

AFFLE (INDIA) LIMITED **INSIDER TRADING PROHIBITION CODE**

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY

1. OVERVIEW

This document embodies the policy in respect of Code of Conduct and Code of Fair Disclosures (“Code of Conduct” / “Code”) for prohibition of Insider Trading and dealing in securities of the Affle (India) Limited (hereinafter referred to as the “Company”), to be observed by all Employees, Directors, Designated Persons, Immediate Relatives of Designated Persons, and Connected Persons, as and where applicable.

Prevention of insider trading is necessary to comply with securities law and to preserve the reputation and integrity of Affle (India) Limited and all persons associated with it. “Insider Trading” involves trading in the securities of a company listed or proposed to be listed, by Connected Persons or any other person in possession of or with access to unpublished price sensitive information not available to the general public, who can take advantage of or benefit from such unpublished price sensitive information.

Trading in securities by an ‘insider’ is regarded unfair when it is predicated upon utilisation of ‘inside’ information to profit at the expense of other investors who do not have access to the same information.

Insider Trading is an offence punishable under extant laws in India. Insider Trading is prohibited and could result in serious sanctions, including dismissal from the employment of the Company of the concerned persons.

This Code has been formulated by adopting the standard as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations/Regulations”) in order to regulate, monitor and report trading by its Employees, Directors, Designated Persons, Immediate Relatives of Designated Persons and other Connected Persons towards achieving compliance with the said Regulations.

This Code should be referred to in conjunction, amongst others, with the following:

- SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time;
- Applicable provisions of Companies Act, 2013 as amended from time to time

2. INTERPRETATION

Words and expressions not defined in this Policy shall have the same meaning as contained in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations), Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder.

3. SCOPE & APPLICABILITY

This Code is applicable to all Insiders. Every Insider must review this code. Questions regarding this Code should be directed to the Compliance Officer at email id compliance@affle.com

4. DEFINITIONS

- a) **“Company”** means Affle (India) Limited
- b) **“Connected Person”** as defined in SEBI PIT Regulations
- c) **“Person Deemed to be Connected”** means the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
 - i. A relative of Designated Persons / Connected Persons; or
 - ii. a Holding Company or Associate Company or Subsidiary Company; or
 - iii. an intermediary such as a stockbroker, sub-broker, share transfer agent, banker to the issue, trustee to the issue, registrar to an issue, merchant banker, underwriter, portfolio manager, investment adviser or such other intermediary as defined under the Act or an employee or director thereof; or
 - iv. an investment company, trustee company, asset management company or employee or director thereof; or
 - v. an official of a stock exchange or of clearing house or corporation; or
 - vi. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - vii. a member of the Board of Directors, or an employee of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
 - viii. an official or an employee of a self-regulatory organization recognized or authorized by SEBI; or
 - ix. a banker, statutory auditor, legal advisor of the company; or
 - x. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the Company, has more than ten percent of the holding or interest; or
 - xi. a firm or its partner or its employee in which a Designated Persons/Connected Persons is also a partner; or
 - xii. a person sharing household or residence with a Designated Persons/Connected Persons.
 - xiii. Any person who is or has been during the 6 (six) months prior to the concerned act been associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the Company that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

- d) **SEBI:** means Securities and Exchange Board of India
- e) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification(s), amendment(s) or re-enactment(s) thereof), except units of a mutual fund.
- f) **“Dealing in Securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent.
- g) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “Trade” shall be construed accordingly.
- h) **“Trading day”** means a day on which the recognised stock exchanges are open for trading.
- i) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.
- j) **“Promoter & Promoter Group”** shall have the same meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any amendment / modification thereof.
- k) **“Relative”** shall mean the following:
- i. spouse of the person;
 - ii. parent of the person and parent of its spouse
 - iii. sibling of the person and sibling of its spouse
 - iv. child of the person and child of its spouse
 - v. spouse of the person listed at sub-clause (iii); and
 - vi. spouse of the person listed at sub-clause (iv);
- l) **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- m) **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.*

*Note: *Even if spouse is financially independent and does not consult an Insider while taking trading decisions, the spouse is not exempted from the definition of Immediate Relative. A spouse is presumed to be an “Immediate Relative”, unless rebutted so.*

- n) **“Compliance Officer”** means:

The Company Secretary of Affle (India) Limited will be the Compliance Officer for this Code of Conduct. For the avoidance of doubt, this is to clarify that, the Company Secretary of the Company is a Financially Literate person and is capable of appreciating the requirements for legal and regulatory compliance under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Compliance Officer shall in consultation with and with the approval of the Chief Financial Officer, be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of “Unpublished Price Sensitive Information”, pre-clearing of Designated Persons and their Immediate Relative’s trades, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors.

