

NOTICE OF THE 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the shareholders of Affle (India) Limited will be held on Thursday, September 24, 2020 at 10:00 A.M (IST) through video conferencing/audio video means 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, 2020 and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a Director in place of Ms. Mei Theng Leong (DIN: 08163996), Non-Executive Director who retires by rotation and being eligible for re-appointment, seeks reappointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Bijynath (DIN: 08160918), as Independent Director of the Company

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

"RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Bijynath

(DIN: 08160918), who was appointed as an Independent Director for a term of 2 (two) years by the shareholders in Extra-ordinary General Meeting held on June 1, 2018, up to May 31, 2020, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective from June 1, 2020 to May 31, 2025."

4. Re-appointment of Ms. Sumit Mamak Chadha (DIN: 05207581), as Independent Director of the Company

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

"RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Sumit Mamak Chadha (DIN: 05207581) who was appointed as an Independent Director for a term of 2 (two) years by the shareholders in Extra-ordinary General Meeting held on June 1, 2018, up to May 31, 2020, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective from June 1, 2020 to May 31, 2025."

5. Re-appointment of Mr. Vivek Narayan Gour (DIN: 00254383), as Independent Director of the Company

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

“RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vivek Narayan Gour (DIN: 00254383), who was appointed as an Independent Director for a term of 2 (two) years by the shareholders in Extra-ordinary General Meeting held on June 1, 2018, up to May 31, 2020, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective from June 1, 2020 to May 31, 2025.”

6. Authorisation under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as

the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.350,00,00,000 (Rupees Three Hundred and Fifty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

7. Authorisation under Section 180 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.350,00,00,000 (Rupees Three Hundred and Fifty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may

exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.350,00,00,000 (Rupees Three Hundred and Fifty Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**By Order of the Board
For Affle (India) Limited**

**Parmita Choudhury
Company Secretary
Membership No. A26261**

Date: August 21, 2020
Place: New Delhi

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM'/'Meeting') is annexed hereto. The Board of Directors of the Company has opined that the special business, being considered unavoidable, be transacted at 25th AGM of the Company.
2. Pursuant to the provisions of Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings ('SS-2'), the relevant information in respect of the Directors seeking re-appointment at the AGM is attached as "Annexure A" and forms an integral part of this Notice.
3. M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (FRN: 101049W/E300004) were appointed as the Statutory Auditors of the Company in the 24th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2019-20 to 2023-24 subject to ratification by members at every Annual General Meeting. The Companies (Amendment) Act, 2017, effective May 7, 2018 had done away with the requirement of annual ratification of appointment of Statutory Auditor. Accordingly, you will notice that the ordinary business item relating to ratification of the appointment of Auditors is not part of this Notice.
4. In view of the COVID-19 pandemic and restrictions on movement as well as social distancing norms, the Ministry of Corporate Affairs ('MCA') has vide its Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular No. 20/2020 dated May 5, 2020 and the Securities and Exchange Board of India ('SEBI') has vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively "Applicable Circulars"), relaxing provisions of the Listing Regulations, permitted holding of the AGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'). Accordingly, the 25th AGM of the Company will be held through VC / OAVM in compliance with the provisions of the Act and the Listing Regulations.

5. Procedure for obtaining the Annual Report, AGM Notice and e-voting instructions by Members whose email addresses are not registered with the Depositories/not submitted to the RTA:

Pursuant to Section 101 and Section 136 of the Act read with the relevant Rules made thereunder, to support the "Green Initiative" announced by the Government of India read with Applicable Circulars, the Company is sending the Annual Report, Notice of the AGM and e-voting instructions only in electronic form to the registered email addresses of the Members. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- (i) Those Members who have not registered their email address, mobile numbers, address and bank details (including any changes thereof) may please contact and validate/update their details with their respective Depository Participant(s) for shares held in electronic form.
- (ii) Members who have not registered their email address as a consequence of which the Annual Report, Notice of AGM and e-voting instructions could not be serviced, may temporarily get their email address and mobile number updated with the Company's RTA, by clicking the link: https://ris.kfintech.com/email_registration/. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries Members may write to einward.ris@kfintech.com. Members may however note that this is a temporary registration and the Company urges all Members to get their email address and mobile number registered with their respective Depository Participant(s).
- (iii) Alternatively a Member may send an email request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy for electronic folios for sending the Annual

report, Notice of AGM and the e-voting instructions by email.

