

# NOTICE



# NOTICE OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the shareholders of Affle (India) Limited (“the Company”) will be held on Friday, September 23, 2022 at 10:30 A.M (IST) through video conferencing/audio visual means to transact the following business:

*Please note that the Company has filed application with Regional Director, Western Region for shifting of Registered Office from Mumbai, Maharashtra to NCT of Delhi which is pending for approval. During the intervening period of date of sending this Notice and the date of AGM, if the Company receives approval of Regional Director, the deemed venue of the AGM shall be the Registered Office at Mumbai, Maharashtra.*

## 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, 2022 and the reports of the Board of Directors (“the Board”) and Auditors thereon.
2. To appoint a Director in place of Ms. Mei Theng Leong (DIN: 08163996), Non-Executive Director who retires by rotation and being eligible for re-appointment, seeks re-appointment.
3. To appoint a Director in place of Mr. Anuj Kumar (DIN: 01400273), Non-Executive Director who retires by rotation and being eligible for re-appointment, seeks re-appointment.

## SPECIAL BUSINESS:

### 4. Appointment of Ms. Lay See Tan (DIN: 09203616) as Independent Director

To consider and, if thought fit, to pass

the following resolution, with or without modifications as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Lay See Tan (DIN: 09203616) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from July 1, 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee, be and is hereby appointed as Independent Director of the Company for a period of five years with effect from July 1, 2022 to June 30, 2027, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

### 5. Appointment of Mr. Vipul Kedia (DIN: 08234884) as Executive Director

To consider and, if thought fit, to pass the following resolution, with or without modifications as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vipul Kedia (DIN: 08234884) who was appointed as an Additional Director in the capacity of Executive Director of the Company by the Board of Directors with effect from July 1, 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Executive Director is recommended by the Nomination & Remuneration Committee, be and is hereby appointed as Executive Director of the Company for a period of three years with effect from July 1, 2022 to June 30, 2025, not liable to retire by rotation on the payment of remuneration and other terms and conditions as set out below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount (Rs.)</b>
1	Salary	Upto Rs. 150 lakhs per annum including variable salary. The fixed salary can be paid as basic salary and various allowances as applicable as per Company’s policy.
2	Other benefits	Payable as per the rules of the Company

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to decide the terms & conditions of appointment including alteration of such terms & conditions as it may deem appropriate and to determine the remuneration to be paid to Mr. Vipul Kedia in the capacity of Executive Director of the Company, provided the total remuneration payable shall not exceed the limits as specified under Section 197 read with Section 198 and subject to other provisions of the Companies Act, 2013 and the rules made thereunder.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as

may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

**6. Appointment of Ms. Noelia Amoedo Casqueiro (DIN: 09636776) as Non-Executive Director**

To consider and, if thought fit, to pass the following resolution with or without modifications as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Noelia Amoedo Casqueiro (DIN: 09636776) who was appointed as an Additional Director in the capacity of Non-Executive Director of the Company by the Board of Directors with effect from July 1, 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as Non-Executive Director is recommended by the Nomination & Remuneration Committee, be and is hereby appointed as Non-Executive Director of the Company, whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

**7. Appointment of Mr. Elad Shmuel Natanson (DIN: 09643792) as Non-Executive Director**

To consider and, if thought fit, to pass the following resolution, with or without modifications as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for

the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Elad Shmuel Natanson (DIN: 09643792) who was appointed as an Additional Director in the capacity of Non-Executive Director of the Company by the Board of Directors with effect from July 1, 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as Non-Executive Director is recommended by the Nomination & Remuneration Committee, be and is hereby appointed as Non-Executive Director of the Company, whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

#### 8. Re-appointment of Mr. Anuj Khanna Sohum as Managing Director

To consider and, if thought fit, to pass the following resolution, with or without modifications as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of Central Government, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Anuj Khanna Sohum (DIN: 01363666) as a Managing Director of the Company, who will not be liable to by rotation, for a period of five years with effect from April 01, 2023 to March 31, 2028, as per the terms and conditions as mentioned below:

Sr. No.	Particulars	Amount (Rs.)
1	Salary	Upto Rs. 2.60 lakhs per annum
2	Variable Salary	Maximum up to 5% of available net profit as per the provisions of Companies Act, 2013
3	Other benefits	Payable as per the rules of the Company

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to decide the terms & conditions of re-appointment including alteration of such terms & conditions as it may deem appropriate and to determine the remuneration to be paid to Mr. Anuj Khanna Sohum in the capacity of Managing Director of the Company during his tenure, provided the total remuneration payable shall not exceed the limits as specified under Section 197 read with Section 198 and subject to other provisions of the Companies Act, 2013 and the rules made thereunder.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

#### 9. Change in Designation of Mr. Anuj Kumar (DIN: 01400273) from Executive Director to Non-Executive Director

To consider and, if thought fit, to pass the following resolution, with or without modifications as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Section 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), Mr. Anuj Kumar (DIN: 01400273), who was earlier designated as the Executive Director of the Company be and is hereby designated as Non-

Executive Director of the Company with effect from July 01, 2022, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

**By Order of the Board  
For Affle (India) Limited**

**Parmita Choudhury**  
**Company Secretary & Compliance Officer**  
Membership No. A26261

Date: August 6, 2022  
Place: Gurugram

## NOTES

1. 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 27th AGM of the Company.
2. 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 Directors seeking appointment/re-appointment at the AGM is attached as "Annexure A" & "Annexure B" and forms an integral part of this Notice.
3. M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (FRN: 101049W/E300004) were appointed as the Statutory Auditors of the Company in the 24th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2019-20 to 2023-24 subject to ratification by members at every Annual General Meeting. The Companies (Amendment) Act, 2017, effective May 7, 2018 had done away with the requirement of annual ratification of appointment of Statutory Auditor. Accordingly, you will notice that the ordinary business item relating to ratification of the appointment of Auditors is not part of this Notice.
4. In view of the outbreak of the Covid-19 pandemic and restrictions on the movements apart from social distancing, Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2022 dated May 05, 2022 read with General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 (collectively referred to as "MCA Circulars") and in accordance with SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 by the Securities and Exchange Board of India (collectively referred to as "Applicable Circulars") permitted holding

of AGM through video conferencing/other audio visual means (“VC/OAVM”) without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being conducted through video conferencing/audio visual means. The registered office of the Company at Mumbai 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.

5. 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.
6. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2021-22 are being sent only through electronic mode (by e-mail) to those members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2021-22 will also be available on the Company’s website at [www.affle.com](http://www.affle.com), websites of the Stock Exchanges, i.e. BSE Limited and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFinTech at <https://evoting.kfintech.com>.
7. Members who have not registered their email address as a consequence of which the Annual Report, Notice of AGM, and e-voting instructions could not be serviced or who have become members post sending of this Notice of AGM, may temporarily get their email address and mobile number updated with the Company’s RTA i.e. KFinTech, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by sending an e-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members are requested to follow the process as guided in the above-mentioned link to capture the email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, please write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
8. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars read with Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, 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.
9. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2021, 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 Tuesday, September 20, 2022 (9:00 a.m. IST) and ends on Thursday, September 22, 2022 (5:00 p.m. IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., September 16, 2022.
10. 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.
11. The Scrutiniser shall, immediately after the conclusion of the remote e-voting at the AGM, first count the votes cast through e-voting during the Meeting and thereafter unblock the votes cast through remote e-voting before the AGM in presence of at least two witnesses 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.
12. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

