



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
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POSTAL BALLOT NOTICE

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013, read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by MCA and SEBI]

NOTICE is hereby given that the resolutions set out below are proposed for approval of the shareholders (the “shareholders” or the “members”) of Affle 3i Limited (Formerly known as Affle (India) Limited) (the “Company”) by means of Postal Ballot only by remote e-voting process (“e-voting”) being provided by the Company pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 30, 2020, No. 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Company has engaged the services of KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company (“KFinTech” or “KFin” or “RTA”) as the agency to provide e-voting facility.

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.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Tuesday, May 12, 2026
End of e-voting:	5:00 p.m. (IST) on Wednesday, June 10, 2026

The result of e-voting will be announced within 2 working days i.e. on or before Friday, June 12, 2026. 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 simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.

SPECIAL BUSINESS

1. Increase in Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder (the **“Act”**), consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing 300,000,000/- (Rupees Three Hundred Million Only i.e Rupees Thirty Crores Only) divided into 150,000,000 (One Hundred and Fifty Million i.e Fifteen Crores) equity shares of Rs. 2/- (Rupees Two Only) to Rs. 310,000,000/- (Rupees Three Hundred and Ten Million Only i.e Rupees Thirty-One Crores Only) divided into 155,000,000 (One Hundred and Fifty-Five Million i.e Fifteen Crores and Fifty Lakhs Only) equity shares of Rs. 2/- (Rupees Two Only) each ranking pari-passu in all respect with the existing equity shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

V. The Authorised Share Capital of the Company is Rs. 310,000,000/- (Rupees Three Hundred and Ten Million Only i.e Rupees Thirty-One Crores Only) divided into 155,000,000 (One Hundred and Fifty-Five Million i.e Fifteen Crores and Fifty Lakhs) equity shares of Rs. 2/- (Rupees Two Only) each, with power to increase or reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as maybe for the time being provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), Chief Financial Officer and Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things as are necessary to give effect to the resolution.”

2. Issuance of Warrants on a preferential basis to the Promoter of the Company

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

“RESOLVED THAT in accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (**“Act”**), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), stock exchanges where the equity shares of the Company are listed (**“Stock Exchanges”**) and / or any other statutory / regulatory authority and the provisions of the memorandum and articles of association of the Company (**“MOA & AOA”**) and subject to the approval(s), consent(s), permission(s) and / or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such condition(s) and modification(s), as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and / or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**), which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company, be and is hereby accorded to offer, issue and allot up to 74,00,000 (Seventy Four Lakhs) Warrants (**“Warrants”**) for cash at a price of Rs. 1,487 (Rupees One Thousand Four Hundred and Eighty Seven Only) per Warrant (**“Warrant Issue Price”**), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- (Rupees Two only) each at a premium of Rs. 1,485 (Rupees One Thousand Four Hundred and Eighty-Five only) aggregating to an amount of Rs. 1,100.38 Crores (One Thousand One Hundred Crores and Thirty Eight Lakhs Only), to the Proposed Allottee, being the Promoter of the Company, as detailed hereunder, by way of preferential issue on a private placement basis and on such terms and conditions set out herein and in the explanatory statement to this resolution and subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act:

Sr. No.	Name of the Proposed Allottees	Category	Maximum Number of Convertible Warrants to be allotted
1.	Affle Holdings Pte. Ltd.	Promoter	74,00,000

RESOLVED FURTHER THAT the “Relevant Date” as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottee is **Monday, May 11, 2026**, being the date, which is 30 days prior to the date of passing of special resolution i.e., Wednesday, June 10, 2026.