- o) **“Insider” means any person who is:**
- i. a connected person; or
 - ii. in possession of or having access to unpublished price sensitive information

Insiders include:

- (a) Promoter and immediate relatives of the Promoter
 - (b) Member(s) of the Promoter group
 - (c) Auditors of the Company
 - (d) Designated Persons comprising:
 - i. Members of the Board of Directors of Affle (India) Limited
 - ii. KMPs & Senior Management of the Company
 - iii. KMPs of the Holding Company, and Directors and KMPs of the material subsidiary Companies
 - iv. Chief Financial Officer, Company Secretary / Compliance Officer and Investor Relations Officer of the Company
 - v. Chairman, CFOs, CEOs, COOs and CSs of the Holding Company, Subsidiary Company, Associate Company and Joint Venture
 - vi. Employees (from the level of Manager & above) of the Accounts, Finance, Secretarial and Legal Department of the Company and its subsidiaries
 - vii. All Employees in other Departments / Divisions of the Company and its subsidiaries from the level of Director and above
 - viii. All Secretaries / Executive Assistants reporting to the Chairman and / or the Managing Director / any Executive Director / CFO / KMPs (If any)
 - ix. Such other persons as may be identified by the Board of Directors and / or Chairman / Compliance Officer of the Company on a case-to-case basis
 - x. Any person who is identified to be in possession of or having access to UPSI, including support staff such as IT, Admin, etc. of the Company, who may have access to UPSI
 - xi. Employees of material subsidiaries of the Company, as designated by the Board of Directors and / or by the Compliance Officer, on the basis of their functional role or because of access to unpublished price sensitive information
 - xii. Person mentioned as an Insider above, who ceases to be an Insider as per the Designated Person list shall be considered as an Insider for a cooling period of 3 (three) months
- p) **“Unpublished Price Sensitive Information (UPSI)”** means any information, relating to Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following:
- i. Financial Results
 - ii. Dividends
 - iii. Change in the Company’s capital structure

- iv. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions
- v. Any changes to the Company's Board of Directors and / or Key Managerial Personnel
- vi. Plans to launch new products or product defects that have a significant impact
Changes in auditors as per statutory requirement or otherwise or auditor notification that the issuer may no longer rely on an audit report
- vii. Bankruptcies, receiverships or financial liquidity problems
- viii. Positive or negative developments in an outstanding litigation, investigations or regulatory matters with significant impact on financial results
- ix. Material events in accordance with the listing agreement
- x. Any other event as may be determined by the Company/ the Compliance Officer which is likely to materially affect the price of the Securities of the Company

5. INSIDER TRADING

“Insider Trading” is principally the act of Trading in Securities with the advantage of having asymmetrical access to UPSI, which when published, would impact the price of the Securities in the market. The definition of ‘Trading’ under the SEBI Regulations, is a wide one, and includes, amongst other things, subscribing, buying, selling, dealing, or agreeing to do any of those things. **Further, pledging of securities of the Company, while in possession of UPSI, shall be construed as ‘Trading’.**

It is generally understood that Insider Trading includes the following:

- Trading by Insiders, Employees, Designated Persons and their Immediate Relatives, Connected Persons while in possession of, or having access to, UPSI, regardless of how one came in possession of or had access to such information; or
- Communicating, providing, allowing access or tipping UPSI to others, including recommending any Trade in Securities of the Company, while in possession of, or having access to, such information.

Trading by Portfolio Managers on behalf of the Insiders is also considered as Insider Trading and hence the Designated Persons are expected to take due precaution while trading in Securities through Portfolio Managers.

Insiders have independent fiduciary duties to their company and its shareholders not to trade on UPSI relating to the company's securities. All Directors and Employees of the Company should consider themselves as Insiders with respect to UPSI about business, activities and Securities. Directors and Employees shall neither trade in Company's Securities while in possession of UPSI relating to the Company nor tip (nor communicate, provide or allow access except on a need-to-know basis in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations) such information to others.

When a person has traded in securities while in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

6. LEGITIMATE PURPOSE

“Legitimate Purpose” shall include sharing of Unpublished Price Sensitive Information of the Company in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

CONSEQUENCE OF NON-COMPLIANCE WITH THE POLICY

Failure to comply with this Code is a disciplinary issue and may also constitute a criminal offence in certain cases. Any Designated person who violates the provisions of this Code shall be liable for such penal/disciplinary/remedial action as may be considered appropriate by the Board of Directors of the Company, such as wage freeze, suspension, recovery and / or claw back, as decided by the Board on a case-to-case basis. The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such an employee.

7. PENALTIES BY THE STATUTORY AUTHORITIES

In addition to the action taken by the Company, the Person violating this Code shall also be subject to penal action by SEBI as per the Act and SEBI (Prohibition of Insider Trading) Regulations, 2015. Any action taken by Company shall not preclude SEBI from taking any action in case of violation of SEBI Regulations.

In case of any violation of any of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall follow the due process as per SEBI (Prohibition of Insider Trading) Regulations, 2015 and inform SEBI of the said violation.

8. VARIOUS PROCEDURES IN PLACE BY AFFLE (INDIA) LIMITED TO PREVENT INSIDER TRADING

The following procedures have been established, and will be maintained and enforced, by the Company to prevent Insider Trading. Every Designated Employee required to follow the below procedures:

Restrictions on Access to UPSI and Communication & Trading by Insiders

While dealing with UPSI, including in relation to the Company’s business, earnings or prospects, capital raising, etc., the Company/ Compliance Officer shall ensure that any disclosure of UPSI will be on a need-to-know basis only and that no communication of UPSI takes places, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligation.

