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YAAP DIGITAL LIMITED

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2026

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AUDITOR
SHWETA JAIN & CO LLP
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS REPORT

To,
The Members of
YAAP DIGITAL LIMITED
Mumbai

Report on the Audit of the Consolidated Financial Statements :

Opinion:

We have audited the accompanying Consolidated financial statements of **YAAP DIGITAL LIMITED** (hereinafter referred to as the "**Holding Company**") and its subsidiaries (the holding company and its subsidiaries together (refer Note 1 to the accompanying consolidated financial statements) referred to as **"the Group or the company"**) which comprise the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flows for the year then ended and notes to the Consolidated Financial Statements including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "**Consolidated Financial Statements**").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of auditors reports on the separate financial statements of Indian subsidiaries which has been audited by us and also the audited consolidated financial statement of the overseas subsidiary located at UAE having its subsidiary company at UAE and the said consolidated financials has been audited by overseas auditors and for Singapore subsidiary company, we have received financials certified by Indian auditor along with review report there on for the year ended, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") as amended in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2026, of its consolidated Profits and consolidated cash flows for the year ended on that date.

Basis of Opinion :

We have conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence obtained by us and the audit

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evidence obtained by the auditors in terms of their reports referred to in other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Our opinion on the consolidated financial statements, and our report on other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the India auditor for one of the foreign subsidiary.

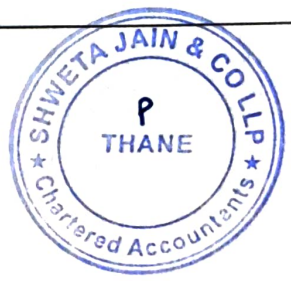
Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended 31 March 2026. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below the key audit matters to be communicated in our report. Our audit procedures, amongst others, include the following :

Disclosure with regards to certain legal and tax matters including uncertain tax positions and presentation of contingent liabilities & other litigations and recognision of Revenue & expenses :

Assessment of litigations and related disclosure of contingent liabilities (Refer Note 1(e) & 1(l) to the consolidated financial statements – "Significant accounting judgments, estimates and assumptions - Provisions and contingent liabilities" and Note 43 to the consolidated financial statements "Contingent liabilities") as at 31 March 2026. The group, in the normal course of business, is contesting various claims and proceedings including matters relating to direct and indirect taxes that arise from time to time. The group assesses the need to make provision or disclose a contingency on a case to-case basis considering the underlying facts of each such litigation or dispute. This assessment is significant to our audit, to assess adequacy of disclosure or provision in the books of account. The accounting and disclosure for contingent liabilities is complex & involves judgment in assessing the outcome of the matter and estimating the potential impact if the outcomes are unfavorable, and the amounts involved are, or can be, material to the consolidated financial statements. Considering the amounts, which can be material and involves significant management judgments and estimation, we have identified this as a key audit matter.

The group operates in the tax jurisdiction with certain tax exemption/ deduction that may be subject to challenge and audit by the tax authorities. Further, there are open tax matters under litigation with the Income tax authorities.



As at 31st March, 2026, the Company has disclosed various tax matters under the detailed note given under contingent liabilities.

These are key audit matter, as evaluation of these matters requires management judgment and estimation, related legal advice including those leading to interpretation of laws and regulations and application of relevant judicial precedents to determine the probability of the outflow of economic resources due to associated uncertainty related to the outcome of these tax and litigation matters for recognizing provisions, disclosing contingent liabilities and making related disclosures in the consolidated financial statements. Our audit procedures relating to provisions recognized and contingencies disclosed with regard to certain legal and tax matters included the following:

- We performed our assessment on a test basis on the underlying calculations supporting the contingent liabilities/other significant litigations disclosed in the consolidated financial statements.

- Understanding and evaluating the design and testing the operating effectiveness of controls over the recognition, measurement, presentation and disclosures made in the consolidated financial statements in respect of these matters;

- Obtaining details of legal and tax matters, inspecting the supporting documents to evaluate management's assessment of probability of outcome and the magnitude of potential loss as well as testing related to provisions and disclosures in the financial statements through inquiries with the management and legal counsel;

- Assessing on test basis on the underlying calculation supporting the disclosure of litigation in the consolidated financial statements;

- Reviewing orders and other communication from tax and regulatory authorities and management responses thereto;

- Assessing the management expert's legal advice and opinion, as applicable, obtained by the Group's management to corroborate management assessment and evaluating competence and capabilities of the experts; and

- Based on the above procedures performed, evaluated appropriateness and adequacy of the disclosures of the contingent liability made in the Consolidated financial statements in accordance with the requirements of AS 29 - 'Provisions, Contingent Liabilities and Contingent Asset' and Ind AS 22 - 'Income Taxes'.

With respect to the recognition of the revenue (Refer Note 1(r), the company recognizes accrued income in case of the services provided or delivered to customers which are in

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continuance process and the invoices has not been raised till the year ended. Such recognition has been done based on the management judgment related to the accrual of the income for the completion of work under the continuance process of services & invoices are pending to raise due to the agreed term of raising invoices to the client. Further in case of expenses payable towards the revenue accounted, the same has been provided in the books under the provisions for expenses. Such expenses incurred towards the project work in progress for the client and the same has been identified and shown as project cost work in progress on the reporting date. The recognition of such income & expenses as mentioned in above Para are based on the prudence & judgments of the management of the company.

Information other than the Consolidated Financial Statements and Auditors Report thereon:

The holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the integrated annual report, Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements and our auditor's report thereon. The integrated annual report of the holding company including the Director's report, Chairman's statement, Management Discussion and Analysis and report on corporate governance is expected is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information when it is made available to us and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during our audit or otherwise appears to be materially misstated.

When we read the holding Company's integrated annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe necessary actions, as applicable under the relevant laws and regulations.

Responsibilities of Management and Board of Director's and those charged with governance for the Consolidated Financial Statements:

The holding company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 (hereinafter referred to as "the

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Act") with respect to the preparation and presentation of these consolidated financial statement in terms of requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, the consolidated Balance Sheet, consolidated Profit & Loss Account and consolidated cash flows of the group in accordance with the accounting principles generally accepted in India including the accounting Standards notified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.

The respective Management and Board of Directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the each company/entity and for preventing and detecting frauds and other irregularities, the selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company located in India and overseas.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements :

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of the accounting policies used and the reasonableness of the accounting estimates and related disclosures made by management and Board of Directors.

- Conclude on the appropriateness of management and Board of Director's use of the going concern basis of accounting in preparation of consolidated financial statements and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group (company and subsidiaries) to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors. We

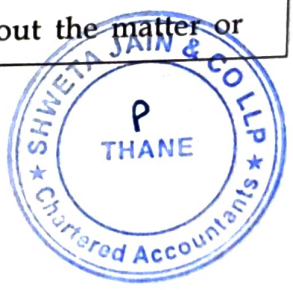


are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, we have been provided the audited consolidated financial statement of the overseas subsidiary located at UAE having its subsidiary company at UAE and the said consolidated financials has been audited by overseas auditors and for Singapore subsidiary company for which we have financials certified by Indian auditor along with review report there on for the year then ended has been taken for consolidation. The management and Board of Directors remain responsible for the direction, supervision and performance of the audit carried out by such other auditors for which financial statements of such entities provided to us. We remain solely responsible for our audit opinion. Our responsibilities in this regard has been further described in 'Other Matters' of this audit report for the year.

We believe that the audit evidence obtained by us for Indian holding & subsidiary companies and based on the audited consolidated financial statement of the overseas subsidiary located at UAE having its subsidiary company at UAE and the said consolidated financials has been audited by overseas auditors and received their auditors report and for Singapore subsidiary company for which we have received certified balance sheet from the Indian auditor along with the review report there on for the year then ended provided to us for the overseas subsidiaries in terms of their reports & financial statement details, as referred to in sub-paragraph of the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statement.

We communicate with those charged with governance of the holding company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards from the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended 31 March 2026 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or



when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter & related Key audit points:

1) We have audited the financial statements of Subsidiary i.e. **FFC Information Solution Private Limited** whose financial statements reflect total assets of ₹ 28.71 Lakhs as at 31st March 2026, Total outside Liabilities of ₹ 0.22 Lakhs, net cash flows amounting to ₹ (1.50) lakhs and total revenues including other income of ₹ 0.01 and Profit Before Tax of Rs (8.99) Lakhs for the year ended on that date, as considered in the consolidated financial statements. These Financial statements has been audited by us and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports given in the standalone Balance sheet of that company.

2) We have audited the financial statements of Subsidiary i.e. **Brand Planet Consultants India Private Limited** whose financial statements reflect total assets of ₹ 548.30 Lakhs as at 31st March 2026, Total outside Liabilities of ₹ 129.90 Lakhs, net cash flows amounting to ₹ (15.08) lakhs and total revenues including other income of ₹ 1149.63 Lakhs and Profit Before tax of Rs 26.68 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These Financial statements has been audited by us and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports given in the standalone Balance sheet of that company.

3) We have audited the financial statements of Subsidiary i.e. **Oplifi Digital Private Limited** whose financial statements reflect total assets of ₹ 603.47 Lakhs as at 31st March 2026, Total outside Liabilities of ₹ 381.72 Lakhs, net cash flows amounting to ₹ (3.00) lakhs and total revenues including other income of ₹ 908.83 Lakhs and Profit before tax of Rs (188.41) Lakhs for the year ended on that date, as considered in the consolidated financial statements. These Financial statements has been audited by us and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports given in the standalone Balance sheet of that company.

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4) We did not audit the financial statements of foreign subsidiary named **Intnt Asia Pacific PTE Ltd** located at Singapore whose financial statements reflect total assets of ₹ 309.34 lakhs as at 31st March 2026, Total outside Liabilities of ₹ 134.65 Lakhs, total revenues of ₹ 532.19 lakhs and Profit Before Tax of Rs 38.58 Lakhs, as considered in the consolidated financial statements. We have been provided financials certified by Indian auditor along with review report there on for the year ended with respect to this ovearseas subsidiary company. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the information's & the Financial statement made available to us by the management.

5) We did not audit the financial statements of foreign subsidiary named **Yaap Digital FZE** located at Fujairah Free Zone, UAE . This subsidiary has step down subsidiary company named **Yaap Digital FZ LLC Dubai, UAE.** We have been provided the consolidated balance sheet of UAE entity by the management of the holding company. The said Balance sheet has been audited by overseas auditor. We have consolidated based on the consolidated audited Balance sheet of said UAE subsidiary provided to us by the management. The consolidated financial figures has total assets of ₹ 2237.64 lakhs as at 31st March 2026, total outside Liabilities of ₹ 2783.66 Lakhs and total revenues of ₹ 3585.35 Lakhs and Profit Before Tax of Rs 517.97 Lakhs which has been considered for these consolidated financial statements. The overseas audited financial statements has been provided to us by the Management for the UAE holding company and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the said audited consolidated financial statement provided to us by the management.

