



**Affle (India) Limited**

**Regd. Office** | A47 Lower Ground Floor, Hauz Khas, Off Amar Bhawan, New Delhi-110016  
**Communication Office** | 8th floor, Unitech Commercial Tower - 2, Sector - 45, Gurugram - 122003, Haryana  
(P) 0124-4598749 (W) [www.affle.com](http://www.affle.com); CIN: L65990DL1994PLC408172

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**EGM Notice**

**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 **Saturday, April 05, 2025 at 10:30 A.M. (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following special business:

**Special Business:**

**1. Approval of change of name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and subject to the approval of Registrar of Companies (“ROC”) and other regulatory authorities, as may be applicable, consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from “Affle (India) Limited” to “Affle 3i Limited”.

**RESOLVED FURTHER THAT** the Name Clause of the Memorandum of Association of the Company shall be altered, upon receipt of the fresh Certificate of Incorporation from the Registrar of Companies, consequent to change of name of the Company.

**RESOLVED FURTHER THAT** upon receipt of the fresh certificate of incorporation by the Registrar of Companies, consequent upon change of name, the old name “Affle (India) Limited” wherever appearing in the Memorandum of Association and Articles of Association of the Company, and other documents and places be substituted with the new name “Affle 3i Limited” as per the applicable provisions.

**RESOLVED FURTHER THAT** Chairperson, Managing Director and Chief Executive Officer, Chief Financial & Operations Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make application(s) to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.”

**2. Appointment of Ms. Reshma Prasad Virmani (DIN: 10819204) as Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Ms. Reshma Prasad Virmani (DIN: 10819204) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from February 08, 2025, in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company to hold office for a term of two (2) years, with effect from February 08, 2025 to February 07, 2027, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Reshma Prasad Virmani shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

### **3. Appointment of Dr. Hanny Kusnadi (DIN: 10996871) as Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Hanny Kusnadi (DIN: 10996871), be and is hereby appointed as an Independent Director of the Company to hold office for a term of two (2) years, with effect from April 8, 2025 to April 7, 2027, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Dr. Hanny Kusnadi shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

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

Sd/-  
**Parmita Choudhury**  
**Company Secretary & Compliance Officer**  
**Membership No. A26261**

Date: March 11, 2025  
Place: Gurugram

**Registered Office:**

Address: A47 Lower Ground Floor  
Hauz Khas, Off Amar Bhawan  
New Delhi-110016

**Notes:**

1. EGM of the Company is being conducted through VC in compliance with General Circular 09/2024 dated September 19, 2024 read with No. 9/2023 dated September 25, 2023, General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated October 7, 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 Circulars, 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 **Wednesday, April 02, 2025 (9:00 a.m. IST) and ends on Friday, April 04, 2025 (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., **Saturday, March 29, 2025**.
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, April 03, 2025, 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 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. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), shares of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular dated May 7, 2024, has mandated that shares shall be issued only in dematerialised mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical shareholders.
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 **Wednesday, April 02, 2025 (9:00 a.m. IST) and ends on Friday, April 04, 2025 (5:00 p.m. IST)**. During this period, members holding shares either in physical form or in demat form, as on Saturday, March 29, 2025 (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:**

- a) Please access the RTA’s e-voting platform at the URL: <https://evoting.kfintech.com/>.
- b) 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., 8718, USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the abovementioned URL.
- c) 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.
- d) 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

- e) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-voting Event Number) followed 8718 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.
- f) After entering these details appropriately, click on “LOGIN”.
- g) 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.
- h) You need to login again with the new credentials.
- i) On successful login, the system will prompt you to select the “EVENT” i.e., Affle (India) Limited.
- j) 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.
- k) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- l) Voting has to be done for each resolution of the EGM Notice separately. In case you do not desire to cast your vote on any specific resolution it will be treated as abstained.
- m) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- n) A confirmation box will be displayed. Click “OK” to confirm, and “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.nsdl.com">https://eservices.nsdl.com</a></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</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>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.nsdl.com">https://eservices.nsdl.com</a> (Select “Register Online for IDeAS”) or <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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:

<b>NSDL</b>	<b>CDSL</b>
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 resolutions 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 casts 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 Saturday, March 29, 2025, 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. 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.
- c. 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. Saturday, March 29, 2025, may obtain the login ID and password in the manner as mentioned below:
  1. If the mobile number of the Member is registered against Folio/ DP ID and Client ID, the Member may send SMS: MYEPWD<space>(E-Voting Event Number) + Folio No. or DP ID Client ID to **9212993399**

#### **Example for NSDL:**

MYEPWD<space> IN12345612345678

#### **Example for CDSL:**

MYEPWD<space> 1202345612345678

2. If e-mail address or mobile number of the member is registered against DP ID and Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter DP ID Client ID and PAN to generate a password.