13. In line with the applicable circulars at least 1,000 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 shareholding), 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.
14. 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 Thursday, September 22, 2022, 5:00 p.m. (IST) at [compliance@affle.com](mailto:compliance@affle.com).
15. 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.
16. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email address, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the KFintech. Further details and relevant forms to update the above mentioned are available on the Company's website at <https://affle.com/investor-service-request>.
17. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4.
18. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, PAN etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company records which will help the Company and the Company's Registrars and Transfer Agents, KFintech to provide efficient and better services.
19. As per the provisions of Section 72 of the Act, the facility for making 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.
20. Members may please note that SEBI has made PAN as 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.
21. 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/Authorization etc. authorizing its representative to attend the AGM through VC on its behalf and to vote either through remote e-voting or during AGM together with attested specimen signature(s) of the duly authorised representative(s). The said Resolution / Authorization shall be sent electronically through registered email address to the Company at [compliance@affle.com](mailto:compliance@affle.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and the Scrutinizer at [kiran3116@gmail.com](mailto:kiran3116@gmail.com).

## 22. 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 Affle (India) Limited 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](mailto: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, 2021, 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 Tuesday, September 20, 2022 (9:00 a.m. IST) and ends on Thursday, September 22, 2022 (5:00 p.m. IST). During this period, members holding shares either in physical form or in demat form, as on September 16, 2022 (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 facility for voting by way of “Insta Poll” at the AGM for the members attending the meeting 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:**

**A. Members whose email IDs are registered with the Company / Depository Participant(s):**

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- ii. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of e-voting Event Number (EVEN) i.e., 6861, USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the abovementioned URL.
- iii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-voting Event Number)----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 your vote.
- iv. After entering these details appropriately, click on “LOGIN”.
- v. 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, email ID etc., on first login. 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.

- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the “EVENT” i.e., Affle (India) Limited - 6861.
- viii. 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 “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.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Voting has to be done for each resolution of the 27th AGM Notice separately. In case you do not desire to cast your vote on any specific resolution it will be treated as abstained.
- xi. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xii. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they confirm the voting on all the resolutions by clicking “SUBMIT”.

**B. Members who have not registered their e-mail address**

- i. Please register your email address as mentioned in para 7 of the “Notes” and obtain the User ID and Password.

- ii. Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

**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,

**Option 1 - Login through Depositories**

**NSDL**

**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.

Follow the steps mentioned in Point no. 1 above.

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 Id in their demat accounts in order to access e-voting facility.

**CDSL**

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

Go to URL:  
<https://web.cdslindia.com/myeasi/home/login;>  
or

URL: [www.cdslindia.com](http://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/myeasi/Registration/EasiRegistration>

Proceed with completing the required fields.

Follow the steps mentioned in Point no. 1 above.

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**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.

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**CDSL**

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

Go to URL: [www.cdslindia.com](http://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 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.

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**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 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 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 abovementioned website. For any technical issues, members may contact as below:

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**NSDL**

NSDL helpdesk by email to: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll-free no.: 1800 1020 990 or 1800 22 44 30

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**CDSL**

CDSL helpdesk by email to: [helpdesk.evoting@cdslindia.com](mailto: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 dematerialized form, as on the close of business

- hours on Friday, September 16, 2022, 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. Friday, September 16, 2022 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 +91 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. Member may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@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. They can 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’ which will opened from Tuesday, September 20, 2022 (9:00 a.m. IST) to Thursday, September 22, 2022 (5:00 p.m. IST). Members shall be provided a ‘queue number’ before the meeting. 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 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., September 16, 2022. Only 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 limitations 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. 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. Umesh Pandey from KFintech at [evoting@kfintech.com](mailto: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 make not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign and declare the same.
- j. The 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 e-voting at <https://evoting.kfintech.com> and will be communicated to the BSE Ltd. 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 etiquettes 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 shall 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 e-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 Tuesday, September 20, 2022 at 9:00 a.m. (IST) upto Thursday, September 22, 2022 at 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. Friday, September 16, 2022.
- h. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL: <https://cruat04.kfintech.com/emeetings/video/howitworks.aspx>
- i. 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 [evoting@kfintech.com](mailto:evoting@kfintech.com).

