Date: September 04, 2026

To,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai – 400051, Maharashtra, India
Email: takeover@nse.co.in

Company Symbol: YAAP **ISIN: INE0U0J01015**

Subject: Notice of the 11th (Eleventh) Annual General Meeting (AGM) of the Company.

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Notice of the 11th (Eleventh) Annual General Meeting ("AGM") of the Company for the Financial Year 2025-26.

The 11th (Eleventh) Annual General Meeting is scheduled to be held on Tuesday, September 29, 2026 at 02:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI").

The Notice of the 11th (Eleventh) AGM is being sent electronically to the Members of the Company whose email addresses are registered with the Company/Depository Participant(s).

The Notice of the 11th (Eleventh) AGM is also available on the Company's website at www.yaap.in.

We request you to take the same on record.

Thanking you,
Yours faithfully,

For Yaap Digital Limited
(Formerly known as Yaap Digital Private Limited)

SHIVANI SHIVSHANKAR TIWARI
Digitally signed by SHIVANI SHIVSHANKAR TIWARI
Date: 2026.09.04 18:40:55 +05'30'

Shivani Shivshankar Tiwari
Company Secretary & Compliance Officer
Membership No.: A54854
Place: Mumbai

Encl: as above

YAAP DIGITAL LIMITED
(FORMERLY KNOWN AS YAAP DIGITAL PRIVATE LIMITED)

L74900MH2016PLC274104

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting of the Members of Yaap Digital Limited (Formerly known as Yaap Digital Private Limited will be held on Tuesday, 29th September 2026 at 02:00 P.M. (IST) through Video Conferencing & Other Audio-Visual Mean to transact the following business(es):

ORDINARY BUSINESS:

1. **Adoption of Accounts – Standalone & Consolidated:**

   To receive, consider and adopt the audited Standalone and Consolidated financial statement of the Company for the financial year ended on 31st March 2026 and the reports of the Board of Directors and Auditors thereon.

   "RESOLVED THAT the audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. **Re-appointment of retiring Directors by rotation:**

   To appoint Mr. Sudhir Menon, Director (DIN: 02487658), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for reappointment, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

   "RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sudhir Menon, Director (DIN: 02487658) who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To confirm the appointment of Mr. Laxmiraj Seetharam Nayak (DIN: 01828278) as the Chairman & Managing Director of the Company for the period of Three Year:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 200 and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder, read with Schedule V to the Act, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and the Articles of Association of the Company, and subject to such approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded to the appointment of **Mr. Laxmiraj Seetharam Nayak (DIN: 01828278)** as the **Chairman & Managing Director of the Company**, for a period of **3 (three) years with effect from July 14, 2026**, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary or modify the terms and conditions of appointment and remuneration of Mr. Laxmiraj Seetharam Nayak, within the limits prescribed under the Act and the SEBI LODR Regulations, as may be considered necessary from time to time and as may be approved by the Members, wherever required.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute such documents, filings and writings as may be necessary, expedient or desirable to give effect to this resolution, including making necessary filings and intimations with the Registrar of Companies, Stock Exchanges and other regulatory authorities."

4. To Confirm appointment of Mr. Vijaykumar Bhanwarlal Malpani (DIN: 08182663) as Non-Executive Director of the Company for the period of Three Years:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and the Articles of Association of the Company, **Mr. Vijaykumar Bhanwarlal Malpani (DIN: 08182663)**, who was appointed as an Additional Director of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a **Non-Executive Director of the Company**, liable to retire by rotation, for a period of **3 (three) years**, with effect from **August 14, 2026**, on such terms and conditions as may be determined by the Board of Directors in accordance with the applicable provisions of law.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute such documents, filings and writings as may be necessary, expedient or desirable to give effect to this resolution, including making necessary filings and intimations with the Registrar of Companies, Stock Exchanges and other regulatory authorities."