6) We have audited the financial statements of Subsidiary i.e. **GoZoop Online Private Limited** whose financial statements reflect total assets of ₹ 4068.41 Lakhs as at 31st March 2026, Total outside Liabilities of ₹ 1046.13 Lakhs, net cash flows amounting to ₹ 1083.83 lakhs and total revenues including other income of ₹ 4865.98 Lakhs and Profit Before tax of Rs 1257.47 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These Financial statements has been audited by other Auditor whose report is submitted to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to

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the aforesaid subsidiary, is based solely on the reports given in the standalone Balance sheet of that company.

7) We report that the consolidated financial statement have been prepared by the company in accordance with the requirements of accounting standard AS-21, for the consolidated financial statement, issue by the institute of chartered accountant of India and on the basis of separate audited financial statement of Yaap Digital Limited and the audited financial statements of its aforesaid subsidiaries included in consolidate financial statement and on the basis of assumptions as narrated in the notes to consolidated accounts.

8) On the basis of information and explanation given to us and on the consideration of separate audit reports on individual audited financial statement of Yaap Digital Limited and audited financial statements of its aforesaid subsidiaries are subject to assumptions and the basis of consolidation as disclosed in notes to accounts.

9) Our opinion on the consolidated financial statements and our report on other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

Report on other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

2. As required by section 143(3) of the Act, we report, to the extent applicable, that :

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statement.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the auditor's reports of the other Indian subsidiaries and except the matter stated in 2(g)(vi) below.

   c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss including the consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of account and reports maintained for the purpose of preparation of the consolidated financial statements.

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d) In our opinion, the aforesaid Consolidated financial statements comply with the accounting standards specified under section 133 of the Act.

e) On the basis of written representations received from the directors of the holding company as on 31st March 2026, and taken on record by the Board of Directors, of the holding Company, none of the directors of the Group companies incorporated in India is disqualified as on 31st March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the group with reference to consolidated financial statements of the holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**. Our Report express the unmodified opinion on the adequacy and operating effectiveness of the group's internal financial control with reference to consolidated financial statements.

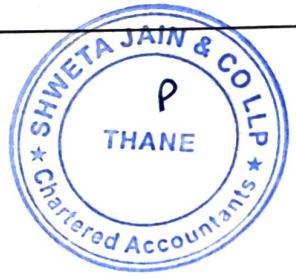
g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Act of the Act.

h) With Respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the companies (Audit and Auditors) Rules, 2014, in our Opinion and to the best of our information and according to the explanations given to us, we report that :

i. The Group does not have any material pending litigations which would impact its financial position in consolidated financial statement except as disclosed in note no 43 to the consolidated financial statement.

ii. The group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the year ended 31st March 2026.

iii. There were no amounts which is required to be transferred to the Investors Education and Protection Fund by the Group companies incorporated in India during the year ended 31st March 2026.



iv.

a) The management of holding company has represented that, to the best of its knowledge and belief other than as disclosed in the notes to accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b) The management of holding company has represented that to the best of its knowledge and belief other than as disclosed in the notes to accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (d) (i) and (d) (ii) contain any material mis-statement.

v. No dividend has been declared or paid during the year by the holding Company or its subsidiary companies incorporated in India.

vi. In respect of Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 proviso Rule 3(1) of the Companies (Accounts) Rules, 2014 we herewith report that based on our examination which included test checks, **the holding company and its subsidiaries located in India** has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, for the year where the audit trail log facility were enabled and operated throughout the year for the respective accounting software, we did not come across any instance of audit trail feature

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being tampered with. We do not report any opinion on this matter related to the foreign subsidiaries included in our consolidated report.

FOR SHWETA JAIN & CO LLP.
CHARTERED ACCOUNTANTS
F.R.N. : 127673W/W101149

Priyanka

PRIYANKA JAJU
(Partner)
Membership No. : 416197
Place : Mumbai
Date : 29th May, 2026
UDIN No : 26416197XSQAOD2559

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ANNEXURE " A "TO THE INDEPENDENT AUDITOR'S REPORT :

(As referred to in Paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report to the members of **YAAP DIGITAL LIMITED** on the accounts as at and for the nine months period ended 31st March 2026) to the best of our informations and according to the explanations provided to us by the company and the and records examined by us in the normal course of audit, we state that :

(xxi) With reference to the clause 3 (xxi) of the Order, there are no qualifications & adverse remark given by the respective auditor of the group companies in their auditor's report included in the consolidated financial statements with respect to the subsidiary companies incorporated in India and further with respect to the audited financials of the overseas subsidiaries where in audit report of the consolidated financial statement of UAE subsidiary submitted to us and the review report given by the Indian Auditor with respect to the financial statement of the Singapore subsidiary company and included in the consolidated report.

FOR SHWETA JAIN & CO LLP.
CHARTERED ACCOUNTANTS
F.R.N. : 127673W/W101149

Priyanka

PRIYANKA JAJU
(Partner)
Membership No. : 416197
Place : Mumbai
Date : 29th May 2026
UDIN No : 26416197XSQAOD2559

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ANNEXURE " B "TO THE INDEPENDENT AUDITOR'S REPORT:

Report on the Internal Financial controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of the holding company **YAAP DIGITAL LIMITED** ("hereinafter referred to as **"the Holding Company"**) which is the company incorporated in India and subsidiary companies which are companies incorporated in India, in conjunction with our audit of the consolidated financial statements of the holding company, as of and for the year ended 31st March 2026.

Management's and Board of Directors Responsibility for Internal Financial Controls:

The company's management and Board of Directors of the holding Company and its subsidiary companies to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to consolidated financial statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company and subsidiary companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility :

Our responsibility is to express an opinion on the holding Company's internal financial controls which is company incorporated in India with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to the consolidated financial statement. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the consolidated financial statement were established and maintained and if such controls operated effectively in all material respects.

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Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained and the audit evidence obtained by the other auditors with reference to the companies under the group incorporated in India in terms of their reports referred to in the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to Consolidated financial statements.:

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that :

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of the consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements:

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with Reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

Opinion :

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors referred to in the other Matters with respect to the four subsidiary companies in group which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to the financial statement and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2026, based on the internal control over financial reporting criteria with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters:

Our aforesaid reports under Section 143(3)(i) of the Act, on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to financial statements of companies in the group Incorporated in India, to the extent applicable, is based on the corresponding reports of the auditors of such companies. Our opinion is not modified in respect of this matter.

FOR SHWETA JAIN & CO LLP.

CHARTERED ACCOUNTANTS
F.R.N. : 127673W/W101149

Priyanka

PRIYANKA JAJU
(Partner)
Membership No. : 416197
Place : Mumbai
Date : 29th May 2026
UDIN No : 26416197XSQAOD2559

SHWETA JAIN & CO LLP ★ Chartered Accountants ★ THANE

YAAP DIGITAL LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2026

Rs in Lakhs

Particulars	Note	As at 31st March 2026		As at 31st March 2025	
EQUITY AND LIABILITIES					
Shareholders' funds				171.20	
Share capital	2	2,093.30		2,054.06	
Reserves and surplus	3	8,753.31			2,225.26
			10,846.61	-	
Minority Interest	4	1,205.89			-
			1,205.89		
Non-current liabilities				1,719.99	
Long-term borrowings	5	1,802.09		194.06	
Long-term Provision	6	183.48			1,914.04
			1,985.57		
Current liabilities				559.61	
Short-term borrowings	7	1,386.83			
Trade payables				609.93	
a. Dues of Micro & Small Enterprises	8	43.59		4,243.29	
b. Dues to Others	8	3,192.46		1,929.82	
Other current liabilities	9	1,356.90		28.33	
Short-term provisions	10	1,631.81			7,370.98
			7,611.60		11,510.29
TOTAL			21,649.66		
ASSETS					
Non-current assets					
Property, Plant and Equipment & Intangible assets				298.34	
Property, Plant and Equipment	11	673.07		1,191.23	
Intangible assets	11	4,399.19		-	
Intangible assets (WIP)		495.72		0.50	
Non-current investments	12	556.47		43.65	
Deferred tax assets (net)	13	116.48		15.33	
Long-term loans and advances	14	10.84		129.18	
Other non-current assets	15	223.15			1,678.23
			6,474.91		
Current assets				4,065.35	
Trade receivables	16	7,911.20		5,143.42	
Cash and cash equivalents	17	4,446.93		15.47	
Short-term loans and advances	18	76.93		607.82	
Other current assets	19	2,739.70			9,832.06
			15,174.76		11,510.29
TOTAL			21,649.66		
Significant Accounting Policies	1 to 46				
Notes on Financial Statements					

As per our report of even date

For SHWETA JAIN & CO LLP
Chartered Accountants
F.R.N. : 127673W/W101149

Priyanka

PRIYANKA JAJU
Partner
Membership No. : 416197
Place : Mumbai
Date : 29th May 2026
UDIN : 26416197XSQAOD2559

SHWETA JAIN & CO LLP ★ Chartered Accountants ★ THANE

For and on behalf of the Board of Directors

ATUL HEGDE
Chairman and Managing Director
DIN No. 02699927
Date: 29th May 2026

SUDHIR MENON
Director
DIN No. 02487658
Date: 29th May 2026

S. J. Madhvi

SHYAMAL MADHVI
Chief Financial Officer
Date: 29th May 2026

YAAP DIGITAL LIMITED

Tiwari

SHIVANI TIWARI
Company Secretary
Membership No. A54854

YAAP DIGITAL LIMITED

CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2026

Rs in Lakhs

Particulars	Note	As at 31st March, 2026	As at 31st March, 2025
INCOME			
Revenue from operations	20	18,488.90	15,254.49
Other income	21	383.75	185.16
Total Revenue		**18,872.65**	**15,439.65**
EXPENDITURE			
Direct Expenses	22	9,310.86	10,238.96
Employee benefits expense	23	4,328.27	2,263.23
Finance costs	24	176.97	159.08
Depreciation and amortisation expense	25	126.73	31.82
Other Expenses	26	2,059.62	1,259.15
Total Expenses		**16,002.46**	**13,952.24**
PROFIT/(LOSS) BEFORE TAX		**2,870.19**	**1,487.40**
TAX EXPENSES			
Current tax expense	27	673.76	305.09
Short/ (Excess) provision of tax for earlier years	27	20.68	(0.39)
Deferred tax charge/ (credit)	27	(44.27)	61.21
PROFIT/(LOSS) AFTER TAXATION		**2,220.02**	**1,121.50**
Minority Interest		**373.87**	**-**
PROFIT/(LOSS) FOR THE YEAR		**1,846.15**	**1,121.50**
Earning per equity share of face value of ₹ 10 each			
Basic (in ₹)	28	**12.10**	**67.26**
Diluted (in ₹)	28	**12.10**	**67.26**
Significant Accounting Policies Notes on Financial Statements	1 to 46		

