

Affle 3i Limited

(Formerly known as Affle (India) Limited)

Regd. Office | A47 Lower Ground Floor, Hauz Khas, Off Amar Bhawan, New Delhi-110016

Communication Office | 8th floor, Unitech Commercial Tower - 2,

Sector - 45, Gurugram - 122003, Haryana

(P) 0124-4598749 (W) www.affle.com; CIN: L65990DL1994PLC408172**NOTICE OF THE 31ST ANNUAL GENERAL MEETING**

Notice is hereby given that the 31st Annual General Meeting ("AGM") of Affle 3i Limited (Formerly known as Affle (India) Limited) ("the Company") will be held on Tuesday, September 22, 2026 at 10:30 a.m. (IST) through video conferencing ("VC")/other audio visual means ("OAVM") to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To appoint a Director in place of Mr. Vivek Narayan Gour (DIN: 00254383), Non-Executive Director who retires by rotation.

Mr. Vivek Narayan Gour is eligible for re-appointment and seeks re appointment in this AGM.

Special Business:**3. Alteration of Articles of Association of the Company**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, rules and regulations, the Articles of Association of the Company be and are hereby altered in the following manner:

- i) Article 16(a) – Insertion of words "or such lesser number of days as may be prescribed" after the word days and before the word and, in the first bullet point of Article 16(a).

Article 16(a) is read as follows:

the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days **or such lesser number of days as may be prescribed** and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

- ii) Article 59(c) – Deletion of Article 59(c) relating to prohibition on conducting Board and Audit Committee meetings through video conferencing and renumbering the articles thereafter.

RESOLVED FURTHER THAT the Board of Directors of the Company, Chief Financial Officer and Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents and writings, and file all necessary forms, returns and documents with the Registrar of Companies, stock exchanges and other regulatory authorities, as may be necessary or expedient for giving effect to this Resolution."

By Order of the Board
For Affle 3i Limited
(Formerly known as Affle (India) Limited)

Parmita Choudhury
Company Secretary & Compliance Officer
Membership No. A26261

Date: August 8, 2026
Place: Gurugram

NOTES

1. AGM of the Company is being conducted through VC in compliance with General Circular No. 03/2025 dated September 22, 2025 read with General Circular Nos. 9/2024, 9/2023, 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs (collectively referred to as "Circulars"), which details the procedure and manner of holding AGM through VC and Other Audio Visual Means. The registered office of the Company at New Delhi shall be deemed to be the venue for the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to the special business to be transacted at the Annual General Meeting ("AGM"/ "meeting") is annexed hereto. The Board of Directors of the Company has opined that the special business, being considered unavoidable, be transacted at the 31st AGM of the Company.
3. Pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meetings ("SS-2"), the relevant information in respect of the Director seeking re-appointment at the AGM is attached as "Annexure A" and forms an integral part of this Notice.
4. M/s. KFin Technologies Limited ("KFintech"), Registrar & Transfer Agent of the Company ("RTA"), shall be providing facility for e-voting and attending the AGM through video conferencing. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.
5. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2025-26 are being sent only through electronic mode (by e-mail) to those members whose e-mail ids are registered with the Company/ Depositories, unless any member has requested a physical copy of the same. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2025-26 will also be available on the Company's website at <https://affle.com>, websites of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech at <https://evoting.kfintech.com>.
6. Since this AGM is being held through VC/ OAVM pursuant to the Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies(Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this Notice. The period of remote e-voting before the AGM, commences on Thursday, September 17, 2026 (9:00 a.m. IST) and ends on Monday, September 21, 2026 (5:00 p.m. IST). The voting rights of the Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., Tuesday, September 15, 2026.
8. The Company has appointed Ms. Kiran Sharma (FCS 4942, CP No. 3116) of Kiran Sharma & Co., Practicing Company Secretary, to act as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner and Ms. Kiran Sharma has communicated her willingness to be appointed and be available for the purpose.
9. The Scrutiniser shall, immediately after the conclusion of the e-voting at the AGM, first count the votes cast through e-voting during the AGM and thereafter unblock the votes cast through remote e-voting before the AGM in presence of at least two witnesses who are not in the employment of the Company, and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson or a

person authorised by him in writing who shall countersign the same.

10. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. In line with the applicable circulars at least 1000 members will be able to join the AGM on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
12. Members seeking or requiring any clarification or information in respect of accounts or any other matter to be placed at the AGM may send their requests to the Company by Sunday, September 20, 2026, 5:00 p.m. (IST) at compliance@affle.com.
13. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
14. SEBI has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email ids, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company. Further, relevant forms to update the above-mentioned information are available on the Company's website at <https://affle.com/investor-service-request>.
15. SEBI vide its Master Circular dated May 7, 2024 has mandated that shares shall be issued only in dematerialised mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical shareholders.
16. As per the provisions of Section 72 of the Act, the facility for making the nomination is

available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to KFintech in case the shares are held in physical form.

17. Members may please note that SEBI has made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
18. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorisation etc. authorising its representative to attend the AGM through VC on its behalf and to vote either through remote e-voting or during the AGM together with attested specimen signature(s) of the duly authorised representative(s). The said Resolution/ Authorisation shall be sent electronically through registered email ids to the Company at compliance@affle.com with a copy marked to evoting@kfintech.com and the Scrutiniser at kiran3116@gmail.com.

19. Inspection of Documents

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

Certificate from the Secretarial Auditor of the Company certifying that Employee Stock Option Scheme, 2021 is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance@affle.com.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS:

- a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and sub-regulation (1) & (2) of Regulation 44 of the SEBI Listing Regulations and applicable Circulars, the Company is offering the facility of remote e-voting to its members. The facility of casting votes by a member using an electronic voting system from a place other than venue of the AGM ("remote e-voting") as well as voting at the AGM through VC ("e-voting at the AGM") will be provided by Company's Registrar and Transfer Agent i.e. M/s KFin Technologies Limited. The instructions for remote e-voting and facility for those members participating in the AGM to cast vote through e-voting system during the AGM are given in the Notice.
- b) The remote e-voting period commences on Thursday, September 17, 2026 (9:00 a.m. IST) and ends on Monday, September 21, 2026 (5:00 p.m. IST). During this period, members holding shares either in physical form or in demat form, as on Tuesday, September 15, 2026 (i.e. "Cut-off" Date), may cast their vote electronically.
- c) The remote e-voting module shall be disabled by KFinTech for voting thereafter. Those members, who will be present in

the AGM through VC facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

- d) The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.
- e) In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM. The Company is also offering a facility for voting by way of "Insta Poll" at the AGM for the members attending the AGM who have not cast their vote by remote e-voting. If a member cast votes by both modes i.e. remote e-voting and Insta Poll at the AGM, then voting done through remote e-voting shall prevail and Insta Poll shall be treated as invalid.

B. THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN BELOW - APPLICABLE FOR NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE:

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- a. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- b. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 10059, followed by folio number.

In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the "EVEN" i.e., 'Affle 3i Limited' and click on "Submit".
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall

not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- h. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
- i. In case you do not desire to cast your vote, it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit".
- k. A confirmation box will be displayed. Click "OK" to confirm, and "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

C. THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER FOR INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE:

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with their respective Depositories and Depository Participants as detailed below. Shareholders are advised to update their mobile number and email ids in their demat accounts in order to access e-voting facility.

Option 1 – Login through Depositories

NSDL

For OTP based login:

- (i) Go to URL:
<https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- (ii) Enter 8-digit DP ID, 8-digit client ID, PAN No., verification code and generate OTP for login.
- (iii) Enter the OTP received on registered mobile number/email id and click on login.
- (iv) After successful authentication, member will be redirected to NSDL Depository site wherein member can see e-voting page.
- (v) Click on the Company name or e-voting service provider name and member will be redirected to e-voting service provider website for casting vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Members who have already registered and opted for IDeAS facility to follow below steps:

Go to URL:

<https://eservices.nsdl.com>

Click on the “Beneficial Owner” icon under ‘IDeAS’ section.

On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-voting”

Click on the Company name or e-voting service provider and you will be re-directed to e-voting service provider website (i.e. KFinTech) for casting the vote during the remote e-voting period.

User not registered for IDeAS e-Services

To register click on link: <https://eservices.nsdl.com> (Select “Register Online for IDeAS”)

or

<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

Proceed with completing the required fields.

