

### Affle (India) Limited

**Regd. Office** | A47 Lower Ground Floor, Hauz Khas, Off Amar Bhawan, New Delhi-110016  
**Communication Office** | 8<sup>th</sup> floor, Unitech Commercial Tower - 2, Sector - 45,  
 Gurugram - 122003, Haryana  
 (P) 0124-4598749 (W) [www.affle.com](http://www.affle.com); CIN: L65990DL1994PLC408172

## NOTICE OF THE 29<sup>TH</sup> ANNUAL GENERAL MEETING

**Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the shareholders of Affle (India) Limited (“the Company”) will be held on Monday, September 23, 2024 at 10:30 a.m. (IST) through video conferencing/audio visual means to transact the following business:**

### Ordinary Business:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors (“the Board”) and Auditors thereon.
2. 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:

#### 3. **Appointment of Mr. Sanjiv Kumar Chaudhary (DIN: 06525007) 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 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sanjiv Kumar Chaudhary (DIN: 06525007) be and is hereby

appointed as Independent Director of the Company for a period of five years with effect from October 1, 2024 to September 30, 2029 not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Sanjiv Kumar Chaudhary shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**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.”

#### 4. **Appointment of Mr. Charles Yong Jien Foong (DIN: 08160891) 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 Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), if any, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Articles of Association of the Company and based on

the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Charles Yong Jien Foong (DIN: 08160891) be and is hereby appointed as Non-Executive Director of the Company with effect from October 1, 2024, 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.”

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

**Parmita Choudhury**

Company Secretary & Compliance Officer  
Membership No. A26261

Date: August 29, 2024  
Place: Gurugram

## NOTES

1. AGM of the Company is being conducted through VC in compliance with General Circular No. 9/2023 dated September 25, 2023 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated October 7, 2023 read with Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 issued by the Securities and Exchange Board of India (collectively referred to as “Circulars”), which details the procedure and manner of holding AGM through VC and provide certain relaxations from compliance with Listing obligations. The registered office of the Company at New Delhi shall be deemed to be the venue for the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) relating to the special business to be transacted at the Annual General Meeting (“AGM”/ “Meeting”) is annexed hereto. The Board of Directors of the Company has opined that the special business, being considered unavoidable, be transacted at the 29<sup>th</sup> AGM of the Company.
3. Pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Secretarial Standard on General Meetings (“SS-2”), the relevant information in respect of the Directors seeking appointment/re-appointment at the AGM is attached as “Annexure A” and forms an integral part of this Notice.
4. M/s. KFin Technologies Limited (“KFinTech”), Registrar & Transfer Agent of the Company (“RTA”), shall be providing facility for e-voting and attending the AGM through video conferencing. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.
5. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2023-24 are being sent only through electronic mode (by e-mail) to those members whose e-mail ids are registered with the Company/ Depositories, unless any member has requested a physical copy of the same. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2023-24 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>.
6. Since this AGM is being held through VC/OAVM pursuant to the Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  7. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this Notice. The period of remote e-voting before the AGM, commences on Friday, September 20, 2024 (9:00 a.m. IST) and ends on Sunday, September 22, 2024 (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., Monday, September 16, 2024.
  8. The Company has appointed Ms. Kiran Sharma (FCS 4942, CP No. 3116) of Kiran Sharma & Co., Practicing Company Secretary, to act as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner and Ms. Kiran Sharma has communicated her willingness to be appointed and be available for the purpose.
  9. The Scrutiniser shall, immediately after the conclusion of the e-voting at the AGM, first count the votes cast through e-voting during the meeting and thereafter unblock the votes cast through remote e-voting before the AGM in presence of at least two witnesses who are not in the employment of the Company, and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson or a person authorised by him in writing who shall countersign the same.
  10. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  11. In line with the applicable circulars at least 1000 members will be able to join the AGM on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
  12. Members seeking or requiring any clarification or information in respect of accounts or any other matter to be placed at the AGM may send their requests to the Company by Friday, September 20, 2024, 5:00 p.m. (IST) at [compliance@affle.com](mailto:compliance@affle.com).
  13. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
  14. SEBI has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email ids, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company. Further, relevant forms to update the above-mentioned information are available on the Company's website at <https://affle.com/investor-service-request>.
  15. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), shares of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular dated May 7, 2024, has mandated that shares shall be issued only in dematerialised mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical shareholders.
  16. As per the provisions of Section 72 of the Act, the facility for making the nomination is

