

To

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

**Subject: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 - Notice of Extraordinary General Meeting of Members**

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting ('EGM') of the Company will be held on Friday, November 17, 2023 at 11.00 a.m. through Video Conferencing / Other Audio-Visual Means. We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. Following are important dates for kind attention of members of the Company:

Remote e-voting start date & time	Tuesday, November 14, 2023 (09:00 A.M. IST)
End date & time of remote e-voting	Thursday, November 16, 2023 (05:00 P.M. IST)
Speaker registration start date & time	Wednesday, November 15, 2023 (09:00 A.M. IST)
Speaker registration end date & time	Thursday, November 16, 2023 (05:00 P.M. IST)
Website for e-voting	<a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>
Website for speaker registration and for attending the AGM	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a>

The copy of the said EGM Notice is also uploaded on the website of the Company i.e. <https://affle.com>

Submitted for your information and records.

Thanking you,

**Yours Faithfully,**  
**For Affle (India) Limited**

**Parmita Choudhury**  
**Company Secretary & Compliance Officer**



**Affle (India) Limited**

**Regd. Office** | A47 Lower Ground Floor, Hauz Khas, Off Amar Bhawan, New Delhi-110016  
**Communication Office** | 3rd Floor, Tower-B, Awfis Unitech Cyber Park, Sector – 39, Gurugram-122002, Haryana  
(P) 0124-4598749 (W) [www.affle.com](http://www.affle.com); CIN: L65990DL1994PLC408172

---

**NOTICE** is hereby given that an Extra-ordinary General Meeting (“EGM”) of the shareholders (the “Shareholders” or the “Members”) of Affle (India) Limited (the “Company”) will be held on **Friday, November 17, 2023 at 11:00 a.m (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following special business:

**SPECIAL BUSINESS**

**1. To create, offer, issue and allot Equity Shares on Preferential Basis:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendments, statutory modification(s) or re-enactment(s) thereof for the time being in force) (“**the Act**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”) as amended including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (“**ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**Listing Regulations**”), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**Takeover Regulations**”) as amended, the Foreign Exchange Management Act, 1999, as amended (the “**FEMA**”), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, the uniform listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “**Stock Exchanges**”) where the Equity Shares of the Company having face value of Rs. 2 (Rupees Two) each (“**Equity Shares**”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”), Stock Exchanges where the shares of the Company are listed (“**Stock Exchanges**”) and/ or any other competent authorities (hereinafter collectively referred to as (“**Regulatory Authorities**”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as (**the “Board**”) which term shall be deemed to mean and include one or more Committee(s) already constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (“**Members**”) be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis, in one or more tranches, 69,00,000 (Sixty Nine Lakhs only) fully paid-up Equity Shares of the Company having face value of Rs. 2 each, at a price of Rs. 1085.54 (Rupees One Thousand Eighty-Five point five four) per Equity Share, including a premium of Rs. 1083.54 (Rupees One Thousand Eighty-Three point five four) per Equity Share, aggregating to Rs. 749,02,26,000 (Rupees Seven Hundred Forty Nine Crores Two Lakhs Twenty Six Thousand) which is not less than the floor price determined in accordance with Chapter V of the ICDR Regulations (“**Subscription Shares**”) and this offer the “**Preferential Allotment**”) being the price determined in accordance with Chapter V (Preferential Issue)

of the SEBI (ICDR) Regulations, in such a manner and on such terms and conditions, as may be approved or finalized by the Board, to the following allottees (“**Proposed Allottees**” and such issue, the “**Preferential Issue**”) as detailed herein below:

<b>S. No.</b>	<b>Name of the Proposed Allottee</b>	<b>Category</b>	<b>Maximum Number of Equity Shares to be issued and allotted</b>	<b>Consideration (Rs.)</b>
1.	Gamnath Pte. Ltd.	Non-Promoter	69,00,000	749,02,26,000