Designated Persons are obliged to treat UPSI with due care and have a duty to safeguard UPSI irrespective of source of receipt of UPSI. Designated Persons shall use UPSI for the specified purpose only and not for any personal gain/ avoiding any loss/ breach of applicable law.

- Restricting access to documents and files (including computer files) containing UPSI to persons on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);
- Files containing UPSI shall be kept secured with restricted access, and computer files containing UPSI should be protected with the help of login, passwords, etc. Appropriate physical and informational barriers shall be put in place to ensure confidentiality of UPSI;
- Promptly removing and cleaning up all confidential documents and other materials containing UPSI from conference rooms following the conclusion of any meetings;
- Disposing of all confidential documents and other papers containing UPSI, after there is

no longer any business or other legally required need, through shredders when appropriate;

- Restricting access to areas likely to contain confidential documents or UPSI; and
- Avoiding any discussion pertaining to UPSI in places where the information could be overheard by others, such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs, etc.;
- Persons in possession of, or having access to, UPSI, to the extent feasible, should conduct their business and other activities in areas separate from other Company activities, so as to avoid any leak of UPSI.
- Any Person in receipt of Unpublished Price Sensitive Information pursuant to a **Legitimate Purpose**, shall be considered an Insider for purposes of SEBI (Prohibition of Insider Trading) Regulations, 2015 and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Code of Conduct. Notwithstanding anything contained above, an Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that could:
 - a) Entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors is of the informed opinion that the proposed transaction is in the interest of the Company.
 - b) Not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors is of the informed opinion that sharing of such information is in the best interest of the Company and the information that constitutes Unpublished Price Sensitive Information is disseminated to be made generally available at least two Trading Days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

For the purpose of the above rule, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations.

- c) The Board of Directors shall ensure that a structured digital database is maintained containing the names of such Persons or entities as the case may be with whom Unpublished Price Sensitive Information is shared under SEBI (Prohibition of Insider Trading) Regulations, 2015 along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks.

Inquiries from Third Parties

- Inquiries from third parties, such as analysts or members of the media, about the Company should be directed/handled as per the internal policy.

Chinese Walls Procedures

- To prevent the misuse of UPSI, the Company will maintain “Chinese Walls” and segregate the premises into Inside Areas and Public Areas. Inside Areas refer to those areas and

departments of the Company in which UPSI may ordinarily be available. Public Areas refer to those areas where any UPSI would ordinarily not be available, and to which any outside person may be allowed access.

- Inside Areas shall be accessible in normal course only to Designated Persons. Designated Persons in the inside area shall not communicate any UPSI to anyone in public area. In exceptional circumstances Employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.

Digital Database of recipient of UPSI

As required under Regulation 3(2) of the SEBI Regulations, Compliance Officer, shall maintain a structured digital database of such persons or entities as the case may be with whom UPSI is shared, along with the following information pertaining to the recipients;

- Name of such recipient of UPSI;
- Name of the Organization or entity which the recipient represents
- Postal Address and E-mail ID of such recipient
- Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available

Such database shall be maintained in accordance with the SEBI Regulations from time to time, including through adequate internal controls to ensure non-tampering of such database.

Trading Plan

An Insider shall be entitled to formulate a Trading Plan in compliance with SEBI Regulations for dealing in Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan in **Annexure IX**.

Such Trading Plan shall:

- i. not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- ii. not entail overlap of any period for which another trading plan is already in existence;
- iii. set out following parameters for each trade to be executed
 - i. either the value of trade to be effected or the number of securities to be traded;
 - ii. nature of the trade;
 - iii. either specific date or time period not exceeding five consecutive trading days;
 - iv. price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price;

Explanation:

- While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
- The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
- Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

iv. not entail trading in securities for market abuse.

v. Shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of parameters, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Pre-Clearance of Trades by Designated Persons

- In case of stock options (ESOPs), exercise of options is allowed without pre-clearance. However, the sale of shares allotted on exercise of stock options would require a pre-clearance. This policy applies to ESOP scheme of the Company only, if any, and not to any ESOP scheme of the Holding Company, which is not a public listed entity.
- The pre-clearance needs to be approved and obtained as under:
 - All Pre-clearances needs to be applied to the Compliance Officer;
 - The Pre-clearances will be approved by the CFO and / or Compliance Officer of the Company.
- The Designated Persons may trade in the Company's Securities only after obtaining pre-clearance of the proposed transactions from the Compliance Officer by submitting an application as per Annexure I and declaring that they are not in possession of any price sensitive information.
- Any oral request from the Designated Persons under this Code and/or oral confirmation for trading in Securities of the Company is not acceptable and shall not be regarded as a valid request or approval for trading in Securities of the Company.
- The approval/rejection would be conveyed through electronic mail. If a request to trade is refused, the Compliance Officer shall provide a written statement of the reasons, to the extent possible, for withholding his or her consent.
- Unless the Designated Person concerned receives a formal communication from the Compliance Officer granting clearance to trade, no approval shall be deemed to have been granted and the Designated Person cannot trade in Securities of the Company.
- While granting permission, the Compliance Officer may impose certain conditions or restrictions, as may be necessary. The Compliance Officer shall also have regard to whether any declaration provided by Designated Person applying for pre-clearance is

reasonably capable of being rendered as inaccurate.