5. To Approve Material Related Party Transaction with Gozoop Online Private Limited:

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23 read with Schedule XII of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), circulars issued by SEBI on Industry Standards on Minimum information to be provided for review of the Audit Committee and Shareholders for approval of a Related Party Transaction and other applicable Regulations of SEBI Listing Regulations, Section 188 and other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Policy on Related Party Transactions of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s), required, if any and based on the recommendation and approval of the Audit Committee and the Board of Directors the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Gozoop Online Private Limited, a related party of the Company within the meaning of Regulation 2(1)(zb) of the Listing Regulations, as per the details given below and as set out in the explanatory statement annexed to this notice subject to the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company and in compliance with the applicable provisions of the Act and the Company's Policy on Related Party Transactions:

Sr. No.	Name of the Party and Nature of Relationship	Type of Transaction	Amount (INR)	Tenure
1.	**Gozoop Online Private Limited (Subsidiary Company)**	Rendering and Availing of Services, Loans and Advances, Guarantee &	100 Crores	1 year from the date of Approval at the AGM.

		Intercorporate Loan or any other transactions within the meaning of related party transactions.		

RESOLVED FURTHER THAT the Board be and are hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

By Order of the Board of Directors

SD/-
Laxmiraj Seetharam Nayak
Chairman & Managing Director
[DIN: 01828278]

Date: 04/09/2026
Place: Mumbai
Registered Office:
802, 8th Floor, Signature by Lotus,
Veera Desai Road, Andheri West,
Mumbai-400053, Maharashtra, India

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://www.yaap.in/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

   AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

7. Since the AGM is being held through VC/OAVM, a route map to the venue is not required and therefore, the same is not annexed to this Notice.

8. All the members are requested to support the Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014.

9. The details as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Secretarial Standard on General Meetings (SS-2), in respect of the director's seeking appointment/ re-appointment at the AGM, is annexed hereto and forms part of the notice.

10. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and the rules ("the Act") and such statement, made thereunder setting out the material facts in respect of the business under items as set out in the notice to the Annual General Meeting (AGM) is annexed hereto and forms part of this Notice.

11. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution along with the specimen signature, authorizing their representative to attend and vote on their behalf at the meeting at investor@yaap.in.

12. Members seeking further information on the Financial Statement or any other matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.

13. Members may also write to the Company Secretary at the email ID: investor@yaap.in or contact at telephone no. 022-50508091.

14. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 22, 2026, to Tuesday, September 29, 2026 (both days inclusive).

15. **M/s. Manish Ghia & Associates, Practising Company Secretary (COP No: 3531 & Unique No: P2006MH007100)** has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner.

16. The Scrutinizer shall make, not later than 48 hours of conclusion of the AGM, scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

17. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company https://www.yaap.in/ and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

18. The results shall also be immediately forwarded to National Stock Exchange of India Ltd. (NSE).

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Saturday, September 26, 2026, at 9:00 A.M. (IST) and ends on Monday, September 28, 2026, at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 22, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 22, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of 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 Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company

	name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five 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 www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Assistant Vice President at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of 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 Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility 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 in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who 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 the notice to avoid last minute rush.

2. The EVEN of the Company is 142595.

3. Members are encouraged to join the Meeting through Laptops for better experience.

4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. Please note that Participants 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.

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@yaap.in. The same will be replied by the company suitably.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 3 to Item No. 6 of the accompanying to this Notice.

ITEM NO. 3:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on **July 14, 2026**, appointed **Mr. Laxmiraj Seetharam Nayak (DIN: 01828278)** as the Chairman & Managing Director of the Company, subject to the approval of the Members of the Company, for a period of **3 (three) years with effect from July 14, 2026**.

L. S. Nayak, popularly known as Raj Nayak, is one of India's most accomplished media and business leaders, with over three decades of experience in building, transforming and leading some of the country's most influential media organisations. He brings extensive expertise in corporate governance, business strategy, digital transformation, brand building, organisational culture and leadership.