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

17. Members may please note that SEBI has made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

18. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc. authorising its representative to attend the AGM through VC on its behalf and to vote either through remote e-voting or during AGM together with attested specimen signature(s) of the duly authorised representative(s). The said Resolution/Authorization shall be sent electronically through registered email ids 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 Scrutiniser at [kiran3116@gmail.com](mailto:kiran3116@gmail.com).

#### 19. **Inspection of Documents**

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

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

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [compliance@affle.com](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, 2014, as amended from time to time, and sub-regulation (1) & (2) of Regulation 44 of the SEBI Listing Regulations and applicable Circulars, the Company is offering the facility of remote e-voting to its members. The facility of casting votes by a member using an electronic voting system from a place other than venue of the AGM ("remote e-voting") as well as voting at the AGM through VC ("e-voting at the AGM") will be provided by Company's Registrar and Transfer Agent i.e. M/s KFin Technologies Limited. The instructions for remote e-voting and facility for those members participating in the AGM to cast vote through e-voting system during the AGM are given in the Notice.

b) The remote e-voting period commences on Friday, September 20, 2024 (9:00 a.m. IST) and ends on Sunday, September 22, 2024 (5:00 p.m. IST). During this period, members holding shares either in physical form or in demat form, as on Monday, September 16, 2024 (i.e. "Cut-off" Date), may cast their vote electronically.

c) The remote e-voting module shall be disabled by KFinTech for voting thereafter.

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

- d) The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.
- e) In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM. The Company is also offering a facility for voting by way of “Insta Poll” at the AGM for the members attending the 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:**

- (i) Please access the RTA’s e-voting platform at 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., 8319, USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the abovementioned URL.

- (iii) Alternatively, if the member is already registered with RTA’s e-voting platform, then he can use their existing User ID and password for casting the vote through remote e-voting. If they have forgotten the password, then they may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (iv) Members can also use SMS service to get the credentials if their mobile number is registered against Folio No. / DP ID Client ID, by sending SMS: MYEPWD <space> EVEN No.+Folio No. (in case of physical shareholders) or MYEPWD <space> DP ID Client ID (in case of shares held in DEMAT form) to 9212993399.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> 6614HMT12345678

- (v) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-voting Event Number) 8319 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.
- (vi) After entering these details appropriately, click on “LOGIN”.
- (vii) You will now reach the 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 ids 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.

- (viii) You need to login again with the new credentials.
- (ix) On successful login, the system will prompt you to select the "EVENT" i.e., Affle (India) Limited.
- (x) 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.
- (xi) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- (xii) Voting has to be done for each resolution of the 29<sup>th</sup> AGM Notice separately. In case you do not desire to cast your vote on any specific resolution it will be treated as abstained.
- (xiii) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xiv) 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".

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

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

**Option 1 - Login through Depositories**

NSDL	CDSL
<p><b>Members who have already registered and opted for IDeAS facility to follow below steps:</b></p> <p>Go to URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>Click on the "Beneficial Owner" icon under 'IDeAS' section.</p> <p>On the new page, enter the existing User ID and Password. Post successful authentication, click on "Access to e-voting"</p> <p>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.</p>	<p><b>Members who have already registered and opted for Easi / Easiest to follow below steps:</b></p> <p>Go to URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>;</p> <p>or</p> <p>URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and then go to Login and select New System Myeasi.</p> <p>Login with user id and password.</p> <p>The option will be made available to reach e-voting page without any further authentication.</p> <p>Click on Company name or e-voting service provider name to cast your vote during the remote e-voting period.</p>

