



SPA VALUATION ADVISORS PRIVATE LIMITED

(Formerly known as ZENSPAA Capital Services Private Limited)

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IBBI Registration No. IBBI/RV-E/05/2021/148

Submitted to

YAAP DIGITAL LIMITED

Valuation Report

On

**Share Entitlement Ratio for proposed acquisition
of stake in**

GOZOOP ONLINE PRIVATE LIMITED

by

YAAP DIGITAL LIMITED

BY

SPA VALUATION ADVISORS PRIVATE LIMITED

Registration No.

IBBI/RV-E/05/2021/148

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BACKGROUND INFORMATION

GOZOOP ONLINE PRIVATE LIMITED

1. GOZOOP ONLINE PRIVATE LIMITED (GOZOOP) is a Mumbai-based digital marketing and advertising company incorporated in 2010. It provides services like social media marketing, performance marketing, branding, and online reputation management to various brands. The company is led by its founders Ahmed Naqvi and Rohan Bhansali and operates as a small enterprise with a growing presence in India and abroad.
2. In recent years, Gozoop has shown steady financial growth, with rising revenue and profits. A major development is the acquisition of a majority stake by Yaap Digital Ltd, making Gozoop its subsidiary and positioning it for further expansion.

YAAP DIGITAL LIMITED

1. Yaap Digital Limited (Yaap) is a Mumbai-based digital marketing and content company founded in 2016. It focuses on combining creativity, data, and technology to offer services like digital advertising, influencer marketing, content creation, and AI-driven brand solutions. The company operates with a digital-first approach, helping brands engage audiences through integrated marketing strategies.
2. In 2026, Yaap Digital gained major attention by launching its IPO on the NSE SME platform and expanding through acquisitions, including taking a majority stake in Gozoop Online Private Limited. With steady financial growth and a focus on innovation, it is positioning itself as a fast-growing player in the digital media and advertising industry.

PURPOSE OF VALUATION AND APPOINTING AUTHORITY

We have been appointed by the management of YAAP DIGITAL LIMITED to compute the share entitlement ratio for the proposed acquisition of stake of GOZOOP by Yaap under the provisions Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

DISCLOSURE OF VALUER INTEREST/CONFLICT, IF ANY

Valuer does not have any interest or conflict of interest of any kind with YAAP DIGITAL LIMITED/ GOZOOP ONLINE PRIVATE LIMITED.

DATE OF APPOINTMENT, VALUATION DATE AND DATE OF REPORT

Date of appointment: April 26, 2026

Valuation date: March 31, 2026

Date of report: May 30, 2026

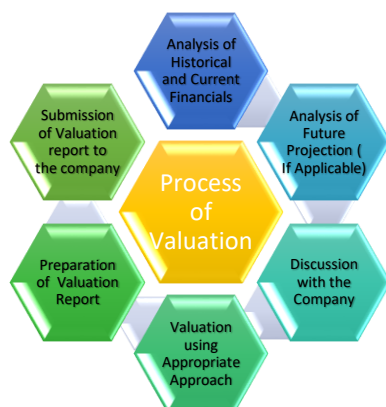
SOURCES OF INFORMATION

- Audited Financial Statement of Yaap Digital Limited from the year ended March 31, 2025
- Audited Financial Statement of Gozoop Online Private Limited from the year ended March 31, 2025
- Audited Financial Statement of Gozoop Online Private Limited as on March 31, 2026
- Audited Financial Statement of Yaap Digital Limited as on March 31, 2026

- Projected Financial Statement of Yaap Digital Limited & Gozoop Online Private Limited till the year ending March 31, 2031
- Available listed peer set
- Information and explanations given by management of Yaap Digital Limited & Gozoop Online Private Limited and its representatives.

PROCEDURE ADOPTED IN CARRYING OUT THE VALUATION

The process of valuation and determining the fair value is shown below:-



The general process for the valuation starts with analysis of historical and current financials, then analysis of future projections, if applicable, is done and discussion with the company is performed to understand the future assumptions. After analyzing the data appropriate valuation method is determined. Valuation is done and valuation report is prepared. Finally this report is shared with the company.