- (iv) Members only desiring to download the Annual Report and Notice of the AGM, may visit the website of the Company <https://www.affle.com> or the 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, or the website of the RTA viz. <https://evoting.kfintech.com> for the same.
6. As this AGM is being held pursuant to the Applicable Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Accordingly, the route map to the AGM venue is also not annexed to this Notice.
 7. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The period of remote e-voting before the AGM commences on Monday, September 21, 2020 (9:00 a.m. IST) and ends on Wednesday, September 23, 2020 (5:00 p.m. IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Thursday, September 17, 2020.
 8. The Company has appointed Ms. Kiran Sharma of Kiran Sharma & Co., Practicing Company Secretary, to act as the Scrutiniser to scrutinise the remote 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.
 9. The Scrutiniser shall, immediately after the conclusion of the remote e-voting at the AGM, first count the votes cast through remote e-voting during the Meeting and thereafter unblock the votes cast through remote e-voting before the AGM in presence of at least two witnesses not in the employment of the Company, and make a consolidated

Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same.

10. The results on resolutions shall be declared not later than 48 hours from the conclusion of the Meeting of the Company and the resolutions will be deemed to be passed on the date of the Meeting, subject to receipt of the requisite number of votes in favour of the resolutions.
11. The results declared along with the Scrutiniser's Report will be made available on the website of the Company (<https://www.affle.com>) and on Service Provider's website (<https://evoting.kfintech.com>) and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited within 48 hours from the conclusion of the Meeting.
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. In line with the Applicable Circulars at least 1,000 Members will be able to join the AGM on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Compensation, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
14. Members seeking or requiring any clarification or information in respect of accounts or any other matter to be placed at the AGM may send their requests to the Company before September 23, 2020 at compliance@affle.com.
15. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
16. Pursuant to the provisions of Section 72 of the Act, Members can avail themselves of the facility of nomination in respect of shares held by them. Members desiring to avail of this facility may contact their respective Depository Participant(s).

17. Inspection of Documents

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance@affle.com.

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

Item No. 3

Mr. Bijynath (DIN: 08160918), was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a term of 2 years up to May 31, 2020.

The Nomination & Remuneration Committee has recommended re-appointment of Mr. Bijynath as Independent Director for a second term on the Board of the Company. The brief resume of Mr. Bijynath is available in the Annexure to the Notice. The Board, as per the recommendation of the Nomination & Remuneration Committee, considers that, given his background, experience and contributions made by him during his first tenure, the continued association of Mr. Bijynath would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. The Board of Directors of the Company at its meeting held on May 30, 2020 on the recommendation of Nomination & Remuneration Committee, approved the reappointment of Mr. Bijynath, as an Independent Director of the Company for a second term of up to 5 (five) consecutive years, subject to the approval of the shareholders at this Annual General Meeting.

Mr. Bijynath is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declarations from Mr. Bijynath that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Regulation 16 (1) (b) of the Listing Regulations.

In the opinion of the Board, Mr. Bijynath fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management. Mr. Bijynath is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

Copy of draft letter of appointment of Mr. Bijynath setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Bijynath is interested in the resolution set out

at Item no. 3 of the Notice and his relatives may be deemed to be interested in the above resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the resolution set out at Item no. 3 of the Notice for approval by the members of the Company.

Item No. 4

Ms. Sumit Mamak Chadha (DIN: 05207581), was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a term of 2 years up to May 31, 2020.

