knowledge and experience in organizational management and administration to the Company.
Brief Profile	Harshad Shah is the Chairman & Non-Executive Non-Independent Director of the Company. He is under-matriculate. He joined our Board on 14th June, 2017 and has been bringing a wealth of knowledge and expertise to the organization. He works closely with other Board Members and the Management Team to provide valuable insights and drive positive change.
Terms and conditions of appointment/ reappointment	As may be decided by the Board
No. of board meetings attended during the financial year 2025-26	11
Remuneration Sought to be paid	Harshad Shah will receive only sitting fees according to Board and Committee meeting attended.
Remuneration Last Paid	Harshad Shah had received only sitting fees of 70000 in F.Y. 2025-2026 & 85000 in F.Y. 2024-2025

Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; along with listed entities from which the person has resigned in the past three years	Nil
Chairman/Member of the committee of the Board of Directors of the Company	Member of Nomination Remuneration Committee and Stakeholder Relationship Committee
Chairman/member of the Committee of the Board of Directors of the Other Companies	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following sets out all material facts relating to item under Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the Company:

Additional Information with respect to Item No. 03

Explanatory Statement to Item No. 3: To re-appoint Mr. Hirenkumar Rasiklal Shah (DIN: 00092739) as Managing Director for a further term of five (5) consecutive years

Mr. Hirenkumar Rasiklal Shah (DIN: 00092739) was appointed as the Managing Director of the Company for a term ending on 13th June, 2027. Based on the recommendation of the Nomination and Remuneration Committee and considering his significant contribution to the growth and development of the Company, the Board of Directors, at its Meeting held on 13th August 2026, approved his re-appointment as the Managing Director of the Company for a further period of five (5) consecutive years effective from 14th June, 2027 to 13th June, 2032, subject to the approval of the Members.

Mr. Hirenkumar Shah has been instrumental in driving the Company's strategic initiatives, business expansion, operational excellence and sustained growth. Under his leadership, the Company has achieved significant milestones and strengthened its position in the industry. Considering his rich experience, leadership qualities and valuable contribution to the affairs of the Company, the Board is of the view that his continued association as Managing Director would be in the best interests of the Company and its stakeholders.

The terms and conditions of his re-appointment, including remuneration, are in accordance with the provisions of the Companies Act, 2013, read with Schedule V thereto, and other applicable laws.

Name of Director	Hirenkumar Rasiklal Shah
DIN	92739
Date of Birth	16th June 1980
Age	46
Nationality	Indian
Brief Experience/ Expertise in specific functional Area	**Mr. Hirenkumar Rasiklal Shah (DIN: 00092739)** is the Managing Director and Promoter of Vertoz Limited and has been associated with the Company since 2nd May, 2014. He has completed his First Year Bachelor of Commerce from the University of Mumbai and has around 19 years of experience in business management,

	operations, strategic planning and corporate management. He is responsible for the day-to-day operations of the Company and provides strategic leadership in setting the Group's strategy, vision and growth initiatives. Prior to joining the Company, he was associated with various start-up ventures, gaining experience in business operations, management and strategic development.
Date of Original Appointment	14-06-2017
No. of Equity Shares held in the Company as on the date of this Notice	2,19,87,648 Equity Shares
Terms and conditions of appointment/ Reappointment	As may be decided by the Board
No. of board meetings attended during the financial year 2025-26	10
Remuneration Sought to be paid	Remuneration to be paid - Rs. 59,48,400.00/-
Remuneration Last Paid	Remuneration last paid - Rs. 59,48,400.00/-
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; along with listed entities from which the person has resigned in the past three years	Nil
Chairman/Member of the committee of the Board of Directors of the Company	Member of Audit Committee and Stakeholder Relationship Committee
Chairman/member of the Committee of the Board of Directors of the Other Companies	Nil