3. In case the Member is already registered with KFintech for e-voting then they can use their existing User ID and Password for logging in and casting their vote.
  4. In case of any queries, you may refer Help or 'FAQs' and 'User Manual' for Members available at the 'Download' section on the website (bottom corner) of KFintech at <https://evoting.kfintech.com> or call KFintech Team on Toll-Free No. 1-800-3094-001 (from 9:00 A.M. to 5:00 P.M.). Members 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.
- 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, April 02, 2025 (9:00 a.m. IST) to Thursday, April 03, 2025 (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., Saturday, March 29, 2025. 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://affle.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. The facility of joining the EGM through VC / OAVM shall open 15 minutes before the scheduled time for commencement of the EGM and may be 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 cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the 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 the queries in the window provided. The window shall remain active from Wednesday, April 02, 2025 (9:00 a.m. IST) to Thursday, April 03, 2025 (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. Saturday, March 29, 2025.
- h. 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).

**Summarized information at glance**

<b>Particulars</b>	<b>Details</b>
Time and Date of EGM	Saturday, April 05, 2025 at 10:30 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	Saturday, March 29, 2025
E-voting Start time and date	Wednesday, April 02, 2025 (9:00 a.m. IST)
E-voting end time and date	Friday, April 04, 2025 (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.ndsl.com">https://eservices.ndsl.com</a> <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>
E-voting Event Number (EVEN)	8718
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:einward.ris@kfintech.com">einward.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

## **EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **Item No. 1**

Affle aims to invoke the power of its 3rd 'i' — Intelligence — as it enters its third decade to unlock greater growth and long-term sustainable value creation in both India and international markets.

In view of the above, the Company had made an application for reservation of name for change of name of the Company from “Affle (India) Limited” to “Affle 3i Limited” and has received a name availability letter from the Registrar of Companies, Ministry of Corporate Affairs, informing no objection with respect to the proposed change in the name of the Company.

The Board of Directors on March 11, 2025 has approved the change in the name of the Company “Affle (India) Limited” to “Affle 3i Limited” and the consequent alterations to the Memorandum of Association and the Articles of Association of the Company, subject to the approval of the shareholders of the Company by way of special resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

The members may further note that there is no proposal to change the objects of the Company. The proposed change in the name of the Company would not result in change of the legal status, constitution, turnover, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the members and stakeholders.

The Company has complied with Regulation 45 of the Listing Regulations, to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same, copy of which is annexed herewith as **Annexure A**.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1.

The Board of Directors recommends the resolution in relation to change of the name of the Company, as set out in Item No. 1 for approval of the members by way of Special Resolution.

### **Item No. 2**

The Board of Directors of the Company at its meeting held on February 08, 2025, has appointed Ms. Reshma Prasad Virmani (DIN: 10819204) as an Additional Director in the capacity of Independent Director, on the recommendation of Nomination & Remuneration Committee, for a term of two (2) years with effect from February 08, 2025, subject to the approval of the members of the Company. The Company has received a declaration from Ms. Reshma Prasad Virmani confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Ms. Reshma Prasad Virmani to act as Director in terms of Section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Reshma Prasad Virmani fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management.

Ms. Reshma is a management professional with about 20 years of experience in the telecom, internet services, and consumer electronics space. She has held key leadership positions at Bharti Airtel Ltd and Samsung India Electronics Ltd, driving significant business growth and delivering impactful results. She is an accomplished leader with a proven track record in marketing, data analytics, and digital product management. Her expertise lies in enhancing customer engagement, building scalable solutions, and achieving sustained profitability. She holds a graduate degree in Manufacturing Engineering from Ranchi University and a Master’s degree in Business Administration from the Indian Institute of Management, Calcutta.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a member signifying the intention to propose the candidature of Ms. Reshma Prasad Virmani as an Independent Director.

Additional information in respect of Ms. Reshma Prasad Virmani, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at **Annexure B** to this Notice. A brief profile of her is given at **Annexure C** to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 2.

The Board of Directors recommends the resolution in relation to appointment of Ms. Reshma Prasad Virmani as an Independent Director of the Company, as set out in Item No. 2 for approval of the members by way of Special Resolution.

### **Item No. 3**

The Board of Directors of the Company at its meeting held on February 08, 2025 and through Circular Resolution dated March 11, 2025 has recommended the appointment of Dr. Hanny Kusnadi (DIN: 10996871) in the capacity of Independent Director for a term of two (2) years with effect from April 08, 2025, subject to the approval of the members of the Company.