The Nomination & Remuneration Committee has recommended re-appointment of Ms. Sumit Mamak Chadha as Independent Director for a second term on the Board of the Company. The brief resume of Ms. Sumit Mamak Chadha is available in the Annexure to the Notice. The Board, as per the recommendation of the Nomination & Remuneration Committee, considers that, given her background, experience and contributions made by her during her first tenure, the continued association of Ms. Sumit Mamak Chadha would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. The Board of Directors of the Company at its meeting held on May 30, 2020 on the recommendation of Nomination & Remuneration Committee, approved the reappointment of Ms. Sumit Mamak Chadha as an Independent Director of the Company for a second term of up to 5 (five) consecutive years, subject to the approval of the shareholders at this Annual General Meeting.

Ms. Sumit Mamak Chadha is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declarations from Ms. Sumit Mamak Chadha that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Regulation 16 (1) (b) of the Listing Regulations.

In the opinion of the Board, Ms. Sumit Mamak Chadha fulfils the conditions for appointment as Independent Director as specified in the Act and

the Listing Regulations and is independent of the management. Ms. Sumit Mamak Chadha is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

Copy of draft letter of appointment of Ms. Sumit Mamak Chadha setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Ms. Sumit Mamak Chadha is interested in the resolution set out at Item no. 4 of the Notice and her relatives may be deemed to be interested in the above resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the resolution set out at Item no. 4 of the Notice for approval by the members of the Company.

Item No. 5

Mr. Vivek Narayan Gour (DIN: 00254383), was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a term of 2 years up to May 31, 2020.

The Nomination & Remuneration Committee has recommended re-appointment of Mr. Vivek Narayan Gour as Independent Director for a second term on the Board of the Company. The brief resume of Mr. Vivek Narayan Gour is available in the Annexure to the Notice. The Board, as per the recommendation of the Nomination & Remuneration Committee, considers that, given his background, experience and contributions made by him during his first tenure, the continued association of Mr. Vivek Narayan Gour would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. The Board of Directors of the Company at its meeting held on May 30, 2020 on the recommendation of Nomination & Remuneration Committee, approved the reappointment of Mr. Vivek Narayan Gour, as an Independent Director of the Company for a second term of up to 5 (five) consecutive years, subject to the approval of the shareholders at this Annual General Meeting.

Mr. Vivek Narayan Gour is not disqualified from being

appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declarations from Mr. Vivek Narayan Gour that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Regulation 16 (1) (b) of the Listing Regulations.

In the opinion of the Board, Mr. Vivek Narayan Gour fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management. Mr. Vivek Narayan Gour is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

Copy of draft letter of appointment of Mr. Vivek Narayan Gour setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Vivek Narayan Gour is interested in the resolution set out at Item no. 5 of the Notice and his relatives may be deemed to be interested in the above resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the resolution set out at Item no. 5 of the Notice for approval by the members of the Company.

Item No. 6

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.350 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.6 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 6 of the accompanying notice. The Board recommends the resolution at Item no.6 to be passed as Special Resolution.

Item No. 7

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.7 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 7 of the accompanying notice. The

Board recommends the resolution at Item no.7 to be passed as Special Resolution.

**By Order of the Board
For Affle (India) Limited**

**Parmita Choudhury
Company Secretary
Membership No. A26261**

Place: New Delhi
Date: August 21, 2020

Annexure A

Details of the Directors seeking appointment/re-appointment in the Annual General Meeting [Pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