CDSL

Members who have already registered and opted for Easi / Easiest to follow below steps:

Go to URL:

<https://web.cdslindia.com/myeasitoken/Home/Login>

or

URL: www.cdslindia.com and then go to Login and select New System Myeasi.

Login with user id and password.

The option will be made available to reach e-voting page without any further authentication.

Click on Company name or e-voting service provider name to cast your vote during the remote e-voting period.

User not registered for Easi/Easiest

Option to register is available at: <https://web.cdslindia.com/myeasitoken/home/login>

Proceed with completing the required fields

NSDL**First-time users can visit the e-voting website directly and follow the process below:**

Go to URL: <https://www.evoting.nsdl.com/>

Click on the icon “Login” which is available under ‘Shareholder/Member’ section.

Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.

Click on the Company name or e-voting service provider name and you will be redirected to e-voting service provider website (i.e. KFintech) for casting your vote during the remote e-voting period.

Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience

NSDL Mobile App is available on

App Store



Google Play

**CDSL****First-time users can visit the e-voting website directly and follow the process below:**

Go to URL: www.cdslindia.com

Click on the icon “E-voting”

Provide Demat Account Number and PAN No.

System will authenticate user by sending OTP on registered Mobile & Email ID as recorded in the demat Account.

After successful authentication, the user will be provided links for the respective ESP where the e-voting is in progress.

Click on the Company name and you will be redirected to e-voting service provider website (i.e. KFintech) for casting your vote during the remote e-voting period.

Option 2 - Login through Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility. Once logged in, you will be able to see the e-voting option. Click on e-voting option and you will be redirected to NSDL/ CDSL Depository site after successful authentication. Click on the Company name or e-voting service provider name and you will be redirected to the e-voting service provider website of KFintech for casting your vote during the remote e-voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID

and Forget Password option available at the above mentioned website. For any technical issues, members may contact as below:

NSDL

NSDL helpdesk by email to: evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990, 1800 22 44 30 & 022-48867000

CDSL

CDSL helpdesk by email to: helpdesk.evoting@cdslindia.com or call at 022- 23058738, 23058542-43

- I. Voting at the AGM: Those members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the meeting.

Members who have already cast their votes by remote e-voting are eligible to attend the meeting. However, those members are not entitled to cast their vote again at the meeting.

- II. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a member cast votes by both modes i.e., voting at the AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

Other Instructions:

- a. Members holding shares either in physical form or in dematerialised form, as on the close of business hours on Tuesday, September 15, 2026, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- b. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as of the cut-off date, i.e. Tuesday, September 15, 2026, may obtain the login ID and password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-voting Event Number + Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
MYEPWD <SPACE>
IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE>
1402345612345678
 3. Example for Physical:
MYEPWD
<SPACE> XXXX1234567890
(XXXX being
E-voting Event Number)

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. In case of any queries, you may refer "Help & FAQ" section of <https://evoting.kfintech.com/> or call KFintech on Toll-Free No. 1-800-309-4001.
- iv. Members may send an e-mail request to evoting@kfintech.com. However, KFintech shall endeavour to send User ID and Password to those new members whose e-mail IDs are available.
- c. The Board of Directors has appointed Ms. Kiran Sharma (FCS 4942 COP No. 3116) as a Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- d. **Speaker Registration before AGM:** Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views, during the period starting from Friday, September 18, 2026 (9:00 a.m. IST) and ends on Sunday, September 20, 2026 (5:00 p.m. IST). For registration, please visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select "Speaker Registration" and mention your e-mail id, mobile number, and city. The Company reserves the right to restrict the number of speakers at the AGM depending on the availability of time for the AGM. Those members who have registered themselves as speakers will only be allowed to express their views/ ask questions during the AGM. Please note that questions of only those members will be entertained/ considered who are holding shares of Company as on the cut-off date i.e., Tuesday, September 15, 2026. Those members who have registered themselves as a speaker will be allowed to express their views/ ask questions during

the AGM and the maximum time per speaker will be restricted to 3 minutes.

