

Date: March 17, 2026

To,
Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai – 400051, Maharashtra, India.

Company Symbol: YAAP

ISIN: INE0U0J01015

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Outcome of the Board Meeting held on 17th March, 2026.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, we would like to inform you that the Board of Directors of the Company at its meeting held today i.e. Tuesday, March 17, 2026 has, inter-alia, considered, noted and approved the following matters:

1) Considered and approved the acquisition of 100% stake in Gozoop Online Private Limited in (3) three tranche.

The Company proposed acquiring 100% of the equity share capital, i.e., 798 equity shares of Rs. 100 each, of M/s. Gozoop Online Private Limited, a company incorporated under the Companies Act, 1956 in (3) three tranche from Mr. Inayat Naqvi, Mr. Dushyant Bhatia, Mr. Rohan Bhansali, Ms. Rupa Bhansali, M/s. Gozoop Star LLP (together referred to as Sellers/Selling Shareholders) on terms and conditions as mentioned in the Share Purchase Cum Shareholders' Agreement (SPSHA) to be entered into by the Company, M/s. Gozoop Online Private Limited and Selling Shareholders.

2) Execution of Share Purchase Cum Shareholders' Agreement (SPSHA);

To complete the acquisition as mentioned in previous agenda, the Board has also approved the execution of the Share Purchase Cum Shareholders' Agreement (SPSHA) to be entered into among the Company, M/s. Gozoop Online Private Limited, and the Selling Shareholders.

Disclosure pursuant to Regulation 30 of SEBI Listing Regulations, 2015 and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, and Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is enclosed herewith as an **Annexure I**.

- 3) Considered utilization of funds allocated towards General Corporate Purpose under object of Issues in the Prospectus;
- 4) Other business matters.

The Board Meeting commenced today at 04:00 p.m. and concluded at 04: 21 p.m.

We request you to please take the above on record.

**Thanking you,
Yours faithfully,
For Yaap Digital Limited**

**Shivani Shivshankar Tiwari
Company Secretary & Compliance Officer
A54854**

Place: Mumbai

ANNEXURE I - Share Purchase Cum Shareholders' Agreement (SPSHA) (Disclosure pursuant to the SEBI Circulars)

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Gozoop Online Private Limited</p> <p>Authorized Share Capital: Rs. 1,00,000/- (1,000 equity shares of Rs. 100/- each)</p> <p>Paid-up Share Capital: Rs. 79,800/- (798 equity shares of Rs. 100/- each)</p> <p>Turnover as of 31st March, 2025 on consolidated basis: Rs. 62,88,08,404/-.</p>
2.	Whether the acquisition would fall within related party transaction(s)	No
3.	Whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	No
4.	Industry to which the entity being	Digital Marketing & related services

	acquired belongs							
5.	Objects and impact of acquisition	This acquisition has been identified as a strategic growth opportunity that will significantly expand our service offerings, deepen our client relationships, enhance our technological capabilities, and strengthen our presence in key markets. The acquisition is aligned with our long-term vision of becoming a leading end-to-end marketing and digital transformation partner for brands.						
	Brief details of any governmental or regulatory approvals required for the acquisition	In – Principal Approval for allotment of shares under swap of shares of Yaap Digital Limited to selling shareholders of Gozoop Online Private Limited pursuant to Section 42, 62(1)(c) of the Companies Act, 2013 read with rules made thereunder and Chapter V of SEBI (ICDR) Reg, 2018.						
6.	Indicative time period for completion of the acquisition	The transaction will be completed in three separate tranche over a period of three years from the date of execution of the Share Purchase Cum Shareholders’ Agreement (SPSHA), unless extended mutually, and shall be subject to the fulfilment of the terms and conditions specified in the SPSHA.						
7.	consideration - whether cash consideration or share swap or any other form and details of the same;	Cash consideration and Share swap						
8.	cost of acquisition and/or the price at which the shares are acquired	<p>The cost of acquisition:</p> <table border="1"> <thead> <tr> <th>Tranche No.</th> <th>Percentage of outstanding shares to be acquired of Gozoop</th> <th>Consideration</th> </tr> </thead> <tbody> <tr> <td>Tranche 1</td> <td>60%</td> <td>Consideration to be determined as 8 times the normalised EBITDA for the Financial Year 2025. Out of the said consideration 80 % shall be</td> </tr> </tbody> </table>	Tranche No.	Percentage of outstanding shares to be acquired of Gozoop	Consideration	Tranche 1	60%	Consideration to be determined as 8 times the normalised EBITDA for the Financial Year 2025. Out of the said consideration 80 % shall be
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				payable in cash and balance 20 % will be payable by way of swap of equity shares of Yaap Digital Limited
		Tranche 2	20%	Consideration to be determined as 8 times the normalised EBITDA for the as per audited financials of March 31, 2026. Out of the said consideration 80 % shall be payable in cash and balance 20 % will be payable by way of swap of equity shares of Yaap Digital Limited
		Tranche 3	20%	Consideration to be determined as 8 times the normalised EBITDA for the as per audited financials of March 31, 2027. Out of the said consideration 80 % shall be payable in cash and balance 20 % will be payable by way of swap of equity shares of Yaap Digital Limited
9.	Percentage of shareholding / control acquired and / or number of shares acquired	The company will take over 100% of the shareholding of Gozoop Online Private Limited by the end of the third tranche.		
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation , history of last 3 years turnover, country in	<p>Gozoop Online Private Limited, a Private Limited Company incorporated under the Companies Act, 1956 on May 11, 2010. The company is registered with the Registrar of Companies, Mumbai.</p> <p>The Company is engaged in the business of digital marketing and related services. GoZoop specializes in digital marketing services, offering solutions such as social media marketing, search engine optimization (“SEO”), web development, and online reputation management. The company uses digital platforms to enhance its service offerings, and it is also engaged in providing a wide spectrum of brand and marketing solutions, including digital strategy, creative content, influencer marketing, performance marketing, social media management, and web development. GoZoop’s work includes digital storytelling, managing online reputation, and executing creative-led, data-backed campaigns for brands across various sectors.</p> <p>Turnover on consolidated basis for last 3 years:</p>		

which the acquired entity has presence and any other significant information (in brief)	Sr. No.	Financial Year	Turnover (In INR) on Consolidated basis
	1.	2024-2025	62,88,08,400
	2.	2023-2024	46,57,12,070
	3.	2022-2023	44,97,81,127
	country in which the acquired entity has presence: India		