| Name of the Director | Mr. Bijynath | Ms. Sumit Mamak Chadha | Mr. Vivek Narayan Gour | Ms. Mei Theng Leong |
|--|---|---|--|---|
| Type of Directorship | Non-Executive Independent Director | Non-Executive Independent Director | Non-Executive Independent Director | Non-Executive Director |
| DIN | 08160918 | 05207581 | 00254383 | 08163996 |
| Date of Birth | 21/06/1965 | 30/10/1964 | 10/11/1962 | 16/08/1976 |
| Age | 55 | 55 | 57 | 43 |
| Date of First appointment on the Board | 01/06/2018 | 01/06/2018 | 01/06/2018 | 01/06/2018 |
| Relationship with Director/ Manager/ KMP | None | None | None | None |
| Expertise in Specific Functional Area, Qualification and Brief Profile | <p>Mr. Bijynath holds a bachelor's degree in jurisprudence from the University of Oxford. He is admitted to practice as an advocate and solicitor in Singapore. He was the Managing Director of the Singapore law firm, Camford Law Corporation ("Camford") from August 2014 to February 2017 during which time Camford was the Singapore member firm of PricewaterhouseCoopers International Limited. He founded the law firm Oxon Law and currently heads its practice.</p> | <p>Ms. Sumit Mamak Chadha holds a bachelor's degree (honours course) from St. Stephen's College, University of Delhi and a master's degree in arts, in economics from Delhi School of Economics at the University of Delhi. She also holds a degree of Master of Arts in economics from the University of California. She has over 29 years of experience in banking and financial services. She has earlier worked in Citibank N.A, India for 20 years where she last worked as Director and she also worked at BlackRock Services India Private Limited for two years as Managing Director. She is currently the head of enterprise shared services at AXA XL, a division of AXA.</p> | <p>Mr. Vivek Narayan Gour holds a bachelor's degree in commerce from University of Bombay and a master's degree in business administration from Faculty of Management Studies, University of Delhi. He also completed the Owner/President Management Program from Harvard Business School. He has over 35 years of experience in marketing, financial services and aviation industry. Previously he has worked in Genpact India and GE Capital Services India, and has also been the managing director and the chief executive officer of Air Works India (Engineering) Private Limited. Currently, he is also serving on the boards of directors of IndiaMART InterMESH Limited and Cyient Ltd.</p> | <p>Ms. MeiTheng Leong holds a degree of bachelor of commerce, majoring in accounting and finance from Curtin University of Technology and a masters of business administration from The University of Hong Kong. She has been awarded a fellow membership of CPA Australia and entitled to use the designation of FCPA. She has over 19 years of experience in accounting and finances and has in the past held positions in IHM Sdn. Bhd. and Pioneer Corporate Services Pte. Ltd. and has held position of Group Financial Controller in Europtronic Group Ltd.</p> |

| Name of the Director | Mr. Bijynath | Ms. Sumit Mamak Chadha | Mr. Vivek Narayan Gour | Ms. Mei Theng Leong |
|---|--|---|---|--|
| Board Membership of Other Companies as on March 31, 2020 | 1. Affle Holdings Pte. Ltd. 2. Intertwine Ventures Pte. Ltd. 3. Oxon Law LLC 4. Oxon Global Pte. Ltd. 5. Innovationz Pte. Ltd. | 1. Canara Robeco Mutual Fund | 1. Advait Lakshmi Foundation 2. Indiamart Intermesh Limited 3. Affle International Pte. Ltd. 4. Ask Investment Managers Limited 5. Advait Associates LLP -Designated partner 6. Cyient Limited 7. Sunbeam -Trustee | 1. Affle International Pte. Ltd. 2. Affle Global Pte. Ltd. 3. FESS Old New Pte. Ltd. 4. Anuj Khanna Investments Pte. Ltd. |
| Chairman/Member of the Committee of Board of Directors as on March 31, 2020 | Affle (India) Limited 1. Nomination & Remuneration Committee - Chairman 2. Stakeholder Relationship Committee - Member 3. Investment Committee - International Investments -Member | Affle (India) Limited 1. Audit Committee - Member 2. Nomination & Remuneration Committee - Member 3. Corporate Social Responsibility Committee - Member | Affle (India) Limited 1. Audit Committee - Chairman 2. Investment Committee -Domestic Investments -Member Indiamart Intermesh Limited 1. Audit Committee - Chairman 2. Stakeholder Relationship Committee -Chairman Cyient Ltd 1. Audit Committee - Chairman 2. Stakeholder Relationship Committee - Member Ask Investment Managers Limited 1. Audit Committee - Chairman 2. Stakeholder Relationship Committee - Member | Affle (India) Limited 1. Corporate Social Responsibility Committee -Member 2. Investment Committee - International Investments -Member 3. Business Responsibility Reporting Committee - Member |
| No. of shares held in the Company as on March 31, 2020 | Nil | Nil | Nil | Nil |