- e. Due to limitation of transmission and co-ordination during the AGM, the Company may have to dispense with or curtail the speaker session & dispense with the speaker registration during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- f. Facility of joining the AGM through VC shall be open fifteen (15) minutes before the time scheduled for the AGM and will be available for members on first-come-first-served-basis and the Company may close the window for joining the VC facility fifteen (15) minutes after the scheduled time to start the AGM.
- g. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that login to the e-voting website will be disabled upon 3 unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/ Password' or 'Physical User Reset Password' option available on <https://evoting.kfintech.com> to reset the password.
- h. In case of any query pertaining to e-voting, please visit Help & FAQ's section and e-voting user manual available at the download section of <https://evoting.kfintech.com> ("KFintech website") or contact Mr. Anandan K from KFintech at evoting@kfintech.com or call KFintech's toll free number 1-800-309-4001 for any further clarifications.
- i. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, not later than two working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairperson or any other person authorised by him in writing, who shall countersign and declare the same.

- j. The voting results declared along with the Scrutiniser's Report(s) will be available on the website of the Company i.e. <https://affle.com> and on the website of the RTA at <https://evoting.kfintech.com> and will be communicated to the BSE Limited and the National Stock Exchange of India Limited within two working days from the conclusion of the AGM.

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM (AGM) AND E-VOTING DURING THE AGM:

- a. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com/> by clicking on the tab "video conference" and using their e-voting login credentials provided in the email received from the Company / KFintech. After logging in, click on the "Video Conference" tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquette to join the meeting. Please note that the members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
- b. Facility of joining the AGM through VC/ OAVM shall open 15 minutes before the scheduled time for commencement of the AGM and may be closed after the expiry of 15 minutes after such scheduled time.
- c. The e-voting window shall be activated upon instructions of the Chairperson during the AGM proceedings. Upon the declaration by the Chairperson about the commencement of e-voting at AGM, members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the Instapoll page. Members would need to click on the "Instapoll" icon and follow the instructions to vote on the resolutions. Only those shareholders, who are present in the AGM and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

- d. Members are encouraged to join the meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- e. Members will be required to grant access to the webcam to enable VC/ OAVM. Further, members connecting from mobile devices or Tablets or through laptop connecting via mobile hotspot may experience audio/ video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- f. **Post your Question:** Members, who may want to express their views or post questions with regard to the accounts or any matter to be placed at the AGM, may do so by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the email received from KFintech. On successful login select "Post Your Question" option to post their queries in the window provided. The window shall remain active from Friday, September 18, 2026 (9:00 a.m. IST) till Sunday, September 20, 2026 (5:00 p.m. IST).
- g. Please note that questions of only those members will be entertained/considered who are holding shares of Company as on the cut-off date i.e. Tuesday, September 15, 2026.
- h. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at emeetings@kfintech.com.

Summarized information at glance

Particulars	Details
Time and Date of AGM	Tuesday, September 22, 2026 at 10.30 a.m. (IST)
Venue/Mode	Through video conference at below link: https://emeetings.kfintech.com/
Cut-off date for e-voting	Tuesday, September 15, 2026
E-voting Start time and date	Thursday, September 17, 2026 (9:00 a.m. IST)
E-voting end time and date	Monday, September 21, 2026 (5:00 p.m. IST)
E-voting website links (Please use as applicable to you)	https://evoting.kfintech.com/ https://eservices.nsdl.com https://web.cdslindia.com/myeasitoken/home/login
E-voting Event Number (EVEN)	10059
Contact details of RTA	Mr. Anandan K, Senior Manager KFin Technologies Limited Selenium Tower B, Plot 31 and 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana, India Email ids: evoting@kfintech.com anandan.k@kfintech.com Website: https://www.kfintech.com Toll free number 1-800-309-4001

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3:

The Articles of Association (hereinafter referred to as "Articles") of the Company contain certain provisions which were incorporated based on the legal and regulatory framework prevailing at the time of their adoption. Pursuant to various amendments to the Companies Act, 2013, the rules made thereunder and the regulations issued by the Securities and Exchange Board of India ("SEBI"), certain provisions of the existing Articles are no longer aligned with the applicable legal and regulatory framework.

Accordingly, it is proposed to amend the Articles of Association by deleting and/or inserting certain words to align the Articles with the prevailing provisions of the Companies Act, 2013, the rules framed thereunder, and other applicable laws, as amended from time to time.