RESOLVED FURTHER THAT the issue and allotment of Warrants and the allotment of equity shares upon conversion of such Warrants shall be subject to applicable law and the terms and conditions set out herein and in the explanatory statement:

- a) The Warrant holder shall be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) Rs. 371.75 (Rupees Three Hundred and Seventy One and Seventy Five paise only), being 25% of the Warrant Issue Price, shall be payable at the time of subscription to each Warrant, and the remaining Rs. 1,115.25 (Rupees One Thousand One Hundred Fifteen and Twenty Five paise only), being 75% of the Warrant Issue Price, shall be payable by the Warrant holder at the time of conversion of the Warrant (such 75% being the “**Warrant Conversion Price**”).
- c) In accordance with Regulation 170 of SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders.
- d) The equity shares allotted on conversion of the Warrants shall rank pari-passu in all respects including the payment of dividend and voting rights with the then existing equity shares of the Company.
- e) The equity shares allotted on conversion of the Warrants shall be listed on the stock exchange(s) where the then existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.
- f) The Warrants shall not carry any voting rights until they are converted into equity shares.
- g) The Warrant Issue Price and/or the number of equity shares to be allotted on conversion of the Warrants shall be appropriately adjusted if the Company undertakes any of the actions identified in Regulation 166 of Chapter V of the SEBI ICDR Regulations prior to the conversion of the Warrants.
- h) The Warrants may be converted by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Board and/or any other Committee authorised/constituted by the Board for allotment of shares, shall allot the corresponding number of equity shares in dematerialized form, subject to receipt of the aggregate Warrant Conversion Price from the Warrant holder to the designated bank account of the Company.
- i) In the event that the Warrant holder does not convert the Warrants within the period of 18 (eighteen) months from the date of allotment of the Warrants, the unconverted Warrants shall lapse, and the amount paid by the Warrant holder on such Warrants shall stand forfeited.
- j) The Warrants allotted in terms of this resolution and the resultant equity shares allotted on conversion of such Warrants shall be subject to lock-in for such periods as specified in Chapter V of the SEBI ICDR Regulations.
- k) The entire pre-preferential allotment shareholding of the Proposed Allottee in the Company shall be subject to lock-in for such period as specified in Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the proceeds from the preferential issue being more than Rs. 100 Crores, the Board be and is hereby authorised to appoint a SEBI registered external credit rating agency, as the Monitoring Agency, to monitor the end use of proceeds of this preferential issue in terms of Regulation 162A of Chapter V of the SEBI ICDR

Regulations.

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable law, consent of the members be and is hereby accorded to record the name and other details of the Proposed Allottees in Form PAS-5 and to issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT in the event the Company makes a Bonus issue of shares or makes a Rights issue of shares/ debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the Company increases as a consequence of such Bonus/ Rights issues and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Securities and Exchange Board of India (SEBI) and/ or such other Regulator/ authority concerned may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which term shall include any Committee of the Board) be and is hereby authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- a) To issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the members.
- b) To negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the preferential issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants.
- c) To vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants.
- d) To resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the members, and to authorise all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit.
- e) To issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations.
- f) To execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the preferential issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis).
- g) To undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall

be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee constituted by Board of the Company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

3. Change in objects of the unutilized proceeds of Preferential Issue

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), stock exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”), and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, as may be required from any statutory or regulatory authorities / institutions / bodies, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to mean and include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded for the change in objects of the unutilized proceeds of the preferential issue of Rs. 749.02 Crores raised in the financial year 2023-24, through the preferential issue of 69,00,000 (Sixty Nine Lakh Only) equity shares of face value of Rs. 2/- per share (Rupees Two Only) as stated in the Extraordinary General Meeting (“**EGM**”) Notice dated October 26, 2023 along with explanatory statement annexed thereto read with the corrigendum to the notice of EGM dated November 10, 2023 and approved by the members in the EGM held on November 17, 2023, as stated below:

S. No	Object clause as stated in EGM Notice dated October 26, 2023	Original Allocation (Rs. in crores)	Unutilised amount till March 31, 2026 (Rs. in crores)	Proposed revised allocation (Rs. in crores)
1	Development and/or expansion of technologies, intellectual property, platforms and/or product propositions either by way of investment to enable in-house development of technology (including in Subsidiaries of the Company) or by way of other suitable investments (including purchase of technology)	335.00	297.42	-
2	Funding inorganic growth opportunities of the Company and its Subsidiaries	150.00	150.00	447.42