| Name of the Director | Mr. Bijynath | Ms. Sumit Mamak Chadha | Mr. Vivek Narayan Gour | Ms. Mei Theng Leong |
|---|--|--|--|---|
| Terms & Conditions of appointment | Mr. Bijynath is appointed for a second term of up to 5 years as an Independent Director of the Company. The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment issued by the Company. | Ms. Sumit Mamak Chadha is appointed for a second term of up to 5 years as an Independent Director of the Company. The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment issued by the Company. | Mr. Vivek Narayan Gour is appointed for a second term of up to 5 years as an Independent Director of the Company. The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment issued by the Company. | Ms. MeiTheng is a Non-Executive Director of the Company liable to retire by rotation. |
| Remuneration last drawn FY 2019-20 (Only sitting fee) | Rs. 7,20,000 | Rs. 13,50,000 | Rs. 10,80,000 | Not applicable |
| Proposed remuneration | Sitting Fee to be paid, as director, for attending the Meetings of Board and Committees Meetings | Sitting Fee to be paid, as director, for attending the Meetings of Board and Committees Meetings | Sitting Fee to be paid, as director, for attending the Meetings of Board and Committees Meetings | Not applicable |
| No. of Board meetings attended during the FY2019-20 | 7 | 7 | 7 | 7 |

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VIDEO MEANS ("OAVM")

- (i) Members are being provided the facility to attend the AGM through VC / OAVM platform of KFin Technologies Private Limited ('KFin'). Members are requested to participate in the AGM through VC / OAVM by visiting the link <https://emeetings.kfintech.com> and logging in by using their e-voting credentials. Further, Members have to select the EVENT and the name of the Company and click on 'Video Conference' option to join the AGM. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
- (ii) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM (i.e. 9:45 a.m IST on Thursday, September 24, 2020) and will be available for Members on first-come-first-served basis.
- (iii) For a better experience, Members are encouraged to join the AGM through their computers with Google Chrome browser.
- (iv) Further, Members wishing to speak at the AGM may be required to turn camera on/enable video and are requested to use internet with good speed to avoid any disturbance during the Meeting.
- (v) Please note that participants connecting from mobile devices / tablets / computers via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (vi) **Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by accessing the link <https://emeetings.kfintech.com> from September 21, 2020 9:00 a.m (IST) to September 22, 2020 up to 5.00 p.m. (IST). Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM and may have to allow camera access during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please**

note that, Members' questions will be answered only if they continue to hold shares as on the cut-off date.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS (REMOTE E-VOTING):

- (i) In compliance with the provisions of Section 108 of the Act, the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means i.e. remote e-voting either before or during the AGM. Resolution(s) passed by Members through e-voting will be deemed as if they have been passed at the AGM.
- (ii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Thursday, September 17, 2020 ('the cut-off date'), shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Any person, who acquires shares of the Company and becomes a Member after dispatch of the Notice and holds shares as of the cut-off date, may obtain the User ID and Password by following the procedure mentioned in the Notice.
- (iii) The Members can opt for only one mode of voting i.e. either by remote e-voting before or during the AGM. The Members who have not already cast their vote by remote e-voting before the AGM shall be able to exercise their right during the AGM through remote e-voting. The Members who have cast their vote by remote e-voting before the AGM are eligible to attend the AGM through VC / OAVM but shall not be entitled to cast their vote again through remote e-voting during the AGM.
- (iv) The period of remote e-voting before the AGM commences on Monday, September 21, 2020 (9:00 a.m. IST) and ends on Wednesday, September 23, 2020 (5:00 p.m. IST). The remote e-voting module shall thereafter be disabled by KFin for voting and subsequently enabled for remote e-voting, during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Steps for remote e-voting before the AGM:

In case of a Member receiving an e-mail from KFin (for Members whose e-mail IDs are registered with the Depository Participant(s)):

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- (ii) Enter the login credentials (i.e. User ID and Password). Your DP ID and Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your 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 uppercase (A-Z), one lowercase (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 such as 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 will need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the 'EVENT' i.e., 'Affle (India) Limited-5533'.
- (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 in 'AGAINST' but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding as on the cut-off date, i.e. Thursday, September 17, 2020. 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 heads.
- (viii) Members holding multiple Demat Accounts

shall carry out the e-voting process separately for each Demat Account.