As per our report of even date

For and on behalf of the Board of Directors

For SHWETA JAIN & CO LLP
Chartered Accountants
F.R.N. : 127673W/W101149

PRIYANKA JAJU
Partner
Membership No. : 416197
Place : Mumbai
Date: 29th May 2026
UDIN : 26416197XSQAOD2559

SHWETA JAIN & CO LLP ★ Chartered Accountants ★ THANE

ATUL HEGDE
Chairman and Managing Director
DIN No. 02699927
Date: 29th May 2026

SHYAMAL MADHVI
Chief Financial Officer
Date: 29th May 2026

YAAP DIGITAL LIMITED

SUDHIR MENON
Director
DIN No. 02487658
Date: 29th May 2026

SHIVANI TIWARI
Company Secretary
Membership No. A54854
Date: 29th May 2026

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2026

Rs in Lakhs

A CASH FLOW FROM OPERATING ACTIVITIES	As at 31st March, 2026		As at 31st March, 2025	
Net Profit (Loss) before Tax		2,870.19		1,487.40
Adjustments for :				
Add : Depreciation	126.73		31.82	
Add : Interest & Finance Charges	176.97		159.08	
Add : Loss / (Profit) on Sale of Fixed Assets	1.96		(0.07)	
Less : Adjustments in Reserves	(52.28)		(29.72)	
Less :Deferred tax under acquisition	(28.56)			
Less : Minority Interest	(373.87)		-	
Less : Interest Income	(27.43)	(176.49)	(3.47)	157.65
Operating Profit before Working Capital Changes		2,693.70		1,645.05
Adjustments for:				
(Increase)/Decrease in Long Loans & Advances	4.49		(19.77)	
(Increase)/Decrease in Other Non Current Assets	(93.97)		(50.97)	
(Increase)/Decrease in Trade receivables	(3,845.85)		(3,047.35)	
(Increase)/Decrease in Short Loans & Advances	(61.46)		(27.10)	
(Increase)/Decrease in Other Current Assets	(2,131.88)		(64.92)	
Increase/(Decrease) in Long Term Provisions	(10.57)		93.36	
Increase/(Decrease) in Minority Interest	1,205.89		-	
Increase/(Decrease) in Trade Payables	(1,617.17)		2,403.13	
Increase/(Decrease) in Other Current Liabilities & Provisions	1,030.57	(5,519.95)	(1,228.35)	(1,941.96)
Cash generated from Operations		(2,826.25)		(296.91)
Income Tax Paid		(694.44)		(304.70)
NET CASH FLOW FROM/ (USED IN) OPERATING ACTIVITIES		**(3,520.69)**		**(601.61)**
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment		(505.03)		(277.20)
Intangible Assets (WIP) / Purchase of Intangible Assets		(495.72)		(10.00)
Goodwill in Subsidiary		(3,206.74)		-
Proceed from Sale of Property, Plant and Equipment		0.40		0.16
Investment in Quoted Equity Shares & Other Investments		(555.97)		-
Interest Received		27.43		3.47
Dividend Received		-		-
NET CASH FLOW FROM/ (USED IN) INVESTING ACTIVITIES		**(4,735.63)**		**(283.58)**
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Long term borrowings		82.10		220.52
Proceeds from Short Term borrowings		827.22		(215.07)
Proceeds from Issues of Equity Shares		552.50		6.40
Proceeds from Share Premium Account		7,458.75		81.41
Share issue Expenses		(1,183.78)		(21.38)
Interest & Finance Charges		(176.97)		(159.08)
NET CASH FLOW FROM FINANCING ACTIVITIES		**7,559.83**		**(87.20)**
D. NET INCREASE/(DECREASE) IN CASH AND CASH				
Net Increase in Cash & Cash Equivalents (A) + (B) + (C)		(696.49)		(972.39)
Cash and Cash Equivalents at the beginning of the period		5,143.42		6,114.31
Cash and Cash Equivalents at the end of the period		**4,446.93**		**5,143.42**
Net Increase in Cash & Cash Equivalents as at		(696.49)		(970.89)
Reconciliation of cash and cash equivalentsat end of the year with Balance Sheet:				
Cash and cash equivalents as per balance sheet (As per Note 17)				
Cash on hand		5.98		0.06
In Rupees				
Balances with banks:		395.60		1,932.49
- On current accounts		4,045.35		-
Fixed deposits with maturity of less than 3 months *		-		3,210.87
Balance in Liquid Fund		4,446.93		5,143.42
TOTAL				

As per our report of even date

For SHWETA JAIN & CO LLP
Chartered Accountants
F.R.N. : 127673W/W101149

PRIYANKA JAJU
Partner
Membership No. : 416197
Place : Mumbai
Date: 29th May 2026
UDIN : 26416197XSQAOD2559

SHWETA JAIN & CO LLP ★ Chartered Accountants ★ THANE

For and on behalf of the Board of Directors

ATUL HEGDE
Chairman and Managing Director
DIN No. 02699927
Date: 29th May 2026

SUDHIR MENON
Director
DIN No. 02487658
Date: 29th May 2026

SHYAMAL MADHVI
Chief Financial Officer
Date: 29th May 2026

SHIVANI TIWARI
Company Secretary
Membership No. A54854
Date: 29th May 2026

VYAPAR DIGITAL LABS

YAAP DIGITAL LIMITED
(CIN NO : L74900MH2016PLC274104)

NOTES TO CONSOLIDATED FINANCIAL STATEMENT YEAR ENDED 31ST MARCH 2026

NOTE 1:

I. CORPORATE INFORMATIONS :

The Consolidated Financial Statements comprise Financial statements of **YAAP DIGITAL LIMITED** (**"the holding company"**) and its subsidiaries (collectively referred to as "the Group or the company") for the year ended 31st March 2026.

YAAP DIGITAL LIMITED ("the holding company" or "the Company") is a Limited Company domiciled in India, incorporated under the provisions of Companies Act 2013.. The company has been engaged in the business of providing digital advertising agency services, digital Influencer services, organizing various events & media campaigns for the clients & related services. The subsidiary companies are also engaged in the same segment of the business activities. The holding company has been listed to the SME plat form of the National stock Exchange during the year and consequent to the Initial Public offer during the year, the CIN No of the holding company has been changed on the MCA portal as on dated of balance sheet from earlier CIN U74900MH2016PLC274104 to L74900MH2016PLC274104.

The holding company has the following subsidiary companies :

1. Oplifi Digital Private Limited
2. Brand Planet Consultants India Private Limited
3. FFC Information Solution Private Limited
4. Intnt Asia Pacific Pte Ltd Singapore
5. YAAP Digital FZE UAE
6. GoZoop Online Pvt Ltd Private Limited (Acquired during the year)

The company has further step-down subsidiary named YAAP Digital FZ LLC at UAE which is subsidiary of the company YAAP Digital FZE, UAE. The audited consolidated financial statement of the UAE subsidiary is forming part of the consolidated financial statement of the group.

The consolidated Financial Statements for the year ended on 31st March 2026, has been approved by the Board of Directors of the company in their meeting held on 29th May 2026, presents the financial position of the Group.

II. SIGNIFICANT ACOUNTING POLICIES :

a) Basis of Preparation of consolidated financial Statement:

The accompanying consolidated financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting standards prescribed in the Companies

(Accounting Standards) Rules, 2014 issued by the Central Government which continue to apply under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Companies Act, to the extent notified and applicable. The accounting is on the basis of a going concern concept and the accounting policies adopted in the preparation of financial statements are consistent with those of the previous year unless otherwise specified.

The Consolidated financial statements comprises the Consolidated Balance Sheet as at 31 March, 2026, the Statement of Consolidated Profit and Loss for the year ended 31 March 2026 and the Statement of Consolidated Cash Flows for the year ended 31 March 2026 and material accounting policies, notes & other explanatory information (together hereinafter referred to as **'Consolidated Financial Statements'**).

b) **Basis of Consolidation :**

The material accounting policies adopted in preparation of the consolidated financial statements has been disclosed in the pertinent note along with other information. All accounting policies has been consistently applied to all the year presented in the consolidated financial statements unless otherwise stated. The Consolidated financial statements of the group have been prepared on the following basis:

i. The consolidated Financial Statement of the group are prepared in accordance with accounting standard 21 "Consolidated Financial Statements" as notified by Accounting standards prescribed in the Companies (Accounting Standards) Rules, 2014.

ii. The Consolidated financial statement of the group have been consolidated on line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after eliminating all assets and liabilities, equity, income, expenses and cash flows relating to transactions including unrealized gain / loss from such transactions between the Group has been eliminated in full on consolidation.

iii. The consolidated Financial Statement have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the group's standalone financial statement.

iv. The functional currency of foreign subsidiaries is the currency of the primary economic environment in which the entity operates therefore the assets and

liabilities of such subsidiaries has been retranslated at the exchange rate prevailing on the balance sheet date and Statement of the profit and loss account of such entities has been translated using weighted average exchange rates. Exchange gains and losses arising on restatement has been recognized as translation reserves in the balance sheet. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies has not been retranslated.

v. The difference between the costs of investment in the subsidiaries over the net assets at the time of acquisition of shares in the subsidiary has been recognized in the financial statement as goodwill or capital reserve, as the case may be.

c) **Functional and Presentation currency:**

These consolidated financial statements are presented in Indian rupees (INR) in lakhs which is also the functional currency of the holding company and its Indian subsidiary companies. All amounts have been rounded off to the nearest lakhs rupees, the upward and downward wherever required unless otherwise indicated. The functional currency of foreign subsidiaries is the currency of the primary economic environment in which the entity operates. Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. The Items of the profit & loss account in case of foreign subsidiaries has been translated at average of closing rate of each month for the year forming part of the financial statements. Foreign currency denominated monetary assets and liabilities are retranslated at the exchange rate prevailing on the balance sheet date. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

d) **Current / non-current classification**

The consolidated financial statement presents assets and liabilities in the balance sheet based on current/ non-current classification as required as per Schedule III to the Companies Act 2013 .

