

To

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	National Stock Exchange of India Ltd Exchange Plaza, 5th Floor, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
Scrip Code: 542752	Symbol: AFFLE

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2022

Dear Sir/ Madam,

Pursuant to the Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report issued by Kiran Sharma & Co., Company Secretaries, for the financial year ended March 31, 2022.

Submitted for your information and records.

Thanking you,

For Affle (India) Limited**Parmita Choudhury**
Company Secretary & Compliance Officer**Encl: As above****Affle (India) Limited****Regd. Office** | 102, Wellington Business Park-I, Off Andheri Kurla Road, Marol, Andheri (East), Mumbai – 400059**Communication Office** | P 659, 6th floor, Tower C, JMD Megapolis, Sohna Road, Sector – 48, Gurgaon:122018(P) 0124-4992914 (W) www.affle.com CIN: L65990MH1994PLC080451

KIRAN SHARMA & CO.

Company Secretaries

SECRETARIAL COMPLIANCE REPORT of
AFFLE (INDIA) LIMITED
For the year ended 31st March, 2022

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, 2022 ("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 and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021*;
- 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:

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.**

Date: 18.05.2022
Place: New Delhi



For Kiran Sharma & Co.,
Company Secretaries

Kiran

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

UDIN: F004942D000343874