General Information:	
Nature of Industry	**MadTech:** The integration of Marketing Technology (MarTech) and Advertising Technology (AdTech), enabling digital marketing, advertising, automation, real-time ad placements, and performance analytics. **Infrastructure & Cloud Solutions:** Technology infrastructure and cloud-based services supporting digital identity, websites, servers, hosting, data storage, and related online operations.
Date or expected date of commencement of commercial production	Not Applicable – The Company is an existing operational company and is already engaged in commercial operations
Financial performance	On a **standalone basis**, the Company's total income increased by **40.21%** to ₹8,545.59 lakh in FY 2025–26 from ₹6,094.79 lakh in FY 2024–25. Profit after tax increased to **₹576.33 lakh** from ₹513.23 lakhs. On a **consolidated basis,** total income increased by **13.08%** to ₹29,648.40 lakh from ₹26,217.86 lakh. Profit after tax increased to ₹2,612.22 lakh from ₹2,566.36 lakhs.

Foreign investments or collaborations, if any.	The Company has investments in overseas subsidiaries and step-down subsidiaries across the USA, UK, UAE and other jurisdictions. During FY 2025–26, through its wholly owned subsidiary, Vertoz Inc., USA, the Company acquired an **80% stake in Webimax LLC, USA,** which became a step-down subsidiary of the Company.
I. Information about the Director:	
Background details, Recognition or awards, Job profile and his suitability	**Mr. Hirenkumar Rasiklal Shah (DIN: 00092739)** is the Managing Director and Promoter of Vertoz Limited and has been associated with the Company since May 2, 2014. He has completed his First Year Bachelor of Commerce from the University of Mumbai and has around 19 years of experience in business management, operations, strategic planning and corporate management. He oversees the Company's day-to-day operations and provides strategic leadership for its growth and business initiatives.
Past remuneration	Rs. 59,48,400.00/-
Proposed Remuneration	As recommended by the Board and mentioned in the Explanatory Statement for Item no. 3 of this Notice. The proposed remuneration may exceed the limit prescribed under Section 197 and 198 read with Schedule V of the Companies Act, 2013.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is as per Section 197 and 198 read with Schedule V of the Companies Act, 2013 and is comparable to the remuneration levels of similar sized companies in similar Industry.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Hiren Shah is the brother of Mr. Ashish Rasiklal Shah, Non-Executive Director of the Company, and the spouse of Mrs. Dimple Hirenkumar Shah, Chief Financial Officer and Executive Director of the Company
II. Other Information:	
Reasons of loss or inadequate profits	The loss/inadequacy of profits during the financial year was primarily attributable to adverse market conditions and challenging industry dynamics, which affected the Company's business operations and profitability. The proposed remuneration has been determined taking into consideration the responsibilities, duties, experience and contribution of the managerial personnel, as well as the scale and complexity of the Company's operations. The Company believes that the proposed remuneration is commensurate with the managerial responsibilities entrusted to them and is in the best interests of the Company and its Members. The Board of Directors recommends the resolution set out in the accompanying Notice for approval of the Members.

Steps taken or proposed to be taken for improvement	The Company continues to focus on business expansion, technology-led efficiencies, cost optimisation, improved resource utilisation and strengthening customer relationships to enhance operational efficiency and profitability.
Expected increase in productivity and profits in measurable terms	The above measures are expected to improve productivity, operational efficiency, margins and profitability. However, the extent of improvement will depend on market conditions and other business factors and cannot be quantified with reasonable certainty.
Disclosures:	The necessary disclosures under this heading forms part of the Notice / Explanatory statement to the Item no. 3

The Board of Directors recommends a resolution for approval by the Members, as set out at Item No. 3 of the Notice.

Mr. Hiren Shah is the brother of Mr. Ashish Rasiklal Shah, Non-Executive Director of the Company, and the spouse of Mrs. Dimple Hirenkumar Shah, Chief Financial Officer and Executive Director of the Company. Except as stated above, none of the Directors, Key Managerial Personnel (KMPs), or their respective relatives has any financial or other interest, whether directly or indirectly, in the proposed resolution.