An asset is classified as current when it is :

i) Expected to be realized or intended to be sold or consumed in normal operating cycle.

ii) Held primarily for the purpose of trading, or

iii) Expected to be realized within twelve months after the reporting period. or

iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified current when :

i) It is expected to be settled in normal operating cycle;
ii) Held primarily for the purpose of trading, or
iii) It is due to be settled within twelve months after the reporting period; or
iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified as non-current assets and liabilities except the investment in subsidiary company which has been considered under non current Investments and the deferred tax assets and liabilities has been classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Further the management of the company provide the inputs related to the particular assets & liability whether the same is recoverable & payable within the operating cycle and to be considered as current assets & liabilities or the same is recoverable or payable after the said operating cycle and to be considered as noncurrent. The classification of current & noncurrent has further been made based on the prudence of the same as given by the management.

e) **Use of Estimates, judgments and assumptions:**

The preparation of consolidated financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of financial statements and the reported amount of revenue and expenses during the year ended. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from those estimates used in preparing the accompanying financial statements. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized.

YAAP DIGITAL LIMITED
(CIN NO : L74900MH2016PLC274104)

NOTES TO CONSOLIDATED FINANCIAL STATEMENT YEAR ENDED 31ST MARCH 2026

The following are the areas involving critical estimates and judgments :

- Useful life of property, plant and equipment :
- Provision for litigations and contingencies:
- Recognition of Deferred Tax
- Fair Valuation of Financial instruments
- Valuation of inventories
- Impairments
- Recognisation of the revenue for ongoing projects
- Evaluation of recoverability of deferred tax assets and estimation of income tax payable and income tax expense in relation to an uncertain tax position Provisions and Contingencies & Tax litigations.

Managements Judgments related to the Provisions and contingencies, estimation of income tax payable and income tax expense in relation to an uncertain tax position and estimation of and are further areas involving critical estimates and judgments for which detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

f) **Property, Plant & Equipment:**

i) The cost of PPE is recognized as an asset only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. After initial recognition, the group follows cost model. PPE are carried at cost of acquisition or construction less accumulated depreciation/amortization and/or accumulated impairment loss, if any. The cost of an item of PPE comprises its purchase price, levies and any directly attributable cost of bringing the asset to its working condition for its intended use, any trade discounts and rebates are deducted in arriving at the purchase price.

ii) Subsequent expenditures related to an item of PPE has been added to its book value only if that increase the future benefits from the existing asset beyond its previously assessed standard of performance.

iii) PPE under construction/development which are not ready for use at the Balance Sheet date are disclosed as capital work-in-progress.

iv) A PPE is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

v) Losses arising from retirement and gains or losses arising from disposal of the PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

vi) Advances paid for acquisition/construction of PPE which are not ready for their intended use at each Balance Sheet date are disclosed under loans and advances as advances on capital account.

g) **Intangible assets:**

a) An intangible asset is recognized as an asset only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Intangible assets are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less accumulated amortization and/or any accumulated impairment loss.

b) Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates.

c) An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

d) Intangible Assets under construction/development which are not ready for use at the Balance Sheet date are disclosed as Intangible under development.

e) Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

h) **Intangible Assets Under Development :**

Expenditure incurred on acquisition/development of intangible assets which are not ready for their intended use at the balance sheet date has been disclosed under intangible assets under development -WIP.

i) **Depreciation and Amortisation**

a) Depreciation on the Property, Plant & Equipment is charged on straight line method. Depreciation has been charged over the estimated useful lives of the assets as specified in schedule II of the companies Act, 2013 and as per the actual

useful life of the assets & present conditions of that assets as estimated by the management. The following is the useful life adopted :

Asset Description	Useful Life (Years)
Computer & Printers	3 Years
Office Equipment	5 Years
Vehicle	8 Years
Furniture	10 Years

In case of the foreign subsidiary, the depreciation has been considered as provided in the audited financial statements as per the rate of depreciation prevailing in the particular jurisdiction of the company.

b) As per schedule II of the Companies Act 2013, fixed assets whose useful life has been expired, are shown at residual value @ 5% of cost except intangible assets, if any.

c) Depreciation is provided on a pro-rata basis i.e. from the date on which asset is ready for use.

d) The residual value, useful lives and method of depreciation are reviewed by the management at each financial year-end and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the revised remaining useful life.

e) The Intangible assets comprising of Computer Software are amortized on straight line method over useful life estimated by the management as 5 Years.

j) **Impairment of assets**

a) PPE and intangible assets are reviewed at each reporting date to determine if there is any indication of impairment. For the assets in respect of which any such indication exists at the reporting date, the asset's recoverable amount is estimated.

b) For the purpose of impairment testing, assets are grouped together into the smallest group of assets (cash generating unit or CGU) that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

c) The recoverable amount of an asset or CGU is the greater of its value in use and its net selling price. Value in use is the present value of the estimated future cash flow expected to arise from the continuing use of an asset and from its disposal at the end of the useful life.

d) If such recoverable amount of the asset or the recoverable amount of the CGU to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of amortized historical cost.

k) **Goodwill :**

Goodwill represents the excess of the purchase price over the fair value of the identifiable net assets of acquired companies. Goodwill arising out of business combination is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGU") expected to benefit from the synergies of the combination.

Goodwill has not been amortized, instead it is tested for impairment annually, or more frequently if indication of impairment exists. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognized for goodwill has not to be reversed in a subsequent year.

l) **Provisions and Contingent Liabilities**

Contingent liability is :

a) A possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or

b) A present obligation that arises from past events but is not recognized because

(i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(ii) The amount of the obligation cannot be measured with sufficient reliability.

Provision is recognized when there is a present obligation as a result of past event. It is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviews at each balance sheet and adjusted to reflect the vest current estimate.

Contingencies are disclosed by way of notes of the balance sheet. Provision is made in the books for those contingencies which are likely to materialized into liabilities after the year end till the finalization of accounts and having material effect on position stated in the balance sheet.

Contingent liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement, unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets are not accounted in the financial statements unless an inflow of economic benefits is probable.

m) **Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization. All other borrowing costs are recognized in profit or loss in the year in which the same has been accrued or incurred.

n) **Taxation:**

The current tax payable is based on the taxable profit for the year based on applicable rate of taxes of the particular country to which the group entities belongs. Taxable

profit differs from profit before tax as reported in the statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The current tax is calculated using the tax rates tax laws that have been enacted or substantially enacted by the end of the reporting year. Provisions for current income taxes are presented in the balance sheet after offsetting advance tax & TDS paid for the relevant year.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the company's financial statements and the corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets and liabilities are recognized only if there is reasonable/virtual certainty of its realization.

o) **Investments**

Investments which are readily realizable and is convertible in cash and cash equivalents such as investment in liquid funds are forming part of the cash & cash equivalents whereas investments intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current & non-current investments are carried in the financial statements at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

p) **Cash and Cash Equivalents**

For the purpose of presentation in the consolidated Balance sheet, Cash and Cash equivalents comprises cash at bank and cash on hand and highly liquid investments with an original maturity (or with an option to or can be readily converted or liquidated into cash) of three months or less, which are subject to an insignificant risk of changes in value. Cash and Cash Equivalents consist of balances with banks which are unrestricted for withdrawals and usages.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENT YEAR ENDED 31ST MARCH 2026

q) **Cash Flow Statement**

Cash flow statement is reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

r) **Revenue Recognition:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. In case of revenue from operations, the revenue is recognized as and when services are provided. Income & Expenditures are accounted on accrual basis as and when income accrues or expenses incurred. The company further recognizes accrued income in case of the services to provided to customers are in continuance process and the invoices has not been raised till the year ended. Such recognition has been done based on the management judgment related to the accrual of the income for the completion of work under the continuance process of services & invoices are pending to raise due to the agreed term of raising invoices to the client. Other Items of revenue are recognized in accordance with the accounting Standard (AS-9). In case of expenses payable towards the revenue so accounted, the same has been provided in the books under the provisions for expenses. Further in case of the expenses incurred towards the project work in progress for the client, the same has been identified and shown as project cost Work in progress on the reporting date. The recognition of such income & expenses as mentioned in this para are based on the prudence of the management of the company.

Sale of Services & other operating Revenue :

Revenue is recognized by Proportionate completion method excluding GST. In case the advance billing has been done to the client and accounted for than the same is identified as advance revenue and transferred to Advance Revenue Billed as on the date of the balance sheet.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENT YEAR ENDED 31ST MARCH 2026

Foreign Exchange Fluctuations :

As the group has earning & expenditures in foreign currency therefore Profit and gains from the foreign exchange fluctuation from the receipts & payments of debtors & creditors and also the fluctuation on restatement of their balances at the year ended is forming part of the Income or expenditure, as the case may be, in the profit & loss account. Balances of outstanding amounts in foreign currency has been restated at the exchange rate prevailing on the date of the Balance sheet.

Other Income :

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the normal interest rate as applicable. Other Income has been recorded where no significant uncertainty as to measurability or collectability exists. Further Income from investment is also forming part of the other income as and when the same has been realized.

s) **Employee Benefits :**

Employee benefits in case of the Indian companies forming part of the group has been recognized as follows :

Short-term Employee Benefits:

All employee Benefits such as Salaries, wages and short term compensated absences including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the year ended and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post-employment benefits

a) **Defined contribution plans**

The Group makes defined contributions to Employee Provident Fund which is defined contribution schemes. The contribution paid/payable under these schemes has been recognized during the year in which the employee renders the related services which are recognized in the Statement of Profit and Loss on accrual basis during the year ended in which the employee renders the services.

Provident fund: The employees of the Group are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary). The contributions as specified under the law are made to the provident fund and pension fund administered by the Regional Provident Fund Commissioner. The Company recognizes such contributions as an expense when incurred.

b) Defined benefit plans

The defined benefit obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting year, regardless of when the actual settlement is expected to occur where as in case the liability is not payable in next twelve months than the same has been shown under non current labilities.

In case of foreign subsidiaries included in the group, there is no such defined legal obligations and the same has been provided in the books of accounts on the basis the prevailing practices in the respective countries.

Gratuity : The Group has identified the liability under Payment of Gratuity Act has been determined on the basis of actuarial valuation made by the registered actuarial valuer at the year ended for the holding company and the Indian subsidiaries. The holding company and Indian subsidiaries has identified the gratuity liability for the year & the same has been debited to profit & Loss account and provision has been accounted for the liability till the end of the year. The total gratuity liability has been calculated at the calendar year ended using the projected unit credit method.

The obligations are measured at the present value of the estimated future cash flows using a discount rate based on the market yield on government securities where the terms of government securities are consistent with the estimated terms of the defined benefit obligations at the Balance Sheet date. The Indian Companies forming part of the group has recognizes the net obligation of a defined benefit plan in its Balance Sheet as liability under the long term provision.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENT YEAR ENDED 31ST MARCH 2026

t) **Foreign Currency Transactions :**

All foreign currency transactions are recorded by applying to the foreign currency amount at the exchange rate between the functional currency and the foreign currency at the date of the transaction on initial recognition. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognized in the Statement of Profit and Loss.