Raj began his career with Tata Economic Consultancy before moving into the media industry. In 1992, he joined STAR TV as a founding member and spent a decade with the organisation, rising from Area Sales Manager to Executive Vice President and serving on its Managing Committee. He subsequently served as Chief Executive Officer of NDTV Media Pvt. Ltd. and later as Chief Operating Officer of Viacom18 Media Pvt. Ltd., where he played a pivotal role in driving the company's growth and establishing it as one of India's leading media and entertainment networks. Throughout his executive career, he has led large, diversified businesses and successfully navigated periods of rapid industry transformation.

He is the Founder and was the Managing Director of House of Cheer Networks Private Limited, a diversified communications, culture and technology enterprise. Under his leadership, the company has expanded across strategic communications, digital marketing, content, employee engagement and workplace transformation. He also founded happyness.me, a workplace culture platform that leverages behavioural science and neuroscience to help organisations build high-performing cultures, and Happiest Places to Work®, one of India's leading workplace certification and employer branding programmes, recognising organisations that demonstrate excellence in employee experience, leadership and people practices.

Raj has held several prominent leadership positions within the media and advertising industry. He has served as President of both The Advertising Club and the International Advertising Association (IAA) India Chapter, and on the governing boards of the Media Research Users Council (MRUC) and the Indian Broadcasting Foundation (IBF), contributing to industry policy, governance and the advancement of India's media ecosystem.

His contributions have been recognised through several prestigious national and international honours, including the Media Person of the Year award at the IAA Leadership Awards, the Global Champion Award from the International Advertising Association, and his induction into the International Advertising Association Hall of Fame. He was also recognised by The Economic Times as one of India's most engaging CEOs on social media.

Widely respected for his strategic vision, entrepreneurial mindset and collaborative leadership, Raj brings significant boardroom experience and a proven ability to guide organisations through growth, innovation and transformation. His blend of executive leadership, governance expertise and deep understanding of media, technology, consumer behaviour and organisational culture enables him to provide valuable oversight and strategic counsel on long-term value creation and stakeholder engagement and possesses the requisite qualifications, knowledge and experience considered relevant and beneficial for the Company. His continued leadership and guidance are expected to contribute to the Company's business growth, strategic development and overall management.

The principal terms and conditions of his appointment, including remuneration, are as follows:

1. Designation: Chairman & Managing Director
2. Tenure: Three years commencing from July 14, 2026.
3. Remuneration: ₹ 2,12,13,540 per annum, together with such perquisites, benefits, allowances and other components as detailed below:

- Basic Salary: ₹ 1,00,91,400
- House Rent Allowance: ₹ 50,45,700
- Other Allowances/Benefits: ₹ 60,76,440
- Performance-linked remuneration, if any: Not Applicable
- Perquisites and other benefits: As may be approved by the Board within the applicable limits.

4. Other terms and conditions: The terms and conditions of appointment shall be governed by the provisions of the Companies Act, 2013, Schedule V thereto, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable laws.

The Company has received the requisite consent and declarations from Mr. Laxmiraj Seetharam Nayak, including confirmation that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.

The Company has also received the necessary disclosures and declarations as required under the applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations.

Other Directorships

Sr. No.	Name of Company	Nature of Directorship
1.	Happiness Research Academy Private Limited	Non-Executive Director
2.	HOUSE Of Cheer Networks Private Limited	Non-Executive Director

Committee Memberships

Sr. No.	Name of Company	Name of Committee	Position
1.	Yaap Digital Limited	Audit Committee	Member
2.	Yaap Digital Limited	Stakeholder Relationship Committee	Member
3.	Yaap Digital Limited	Corporate Social Responsibility Committee	Chairman

Shareholding
As on the date of this Notice, Mr. Laxmiraj Seetharam Nayak does not hold any Equity Shares in the Company.

Relationship with Directors and Key Managerial Personnel

Mr. Laxmiraj Seetharam Nayak is **not related** to any Director or Key Managerial Personnel of the Company within the meaning of Section 2(77) of the Companies Act, 2013.