**RESOLVED FURTHER THAT** in accordance with the provisions of Part IV of Chapter V of the SEBI ICDR Regulations and other applicable laws, the “Relevant Date” for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as above as per ICDR Regulations and other applicable laws is **October 18, 2023**, being the working day preceding 30 days prior to the date of the Extra-ordinary General Meeting.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Subscription Shares to Proposed Allottee under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- 1) The Subscription Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing Equity Shares of the Company in all aspects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- 2) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- 3) The Subscription Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that, where the allotment of the said Subscription Shares is subject to receipt of any approval or permission of any Regulatory Authority (including, but not limited to the Stock Exchanges and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals and permissions.
- 4) The Subscription Shares to be issued and allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- 5) The Subscription Shares to be allotted to the Proposed Allottee shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- 6) The Subscription Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorised to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval

from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) changes, variations, alterations, additions and/or deletions in the terms of issue of Subscription Shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the Stock Exchanges for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the MCA and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Subscription Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investors for application of the Subscription Shares pursuant to the Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the Board or to any one or more directors, officer(s) or authorised signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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

Sd/-  
**Parmita Choudhury**  
**Company Secretary & Compliance Officer**  
(Membership No: ACS 26261)

Date: October 26, 2023

Place: Gurugram

**Registered Office:**

Address: A47 Lower Ground Floor

Hauz Khas, Off Amar Bhawan

New Delhi-110016

**NOTES:**

1. The EGM of the Company is being conducted through VC in compliance with General Circular No. 10/2022 dated December 28, 2022 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated January 5, 2023 read with Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 issued by the Securities and Exchange Board of India (collectively referred to as “Circulars”), which details the procedure and manner of holding EGM through VC and provide certain relaxations from compliance with Listing obligations. The registered office of the Company at New Delhi shall be deemed to be the venue for the EGM. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.
2. 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 Extra-ordinary General Meeting (“EGM”/ “Meeting”) is annexed hereto.
3. M/s. KFin Technologies Limited (“KFintech”), Registrar & Transfer Agent of the Company (“RTA”), shall be providing facility for e-voting and attending the EGM through video conferencing. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC.
4. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode (by e-mail) to those members whose e-mail ids are registered with the Company/ Depositories and will also be available on the Company’s website at [www.affle.com](http://www.affle.com), websites of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFintech at <https://evoting.kfintech.com>.
5. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars read with Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. 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 EGM commences on **Tuesday, November 14, 2023 (9:00 a.m. IST) and ends on Thursday, November 16, 2023 (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., **Friday, November 10, 2023**.
7. 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.

8. The Scrutiniser shall, immediately after the conclusion of the e-voting at the EGM, first count the votes cast through e-voting during the meeting and thereafter unblock the votes cast through remote e-voting before the EGM in presence of at least two witnesses who are 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 Chairperson or a person authorised by him in writing who shall countersign the same.
9. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. In line with the applicable circulars at least 1000 members will be able to join the EGM on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the EGM without any restriction on account of first-come-first-served principle.
11. Members seeking or requiring any clarification or information in respect of any matter to be placed at the EGM may send their requests to the Company by Thursday, November 16, 2023, 5:00 p.m. (IST) at [compliance@affle.com](mailto:compliance@affle.com).
12. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email ids, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company. Further, relevant forms to update the above-mentioned information are available on the Company's website at <https://affle.com/investor-service-request>.
14. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4.
15. As per the provisions of Section 72 of the Act, the facility for making the nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to KFinTech in case the shares are held in physical form.
16. Members may please note that SEBI has made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members holding shares in electronic form are, therefore, requested to

submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

17. 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](mailto:compliance@affle.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and the Scrutiniser at [kiran3116@gmail.com](mailto:kiran3116@gmail.com).
18. 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 EGM. Members seeking to inspect such documents can send an email to [compliance@affle.com](mailto:compliance@affle.com).

