

Date: May 27, 2026

To
Listing Compliance Department
National Stock Exchange of India
Limited Exchange Plaza, Plot No. C/1. G
Block, Bandra -Kurla Complex, Bandra
(East), Mumbai- 400051.

Company Symbol: YAAP

ISIN: INE0U0J01015

Subject: Intimation under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) - Voting Results of the Extraordinary General Meeting of Yaap Digital Limited (“the Company”) held on Monday, May 25, 2026 along with Consolidated Scrutinizer’s Report.

Dear Sir / Madam,

We wish to inform you that the Extraordinary General Meeting (EGM) of the Company was held on Monday, May 25, 2026 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, in this regard.

The Company had appointed CS Sandhya R. Malhotra, Partner of M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the entire voting process. As per the Consolidated Scrutinizers’ Report, the resolutions contained in the Notice of the EGM dated April 30, 2026 read with Corrigendum dated May 20, 2026 have been duly passed by the Members with requisite majority.

Pursuant to applicable provisions of the Listing Regulations, we enclose herewith the following:

1. Consolidated Scrutinizers’ Report on remote e-voting and e-voting as “**Annexure A**”.
2. Details of Voting Results pursuant to Regulation 44 of the Listing Regulations as “**Annexure B**”.

The Report of the Scrutinizer including consolidated e-voting result is being hosted on the website of the Company – www.yaap.in



This is for your information and records.

Yours faithfully,
For **Yaap Digital Limited**
(Formerly known as **Yaap Digital Private Limited**)

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)

CIN: U74900MH2016PLC274104

Registered Office: 802, 8th Floor "Signature (By Lotus)" at Veera Desai Road Ext.,
Andheri (West), Mumbai 400 053. e-mail: info@yaap.in, Ph.: +91 93191 94152.

www.yaap.in

Annexure A

CONSOLIDATED SCRUTINIZER REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of Companies (Management and Administration) Rules, 2014]*

To
The Chairman
Yaap Digital Limited
802, 8th Floor, Signature by Lotus,
Veera Desai Road, Andheri West, Mumbai- 400053

Dear Sir,

Sub: Consolidated Scrutinizer's Report for passing of resolutions through remote e-voting & e-voting by the Members during the Extraordinary General Meeting (“EGM”), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 at the EGM of the Members of Yaap Digital Limited (“the Company”) held on Monday, May 25, 2026 through Video conferencing ('VC') / Other Audio Visual means ('OAVM').

I, CS Sandhya R. Malhotra, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in terms of the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) in a fair and transparent manner, for passing of the resolutions as mentioned under item number 1, 2 and 3 as set out in the Notice of EGM dated April 30, 2026 and the Corrigendum dated May 20, 2026 to the Notice of EGM (“Notice”) issued by the Company in accordance with General Circulars No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and applicable circulars issued by the Securities and Exchange Board of India (“SEBI”), in this regard and in compliance with the provisions of the Act and the SEBI Listing Regulations, for convening the EGM of its members through VC / OAVM on Monday, May 25, 2026 at 4:00 P.M (IST).

1. The e-voting conducted in term of MCA Circulars and applicable SEBI Circulars, has been completed and now I submit my report as under:

1.1 The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules made thereunder including the abovementioned MCA Circulars and the regulations. Our responsibility as the Scrutinizer is restricted to make a Scrutinizers Report of the votes cast “in favor” and “against” the resolutions stated in the Notice.