Interest of Directors and Key Managerial Personnel

Except **Mr. Laxmiraj Seetharam Nayak**, None of the Director(s) and/ or Key Managerial Personnel of the Company and/ or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Ordinary Resolution, except to the extent of their equity holding in the Company, if any.

The Board recommends the resolution set out at **Item No. 3** for approval of the Members by way of an **Ordinary Resolution**.

ITEM NO. 4:

The Board of Directors of the Company, approve appointment of **Mr. Vijaykumar Bhanwarlal Malpani (DIN: 08182663)** as an Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013, to hold office up to the date of this Annual General Meeting by circular resolution.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Vijaykumar Bhanwarlal Malpani for appointment as a Director of the Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers that the association of **Mr. Vijaykumar Bhanwarlal Malpani** as a Non-Executive Director of the Company would be beneficial to the Company, considering his extensive knowledge, experience and expertise in financial, accounting, commercial and taxation matters.

Mr. Vijaykumar Bhanwarlal Malpani is the Chief Financial Officer of **Dorf-Ketal Chemicals India Limited** and has been associated with the said Company since **August 1, 2004**. During his long association with the Group, he has acquired substantial knowledge and understanding of the financial and commercial affairs of the Group, including the business and financial matters relating to Yaap Digital Limited.

He is a **Chartered Accountant** and holds a Certificate of Membership as a Fellow of the **Institute of Chartered Accountants of India (ICAI)**. He has extensive experience in accounting, finance, commercial operations and taxation and is responsible for overseeing such matters across various group companies.

Prior to joining Dorf-Ketal Chemicals India Limited, he was associated with **C.C. Chokshi & Co., Himachal Terepene Products Private Limited and Sun Earth Ceramics Limited**, where he gained valuable professional experience in the areas of finance, accounting and taxation.

In view of his extensive professional experience, financial expertise and familiarity with the affairs of the Group, the Board is of the view that his appointment as a Non-Executive Director would contribute significantly to the deliberations and decision-making of the Board and would be in the best interests of the Company.

Accordingly, approval of the Members is sought for appointment of Mr. Vijaykumar Bhanwarlal Malpani as a **Non-Executive Director of the Company for a period of three years with effect from August 14, 2026**, liable to retire by rotation, in accordance with the applicable provisions of the Companies Act, 2013.

Brief Profile

Mr. Vijaykumar Bhanwarlal Malpani is a Chartered Accountant and holds a Certificate of Membership as a Fellow of the Institute of Chartered Accountants of India (ICAI). He has been associated with Dorf-Ketal Chemicals India Limited and possesses extensive knowledge and expertise in accountancy, finance and financial management.

The Board is of the view that his experience and expertise would be valuable to the Company and contribute to the effective functioning of the Board.

Other Directorships

Sr. No.	Name of Company	Nature of Directorship
1.	Khyati Chemicals Pvt Ltd	Non-Executive Director
2.	Khyati Speciality Chemicals Private Limited	Non-Executive Director
3.	Atir Properties Private Limited	Non-Executive Director
4.	Dorf-Ketal Chemicals India Limited	Chief Financial Officer

Committee Memberships

Sr. No.	Name of Company	Name of Committee	Position
1.	NOT APPLICABLE		

Relationship with Directors and Key Managerial Personnel

Mr. Vijaykumar Bhanwarlal Malpani is **not related** to any Director or Key Managerial Personnel of the Company within the meaning of Section 2(77) of the Companies Act, 2013.

The Company has received from Mr. Vijaykumar Bhanwarlal Malpani:

1. Consent in writing to act as a Director in **Form DIR-2**;
2. Declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013; and
3. Such other declarations and disclosures as may be required under the Companies Act, 2013 and SEBI LODR Regulations.

Interest of Directors and Key Managerial Personnel

Except **Mr. Vijaykumar Bhanwarlal Malpani**, None of the Director(s) and/ or Key Managerial Personnel of the Company and/ or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Ordinary Resolution, except to the extent of their equity holding in the Company, if any.