NSDL	CDSL
<p><b>User not registered for IDeAS e-Services</b></p> <p>To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> (Select “Register Online for IDeAS”)</p> <p>or</p> <p><a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Proceed with completing the required fields.</p>	<p><b>User not registered for Easi/Easiest</b></p> <p>Option to register is available at: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></p> <p>Proceed with completing the required fields</p>
<p><b>First-time users can visit the e-voting website directly and follow the process below:</b></p> <p>Go to URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></p> <p>Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>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.</p>	<p><b>First-time users can visit the e-voting website directly and follow the process below:</b></p> <p>Go to URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>Click on the icon “E-voting”</p> <p>Provide Demat Account Number and PAN No.</p> <p>System will authenticate user by sending OTP on registered Mobile &amp; Email ID as recorded in the demat Account.</p> <p>After successful authentication, the user will be provided links for the respective ESP where the e-voting is in progress.</p> <p>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.</p>
<p><b>Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience</b></p>	
<p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>	

**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:

NSDL	CDSL
NSDL helpdesk by email to: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll-free no.: 1800 1020 990 or 1800 22 44 30	CDSL helpdesk by email to: <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or call at 022-23058738, 23058542-43

- I. Voting at the AGM: Those members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the meeting. Members who have already cast their votes by remote e-voting are eligible to attend the meeting. However, those members are not entitled to cast their vote again at the meeting.
  - II. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a member cast votes by both modes i.e., voting at the AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- Other Instructions:**
- a. Members holding shares either in physical form or in dematerialised form, as on the close of business hours on Monday, September 16, 2024, 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. Monday, September 16, 2024, may obtain the login ID and password in the manner as mentioned below:
    - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-voting Event Number + Folio No. or DP ID Client ID to 9212993399
      1. Example for NSDL:  
MYEPWD <SPACE>  
IN12345612345678
      2. Example for CDSL:  
MYEPWD <SPACE>  
1402345612345678
      3. Example for Physical:  
MYEPWD <SPACE>  
XXXX1234567890  
(8319 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 [inward.ris@kfintech.com](mailto:inward.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, during the period starting from Thursday, September 19, 2024 (9:00 a.m. IST) to Friday, September 20, 2024 (5:00 p.m. IST). For registration, please visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select "Speaker Registration" and mention your e-mail id, mobile number, and city. The Company reserves the right to restrict the number of speakers at the AGM depending on the availability of time for the AGM. Those members who have registered themselves as speakers will only be allowed to express their views/ask questions during the AGM. Please note that questions of only those members will be entertained/considered who are holding shares of Company as on the cut-off date i.e., Monday, September 16, 2024. Those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM and the maximum time per speaker will be restricted to 3 minutes.
- e. Due to limitation of transmission and co-ordination during the AGM, the Company may have to dispense with or curtail the speaker session & dispense with the speaker registration during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- f. Facility of joining the AGM through VC shall be open fifteen (15) minutes before the time scheduled for the AGM and will be available for members on first-come-first-served-basis and the Company may close the window for joining the VC facility fifteen (15) minutes after the scheduled time to start the AGM.
- g. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that login to the e-voting website will be disabled upon 3 unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password' or 'Physical User Reset Password' option available on <https://evoting.kfintech.com> to reset the password.
- h. In case of any query pertaining to e-voting, please visit Help & FAQ's section and e-voting user manual available at the download section of <https://evoting.kfintech.com> ("KFintech website") or contact Mr. 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 submit, not later than two working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairperson or any other person authorised by him in writing, who shall countersign and declare the same.
- j. The voting results declared along with the Scrutiniser's Report(s) will be available on the website of the Company i.e. <https://affle.com> and on the website of the RTA at <https://evoting.kfintech.com> and will be communicated to the BSE Limited and the National Stock Exchange of India Limited within two working days from the conclusion of the AGM.

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

- a. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com/> by clicking on the tab “video conference” and using their e-voting login credentials provided in the email received from the Company / KFinTech. After logging in, click on the “Video Conference” tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquette to join the meeting. Please note that the members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
- b. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the scheduled time for commencement of the AGM and maybe closed after the expiry of 15 minutes after such scheduled time.
- c. The e-voting window shall be activated upon instructions of the Chairperson during the AGM proceedings. Upon the declaration by the Chairperson about the commencement of e-voting at AGM, members shall click on the “Vote” sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the Instapoll page. Members would need to click on the “Instapoll” icon and follow the instructions to vote on the resolutions. Only those shareholders, who are present in the AGM and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- d. Members are encouraged to join the meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- e. Members will be required to grant access to the webcam to enable VC/OAVM. Further, members connecting from mobile devices or Tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- f. Post your Question: Members, who may want to express their views or post questions with regard to the accounts or any matter to be placed at the AGM, may do so by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the email received from KFinTech. On successful login select “Post Your Question” option to post their queries in the window provided. The window shall remain active from Thursday, September 19, 2024 (9:00 a.m. IST) till Friday, September 20, 2024 (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. Monday, September 16, 2024.
- 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 [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).

