



Affle 3i Limited
(Formerly known as Affle (India) Limited)

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

POSTAL BALLOT NOTICE

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

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

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

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

The Company has appointed Ms. Kiran Sharma (FCS 4942, CP No. 3116) of Kiran Sharma & Co., Practicing Company Secretary, to act as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner and Ms. Kiran Sharma has communicated her willingness to be appointed and be available for the purpose.

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

Commencement of e-voting:	9:00 a.m. (IST) on Thursday, June 12, 2025
End of e-voting:	5:00 p.m. (IST) on Friday, July 11, 2025

The result of e-voting will be announced within 2 working days i.e. on or before Tuesday, July 15, 2025. Voting results declared along with the Scrutiniser’s Report(s) will be available on the website of the Company i.e. <https://affle.com> and on the website of the RTA at <https://evoting.kfintech.com> and will be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.

Special Business:

1. Appointment of Dr. Simon Arthur Chesterman (DIN: 11053943) 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 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time

being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Simon Arthur Chesterman (DIN: 11053943) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from May 11, 2025, in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company to hold office for a term of two (2) years, with effect from May 11, 2025 to May 10, 2027, 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, Dr. Simon Arthur Chesterman 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.”

2. Appointment of Mr. Piyush Gupta (DIN: 11056907) 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 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Piyush Gupta (DIN: 11056907) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from May 11, 2025, in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company to hold office for a term of two (2) years, with effect from May 11, 2025 to May 10, 2027, 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. Piyush Gupta 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.”

3. Appointment of Mr. Vivek Narayan Gour (DIN: 00254383) 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, Mr. Vivek Narayan Gour (DIN: 00254383) who was appointed as an

Additional Director in the capacity of Non-Executive Director of the Company by the Board of Directors with effect from June 5, 2025 in terms of Section 161 of the Companies Act, 2013, and whose appointment as Non-Executive Director is recommended by the Nomination & Remuneration Committee be and is hereby appointed as Non-Executive Director of the Company with effect from June 5, 2025, 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 3i Limited**
(Formerly known as Affle (India) Limited)

Parmita Choudhury
Company Secretary & Compliance Officer
Membership No. A26261

Date: June 4, 2025

Place: Gurugram

NOTES:





1. The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, June 6, 2025 received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.
3. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to compliance@affle.com.
4. This Postal Ballot Notice will also be available on the Company's website at <https://affle.com>, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech at <https://evoting.kfintech.com>.
5. The Company has appointed Ms. Kiran Sharma (FCS 4942, CP No. 3116) of Kiran Sharma & Co., Practicing Company Secretary, as the Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner. The Scrutiniser shall submit the report after completion of the scrutiny, to the Chairperson or any other person authorised by him.
6. The voting results declared along with the Scrutiniser's Report(s) will be available on the website of the Company i.e. <https://affle.com> and on the website of the RTA at <https://evoting.kfintech.com> and will be communicated to the BSE Limited and the National Stock Exchange of India Limited within two working days.
7. The cut-off date for the purpose of ascertaining shareholders/ members entitled for voting through this Postal

Ballot is June 6, 2025 (“**Cut-off Date**”). Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

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

8. In terms of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Delhi (in vernacular language, i.e. Hindi).
9. The resolutions, if approved, shall be deemed to be passed on the last date specified for e-voting, i.e. Friday, July 11, 2025.
10. Shareholders who have still not registered their email IDs are requested to do so at the earliest as under:
 - i. Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the Demat account is being held for updating the email IDs and mobile number.
 - ii. Shareholders are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, and other documents in electronic form. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / KFinTech to enable servicing of notices, annual reports, other documents in electronic form.
11. The e-voting period commences at 9:00 a.m. (IST) on Thursday, June 12, 2025 and ends at 5:00 p.m. (IST) on Friday, July 11, 2025. The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
12. The manner of e-voting is explained in the instructions given below. Members are advised to update their mobile number and email ID with their DPs to access the e-voting facility.
13. **The procedure for e-voting is as under:**
 1. **Access to Depositories e-voting system in case of individual Members holding shares in demat mode.**

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:

	<ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. iv. Click on company name i.e. ‘Affle 3i Limited’ or ESP i.e. KFin. v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. <p>3. Those not registered under IDeAS:</p> <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name i.e Affle 3i Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <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>
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Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Electronic Access to Securities Information (“Easi/ Easiest”) facility</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. Click on New System Myeasi. Login to Myeasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. <p>2. User not registered for Easi/ Easiest</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> Visit www.cdslindia.com. Provide demat account number and PAN. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Affle 3i Limited’ or select KFin. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Members login through their demat accounts / website of DPs	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. Once logged-in, Members will be able to view e-voting option. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against ‘Affle 3i Limited’ or ‘KFin’. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

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

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

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

Login type	Helpdesk details
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8848, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Affle 3i Limited’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

General Guidelines for Members:

1. 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 EGM through VC on its behalf and to vote either through remote e-voting or during EGM 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 with a copy marked to evoting@kfintech.com and the Scrutiniser at kiran3116@gmail.com.
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

Summarized information at glance

Particulars	Details
Cut-off date for e-voting	Friday, June 6, 2025
E-voting start time and date	___Thursday, June 12, 2025 (9:00 a.m. IST)
E-voting end time and date	Friday, July 11, 2025 (5:00 p.m. IST)
E-voting website links (Please use as applicable to you)	https://evoting.kfintech.com https://eservices.nsdl.com https://web.cdslindia.com/myeasitoken/home/login
E-voting Event Number (EVEN)	8848
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: einward.ris@kfintech.com umesh.pandey@kfintech.com Website: https://www.kfintech.com Toll free number 1-800-309-4001

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors of the Company at its meeting held on May 10, 2025, appointed Dr. Simon Arthur Chesterman (DIN: 11053943) as an Additional Director in the capacity of Independent Director for a term of two (2) years with effect from May 11, 2025, subject to the approval of the members of the Company. The Company has received a declaration from Dr. Simon Arthur Chesterman 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 Dr. Simon Arthur Chesterman 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, Dr. Simon Arthur Chesterman 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.

Dr. Simon Arthur Chesterman is David Marshall Professor and Vice Provost (Educational Innovation) at the National University of Singapore, where he is also the founding Dean of NUS College. He serves as Senior Director of AI Governance at AI Singapore and Editor of the *Asian Journal of International Law*.

Educated in Melbourne, Beijing, Amsterdam, and Oxford, Professor Chesterman's teaching experience includes periods at the Universities of Melbourne, Oxford, Southampton, Columbia, and Sciences Po. from 2006-2011. Prior to joining NYU, he was a Senior Associate at the International Peace Academy and Director of UN Relations at the International Crisis Group in New York. He has also worked for the UN Office for the Coordination of Humanitarian Affairs.

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 Dr. Simon Arthur Chesterman as an Independent Director.

Additional information in respect of Dr. Simon Arthur Chesterman, 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. A brief profile of Dr. Simon 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. 1. The Board of Directors recommends the resolution in relation to appointment of Dr. Simon Arthur Chesterman as an Independent Director of the Company, as set out in Item No. 1 for approval of the members by way of Special Resolution.

Item No. 2

The Board of Directors of the Company at its meeting held on May 10, 2025, appointed Mr. Piyush Gupta (DIN: 11056907) as an Additional Director in the capacity of Independent Director for a term of two (2) years with effect from May 11, 2025, subject to the approval of the members of the Company. The Company has received a declaration from Mr. Piyush Gupta 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. Piyush Gupta 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. Piyush Gupta 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. Piyush Gupta is the Founder and Managing Partner of Kenro Capital, a fund focused on purchasing secondary stakes in mature private companies. Piyush was with Sequoia India (Peak XV), India/SEA's largest VC firm, for 7 years, where he headed strategic development and generated an industry-leading exit execution track record with

\$2Bn+ cash exits. Prior to Sequoia, Mr. Piyush spent 17 years in technology investment banking at Morgan Stanley and Deutsche Bank.

He holds an undergraduate degree from Shri Ram College of Commerce, Delhi University, and a management degree from IIM Ahmedabad.

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. Piyush Gupta as an Independent Director.

Additional information in respect of Mr. Piyush Gupta, 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. A brief profile of Mr. Piyush Gupta 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. 2. The Board of Directors recommends the resolution in relation to appointment of Mr. Piyush Gupta as an Independent Director of the Company, as set out in Item No. 2 for approval of the members by way of Special Resolution.