For the preparation of the consolidated financial statements all the assets and liabilities of foreign operations are translated to Indian Rupees at exchange rates prevailing at the year ended and income and expense items are translated at the average exchange rates prevailing during the year.

All monetary assets and liabilities in foreign currencies are restated at the year end at the exchange rate prevailing at the year end and the exchange differences are recognized in the Statement of Profit and Loss.

All non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Foreign exchange fluctuation for the outstanding amount towards the capital goods, has been attributed to the cost of the fixed assets.

u) **Earnings Per Share:**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and weighted average number of shares outstanding at year ended is adjusted for the effects of all dilutive potential equity shares.

YAAP DIGITAL LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

2 Share Capital

Rs in Lakhs

	As at 31st March, 2026		As at 31st March, 2025	
	No. of shares	Amount	No. of shares	Amount
Authorised:				
Equity shares of Rs. 10/- each	2,50,00,000	2,500.00	25,00,000	250.00
Issued, Subscribed and Paid up :				
Equity shares of Rs. 10/- each fully paid	2,09,33,000	2,093.30	17,12,000	171.20
TOTAL	2,09,33,000	2,093.30	17,12,000	171.20

	As at 31st March, 2026		As at 31st March, 2025	
	No. of shares	Amount	No. of shares	Amount
2.1 Reconciliation of Number of shares :				
Shares outstanding at the beginning of the year	17,12,000	171.20	16,48,000	164.80
Shares Issued during the year	55,25,000	552.50	64,000	6.40
Shares bought back during the year	NIL	NIL	NIL	NIL
Bonus Shares issued during the year	1,36,96,000	1,369.60	NIL	NIL
Shares outstanding at the end of the year	2,09,33,000	2,093.30	17,12,000	171.20

2.2 Shareholders holding more than 5% shares in the company

Particulars	As at 31st March, 2026		As at 31st March, 2025	
	No. of shares held	% of total holding	No. of shares held	% of total holding
Atul Hegde	61,77,591	29.51%	7,71,999	45.09%
Sudhir Menon	30,88,800	14.76%	3,86,000	22.55%
Subodh Menon	30,88,800	14.76%	3,86,000	22.55%
	1,23,55,191	59.02%	15,43,999	90.19%

2.3 Promoters Shareholding

Shares held by promoters at the end of the period as on 31st December 25				
S.No.	Promoter name	No. of shares	% of total shares	% Change during the year
1	Atul Hegde	61,77,591	29.51%	15.58%
2	Sudhir Menon	30,88,800	14.76%	7.79%
3	Subodh Menon	30,88,800	14.76%	7.79%

Shares held by promoters at the end of the year as on 31st March 25				
S.No.	Promoter name	No. of shares	% of total shares	% Change during the year
1	Atul Hegde	7,71,999	45.09%	NA
2	Sudhir Menon	3,86,000	22.55%	NA
3	Subodh Menon	3,86,000	22.55%	NA

Note :

1) The Holding Company has only one class of shares referred to as the equity shares having face value of Rs. 10/- each . Each holder of equity shares is entitled to one vote per share. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by the Shareholders at the Annual General Meeting."

2) The Holding Company has issued 1,36,96,000 equity shares on a Bonus Shares during the year to the existing eligible shareholders in the proportion of 8 (Eight) new fully paid- up equity shares of INR 10/- each for every 1 (One) existing fully paid-up equity share of INR 10/- each held by them, pursuant to the Board Resolution dated 15th April 2025.

3) Each equity share entitles the holder to one vote and carries an equal right to dividend.

4) No Equity shares have been forfeited.

5) There are no calls unpaid on equity shares.

6) The Company has not allotted any shares pursuant to contract without payment being received in cash.

3 Reserves and Surplus

Rs in Lakhs

	As at 31st March, 2026		As at 31st March, 2025	
Profit and Loss Account				
Opening balance	1,917.76		795.26	
Less: Bonus Equity Shares Issued during the year	(1,369.60)		-	
Less : Prior Period Rectificatons	(3.82)		1.01	
Add: Profit for the year	1,846.15		1,121.50	
		2,390.49		1,917.76
Securities Premium				
Opening balance	89.78		29.75	
Add: Securities Premium Received during the Year	7,458.75		81.41	
Less: IPO / Share Issue Expenses	1,183.78		21.38	
		6,364.76		89.78
Capital Reserve				
Opening balance	26.46		26.46	
Add : Prior Perod Pending Recognisaton	-		-	
		26.46		26.46
Foreign Currency Translation Reserve				
Opening balance	20.06		50.79	
Less : Prior Period Transalation Rectificatons	-		(1.01)	
Add: Received during the Year	(48.46)		(29.72)	
		(28.40)		20.06
TOTAL		8,753.31		2,054.06

* Securities Premium : The amount received in excess of face value of the equity shares has been recognised in Securities Premium Reserve. The Security Premium has been utilised in accordance with the provisions of the Companies Act, 2013.

* Retained Earnings : This Reserve represents the cumulative profits of the Company. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

4 Minority Interest

	As at 31st March, 2026		As at 31st March, 2025	
Minority Share Capital				
Minority holder	0.32		-	
	0.32		-	
Add : Minority share in Reserves & Surplus	831.70		-	
Add : Share in Profit/(Loss) for the year	373.87		-	
TOTAL		1,205.89		-

Note : The miniority Interest represents the 39.85% share in capital & reserves of the company acquired during the year.

5 Long Term Borrowings

Rs in Lakhs

	As at 31st March, 2026	As at 31st March, 2025
Secured Loans *		
From Banks or Financial Institution		
Car Loan - BMW Financial Services	136.42	154.61
	136.42	154.61
Unsecured Loans**		
Loan from Directors	742.92	742.92
Loan from Subsidairy Company (Refer Note 30)	-	-
Interest due on Directors Loan	922.75	822.45
	1,665.67	1,565.37
TOTAL	1,802.09	1,719.99

(*) Term loan from BMW Financial Services Pvt Ltd is secured against hypothecation of Car no. MH 02 GJ 7374. The loan is repayable in 48 equated monthly instalments of Rs. 3,30,353/- each commencing from 01-May-2025 and the last instalment is payble on 01-April-2029. Rate of Interest as on 31.03.2026 is @ 10.49%

(**) Unsecured loan availed from Directors/Shareholders is repayable on Demand. Rate of Interest as on 31.12.2025 is @ 15.00%

6 **Long-term provisions**

Rs in Lakhs

	As at 31st March, 2026	As at 31st March, 2025
Provision for Employee Benefits-Gratuity*	183.48	194.06
TOTAL	**183.48**	**194.06**

(*) Provision for Gratuity has been idenfied in the books of accounts as per actuarial valuation at the year ended.

7 **Short Term Borrowings**

Rs in Lakhs

	As at 31st March, 2026	As at 31st March, 2025
Secured Loans*		
From Banks or Financial Institution		
OD Account - HSBC Bank	679.22	539.23
Car Loan - BMW Financial Services*	18.19	20.39
Kotak Mahindra Bank Limited - CC A/c **	689.42	-
TOTAL	**1,386.83**	**559.61**

(*) Term loan from BMW Financial Services Pvt Ltd is secured against hypothecation of Car no. MH 02 GJ 7374. The loan is repayable in 48 equated monthly instalments of Rs. 3,30,353/- each commencing from 01-May-2025 and the last instalment is payble on 01-April-2029. Rate of Interest as on 31.03.2026 is @ 10.49%

(**) Secured against all the existing & future current assets of the company and the personal guarantee of the two directors

8 **Trade Payables**

Rs in Lakhs

	As at 31st March, 2026	As at 31st March, 2025
Dues of Micro & Small Enterprises (Refer Note 33)	43.59	609.93
Dues to Others (Refer Note 33)	3,192.46	4,243.29
TOTAL	**3,236.05**	**4,853.22**

9 **Other Current Liabilities**

Rs in Lakhs

	As at 31st March, 2026	As at 31st March, 2025
Statutory Dues	540.27	206.91
Payable against Acquisition	766.08	1,718.30
Advance From Customer	50.55	4.60
TOTAL	**1,356.90**	**1,929.82**

10 **Short-term provisions**

Rs in Lakhs

	As at 31st March, 2026	As at 31st March, 2025
Provision for Employee Benefits	574.56	0.20
Provision for Tax	658.16	12.22
Other Provisions	399.09	4.55
Provision for CSR Expenses	-	11.36
TOTAL	**1,631.81**	**28.33**

YAAP DIGITAL LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

Schedule - 11 Property, Plant and Equipment & Intangible Assets

Rs in Lakhs

Description of Assets	GROSS BLOCK					DEPRICIATION						NET BLOCK	
	As on 01/04/2025	Addition Under Acquisition of Subsidairy Co.	Addition	Deletion	As on 31/03/2026	As on 01/04/2025	Addition Under Acquisition of Subsidairy Co.	For the Year	Deductions	Exchange Diff	As on 31/03/2026	As on 31/03/2026	As on 31/03/2025
Property, Plant and Equipment													
Furnitures & Fixtures	134.93	157.28	259.15	-	551.35	89.93	133.17	28.52	-	-	251.62	299.74	45.00
Office Equipments	40.11	132.65	9.97	0.87	181.86	16.33	109.46	18.69	-	-	144.48	37.38	23.78
Computers	184.66	244.09	139.13	1.49	566.39	136.27	202.41	53.26	-	(0.09)	392.04	174.36	48.39
Motor Car	181.17	20.58	-	-	201.74	-	17.97	22.18	-	-	40.15	161.59	181.17
Sub-total	**540.87**	**554.60**	**408.24**	**2.36**	**1,501.35**	**242.53**	**463.01**	**122.65**	**-**	**(0.09)**	**828.28**	**673.07**	**298.34**
Intangible Assets													
Software	12.54	38.61		-	51.15	2.43	33.32	4.08	-	-	39.83	11.32	10.11
Goodwill On Consolidation	1,182.94		3,206.74	-	4,389.68	1.82		-	-	-	1.82	4,387.86	1,181.12
Sub-total	**1,195.48**	**38.61**	**3,206.74**	**-**	**4,440.84**	**4.25**	**33.32**	**4.08**	**-**	**-**	**41.65**	**4,399.19**	**1,191.23**
TOTAL	1,736.35	593.21	3,614.99	2.36	5,942.19	246.78	496.33	126.73	-	(0.09)	869.93	5,072.26	1,489.58
Previous Year	1,450.27	-	286.87	0.79	1,736.35	215.98	-	31.82	0.70	0.33	246.78	1,489.58	1,234.29

12 Non-Current Investments

Rs in Lakhs

	As at 31st March, 2026	As at 31st March, 2025
Other Investments		
Investment in Subsidiaries :		
Yaap Employees Welfare trust	0.50	0.50
Trade Investments (quoted)	555.97	-
TOTAL	**556.47**	**0.50**