Additional Information with respect to Item No. 04

Explanatory Statement to Item No. 4 : Increase in the authorized share capital of the company and consequent alteration in the Memorandum of Association of the Company:

The present Authorized Share Capital of the Company is Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The present Paid-up Share Capital of the Company is Rs. 85,23,00,000/- (Rupees Eighty-Five Crores Twenty-Three Lakhs Only) divided into 8,52,30,000 (Eight Crores Fifty-Two Lakhs Thirty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Company proposes to increase its Authorized Share Capital from Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) to Rs. 122,95,40,000/- (Rupees One Hundred Twenty-Two Crores Ninety-Five Lakhs Forty Thousand Only), divided into 12,29,54,000 (Twelve Crores Twenty-Nine Lakhs Fifty-Four Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The proposed increase in the Authorized Share Capital is required to facilitate the proposed issue and allotment of Equity Shares by the Company on a preferential basis, including the proposed issue of Equity Shares for consideration other than cash pursuant to the proposed share swap arrangement in connection with the proposed acquisition by the Company.

Accordingly, the Board of Directors of the Company, at its meeting held on September 01, 2026, considered and approved the proposal for increase in the Authorized Share Capital of the Company and consequential alteration of Clause V of the Memorandum of Association of the Company, subject to the approval of the Members of the Company.

Pursuant to the provisions of Section 61 of the Companies Act, 2013, a company having a share capital may, if authorized by its Articles of Association, increase its Authorized Share Capital by such amount as it thinks expedient. Further, pursuant to Section 64 of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014, the Company is required to file the prescribed notice of alteration of share capital with the Registrar of Companies along with the altered Memorandum of Association.

Consequent upon the proposed increase in the Authorized Share Capital, Clause V of the Memorandum of Association of the Company is required to be altered to reflect the revised Authorized Share Capital. Accordingly, the approval of the Members is sought for the proposed increase in the Authorized Share Capital and consequential alteration of Clause V of the Memorandum of Association of the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Additional Information with respect to Item No. 05

Explanatory Statement to Item No. 5: To consider and approve issuance of equity shares on a preferential basis for consideration other than cash pursuant to a share swap arrangement and other matters incidental thereto:

In furtherance of the Company's strategic growth and expansion objectives and with a view to strengthening its digital investment ecosystem, expanding its technology-driven investment research and analytics capabilities and creating long-term value for its stakeholders, the Company proposes to acquire the equity shares of Tavento Labs Inc. ("Tavento"), US-headquartered enterprise cybersecurity platform company.

Tavento Labs Inc. is an applied cybersecurity research and development organisation focused on developing AI-driven security, digital trust, threat intelligence, machine identity and security automation technologies, with the objective of converting mature research into enterprise cybersecurity products and platforms. The proposed acquisition is intended to enable the Company to expand its presence in the digital technology and financial technology ecosystem by leveraging Tavento's technology, research, analytics and cybersecurity capabilities, as well as exploring opportunities arising from the application of such capabilities across enterprise and financial technology use cases.

The consideration payable for the proposed acquisition has been determined based on the valuation of the equity shares of Tavento undertaken by an independent registered valuer, in accordance with applicable laws and regulations. The Equity Shares proposed to be issued by the Company as consideration for the acquisition shall be issued at a price determined in accordance with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations").

The Board of Directors of Vertoz Limited ("Company/Vertoz") at its meeting held on September 01, 2026, have, subject to approval of shareholders, approved to offer, issue and allot 2,29,54,000 (Two Crores Twenty-Nine Lakhs Fifty-Four Thousand) equity shares of Vertoz Limited having face value of ₹10/- (Indian Rupees Ten) each ("Equity Shares") at a price of ₹ 44/- (Rupees Forty-Four only) per Equity Share [which includes a premium of ₹ 34/- (Rupees Thirty-Four Only) per Equity Share] ("Issue Price"), aggregating up to ₹101,00,00,000/- (Indian Rupees One Hundred and One Crores Only) to following allottees:

Equity Shareholders	Shareholding in Tavento	Category of Shareholders	Allotment through Swap in the ratio of 1:22,954*	% Post allotment in Vertoz#
Radiant Global Fund-Class B Participating Shares	460	Non-Promoter Foreign Portfolio Investor (Body Corporate)	10,558,840	9.74%
Nova Global Opportunities Fund PCC – Touchstone	260		5,968,040	5.51%
Zeal Global Opportunities Fund	280		6,427,120	5.93%
TOTAL	**1000**		**22,954,000**	**21.18%**

**The difference in consideration which cannot be settled through the share swap pursuant to the determined share exchange ratio shall be paid in cash to the respective eligible shareholders.*

 # For the purpose of computation of the post-issue shareholding pattern, it has been assumed that all the outstanding 2,01,500 employee stock options are fully exercised and the equity shares arising therefrom are allotted. Accordingly, such equity shares have been considered under the category "Any Other".

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, are set forth below:

1. The date of Passing Board Resolution for approving Preferential Issue

The Board of Directors at their meeting held on September 01, 2026, have approved the preferential Issue of 2,29,54,000 (Two Crores Twenty-Nine Lakhs Fifty-Four Thousand) at an Issue price of ₹44/- (Indian Rupees Forty-Four Only) to the shareholders of Tavento belonging to the Non-Promoter Foreign Portfolio Investor (Body Corporate) category by way of a share swap arrangement. The share exchange ratio has been determined at 1:22,954, i.e., for every 1 (One) share of Tavento, the eligible shareholders will get 22,954 (Twenty-Two Thousand Nine Hundred and Fifty-Four) equity shares of the Company. The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI ICDR Regulations and applicable laws.

2.Object of the preferential issue:

Background:

Vertoz Limited is a technology-driven digital advertising and media technology company engaged in providing digital advertising, marketing, media and monetization solutions. The Company operates technology platforms that facilitate programmatic advertising, performance marketing, media buying, advertising exchange, publisher monetization and related analytics and optimization services. Its business also extends to digital identity, domain registration and cloud infrastructure and hosting services.

Tavento Labs Inc. is an applied cybersecurity research and development organisation focused on developing AI-driven security, digital trust, threat intelligence, machine identity and security automation technologies, with the objective of converting mature research into enterprise cybersecurity products and platforms.

The proposed acquisition is intended to enable the Company to expand its presence in the digital technology and financial technology ecosystem by leveraging Tavento's technology, research, analytics and cybersecurity capabilities, as well as exploring opportunities arising from the application of such capabilities across enterprise and financial technology use cases.

The acquisition is proposed to be implemented through issuance of equity shares of the Company by way of a share swap arrangement in the determined share exchange ratio of 1:22,954, i.e. for every 1 (One) share of Tavento, the eligible shareholders will get 22,954 (Twenty Two Thousand Nine Hundred and Fifty- Four) equity shares of the Company, together with cash consideration towards any difference in consideration arising pursuant to the determined share exchange ratio, on such terms and conditions as may be agreed between the Board of Directors and the Eligible Shareholders of Tavento and in accordance with applicable laws.

Justification for arriving at total Purchase Consideration:

The Purchase Consideration has been determined based on a valuation report issued by an independent registered valuer, considering recognized valuation methodologies including asset-based, market-based and income-based approaches.

The Board believes that the consideration is fair and reasonable and in the best interest of the Company and its shareholders.

3. Maximum number of securities offered and the price at which security is being offered:

The special resolution contained in Item no. 02 of the Notice dated September 01, 2026, has been proposed pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 (hereinafter referred as "Act") and Regulation 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred as "SEBI ICDR Regulations"), to issue and allot 2,29,54,000 (Two Crores Twenty-Nine Lakhs Fifty-Four Thousand Equity shares of face value of ₹ 10/- each (Indian Rupees Ten only), at an issue price of ₹ 44/- (Rupees Forty-Four only) per Equity Share [which includes a premium of ₹ 34/- (Rupees Thirty Four Only) per Equity Share] ["Issue Price"], aggregating up to ₹ 1,01,00,00,000 (Indian Rupees One Hundred and One Crores Only) such Issue Price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations. The share exchange ratio has been determined at 1:22,954, i.e., for every 1 (One) shares of Tavento, the eligible shareholders will get 22,954 (Twenty-Two Thousand Nine Hundred and Fifty-Four) equity shares of the Company which shall be subject to applicable regulatory approvals. The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI ICDR Regulations and applicable laws.