Item No. 3

Mr. Vivek Narayan Gour (DIN: 00254383) completed his second term as an Independent Director on May 31, 2025. Upon completion of the term as an Independent Director and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Vivek Narayan Gour as Additional Director in the capacity of Non-Executive Director, effective from June 5, 2025, subject to the approval of the members of the Company, leveraging his expertise and experience gained during his two terms as an Independent Director and Chairperson of the Audit Committee of the Company from June 1, 2018, to May 31, 2025.

His leadership and financial acumen are expected to continue benefiting the Company in making informed decisions, driving growth, and enhancing shareholder value. Considering the extensive experience and expertise of Mr. Vivek Narayan Gour, the Board believes that his appointment as a Non-Executive Director will be in the best interests of the Company and therefore recommends his appointment for approval of the members.

The Company has received consent from Mr. Vivek Narayan Gour 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.

Mr. Vivek Narayan Gour fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as Non-Executive Director of the Company.

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

Additional information in respect of Mr. Vivek Narayan Gour, 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. A brief profile of Mr. Vivek Narayan Gour 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. Vivek Narayan Gour as a Non-Executive Director of the Company, as set out in Item No. 3 for approval of the members by way of Ordinary Resolution.

Details of Director seeking appointment

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

Name of the Director	Dr. Simon Arthur Chesterman	Mr. Piyush Gupta	Mr. Vivek Narayan Gour
Date of Birth	July 22, 1972	September 29, 1976	November 10, 1962
Age	52 years	48 years	62 years
Date of appointment	May 11, 2025	May 11, 2025	June 5, 2025
Relationship with Directors and Key Managerial Personnel	Not applicable	Not applicable	Not applicable
Expertise in specific functional area	<p>Dr. Simon Arthur Chesterman is David Marshall Professor and Vice Provost (Educational Innovation) at the National University of Singapore, where he is also the founding Dean of NUS College. He serves as Senior Director of AI Governance at AI Singapore and Editor of the Asian Journal of International Law.</p> <p>He is a recognized authority on international law, whose work has opened up new areas of research on conceptions of public authority.</p>	<p>Mr. Piyush Gupta is the Founder and Managing Partner of Kenro Capital, a fund focused on purchasing secondary stakes in mature private companies. Piyush was with Sequoia India (Peak XV), India/SEA's largest VC firm, for 7 years, where he headed strategic development and generated an industry-leading exit execution track record with \$2Bn+ cash exits. Prior to Sequoia, Mr. Piyush spent 17 years in technology investment banking.</p>	<p>Mr. Vivek Narayan Gour has over three decades of experience in marketing, financial services and aviation industry. Mr. Gour was the Managing Director and CEO of the Air Works India (Engineering) Private Limited.</p> <p>Currently he is also serving as a Director on the Board of IndiaMART InterMESH Limited and Cyient Ltd.</p>
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	<p>Dr. Simon Arthur Chesterman possesses the requisite skills / expertise / competencies for his appointment as the Independent Director of the Company.</p> <p>Dr. Simon's teaching experience includes periods at the Universities of Melbourne, Oxford, Southampton, Columbia, and Sciences Po. From 2006-2011, he was Global Professor and Director of the New York University School of Law Singapore Programme. Prior to joining NYU, he was a Senior Associate at the International Peace Academy and Director of UN Relations at the International Crisis Group in New York.</p>	<p>Mr. Piyush Gupta possesses the requisite skills / expertise / competencies for his appointment as the Independent Director of the Company.</p> <p>Mr. Piyush Gupta has spent 17 years in technology investment banking at Morgan Stanley and Deutsche Bank, where he developed a deep understanding of tech companies while executing IPOs, M&A, and private placement. Across his career in the region, he has been instrumental in >30 IPOs and public market follow-ons.</p>	Not applicable
Qualification(s)	Dr. Simon holds a D.Phil in International law from Oxford University and a B.A (Hons.), LLb. (Hons.) degree from University of Melbourne.	Mr. Piyush Gupta holds an undergraduate degree from Shri Ram College of Commerce, Delhi University, and a management degree from IIM Ahmedabad.	Mr. Gour holds a bachelor's degree in commerce from the University of Mumbai, an MBA from the Faculty of Management Studies, University of Delhi, and is an alumnus of Harvard Business School's OPM program.

