

# KIRAN SHARMA & CO.

## *Company Secretaries*

**SECRETARIAL COMPLIANCE REPORT of  
AFFLE (INDIA) LIMITED  
for the year ended 31<sup>st</sup> March, 2020**

I, Kiran Sharma, Practicing Company Secretary have examined:

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

for the year ended 31<sup>st</sup> March, 2020 ("Review Period") in respect of compliance with the provisions of:

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

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

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 \*;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014\*;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008\*;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013\*;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 \*;

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

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

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

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

- (b) The listed entity has maintained proper records under the provisions of above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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





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

This being the first reporting since the Company got listed on 8<sup>th</sup> August, 2019 reporting on actions to comply with the observations made in previous reports is not applicable.

Place: New Delhi  
Date: 30.05.2020



For Kiran Sharma & Co.,  
Company Secretaries

**Kiran Sharma**  
**Proprietor**

M.No. : 4942

C.P No.: 3116

**UDIN: F004942B000304604**