The Board recommends the resolution set out at **Item No. 4** for approval of the Members by way of an **Ordinary Resolution**.

ITEM NO. 5:

The Company proposes to enter into arrangements with its subsidiary, Gozoop Online Private Limited, in connection with its business and financial requirements. These transactions, inter alia, include rendering or availing of services related Digital Marketing and ancillary from the said subsidiary, Loans and advances transaction, Corporate Guarantees, obtaining an inter-corporate loan or any other transaction under the compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Companies Act, 2013, as may be required from time to time, on mutually agreed terms and conditions.

a) The service rendered or availed from the subsidiary is aligned to the main business of the Company and that the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.
b) The Audit Committee has reviewed the certificates provided by the Managing Director of the Listed Entity as required under the RPT Industry Standards.
c) The material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.
d) Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, - **Not Applicable.**

The applicable provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, mandates prior approval of shareholders of a listed entity by means of an Ordinary Resolution for all Material Related Party transactions, even if such transactions are in the ordinary course of business of the Company and at an arm’s length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed the materiality thresholds prescribed under SEBI Listing Regulations.

Accordingly, in terms of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations, the proposed transactions require approval of the Members by way of an Ordinary Resolution. All related party transactions of the Company with its subsidiary are carried out at arm's length and in the ordinary course of business.

The Audit Committee, at its meeting held on August 28, 2026, reviewed and approved the transactions subject to the approval of the shareholders as placed before the committee along with the Minimum information on Industry Standards for related party transactions.

Accordingly, the Board of Directors, at its meeting held on August 28, 2026, subsequently reviewed and accorded its approval to the said transactions, based on the recommendations of the Audit Committee subject to the approval of the shareholders and in compliance with the applicable provisions of the Companies Act and SEBI LODR.

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

Pursuant to the SEBI Circular dated October 13, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided as under:

A(1) Basic details of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Gozoop Online Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Digital Marketing and Ancillary

A(2) Relationship and ownership of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Yaap is holding Company of the related party holding 60.15 % of total paid up capital of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	60.15% of total paid up share capital
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable

	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). **Explanation**: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Nil

A(3) Details of previous transactions with the related Party

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-2026 (INR)</th></tr>
<tr><td>1.</td><td>Availing and rendering of Services</td><td>Upto 2 Crs</td></tr>
</table>

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>The Gozoop Online Private Limited become subsidiary of the Company on March 30, 2026, and the transaction was carried out before it became the Subsidiary.</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Upto 123.00 Lacs</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Not Applicable</td></tr>
</table>

A(4) Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the	Upto INR 100 Crs

<table>
<tr><td></td><td>Audit Committee/ shareholders.</td><td></td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>Exceeding 54%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Exceeding 100%</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>Exceeding 54%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the preceding financial year:
<table><tr><th>Particulars</th><th>FY 2025-26 (INR)</th></tr><tr><td>Turnover</td><td>46,17,18,434</td></tr><tr><td>Profit After Tax</td><td>9,56,75,217</td></tr><tr><td>Net worth</td><td>29,56,86,546</td></tr></table>
Explanations:
The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>As per the Financials of FY 2025-2026 of Gozoop Online Private Limited</td></tr>
</table>

A(5) Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Rendering or availing of services related Digital Marketing and ancillary from the said subsidiary, Loans and advances transaction, Corporate Guarantees, obtaining an inter-corporate loan or any other transaction under the compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Companies Act, 2013.
2.	Details of each type of the proposed transaction	Rendering or availing of services related Digital Marketing and ancillary from the said subsidiary, Loans and advances transaction, Corporate Guarantees, obtaining an inter-corporate loan or any other transaction under the compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Companies Act, 2013 upto INR 100 Crores
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Up to 100 Crs during FY 2026-2027
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	It is in the line of main business activities of both the related parties.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	promoters/ director(s) / key managerial personnel are interested in the capacity of their roles in the company. No Personal interest is involved in the proposed transaction. There is no indirect interest of any promoter(s)/ director(s) / key managerial personnel.
	a. Name of the director / KMP	-