3	Repayment of outstanding liabilities of the Subsidiaries of our Company in relation to certain of their prior acquisitions	75.00	-	-
4	General Corporate Purpose	177.43	51.68	51.68
	Total	737.43 (net of expenses)	499.10	499.10

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board constituted thereof or any other officer as may be designated by the Board are hereby severally authorized to take all necessary steps for giving effect to this resolution, including making requisite filings with the Registrar of Companies, Stock Exchange(s) under Regulation 30 and Regulation 32 of SEBI LODR, and to do all such acts, deeds, filings, matters and things as may be necessary, expedient or incidental for implementing this resolution.”

4. Alteration of Articles of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), 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 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder, consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by way of substitution of the existing Article 16(a)(iii) with the following Article,:

(iii) to any persons by issue of shares or any other securities convertible into shares of the Company, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, subject to compliance with conditions as may be prescribed under Law including Chapters III and IV of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), Chief Financial Officer and Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things as are necessary to give effect to the resolution.”

By Order of the Board for Affle 3i Limited
(formerly known as Affle (India) Limited)

Parmita Choudhury
Company Secretary & Compliance Officer
(Membership No: ACS 26261)

Date: May 11, 2026

Place: Gurugram

Registered Office:

Address: A47 Lower Ground Floor Hauz Khas,
Off Amar Bhawan New Delhi-110016

NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.

2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members/ register of beneficial owners as on Friday, May 8, 2026 received from the Depositories and whose e-mail address is registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.
3. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to compliance@affle.com.
4. This Postal Ballot Notice will also be available on the Company's website at <https://affle.com>, websites of the Stock Exchanges, i.e., BSE Limited and 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>.
5. The Company has appointed Ms. Kiran Sharma (FCS 4942, CP No. 3116) of Kiran Sharma & Co., Practicing Company Secretary, as the Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner. The Scrutiniser shall submit the report after completion of the scrutiny, to the Chairperson or any other person authorised by him.
6. 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.
7. The cut-off date for the purpose of ascertaining shareholders/ members entitled for voting through this Postal Ballot is Friday, May 8, 2026 ("**Cut-off Date**"). Subject to the provisions of the Articles of Association of the Company, voting rights of a member/ beneficial owner shall be in proportion to his/ her/ shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.





It is however clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Notice.

8. In terms of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Delhi (in vernacular language, i.e. Hindi).
9. The resolutions, if approved, shall be deemed to be passed on the last date specified for e-voting, i.e. Wednesday, June 10, 2026.
10. Shareholders who have still not registered their email IDs are requested to do so at the earliest as under:
 - i. Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the Demat account is being held for updating the email IDs and mobile number.
 - ii. Shareholders are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, and other documents in electronic form. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / KFinTech to enable servicing of notices, annual reports, and other documents in electronic form.
11. The e-voting period commences at **9:00 a.m. (IST) on Tuesday, May 12, 2026** and ends at **5:00 p.m. (IST) on Wednesday, June 10, 2026**. The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
12. The manner of e-voting is explained in the instructions given below. Members are advised to update their mobile

number and email ID with their DPs to access the e-voting facility.

13. **The procedure for e-voting is as under:**

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. iv. Click on company name i.e. ‘Affle 3i Limited’ or ESP i.e. KFin. v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. <p>3. Those not registered under IDeAS:</p> <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name i.e Affle 3i Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Electronic Access to Securities Information (“Easi/ Easiest”) facility</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. <p>2. User not registered for Easi/ Easiest</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Affle 3i Limited’ or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Members login through their demat accounts / website of DPs	<ol style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against ‘Affle 3i Limited’ or ‘KFin’. v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

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

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9702, 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 KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Affle 3i Limited’ and click on “Submit”
- vii. 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.
- viii. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “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.