The Company has received a declaration from Dr. Hanny Kusnadi confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Dr. Hanny Kusnadi to act as Director in terms of Section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Dr. Hanny Kusnadi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management.

Dr. Hanny Kusnadi has over 20 years of extensive experience spanning both academia and industry in accounting and finance. She is currently a Senior Lecturer and the Academic Director of the MSc in Accounting program at the National University of Singapore (NUS) Business School.

Dr. Kusnadi earned her PhD in Accounting from the Hong Kong University of Science & Technology (HKUST). Her research focuses on the intersection of accounting and corporate governance, examining topics such as firm valuation, earnings management, and the accounting drivers of innovation. A dedicated educator, she has a distinguished teaching record and is an award-winning faculty member at NUS. She has also taught at HKUST and Stanford University.

Before transitioning to academia, Dr. Kusnadi spent more than a decade in the industry, holding roles such as tax consultant at a boutique CPA firm in Silicon Valley and Finance Controller in Singapore. She is a licensed Certified Public Accountant (CPA) in California and obtained her undergraduate degree (magna cum laude) in Accounting from Santa Clara University.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a member signifying his intention to propose the candidature of Dr. Hanny Kusnadi as an Independent Director.

Additional information in respect of Dr. Hanny Kusnadi, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at **Annexure B** to this Notice. Brief profile of her is given at **Annexure C** to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution in relation to appointment of Dr. Hanny Kusnadi as an Independent Director of the Company, as set out in Item No. 3 for approval of the members by way of Special Resolution.





Regd. Off.: R-4, 3rd Floor, Greater Kailash-I, New Delhi-110048, India  
 Phone: +91-11-41084299 / 41421497 •E-mail: sanjay@vsda.in •Website: www.vsda.in

Date: March 11<sup>th</sup>, 2025

**The Board of Directors,**  
 Affle India Limited  
 Add.: A47 Lower Ground Floor,  
 Off Amar Bhawan Hauz Khas,  
 New Delhi, Delhi-110016

**Sub. : Practicing Chartered Accountant's Certificate pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015**

The report is issued in accordance with the terms of our engagement letter dated 10.03.2025 for the above said work.

1. We have been requested by the management of the Affle (India) Limited ("the Company") to issue a certificate certifying the compliance of with conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Regulation") for change of the name of the Company from "Affle (India) Limited" to "Affle 3i Limited".

**Management Responsibility**

2. The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars, as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
3. The management is also responsible for ensuring that the Company complies with the requirements of the Regulation.



Regd. Office : DD-34, Basement, Kalkaji, New Delhi-110019, India  
 Branches: Kalkaji - New Delhi • Laxmi Nagar-Delhi • Chandigarh

### Practitioner's responsibility

4. Our responsibility is to provide a reasonable assurance, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes to believe that the particulars as mentioned in this certificate is not in accordance with the underlying supporting documents maintained by the Company.
5. We conduct our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control of Firms that perform Audits and Review of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

7. Based on the procedures performed as outlined above and the representations provided to us, and on the basis of information and explanations provided to us by the management, we confirm that:

Regulation	Particulars	Our Opinion
45(1)(a)	Time period of at least one year has elapsed from the last name change.	The Company has not changed its name since at least last one year period.
45(1)(b)	At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.	The Company has not changed its main activity in the preceding one year period, nor any new activity is suggested by the new name
45(1)(c)	The amount invested in the new activity/project (fixed assets + advances+ work in progress) is at least fifty percent of the assets of the listed entity.	The Company has neither changed its main activity nor invested in new activity/project.



Bifurcation of income earned by the Company under various activities as per the format	
From _____ to _____ (Please consider last four quarters)	Not Applicable, as the Company has not changed its main activity nor invested in new activity/project.
Income from prior business activity - _____ (please specify name of the activity)	
Income from new business activity - _____ (please specify name of the activity)	

**Restrictions on use**

8. The Certificate is addressed to and provided to the management of the Company and they can include it in explanatory statement of the Notice of the General Meeting or Postal Ballot and any submission to the Stock Exchange(s), Depositories and other statutory authorities for obtaining the approval, as may be required and should not be used by any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For VSD & Associates**