	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	-
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable

B(1). <u>Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</u>

S. No.	**Particulars of the information**	**Information provided by the management**
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable. The transaction is in normal course of business.
2.	Basis of determination of price.	At Arm's Length
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	-
	b. Tenure	-
	c. Whether same is self-liquidating?	-

<u>B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary</u>

S. No.	**Particulars of the information**	**Information provided by the management**
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	Working Capital
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	Not Applicable

	a. Nature of indebtedness	-
	b. Total cost of borrowing	-
	c. Tenure	-
	d. Other details	-
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	At a rate of interest lower than the prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	As mutually decided between the parties.
5.	Maturity / due date	As mutually decided between the parties.
6.	Repayment schedule & terms	As mutually decided between the parties.
7.	Whether secured or unsecured?	-Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital & Business-related purposes

B(3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	Not Applicable
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not Applicable

	a. Nature of indebtedness	-
	b. Total cost of borrowing	-
	c. Tenure	-
	d. Other details	-
3.	Purpose for which funds shall be utilized by the investee company.	Not Applicable
4.	Material terms of the proposed transaction	Not Applicable

B (4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	Not Applicable
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	At a rate of interest lower than the prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan.
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Rate of Interest to be paid as per mutual agreement between the party
4.	Maturity / due date	As mutually decided between the parties.
5.	Repayment schedule & terms	As mutually decided between the parties.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Working Capital

C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management

1.	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not Applicable
2.	Default on borrowings, **if any**, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. **In addition, state the following:** a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	Not Applicable
	FY 2023-2024	-
	FY 2024-2025	-
	FY 2025-2026	-

C(2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	Not Applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable
	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	Not Applicable
	FY 2023-2024	-
	FY 2024-2025	-
	FY 2025-2026	-

C (3). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.	The transaction is proposed to be entered into during the financial year, and prior approval is sought for the same.

	a. Before transaction	Not Applicable
	b. After transaction	Not Applicable
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.	The said ratio is basis of audited financials for financial year ended March 31, 2026. Further, for after transaction Ratio, the effect is calculated to the extent of addition of proposed borrowings from related party.
	a. Before transaction	6.87
	b. After transaction	The proposed transaction nature and value shall vary basis the transaction to be entered by the company with Subsidiary during FY 2026-2027, thus this ratio can't be calculated at the time of approval.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

With the approval of the Audit Committee the board recommends passing the Ordinary Resolutions as set out in Item no. 5 of this Notice, for approval by the Members of the Company.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no. 5 of this Notice.

By Order of the Board of Directors

SD/-
Laxmiraj Seetharam Nayak
Chairman & Managing Director
[DIN: 01828278]

Date: 04/09/2026
Place: Mumbai
Registered Office:
802, 8th Floor, Signature by Lotus,
Veera Desai Road, Andheri West,
Mumbai-400053, Maharashtra, India

Annexure A

Details of the Directors retiring by rotation and seeking re-appointment / appointment at the Annual General Meeting pursuant to (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI) are as under:

Sr. No	**1**
Name of the Director	Mr. Sudhir Menon
Designation and Category of Directorship	Non-Executive Director
Directors Identification Number	02487658
Date of Birth	27/06/1963
Age	63 years
Date of first Appointment on board of the Company	09/03/2016
Brief Resume, Experience and Expertise in Functional Area	Sudhir Menon is the Non - Executive Director on the Board of our Company. He holds a bachelor's degree in science from University of Bombay and a bachelor's degree in law from Jitendra Chauhan College of Law, University of Mumbai and a diploma in marketing management from the University of Bombay. He has been associated with our Company since incorporation. He is currently associated as Chairman and Managing Director at Dorf-Ketal Chemicals India Limited since July 09, 1995 and has more than thirty years of experience in the Specialty Chemicals Market.
Terms and Conditions of appointment / re-appointment	Re-appointment as a Non-Executive Directors on the terms as decided by the board of directors of the Company.
Number of Meetings of the Board attended during the year	14
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
List of Directorship held in other companies	Provided as separate table below:
Memberships/ Chairmanships of Committees across companies (excluding foreign companies)	Member in Two Committees of Dorf Ketal Chemicals India Limited and member of one Committee of Yaap Digital Limited
Shareholding in the Company including as a beneficial owner	30,88,800 Equity Shares aggregating to 14.76%
Relationship with other Directors, Manager and other Key Managerial Personnel	He is the brother of Mr. Subodh Menon, Non-Executive Director of the Company.