INTERNATIONALLY ACCEPTED PRICING METHODOLOGIES OF VALUATION:

- (1) Market Approach (Comparable Companies Quoted Multiples Method)
- (2) Income Approach (Discounted Cash Flows Method)
- (3) Asset Approach (Net Asset Value Method)

MARKET APPROACH

The market approach provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available. The Market approach should be applied and afforded significant weight under the following circumstances:

- a) The subject asset has recently been sold in a transaction appropriate for consideration under the basis of value,
- b) The subject asset or substantially similar assets are actively publicly traded, and/or
- c) There are frequent and/or recent observable transactions in substantially similar assets.

There are some of the limitations to the market approach which are as follows:

- It is difficult to identify transactions or companies that are comparable. There is usually a lack of a sufficient number of comparable companies or transactions.
- It is less flexible compared to other methods.
- The method raises question on how much data is available and how good the data is.

There are three methods under which valuation can be done in Market Approach which are as follows:

a) Market Price Method:

The market price of an equity shares as quoted on a stock exchange is normally considered as the value of the equity share of the company with appropriate adjustments where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the share. But there could be situation where value of the share as quoted on the market would not be regarded as proper index of fair value of share, especially where market values are fluctuating in the volatile capital market.

b) Comparable Companies Quoted Multiple ('CCM') Method:

Under this method, value of equity shares of the Company is arrived at by using multiple derived from valuation of comparable companies, as manifest through stock market valuation of listed Companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiple need to be chosen carefully and adjusted for differences between the circumstances.

INCOME APPROACH**Discounted Cash Flows Method**

Discounted Cash Flow Method (DCF method) seeks to capture the discounted present value of the free cash flows generated by the business as a going concern. The DCF approach requires two basic estimates; the free cash generated by the business and the cost of capital. In developing the cash flow forecast, two additional factors need to be considered: Length of the forecast; and Determination of the perpetuity value of the business at the end of the forecast period.

The DCF focuses on the Free Cash Flows (FCFs) that the company can generate over a period of time. The underlying assumption of this method of valuation is that the value of a business can be measured by the present worth of the net cash benefit (being cash inflows less cash outflows) to be received over the period of forecast and beyond. The

DCF has its foundation in the Present Value rule, where the value of any asset is the Present Value of its expected future cash flows.

The steps followed in applying this approach include projecting the expected cash flows of the business over a selected period of estimation and converting these cash flows to present value through discounting. The discounting process uses the Weighted Average Cost of Capital (WACC).

Finally, the present value of the cash flows over the period of estimation and the present value of the terminal value, i.e., the value of the business at the end of the estimation period, are summed up to arrive at the total present Business/ Enterprise Value.

Free Cash Flows

Free Cash Flows (FCF) are arrived at as follows:

Earnings before Interest on Term Loan, Taxes, Depreciation and Amortization (A)

Less: Taxation (B)

Adjusted Cash Flows (C) = A - B

Less: Increase in Working Capital (D)

Less: Capital Expenditure (E)

Free Cash Flows for the year (F) = C - D - E

The FCFs are then discounted using the discounting factor to arrive at their Net Present Value (NPV).

The Discounting Factor

The discount rate applied to estimate the present value of explicit forecast period cash flows. One of the advantages of the DCF approach is that it permits the various elements that make up the discount factor to be considered separately, and thus, the effect of the

variations in the assumptions can be modeled more easily.

The components of the weighted average cost of capital are:

Cost of Equity

The cost of equity is the desired rate of return for an equity investor given the risk profile of the company and associated cash flows and is calculated using the Capital Asset Pricing Model (CAPM).

Cost of Debt

The cost of debt is the average interest rate on Long term debt (after tax) on the borrowings of the business being valued.

Terminal Value

At the end of the explicit forecast period, a terminal value is calculated to arrive at the value of the business at the end of the estimation period. The important assumption in calculating the terminal value is that there would be no material change in trends or economic outlook beyond the explicit forecast period.

This terminal value is then discounted to its present value (value at the time of valuation) using the discounting factor for the last year of the forecast horizon.

The net present value takes into account the cost of debt, cost of equity and target capital structure. It also takes into account the risks to which the enterprise is exposed. The discount rate is based on the overall risk perception of the company.