- The pre-clearance once approved, shall be valid for a period of **7 trading days** from the date of approval. The transactions approved shall be executed in single tranche;
- The Designated Person shall file within 2 (two) working days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form as per **Annexure II**;
- If the order is not executed within 7 trading days after the approval is given, the Designated Person must pre-clear the transaction again. The Designated Person shall also be required to provide reasons to the Compliance officer, as per format provided in **Annexure II**, in case no trades are executed, or the trades executed are for lower quantity than the quantity for which the approval was sought.
- The Designated Persons shall not execute a contra trade or enter into an opposite transaction i.e., sell or buy any number of Securities during the next 6 (six) months following the prior transaction. Provided that this shall not be applicable for trades pursuant to exercise of stock options.
- The restriction of contra Trade will not apply in respect of subscription to shares/convertibles in Follow-on Public Offer (FPO); Offer for Sale (OFS); Rights Issue or tendering of Shares in open offer; share buy-backs or delisting offer, exit offers etc.
- The Compliance Officer may grant relaxation from strict application of such restriction on an application made in this behalf by the concerned Designated Person and after recording in writing the reasons in this regard; provided that such relaxation does not violate the SEBI Regulations.
- In case a contra Trade is executed, inadvertently or otherwise, in violation of the aforesaid restriction, the profits from such Trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- In case, the Chief Financial Officer and / or Compliance Officer of the Company intends to trade in the Securities of the Company, he/she shall seek pre-clearance of trade from the Board of Directors of the Company.

Trading Window

- Designated Person(s) (including their Immediate Relatives) can trade in the securities of the Company only when the Trading Window is open.
- The Company shall specify a trading period, to be called the "Trading Window", for trading in the Company's Securities. Any Designated Person shall not trade in any Securities of the Company during the period when Trading Window is closed.
- The Trading Window shall be closed not later than the end of every quarter till 48 hours post declaration of financial results on the stock exchange and/or company website. The time for commencement of closing the Trading Window shall be decided by the Compliance Officer. The Trading Window shall be opened not earlier than 48 hours after the financial results / UPSI is made public.
- Additionally, the Compliance Officer can specify a time for commencement of closing of Trading Window, on account of certain material events such as:

- Declaration of dividends (interim and final);
- Issue of Securities by way of public/rights/bonus issue etc;
- Any major expansion plans or execution of new projects;
- Amalgamation, mergers, takeovers and buy back;
- Disposal of whole or substantially whole of the undertaking;
- Any changes in policies, plans or operations of the Company;

Further, any other period as may be notified from time to time by the Compliance Officer, when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information, will also be considered as a closed period.

- All Designated Persons shall conduct all their Trading in the Securities of the Company only after obtaining prior approval and in a valid Trading Window and shall not trade in any transaction involving the purchase and sale of the Securities of the Company during the periods when Trading Window is closed, or during any other period as may be specified by the Company from time to time.
- When the Trading Window is open, any trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer.
- However, the above restrictions shall not be applicable for trades carried out in accordance with a Trading Plan that is approved and disclosed publicly, in advance by the Compliance Officer.

Miscellaneous

- The gap between clearance of financial results by the Audit Committee and Board meeting for approval of such financial results should be as narrow as possible and preferably on the same day to avoid leakage of UPI.
- In case any provisions of this Code are contrary to or inconsistent with the provisions under the SEBI Regulations, the provisions of SEBI Regulations shall prevail.

9. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES AND ANNUAL DISCLOSURES

Initial Disclosures by Promoter/Promoter Group, Directors, KMPs, Senior Management & Designated Persons

- Every Promoter/Promoter Group, Directors, KMPs of the Company shall disclose their holding of securities in the company in **Form A as detailed in Annexure III** within 30 days from the start of financial year.
- Every person on appointment as a KMP, Senior Management or a Director of the Company or upon becoming a Promoter or member of the Promoter Group shall within **7 days** of appointment or becoming a Promoter or a member of Promoter Group disclose details of the Securities held in the Company to the Compliance officer in **Form B as detailed in Annexure IV.**
- All holdings in Securities of the Company by Designated Persons upon being identified as a Designated Person within **7 days** as detailed in **Annexure V.**

Continual Disclosures by Designated Persons

- Designated Persons shall within two trading days of transaction disclose to the Company the number of Securities acquired or disposed of, if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lacs or such other value as may be specified by the Compliance Officer **in Form C as detailed in Annexure VI.**
- The Company shall notify the particulars of **Form C** received within two trading days of receipt of disclosure or from becoming aware of the transaction to the Stock Exchanges.
- **Annual disclosure** thereof containing the below details in **Annexure VII** within a period of 30 days from the closure of each financial year:
 - a) Name of Immediate Relatives and persons with whom such Designated Person(s) shares a Material Financial Relationship;
 - b) PAN or any other identifier authorized by law;
 - c) Phone, mobile numbers of persons mentioned;

Note: *“Material Financial Relationship” shall mean a relationship as relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.”*

- All the dealings in securities of the Company by the Designated Persons and their Immediate Relatives should be disclosed on an annual basis, as at 31st March every year to the Compliance Officer along with any additional information as may be required by the SEBI (Prohibition of Insider Trading Regulations), 2015.