13 Long-term loans and advances

Rs in Lakhs

	As at 31st March, 2026	As at 31st March, 2025
Other Loans and advances	10.84	15.33
TOTAL	**10.84**	**15.33**

14 Deferred Tax Assets

Rs in Lakhs

	As at 31st March, 2026	As at 31st March, 2025
Opening Balance	43.65	106.35
Add : Deff.Tax Under Acquisition of Subsidairy Co.	28.56	-
Add : Deferred Tax Assets created for the year	44.27	(62.71)
TOTAL	**116.48**	**43.65**

15 Other Non-Current Asset

Rs in Lakhs

	As at 31st March, 2026	As at 31st March, 2025
Unamortised Office repaire exp.	39.63	50.97
Advance Tax & TDS (Net of Provision for Tax)	26.87	11.02
Security Deposits	152.16	67.20
Equilisation Levy Refund Receivable	4.49	-
TOTAL	**223.15**	**129.18**

16 Trade Receivables

Rs in Lakhs

	As at 31st March, 2026	As at 31st March, 2025
Unsecured, considered good : (Refer Note 34)		
Over Six Months	520.93	632.52
Others	7,390.28	3,432.84
TOTAL	**7,911.20**	**4,065.35**

17 Cash and cash equivalents

Rs in Lakhs

	As at 31st March, 2026	As at 31st March, 2025
Cash on Hand	5.98	0.06
Balances with Banks		
In Current Accounts	395.60	1,932.49
In Fixed Deposits (Incl. of Accrued Interest)	4,045.35	-
Balance in Liquid Fund	-	3,210.87
TOTAL	**4,446.93**	**5,143.42**

Note : *Includes interest accrued Rs. 8.81 lakhs (pr. yr. Rs NIL)

18 Short Term Loans and Advances

Rs in Lakhs

	As at 31st March, 2026	As at 31st March, 2025
Advance to Staff	76.93	15.47
TOTAL	**76.93**	**15.47**

19 Other Current Assets

Rs in Lakhs

	As at 31st March, 2026	As at 31st March, 2025
Advance Tax & TDS (Net of Provision for Tax)	786.47	92.57
Prepaid Expenses	192.05	42.10
Balance with Authority	613.82	196.83
Security Deposit	18.38	15.23
Advances to Suppliers	63.50	261.08
Accrued Income	1,009.79	-
Project Work In Progress	55.69	-
TOTAL	**2,739.70**	**607.82**

20 Revenue From Operations

Rs in Lakhs

	As at 31st March, 2026		For the year ended 31st March, 2025	
Domestic Services	18,405.08		15,245.97	
Export Services	83.81		8.52	
Total Revenue		18,488.90		15,254.49
TOTAL		**18,488.90**		**15,254.49**

21 Other Income

Rs in Lakhs

	As at 31st March, 2026		For the year ended 31st March, 2025	
Interest			-	
Bank Interest	0.11		-	
Interest on Fixed Deposits	18.96		3.47	
Interest on Income tax refund	8.30		-	
Interest on Loan	0.06			3.47
		27.43		
Other non-operating Income			177.46	
Profit on sale of Investment (Net)	260.58		0.07	
Profit on sale of Fixed Assets	-		2.81	
Exchange Difference (net)	88.68			
Gurantee Commission Income	0.00			
Balances Written Back	2.44			
Dividend Income	0.01		1.35	
Miscellaneous Income	4.61			181.69
		356.32		
TOTAL		**383.75**		**185.16**

22 Direct Cost

Rs in Lakhs

	As at 31st March, 2026	For the year ended 31st March, 2025
Digital Media & Other Direct Expenses	9,310.86	10,238.96
TOTAL	**9,310.86**	**10,238.96**

23 Employee Benefits Expense

Rs in Lakhs

	As at 31st March, 2026	For the year ended 31st March, 2025
Salaries and Wages	4,168.93	2,021.82
Contribution to Provident and Other Funds	24.74	17.26
Training and Recruitment Charges	12.87	7.56
Staff Insurance Exp	10.98	48.65
Gratuity	32.91	89.17
Staff Welfare Expenses	77.84	78.78
TOTAL	**4,328.27**	**2,263.23**

24 Finance Costs

Rs in Lakhs

	As at 31st March, 2026		For the year ended 31st March, 2025	
Interest Expenses			-	
On Secured Loans	29.07		111.55	
On Unsecured Loans	111.44		47.53	
On Other Loans	36.46			159.08
		176.97		
TOTAL		**176.97**		**159.08**

25 Depreciation and amortisation expense

Rs in Lakhs

	As at 31st March, 2026	For the year ended 31st March, 2025
Depreciation and Amortisation	126.73	31.82
TOTAL	**126.73**	**31.82**

26 Other expenses

Rs in Lakhs

	As at 31st March, 2026		For the year ended 31st March, 2025	
Administrative Expenses				
Payments to Auditors	12.13		9.32	
Legal and Professional Charges	180.38		134.37	
Electricity Expenses	26.13		10.74	
Telephone & Internet Expenses	29.15		19.12	
Conveyance and Travelling	316.86		375.04	
lodging and boarding	34.44		36.10	
Printing and Stationary	4.63		5.44	
Business Promotion & Marketing Expenses	520.25		207.78	
Insurance	40.52		1.92	
Rent Paid	413.09		183.75	
Rent, Rates and Taxes	31.30		73.26	
Computers and Networking Charges	124.16		50.82	
Office Expenses	77.60		47.54	
Subscription Fees	73.85		32.32	
Bank Charges	21.68		23.88	
Miscellaneous Expenses	27.69		27.95	
CSR Expenses	14.88		11.36	
Balances Written Off	108.93		8.46	
Loss on Sale of Fixed Assets	1.96		-	
TOTAL		**2,059.62**		**1,259.15**

26.1 Payments to Auditors

Rs in Lakhs

	As at 31st March, 2026	For the year ended 31st March, 2024
As Auditors		
Statutory Audit Fees	7.70	7.82
Tax Audit Fees	1.65	-
Other Services	2.78	1.50
TOTAL	**12.13**	**9.32**

27 Taxation

Rs in Lakhs

	As at 31st March, 2026	For the year ended 31st March, 2025
Current Tax	673.76	305.09
Taxation of earlier Year	20.68	(0.39)
Deferred Tax	(44.27)	61.21
TOTAL	**650.17**	**365.91**

YAAP DIGITAL LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

28 Earning Per share

Rs in Lakhs

Particulars	As at 31st March 2026	As at 31st March 2025
Net Profit after Tax	1,846.15	1,121.50
Number of equity shares outstanding during the period/year (for calculating basic EPS)	2,09,33,000	17,12,000
Weighted average number of equity shares outstanding during the period/year (for calculating diluted EPS)	1,52,53,849	16,67,463
Nominal Value per Share (Rupees)	10	10
Basic Earnings per Share (Rupees)	12.10	67.26
Diluted Earnings per Share (Rupees)	12.10	67.26

29 Earnings in foreign currency (the holding company and its Indian Subsidiaries details)

	For the year ended 31st March, 2026 (Rs.)	For the year ended 31st March, 2025 (Rs.)
Revenue from operations	83.81	8.52
	83.81	**8.52**

Above amounts has been disclosed for Indian companies forming part of the consolidated financial statement and does not includes the details of overseas subsidiaries.

30 Expenditure in foreign currency on accrual basis (the holding company and its Indian Subsidiaries details)

	For the year ended 31st March, 2026 (Rs.)	For the year ended 31st March, 2025 (Rs.)
Direct Cost Expenses	57.13	81.37
Other Expenses	10.94	10.89
	68.07	**92.26**

Above amounts are disclosed on gross basis and does not includes the details of overseas subsidiaries.

31 Related party disclosures

(i) Names of Related Parties where control exists

(a) Subsidiaries

FFC Information Solutions Pvt. Ltd. (100%)
Brand Planet Consultant India Pvt Ltd. (100%)
Oplifi Digital Private Limited (100%)
Intnt Asia Pacific Pte Ltd. (100%)
Yaap Digital FZE (100%)
Gozoop Online Private Limited (60.15%)

(b) Trust for ESOP Purposes

Yaap Employees Welfare Trust (100%)

(c) Step Down Subsidiaries

Yaap Digital FZ LLC (100% Subsidairy of Yaap Digital FZE)

(d) Enterprises over which Key Managerial Personnel are able to exercise significant influence.

Dorf Ketal Chemicals India Pvt. Ltd.
Crayons Advertising Limited

(ii) Key Management Personnel

Mr. Atul Hegde (Director)
Mr. Sudhir Menon (Director)
Mr. Subodh Menon (Director)
Mr. Anup Kumar (Director)
Mr. Gautam Dutt (Director)
Mr. Anjan Roy (Director)
Mr. Shyamal Madhvi (Chief Financial Officer)
Mrs. Shivani Tiwari (Company Secretary)

(iii). Transactions with Related Party as per Books of Accounts:

Rs in Lakhs

Particulars	As on 31st March 2026		
	Subsidiary	Key Management Personnel & Others	Total
Expenses Related to Direct Cost		560.29	560.29
Crayons Advertising Limited		960.79	960.79
PY :		480.00	480.00
Mr. Anjay Roy		480.00	480.00
PY :			
Remuneration Paid		212.13	212.13
Mr. Atul Hegde		212.13	212.13
PY :		149.78	149.78
Mr. Anup Kumar		198.19	198.19
PY :		-	-
Mr. Anjay Roy		44.84	44.84
PY :		22.81	22.81
Mr. Shyamal Madhvi		16.27	16.27
PY :		10.08	10.08
Mrs. Shivani Shivshankar Tiwari		5.69	5.69
PY :			
Rent Paid		-	-
Dorf Ketal Chemicals India Pvt. Ltd.		66.00	66.00
PY :		60.00	60.00
Mr. Sudhir Menon		60.00	60.00
PY :		60.00	60.00
Mr. Subodh Menon		60.00	60.00
PY :			

Sales Revenue			
Dorf Ketal Chemicals India Pvt. Ltd.			
PY :		55.00	55.00
Crayons Advertising Limited		31.31	31.31
PY :		679.92	679.92
		-	
Interest expense			
Mr. Sudhir Menon			
PY :		69.86	69.86
Mr. Subodh Menon		69.86	69.86
PY :		41.58	41.58
		41.58	41.58
Investments			
Yaap Employees Welfare trust (Corpus Fund)			
PY :	0.50		0.50
	0.50		0.50
Issue of Equity Shares Under ESOP 2016 Policy			
Yaap Employees Welfare trust			
PY :	-		-
	6.40		6.40
Loan Receivables			
Yaap Employees Welfare trust	10.84		10.84
PY :	10.84		10.84
Trade & Other Payables			
Crayons Advertising Limited		1.45	1.45
PY :		560.04	560.04
Dorf Ketal Chemicals India Pvt. Ltd.		-	-
PY :		0.06	0.06
Trade & Other Payables			
Crayons Advertising Limited		788.71	788.71
PY :		-	-

Note : Transactions and balances with its own subsidiaries are eliminated on consolidation.