#### **INSTRUCTIONS FOR E-VOTING AND JOINING THE EGM ARE AS FOLLOWS:**

##### **A. VOTING THROUGH ELECTRONIC MEANS:**

- a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and sub-regulation (1) & (2) of Regulation 44 of the SEBI Listing Regulations and applicable Circulars, the Company is offering the facility of remote e-voting to its members. The facility of casting votes by a member using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) as well as voting at the EGM through VC (“e-voting at the EGM”) will be provided by Company’s Registrar and Transfer Agent i.e. M/s KFin Technologies Limited. The instructions for remote e-voting and facility for those members participating in the EGM to cast vote through e-voting system during the EGM are given in the Notice.
- b) The remote e-voting period commences on **Tuesday, November 14, 2023 (9:00 a.m. IST) and ends on Thursday, November 16, 2023 (5:00 p.m. IST)**. During this period, members holding shares either in physical form or in demat form, as on **Friday, November 10, 2023** (i.e. “Cut-off” Date), may cast their vote electronically.
- c) The remote e-voting module shall be disabled by KFinTech for voting thereafter. Those members who will be present in the EGM through VC facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- d) The members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC but shall not be entitled to cast their vote again.
- e) In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the EGM. The Company is also offering a facility for voting by way of “Insta Poll” at the EGM for the members attending the meeting who have not cast their vote by remote e-voting. If a member cast votes by both modes i.e. remote e-voting and Insta Poll at the EGM, then voting done through remote e-voting shall prevail and Insta Poll shall be treated as invalid.

**B. THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN BELOW - APPLICABLE FOR NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE:**

- (i) Please access the RTA’s e-voting platform at the URL: <https://evoting.kfintech.com>.
- (ii) Members whose email ids are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of e-voting Event Number (EVEN) i.e.,7730, USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the abovementioned URL.
- (iii) Alternatively, if the member is already registered with RTA’s e-voting platform, then he can use their existing User ID and password for casting the vote through remote e-voting. If they have forgotten the password, then they may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (iv) Members can also use SMS service to get the credentials if their mobile number is registered against Folio No. / DP ID Client ID, by sending SMS: MYEPWD <space> EVEN No+Folio No. (in case of physical shareholders) or MYEPWD <space> DP ID Client ID (in case of shares held in DEMAT form) to 9212993399.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> 6614HMT12345678

- (v) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-voting Event Number) 7730 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 KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- (vi) After entering these details appropriately, click on “LOGIN”.
- (vii) You will now reach the 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, email ids etc., on first login. 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.
- (viii) You need to login again with the new credentials.
- (ix) On successful login, the system will prompt you to select the “EVENT” i.e., Affle (India) Limited.
- (x) 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 “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.







- (xi) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- (xii) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- (xiii) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they confirm the voting on all the resolutions by clicking “SUBMIT”.

**C. THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER FOR INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE:**

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with their respective Depositories and Depository Participants as detailed below. Shareholders are advised to update their mobile number and email ids in their demat accounts in order to access e-voting facility.

**Option 1 – Login through Depositories**

NSDL	CDSL
<p><b>Members who have already registered and opted for IDeAS facility to follow below steps:</b></p> <p>Go to URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-voting”</p> <p>Click on the Company name or e-voting service provider and you will be re-directed to e-voting service provider website (i.e. KFintech) for casting the vote during the remote e-voting period.</p>	<p><b>Members who have already registered and opted for Easi / Easiest to follow below steps:</b></p> <p>Go to URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>; or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and then go to Login and select New System Myeasi.</p> <p>Login with user id and password.</p> <p>The option will be made available to reach e-voting page without any further authentication.</p> <p>Click on Company name or e-voting service provider name to cast your vote during the remote e-voting period.</p>
<p><b>User not registered for IDeAS e-Services</b></p> <p>To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> (Select “Register Online for IDeAS”); or <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Proceed with completing the required fields.</p>	<p><b>User not registered for Easi/Easiest</b></p> <p>Option to register is available at: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></p> <p>Proceed with completing the required fields</p>