4. The price or price band at/within which the securities offered and allotment is proposed:

The shares are being issued at a price of 44/- (Rupees Forty-Four Only) per Equity share (including a premium of ₹ 34/- per Equity share) [“Issue Price”], aggregating up to ₹101,00,00,000/- (Indian Rupees One Hundred and One Crores Only). The share exchange ratio has been determined at 1:22,954, i.e., for every 1 (One) shares of Tavento, the eligible shareholders will get 22,954 (Twenty-Two Thousand Nine Hundred and Fifty-Four) equity shares of the Company which shall be subject to applicable regulatory approvals. The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI ICDR Regulations and applicable laws.

5. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with the report of the registered valuer:

In terms of the provisions of Section 62(1)(c) of the Act read with rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the price for the shares proposed to be issued on preferential basis, by way of private placement, shall be determined by the valuation report of a registered valuer.

In case of listed entities, allotment of shares/securities by way of preferential issue can be made at a price not less than the price as calculated in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations.

Further, the method for determination of the price of such shares is provided under Clause 8(1)(c) of the Articles of Association of the Company, in respect of further issue of shares, wherein the valuation report issued by a registered valuer, would be required, subject to such conditions as may be determined.

The equity shares of the Company are listed on the National Stock Exchange of India Limited (‘NSE’) and are frequently traded in accordance with the SEBI ICDR Regulations.

Further, the said issue of equity shares of the Company is also done on the basis of valuation of the shares of Vertoz and Tavento, based on valuation report issued by Gaurang Agarwal, bearing IBBI Registration No. IBBI/RV/06/2021/14187, Independent Registered Valuer, as stated in Regulation 164 of the ICDR Regulations, which provides the minimum floor price as ₹42.31/- (Indian Rupees Forty-Two Paise Thirty-One Only).

Further, the pricing certificate (PCS Certificate) is available on the website of the company at: https://vertoz.com/ir/wp-content/uploads/2026/09/Document2.pdf.

Issue Price of ₹ 44/- per Equity share, for preferential issue, is not less than the floor price arrived at, in accordance with Regulation 164 and 166A of Chapter V of the SEBI ICDR Regulations, being higher of the following:

1) the 90-trading days' volume weighted average price (i.e., ₹ 42.31/-) of the Company's shares quoted on the stock exchange preceding the "Relevant Date"; or

2) the 10-trading days' volume weighted average price (i.e., ₹ 37.96/-) of the Company’s shares quoted on the stock exchange preceding the "Relevant Date"; or

3) the price determined (i.e., ₹ 42.31/-) under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 164.

Since the proposed Preferential Issue involves allotment of more than 5% of the post-issue fully diluted share capital to each proposed allottee, the provisions of Regulation 166A of the SEBI ICDR Regulations are applicable. Accordingly, the minimum issue price has been determined considering the applicable pricing requirements under Regulations 164 and 166A, and the issue price of ₹44/- per Equity Share is higher than the applicable floor price of ₹42.31/- per Equity Share

Additionally, the Company has determined the swap ratio for the preferential issue of equity shares basis the valuation of Vertoz and Tavento for which the valuation report has been issued by Gaurang Agarwal, bearing IBBI Registration No. IBBI/RV/06/2021/14187, independent registered valuer.

6. Relevant Date:

The Relevant Date, in accordance with Regulation 161 of the SEBI ICDR Regulations, is Friday, August 28, 2026, being the preceding working day to the date falling thirty days prior to the date of the shareholders' meeting, as the said date falls on a weekend.