The proposed amendments are as follows:

1. Insertion of words "*or such lesser number of days as may be prescribed*" after the word days and before the word and, in the first bullet point of Article 16(a) relating to Rights Issue.

Article 16(a) shall be read as follows:

the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days **or such lesser number of days as may be prescribed** and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

2. Deletion of Article 59(c) relating to prohibition on conducting Board and Audit Committee meetings through video conferencing and renumbering the articles thereafter.

The existing Articles contain a provision specifying certain matters that shall not be dealt with at the meeting of Board of Directors or the Audit Committee held through

video conferencing. The said provision was incorporated in the Articles based on the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 as they existed at the time of adoption of the Articles. Subsequently, the Ministry of Corporate Affairs has amended the applicable legal framework, and the earlier restrictions on transacting certain matters through video conferencing or other audio-visual means have been omitted. Accordingly, there is no longer any statutory prohibition on considering such matters at meetings of the Board or Audit Committee conducted through video conferencing or other audio-visual means, subject to compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder. Therefore, the said provision has become redundant and is proposed to be deleted.

The Board of Directors is of the opinion that the proposed amendments are in the best interests of the Company and its members as they would align the Articles of Association with the applicable legal and regulatory framework and remove provisions that are no longer relevant.

A copy of the existing Articles of Association together with the proposed amendments, showing the changes, shall be available for inspection by the members during business hours on all working days from the date of circulation of this Notice up to the date of the Annual General Meeting and shall also be available electronically for inspection by the members during the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the said resolutions.

The Board of Directors recommends the resolution in relation to alteration of Articles of Association as set out in Item No. 3 for approval of the members by way of Special Resolution.

ANNEXURE A

Details of Director seeking re-appointment at the 31st Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Vivek Narayan Gour
Date of Birth	November 10, 1962
Age	63 years
Date of appointment	June 5, 2025
Relationship with Directors and Key Managerial Personnel	Not applicable
Brief profile of Directors seeking appointment/ re-appointment	Mr. Vivek Narayan Gour has over three decades of experience in marketing, financial services and aviation industry. Mr. Gour was the Managing Director and CEO of the Air Works India (Engineering) Private Limited. Previously he has worked with First Leasing Company of India Limited, Infrastructure Leasing & Financial Services Limited, Tata Finance Limited, Genpact India and GE Capital Services India. Currently he is serving as a Director on the Board of IndiaMART InterMESH Limited.
Qualification(s)	Mr. Vivek Narayan Gour holds a bachelor's degree in commerce from the University of Mumbai, an MBA from the Faculty of Management Studies, University of Delhi, and is an alumnus of Harvard Business School's OPM program.
Details of remuneration to be paid, if any	Mr. Vivek Narayan Gour will be entitled to sitting fees as determined by the Board from time to time for attending Board / Committee meetings thereof in accordance with the provisions of Companies Act, 2013.
Board Membership of other Companies	1. IndiaMART InterMESH Limited 2. Affle International Pte. Ltd. Singapore 3. MakeMyTrip Ltd., Mauritius
Listed entities from which the person has resigned in the past three years	1. Cyient Limited
Chairmanships/ Memberships of the Committees of Company	1. Audit Committee (Member) 2. Nomination & Remuneration Committee (Member) 3. Investment Committee (Member) 4. ESG Committee (Chairperson)
Chairmanships/ Memberships of the Committees of other public limited companies	IndiaMART InterMESH Limited 1. Audit Committee (Chairperson) 2. Stakeholders' Relationship Committee (Member) 3. Corporate Social Responsibility & Sustainability Committee (Chairperson) 4. Risk Management Committee (Member) 5. Nomination & Remuneration Committee (Member) 6. Committee Of Independent Directors (Member) MakeMyTrip Ltd., Mauritius Nomination & Remuneration Committee (Member)

Name of the Director	Mr. Vivek Narayan Gour
Shareholding of Non-Executive Directors including shareholding as a beneficial owner	Mr. Vivek Narayan holds 15,000 equity shares of the Company
Remuneration last drawn from the Company (FY2025-26)	Mr. Vivek Narayan Gour has received INR 1.3 million as sitting fees for attending Board and Committee meetings during FY2025-26.
No. of Board meetings attended during FY2025-26	Mr. Vivek Narayan Gour has attended four out of five Board meetings held during FY2025-26.