## Summarized information at glance

Particulars	Details
Time and Date of AGM	Monday, September 23, 2024 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	Monday, September 16, 2024
E-voting Start time and date	Friday, September 20, 2024 (9:00 a.m. IST)
E-voting end time and date	Sunday, September 22, 2024 (5:00 p.m. IST)
E-voting website links (Please use as applicable to you)	<a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a> <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>
E-voting Event Number (EVEN)	8319
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 UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 3

The Board of Directors of the Company at its meeting held on August 29, 2024, has recommended the appointment of Mr. Sanjiv Kumar Chaudhary (DIN: 06525007) in the capacity of Independent Director for a term of 5 years with effect from October 1, 2024, subject to the approval of the members of the Company. The Company has received a declaration from Mr. Sanjiv Kumar Chaudhary confirming that he 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 Mr. Sanjiv Kumar Chaudhary 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. Sanjiv Kumar Chaudhary 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 an Independent Director of the Company and he is independent of the management.

Mr. Sanjiv Kumar Chaudhary is an experienced finance professional. He is a practicing Chartered Accountant with over 42 years of rich experience in India and domestic/ international tax advisory and consulting including transfer pricing & taxation of cross border transactions, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as Independent Director for a period of five years with effect from October 1, 2024. 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. Sanjiv Kumar Chaudhary as an Independent Director.

Additional information in respect of Mr. Sanjiv Kumar Chaudhary, 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.

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. 3. The Board of Directors recommends the resolution in relation to appointment of Mr. Sanjiv Kumar Chaudhary as an Independent Director of the

Company, as set out in Item No. 3 for approval of the members by way of Special Resolution.

### Item No. 4

The Board of Directors of the Company at its meeting held on August 29, 2024, has recommended appointment of Mr. Charles Yong Jien Foong (DIN: 08160891) effective from October 1, 2024, in the capacity of Non-Executive Director subject to the approval of the members of the Company. The Company has received consent from Mr. Charles Yong Jien Foong 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.

With over 20 years of experience, Mr. Charles Yong Jien Foong leads all R&D and Technology efforts for Affle's platforms as its Chief Architect & Technology Officer. His team of engineers is responsible for building multiple Big Data and AI driven platforms at Affle. Charles also plays an active role to coach the lead architects at Affle on the innovation development lifecycle processes. Charles also served as a Non-Executive Board member of Affle (India) Limited from June 16, 2018 to May 31, 2020.

In the opinion of the Board, Mr. Charles Yong Jien Foong 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 Charles Yong Jien Foong as Non-Executive Director.

Additional information in respect of Mr. Charles Yong Jien Foong, 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.

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 Mr. Charles Yong Jien Foong as Non-Executive Director of the Company, as set out in Item No. 4 for approval of the members by way of Ordinary Resolution.