7. Shareholding Pattern before and after the issue:

Details of pre and post allotment shareholding is mentioned below:

		Pre-Issue		Post Issue		
Sr. No.	**Category**	**No. of Shares Held (A)**	**% of shareholding (B)**	**No. of Equity Shares to be Allotted (C)**	**No. of Shares held D= (A+C) ***	**% of shareholding (E)***
A	**Promoters and Promoter Group Holding:**					
1	**Indian:**					
a)	Individual/HUF	28,210,594	**33.1**	0	28,210,594	**26.03**
	Sub Total	28,210,594	**33.1**	0	28,210,594	**26.03**
b)	Any Other (Bodies Corporate)	15000	0.02	0	15000	0.01
	Sub Total	**15,000**	**0.02**	**0**	**15,000**	**0.01**
2	**Foreign Promoters**	27,007,648	**31.69**	0	27,007,648	**24.92**
	Total (A)	**55,233,242**	**64.8**	**0**	**55,233,242**	**50.96**

B	Public Holding/Non-Promoter Holding:					
1	**Institutions:**					
a)	Mutual Funds	0	**0**	0	0	**0**
b)	Alternative Investment Funds	0	**0**	0	0	**0**
c)	Banks	0	**0**	0	0	**0**
d)	NBFCs registered with RBI	0	**0**	0	0	**0**
e)	Any Other (Institutions (Domestic))	0	**0**	0	0	**0**
f)	Qualified Institutional Buyer (Qib)	0	**0**	0	0	**0**
g)	Foreign Portfolio Investor	1,409,018	**1.65**	0	**24,363,018**	**22.48**
	Radiant Global Fund-Class B Participating Shares	0	**0**	10,558,840	10,558,840	**9.74**
	Nova Global Opportunities Fund TCC – Touchstone	0	**0**	5,968,040	5,968,040	**5.51**
	Zeal Global Opportunities Fund	0	**0**	6,427,120	6,427,120	**5.93**
h)	Foreign Bodies Corporate	0	**0**	0	0	**0**
	TOTAL B1	**1,409,018**	**1.65**	22954000	**24,363,018**	**22.48**
2	**Non-Institution:**		-			
a)	Private corporate bodies	0	**0**	0	0	**0**
b)	Directors and relatives (Independent Director and his relatives)	337,068	**0.4**	0	337,068	**0.31**
c)	Indian public (Resident Individuals)	25,219,915	**29.59**	0	25,219,915	**23.27**
d)	Key Managerial Personnel	3808	**0**	0	3808	**0**
e)	Non-Resident Indians (NRIs)	943383	**1.11**	0	943383	**0.87**
g)	Foreign Companies	0	**0**	0	0	**0**
h)	Bodies Corporate	1,088,815	**1.28**	0	1,088,815	**1**
i)	**Any Other***	994751	**1.17**	0	1,196,251	**1.1**
	TOTAL B2	**28,587,740**	**33.54**	0	**28,789,240**	**26.56**
	Sub Total (B)	**29,996,758**	**35.2**	**22954000**	**53,152,258**	**49.04**
	TOTAL (A+B)	**85,230,000**	**100**	**22954000**	**108,385,500**	**100**

** For the purpose of computation of the post-issue shareholding pattern, it has been assumed that all the outstanding 2,01,500 employee stock options are fully exercised and the equity shares arising therefrom are allotted. Accordingly, such equity shares have been considered under the category "Any Other".*

8. Name and address of the valuer who performed the valuation:

Name: Gaurang Agarwal
Registered No.: IBBI/RV/06/2021/14187
Address: B-10, Kamla Nagar, Agra, Uttar Pradesh - 282005

9. The class or classes of person to whom allotment is proposed to be made and the current and post allotment status of the Proposed Allottees:

Sr. No.	Proposed Allottees	Class of allottees-Pre preferential issue	Class of allottees-Post preferential issue
1	Radiant Global Fund-Class B Participating Shares	Non-Promoter Foreign Portfolio Investor (Body Corporate) . Further, there is no pre-preferential shareholding of the allottee in the Company.	Non-Promoter Foreign Portfolio Investor (Body Corporate)
2	Nova Global Opportunities Fund PCC – Touchstone	Non-Promoter Foreign Portfolio Investor (Body Corporate) , Further, there is no pre-preferential shareholding of the allottee in the Company.	Non-Promoter Foreign Portfolio Investor (Body Corporate)
3	Zeal Global Opportunities Fund	Non-Promoter Foreign Portfolio Investor (Body Corporate) . Further, there is no pre-preferential shareholding of the allottee in the Company.	Non-Promoter Foreign Portfolio Investor (Body Corporate)

10. Intention of the Promoters / Promoter Group / Directors / Key Managerial Personnel or Senior Management of the Company to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel or Senior Management are intending to subscribe to the offer.

11. Proposed time limit within which the issue or allotment shall be completed:

As required under the SEBI (ICDR) Regulations, shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this special resolution provided that where the issue and allotment of the said Equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

12.Change in Control, if any, in the Company that would occur consequent to the Preferential Allotment:

There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

13. Material Terms of raising of such securities:

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals, as the case may be;

b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;

c) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the said shares is pending on account of pendency of approval of any Regulatory Authority (including but not limited to the Stock Exchanges and/or SEBI), the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

d) The Equity Shares to be offered, issued, and allotted pursuant to the said issue shall be subject to lock-in for such period as specified under the provisions of Chapter V of the SEBI (ICDR) Regulations.

e) The entire pre-preferential equity shareholding of the Investors, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

f) The price determined and the number of Equity shares to be allotted and issue price per share shall be subject to further appropriate adjustments, if any, in accordance with the provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 and any other applicable laws for the proposed issue.

g) The equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above.

h) The Equity Shares will be issued on a preferential basis for consideration other than cash, against the Shares swapped and the transfer of such Swapped Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Investors pursuant to this resolution.

i) All other terms and conditions set out in the respective Investor Offer Letters.

14. Amount which the Company intends to raise by way of such issue of securities:

The aggregate consideration for the proposed acquisition is ₹101,00,00,000/- (Rupees One Hundred and One Crores only), which shall be discharged by way of issuance of 2,29,54,000 equity shares of the Company at an issue price of ₹44/- per equity share, as per the share exchange ratio which has been determined at 1:22,954 i.e., for every 1 (One) share of Tavento, the eligible shareholders will get 22,954 (Twenty Two Thousand Nine Hundred and Fifty-Four) equity shares of Vertoz.

15. Principle terms of assets charged as securities: Not Applicable

16. Number of persons to whom preferential allotment has already been made during the year, in terms of number of securities as well as price: Except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any preferential allotment during the year.

17. Valuation for consideration other than Cash:
It is proposed that the Purchase Consideration for the acquisition shall be discharged by issuing the equity shares of the Company to shareholders of Tavento. The valuation of the said shares has been arrived based on valuation report issued by Gaurang Agarwal, bearing IBBI Registration No. IBBI/RV/06/2021/14187, Independent Registered Valuer.

18.Lock-in period:

The Equity Shares proposed to be issued and allotted pursuant to the Preferential Issue shall be subject to lock-in requirements as prescribed under Chapter V of the SEBI ICDR Regulations, as amended from time to time.

Further, the pre-preferential shareholding of the allottees, if any, shall also be subject to lock-in, as applicable, in accordance with the provisions of the SEBI ICDR Regulations.

19.Listing of the proposed shares:

The Company shall make an application to the NSE on which its existing Equity Shares are listed for listing of the Equity Shares proposed to be allotted pursuant to the preferential allotment. The Equity Shares so allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including with respect to dividend, and shall be listed on the Stock Exchanges subject to receipt of the requisite regulatory approvals and permissions.

20.Certificate from a Practicing Company Secretary:

The certificate issued by M/s. Makarand Joshi & Co., Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of SEBI ICDR Regulations is available electronically for inspection on the website of the Company from the date of circulation of this Notice up to the last date of remote e-voting between 10:00 a.m. and 6:00 p.m.