<p><b>First-time users can visit the e-voting website directly and follow the process below:</b></p> <p>Go to URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>Click on the Company name or e-voting service provider name and you will be redirected to e-voting service provider website (i.e. KFintech) for casting your vote during the remote e-voting period.</p> <p><b>Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience</b></p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>	<p><b>First-time users can visit the e-voting website directly and follow the process below:</b></p> <p>Go to URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>Click on the icon “E-voting”</p> <p>Provide demat Account Number and PAN No.</p> <p>System will authenticate user by sending OTP on registered Mobile &amp; Email ID as recorded in the demat Account.</p> <p>After successful authentication, the user will be provided links for the respective ESP where the e-voting is in progress.</p> <p>Click on the Company name and you will be redirected to e-voting service provider website (i.e. KFintech) for casting your vote during the remote e-voting period.</p>
--	---

**Option 2 - Login through Depository Participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on the Company name or e-voting service provider name and you will be redirected to e-voting service provider website of KFintech for casting your vote during the remote e-voting period.

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website. For any technical issues, members may contact as below:

NSDL	CDSL
NSDL helpdesk by email to: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll-free no.: 1800 1020 990 or 1800 22 44 30	CDSL helpdesk by email to: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at 022-23058738, 23058542-43

- I. Voting at the EGM: Those members who are present in the meeting through VC / OAVM and have not cast their vote on resolution through remote e-voting, can vote through e-voting at the meeting. Members who have already cast their votes by remote e-voting are eligible to attend the meeting. However, those members are not entitled to cast their vote again at the meeting.
- II. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the EGM. If a member cast votes by both modes i.e., voting at the EGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the EGM shall be treated as invalid.

**Other Instructions:**

- a. Members holding shares either in physical form or in dematerialised form, as on the close of business hours on **Friday, November 10, 2023**, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- b. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as of the cut-off date, i.e. **Friday, November 10, 2023** may obtain the login ID and password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-voting Event Number + Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:  
MYEPWD <SPACE> IN12345612345678
    2. Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
    3. Example for Physical:  
MYEPWD <SPACE> XXXX1234567890  
(XXXX being E-voting Event Number)
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. In case of any queries, you may refer Help & FAQ section of <https://evoting.kfintech.com> or call KFintech on Toll-Free No. 1-800-309-4001.
  - iv. Member may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). However, KFintech shall endeavour to send User ID and Password to those new members whose e-mail IDs are available.
- c. The Board of Directors has appointed Ms. Kiran Sharma (FCS 4942, COP No. 3116) as a Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

- d. **Speaker Registration before EGM:** Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views, during the period starting from **Wednesday, November 15, 2023 (9:00 a.m. IST) to Thursday, November 16, 2023 (5:00 p.m. IST)**. For registration, please visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select “Speaker Registration” and mention your e-mail id, mobile number, and city. The Company reserves the right to restrict the number of speakers at the EGM depending on the availability of time for the EGM. Those members who have registered themselves as speakers will only be allowed to express their views/ask questions during the EGM. Please note that questions of only those members will be entertained/considered who are holding shares of Company as on the cut-off date i.e., **Friday, November 10, 2023**. Those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the EGM and the maximum time per speaker will be restricted to 3 minutes.
- e. Due to limitation of transmission and co-ordination during the EGM, the Company may have to dispense with or curtail the speaker session & dispense with the speaker registration during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- f. Facility of joining the EGM through VC shall be open fifteen (15) minutes before the time scheduled for the EGM and will be available for members on first-come-first-served-basis and the Company may close the window for joining the VC facility fifteen (15) minutes after the scheduled time to start the EGM.
- g. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that login to the e-voting website will be disabled upon 3 unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details/Password’ or ‘Physical User Reset Password’ option available on <https://evoting.kfintech.com> to reset the password.
- h. In case of any query pertaining to e-voting, please visit Help & FAQ’s section and e-voting user manual available at the download section of <https://evoting.kfintech.com> (“KFintech website”) or contact Mr. Umesh Pandey from KFintech at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech’s toll free number 1-800-309-4001 for any further clarifications.
- i. The Scrutiniser shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and submit, not later than two working days of conclusion of the EGM, a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairperson or any other person authorised by him in writing, who shall countersign and declare the same.
- j. The voting results declared along with the Scrutiniser’s Report(s) will be available on the website of the Company i.e. <https://aflle.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 from the conclusion of the EGM.