Disclosure by Connected Persons

- The Compliance officer may, at its discretion require any other Insider to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be deemed necessary in order to monitor compliance with these SEBI Regulations in **Form D as detailed in Annexure VIII**

The Compliance officer may from time to time review and modify the formats for submitting disclosures, as may be appropriate.

10. REPORTING BY THE COMPLIANCE OFFICER

The Company Secretary designated as such by the Board of Directors will act as the Compliance Officer for the purpose of this Code and will perform the following functions notwithstanding any other function given in the Code:

- a) Monitor and administer this Code;
- b) Process the pre-clearance of trades;
- c) Maintain, update and preserve records, as per SEBI (Prohibition of Insider Trading) Regulations;
- d) Clarify issues regarding the Code and redress the grievances of the Designated Persons;
- e) Decide and notify the ‘No-Trading Period/Trading Window Closure Period’ for

- Designated Persons / select persons or specific departments, as deemed necessary
- f) Identify and notify the list of Designated Persons based on specific transactions, as required under the Code
 - g) The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Persons for a minimum period of five (5) years.

The compliance officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors but not less than once in a year.

11. REVIEW OF THE POLICY

The Board of Directors shall be empowered to amend, modify, interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.

The Audit Committee shall review compliance with the provisions of SEBI PIT Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

12. DISCLAIMER

ANY SUBSEQUENT AMENDMENT/MODIFICATION IN THE SEBI REGULATIONS, COMPANIES ACT, 2013 AND/OR THE LISTING REGULATIONS AND/OR OTHER APPLICABLE LAWS IN THIS REGARD SHALL AUTOMATICALLY APPLY TO THIS POLICY. THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY INSIDER IS REQUIRED TO FAMILIARISE HIMSELF WITH SEBI REGULATIONS AS IT WILL BE THE RESPONSIBILITY OF EACH INSIDER (AND HIS RELATIVES) TO ENSURE COMPLIANCE OF THIS CODE FULLY.

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UPSI

1. BACKGROUND

SEBI Regulations, in terms of Regulation 9A (5), requires the Board to formulate policies and procedures for inquiry in case of leak/suspected leak of UPSI.

Any inquiry in to any actual or suspected leak of UPSI needs to be tailored to the facts and circumstances of each such instance. Given that it is not possible to provide a standard operating procedure applicable while enquiring into each such instance of leak/suspected leak of UPSI, this policy sets out the broad principles that the Board of Directors shall follow while inquiring into cases of actual or suspected leak of UPSI.

2. OBJECTIVE

- To strengthen the internal control system to prevent leak of UPSI;
- To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company;
- To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate;
- To initiate inquiry by the Board of Directors, in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly;
- To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

3. PROCEDURE FOR INQUIRY IN CASE OF ACTUAL /SUSPECTED LEAK OF UPSI

- Upon becoming aware of actual or suspected leak of UPSI, including by way of:
 - a) suo motu, including through its internal monitoring; or;
 - b) a written complaint and/or email received through the whistle blower mechanism of the Company; or
 - c) communication received from regulatory authorities,

the Board of Directors shall evaluate and determine if the matter merits any inquiry.

- It is clarified that market rumours, inferences based on media reports, or observations made by analysts, etc. will not be the only determining factors for initiating a preliminary inquiry, and the Board of Directors, have the discretion to decide if a preliminary inquiry is required to be undertaken, in each such case;
- In the event the Board of Directors decides so, a preliminary inquiry shall be undertaken in case of actual/suspected leak of UPSI. The rationale for the same would be to

establish and take cognizance of actual facts and to decide if prima facie there appears to be any violation of SEBI Regulations. Based on the findings of the preliminary inquiry, the Board of Directors may decide if a detailed inquiry is required to be undertaken;

- Based on the determination of the Board, a detailed inquiry may be launched in order to assess the veracity of the allegations regarding actual/ suspected leak of UPSI, including through review of the relevant documentation in this regard, as well as conducting interviews, where deemed necessary;
- While conducting any inquiry into cases of actual/ suspected leak of UPSI, the Board shall regard to the principles of natural justice. Accordingly, it will accord due opportunity of being heard to the relevant Designated Person / Insider against whom the allegations have been levelled, during the course of inquiry. Further, such persons shall be entitled to make submissions and to lead evidence and depose witnesses etc., in their defence, before the Board, and the Board will be required to assess and consider the same before concluding on the matter.

4. OUTCOME OF THE INQUIRY

Upon the conclusion of the inquiry and on the basis of the outcome thereof, the Board of Directors shall decide disciplinary action/penalty, if any, to be awarded to the Designated Person/ Insider. The decision of the Board of Directors shall be final and binding.

Penalty Framework for Consequence Management

- Verbal or Written Warning
- Internal Action, e.g. freeze on increment/promotion, change in role, job level,
- Monetary Penalty as may be deemed appropriate by the Board of Directors depending on the severity of each case
- Suspension or Employment Termination

In addition to the action taken by the Company, the Person violating this Code may also be subject to penal action by SEBI. Any action taken by Company shall not preclude SEBI from taking any action in case of violation of SEBI Regulations.