#### Summarized information at glance:

Particulars	Details
Time and Date of AGM	Friday, September 23, 2022 at 10.30 a.m. (IST)
Venue/Mode	Through video conference at below link: <a href="https://emeetings.kfintech.com/">https://emeetings.kfintech.com/</a>
Cut-off date for e-voting	Friday, September 16, 2022
E-voting Start time and date	Tuesday, September 20, 2022 at 9:00 a.m. (IST)
E-voting end time and date	Thursday, September 22, 2022 at 5:00 p.m. (IST)
E-voting website links (Please use as applicable to you)	<a href="https://emeetings.kfintech.com/">https://emeetings.kfintech.com/</a> <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a> <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a>
Weblink for temporary registration to receive AGM notice and credentials for e-voting / AGM	<a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx</a>
E-voting Event Number (EVEN)	6861
Contact details of RTA	Mr. Umesh Pandey, Manager KFin Technologies Limited Selenium Tower B, Plot 31 and 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India Email ids: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> <a href="mailto:umesh.pandey@kfintech.com">umesh.pandey@kfintech.com</a> Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a> Toll free number 1-800-309-4001

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

The Board of Directors of the Company at its meeting held on July 01, 2022, appointed Ms. Lay See Tan (DIN: 09203616) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from July 01, 2022, subject to the approval of the members of the Company. The Company has received a declaration from Ms. Lay See Tan confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Ms. Lay See Tan to act as Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Lay See Tan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management.

Ms. Lay See Tan has over 23 years of experience as CFO. She has been the CFO of listed companies in Singapore Stock Exchange and NASDAQ as well as hi-tech hyper growth startups across various industries. Considering Lay See's deep repository of knowledge and experience of over many years in the financial service sector, sharp business acumen, understanding of technology, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as Independent Director for a period of five years with effect from July 01, 2022.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a member signifying his intention to propose the candidature of Ms. Lay See Tan as an Independent Director.

Additional information in respect of Ms. Lay See Tan, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to

this Notice. Brief profile of her is given at Annexure B to this Notice.

Except Ms. Lay See Tan, being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution in relation to appointment of Ms. Lay See Tan as an Independent Director of the Company, as set out in Item No. 4 for approval of the members by way of Special Resolution.

### Item No. 5

The Board of Directors of the Company at its meeting held on July 01, 2022, appointed Mr. Vipul Kedia (DIN: 08234884) as an Additional Director of the Company in the capacity of Executive Director for a term of three years with effect from July 01, 2022, subject to the approval of the members of the Company. The Company has received consent from Mr. Vipul Kedia to act as Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Vipul Kedia fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as Executive Director of the Company.

Mr. Vipul Kedia has over 16 years of experience in Consulting and Adtech. Prior to joining Affle, he worked with IBM business consulting specializing in the Telecom Practice. He holds Bachelor of Technology in Computer Science Engineering from IIT-Hyderabad and a Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad. The Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Executive Director for a period of three years with effect from July 01, 2022.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a member signifying his intention to propose the candidature of Mr. Vipul Kedia as Executive Director.

Additional information in respect of Mr. Vipul Kedia, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of him is given at Annexure B to this Notice.

Except Mr. Vipul Kedia, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

The Board of Directors recommends the resolution in relation to appointment of Mr. Vipul Kedia as Executive Director of the Company, as set out in Item No. 5 for approval of the members by way of Ordinary Resolution.

#### **Item No. 6**

The Board of Directors of the Company at its meeting held on July 01, 2022, appointed Ms. Noelia Amoedo Casqueiro (DIN: 09636776) as an Additional Director of the Company in the capacity of Non-Executive Director subject to the approval of the members of the Company. The Company has received consent from Ms. Noelia Amoedo Casqueiro to act as Director in terms of Section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Noelia Amoedo Casqueiro fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as a Non-Executive Director of the Company.

Noelia has extensive experience in the mobile, internet and social media, with a proven track record of success in developing profitable business from scratch in international markets. Noelia has taken several executive roles in the past few years, including VP of marketing and business development for webOS in EMEA at Palm - HP's subsidiary, VP of Mobile at the social network hi5, back when social networks were starting to succeed, and multiple senior positions. The Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as

Non-Executive Director of the Company.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a member signifying his intention to propose the candidature of Ms. Noelia Amoedo Casqueiro as Non-Executive Director.