#### **INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM (EGM) AND E-VOTING DURING THE EGM:**

- a. Members may access the platform to attend the EGM through VC at <https://emeetings.kfintech.com/> by clicking on the tab “video conference” and using their e-voting login credentials provided in the email received from the Company / KFintech. After logging in, click on the “Video Conference” tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquette to

join the meeting. Please note that the members who have not registered their e-mail address or 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 this Notice.

- b. Facility of joining the EGM through VC/OAVM shall open 15 minutes before the scheduled time for commencement of the EGM and maybe closed after the expiry of 15 minutes after such scheduled time.
- c. The e-voting window shall be activated upon instructions of the Chairperson during the EGM proceedings. Upon the declaration by the Chairperson about the commencement of e-voting at EGM, members shall click on the “Vote” sign on the left-hand bottom corner of their video screen for voting at the EGM, which will take them to the Instapoll page. Members would need to click on the “Instapoll” icon and follow the instructions to vote on the resolutions. Only those shareholders, who are present in the EGM and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM.
- d. Members are encouraged to join the meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- e. Members will be required to grant access to the webcam to enable VC/OAVM. Further, members connecting from mobile devices or Tablets or through Laptop connecting 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.
- f. Post your Question: Members, who may want to express their views or post questions with regard to the accounts or any matter to be placed at the EGM, may do so by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the email received from KFintech. On successful login select “Post Your Question” option to post their queries in the window provided. The window shall remain active from Wednesday, November 15, 2023 (9:00 a.m. IST) till Thursday, November 16, 2023 (5:00 p.m. IST).
- g. Please note that questions of only those members will be entertained/considered who are holding shares of Company as on the cut-off date i.e. November 10, 2023.
- h. A video guide assisting the members attending EGM either as a speaker or participant is available for quick reference at URL: <https://cruat04.kfintech.com/emeetings/video/howitworks.aspx>.
- i. Members who may require any technical assistance or support before or during the EGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).

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

In accordance with applicable provisions of the Companies Act, 2013 (“**the Act**”) , along with the rules made thereunder, read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, the approval of Members of the Company by way of Special Resolution is required to issue Equity Shares on a preferential basis to the Proposed Allottees belonging to the non-promoter category, in compliance with applicable provisions of the ICDR Regulations. The following explanatory statement sets out all material facts relating to the special business mentioned under item No. 1 of the accompanying Notice dated October 26, 2023.

Necessary information / details in respect of the proposed Preferential Allotment in the Act and ICDR Regulations and other applicable provisions of law, are as follows:

**a) Particulars of the offer including date of passing of Board resolution; material terms of issue of securities:**

The Board of Directors of the Company had, at its meeting held on October 26, 2023, subject to the approval of the Members of the Company and such other approvals as may be required under the applicable law(s), approved the issuance of 69,00,000 (Sixty Nine Lakhs) fully paid-up Equity Shares of the Company to Proposed Allottees, by way of a preferential issuance on a private placement basis, at a price of Rs. 1085.54 (Rupees One Thousand Eighty Five point five four) for each Equity Share, aggregating to Rs. 749,02,26,000 (Rupees Seven Hundred Forty Nine Crores Two Lakhs Twenty Six Thousand), being the price determined in accordance with Chapter V of the ICDR Regulations.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**b) Purpose or Objects of the Preferential Issue:**

The Company shall utilize at least 75% of the proceeds received from the Preferential Issue (after adjustment of expenses related to the Preferential Issue, if any) (“Net Proceeds”), for meeting the funding requirements and growth objectives of the Company, and subsidiaries and step-down subsidiaries of the Company (“Subsidiaries”) including::