Details of remuneration to be paid, if any	Dr. Chesterman will be entitled to sitting fees as determined by the Board from time to time for attending Board / Committee meetings thereof in accordance with the provisions of Companies Act, 2013.	Mr. Piyush Gupta will be entitled to sitting fees as determined by the Board from time to time for attending Board / Committee meetings thereof in accordance with the provisions of Companies Act, 2013.	Mr. Vivek Narayan Gour shall be eligible to remuneration / compensation / commission as may be approved by the Nomination & Remuneration Committee and subject to the maximum ceiling limits and the approval of shareholders' as may be required under the Companies Act, 2013 and SEBI Listing Regulations.
Board membership of other companies	-	-	1. IndiaMART InterMESH Limited 2. Affle International Pte. Ltd. Singapore 3. Cyient Limited
Listed entities from which the person has resigned in the past three years	-	-	-
Chairmanships/ Memberships of the Committees of Company	Risk Management Committee (Member)	-	1. Audit Committee (Member) 2. Investment Committee (Member) 3. ESG Committee (Chairperson)
Chairmanships/ Memberships of the Committees of other public limited companies	-	-	IndiaMART InterMESH Limited: Chairperson 1. Audit Committee 2. Stakeholder Relationship Committee Member 1. Corporate Social Responsibility Committee 2. Risk Management Committee 3. Investment & Finance Committee Cyient Limited: Chairperson 1. Audit Committee 2. Risk Management Committee Member 1. Strategy & Client Engagement Committee
Shareholding of Non-Executive Directors including shareholding as a beneficial owner	-	-	12,000 Equity Shares
Remuneration last drawn from the Company (FY2024-25)	Not applicable	Not applicable	For the financial year ended March 31, 2025, Mr. Vivek Narayan Gour received Rs. 14,00,000 as Sitting Fee for attending Board and Committee Meetings.
No. of Board meetings attended during FY2024-25	Not applicable	Not applicable	He attended all five Board meetings held during FY2024-25.

Brief profile of Dr. Simon Arthur Chesterman

Dr. Simon Chesterman is David Marshall Professor and Vice Provost (Educational Innovation) at the National University of Singapore, where he is also the founding Dean of NUS College. He serves as Senior Director of AI Governance at AI Singapore and Editor of the Asian Journal of International Law.

Prior to joining NYU, he was a Senior Associate at the International Peace Academy and Director of UN Relations at the International Crisis Group in New York. He has also worked for the UN Office for the Coordination of Humanitarian Affairs in Yugoslavia and interned at the International Criminal Tribunal for Rwanda.

Dr. Chesterman is educated in Melbourne, Beijing, Amsterdam, and Oxford. He is a recognized authority on international law, whose work has opened up new areas of research on conceptions of public authority — including the rules and institutions of global governance, state-building and post-conflict reconstruction, the changing role of intelligence agencies, and the emerging role of artificial intelligence and big data.

Brief profile of Mr. Piyush Gupta

Mr. Piyush Gupta is the Founder and Managing Partner of Kenro Capital, a fund focused on purchasing secondary stakes in mature private companies. Piyush was with Sequoia India (Peak XV), India/SEA's largest VC firm, for 7 years, where he headed strategic development and generated an industry-leading exit execution track record with \$2Bn+ cash exits.

Prior to Sequoia, Mr. Piyush spent 17 years in technology investment banking at Morgan Stanley and Deutsche Bank, where he developed a deep understanding of tech companies while executing IPOs, M&A, and private placement. Across his career in the region, he has been instrumental in >30 IPOs and public market follow-ons.

He holds an undergraduate degree from Shri Ram College of Commerce, Delhi University, and a management degree from IIM Ahmedabad.

Brief profile of Mr. Vivek Narayan Gour

Mr. Vivek Narayan Gour has over three decades of experience in marketing, financial services and aviation industry. Mr. Gour was the Managing Director and CEO of the Air Works India (Engineering) Private Limited. Previously he has worked in Genpact India, GE Capital Services India. He has worked with First Leasing Company of India Limited, Infrastructure Leasing & Financial Services Limited, Tata Finance Limited, Genpact India and GE Capital Services India. Currently, he is also serving as a Director on the Board of IndiaMART InterMESH Limited and Cyient Ltd.

Mr. Gour holds a bachelor's degree in commerce from the University of Mumbai, an MBA from the Faculty of Management Studies, University of Delhi, and is an alumnus of Harvard Business School's OPM program. He is a Founding Member of the Heart to Heart Foundation that provides financial support for treatment and surgeries to underprivileged children suffering from congenital heart disorders.