The said certificate is available on the website of the company at :
https://vertoz.com/ir/wp-content/uploads/2026/09/Document2.pdf.

21. Percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Equity Shareholders	Shares held in Tavento	Allotment through Swap in the ratio of 1:22,954*	Post Swap Shareholding in Vertoz Limited	% Post allotment
Radiant Global Fund-Class B Participating Shares	460	10,558,840	10,558,840	9.74%
Nova Global Opportunities Fund PCC – Touchstone	260	5,968,040	5,968,040	5.51%
Zeal Global Opportunities Fund	280	6,427,120	6,427,120	5.93%
TOTAL	**1000**	**22,954,000**	**22,954,000**	**21.18%**

**The difference in consideration which cannot be settled through the share swap pursuant to the determined share exchange ratio shall be paid in cash to the respective eligible shareholders.*
 # For the purpose of computation of the post-issue shareholding pattern, it has been assumed that all the outstanding 2,01,500 employee stock options are fully exercised and the equity shares arising therefrom are allotted. Accordingly, such equity shares have been considered under the category "Any Other".

22. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control):

Sr. No.	Name of the proposed allottee	Name of the Ultimate Beneficial Owner of the Proposed Allottee
1	Radiant Global Fund-Class B Participating Shares	Fatheya Saleh Mohammed (UAE AND EMIRATI Citizen)
2	Nova Global Opportunities Fund PCC – Touchstone	Peetumber Nityesh Pradeep (Mauritius Citizen)
3	Zeal Global Opportunities Fund	Nikhil Kumar (Indian Citizen) Low Ren Feng (Singaporean Citizen) Nityesh Pradeep Peetumber (Mauritius Citizen)

23. Other Disclosures:

a) None of the Promoters and Directors of the Company nor the Company is categorized as willful defaulters or fraudulent borrower by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

b) None of the Directors or Promoters of the Company is a fugitive economic offender as defined under the SEBI ICDR Regulations.

c) The Proposed Allottee has not sold any equity shares of the Company during the 90 trading days preceding the Relevant date.

d) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of the Act.

e) The Company undertakes to recompute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations where it is required to do so.

f) The Company undertakes if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

g) The issue of the Equity Shares pursuant to the Proposed Preferential Issue would be within the authorised share capital of the Company.

h) The Company is in compliance with the conditions for continuous listing, as specified in the listing agreement with the stock exchanges where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

i) The Company has obtained the permanent account numbers of the Proposed Allottee.

j) The Company shall make an application seeking in-principle approval to the stock exchange(s), on the same day when this notice is circulated for seeking shareholders' approval by way of special resolution.

k) Given that the Proposed Preferential Issue is for a non-cash consideration (being swap of the Purchase Shares), and no proceeds will be generated from the Proposed Preferential Issue, the requirement to appoint a monitoring agency under the provisions of Chapter V of the SEBI ICDR Regulations is not applicable.

24. Dues regarding SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

25. Shareholding Interest of every Promoter, Director and KMPs to the extent of 2% or more in any body corporate, which is a proposed allottee:

There is no shareholding interest of any existing promoter, director and KMPs, to the extent of 2% or more in any body corporate, which is a proposed allottee.

26. Disclosure of Interest of Directors/KMP: Nil

The approval of the shareholders by way of a Special Resolution is required for the proposed issue and allotment of equity shares to allottees on a preferential basis pursuant to the applicable provisions of the Act read with applicable rules made there under and SEBI ICDR Regulations.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution except for their shareholding in the Company.

The Board of Directors recommend passing of a Special Resolution as set out in Item No. 05 of the accompanying Notice relating to the issue and allotment of equity shares on a Preferential basis.

By Order of the Board
Sd/-
Nupur Joshi
Company Secretary & Compliance Officer
ACS No.: A43768

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01st September 2026
Navi Mumbai