Directorship held by Mr. Sudhir Menon:

Name of the Company	**Date of Appointment**	**Date of Cessation**
Trentar Private Limited	11-05-2021	NA
Fobeoz India Private Limited	08-06-2005	NA
La Jawaab Foods Private Limited	01-12-2015	30-05-2023
Aritar Private Limited	28-10-2020	NA
Garudauav Soft Solutions Private Limited	25-06-2021	NA
Brand Planet Consultants India Private Limited	20-08-2016	NA
Yaap Digital Limited	09-03-2016	NA

TM Aerospace Private Limited	22-11-2021	NA
Oplifi Digital Private Limited	09-03-2020	NA
Khyati Chemicals Private Limited	08-04-2022	NA
Khyati Speciality Chemicals Private Limited	08-04-2022	NA
Tineta Pharma Private Limited	15-02-2024	NA
Neyochem Industries Private Limited	05-01-2024	NA
Elixir Soltek Private Limited	05-01-2024	NA
Stesalit Systems Limited	22-08-2023	NA
Trishula Advanced Composites and Electronics Private Limited	21-10-2021	28-10-2022
Rfly Innovations Private Limited	16-06-2022	NA
Wowtruck Technologies Private Limited	03-10-2024	NA
*Nayam Energy Private Limited (formerly known as Trentar Energy Solutions Private Limited & Trentar Energy Services Private Limited)	25-10-2024	NA
Sustro Speciality Oils Private Limited (formerly known as Sustro Oils Private Limited)	18-12-2024	NA
FFC Information Solution Private Limited	23-12-2016	NA
Dorf Ketal Energy Services LLC, USA	20-10-2022	NA
Dorf Ketal Energy Services Ltd, Canada	20-10-2022	NA
Fluid USA, Inc	04-01-2023	NA
Fluid Energy Ltd, Canada	04-01-2023	NA
Dorf Ketal Chemicals LLC	15-05-2001	NA

Sr. No	**2**
Name of the Director	Mr. Laxmiraj Seetharam Nayak
Designation and Category of Directorship	Chairman & Managing Director
Directors Identification Number	01828278
Date of Birth	02/01/1963
Age	63years
Date of first Appointment on board of the Company	14/07/2026
Brief Resume, Experience and Expertise in Functional Area	L. S. Nayak, popularly known as Raj Nayak, is one of India's most accomplished media and business leaders, with over three decades of experience in building, transforming and leading some of the country's most influential media organisations. He brings extensive expertise in corporate governance, business strategy, digital transformation, brand building, organisational culture and leadership. Raj began his career with Tata Economic Consultancy before moving into the media industry. In 1992, he joined STAR TV as a founding member and spent a decade with the organisation, rising from Area Sales Manager to Executive Vice President and serving on its Managing Committee. He subsequently served as Chief Executive Officer of NDTV Media Pvt. Ltd. and later as Chief Operating Officer of Viacom18 Media Pvt. Ltd., where he played a pivotal role in driving the company's growth and establishing it as one of India's leading media and entertainment networks. Throughout his executive career, he has led large, diversified businesses and successfully navigated periods of rapid industry transformation. He is the Founder and was the Managing Director of House of Cheer Networks Private Limited, a diversified communications, culture and technology enterprise. Under his leadership, the company has expanded across strategic communications, digital marketing, content, employee engagement and workplace transformation. He also founded happyness.me, a workplace culture platform that leverages behavioural science and neuroscience to help organisations build high-performing cultures, and Happiest Places to Work®, one of India's leading workplace certification and employer branding programmes, recognising organisations that demonstrate excellence in employee experience, leadership and people practices. Raj has held several prominent leadership positions within the media and advertising industry. He has served as President of both The Advertising Club and the International Advertising Association (IAA) India Chapter, and on the governing boards