In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

Summarized information at glance

Particulars	Details
Cut-off date for e-voting	Friday, May 8, 2026
E-voting start time and date	Tuesday, May 12, 2026 (9:00 a.m. IST)
E-voting end time and date	Wednesday, June 10, 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)	9702
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: einward.ris@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. 1

The Board of Directors of the Company at its meeting held on May 9, 2026, proposed to increase the Authorised Share Capital of the Company from 300,000,000/- (Rupees Three Hundred Million Only i.e Rupees Thirty Crores Only) divided into 150,000,000 (One Hundred and Fifty Million i.e Fifteen Crores Only) equity shares of Rs. 2/- (Rupees Two Only) to Rs. 310,000,000/- (Rupees Three Hundred and Ten Million Only i.e Rupees Thirty-One Crores Only) divided into 155,000,000 (One Hundred and Fifty-Five Million i.e Fifteen Crores and Fifty Lakhs Only) equity shares of Rs. 2/- (Rupees Two Only) each ranking pari-passu in all respect with the existing equity shares of the Company, subject to the approval of the members. It is therefore proposed to increase the authorised share capital of the Company by creating 50,00,000 (Fifty Lakhs) additional equity shares of Rs. 2/- each ranking pari-passu with the existing equity shares in all respects as per the Memorandum and Articles of Association of the Company.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the members by way of Ordinary Resolution is required to be accorded for alteration in the Memorandum of Association and for increasing the authorised share capital of the Company. A copy of the Memorandum of Association of the Company duly altered will be available for inspection by the shareholders of the company.

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

Accordingly, the Board recommends the resolutions set out at Item No. 1 seeking approval of the members for increasing the authorised share capital of the Company and consequential alteration to the Memorandum of Association of the Company.

Item No. 2

In accordance with applicable provisions of the Companies Act, 2013 along with the rules made thereunder, read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the approval of members of the Company by way of Special Resolution is required to issue and allot Warrants on a preferential basis to the Proposed Allottee belonging to the promoter category, in compliance with applicable provisions of the ICDR Regulations.

Particulars of the offer including date of passing of Board Resolution, kind of securities offered, maximum number of securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

- i.** The Board of Directors of the Company (“Board”) at their meeting held on May 9, 2026, approved raising of funds aggregating upto Rs. 1,100.38 Crores (One Thousand One Hundred Crores and Thirty Eight Lakhs only) by way of issuance of upto 74,00,000 (Seventy Four Lakhs) Warrants, each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- each at a price of Rs. 1,487 (Rupees One Thousand Four Hundred and Eighty Seven Only) each payable in cash (“Warrants Issue Price”), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to Affle Holdings Pte. Limited being a Promoter of the Company (“Proposed Allottee”), by way of a preferential issue (the “Preferential Issue”).
- ii. Objects of the Preferential Issue:**

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following objects:

The Company and its subsidiaries shall utilize at least 75% of the proceeds received from the Preferential Issue (after adjustment of expenses related to the Preferential Issue, if any) (“Net Proceeds”) (at least Rs. 825.28 Crores), for meeting the funding requirements for inorganic growth objectives of the Company, by way of suitable strategic investments and/or acquisitions (including acquisition of businesses, technologies, intellectual property, platforms or capabilities) as may be

approved by the Board from time to time, aligned with the short-term and long-term business growth opportunities of the Company, in such manner and proportion as may be decided by the Board from time to time;

The amount stated for the objects above shall not be added to the general corporate purposes, which shall not exceed Rs. 275.095 Crores (subject to paragraph A below) i.e. not more than 25% of the Net Proceeds received from the Preferential Issue and this amount may be utilized for, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company and its Subsidiaries, and/or any other general purposes as may be permissible under applicable laws in such a manner and proportion as may be decided by the Board from time to time (the “**General Corporate Purpose**”).

A. Any deficit or surplus in the actual expenses incurred related to the Preferential Issue (cost of the transaction) from the estimated cost of the transaction in stating the utilization of Net Proceeds for the objects above, shall be adjusted against the amount allocated towards General Corporate Purpose.