5. DISCLOSURE OF ACTUAL/ SUSPECTED LEAK OF UPSI

The Compliance Officer shall immediately inform SEBI promptly of such leaks, inquiries and the results of such inquiries.

6. AMENDMENTS IN LAW

Any subsequent amendment/modification in the SEBI Regulations, Companies Act, 2013 and/or the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Policy.

7. DISCLAIMER

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY INSIDER IS REQUIRED TO FAMILIARISE HIMSELF WITH SEBI REGULATIONS AS IT WILL BE THE RESPONSIBILITY OF EACH INSIDER (AND HIS RELATIVES) TO ENSURE COMPLIANCE OF THIS CODE FULLY.

FAIR DISCLOSURE CODE

1. BACKGROUND

In order to adhere to each of the principles of public disclosure of unpublished price sensitive information that would impact price discovery, prompt dissemination of unpublished price sensitive information, a code of practices and procedures for fair disclosure of unpublished price sensitive information (hereinafter referred to as the “Fair Disclosure Code”) is being implemented.

2. PRINCIPLES OF FAIR DISCLOSURE AND CONDUCT

- Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
- Uniform and universal dissemination of UPSI information to avoid selective disclosure;
- Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
- Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities;
- Ensuring that information shared with analysts and research personnel is not UPSI;
- Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made;
- Handling of all UPSI on a need-to-know basis.

3. CHIEF INVESTOR RELATIONS OFFICER (“CIRO”) AND OTHER SPOKESPERSONS

- The CIRO will deal with the dissemination and disclosure of UPSI. The Chief Financial Officer will presently act as CIRO until unless Board authorises otherwise. In addition to CIRO, the following persons (“Authorised Spokespersons”) are also authorised to communicate with the Investors, Research Analysts and representatives of the Media, in co-ordination with the CIRO:
 - a) Chairman, Managing Director and Chief Executive Officer
 - b) Employees of Investor Relations Team (Senior Manager level & Above)
- For any specific event or occasion, one or more Company officials may be authorised by the Company to interact with Investors, Research Analysts and representatives of the Media.
- The Company Secretary shall disseminate / disclose the information to the Stock Exchanges where the Securities of the Company are Listed.

4. POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSE”

- In terms of the SEBI Regulations, the term “legitimate purpose” is clarified to include sharing of UPSI in the ordinary course of business by an insider with Company’s partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the SEBI

Regulations;

- The SEBI Regulations require the Board to formulate a policy for determination of “Legitimate Purpose”, in line with the guidance provided in the SEBI Regulations. The assessment of whether sharing of UPSI for a particular instance would tantamount to “Legitimate Purpose” would entirely depend on the specific facts and circumstances of each case. Accordingly, this Policy only sets out the principles that should be considered while assessing if the purpose for which UPSI is proposed to be shared is “legitimate”;
- Primarily, the following factors should be considered:
 - whether sharing of such information is in the ordinary course of business of the Company;
 - whether information is sought to be shared to evade or circumvent the prohibitions of the Regulations;
 - whether sharing the information is in the best interests of the Company or in furtherance of due diligence for a genuine commercial transaction;
 - whether the information is required to be shared for enabling the Company to discharge its legal/regulatory obligations;
 - whether the nature of information being shared is commensurate to the purpose for which access is sought to be provided to the recipient.
- It is clarified that in the event there exist multiple purposes for sharing UPSI, each purpose shall be evaluated on its own merits, in line with the aforementioned principles;
- The recipient of UPSI shall be informed, by way of written intimation and/ or contractual agreement, about the confidentiality of such information.

5. DISCLAIMER

ANY OTHER PROVISION/SUBSEQUENT AMENDMENT/MODIFICATION IN THE SEBI REGULATIONS, COMPANIES ACT, 2013 AND/OR THE LISTING REGULATIONS AND/OR OTHER APPLICABLE LAWS IN THIS REGARD SHALL AUTOMATICALLY APPLY TO THIS POLICY. *THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY INSIDER IS REQUIRED TO FAMILIARISE HIMSELF WITH SEBI REGULATIONS AS IT WILL BE THE RESPONSIBILITY OF EACH INSIDER (AND HIS RELATIVES) TO ENSURE COMPLIANCE OF THIS CODE FULLY.*

ANNEXURE I

APPLICATION FOR PRE - CLEARANCE OF TRADING

The Compliance Officer

Date: _____

Affle (India) Limited

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to regulate, monitor and report trading in Securities of the Company and the Code of Practices and Procedures for fair disclosure of UPSI, I seek approval for purchase/sale of the Securities of the Company as per the details given below:

Details of Designated Person	
Name	
Designation	
PAN	
Location	
Email Id.	
Contact No.	
Pre-clearance sought for	Self/ Immediate Relative
<i>If pre-clearance sought for Immediate Relative, then</i>	
Name of the Immediate Relative for whom pre-clearance sought	
Nature of Relationship	
PAN of Immediate Relative	
Details of Security held by Self/ Immediate Relative for whom the pre-clearance is sought	
No. of Securities held as on date	
Details of Proposed Transaction	
Nature of Proposed Transaction	Sale/ Purchase
No. of Securities proposed to be transacted	
Details of identified account	
Name & contact details of Broker with Account No.	
Name of Depository Participant	
DP ID	
Client ID	
Details of previous pre-clearance, if any	
No. of Shares for which pre-clearance was taken	
Date of approval of pre-clearance	
Whether transaction was executed	
If yes, No. of shares transacted & Value	
Reasons if not traded	

I hereby confirm and declare that:

- i. I am not in possession/ knowledge of any information that could be construed as Unpublished Price Sensitive Information (UPSI) as defined in the Policy up to the time of signing this

undertaking;

- ii. In the event that I am in possession/knowledge of any information that could be construed as UPSI, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer immediately and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- iii. I have not and shall not enter into any opposite transaction (buy / sell) during the previous/ next six months from the date of last transaction.
- iv. I undertake to submit the necessary forms/ documents within the prescribed timelines.
- v. I am aware that, I shall be liable to face penal consequences including disciplinary action in case the above declarations are found to be misleading or incorrect at any time;
- vi. I agree to comply with the provisions of the Code at all times and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.
- vii. I further hereby agree to indemnify and keep the Company and its Directors indemnified from and against all and any penalties/fines that may be imposed on them by the SEBI and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 as amended from time to time and the Code prescribed by the Company.

Date:

Signature: _____

Signature: _____

Name:

(Immediate Relative)

Designation:

Please provide all the information. Incomplete forms will not be accepted.

For use of Compliance Officer:

PCO No.	Application recd. date	Approval Date	Approval Granted for (Type of transaction)	Approval granted for (No. of shares)	Pre-clearance valid up to (dd/mm/yyyy)	Compliance Officer's signature
			Sale/ Purchase			

ANNEXURE II

FORM OF DISCLOSURE OF TRANSACTIONS

(To be furnished within 2 days from transaction /dealing in Securities of Affle (India) Limited)

Name of Designated Person	
Designation	
PAN	
Email Id	
Contact No.	
<i>If the trade was in effect in the name of Immediate Relative</i>	
Name of Immediate Relative	
Nature of Relationship	
PAN	
<i>Details of Pre-clearance approved:</i>	
Type of Transaction for which pre-clearance was applied	Purchase/ Sale
No. of Shares for which pre-clearance was applied	
Pre-clearance approved for (No. of security & date of Approval)	
<i>Details of Transaction executed</i>	
No. of Securities bought/sold	
DP ID/Client ID/Folio Number	
No. of Securities held prior to the date of transaction	
Price at which the transaction executed	
Reasons, if transaction not executed or if executed for lower quantity	
Total number of Securities held after acquisition / sale	

I agree to hold the above Securities for a minimum period of six months. In case there is any urgent need to sell these Securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code, SEBI Regulations and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

.....

Signature of Designated Employee

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) - Initial Disclosure to the company]

Name of the company: Affle (India) Limited

ISIN of the company: INE00WC01019

Details of Securities held by Promoter, Key Managerial Personnel (KMP) or Director and other such persons as mentioned in Regulation 6(2)

1. Initial Disclosure for shares of Affle (India) Limited, held by self

Name, PAN No., and Other Details as below	Category of Person (Director / Promoters / Group Company / KMP)	Securities held as on the date of regulation coming into force		% of shareholding
		Type of security (For e.g.- Shares, Warrants, Convertible Debentures etc.)	No.	
(1)	(2)	(3)	(4)	(5)
Name:				
PAN:				
CIN/DIN:				
Address:				
Contact:				
DP Id:				
Client Id:				

Note: "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. Initial Disclosure for shares of Affle (India) Limited, held by Immediate Relatives

Name, PAN No., and Other Details as below	Category of Person (Immediate Relative)	Securities held as on the date of regulation coming into force		% of shareholding
		Type of security (For e.g.- Shares, Warrants, etc.)	No.	
(1)	(2)	(3)	(4)	(5)
Name:				
PAN:				
CIN/DIN:				
Address:				
Contact:				
DP Id:				
Client Id:				

Immediate Relative includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.

Name & Signature:

Designation:

Date:

Place:

ANNEXURE IV

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6 (2) -Disclosure on becoming a director/ KMP/ Promoter]

Name of the company: **Affle (India) Limited**

ISIN of the company: **INE00WC01019**

Details of Securities held on appointment by Key Managerial Personnel (KMP) or Director or upon becoming Promoter of listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/Immediate Relatives/ others etc.)	Date of Appointment of Director/ KMP or date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/ KMP		% of shareholding
			Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No.	
(1)	(2)	(3)	(4)	(5)	(6)

Note: "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name & Signature:

Designation:

Date: Place:

INITIAL DISCLOSURE FORM

(Initial Disclosure of shareholding in Affle (India) Limited at the time of joining or at the time of being identified / promoted as a Designated Person)

1	Name			
2	PAN <i>(in case of PAN is not available, any other identifier authorized by law)</i>			
3	Designation			
4	Location			
5	Contact Nos.			
6	Email Id			
7	Educational Institution of Graduation			
8	Details of Past Employment <i>(Name of the past employer/ organization)</i>			
9	Date of declaration			
10	Details of Securities held in the Company			
a.	<i>Held by the Designated Person</i>			
	No. of Securities	Type of Security	Folio No(s), if held in physical form:	If held in demat form
				DP ID Client ID
b.	<i>Held by the Immediate Relative / person with whom Designated Person shares Material Financial Relationship</i>			
	Name of Immediate Relative			
	Relationship			
	PAN <i>(in case of PAN is not available, any other identifier authorized by law)</i>			
	No. of Securities	Type of Security	Folio No(s), if held in physical form:	If held in demat form
				DP ID Client ID

Immediate Relative includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.