Additional information in respect of Ms. Noelia Amoedo Casqueiro, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of her is given at Annexure B to this Notice.

Except Ms. Noelia, being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 6.

The Board of Directors recommends the resolution in relation to appointment of Ms. Noelia Amoedo Casqueiro as Non-Executive Director of the Company, as set out in Item No. 6 for approval of the members by way of Ordinary Resolution.

#### **Item No. 7**

The Board of Directors of the Company at its meeting held on July 01, 2022, appointed Mr. Elad Shmuel Natanson (DIN: 09643792) as an Additional Director of the Company in the capacity of Non-Executive Director subject to the approval of the members of the Company. The Company has received consent from Mr. Elad Shmuel Natanson to act as Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Elad has over 20 years of experience founding companies in the digital space, focusing on the future of consumer internet, mobile and marketing. The Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as Non-Executive Director of the Company.

In the opinion of the Board, Mr. Elad Shmuel Natanson fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his



appointment as Non-Executive Director of the Company.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a member signifying his intention to propose the candidature of Mr. Elad Shmuel Natanson as Non-Executive Director.

Additional information in respect of Mr. Elad Shmuel Natanson, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of him is given at Annexure B to this Notice.

Except Mr. Elad, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No.7.

The Board of Directors recommends the resolution in relation to appointment of Mr. Elad Shmuel Natanson as Non-Executive Director of the Company, as set out in Item No.7 for approval of the members by way of Ordinary Resolution.

#### **Item No. 8**

Mr. Anuj Khanna Sohum (DIN: 01363666) is the founder/ promoter of Affle (India) Limited. He is a serial entrepreneur with over 20 years of experience in leading tech & data platform-based businesses. Members at the Extra-ordinary General Meeting of the Company held on March 31, 2018, approved the appointment of Mr. Anuj Khanna Sohum (DIN: 01363666) as Managing Director & CEO of the Company for a period of five years with effect from April 1, 2018. Anuj's entrepreneurial leadership & strategic vision has set Affle on the growth path and therefore, based on the recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on August 6, 2022, has approved the re-appointment of Mr. Anuj Khanna Sohum as Managing Director for a further period of five years with effect from April 1, 2023, subject to approval of the members. Accordingly, approval is sought for re-appointment of Mr. Anuj Khanna Sohum as Managing Director of the Company for a further period of five years with effect from April 1, 2023.

Mr. Anuj Khanna Sohum, being a Non-resident

Indian, his re-appointment as Managing Director shall also be subject to the approval of the Central Government.

Additional information in respect of Mr. Anuj Khanna Sohum, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of his is given at Annexure B to this Notice.

Except Mr. Anuj Khanna Sohum, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 8.

The Board of Directors recommends the resolution in relation to re-appointment of Mr. Anuj Khanna Sohum as Managing Director of the Company, as set out in Item No.8 for approval of the members by way of Special Resolution.

#### **Item No. 9**

Mr. Anuj Kumar (DIN: 01400273) is now a full-time management personnel in our step-down subsidiary, Mediasmart Mobile S.L, Spain, consequently the Board, in its meeting held on July 01, 2022, approved the change in designation of Mr. Anuj Kumar from Executive Director to Non-Executive Director in Affle (India) Limited to be effective from July 01, 2022.

Additional information in respect of Mr. Anuj Kumar, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. Anuj Kumar is given at Annexure B to this Notice.

Except Mr. Anuj Kumar, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

The Board of Directors recommends the resolution in relation to the change in designation of Mr. Anuj Kumar from Executive Director to Non-Executive Director of the Company as set out in Item No. 9 for approval of the members by way of Ordinary Resolution.