- (ix) Voting has to be done for each Resolution of the Notice of the 25th AGM separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and clicking on 'SUBMIT'.
- (xi) Thereafter, a confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify or change the votes cast. However, Members can login any number of times till they have voted on all the Resolutions.
- (xii) Members who have already voted through remote e-voting before the AGM will be eligible to attend the AGM.

Steps for e-voting during the AGM:

Only those Members present at the AGM through VC/ OAVM and have not already cast their vote through remote e-voting shall be eligible to vote through e-voting during the AGM. Voting during the AGM is integrated with the VC / OAVM platform and no separate login is required for the same. Members may click on the voting icon on the left side of the screen to cast their votes.

Other Instructions:

Any person, who acquires shares of the Company and becomes a Member after dispatch of the Notice and holds shares as of the cut-off date, may obtain the 'User ID' and 'Password' in the manner mentioned below:

- (i) where the mobile number of the Member is registered against DP ID and Client ID, the Member may send an SMS: MYEPWD (E-Voting Event Number) + DP ID and Client ID to 9212993399. For example:
 - NSDL MYEPWD IN12345612345678
 - CDSL MYEPWD 1402345612345678
- (ii) where e-mail address or mobile number of the Member is registered against DP ID and Client ID, then on the home page of <https://emeetings.kfintech.com>, the Member may click "Forgot Password" and enter DP ID & Client ID and PAN to generate a password.

KFin shall endeavour to send User ID and Password to those new Members whose e-mail address is available.

Members can also reach out to KFin's toll free number 1800-3454-001 or send an e-mail request to einward.ris@kfintech.com.

General Instructions for Members:

- (i) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to send duly certified scanned copy of the Resolution of the Board or governing body, authorizing their representative(s) to attend through VC / OAVM and vote through remote e-voting on their behalf at the Meeting pursuant to Section 113 of the Act. The said resolution / authorization shall be sent to the Scrutinizer by email through its registered email address to kiran3116@gmail.com with a copy marked to evoting@kfintech.com.
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) In case of any query and / or grievance, in respect of (i) attending the AGM through VC / OAVM, and voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting User Manual available at the Downloads section at <https://emeetings.kfintech.com> (KFin website) or contact Mr. Umesh Pandey (Unit: Affle (India) Limited) of KFin at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032, email at einward.ris@kfintech.com or call KFin's toll free no. 1800-3454-001 for any further clarifications.

AGM Related Information

| Particulars | Details |
|---|---|
| Date & Time of Annual General Meeting (AGM) | Thursday, September 24, 2020 at 10:00 A.M.(IST) |
| Mode | Video Conferencing (VC) and Other Audio Visual Means (OAVM) |
| Participation through VC/ OAVM | https://emeetings.kfintech.com |
| Helpline number for VC/ OAVM participation | 1800-3454-001 |
| Cut-off date for determining eligibility to vote at the AGM | Thursday, September 17, 2020 |
| Commencement of remote e-voting | Monday, September 21, 2020 (09:00 A.M IST) |
| End of remote e-voting | Wednesday, September 23, 2020 (05:00 P.M. IST) |
| Commencement of registration of shareholder as Speaker in AGM | Monday, September 21, 2020 (09:00 A.M IST) |
| End of registration of shareholder as Speaker in AGM | Tuesday, September 22, 2020 (05:00 P.M. IST) |
| Remote e-voting website | https://evoting.kfintech.com |
| Name, address and contact details of e-voting service provider | Mr. Umesh Pandey KFin Technologies Private Limited Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032 Email: einward.ris@kfintech.com Toll free no. 1800-3454-001 |
| Name, address and contact details of Registrar and Share Transfer Agent | Mr. Umesh Pandey KFin Technologies Private Limited Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032 Email: einward.ris@kfintech.com Toll free no. 1800-3454-001 |