The Net Proceeds shall be utilised in the manner as specified above, prior to the end of June 30, 2028, considering 100% conversion of Warrants into Equity Shares within the stipulated time.

In case of a shortfall in meeting requisite capital from the Net Proceeds towards meeting the objects stated above, the Company may explore a range of options including utilising our internal accruals or undertaking any additional debt arrangements.

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds:

Pending utilization of the proceeds from the Preferential Issue, the Company and/or its Subsidiaries shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws or as may be approved by the Board.

iii. Basis on which the price has been arrived at and justification for the price (referred to Warrant price/ exercise price or otherwise which means price to be paid by Investor for exercising Warrant including premium, if any):

The equity shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). Equity shares are frequently traded in terms of Part IV of Chapter V of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Further, the Company has obtained a valuation report from Resurgent Valuers Private Limited, Independent Registered Valuer having IBBI Membership No: IBBI/RV-E/02/2020/125 to determine the floor price of the proposed preferential issue, which provided minimum floor price as Rs. 1,486.91 (The Price per Warrant for the proposed preferential issue is Rs. 1,487). The valuation report is available on the website of the Company at the link [Valuation Report from Registered Valuer](#).

In terms of Regulation 164(1) of Chapter V of the SEBI ICDR Regulations, the price of the Warrants to be allotted pursuant to the preferential issue shall be higher of:

- i. the 90 (ninety) trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date
- ii. the 10 (ten) trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date

Pursuant to the above provisions of Regulation 164(1) of the SEBI ICDR Regulations and the price as determined by the Registered Valuer, the minimum price at which the Warrants may be issued computes Rs. 1,487 (Rupees One Thousand Four Hundred Eighty Seven Only) each.

iv. Kinds of securities offered, maximum number of shares to be issued and the price at which the allotment is proposed:

The Company proposes to raise upto Rs. 1,100.38 Crores (One Thousand One Hundred Crores and Thirty Eight Lakhs only) by way of a preferential issue of 74,00,000 (Seventy Four Lakhs) Warrants, each Warrant convertible into one equity share of Rs. 2/- face value each at a premium of Rs. 1,487 per share for a cash consideration, by way of a preferential issue on a private placement basis.

v. Relevant Date:

In terms of the provisions of Part II of the Chapter V of the SEBI ICDR Regulations, the “Relevant Date”, for the purpose of determining the minimum issue price of the Warrants proposed to be allotted is May 11, 2026 being the working day preceding 30 days prior to the last date of passing of Special Resolution through Postal Ballot and the conversion price for the conversion of Warrants into equity shares is the said Relevant date i.e. May 11, 2026.

vi. Monitoring of Utilization of Funds:

Since the proceeds from the Issue will result in funds aggregating an amount exceeding Rs. 100 Crores (Rupees One Hundred Crores), the Company is required to appoint a SEBI registered external credit rating agency as a Monitoring Agency in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations.

The Company will appoint Monitoring Agency to monitor the use of proceeds of this preferential issue.

vii. Name and address of valuer who performed valuation:

The valuation report obtained from Resurgent Valuers Private Limited, Independent Registered Valuer having IBBI Membership No: IBBI/RV-E/02/2020/125, can be accessed at [Valuation Report from Registered Valuer](#) and will be available for inspection by the members till the last date of passing of Resolution by the Shareholders.

viii. Principal terms of Assets charged as securities:

Not Applicable.

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

Not Applicable, as the proposed allotment shall be made for consideration in cash only.

x. Class or classes of persons to whom the allotment is proposed to be made:

The allotment of the proposed Warrants shall be made to the proposed allottee namely Affle Holdings Pte. Ltd. belonging to the Promoter category.

xi. Intent of the Promoters, Directors or Key Management Personnel (KMPs) or Senior Management Personnel (SMPs) of the issuer to subscribe to the offer:

The Proposed Allottee is the Promoter entity of the Company. The Proposed Allottee has conveyed its intention to subscribe to the proposed Preferential Issue, subject to the receipt of requisite approvals, and upon an offer being made by the Company in accordance with applicable laws.