## ANNEXURE A

### Details of Directors seeking appointment/re-appointment at the 27th Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Ms. Lay See Tan	Mr. Vipul Kedia	Ms. Noelia Amoedo Casqueiro	Mr. Elad Shmuel Natanson
Date of Birth	December 12, 1974	January 03, 1981	August 19, 1974	October 15, 1980
Age	47 years	41 years	47 years	40 years
Date of appointment	July 01, 2022	July 01, 2022	July 01, 2022	July 01, 2022
Relationship with Directors and Key Managerial Personnel	Not applicable	Not applicable	Not applicable	Not applicable
Expertise in specific functional area	Refer to Brief Profile in Annexure B	Refer to Brief Profile in Annexure B	Refer to Brief Profile in Annexure B	Refer to Brief Profile in Annexure B
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements.	Ms. Lay See is a seasoned finance professional based out of Singapore. The Company believes that her skills, knowledge, and experience on the Board will bring additional capability in decision making to expand the business in other parts of the world.	Not applicable	Not applicable	Not applicable
Qualification(s)	Ms. Lay See is a chartered accountant in United Kingdom, Malaysia and Singapore. She holds an accountancy degree and has an MBA from the University of South Australia.	Mr. Vipul holds a bachelor's degree in Computer Science and Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad.	Ms. Noelia has a bachelor's degree in Physics from Santiago de Compostela University, and a masters' in electrical engineering from Stanford University.	Elad has vast experience of evangelizing and leading startups from idea to established companies in various fields.
Board Membership of other Companies	-	-	(a) Mediasmart Mobile S.L (b) Jampp (Ireland) Limited	(a) Appnext Pte. Ltd. (b) Rockspace Marketing Limited (c) Seven Rounds Ventures Ltd. (d) Appnext Technologies Limited

<b>Name of the Director</b>	<b>Ms. Lay See Tan</b>	<b>Mr. Vipul Kedia</b>	<b>Ms. Noelia Amoedo Casqueiro</b>	<b>Mr. Elad Shmuel Natanson</b>
Listed entities from which the person has resigned in the past three years	-	-	-	-
Chairmanships/ Memberships of the Committees of other public limited companies	-	-	-	-
Shareholding of Non-Executive Directors including shareholding as a beneficial owner	-	-	-	-

**Notes:**

1. Information pertaining to remuneration paid to the Directors who are being appointed/re-appointed, and the number of Board Meetings attended by them during the year 2021-22 have been provided in the Corporate Governance Report forming part of the Annual Report.

Name of the Director	Mr. Anuj Khanna Sohum	Mr. Anuj Kumar	Ms. Mei Theng Leong
Date of Birth	April 05, 1978	May 13, 1978	August 16, 1976
Age	44 years	44 years	46 years
Date of appointment	January 25, 2006	January 25, 2006	June 01, 2018
Relationship with Directors and Key Managerial Personnel	Not applicable	Not applicable	Not applicable
Expertise in specific functional area	Refer to Brief Profile in Annexure B	Refer to Brief Profile in Annexure B	Refer to Brief Profile in Annexure B
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements.	Not applicable	Not applicable	Not applicable
Qualification(s)	Mr. Anuj Khanna Sohum is an alumnus of Harvard Business School (OPM), Stanford GSB (SEP) & NUS Computer Engineering.	Mr. Anuj Kumar holds a bachelor's degree in Economics from St. Stephen's College and a Masters' in Advertising & Communication from MICA in India.	Ms. Mei Theng Leong holds a Bachelor of Commerce Degree, majoring in Accounting and Finance from Curtin University of Technology and an MBA from The University of Hong Kong. She is also a fellow member of CPA of Australia.
Board Membership of other Companies	(a) Affle Global Pte. Ltd. (b) Affle Holdings Pte. Ltd. (c) Anuj Khanna Investment Pte. Ltd. (d) FEES Old New Pte. Ltd. (e) Affle International Pte. Ltd. (f) Sohum 9x Pte. Ltd. (g) Sohum 9x Trustee Pte. Ltd. (h) Appnext Pte. Ltd. (i) OSLabs Pte. Ltd (j) Fonelabs Ventures Pte. Ltd. (k) OSLabs Technology (India) Private Limited	(a) Mediasmart Mobile S.L	(a) Affle International Pte. Ltd. (b) Affle Global Pte. Ltd. (c) FESS Old New Pte. Ltd. (d) Anuj Khanna Investments Pte. Ltd. (e) Fonelabs Ventures Pte. Ltd.
Listed entities from which the person has resigned in the past three years	-	-	-

