

Date: March 30, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) – Execution of Share Purchase Cum Shareholders’ Agreement (SPSHA) and Update on acquisition of 60.20% stake in Gozoop Online Private Limited (Gozoop).

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, we hereby inform the Exchange that Yaap Digital Limited (“**Company**”) has executed the below mentioned agreement today and acquired 60.20% stake in Gozoop Online Private Limited:

1) Execution of Share Purchase Cum Shareholders’ Agreement (SPSHA).

In furtherance to approval of board of directors of the Company granted at the board meeting held on March 17, 2026, approving the acquisition of 100% of the paid-up equity share capital, i.e., 798 equity shares of Rs. 100 each, of. Gozoop Online Private Limited, a company incorporated under the Companies Act, 1956 in (3) three tranches from Sellers/Selling Shareholders on terms and conditions as mentioned in the Share Purchase Cum Shareholders’ Agreement (SPSHA), it is informed that the Company has executed the SPSHA on March 30, 2026.

2) Acquisition of 60.20% stake in Gozoop Online Private Limited;

Further to approval taken from board of directors at their meeting held on March 17, 2026, we wish to inform you that the Company has successfully, as per the terms of the SPSHA, completed the acquisition of 480 equity shares of face value Rs. 100 each, representing 60.20% of the paid-up equity share capital of Gozoop Online Private Limited for the purchase consideration of Rs. 36.96 Cr on March 30, 2026. Pursuant to this acquisition, Gozoop has become a subsidiary of the Company. The swap of shares against consideration amount of Rs. 7.66 Cr is under process and shall be completed within 90 days of signing of SPSHA and Excess Net Working Capital (ENCW) will be paid at the latest by July, 2026.



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**.

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

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

Sr. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	Yaap Digital Limited (Buyer) Gozoop online Private Limited (The Company) Mr. Inayat Naqvi, Mr. Dushyant Bhatia, Mr. Rohan Bhansali, Ms. Rupa Bhansali, Mr. Ahmed Naqvi, M/s. Gozoop Stars LLP (together referred to as Sellers/Selling Shareholders)
2.	Nature & Purpose of entering into the agreement	Share Purchase Cum Shareholders' Agreement dated March 30, 2026.
3.	Date of execution of the agreement	March 30, 2026
4.	Name of the target entity, details in brief such as size, turnover etc.	Gozoop Online Private Limited Authorized Share Capital: Rs. 1,00,000/- (1,000 equity shares of Rs. 100/- each) Paid-up Share Capital: Rs. 79,800/- (798 equity shares of Rs. 100/- each) Turnover as of 31st March, 2025 on consolidated basis: Rs. 62,88,08,404/-.
5.	Whether the acquisition would fall within related party transaction(s)	No
6.	Whether the promoter/ promoter group/ group companies have any interest in the	Not Applicable

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	entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length	
7.	Industry to which the entity being acquired belongs	Digital Marketing & related services
8.	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.
9.	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. Further, the allotment of shares under swap of shares of Yaap Digital Limited is subject to the approval of the shareholders of Yaap Digital Limited.
10.	Indicative time period for completion of the acquisition	The transaction will be completed in (3) three separate tranches over a period of (3) 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. The Buyer has successfully acquired 480 Equity Shares of Rs. 100 each of Gozoop Online Private Limited representing 60.20 % of total paid up share capital.
11.	consideration - whether cash consideration or share swap or any other form and details of the same;	Cash consideration and Share swap

12.	cost of acquisition and/or the price at which the shares are acquired	<p>The cost of acquisition:</p> <table border="1" data-bbox="406 394 1502 1108"> <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 payable in cash and balance 20 % will be payable by way of swap of equity shares of Yaap Digital Limited</td> </tr> <tr> <td>Tranche 2</td> <td>20%</td> <td>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</td> </tr> <tr> <td>Tranche 3</td> <td>20%</td> <td>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</td> </tr> </tbody> </table> <p>The cost of Acquisition for 1st Tranche:</p> <table border="1" data-bbox="406 1213 1461 1654"> <thead> <tr> <th>Sr. No.</th> <th>Consideration type</th> <th>Amount (Amount in Rs.)</th> <th>Status</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Cash Consideration</td> <td>36.96 Cr</td> <td>Paid on March 30, 2026</td> </tr> <tr> <td>2.</td> <td>Share Swap</td> <td>7.66 Cr</td> <td>Swap of Share is under process and shall be completed within 3 months of signing of SPSHA</td> </tr> <tr> <td>3.</td> <td>ENWC</td> <td>12.00 Cr</td> <td>Shall be paid latest by July, 2026</td> </tr> <tr> <td colspan="2">Total Consideration in value</td> <td>56.62 Cr</td> <td></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 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	Sr. No.	Consideration type	Amount (Amount in Rs.)	Status	1.	Cash Consideration	36.96 Cr	Paid on March 30, 2026	2.	Share Swap	7.66 Cr	Swap of Share is under process and shall be completed within 3 months of signing of SPSHA	3.	ENWC	12.00 Cr	Shall be paid latest by July, 2026	Total Consideration in value		56.62 Cr	
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13.	Percentage of shareholding / control	The Buyer will take over 100% of the shareholding of Gozoop Online Private Limited by the end of the third tranche.																																

	acquired and / or number of shares acquired	The Buyer has successfully acquired 480 Equity Shares of Rs. 100 each of Gozoop Online Private Limited representing 60.20 % of total paid up share capital.												
14.	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 which the acquired entity has presence and any other significant information (in brief)	<p>Gozoop Online Private Limited, is 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. The Company 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. The Company’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) three years:</p> <table border="1" data-bbox="407 1031 1268 1213"> <thead> <tr> <th>Sr. No.</th> <th>Financial Year</th> <th>Turnover (In INR) on Consolidated basis</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>2024-2025</td> <td>62,88,08,400</td> </tr> <tr> <td>2.</td> <td>2023-2024</td> <td>46,57,12,070</td> </tr> <tr> <td>3.</td> <td>2022-2023</td> <td>44,97,81,127</td> </tr> </tbody> </table> <p>country in which the acquired entity has presence: India</p>	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
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