ASSET APPROACH

Net Assets Value Method (NAV)

The Net Asset Value represents the value of the shares with reference to the value of the assets owned by the Company and liabilities on the valuation date. Generally historical cost (latest audited financial statements) of the assets/ liabilities is considered in arriving at the value per share.

However in certain cases, the current / intrinsic values of assets/ liabilities may be considered in place of the historical values and due adjustments in the values thereof may be carried out in respect of fair value of investments, replacement cost of Plant & Machinery and fair value of Land & building.

METHODLOGIES ADOPTED

The below methods have been adopted for carrying out the fair valuations of both transferor and transferee companies.

Yaap:

Income Approach (DCF Method)-

We have considered this approach basis of future projections as provided to us by the company's management.

Market Approach:

- 1) **Market Price Method: Though**, The equity shares of the Company are listed on the National Stock Exchange-SME Platform. Though the company's shares are currently trading on NSE-SME Platform, data is not available for preceding 90 days as the company got listed on March 05, 2026 hence the valuation has been done following sub rule (2) of regulation 164 of ICDR as explained below.
- 2) **Comparable Company Method (CCM):** We have tried to apply this approach basis of listed peer companies as provide to us by the company's management.
- 3) In the present case, we have considered Enterprise Value/EBITDA ("EV/EBITDA") and Enterprise Value/Sales ("EV/Sales") for the peer group under this method.

Assets Approach: we have considered this approach as minimum benchmark for our computation.

GOZOOP:**Income Approach (DCF Method)-**

We have considered this approach basis of future projections as provided to us by the company's management.

Market Approach -

a) **Comparable Company Method (CCM):** We have applied this approach basis of listed peer companies as provide to us by the company's management.

Assets Approach- we have considered this approach as minimum benchmark for our computation

CONCLUSION

Based on our analysis and consideration of the relevant factors, we recommend the following fair and reasonable share entitlement ratio for issuance of equity shares by Yaap Digital Limited to the shareholders of Gozoop Online Private Limited for the proposed acquisition:

“6823 fully paid up equity share of face value of INR 10/- each of YAAP DIGITAL LIMITED will be transferred for every 1 (One) fully paid up equity share of face value of INR 100/- of GOZOOP ONLINE PRIVATE LIMITED”

We have no obligation to update this report or our conclusion of value for information that comes to our attention after the date of report.

- Detailed working of same as given below in annexure part of this report.



Neena Agarwal

Registered Valuer

Registration No. - IBBI/RV/05/2019/11667

CAVEATS, LIMITATION AND DISCLAIMERS:

The Final Report has been prepared for the purpose as mentioned above in the “purpose” section of this report. This Final report can be circulated with investors/ shareholders, advisors and regulators as required for completion or in connection with or in relation to of the transaction without taking the prior written consent of the valuer. Any other use, in whole or in part, of the Final Report will have to be previously agreed and authorized in writing by SPA Valuation Advisors Limited (SPA).

In preparing the Final Report, SPA has relied upon all the information as provided by the management and its representatives either through any of the communication channel such as mail/telephonic/WhatsApp communication etc. and assumed, without independent verification (Legal or Financial Due diligence), the truthfulness and accuracy , in terms of audited, actual & projected data including but not limited to any Capex Schedule, Working Capital Requirements, Capital Structure of the company, Debt Schedule (historic as well as projected) , Non-Current Investment etc.

Publicly available information deemed relevant for the purpose of the analyses contained in the Final Report has also been used. However we make no representation as to accuracy or completeness of such information and have performed no procedures to corroborate the information. The report is based upon the market conditions, its outlook, management estimates and other factors including legal guidelines at and as on date of signing. SPA or their representatives does not take any responsibility for change in regulations governing the purposes, after date of signing nor are they liable in case the subject company does not fulfil its projections and its actual performance does not support the projections after the date of signing. In case there is more than one guidelines or if there is no clarity over the rules or it is dependent upon the interpretation of the reader than it should be read

with the scope of work and valuer judgement which is derived after the discussion of management. SPA or its representatives does not be accountable for any changes in the rule or any clarification after date of signing.

Future services regarding this subject matter of this report, including, but not limited to testimony or attendance in court, shall not be required of SPA or any of its employees. In case of any liability/ misconduct/gross negligence, SPA/ its employee / signing authority of the report or any person involved in this assignment will not be responsible. In case of any legal dispute the maximum liability assigned to company/ its employee/ signing authority will be limited to the fee charged for this assignment.