## Annexure A

### Details of Director seeking appointment/re-appointment at the 29<sup>th</sup> Annual General Meeting

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

Name of the Director	Mr. Anuj Kumar	Mr. Sanjiv Kumar Chaudhary	Mr. Charles Yong Jien Foong
Date of Birth	May 13, 1978	April 25, 1958	November 23, 1974
Age	46 years	66 years	50 years
Date of appointment	January 25, 2006	October 1, 2024	October 1, 2024
Relationship with Directors and Key Managerial Personnel	Not applicable	Not applicable	Not applicable
Expertise in specific functional area	<p>Anuj has played a pivotal role in building &amp; 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.</p> <p>Prior to Affle, Anuj worked with large global media companies like ESPN STAR Sports, GroupM Mindshare and JWT.</p>	<p>Sanjiv is an experienced finance professional. He has worked closely with Senior legal counsel for matters in Supreme Court &amp; High Court. He has handled corporate tax and expatriate engagements in both advisory and compliance matters, including compensation structuring, Foreign Exchange regulations, Employee Stock Option Plans and worked on both inbound expatriates and outbound assignees in respect of various Indian and overseas Companies.</p>	<p>Charles is a telecom industry veteran and an experienced technologist with over 20 years of consulting and programming design experience. Charles leads all R&amp;D and Technology efforts for Affle's platforms as its Chief Architect. His team of engineers is responsible for building multiple Big Data and AI driven platforms at Affle. Charles also plays an active role to coach the lead architects at Affle on the innovation development lifecycle processes.</p>
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Not applicable	<p>Sanjiv is a seasoned finance professional with vast experience in diverse matters. The Company believes that his skills, knowledge, and experience on the Board will bring additional capability in decision making to expand the business in other parts of the world.</p>	Not applicable

Name of the Director	Mr. Anuj Kumar	Mr. Sanjiv Kumar Chaudhary	Mr. Charles Yong Jien Foong
Qualification(s)	Anuj holds a bachelor's degree in economics from St. Stephen's College and a Masters' in Advertising & Communication from MICA in India.	Sanjiv is a practicing Chartered Accountant with over 42 years of rich experience in India and domestic/international tax advisory and consulting including transfer pricing & taxation of cross border transactions.	Charles is an alumnus of the Monash University in Australia.
Board membership of other Companies	Affle Iberia S.L, Spain	NIIT Limited	Affle X Private Limited
Listed entities from which the person has resigned in the past three years	-	-	-
Chairmanships/ Memberships of the Committees of Company	Affle (India) Limited <b>Member:</b> (a) Risk Management Committee (b) ESG Committee	-	-
Chairmanships/ Memberships of the Committees of other public limited companies	-	NIIT Limited <b>Chairperson:</b> (a) Audit Committee (b) CSR Committee (c) Risk Management Committee <b>Member:</b> (a) Share allotment Committee	-
Shareholding of Non-Executive Directors including shareholding as a beneficial owner	5 equity shares (As nominee of Affle Global Pte. Ltd.)	-	-

**Notes:**

- Information pertaining to remuneration paid to the Director who is re-appointed, and the number of Board Meetings attended by him during the year 2023-24 have been provided in the Corporate Governance Report forming part of the Annual Report.

## **Annexure B**

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

#### **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 21 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.

#### **Mr. Sanjiv Kumar Chaudhary**

Sanjiv is an experienced finance professional. He is a practicing Chartered Accountant with over 42 years of rich experience in India and domestic/ international tax advisory and consulting including transfer pricing & taxation of cross border transactions.

Sanjiv has worked closely with Senior legal counsel for matters in Supreme Court & High Court. He has handled corporate tax and expatriate engagements in both advisory and compliance matters, including compensation structuring, Foreign Exchange regulations, Employee Stock Option Plans and worked on both inbound expatriates and outbound assignees in respect of various Indian and overseas Companies.

He was earlier Partner in Tax and Regulatory practice of BSR & Co. LLP (Sub licensee of KPMG) for more than two decades and worked with RSM & Co. and PwC in tax practice from 2006 to 2009. He has served as a Board Member of International Ethics Standard Board for Accountants (IESBA) – an independent standard setting board that develops and issues, in the public interest, high-quality ethical standards and other pronouncements for professional accountants worldwide, for a period of 5 years from 2019 till December 2023. He is also an Insolvency Professional from Insolvency and Bankruptcy Board of India Law Graduate and CPA Australia.

#### **Mr. Charles Yong Jien Foong**

Charles joined Affle in 2006. With over 20 years of experience, he leads all R&D and Technology efforts for Affle's platforms as its Chief Architect & Technology Officer. His team of engineers is responsible for building multiple Big Data and AI driven platforms at Affle. Charles also plays an active role to coach the lead architects at Affle on the innovation development lifecycle processes. Charles also served as a Non-Executive Board member of Affle (India) Limited from June 16, 2018 to May 31, 2020.

Charles is a telecom industry veteran and an experienced technologist with over 20 years of consulting and programming design experience. He is an alumnus of the Monash University in Australia.