

Compliance Certificate

{Pursuant to Regulation 163(2) of Chapter V of the Securities and Exchange Board of India [Issue of Capital and Disclosure Requirements] Regulations, 2018 (as amended)}

To
The Board of Directors
Yaap Digital Limited
Mumbai

Dear Sir/Madam,

Subject: Certificate of Practicing Company Secretary on the compliance with the requirements of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, in relation to proposed preferential issue of 4,43,103 (Four Lakh Forty Three Thousand One Hundred Three) Equity Shares of Face Value of INR 10/- (Indian Rupees Ten Only) each by Yaap Digital Limited

1. This Certificate is issued in accordance with the terms of our engagement letter dated April 24, 2026 with Yaap Digital Limited ('the Company').
2. In connection with the proposed issuance of upto 4,43,103 (Four Lakh Forty Three Thousand One Hundred Three) Equity Shares of face value of INR 10/- (Indian Rupees Ten Only) by way of preferential issue on private placement basis, for consideration other than cash pursuant to swap of shares (hereinafter 'proposed preferential issue'), the Company is required to obtain a certificate from a Practicing Company Secretary with regard to compliance with the conditions of the proposed preferential issue as per requirements of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations').
3. In terms of ICDR Regulations, the Company is in the process of issuing a Notice along with Explanatory Statement dated April 30, 2026 (together referred to as 'the Notice') to the shareholders of the Company for convening an Extraordinary General Meeting ('the EGM') scheduled to be held on Monday, May 25, 2026, seeking approval of shareholders by a special resolution for the proposed preferential issue of upto 4,43,103 (Four Lakh Forty Three Thousand One Hundred Three) Equity Shares of face value of INR 10/- (Indian Rupees Ten Only) as per Item No. 1 of the Notice.

Management Responsibility

4. The compliance with the aforesaid ICDR Regulations for the preferential issue and allotment of Equity Shares and preparation of the aforesaid Notice, including its content in respect of Item No. 1 is the responsibility of Management of the Company.
5. Management is also responsible for providing all relevant information to the SEBI, and/or National Stock Exchange of India Limited (NSE), being the Stock Exchange on whose SME Platform the equity shares of the Company are listed.
6. The Management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:



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- i) Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
- ii) Determination of the minimum price of equity shares in accordance with Chapter V of the ICDR Regulations.
- iii) Compliance with requirements of the ICDR Regulations.
- iv) Compliance of the applicable laws and ensuring the authenticity of documents and Information furnished.

Verification

7. For the purpose of verifying the compliance of the Regulations, we have examined/performed the following documents/procedures:
 - a) With respect to conditions specified in Regulation 159 & 160 of the ICDR Regulations, we have performed the following procedures to confirm the compliance with required conditions:
 - Noted that the relevant date i.e., April 24, 2026, being the working day immediately preceding the date that is 30 (thirty) days prior to the date of EGM being convened on May 25, 2026 in which the resolution approving the preferential issue shall be considered by shareholders;
 - verified that the Company has obtained requisite undertaking from the proposed allottees to ensure that they have not sold or transferred any equity shares of the Company during the period from the date of listing of the Company, i.e., March 05, 2026, up to the Relevant Date i.e. April 24, 2026;
 - verified from the undertaking and transaction statement obtained by the Company from proposed allottees and the records of the Company, the proposed allottees do not hold any equity shares of the Company;
 - examined the draft Notice of EGM (as approved in the meeting of Board of Directors of the Company held on April 30, 2026) being issued and confirmed that the proposed preferential issue of equity shares of the Company shall be made fully paid up at the time of allotment;
 - examined the aforesaid Notice of EGM and confirmed that the special resolution for proposed preferential issue of equity shares of the Company is included in the same;
 - enquired with the management of the Company and obtained representation to confirm that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with NSE, on whose SME Platform, the equity shares of the issuer are listed;
 - verified that the Company has obtained Permanent Account Number ('PAN') of the proposed allottees; and
 - Conducted relevant management inquiries and obtained necessary representations from the Management in this regard;
 - b) Reviewed the Memorandum of Association and Articles of Association of the Company;



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- c) Reviewed the present capital structure including the details of the authorized, subscribed, issued, paid up share capital of the Company along with the shareholding pattern;
- d) Obtained and read a certified copy of resolutions of the Board of Directors of the Company approving the proposed preferential issue;
- e) Verified the Permanent Account Number ('PAN') of the Proposed Allottees subscribing to the preferential issue from the copy of the PAN card;
- f) Read the Notice and verified that the required disclosures in the Notice have been made in accordance with Regulation 163(1) of the ICDR Regulations and other applicable laws and Regulations;
- g) With respect to compliance with minimum price for preferential issue which is in accordance with Chapter V of the ICDR Regulations, we have issued our Certificate dated April 30, 2026;
- h) Valuation Report by the Independent Registered Valuer dated April 30, 2026 under Regulation 163(3) of the ICDR Regulations for issuance of securities, for consideration other than cash, pursuant to swap of shares and its submission to the stock exchange where the equity shares of the Company are listed;

Certification:

8. Based on the verification procedures performed as mentioned above and information, explanations and representations provided by the Company, we certify that the proposed preferential issue is in compliance with the provisions of Chapter V of ICDR Regulations.

Assumption & Limitation of Scope and Review:

9. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
10. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
11. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
12. This certificate is solely for your information and for being made available on the website of the Company to facilitate online inspection by the shareholders till May 25, 2026 being the date of EGM, to comply with the requirement under ICDR Regulations and accordingly it is not to be used, circulated, quoted, or otherwise referred to for any other purpose.

For Manish Ghia & Associates
Company Secretaries
(Unique ID: P2006MH007100)



Mannish L. Ghia

CS Mannish L. Ghia
Partner

M. No. FCS 6252 C.P. No. 3531
PR 6759/2025

Place: Mumbai
Date: April 30, 2026
UDIN: F006252H000249616