Apart from the Proposed Allottee, none of the Promoters, members of the Promoter Group, Directors or Key Managerial Personnel of the Company intend to subscribe to the offer.

xii. Shareholding Pattern of the Company before and after the Preferential Issue:

S. No.	Category	Pre-Issue		Post-Issue*	
		Total No. of equity shares held	% age of Shareholding	Total No. of equity shares held	% age of Shareholding
A.	Shareholding of Promoter and Promoter Group				
1	Foreign				
a)	Individuals (Non-Resident Individuals/Foreign Individuals)	160	0	160	0.00
i)	Anuj Khanna Sohum	160	0	160	0.00
b)	Bodies Corporate	7,73,05,020	54.91	8,47,05,020	57.16
i)	AGPL Pte Ltd	2,00,89,555	14.27	2,00,89,555	13.56
ii)	Affle Holdings Pte Ltd	5,72,15,465	40.64	6,46,15,465	43.60
	Total Shareholding of Promoter and Promoter Group (A)	7,73,05,180	54.91	8,47,05,180	57.16
B.	Non-Promoters / Public Shareholding:				
1	Institutions:				
a)	Mutual Funds	2,05,08,269	14.42	2,05,08,269	13.84
b)	Alternative Investment Funds	5,57,562	0.40	5,57,562	0.38
c)	Financial Institution/ Banks	0	0	0	0.00
d)	Insurance Companies	47,53,373	3.38	47,53,373	3.21
e)	NBFC Registered with RBI	0	0	0	0.00
f)	Foreign Portfolio Investors Category I	2,06,18,696	14.74	2,06,18,696	13.91
g)	Foreign Portfolio Investors Category II	20,06,638	1.46	20,06,638	1.35
	Sub-Total (B1)	4,84,44,538	34.40	4,84,44,538	32.69
a)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	798	0	798	0.00
	Sub-Total (B2)	798	0	798	0.00
3	Non-Institutions:				
a)	Directors and their relatives (excluding independent directors and nominee directors)	16,500	0.01	16,500	0.01
b)	Key Managerial Personnel	44,940	0.03	44,940	0.03
c)	Investor Education and Protection Fund (IEPF)	0	0	0	0.00
d)	Resident Individuals	1,03,12,003	7.32	1,03,12,003	6.96
e)	NRI	7,15,382	0.51	7,15,382	0.48
f)	Bodies Corporate	4,24,120	0.31	4,24,120	0.29
g)	Foreign national	0	0	0	0.00
h)	Foreign Companies	30,39,164	2.16	30,39,164	2.05

i)	Any Other:				
i)	Clearing Member	500	0	500	0.00
ii)	HUF	2,70,930	0.21	2,70,930	0.18
iii)	Trusts	27,572	0.01	27,572	0.02
	Sub-Total (B3)	1,48,51,111	10.56	1,48,51,111	10.02
	Total Public Shareholding (B)=(B1+B2+B3)	6,32,96,447	44.95	6,32,96,447	42.71
C.	Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder				
	Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations 2014)	1,94,757	0.14	1,94,757	0.13
	Total Non-Promoter-Non Public Shareholding (C)	1,94,757	0.14	1,94,757	0.13
	Grand Total (A+B+C)	14,07,96,384	100.00	14,81,96,384	100.00

xiii. Proposed time limit within which the allotment shall be completed:

In terms of the provisions of SEBI ICDR Regulations, the Company shall complete the preferential allotment of said Warrants within a time period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders i.e. June 10, 2026, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchange(s) is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission, as the case may be.

xiv. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

xv. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to 25% (twenty five percent) of the total consideration for the Warrants will be payable on or before the date of allotment of the Warrants.