	of the Media Research Users Council (MRUC) and the Indian Broadcasting Foundation (IBF), contributing to industry policy, governance and the advancement of India's media ecosystem. His contributions have been recognised through several prestigious national and international honours, including the Media Person of the Year award at the IAA Leadership Awards, the Global Champion Award from the International Advertising Association, and his induction into the International Advertising Association Hall of Fame. He was also recognised by The Economic Times as one of India's most engaging CEOs on social media. Widely respected for his strategic vision, entrepreneurial mindset and collaborative leadership, Raj brings significant boardroom experience and a proven ability to guide organisations through growth, innovation and transformation. His blend of executive leadership, governance expertise and deep understanding of media, technology, consumer behaviour and organisational culture enables him to provide valuable oversight and strategic counsel on long-term value creation and stakeholder engagement and possesses the requisite qualifications, knowledge and experience considered relevant and beneficial for the Company. His continued leadership and guidance are expected to contribute to the Company's business growth, strategic development and overall management.
Terms and Conditions of appointment / re-appointment	As mentioned in Explanatory Statement
Number of Meetings of the Board attended during the year	Not Applicable
Remuneration last drawn	Not Applicable
Remuneration sought to be paid	As mentioned in Explanatory Statement
List of Directorship held in other companies	As mentioned in Explanatory Statement
Memberships/ Chairmanships of Committees across companies (excluding foreign companies)	As mentioned in Explanatory Statement
Shareholding in the Company including as a beneficial owner	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	No Relationship with any Directors, Manager and other Key Managerial Personnel.

Sr. No	**3**
Name of the Director	Mr. Vijaykumar Bhanwarlal Malpani
Designation and Category of Directorship	Non-Executive Director
Directors Identification Number	08182663
Date of Birth	05/10/1971
Age	55years
Date of first Appointment on board of the Company	14/08/2026
Brief Resume, Experience and Expertise in Functional Area	Mr. Vijaykumar Bhanwarlal Malpani is the Chief Financial Officer of **Dorf-Ketal Chemicals India Limited** and has been associated with the said Company since **August 1, 2004**. During his long association with the Group, he has acquired substantial knowledge and understanding of the financial and commercial affairs of the Group, including the business and financial matters relating to Yaap Digital Limited. He is a **Chartered Accountant** and holds a Certificate of Membership as a Fellow of the **Institute of Chartered Accountants of India (ICAI)**. He has extensive experience in accounting, finance, commercial operations and taxation and is responsible for overseeing such matters across various group companies. Prior to joining Dorf-Ketal Chemicals India Limited, he was associated with **C.C. Chokshi & Co., Himachal Terepene Products Private Limited and Sun Earth Ceramics Limited**, where he gained valuable professional experience in the areas of finance, accounting and taxation. In view of his extensive professional experience, financial expertise and familiarity with the affairs of the Group, the Board is of the view that his appointment as a Non-Executive Director would contribute significantly to the deliberations and decision-making of the Board and would be in the best interests of the Company.
Terms and Conditions of appointment / re-appointment	As mentioned in Explanatory Statement
Number of Meetings of the Board attended during the year	Not Applicable
Remuneration last drawn	Not Applicable
Remuneration sought to be paid	Nil
List of Directorship held in other companies	As mentioned in Explanatory Statement
Memberships/ Chairmanships of Committees across companies (excluding foreign companies)	None
Shareholding in the Company including as a beneficial owner	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	No Relationship with any Directors, Manager and other Key Managerial Personnel.