Name of the Director	Mr. Anuj Khanna Sohum	Mr. Anuj Kumar	Ms. Mei Theng Leong
Chairmanships/ Memberships of the Committees of Companies	<p><b>Affle (India) Limited</b></p> <p><b>Chairperson:</b></p> <ul style="list-style-type: none"> <li>(a) Risk Management Committee</li> <li>(b) Investment Committee- International Investments</li> <li>(c) Investment Committee-Domestic Investment</li> </ul> <p><b>Member:</b></p> <ul style="list-style-type: none"> <li>(a) Corporate Social Responsibility Committee</li> <li>(b) Stakeholders Relationship Committee</li> <li>(c) ESG Committee</li> <li>(d) Fund Raising Committee</li> </ul>	<p><b>Affle (India) Limited</b></p> <p><b>Chairperson:</b></p> <ul style="list-style-type: none"> <li>(a) ESG Committee</li> </ul> <p><b>Member:</b></p> <ul style="list-style-type: none"> <li>(a) Risk Management Committee</li> </ul>	<p><b>Affle (India) Limited</b></p> <p><b>Chairperson:</b></p> <ul style="list-style-type: none"> <li>(a) Stakeholders Relationship Committee</li> <li>(b) Fund Raising Committee</li> </ul> <p><b>Member:</b></p> <ul style="list-style-type: none"> <li>(a) Corporate Social Responsibility Committee</li> <li>(b) Nomination &amp; Remuneration Committee</li> <li>(c) Investment Committee- International Investments</li> <li>(d) Audit Committee</li> </ul>
Shareholding of Non-Executive Directors including shareholding as a beneficial owner	160 Equity Shares	5 Equity Shares	-

**Notes:**

1. Information pertaining to remuneration paid to the Directors who are being appointed/re-appointed, and the number of Board Meetings attended by them during the year 2021-22 have been provided in the Corporate Governance Report forming part of the Annual Report.

## ANNEXURE B

### Brief profile of Directors seeking appointment/ re-appointment

#### Ms. Lay See Tan

Lay See Tan is an experienced business executive across Asia Pacific regions.

She has been the CFO of listed companies in Singapore Stock Exchange and NASDAQ as well as hi-tech hyper growth startups across various industries such as semiconductor, consumer electronic, digital technology (mobile solutions), co- living and biotechnology. She has collaborated with leadership teams and Board of Directors of these companies to scale up the businesses, optimize costs and eventually attained profitability and positive operating cash flows.

She is currently the Chief Financial Officer (“CFO”) of Shiok Meats Pte Ltd (“Shiok Meats”). Shiok Meats is a first of its kind cultivated-based high-tech meats and seafood company (i.e. serve as alternative protein) using stem cell technology for crustacean meat production such as shrimps, crabs and lobsters and structured red meats.

Lay See was with Affle Group from January 2014 till April 2018. Under her leadership, Affle attained operating cash flow positive high double digit YoY revenue growth.

Lay See has led and coached finance teams with strong business acumen and cross-cultural sensitivity across Asia Pacific region. She also has hands-on audit experiences with Big 4 accounting firms in both Malaysia and Singapore and has covered audit engagements for both multinational and local enterprises.

Lay See is a chartered accountant in United Kingdom, Malaysia and Singapore. She holds an accountancy degree and has an MBA from the University of South Australia.

#### Mr. Vipul Kedia

Vipul is one of the earliest team members at Affle and has played a key role in building Affle over the last 16 years. He has played a multitude of roles across different business units and functions including Business Development, Account Management, Product and Operations. In his current role, he is

the leader of MAAS Platform business in India and is responsible for the overall product and strategy for the platform. He also anchors the mDMP and mFAAS platforms of Affle. He has a keen interest in advertising fraud and big data technologies.