The balance 75% (seventy five percent) of the issue price shall be, at the option of the Allottee, payable by the Proposed Allottee at the time of allotment of the equity shares pursuant to conversion of the Warrants into equity shares.

xvi. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottee	Current Status of Proposed Allottee namely Promoter or Non-Promoter	Proposed Status of the Allottee Post the Preferential Issue namely Promoter or Non-Promoter
1.	Affle Holdings Pte. Ltd.	Promoter	Promoter

xvii. Practicing Company Secretary's Certificate:

A certificate from Kiran Sharma & Co., Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection by the members till last day of passing of the Resolution by the Shareholders and can be accessed at [Certificate from PCS under Regulation 163 \(2\) of ICDR Regulations](#).

xviii. Dues towards SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories as on

date.

xix. Change in control, if any, upon preferential issue:

Consequent to the proposed preferential issue of Warrants/ Resulting equity shares, there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for shares of the Company under the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended).

xx. Contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects:

The entire Issue proceeds of up to Rs. 1,100.38 Crores (One Thousand One Hundred Crores and Thirty Eight Lakhs only) is being raised from the Promoter entity Company i.e. Affle Holdings Pte. Ltd.

xxi. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue under Regulation 163(1)(f) of the SEBI ICDR Regulations 2018.

S. No.	Proposed Allottee	Category	Ultimate Beneficial Owner	Pre Preferential Issue		No. of Convertible Warrants proposed to be allotted	Post Preferential Issue*	
				No of shares held	% of share holding		No. of shares Held	% of share holding
1.	Affle Holdings Pte. Ltd	Promoter	Anuj Khanna Sohumi	5,72,15,465	40.64	74,00,000	6,46,15,465	43.60

**(Assuming conversion of 74,00,000 Convertible Warrants into equity shares under present Preferential Issue)*

Note: The post issue shareholding pattern in the above table has been prepared with pre-issue shareholding as on May 8, 2026, on the basis that the Proposed Allottee would have subscribed to all the Warrants and been allotted all the equity shares of Rs. 2/- each upon conversion of Warrants.

In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/or is not allotted the equity shares, the shareholding pattern in the above table would undergo corresponding changes.

xxii. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

Mr. Anuj Khanna Sohumi, being the Promoter, is concerned or interested in the resolution as set out at Item No. 2 along with his relatives.

Save and except the above, none of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 2 of the Notice except to the extent of their shareholding in the Company, if any.

xxiii. Material terms of raising such securities:

1. Tenure:

The Warrants shall be convertible into equity shares, in one or more tranches, within a period of 18 (eighteen) months from the date of allotment of the Warrants.

2. Conversion and other related matters:

- a) The Warrants may be converted by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Board and/or any other Committee authorised/ constituted by the Board for allotment of shares shall allot the corresponding number of equity shares in dematerialized form, subject to receipt of the aggregate Warrant Conversion Price from the Warrant holder to

the designated bank account of the Company.

- b) The Warrant holder shall be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- c) The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants.
- d) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the preferential issue and conversion of the Warrants.
- e) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a written notice for conversion.

3. Lock-in Period:

- a) The Warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The Resulting equity shares shall be locked in as per the applicable provisions of the SEBI ICDR Regulations.
- c) The entire pre-preferential shareholding of the Proposed Allottee, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

4. Rights:

The Warrants shall not carry any voting rights until they are converted into equity shares.

xxiv. Undertakings:

1. Neither the Proposed Allottee, the beneficial owners of Proposed Allottee, nor the Company, its Directors and Promoters are fugitive economic offender as defined under SEBI ICDR Regulations.
2. The Company undertakes that it shall re-compute the price of the Warrants and/or the number of equity shares to be allotted on exercise of the Warrants, in terms of the provisions of SEBI ICDR Regulations as amended wherever it is required to do so.
3. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provisions of the SEBI ICDR Regulations, the Warrants shall continue to be locked in till the time such amount is paid by the proposed allottee.
4. The Company is in compliance and post preferential issue will also be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended or any Circular or Notification as may be issued by SEBI, from time to time or any competent authority concerned.