2. As per the confirmation received from the Company:

- 2.1. The Company had availed the e-voting platform/facility offered by Central Depository Services (India) Limited (“CDSL”) for conducting e-voting facility prior and during the EGM.
- 2.2. As per MCA Circulars, the Company has published advertisements in the English Newspaper “Financial Express” and Marathi Newspaper (Vernacular language) “Mumbai Lakshdeep” on Friday, May 01, 2026, regarding the compliance with the said circulars in relation to the EGM of the Company.
- 2.3. The Company on Saturday, May 02, 2026, completed the dispatch of the Notice and on Wednesday, May 20, 2026 completed the dispatch of the Corrigendum to the Notice only through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories as on Wednesday, April 29, 2026 and Monday, May 18, 2026 respectively.
- 2.4. As per applicable provisions of the rules, the Company had published an advertisement about completion of dispatch of the Notice and Corrigendum to the Notice as above, provision of e-voting facility and other mandated particulars in English Newspaper “Financial Express” and Marathi Newspaper (Vernacular language) “Mumbai Lakshdeep” on Sunday, May 03, 2026 and Thursday May 21, 2026 respectively.
- 2.5. The remote e-voting period commenced on Wednesday, May 20, 2026 at 9:00 A.M. (IST) and ended on Sunday, May 24, 2026 at 5:00 P.M. (IST).
- 2.6. Votes casted through remote e-voting till 5:00 P.M. on Sunday, May 24, 2026 being the last date and time fixed by the Company for remote e-voting and e-voting during the EGM, are considered for my scrutiny.
- 2.7. The remote e-voting module was disabled by CDSL on May 24, 2026 after 5:00 P.M. and as required under the rules the votes cast under the e-voting facility during the remote e-voting period and e-voting during the EGM, were unblocked in the presence of Ms. Sneha Yadav and Ms. Amruta Zeple who are not in employment with the Company; thereafter the data of e-voting was downloaded and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries maintained by the Company/its Registrar and Share Transfer Agents / Depositories as on the cut-off date for remote e-voting and voting EGM i.e. Monday, May 18, 2026.
- 2.8. The data of remote e-voting and e-voting during the EGM was scrutinized for verification of votes cast “in favor” and “against” the resolutions.
- 2.9. There were no invalid votes either in the remote e-voting or during the e-voting at the EGM.
3. Pursuant to clarifications sought by the National Stock Exchange of India Limited (NSE) the Company issued a Corrigendum to the Notice of EGM dated May 20, 2026.

The Corrigendum provided a detailed explanation/ clarification on:

- i. Substitution of point no.17 of the Explanatory Statement pertaining to Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer and the clarification on Swap Structure and Rounding Adjustment
- ii. Clarification on Valuation Report link for Point Nos. 6 & 17 of the Explanatory Statement to the Notice

In light of this Corrigendum, the Company offered shareholders who had already voted on May 20, 2026 an opportunity to raise concerns by submitting queries/concerns via email to scrutinizer@mgconsulting.in (designated email ID).

I hereby confirm and certify that pursuant to above, no emails/response have been received from any of the members on the said designated email ID as of May 24, 2026.

4. The summary of the voting through remote e-voting and e-voting during the EGM is as follows:

Special Business:

Resolution No. 1: Special Resolution

To approve the issuance of Equity Shares for consideration other than cash on Preferential Basis:

- (i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	8451600	99.98

- (ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
01	2000	0.02

- (iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

Resolution No. 2: Ordinary Resolution

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

- (i) Voted **in favour** of the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
09	2058009	100

- (ii) Voted **against** the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

- (iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

**The votes cast by members who are eligible to vote in terms of Regulation 23 of the SEBI Listing Regulations have been considered.*

Resolution No. 3: Ordinary Resolution

To Approve Material Related Party Transaction with Yaap Digital FZ LLC:

(i) Voted **in favour** of the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
08	2016009	97.96

(ii) Voted **against** the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
01	42000	2.04

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

** The votes cast by members who are eligible to vote in terms of Regulation 23 of the SEBI Listing Regulations have been considered*

Result:

1. For resolution No. 1 (**Special Resolution**) - We report that the number of votes cast in favour are more than three times the number of votes cast against;
2. For resolution No.02 and No.03 (**Ordinary Resolutions**) – We report that the number of votes cast in favour are more than the number of votes cast against.

Accordingly, the special resolution and ordinary resolutions as contained in the Notice may be considered as passed with requisite majority.

You may accordingly declare the result of the remote e-voting and e-voting during the EGM.