32 INFORMATIONS RELATED TO MICRO, SMALL & MEDIUM ENTERPRISES

The company has amount due to suppliers under Micro, Small and Medium Enterprises Development Act 2006 (MSMED) as at 31st March, 2026. The following informations has been given in respect to such suppliers who have identified themselves as "Micro, Small & Medium Enterprises" under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) as at 31st March 2026.

Rs in Lakhs

Particulars	As At As at 31st March 2026	As At As at 31st March 2025
Outstanding Amount	43.59	609.93

There are no Micro, Small and Medium Enterprises, to whom the Company owes (principal and/or interest), which has been outstanding for more than 45 days as at the balance sheet date. There were delay in payments to Micro, Small and Medium Enterprises for more than 45 days during the year to the subsidairy company for which no provision for interest has been made. As per the management, the company has mutual understanding with such parties for different payment terms while purchasing materials/services from them and the payment to them is made as per agreed terms accordingly. As per management there are no MSME registered parties with whom the company has any dispute related to the principal or interest towards the delay payments so happened during the year over and above the agreed terms of payment. The above figures are given after elimination of the Inter company Balances with subsidiary companies.

33 Trade Payables ageing

Trade Payables ageing as on 31st March 26

Rs in Lakhs

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	43.59	-	-	0.00	43.59
(ii) Others	3,119.36	68.94	-	4.16	3,192.46
(iii) Disputed dues - MSME					
(iv) Disputed dues - Others					

Trade Payables ageing as on 31st March 25

Rs in Lakhs

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	609.93	-	-	-	609.93
(ii) Others	4,236.86	-	1.18	5.25	4,243.29
(iii) Disputed dues - MSME					
(iv) Disputed dues - Others					

34 Trade Receivables ageing

Trade Receivables ageing as on 31st March 26

Rs in Lakhs

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - considered good	7,390.28	287.06	103.24	16.14	114.48	7,911.20
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-

Trade Receivables ageing as on 31st March 25

Rs in Lakhs

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables – considered good	3,432.84	129.54	252.64	159.65	90.68	4,065.35
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-

35 **Employee retirement benefits : Disclosure required as per AS-15 is as under :**

(i) Defined contribution Plan :

Contribution to defined contribution plan, which relates to the company's provident fund under which an amount of Rs. 24,73,827/- (PY Rs. 16,94,382/-) of employers' contribution to provident fund has been recognized in the statement of profit and loss account during the period for Holding & Indian Subsidairy Companies.

(ii) Defined benefit plans

Gratuity- As per acturial valuation as on 31st, March, 2026 (based on projected Unit Credit Method) for Holding & Indian Subsidairy Companies.

a) Reconcilation of Opening and Closing balances of Defined Benefit Plan

Rs in Lakhs

Particulars	As At 31st March 2026	As At 31st March 2025
Present Value of Defined Benefit Obligation - Opening	89.55	78.62
Interest Cost	6.11	5.57
Current Service cost	17.13	14.09
Benefits Paid	(2.99)	(6.67)
Actuarial (gain)/loss on obligation - Due to Change in Financial Assumptions	(7.20)	3.42
Actuarial (gain)/loss on obligation - Due to Experience	1.71	(5.50)
Present Value of Defined Benefit Obligation - Closing	**104.31**	**89.55**

b) Net Assets / (Liability) recognised in balance sheet

Rs in Lakhs

Particulars	As At 31st March 2026	As At 31st March 2025
Present Value of Defined Benefit Obligation	104.31	89.55
Fair Value of plan assets	-	-
Net asset/ (Liability) remained to be recognised in balance sheet	104.31	89.55

c) Component of employer's expenses

Rs in Lakhs

Particulars	As At 31st March 2026	As At 31st March 2025
Current service cost	17.13	14.09
Interest Cost	6.11	5.57
Expected return on plan asset	-	-
Net Acturial (Gain) or Loss	(5.50)	(2.08)
Expenses recognised in Statement of Profit and Losses	**17.75**	**17.59**

d) Actuatry Gain/(Loss)

Rs in Lakhs

Particulars	As At 31st March 2026	As At 31st March 2025
Present value of defined benefit obligation	104.31	89.55
Fair Value of plan assets	-	-
Experience adjustment on plan Liabilities (loss)/ gain	5.50	2.08
Experience adjustment on plan Assets (loss)/ gain	-	-

Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure as per the Gratuity Act.

36 **CORPORATE SOCIAL RESPONSIBILITY :**

Rs in Lakhs

PARTICULARS	As At 31st March 2026	As At 31st March 2025
Gross amount required to be spent by the Company during the year	14.87	11.36
Amount of expenditure incurred	26.24	-
Shortfall at the end of the year	-	11.36
Total of previous years shortfall	11.36	-
Nature of CSR activities:		
(i) Construction/acquisition of any asset		
(ii) On purposes other than (i) above	11.36	11.36
- Prime Minister National Relief Fund	8.37	-
- Able Disabled All People Together	6.50	
- Lokseva Shikshan		

YAAP DIGITAL LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

37 Percentage of Ownership in Subsidiary :

Name	Country of Incorporation	Percentage of Ownership Interest as at 31st December 2025
FPC Information Solutions Pvt. Ltd.	India	100.00%
Brand Planet Consultant India Pvt Ltd.	India	100.00%
Oplifi Digital Private Limited	India	100.00%
GoZoop Online Private Limited	India	60.15%
Intnt Asia Pacific Pte Ltd.	Singapore	100.00%
Yaap Digital FZE	Dubai	100.00%

Note : The company has step-down subsidiary named YAAP Digital FZ LLC at UAE which is wholly owned subsidiary of the company YAAP Digital FZE, UAE. The audited consolidated financial statement of the UAE subsidiary is forming part of the consolidated financial statement of the group

Rs in Lakhs

38 Financials of Subsidiary

Name of the Subsidiary Company	Issued and Subscribed Share Capital	Reserves	Total Assets	Total Liabilities	Investments (Excluding Investments made in subsidiaries)	Turnover	Profit/(Loss) before Taxation	Provision for Taxation	Profit/(Loss) After Taxation	Proposed Dividend
FPC Information Solution Private ltd (100%)	1.00	27.49	28.71	0.22	-	-	(8.99)	-	(8.99)	-
Brand Planet Consultants India Private ltd (100%)	9.00	409.40	548.30	129.90	-	1,149.35	26.68	6.23	19.95	-
Oplifi Digital Private Limited (100%)	10.00	211.75	603.47	381.72	-	906.44	(188.41)	-	(141.80)	-
GoZoop Online Private Limited	0.80	3,021.48	4,068.41	1,046.13		4,675.42	1,257.47	318.19	938.20	-
Intnt Asia Pacific Pte Ltd. (100%)	2.59	172.11	309.34	134.65	-	522.57	38.58	-	38.58	-
Yaap Digital FZE (100%)	5.05	(551.07)	2,237.64	2,783.66	-	3,583.85	517.97	50.10	467.87	-

Note : The company has step-down subsidiary named YAAP Digital FZ LLC at UAE which is wholly owned subsidiary of the company YAAP Digital FZE, UAE. The audited consolidated financial statement of the UAE subsidiary is forming part of the consolidated financial statement of the group

39 Additional information, as required under Schedule III of the companies Act, 2013 of enterprises consolidated as subsidiary

Rs in Lakhs

Name of the entity in the group	Net Assets i.e. Total Assets - Total Liabilities		Share in Profit or Loss	
	As % of consolidated net Assets	Amount	As % of consolidated net Assets	Amount
HOLDING COMPANY				
Yaap Digital Limited	85.47	10,301.56	49.09	**906.21**
SUBSIDAIRY COMPANY				
FPC Information Solution Private Ltd	0.24	28.49	(0.49)	(8.99)
Brand Planet Consultants India Private Ltd	3.47	418.40	1.08	19.95
Oplifi Digital Private Limited	1.84	221.75	(7.68)	(141.80)
Intnt Asia Pacific Pte Ltd.	1.45	174.70	2.09	38.58
Yaap Digital FZE	(4.53)	(546.02)	25.34	467.87
GoZoop Online Private Limited	15.07	1,816.39	50.82	938.20
SUBTOTAL	**103.01**	**12,415.27**	**120.25**	**2,220.02**
Inter Company Elimination and Consolidation Adjustments	(13.02)	(1,568.67)	(0.00)	(0.00)
Minority Interest In Subsidiary	10.01	1,205.89	20.25	373.87
TOTAL	**100.00**	**10,846.60**	**100.00**	**1,846.15**

40 Details of Unsecured Loan :

INR in Lakhs

Type of Borrower	Current Year		Previous Year	
	Amount outstanding*	% of Total	Amount outstanding*	% of Total
Promoters/Directors				
Sudhir Menon	465.75	62.69%	465.75	62.69%
Subodh Menon	277.17	37.31%	277.17	37.31%
Total	**742.92**		**742.92**	

Note : There is liability payable towads the Interest on the above unsecured loans. The total Interest Payable on Unsecured loans as at year ended is for Rs 922.75 lakhs (P.Y. Rs : 822.45 lakhs)

41 Employee Stock Option during the year :

During the year the Group has not alloted any Equity Shares to Employees under ESOP Scheme. The holding company has allotted equity shares to the employees of the company during the previous financial year which to its own employees and also to the key employees of the subsidiary companies at PAR through YAAP welfare Trust (a special vehicle made for the issue of ESOP) as per the ESOP 2016 policy approved by the company. The said allotment has been reported to MCA for allotment of equity shares at PAR as per ESOP 2016 Policy where as the company has identified the fair market value of the equity share at the time of issue of Equity shares for ESOP purposes and the difference in the issue price and fair value of the equity shares has been accounted as Security Premium separately in the books of account and Balance sheet and the same has been considered as additional perquisites in the account of employee forming part of their employee conpensation expenses accounted in profit & Loss account. For the year ended 31st March, 2025, the Company has alloted 8000 Equity shares of Rs 10 Each at PAR to its Own employee & 56000 Equity shares of Rs 10 Each at PAR to the employees of its Subsidiary companies. The company and its subsidiary companies has incurred compensation cost of Rs 81.41 lakhs. The ESOP has been issued at the fair value of the Equity shares identified at the time of allotment of the shares.