Material Financial Relationship means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction.

.....

Signature:

Name:

Date:

ANNEXURE VI

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6 (2) - Continual Disclosures]

Name of the company: **Affle (India) Limited**

ISIN of the company:

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2), if value of transaction is 10 lacs or above in one calendar quarter

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/im mediate relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to the Company	Mode of acquisition (market purchase/ public rights/preferential offer / off market/ Inter-se transfer etc.)
		Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)

Note: "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name & Signature:

Date:

Designation:

ANNEXURE VII

FORM of ANNUAL DISCLOSURE

(To be furnished before 30th April of each year for the previous financial year by Directors / KMPs/
All Other Designated Persons)

1	Name			
2	PAN (in case of PAN is not available, any other identifier authorized by law)			
3	Designation			
4	Location			
5	Contact Nos.			
6	Email Id			
7	Educational Institution of Graduation			
8	Details of Past Employment (Name of the past employer/ organization)			
9	Date of declaration			
10	Details of Securities held in the Company			
a.	Held by the Designated Person			
	No. of Securities	Type of Security	Folio No(s), if held in physical form:	If held in demat form
				DP ID Client ID
b.	Held by the Immediate Relative / person with whom Designated Person shares Material Financial Relationship			
	Name of Immediate Relative			
	Relationship			
	PAN (in case of PAN is not available, any other identifier authorized by law)			
	No. of Securities	Type of Security	Folio No(s), if held in physical form:	If held in demat form
				DP ID Client ID

Notes:

Immediate Relative includes spouse, parent, sibling and their children or of the spouse, any of

whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.

Material Financial Relationship means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction.

.....

Signature:

Name:

Date:

ANNEXURE VIII

Form D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) - Transactions by Other connected persons as identified by the Company

Name of the company: **Affle (India) Limited**

ISIN of the company:

Details of trading in securities by other connected person as identified by the Company.

Name, PAN No., CIN/DIN & address with contact nos.	Connection with the Company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to the Company	Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.
		Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge / Revoke/ Invoke)	Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)

Note: "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Name & Signature:

Date:

Designation:

ANNEXURE IX

APPLICATION FOR TRADING PLAN

To,

Date:

The Compliance Officer Affle (India) Limited

1. Name of the Applicant:

PAN:

2. No. of securities held in the Company as on date:

3. Approval sought for (Self / Immediate Relative):

Trading plan belongs for a period of _____ months i.e. for a period commencing from _____ and ending on ____ (provided that each trade shall be completed in the time period specified in column 3 of the table)

Details of the proposed trade:

S. No.	Nature of transaction (Sale/Purchase)	Date of transaction/time period (not exceeding five consecutive trading days)	Value of trade/ No. of securities to be traded	Price limit (upper price limit for a buy trade and a lower price limit for a sell trade) *	Conditions /Remarks

* This column is optional

Undertaking:

- a) I will not commence trading earlier than one hundred and twenty calendar days from the public disclosure of the plan.
- b) I do not have overlapping trading plan for the same period.
- c) In case, I have mentioned the price limit in the table above, it shall be subject to following conditions:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

The price limit shall be rounded off to the nearest numeral.

- d) I understand that the trading plan once approved shall be irrevocable and I shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.
- e) In the event that I am in possession/knowledge of any information that is construed as “Unpublished Price Sensitive Information” as defined in the Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.
- f) In case I have set a price limit for a trade, I shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by me the trade shall not be executed.
- g) I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time.
- h) I have made full and true disclosure in the matter.
- i) I shall not use this trading plan as a tool for market abuse.

Signature:

Date:

For use of Compliance Officer:

Application recd. date	Approval Date	Approval No.	Compliance Officer's signature

Approval granted for Trading Plan for a period of_____ months. Commencing from _____till_____, provided that each trade shall be completed in the time period specified in column 3 of the table - “Details of the proposed trade”)

Notification to Stock Exchange:

Signature of Compliance Officer:

Version Control

Version	Date	Description	Description of changes
1.0	06.08.2019	Policy formation	Policy drafted and approved
2.0	05.02.2022	Updation	Changes in definition of Designated Persons
3.0	03.08.2024	Updation	Changes in provisions regarding Trading Plan as per SEBI (PIT) (second amendment) Regulations, 2024 effective from September 24, 2024
4.0	08.02.2025	Updation	Changes as per SEBI (PIT) (third amendment) Regulations, 2024 effective from December 04, 2024