Vipul has over 17 years of experience in Consulting and Adtech. Prior to joining Affle, he worked with IBM business consulting. He holds a Bachelor of Technology in Computer Science Engineering from IIT-Hyderabad and a Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad.

#### Ms. Noelia Amoedo Casqueiro

Noelia is the founder and CEO of Mediasmart Mobile, a technology company in the field of mobile advertising, now part of the Affle group. She is an expert in managing businesses based on mobile technologies, having worked in the industry since 2000 in more than a dozen international markets. Noelia has taken several executive roles in the past few years, including VP of marketing and business development for webOS in EMEA at Palm - HP’s subsidiary, VP of Mobile at the social network hi5, back when social networks were starting to succeed, and multiple senior positions with the mobile value-added service provider Buongiorno, the last one of which was Managing Director of Buongiorno USA. Prior to her life on mobile, Noelia also worked at iPIN Transaction Systems in San Francisco back in 1999, where she first got acquainted with an internet-based business.

Noelia has extensive experience in the mobile, internet and social media, with a proven track record of success in developing profitable business from scratch in international markets.

Noelia has a bachelor’s degree in Physics (major in optical communications) from Santiago de Compostela University, and a master’s in electrical engineering from Stanford University, where she was a Fulbright Scholar. She is also a Fellow with the Aspen Institute in Spain.

#### Mr. Elad Shmuel Natanson

Elad has over 20 years of experience founding companies in the digital space, focusing on the future of consumer internet, mobile and marketing. Currently, acting as the CEO of Appnext, a leading on-device and in-app discovery platform. Appnext’s technology is used to power app

recommendations by most of the largest mobile manufacturers, carriers and app developers, serving 6.5 billion daily app recommendations.

Elad sets the strategic direction for Appnext and determines go-to-market strategies that enable it to achieve its vision of recommending users with the apps and services they need throughout their daily mobile journey. Elad has vast experience of evangelizing and leading startups from idea to established companies in various fields.

**Mr. Anuj Khanna Sohum**

Anuj’s entrepreneurial leadership & strategic vision has set Affle on the growth path to be the global audience & data platform for both commerce and brand customers. He aims to address industry challenges including digital fraud and data privacy through technology innovations. Anuj ensures strategic alignment across all key stakeholders resulting in sustainable growth & value creation.

Anuj is a serial entrepreneur with over 20 years of experience in leading tech & data platform-based businesses. He is an alumnus of Harvard Business School (OPM), Stanford GSB (SEP) & NUS Computer Engineering.

**Mr. Anuj Kumar**

Anuj has played a pivotal role in building & growing Affle. He has helped forge important partnerships, integral to Affle’s business, thus helping to make Affle a leading Mobile platform company. Under his leadership, the team has worked with several top marketers globally to help deliver end-to-end mobile advertising and data analytics-driven solutions through Affle’s products and platforms. Prior to Affle, Anuj worked with large global media companies like ESPN STAR Sports, GroupM Mindshare and JWT.

Anuj has over 20 years of relevant media and advertising industry experience and holds a bachelor’s degree in Economics from St. Stephen’s College and a Master’s in Advertising & Communication from MICA in India.

**Ms. Mei Theng Leong**

Mei Theng Leong leads finance and commercial functions for Affle International. She has played a pivotal role in the ERP implementation and the SG: Accreditation of Affle’s platform. She was previously

the Group Financial Controller in a diversified group listed on Singapore Stock Exchange (“SGX-ST”). She has played an active role in corporate actions including investments & divestment opportunities as well as post-acquisition integration activities.

Mei Theng Leong has 19 years of experience, and she holds a Bachelor of Commerce Degree, majoring in Accounting and Finance from Curtin University of Technology and an MBA from The University of Hong Kong. She is also a fellow member of CPA of Australia.