- i. up to Rs. 335 crore towards development and/or expansion of technologies, intellectual property, platforms and/or product propositions either by way of investment to enable in-house development of technology (including in Subsidiaries of the Company) or by way of other suitable investments (including purchase of technology) as may be approved by the Board from time to time, aligned with the short-term and long-term business growth opportunities of the Company, in such manner and proportion as may be decided by the Board from time to time;
- ii. up to Rs. 150 crore towards funding inorganic growth opportunities of the Company and its Subsidiaries, as may be approved by the Board from time to time, in accordance with applicable laws; and
- iii. up to Rs. 75 crore towards repayment of outstanding liabilities of the Subsidiaries of our Company in relation to certain of their prior acquisitions, as approved by the Board from time to time.

The amount stated for the objects above shall not be added to the general corporate purposes, which shall not exceed **Rs. 178 crore** (subject to paragraph A below) i.e. not more than 25% of the Net Proceeds received from the Preferential Issue and this amount may be utilized for, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company and its Subsidiaries, and/or any other general purposes as may be permissible under applicable laws in such a manner and proportion as may be decided by the Board from time to time (the “**General Corporate Purpose**”)

A. Any deficit or surplus in the actual expenses incurred related to the Preferential Issue (cost of the transaction) from the estimated cost of the transaction in stating the utilization of Net Proceeds for the objects above, shall be adjusted against the amount allocated towards General Corporate Purpose.

The Net Proceeds shall be utilised in the manner as specified above, prior to the end of March 2027.

In case of a shortfall in meeting requisite capital from the Net Proceeds towards meeting the objects stated above, the Company may explore a range of options including utilising our internal accruals or undertaking any additional debt arrangements.

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

**Appointment of a SEBI registered Credit Rating Agency as monitoring agency for monitoring the use of proceeds of the Preferential Issue in terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47 each dated December 13, 2022**

The disclosures above are in accordance with the said notice/circular and the Company will appoint a Credit Rating Agency duly registered with the SEBI as the monitoring agency in this respect. The Monitoring Agency shall submit a report to our Board as required under Regulation 162A of the SEBI ICDR Regulations. The Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate instances, if any, of unutilized Net Proceeds in the balance sheet of the Company for the relevant Financial Years.

Pending utilization of the proceeds from the Preferential Issue, the Company and/or its Subsidiaries shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

**c) Kinds of securities offered, maximum number of shares to be issued and the price at which the allotment is proposed:**

The Company proposes to issue and allot 69,00,000 fully paid-up Equity Shares of Rs. 2/- each of the Company at a price of Rs. 1085.54 (Rupees One Thousand Eighty Five point five four) (including a premium of Rs. 1083.54) (Rupees One Thousand Eighty Three point five four) per Equity Shares, aggregating to Rs. 749,02,26,000 (Rupees Seven Hundred Forty Nine Crores Two Lakhs Twenty Six Thousand), such share price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations (“**Floor Price**”).

**d) Basis or justification on which the price (including premium, if any) has been arrived at along with report of the registered valuer:**

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”). In terms of Regulation 164(1) of the SEBI ICDR Regulations, the shares of the Company are listed on NSE and BSE for a period of 90 Trading Days or more on the Relevant Date.

As per Regulation 164(4) of the ICDR Regulations, if a preferential allotment of Equity Shares is made to qualified institutional buyers not exceeding five in number, such allotment shall be made at a price not less than the 10 trading days volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date.

**“Stock Exchange”** for this purpose shall mean any of the recognized stock exchange in which the Equity Shares are listed and in which the highest trading volume in respect of the Equity Shares of the Company has been recorded during the preceding 90 Trading Days prior to the relevant date.

**“Frequently traded shares”** means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the Company is not identical throughout such period, the weighted average number of total shares of such class of the Company shall represent the total number of shares.

