

KIRAN SHARMA & CO.

Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF AFFLE (INDIA) LIMITED for the year ended 31st March, 2021

I, Kiran Sharma, Practicing Company Secretary have examined:

- all the documents and records made available to me and explanation provided by **Affle (India) Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, included:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018*;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014*;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008*;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013*;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/guidelines issued thereunder;

(*Not applicable because company did not carry out the activities covered by the regulations/ guidelines during the audit period.)

and based on the above examination, I hereby report that, during the Review Period:

- The Listed entity has complied with the provisions of above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:



S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses)	Deviation	Observations/ remarks of the Practicing Company Secretary
	NONE		

(b) The listed entity has maintained proper records under the provisions of above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S. No.	Action taken by	Details of violation	Details of action taken (E.g. fines, warning letter, debarment etc.)	Observations/ remarks of the Practicing Company Secretary, if any
		NONE		

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

The Company got listed on 8th August, 2019 and as there were no observations made in the previous report, **thus reporting on actions to comply with the observations made in previous reports is Not Applicable.**

Place: New Delhi
Date: 27.05.2021



For Kiran Sharma & Co.,
Company Secretaries

Kiran Sharma
M. No. 4942
C.P. No. 3116
UDIN: F004942C000378612