Chartered Accountants

Firm Registration No. 008726N

**Sanjay Sharma**

F.C.A., Partner

Membership No. 087382

**UDIN: 25087382BMJRHE5097**



Place: New Delhi

Dated: 11.03.2025

## Details of Director seeking appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Ms. Reshma Prasad Virmani	Dr. Hanny Kusnadi
Date of Birth	January 12, 1981	October 28, 1980
Age	44 years	44 years
Date of appointment	February 08, 2025	April 08, 2025
Relationship with Directors and Key Managerial Personnel	Not applicable	Not applicable
Expertise in specific functional area	<p>Ms. Reshma Prasad Virmani is a management professional with about 20 years of vast experience in the telecom, internet services, and consumer electronics space. She has held key leadership positions at Bharti Airtel Ltd and Samsung India Electronics Ltd, driving significant business growth and delivering impactful results.</p>	<p>Dr. Hanny Kusnadi has over 20 years of extensive experience spanning both academia and industry in accounting and finance. She is currently a Senior Lecturer and the Academic Director of the MSc in Accounting program at the National University of Singapore (NUS) Business School.</p> <p>Before transitioning to academia, Dr. Kusnadi spent more than a decade in the industry, holding roles such as tax consultant at a boutique CPA firm in Silicon Valley and Finance Controller in Singapore.</p>
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	<p>Ms. Reshma possesses the requisite skills / expertise / competencies for her appointment as the Independent Director of the Company.</p> <p>She is an accomplished leader with a proven track record in marketing, data analytics, and digital product management. She has held key leadership positions, driving significant business growth and delivering impactful results.</p>	<p>Dr. Hanny Kusnadi possesses the requisite skills / expertise / competencies for her appointment as the Independent Director of the Company.</p> <p>She is currently a Senior Lecturer and the Academic Director of the MSc in Accounting program at the National University of Singapore (NUS) Business School. A dedicated educator, she has a distinguished teaching record and is an award-winning faculty member at NUS. She has also taught at HKUST and Stanford University.</p>
Qualification(s)	<p>Ms. Reshma has a graduate degree in Manufacturing Engineering from Ranchi University and a master's in business administration (MBA) from the Indian Institute of Management, Calcutta.</p>	<p>Dr. Kusnadi earned her PhD in Accounting from the Hong Kong University of Science &amp; Technology (HKUST).</p> <p>She is a licensed Certified Public Accountant (CPA) in California and obtained her</p>

		undergraduate degree (magna cum laude) in Accounting from Santa Clara University.
Details of remuneration to be paid, if any	Ms. Reshma will be entitled to sitting fees as determined by the Board from time to time for attending Board / Committee meetings thereof in accordance with the provisions of Companies Act, 2013.	Dr. Kusnadi will be entitled to sitting fees as determined by the Board from time to time for attending Board / Committee meetings thereof in accordance with the provisions of Companies Act, 2013.
Board membership of other companies	-	-
Listed entities from which the person has resigned in the past three years	-	-
Chairmanships/ Memberships of the Committees of Company	-	-
Chairmanships/ Memberships of the Committees of other public limited companies	-	-
Shareholding of Non-Executive Directors including shareholding as a beneficial owner	-	-

**Brief profile of Directors seeking appointment**

**Ms. Reshma Prasad Virmani**

Ms. Reshma Prasad Virmani is a management professional with about 20 years of experience in the telecom, internet services, and consumer electronics space. She has held key leadership positions at Bharti Airtel Ltd and Samsung India Electronics Ltd, driving significant business growth and delivering impactful results.

She is an accomplished leader with a proven track record in marketing, data analytics, and digital product management. Her expertise lies in enhancing customer engagement, building scalable solutions, and achieving sustained profitability.

She has a graduate degree in Manufacturing Engineering from Ranchi University and a Master's in Business Administration from the Indian Institute of Management, Calcutta

**Dr. Hanny Kusnadi**

Dr. Hanny Kusnadi has over 20 years of extensive experience spanning both academia and industry in accounting and finance. She is currently a Senior Lecturer and the Academic Director of the MSc in Accounting program at the National University of Singapore (NUS) Business School.

Dr. Kusnadi earned her PhD in Accounting from the Hong Kong University of Science & Technology (HKUST). Her research focuses on the intersection of accounting and corporate governance, examining topics such as firm valuation, earnings management, and the accounting drivers of innovation. A dedicated educator, she has a distinguished teaching record and is an award-winning faculty member at NUS. She has also taught at HKUST and Stanford University.

Before transitioning to academia, Dr. Kusnadi spent more than a decade in the industry, holding roles such as tax consultant at a boutique CPA firm in Silicon Valley and Finance Controller in Singapore. She is a licensed Certified Public Accountant (CPA) in California and obtained her undergraduate degree (magna cum laude) in Accounting from Santa Clara University.