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). The Equity Shares are frequently traded on NSE in terms of the ICDR Regulations. NSE, being the Stock Exchange with higher trading volumes during the 90 trading days preceding the Relevant Date, has been considered for determining the floor price in accordance with the ICDR Regulations.

Since the number of proposed allottees for this preferential allotment are qualified institutional buyers not exceeding five in number, therefore, the pricing of the Subscription Shares to be allotted on a preferential basis is Rs. 1085.54 per share, which is not less than the Floor Price determined in the manner set out above as per Regulation 164(4) of the ICDR Regulations.

**e) Relevant date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue is October 18, 2023, being the working day preceding 30 days prior to the date of the Extra-ordinary General Meeting i.e., November 17, 2023.

**f) Amount which the Company intends to raise by way of such securities/ size of the issue:**

The proposed issue size is Rs. 749,02,26,000 (Rupees Seven Hundred Forty Nine Crores Two Lakhs Twenty Six Thousand).

**g) Principal terms of assets charged as securities:**

Not applicable.

**h) Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status:**

The Preferential Issue, if approved, is proposed to be made to Gamnat Pte. Ltd., which is a Qualified Institutional Buyer. Gamnat Pte. Ltd. is neither a promoter nor a related party of the Company, as per the Act, Listing Regulations and the ICDR Regulations and such status remain the same post the Preferential Allotment of Subscription Shares.

The Company has obtained the PAN of the Proposed Allottee.

**i) Intention of promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:**



None of the promoters, directors, key managerial personnel or senior management of the Company has provided intend to subscribe to any of the Subscription Shares proposed to be issued under the Preferential Allotment.

**j) Contribution being made by the promoters or directors either as part of the Preferential Allotment or separately in furtherance of objects:**

As no subscription is being made by promoter or director of the Company in the Preferential Allotment, no contribution is being made by them, as part of the Preferential Allotment.

**k) Timeframe/ proposed time schedule, within which the Preferential Issue/allotment shall be completed:**

As required under the ICDR Regulations, the Subscription Shares shall be allotted by the Company within a period of 15 days from the date of passing of resolution, provided that where the allotment of the proposed Subscription Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The Subscription Shares to be allotted shall require to be listed on Stock Exchanges, which require in-principle approval of Stock Exchanges, where shares are listed. The allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the Regulatory Authorities or the Stock Exchanges, whichever is later.

**l) Name of the Proposed Allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees:**

The Preferential Issue, if approved, is proposed to be made to Gamnat Pte. Ltd.

S. No.	Name of the Proposed Allottee	Category	Name of natural persons who are ultimate beneficial owners	Pre-preferential issue shareholding		No. of Equity Shares proposed to be allotted	Post-preferential shareholding	
				No. of Shares	% of total Equity		No. of Shares	% of total Equity
1.	Gamnat Pte. Ltd.	Non-Promoter	Not applicable [Gamnat Pte. Ltd. is a step-down subsidiary of Minister for Finance Government of Singapore, no natural person is entitled to or holds more than 25% shares/ capital/	0	0.00	69,00,000	69,00,000	4.92%

			profits of the Allottee.]					
--	--	--	---------------------------	--	--	--	--	--

**m) Percentage of post preferential offer capital that may be held by the Proposed Allottee and change in control, if any, in the Company that would occur consequent to the preferential offer:**

Details of shareholding of Gannat Pte. Ltd. in the Company, prior to and after the proposed Preferential Issue, are as under:

Pre-Preferential Issue		Post-Allotment of Subscription Shares pursuant to the Preferential Issue	
No. of Equity Shares held	Percentage	No. of Equity Shares to be held	Percentage
0	0.00%	69,00,000	4.92%

**n) Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares. However, there will be dilution in shareholding percentage of Promoters and Promoter Group consequent to the proposed Preferential Issue of Equity Shares. The percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue.

**o) Valuation and justification for the allotment proposed to be made for consideration other than cash**

Not Applicable as the Preferential Issue will be undertaken for cash consideration.

