SUKESH & CO.
(Company Secretariers)

COMPLIANCE CERTIFICATE
[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members,
Yaari Digital Integrated Services Limited,
5th Floor, Plot No. 108, IT Park,
Udyog Vihar, Phase 1, Gurgaon, Haryana - 122016.

We M/s **Sukesh & Co**, Company Secretaries in practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on July 18, 2025 by the Board of Directors of **Yaari Digital Integrated Services Limited** (hereinafter referred to as '**the Company**'), having CIN: **L51101HR2007PLC077999** and having its registered office at **5th Floor, Plot No. 108, IT Park, Udyog Vihar, Phase 1, Gurgaon, Haryana - 122016**. This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "**the Regulations**'), for the financial year ended March 31, 2025.

MANAGEMENT RESPONSIBILITY:

It is the responsibility of the Management of the Company to implement the ESOP and/or Employee Stock Benefit Scheme(s) in accordance with the Regulations and Shareholders' authorisations, including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

VERIFICATION:

The Company has implemented the following Schemes:

S. No.	Name of Scheme	Date at which Special Resolution passed by members
1	Yaari Digital Integrated Services Limited Employees Stock Option Scheme-2011 ("Yaari ESOP-2011" Or "Scheme")	30/09/2011
2	Yaari Digital Integrated Services Limited Employees Stock Option Scheme-2018 ("Yaari ESOP-2018" Or "Scheme")	14/05/2018

For the purpose of verifying the compliance of the Regulations, We have examined the following:
1. Scheme(s) received from/furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Resolutions passed at the meeting of the Compensation Committee;
5. Shareholders resolutions passed at the General Meeting(s) as mentioned above;
6. Shareholders resolution passed at General Meeting/ through Postal Ballot(s) w.r.t approval for implementing the scheme(s) through a trust(s);
7. Trust Deed(s) in respect of the scheme(s) implemented through Udaan Employee Welfare Trust.
8. Detailed terms and conditions of the scheme as approved by Compensation Committee;
9. Valuation Report;
10. Exercise Price / Pricing formula;
11. Details of trades in the securities of the company executed by the trust through which the scheme is implemented;
12. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;

SUKESH & CO.
FCS No. 11688
COP No. 12007
Gurgaon
COMPANY SECRETARIES

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the **above mentioned schemes** in accordance with the applicable provisions of the Regulations and Resolution(s) of the shareholders of the Company passed by postal ballot(s)/in General Meeting(s).

ASSUMPTION & LIMITATION OF SCOPE AND REVIEW:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. 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.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For Sukesh & Co,
Company Secretaries

SUKESH & CO. * COMPANY SECRETARIES *
FCS No. 11688
COP No. 12007
Gurgaon

Sukesh Saini
(Proprietor)
FCS No.: 11688
CP No.: 12007
UDIN: F011688G001103561
PR No: 3473/2023

Place: Gurugram
Date: 28/08/2025