Except as set out in the Final Report, neither all nor any part of the contents of this report should be disseminated to the public through advertising media, public relations, news media, mail, direct transmittal, or any other means of communication without the prior written consent and approval of SPA.

The conclusions described in the Final Report have been prepared with the sole purpose of determining share entitlement ratio for the purposes mentioned in the report therefore; the values contained in this Final Report have no relevance for other purposes.

The conclusions contained in this Final Report are based on the whole of the valuations contained herein and therefore no part of the Final Report may be used apart from the document in its entirety.

The Final Report and the Opinion are necessarily based on economic, market and other conditions as of the date hereof, and the written and oral information made available to us.

In addition, SPA is expressing no opinion as to the price at which any securities of Yaap Digital Limited & Gozoop Online Private Limited will trade on the stock market at any time. Other factors after the date hereof may affect the value of the businesses of Yaap

Digital Limited & Gozoop Online Private Limited or its business units. It is understood that SPA or certain SPA affiliates, in the ordinary course of their activities, may actively trade, for their own account or for the account of customers, the equity and debt securities of Yaap Digital Limited & Gozoop Online Private Limited or companies directly or indirectly controlled by, affiliated with Yaap Digital Limited & Gozoop Online Private Limited or in which Yaap Digital Limited & Gozoop Online Private Limited holds securities, and, accordingly, may at any time hold long or short positions in such securities.

It also remains understood that SPA or certain SPA affiliates may currently have and may in the future have commercial banking, investment banking, trust and other relationships and/or engagements with Counterparties which may have interests with respect to Yaap Digital Limited & Gozoop Online Private Limited, or companies directly or indirectly controlled by, affiliated with Yaap Digital Limited & Gozoop Online Private Limited or in which Yaap Digital Limited & Gozoop Online Private Limited holds securities.

Finally, it remains understood that SPA or certain SPA affiliates may have fiduciary or other relationships and engagements whereby SPA or certain SPA affiliates may exercise voting power over securities of various persons, which securities may from time to time include securities of Yaap Digital Limited & Gozoop Online Private Limited, or companies directly or indirectly controlled by, affiliated with Yaap Digital Limited & Gozoop Online Private Limited, or in which Yaap Digital Limited & Gozoop Online Private Limited holds securities, or other parties with an interest in the Transaction. For clarity SPA/company means SPA VALUATION ADVISORS LIMITED and its representatives include any person who is involved with this exercise including signatory, analyst, accountants, executioner, promoter or any person on the pay roll of the company.

Annexure I

Particulars		Yaap Digital				Gozoop			
Methods Adopted		value	Weight		Value After Weight	value	Weight	Weight	Value After Weight
Income Approach	DCF Method	170.16	-	0%	-	12,10,816.96	50%	50%	6,05,408.48
	EV/Sales	78.24	-	0%	-	9,07,918.41	50.00%	50%	2,26,979.60
Market Approach	EV/EBITDA	47.40	-		-	13,89,294.88	50.00%		3,47,323.72
	Market price Method	172.89		100%	172.89				
Assets Approach	NAV Method	49.14	0	0%	-	3,70,534.52	0	0%	-
Fair value					172.89				11,79,711.80
Share Swap									6,823.4000

* "As per Regulation 164(2) of SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, If the equity shares of the issuer have been listed on a recognized stock exchange for a period of less than 90 trading days as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than the higher of the following:

- a) the price at which equity shares were issued by the issuer in its initial public offer or the value per share arrived at in a scheme of compromise, arrangement and amalgamation under sections 230 to 234 the Companies Act, 2013, as applicable, pursuant to which the equity shares of the issuer were listed, as the case may be; or
- b) the average of the volume weighted average prices of the related equity shares quoted on the recognized stock exchange during the period the equity shares have been listed preceding the relevant date; or
- c) the average of the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date."

"As per the above, the highest of the three values is the 10-trading-day volume-weighted average price (VWAP), which has accordingly been considered as the final price. Further, under the DCF method, since the value derived is lower than the aforementioned price, it has not been considered for valuation purposes."