

NOTICE



Notice is hereby given that the 24th Annual General Meeting of the shareholders of Affle (India) Limited [formerly known as Affle (India) Private Limited] will be held on Wednesday, 10th July, 2019 at 10:15 a.m. at Trident Hotel, C 56, G Block, Bandra Kurla Complex, Mumbai, Maharashtra 400098 to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ('the Board') and auditors thereon.
2. To appoint a director in place of Mr. Anuj Kumar (DIN: 01400273), who retires by rotation and, being eligible, seeks reappointment.

Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution :

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the reappointment of Mr. Anuj Kumar (DIN: 01400273) as a Director, to the extent that he is required to retire by rotation.”

3. To appoint a director in place of Mr. Kapil Mohan Bhutani (DIN: 0554760), who retires by rotation and, being eligible, seeks reappointment

Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution :

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the reappointment of Mr. Kapil Mohan Bhutani (DIN: 0554760) as a Director, to the extent that he is required to retire by rotation.”

4. To consider reappointment of M/s. S.R. Batliboi & Associates LLP, as Statutory Auditors of the Company for another term of 5 consecutive years by passing the following resolutions with or without modification, as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S.R. Batliboi & Associates. LLP., Chartered Accountants, Gurgaon (Registration No.: 301003E/E300005) be and is hereby re-appointed as the Statutory Auditor of the Company for a period of five years for financial years starting from 2019-20 upto 2023-24, subject to ratification at every Annual General Meeting, at such remuneration plus indirect

Affle (India) Limited

Regd. Office | 312, B-Wing, Kanakia Wallstreet, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra 400093

Communication Office | P 601-612, 6th floor, Tower C, JMD Megapolis, Sohna Road, Sector – 48, Gurgaon:122018

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tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.

RESOLVED FURTHER THAT any Executive Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

SPECIAL BUSINESS

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

“**RESOLVED THAT** pursuant to provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, and subject to such modifications, variations as may be approved and acceptable, approval of the Company be and is hereby accorded for payment of remuneration of Rs. 21,100 per month to Mr.Anuj Khanna Sohum , Chairman , Managing Director & Chief Executive Officer [DIN: 01363666] and a variable salary of 5% of available net profits of the Company as per Companies Act,2013, as approved by the Nomination & Remuneration Committee in its meeting held on 29th June,2019.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, Mr.Anuj Khanna Sohum, Chairman, Managing Director & Chief Executive Officer [DIN: 01363666] shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time , in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Executive Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, and subject to such modifications, variations as may be approved and acceptable, approval of the Company be and is hereby accorded for payment of budgeted remuneration of Rs.150,00,000 (Rupees One Crore Fifty Lakhs) to Mr. Anuj Kumar, Director [DIN: 01400273] for Financial Year 2019-20;

RESOLVED THAT the authority to split the budgeted remuneration into fixed and variable component and to define and review the criteria for the variable component be and is hereby delegated to Mr.Anuj Khanna Sohum, Chairman, Managing Director & Chief Executive Officer of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, Mr.Anuj Kumar, Director [DIN: 01400273] shall be paid above remuneration, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time , in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Executive Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

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

“RESOLVED THAT pursuant to provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, and subject to such modifications, variations as may be approved and acceptable, approval of the Company be and is hereby accorded for payment of budgeted remuneration of Rs. 112,00,000 (Rupees One Crore Twelve Lakhs) to Mr.Kapil Mohan Bhutani, Director & Chief Financial Officer [DIN: 0554760] for Financial Year 2019-20, as approved by the Nomination & Remuneration Committee in its meeting held on 29th June,2019.

RESOLVED THAT the authority to split the budgeted remuneration into fixed and variable component and to define and review the criteria for the variable component be and is hereby delegated to Mr.Anuj Khanna Sohum, Chairman, Managing Director & Chief Executive Officer of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, Mr.Kapil Mohan Bhutani, Director & Chief Financial Officer [DIN: 0554760] shall be paid above remuneration, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time , in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Executive Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

**Order of the Board
For Affle (India) Limited
(formerly Affle (India) Private Limited)**

Sd/-
**Parmita Choudhury
Company Secretary
Membership No.A262621**

**Place: Gurugram
Date: 29th June 2019**

NOTES

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself, and the proxy need not be a member of the Company. A person can act as a proxy on behalf of a maximum of 50 members and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company’s registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

5. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.

7. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

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

Item No.5

The shareholders are informed that the payment of remuneration to Mr.Anuj Khanna Sohum, Chairman, Managing Director & Chief Executive Officer has already been approved by the Nomination & Remuneration Committee in its meeting held on 29th June , 2019 and by the Board of Directors in its Board Meeting held on the same date.

Therefore pursuant to Section 197 read with Schedule V of the Companies Act,2013, the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration of Rs. 21,100 per month to Mr.Anuj Khanna Sohum and a variable salary of 5% of available net profits of the Company as per Companies Act,2013.

The Board recommends the Resolution as mentioned in Notice for your approval. Except Mr.Anuj Khanna Sohum none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 5.

Item No.6

The shareholders are informed that the payment of remuneration to Mr.Anuj Kumar, Director of the Company has already been approved by the Nomination & Remuneration Committee in its meeting held on 29th June , 2019 and by the Board of Directors in its Board Meeting held on the same date.

Therefore pursuant to Section 197 read with Schedule V of the Companies Act,2013, the Board proposes to seek approval of the Shareholders of the Company, approving the budgeted remuneration of Rs. 150,00,000 (Rupees One Crores Fifty Lakhs) payable to Mr. Anuj Kumar for Financial Year 2019-20.

The Board recommends the Resolution as mentioned in Notice for your approval. Except Mr. Anuj Kumar none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 6.

Item No.7

The shareholders are informed that the payment of remuneration to Mr.Kapil Mohan Bhutani has already been approved by the Nomination & Remuneration Committee in its meeting held on 29th June,2019 and by the Board of Directors in its Board Meeting held on the same date.

Therefore pursuant to Section 197 read with Schedule V of the Companies Act,2013, the Board proposes to seek approval of the Shareholders of the Company, approving the budgeted remuneration of Rs. 112,00,000 (Rupees One Crore Twelve Lakhs) for Financial Year 2019-20 payable to Mr.Kapil Mohan Bhutani for Financial Year 2019-20.

The Board recommends the Resolution as mentioned in Notice for your approval. Except Mr.Kapil Mohan Bhutani none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 7.

**Order of the Board
For Affle (India) Limited
(formerly Affle (India) Private Limited)**

**Place: Gurugram
Date: 29th June 2019**

**Sd/-
Parmita Choudhury
Company Secretary
Membership No.A262621**

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U65990MH1994PLC080451

Name of the Company : Affle (India) Limited

Registered office : 312, B-Wing , Kanakia Wallstreet, Andheri Kurla Road, Andheri East ,
Mumbai, Maharashtra 400093

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him

2. Name:
Address:
E-mail Id:
Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 24th Annual General Meeting of members of the Company, to be held on **Wednesday, 10th July, 2019 at 10:15 a.m. at Trident Hotel, C 56, G Block, Bandra Kurla Complex, Mumbai, Maharashtra 400098** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.
1
2
3
4



Signed this day of..... 2019

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

Affle (India) Limited

CIN: U65990MH1994PLC080451

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ATTENDANCE SLIP

24th Annual General Meeting, Wednesday, 10th July, 2019 at 10:15 a.m. at Trident Hotel, C 56, G Block, Bandra Kurla Complex, Mumbai, Maharashtra 400098

Regd. Folio No.

DP ID:

Client ID:

No. of shares held:

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the **Wednesday, 10th July, 2019 at 10:15 a.m. at Trident Hotel, C 56, G Block, Bandra Kurla Complex, Mumbai, Maharashtra 400098**

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

ROUTE MAP OF VENUE OF ANNUAL GENERAL MEETING

Address: Trident Hotel, C 56, G Block, Bandra Kurla Complex, Mumbai, Maharashtra 400098