The following is a detailed breakup of the ESOPs allotted during the year:

INR in Lakhs

Date of Allotment	Number of Shares Allotted	Allotment Price (₹)	Fair Market Value per Share (₹)	Total Compensation Cost
FY 2025-26				
NIL	NIL			
FY 2024-25				
24th July, 2024	24,000	10.00	115.64	25.35
5th March, 2025	40,000	10.00	150.13	56.05
Total	64,000	-	-	81.41

42 INITIAL PUBLIC OFFER DURING THE YEAR

During the year ended 31st March 2026, the holding Company has completed its Initial Public Offer (IPO) of 55,25,000 equity shares of face value of 10/- each at an issue price of 145 per share (including a share premium of Rs 135 per share). The issue comprised of a fresh issue of 55,25,000 equity shares. Pursuant to the IPO, the equity shares of the Company were listed on National Stock Exchange of India Limited (NSE SME) on March 5, 2026. The IPO expenses incurred by the company is for Rs 1183.76 lakhs which has been adjusted to securities premium Received under IPO Proceeds. Details of IPO funds utilisation at the year ended is as follows :

INR in Lakhs

Particulars	Objects of the issue as per prospectus	Objects of the issue revised	Utilized till 31st March 2026	Unutilized amount as at 31st March 2026
Funding part payment of purchase consideration for the proposed acquisition of GoZoop Online Private Limited ("GoZoop")	3,400.00	-	3,400.00	-
Funding capital expenditure to be incurred for Establishment of an AI-Led Short-Form Content Production Hub ("ACP Hub")	400.75	-		400.75
Funding incremental working capital requirements	1,600.00	-	600.00	1,000.00
Funding inorganic growth through unidentified acquisitions and general corporate purposes	1,476.60	-		1,476.60
	6,877.35	**-**	**4,000.00**	**2,877.35**

43 Contingent Liabilities & Pending Litigations :

Contingent Liabilities are neither recognized nor provided in books of account during the year. The group may incur future liability if any, towards the bank guarantee of 1 millin dollar given as security for the working capital loan availed by the overseas step-down subsidiary. The company has further outstanding bank guarantee balance of Rs 49.61 Lakhs availed at the period ended for its own business purposes. Further the company has the pending litigation and demands shown as outstanding demand payable on the Income Tax portal. The group has pending income Tax demands of Rs 84.66 lakhs shown as outstanding demand payable on the Income Tax portal. We have been informed by the management that the said liability has been raised by the Income Tax department under assessments in earlier years. The group has already made payments towards the equvilisation levy demands but the same is not nullified by the department on the income Tax portal. Only in case of one demand of Rs 2.41 lakhs for which the company has filed appeal to the higher authorities and the matter is sub judicial at the year ended.

44 During the year, the holding company has acquired 60.15% stake in the company GoZoop Online Private Limited (Acquired Company) pursuant to the Share Purchase Agreement entered into between the holding Company and the existing shareholders of the Acquired Company, with the objective of business expansion and strengthening the Company's digital media and marketing business operations.

The acquisition consideration agreed between the parties as mentioned in Share Purchase Agreement, which is proposed to be discharged partly through cash consideration and partly through issuance of Equity Shares of the Company for consideration other than cash on preferential basis to the shareholders of the Acquired Company, in accordance with the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Out of the total acquisition consideration, an amount of Rs. 3696.54 Lakhs has been paid during the year through utilisation of proceeds raised from the Initial Public Offer ("IPO") of the Company in accordance with the objects of the issue as stated in the Prospectus filed by the Company. The balance acquisition consideration amounting to Rs. 766.08 Lakhs remain outstanding as at the reporting date is payable against proposed issuance and allotment of Equity Shares of the Company is pending for completion of allotment and receipt of necessary statutory and regulatory approvals. The said amount has been disclosed under "Other Current Liabilities" in the financial statements. Subsequent to the reporting period, the shareholders of the Company at the Extra-Ordinary General Meeting held on 25 May 2026 have approved the issuance of Equity Shares on preferential basis for consideration other than cash to the shareholders of the Acquired Company towards discharge of the outstanding acquisition consideration.

Further persuent to the terms of the share purchase agreement, the holding company may required to pay additional cash consideration of upto Rs 2355 Lakhs to the existing shareholders of Gozoop Online Private Limted. This Additional consideration is contingent upon the actual reaisation of certain recoverables and fullfilment of the conditions specified in share purchase agreement.

45 Event after Reporting Date :

Pursuant to the provisions of Section 188, Section 62(1)(c) and other applicable provisions, if any & the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable SEBI Regulations, the holding company has held an Extra-Ordinary General Meeting ("EGM") on 25 May 2026. At the said EGM, the shareholders of the holding company have approved the issuance and allotment of Equity Shares on preferential basis for consideration other than cash to the shareholders of the acquired company (GoZoop Online Private Limited), towards discharge of part consideration payable for acquisition of the said company. The aforesaid issuance of Equity Shares shall be undertaken in accordance with the terms approved by the shareholders and subject to receipt of such statutory, regulatory and other approvals as may be required under applicable laws and regulations.

46 Other Notes

i) In the opinion of the Board of Directors, the current assets are approximately of the value stated if realized in the ordinary course of business. The provisions for all known liabilities are adequate and are not in excess of the amount considered in the ordinary course of business.

ii) Additional liability if any, arising pursuant to respective assessment under various fiscal statues, shall be accounted for in the year of assessment for the respective group entities. Also, interest liability for the delay payment of the statutory dues shall accounted for in the year in which the same are being paid.

iii) Balances of Debtors & Creditors & loans & Advances taken & given under the group are subject to confirmation and are subject to consequential adjustments, if any.

iv) The Company have debtors balances outstanding of ₹ 520.93 Lakhs (PY ₹ 632.52 Lakhs) for more than six months.

v) Current Tax has been determined as the tax payable in respect of taxable income for the year as per Income Tax Act, 1961 as per the applicability under the group companies for the Indian companies & in case of the overseas subsidiaries under the group, tax provisions has been identified as per the local applicable law companies. In Accordance with the accounting standard 22 on "Accounting for taxes on income" (AS-22) issued by the Institute of Chartered Accountant of India, deferred tax assets and liability should be recognized for all timing difference in accordance with the said standard.

The group companies located in India are entitled to create deferred tax as at 31st March 2026 and the same has been accounted wherever it is applicable under the group , in view of the requirement of certainty/virtual certainty on the ground of prudence as stated in the Accounting Standard 22 (AS-22) "Accounting for taxes on income" and the same has been provided for the year as per the detailed note given in the notes to the balance sheet.

vi) The management has made the revenue recognition of Rs 1009.79 Lakhs as accrued Income & has also accounted Rs 495.71 lakhs as intangible WIP at the reporting year ended in the holding company. Further there is project work in progress for Rs 55.69 lakhs at the year ended. The Income & expenses so recognized as above in the financial statement are based on the management prudence with respect to the ongoing project of clients at the reporting date.

vii) As per informations available, the group has no transactions which has not been recorded in the books of accounts and which has been surrendered or disclosed as income during the year in the tax assessment or in search or survey or under any other relevant provisions of the Income Tax Act, 1961.

viii) The group has not traded or invested in crypto currency or virtual currency during the year.

ix) The group is not holding any immovable property under ownership at the year ended. The office of the company has been taken on leave and license and office rentals has been paid for the same during the year.

x) The group do not hold any benami property and no proceedings has been initiated or pending against the company for holding any benami property under Benami Transactions (Prohibition) Act 1988 and rules made there under.

xi) The group has not been declared as willful defaulter by any bank or financial Institution or any other lender during the year.

xii) The group do not had any transactions during the year with the companies which are struck off under section 248 of the companies Act 2013 or section 560 of the companies Act 1956.

xiii) The group has registered due charge which is required to be registered with ROC for availing term loan from banks. The company has provided bank guarantee of 1 million dollar as security to the overseas subsidiary located at Dubai, UAE towards the working capital limit availed by the step-down subsidiary and the charge for the same is duly registered with ROC for the said bank guarantee availed by the company. The security given by the company is for all existing & future current assets of the company. The company has cash credit facility from Kotak Mahindra bank for Rs 14 crores (Including fund base & Non-Fund Base facility). The charges for the same has duly been registered with ROC towards all existing & future current assets of the company and the personal guarantee of the two directors.

xiv) As per the informations & details available on records and the disclosure given by the management, the group has complied with the number of layers prescribed under clause (87) of section 2 of the companies Act read with the Companies (Restriction on number of layers) Rules 2017.

xv) The Board of Directors of the holding company at their Board meeting held on 15th April, 2025 has approved to 1,36,96,000 (One Crore Thirty-Six Lacs Ninety-Six Thousand) fully paid-up Equity Shares having face value of INR. 10/- (Indian Rupees Ten Only) each as "Bonus Shares" to the existing Equity Shareholders of the Company, in the proportion of 8 (Eight) new fully paid- up equity shares of INR 10/- each for every 1 (One) existing fully paid-up equity share of INR 10/- each held by them.

xvi) During the year, the Equity Shares of the Holding Company were listed on NSE SME on 05-Mar-2026 Consequently, the Company has became a listed public limited company and the provisions applicable to listed entities are applicable to the Company from the date of listing. The holding company has submitted documents to Registrar of Companies (ROC) Mumbai on dated 15th April, 2026 for change of its Listing status from "unlisted to listed" in the master data of the company on MCA portal post Initial Public Offer and the has been approved & updated on ROC Portal as on the date of the balance sheet. Consequently the CIN No of the holding company has also been changed from U74900MH2016PLC274104 to L74900MH2016PLC274104 after change in the status on ROC poral.

xvii) The Holding company has been appointed Crisil Ratings Limited as Monitoring Agency for monitoring utilisation of IPO proceeds pursuant to Regulation 41 of SEBI ICDR Regulations.

xviii) The group has not declared or paid any Interim or final dividend during the year under review.

xix) Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current period classification/disclosure.

Significant Accounting Policies
Notes on Financial Statements **1 to 46**

As per our report of even date
For SHWETA JAIN & CO LLP,
Chartered Accountants
F.R.N. : 127673W/W101149

PRIYANKA JAJU
Partner
Membership No. : 416197
Place : Mumbai
Date: 29th May 2026
UDIN : 26416197XSQAOD2559

SHWETA JAIN & CO LLP THANE Chartered Accountants

For and on behalf of the Board of Directors

ATUL HEGDE
Chairman and Managing Director
DIN No. 02699927
Date: 29th May 2026

SHYAMAL MADHVI
Chief Financial Officer
Date: 29th May 2026

SUDHIR MENON
Director
DIN No. 02497658
Date: 29th May 2026

SHIVANI TIWARI
Company Secretary
Membership No. A54854
Date: 29th May 2026

YAAP DIGITAL LIMITED