xxv. Other disclosures:

- The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- The Proposed Allottees has confirmed that it has not sold any equity shares during the 90 trading days preceding the Relevant Date.
- Neither the Company nor any of its Directors or Promoters are categorized as a fraudulent borrower as defined under the ICDR Regulations.
- The Company hereby undertakes that Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations is not required as none of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI

- No contribution is being made by the Directors of the Company either as a part of the Preferential Issue or separately in furtherance of the objects specified herein above.
- The entire pre-preferential holding of the Proposed Allottee shall be locked in as per the applicable provisions.
- The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the “SCRR”) and Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”).
- The Company has obtained the Permanent Account Numbers of the proposed allottee.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No. 2 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

Item No. 3

The Company had raised Rs. 749.02 crores (Rs. 737.43 crores (net of expenses) through a preferential issue of equity shares in the financial year 2023-24 pursuant to Section 62(1)(c) of the Companies Act, 2013 and the applicable SEBI regulations. Pursuant to review of the business requirements and prevailing market opportunities, the Board of Directors of the Company believes that the Company has sufficient cash balances from operations to utilize towards development and/or expansion of technologies, intellectual property, platforms and/or product propositions either by way of investment to enable in-house development of technology (including in Subsidiaries of the Company) or by way of other suitable investments (including purchase of technology).

Accordingly, it is proposed to utilize the unutilized proceeds of Rs. 297.42 crores from the preferential issue towards inorganic growth opportunities, including strategic acquisitions, investments, joint ventures, partnerships, or other business expansion initiatives, as may be identified by the Company from time to time. The proposed change would provide greater operational and financial flexibility to the Company for pursuing growth opportunities and enhancing long-term value for stakeholders.

It is proposed to make the following changes in the objects of the proposed issue:

S. No	Object clause as stated in EGM Notice dated October 26, 2023	Original Allocation (Rs. in crores)	Unutilised amount till March 31, 2026 (Rs. in crores)	Proposed revised allocation (Rs. in crores)
1	Development and/or expansion of technologies, intellectual property, platforms and/or product propositions either by way of investment to enable in-house development of technology (including in Subsidiaries of the Company) or by way of other suitable investments (including purchase of technology).	335.00	297.42	-
2	Funding inorganic growth opportunities of the Company and its Subsidiaries.	150.00	150.00	(297.42+150.00 = 447.42)
3	Repayment of outstanding liabilities of the Subsidiaries of our Company in relation to certain of their prior acquisitions.	75.00	-	-
4	General Corporate Purpose	177.43	51.68	51.68
	Total	737.43 (net of expenses)	499.10	499.10

The Board is of the opinion that the proposed variation/ change in the object clause is justified considering the evolving business environment and growth strategy of the Company and is in the best interest of the Company and its stakeholders.

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

Accordingly, the Board recommends the Special Resolution as set out in Item No. 3 of this Notice for approval of the members.

Item No. 4

Article 16(a)(iii) of the Articles of Association (hereinafter referred to as “the Articles”) of the Company presently provides for determination of price in case of further issue of shares by a valuation report of a registered valuer subject to the Rules.

As per Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, a listed entity is not required to obtain a valuation report from a Registered Valuer for a preferential issue. The Company, being a listed entity, is therefore not required to obtain such valuation report under the applicable provisions of law.

In order to align the Articles with the provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), and to remove the existing ambiguity of requirement of valuation report in case of preferential issue, it is proposed to substitute the existing Article no. 16(a)(iii)

“to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (a) or clause (b) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules.”

with the following new Article:

to any persons by issue of shares or any other securities convertible into shares of the Company, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, subject to compliance with conditions as may be prescribed under Law including Chapters III and IV of the Act.

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

Accordingly, the Board recommends the resolutions set out at Item No. 4 seeking approval of the Members for alteration of the Article of Association of the Company.