

AIL/SE/ 2024-25

November 05, 2024

To

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| BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 | National Stock Exchange of India Ltd Exchange Plaza, 5th Floor, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 |
| Scrip Code: 542752 | Symbol: AFFLE |

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

This is to inform you that the Securities and Exchange Board of India ('SEBI') has issued an administrative warning to the Company vide their letter dated November 04, 2024.

The administrative warning has been issued in connection with the disclosure of related party transactions on a half-yearly basis with regard to transactions with/between the subsidiaries. The Company had disclosed related party transactions on a consolidated basis without the transactions with/between subsidiaries. This was an inadvertent error, and the Company has already filed the revised disclosures with the Exchanges for the half year ended September 30, 2022, March 31, 2023, September 30, 2023 and March 31, 2024 on September 13, 2024. However, the transactions with/between subsidiaries for the above-mentioned periods were approved by the Audit Committee from time to time.

There is no impact on the financial operation or other activities of the Company with regard to the above disclosure.

The SEBI letter is attached for your information and records.

Thanking you,

For Affle (India) Limited

Parmita Choudhury
Company Secretary & Compliance Officer

Annexure

| S. No. | Description | Details |
|---------------|--|--|
| 1. | Name of the authority | Securities and Exchange Board of India ('SEBI'). |
| 2. | Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority | November 4, 2024 |
| 3. | Details of the violation(s) / contravention(s) committed or alleged to be committed | Compliance of Regulation 23(9) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The letter is self-explanatory. |
| 4. | Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible | There is no impact on the financial, operation or other activities of the Company. |

Affle (India) Limited

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



SEBI/HO/CFD/SEC-1/OW/P/2024/34336/1

November 04, 2024

BY EMAIL AND SPAD

Affle (India) Limited

A47 Lower Ground Floor,
Off Amar Bhawan Hauz Khas,
New Delhi, Delhi, 110016.

E-mail: < compliance@affle.com >

Kind attention: The Company Secretary and the Compliance officer

Dear Sir/Madam,

Subject: Administrative warning letter – Non-Compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)

1. This is with reference to the Examination conducted by SEBI in the matter of Affle (India) Limited (“**Company**”) for non-compliances of LODR Regulations.
2. Pursuant to the examination, it is observed that the company failed to disclose the related party transactions with its subsidiaries in the half yearly disclosure of related party transactions filed with exchanges for half years ended September 30, 2022, March 31, 2023, September 30, 2023, and March 31, 2024.
3. It is observed that the company has revised half yearly disclosures of related party transactions for the aforementioned periods on September 13, 2024 to include the related party transactions with the subsidiaries of the company only after queries raised by NSE.
4. Thus, the company has failed to timely comply with Reg. 23(9) of LODR Regulations read with SEBI Circular SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021 and SEBI Master Circular for LODR Regulations dated July 11, 2023.
5. The aforesaid non-compliance is viewed seriously. You are hereby warned and advised to ensure compliance with all applicable provisions of SEBI Act, 1992 and





Rules, Regulations, Circulars, etc. made thereunder. Any such aberration in future would be viewed seriously and appropriate action would be initiated.

6. You are also advised to place this letter before your Board of Directors in its next meeting and disseminate the same to the stock exchange(s). The stock exchanges are advised to take note of the contents of the letter.

Yours faithfully,

Jitendra Kumar

Jitendra Kumar



Copy to -

1. BSE and NSE (*via email*)