**For Manish Ghia & Associates
Company Secretaries**



SANDHYA ROHIT MALHOTRA
Digitally signed by SANDHYA ROHIT MALHOTRA
Date: 2026.05.27 19:23:41 +05'30'

**CS Sandhya R. Malhotra
Partner**

**M. No. FCS 6715, C.P. No. 9928
Peer Review No.: - PR 6759/2025
(FRN/Unique ID: P2006MH007100)**

**Place: Mumbai
Date: May 27, 2026
UDIN: UDIN F006715H000509844**

Countersigned by

ATUL JEEVANDHARKUMAR HEGDE
UMAR HEGDE
Digitally signed by ATUL JEEVANDHARKUMAR HEGDE
Date: 2026.05.27 19:40:44 +05'30'

**Atul Jeevandharkumar Hegde
Chairman & Managing Director
DIN: 02699927
Yaap Digital Limited**

**Place: Mumbai
Date: May 27, 2026**

Annexure B

Voting Results of Extraordinary General Meeting

Disclosure as per Regulation 44(3) of SEBI (LODR) Regulations, 2015

Name of the Company	Yaap Digital Limited
Date of Extra Ordinary General Meeting	Monday, May 25, 2026
Total No. of Shareholders as on Cut-off date for voting purpose i.e. Monday, May 18, 2026.	389
No. of shareholders present in meeting either in person or through proxy:	
Promoter & Promoter Group	Not Applicable
Public Shareholders	Not Applicable
No. of shareholders attended the meeting through Video Conferencing:	
Promoter & Promoter Group	01
Public Shareholders	06

1. SPECIAL BUSINESS
Resolution No. 1

Particulars			Special Resolution: To approve the issuance of Equity Shares for consideration other than cash on Preferential Basis.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	12355191	6177591	50.0000	6177591	0	100.0000	0.0000
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6177591	50.0000	6177591	0	100.0000	0.0000
Public Institutions	E-Voting	3756400	1220000	32.4779	1220000	0	100.0000	0.0000
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1220000	32.4779	1220000	0	100.0000	0.0000
Public Non Institutions	E-Voting	4821409	1056009	21.9025	1054009	2000	99.8106	0.1894
	Poll*		0	0.0000	0	0	0.0000	0.0000

	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1056009	21.9025	1054009	2000	99.8106	0.1894
Total		20933000	8453600	40.3841	8451600	2000	99.9763	0.0237

Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than three times the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.

***E-voting at EGM**

Invalid Votes: There were no invalid votes.

2. SPECIAL BUSINESS
Resolution No. 2

Particulars			Ordinary Resolution: To Approve Material Related Party Transaction with Gozoop Online Private Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled#	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	12355191	0	0.0000	0	0	0.0000	0.0000
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	3756400	1220000	32.4779	1220000	0	100.0000	0.0000
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1220000	32.4779	1220000	0	100.0000	0.0000
Public Non Institutions	E-Voting	4821409	838009	17.3810	838009	0	100.0000	0.0000
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000

	Bal lot							
	Total		838009	17.3810	838009	0	100.0000	0.0000
Total		20933000	2058009	9.8314	2058009	0	100.0000	0.0000

Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.

***E-voting at EGM**

The votes cast by members who are eligible to vote in terms of Regulation 23 of the SEBI Listing Regulations have been considered.

Invalid Votes: There were no invalid votes.

3. SPECIAL BUSINESS
Resolution No. 3

Particulars			Ordinary Resolution: To Approve Material Related Party Transaction with Yaap Digital FZ LLC					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled#	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	12355191	0	0.0000	0	0	0.0000	0.0000
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	3756400	1220000	32.4779	1220000	0	100.0000	0.0000
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1220000	32.4779	1220000	0	100.0000	0.0000
Public Non Institutions	E-Voting	4821409	838009	17.3810	796009	42000	94.9881	5.0119
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000

	Bal lot							
	Total		838009	17.3810	796009	42000	94.9881	5.0119
Total		20933000	2058009	9.8314	2016009	42000	97.9592	2.0408

Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.

***E-voting at EGM**

The votes cast by members who are eligible to vote in terms of Regulation 23 of the SEBI Listing Regulations have been considered.

Invalid Votes: There were no invalid votes.