



**YAAP DIGITAL LIMITED**  
**(FORMERLY KNOWN AS YAAP DIGITAL PRIVATE LIMITED)**

CIN: U74900MH2016PLC274104

**Registered Office:** 802, 8th Floor, Signature by Lotus, Veera Desai Road, Andheri West, Mumbai- 400053

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**CORRIGENDUM TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, MAY 25, 2026 AT 4:00 P.M. (IST)**

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The Extraordinary General Meeting (“EGM”) of the Members of Yaap Digital Limited (“the Company”) is scheduled to be held on Monday, May 25, 2026 at 4:00 P.M. (IST), through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). The Notice of EGM (“Notice”) was dispatched to the Members of the Company on May 02, 2026 electronically, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, to transact the businesses stated therein.

This Corrigendum is being issued to address the clarifications sought by the National Stock Exchange of India Limited (“NSE”) in relation to the proposed issuance of Equity Shares for consideration other than cash on Preferential Basis and the application filed by the Company for obtaining the in-principle approval for listing of the shares to be issued pursuant to the preferential issue, on SME Platform of NSE (“NSE Emerge”).

With respect to the resolution proposed at Item No. 1 of the Notice for consideration and passing as a Special Resolution, the Company had appended Explanatory Statement under Section 102 of the Companies Act, 2013.

Pursuant to the Corrigendum, Members are hereby informed and requested to note the following changes in the explanatory statement to Item No. 1 as set out in the Notice:

**1. SUBSTITUTION OF POINT NO. 17 OF THE EXPLANATORY STATEMENT**

Point No. 17 of the Explanatory Statement to the Notice stands substituted in its entirety as under:

**17. Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:**

The Company proposes to discharge the non-cash consideration payable to the Proposed Allottees for the acquisition of the Sale Shares of the Gozoop Online Private Limited (“Gozoop”/ “Target Company”) by issuance of its Equity Shares pursuant to a share swap, in accordance with the SEBI ICDR Regulations and other applicable laws. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation report is required to be undertaken by an Independent Registered Valuer where securities are issued on a preferential basis for consideration other than cash.

The valuation of the Sale Shares of Gozoop and price of the Equity Shares has been arrived based on Valuation Report dated April 30, 2026 issued by M/s. SPA Valuation Advisors Private Limited, the Independent Registered Valuer (IBBI/RV-E/05/2021/148) having address at 25, C - Block, Community Centre, Janak Puri, New Delhi - 110 058 and approval of the Purchase Consideration by the Board of Directors, in accordance with SPSHA dated March 30, 2026.

The Company has also considered the fair equity share swap ratio set out in the Valuation Report obtained from M/s. SPA Valuation Advisors Private Limited, the Independent Registered Valuer (IBBI/RV-E/05/2021/148), for the purpose of determination of the number of equity shares to be issued to the Proposed Allottees, for consideration other than cash (after making such necessary adjustments as may be required on account of rounding off), which will be available for member inspection on the Company's website at [https://www.yaap.in/pdfs/Shareholders\\_Information/Notice\\_of\\_General\\_Meeting/Valuation-Report-by-Registered-Valuer.pdf](https://www.yaap.in/pdfs/Shareholders_Information/Notice_of_General_Meeting/Valuation-Report-by-Registered-Valuer.pdf) and at the Registered Office.

## **Clarification on Swap Structure and Rounding Adjustment**

Members are further informed that pursuant to SPSHA dated March 30, 2026, the aggregate consideration for Tranche 1 for acquisition of 480 fully paid-up equity shares of Gozooop, comprises both cash consideration and share swap consideration.

The swap consideration of INR 7.66 crores is proposed to be discharged based on the valuation report referred above, under which 6,823 fully paid-up equity shares of the Company of face value INR 10/- each are to be issued for every 1 fully paid-up equity share of Gozooop of face value INR 100/- each.

Accordingly, at an issue price of INR 172.89/- per equity share, upto 4,43,103 fully paid-up equity shares of the Company are proposed to be issued towards discharge of the swap consideration.

Based on the above swap ratio, the entitlement aggregates to approximately 64.94 fully paid-up equity shares of Gozooop, which has been rounded down to 64 fully paid-up equity shares due to non-transferability of fractional shares under the transaction structure. Such rounding results in a differential value of approximately INR 11,06,445.67 ("Rounding Difference"), arising solely due to rounding off of fractional entitlement.

The Company hereby clarifies that:

- a) the transaction structure comprises a combination of cash consideration and share swap consideration;
- b) the aforesaid rounding difference is being/has been appropriately adjusted within the overall consideration mechanics of the SPSHA, including adjustment against the cash component of the transaction;
- c) pursuant to the SPSHA, the Company has completed entire Tranche 1 acquisition comprising of 480 fully paid-up equity shares of Gozooop, as disclosed to the Stock Exchange vide intimation dated March 30, 2026; and
- d) accordingly, there is no change in the overall transaction consideration or the total number of equity shares of Gozooop agreed to be acquired under Tranche 1.

The rounding adjustment has been undertaken pursuant to mutual understanding between the parties under the SPSHA and is not in any manner prejudicial to the interests of any of the parties to the transaction.

## **2. CLARIFICATION ON VALUATION REPORT LINK (POINT NOS. 6 & 17)**

Members are requested to note that the Valuation Report dated April 30, 2026 issued by M/s. SPA Valuation Advisors Private Limited, Registered Valuer (IBBI/RV-E/05/2021/148), referred to under Point No. 6 and Point No. 17 of the Explanatory Statement to Item No. 1 of the Notice, is available on the Company's website and has been hosted at the following direct link: [https://www.yaap.in/pdfs/Shareholders\\_Information/Notice\\_of\\_General\\_Meeting/Valuation-Report-by-Registered-Valuer.pdf](https://www.yaap.in/pdfs/Shareholders_Information/Notice_of_General_Meeting/Valuation-Report-by-Registered-Valuer.pdf)

The said link shall be read as the correct reference for the valuation report for the purposes of the EGM Notice.

This Corrigendum is being issued by way of a clarification and is intended to form an integral part of the EGM Notice. Members and other stakeholders are requested to read the EGM Notice in conjunction with this Corrigendum.

All capitalised terms not defined herein would have the same meaning as attributed to it in the EGM Notice.

All other contents of the EGM Notice save and except as clarified, modified or supplemented by this Corrigendum, shall remain unchanged. The Members are requested to take note of the same.

All documents referred to in this Corrigendum shall be made available for inspection by the Members in the manner set out in the EGM Notice.

As the e-voting has already commenced on Wednesday, May 20, 2026, those shareholders who have already voted may raise their concerns, if any, by writing an email to the Scrutinizer at [scrutinizer@mgconsulting.in](mailto:scrutinizer@mgconsulting.in), latest by Sunday, May 24, 2026.

A copy of EGM Notice, Corrigendum is available on the Company's website at [www.yaap.in](http://www.yaap.in), website of the Stock Exchange i.e. [www.nseindia.com](http://www.nseindia.com) and on the website of e-voting service provider i.e. Central Depository Services (India) Limited ('CDSL') i.e. [www.evotingindia.com](http://www.evotingindia.com)

**By Order of Board of Directors,  
Yaap Digital Limited  
(formerly known as Yaap Digital Private Limited)**

**SD/-  
Shivani Shivshankar Tiwari  
Company Secretary & Compliance Officer  
M. No.: A54854**

**Place:** Mumbai  
**Date:** May 20, 2026

**Registered Office:**  
802, 8th Floor, Signature by Lotus,  
Veera Desai Road, Andheri West,  
Mumbai- 400053