**p) Listing:**

The Company will make an application to the Stock Exchanges on which the existing Equity Shares are listed, for listing of the Equity Shares proposed to be issued by the Company through this preferential allotment. Such Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**q) No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the current financial year 2023-24.

**r) Lock-in Period:**

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

**s) Undertakings:**

- As the Equity Shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid.

**t) Shareholding pattern of the Company before and after the Preferential Issue:**

Category	Pre preferential issue (As on the date of this Notice)		Post preferential issue	
	No. of Equity Shares	% of total Equity	No. of Equity Shares	% of total Equity
Promoters and Promoter Group (A)	79,805,180	59.88	79,805,180	56.93
Public (B)	53,374,684	40.05	60,274,684	43.00
Custodian (C)	-	-	-	-
Shares held by trust (D)	91196	0.07	91196	0.07
<b>Grand Total (A) + (B) + (C) + (D)</b>	<b>133,271,060</b>	<b>100.00</b>	<b>140,171,060</b>	<b>100.00</b>

**u) Certificate from Practicing Company Secretary**

The certificate from Kiran Sharma & Co., Practicing Company Secretaries, certifying that the proposed Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link [https://affle.com/images/pdf/2023/Certificate%20from%20PCS%20under%20Regulation%20163\(2\)%20of%20ICDR%20Regulations.pdf](https://affle.com/images/pdf/2023/Certificate%20from%20PCS%20under%20Regulation%20163(2)%20of%20ICDR%20Regulations.pdf).

**v) Other disclosures:**

- The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- The Proposed Allottees has confirmed that it has not sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- Neither the Company nor any of its directors or promoters are categorized as a fraudulent borrower as defined under the ICDR Regulations.
- The Company hereby undertakes that neither the Company's name nor any of its Promoters or Directors name is appearing in the list of wilful defaulters categorized by any Bank or Financial Institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

- Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.
- The Board of Directors has approved the aforesaid Preferential Issue of Equity Shares at its Meeting held on October 26, 2023.
- Prior to the aforesaid Preferential Issue, as proposed, the Company has not made any Preferential issuance to any person or entity, during the year.
- No contribution is being made by the Directors of the Company either as a part of the Preferential Issue or separately in furtherance of the objects specified herein above.
- The Company is in compliance with the conditions of continuous listing of Equity Shares as specified in the uniform listing agreement with the Stock Exchange(s) where the Equity Shares of the Company are listed.
- The Company has not bought back any of its Equity Shares.
- Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on a preferential basis during the current financial year 2023-2024 and the previous financial year 2022-2023.
- Proposed Allottee does not hold any share prior to the date of this Notice, hence lock-in of pre-allotment holding is not applicable.
- The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the “SCRR”) and Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”)
- The Company has obtained the Permanent Account Numbers of the proposed allottee.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue the Equity Shares through a Preferential Issue, on private placement basis, hence approval of the Members is being sought by way of a Special Resolution as set out in the said item of the Notice.

Issue of the Subscription Shares pursuant to the Preferential Issue would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as Members in general, in the said resolution.

**Summarized information at glance**

<b>Particulars</b>	<b>Details</b>
Time and Date of EGM	Friday, November 17, 2023 at 11.00 a.m. (IST)
Venue/Mode	Through video conference at below link: <a href="https://emeetings.kfintech.com/">https://emeetings.kfintech.com/</a>
Cut-off date for e-voting	Friday, November 10, 2023
E-voting Start time and date	Tuesday, November 14, 2023 (9:00 a.m. IST)
E-voting end time and date	Thursday, November 16, 2023 (5:00 p.m. IST)
E-voting website links (Please use as applicable to you)	<a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a> <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>
E-voting Event Number (EVEN)	7730
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: <a href="mailto:inward.ris@kfintech.com">inward.ris@kfintech.com</a> <a href="mailto:umesh.pandey@kfintech.com">umesh.pandey@kfintech.com</a> Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a> Toll free number 1-800-309-4001