

# KIRAN SHARMA & CO.

## **Company Secretaries** COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), PART III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modifications thereof)

To

**Affle (India) Limited**  
A47 Lower Ground Floor  
Hauz Khas, Off Amar Bhawan  
New Delhi-110016

Dear Sir/Ma'am,

**Practicing Company Secretary's Certificate on the compliance with the requirements of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the "ICDR Regulations"), in relation to proposed preferential issue of 69,00,000 (Sixty Nine Lakhs) equity shares of face value of Rs. 2/- each ("Equity Share") by Affle (India) Limited ("the Company")**

1. We have been requested by the Management of Affle (India) Limited ("the Company") having CIN L65990DL1994PLC408172 and having its registered office at A47 Lower Ground Floor, Hauz Khas, Off Amar Bhawan, New Delhi-110016 to certify that the proposed preferential issue of 69,00,000 (Sixty Nine Lakh) equity shares of face value Rs.2/- each with an issue price of Rs. 1085.54/- (Rupees One Thousand Eighty Five point five four) (including a premium of Rs. 1083.54/- per equity share) for an aggregate amount of up to Rs. 749,02,26,000 (Rupees Seven Hundred Forty Nine Crores Two Lakhs Twenty Six Thousand) ("Proposed Preferential Issue" or "Proposed Issue") is in compliance with the requirements of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the "ICDR Regulations").
2. The Proposed Preferential Issue is approved by the Board of Directors of the Company in its Meeting held on October 26, 2023 and is subject to approval of the shareholders. The Proposed Issue is in compliance with the requirements of "Chapter V - Preferential Issue" of the ICDR Regulations and the applicable provisions of the Companies Act, 2013 ("the Act") and rules framed thereunder. As per the applicable provisions of ICDR Regulations, the Company shall place this Certificate before the Extra Ordinary General Meeting of the Shareholders to be held on November 17, 2023 and will also upload this Certificate on the website of the Company. The Preferential offer shall be made to the following proposed Allottees:

Sr.	Name of the Proposed Allottee	Number Shares to be issued
1.	Gamnate Pte. Ltd.	69,00,000

3. The accompanying statement set out contains the following annexures:

- (a) **Annexure A:** Application for "In-principle approval" prior to issue and allotment of equity shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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- (b) **Annexure B:** The workings for arriving at such minimum issue price for Proposed Preferential Issue as prepared by the Management.

### **Management's Responsibility**

4. The preparation of the accompanying Statement, including the preparation and maintenance of relevant supporting records and documents, is the responsibility of the Management of the Company. This responsibility includes designing, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis for preparation and making judgments and estimates that are reasonable in the circumstances.
5. Management is also responsible for providing all relevant information to the SEBI, BSE Limited and National Stock Exchange of India Limited.
6. The Management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:
- (a) Determination of the relevant date, being the date thirty days prior to the date on which the meeting of Shareholders is held to consider the proposed preferential issue;
- (b) Determination of the minimum price of equity shares:
- Pursuant to Regulation 164 (1) of ICDR Regulations, the higher of the following:
    - (i) The 90 trading days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
    - (ii) The 10 trading days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
  - Pursuant to Regulation 164(4) of 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.
- (Since the preferential issue is proposed to be made to qualified institutional buyers not exceeding five in number, Regulation 164(4) shall be applicable.)*
- (c) Regulation 164(1) states that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. The Article of Association of the Company does not provide for a method of determination for valuation of shares which results in a floor price higher than that determined under ICDR Regulations.
- (d) Compliance of the applicable laws and ensuring the authenticity of documents and Information furnished.
- (e) Compliance with the requirements of the ICDR Regulations.



## Practicing Company Secretary's Responsibility

7. Pursuant to the requirements of Regulation 163(2) of Chapter V of the ICDR Regulations, as amended, it is our responsibility to provide limited assurance that the proposed preferential issue of equity shares to the proposed allottee as mentioned above, are being made in accordance with the requirements of "Chapter V- Preferential Issue" of the ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.
8. On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company ("Management"), as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue. More specifically, we have performed the following procedures to confirm the compliance with required conditions:
  - (a) Reviewed the Memorandum of Association and Articles of Association of the Company and the Articles of Association of the Company
  - (b) Reviewed the present capital structure including the details of the authorised, subscribed, issued, paid up share capital of the Company along with the shareholding pattern.
  - (c) Obtained certified copy of resolutions of the Board of Directors of the Company (the "Board") dated October 26, 2023 approving the issuance of 69,00,000 (Sixty Nine Lakh) equity shares with an issue price of Rs. 1085.54/- (Rupees One Thousand Eighty Five point five four) aggregating to an amount upto Rs. 749,02,26,000 (Rupees Seven Hundred Forty Nine Crores Two Lakhs Twenty Six Thousand) for cash.
  - (d) Reviewed the list of proposed allottee(s).
  - (e) Obtained and read the notice dated October 26, 2023 of the ensuing Extraordinary General Meeting that is proposed to be held on November 17, 2023, containing the proposed special resolution and the corresponding explanatory statement under Section 102 of the Act seeking approval of the members of the Company for preferential issue, including the following:
    - (i) the objects of the proposed preferential issue;
    - (ii) the maximum number of equity shares to be issued;
    - (iii) the intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer;
    - (iv) the shareholding pattern of the issuer before and after the proposed preferential issue;
    - (v) the time frame within which the proposed preferential issue shall be completed;
    - (vi) the 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 except in the case of listed company, mutual fund, scheduled commercial bank, Insurance company registered with the Insurance Regulatory and Development Authority of India where the regulation exempts disclosure of ultimate beneficial owner of such proposed allottees;
    - (vii) the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue;
    - (viii) undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so; undertaking that if the amount payable on account of the re-computation of price is not paid within the time



- stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees;
- (ix) disclosures specified in Schedule VI of the ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower;
  - (x) the current and proposed status of the allottee(s) post the preferential issues namely, non-promoter.
- (f) verified the lock-in period as required under Regulation 167 of the ICDR Regulations is mentioned in the Explanatory Statement annexed to the EGM notice.
  - (g) verified the terms for payment of consideration and allotment as required under regulation 169 of the regulations.
  - (h) checked the computation of the minimum issue price of Equity Shares to be allotted in Preferential issue is in accordance with the ICDR Regulations. The Minimum issue Price for the proposed Preferential issue of the Company, based on Chapter V of the ICDR Regulations, have been worked out at Rs. 1,078.73 per equity share. With respect to compliance with minimum price for proposed preferential issue in accordance with Regulation 164 (4) of the ICDR Regulations, we have issued our certificate dated October 26, 2023;
  - (i) noted the Relevant Date is October 18, 2023, being thirty days prior to the date on which the resolution to be passed by shareholders' resolution;
  - (j) verified that promoter(s) or the promoter group has not failed to exercise any warrants of the Company which were previously subscribed by them; - Not Applicable
  - (k) Valuation report of Independent Registered Valuer for pricing of infrequently traded shares; - Not Applicable
  - (l) Since there is no change in control or allotment of more than 5% of the post issue diluted share capital of the Company, there is no requirement of a valuation report of an Independent Registered Valuer for determining the price of shares;
  - (m) confirmation of payment of Annual listing fees for the financial year 2023-2024 in respect of equity shares of the Company listed on BSE Limited and National Stock Exchange of India Limited;
  - (n) confirmed that Pre-Preferential Issue shareholding of the Proposed Allottee are held in dematerialized form; - **Not Applicable**
  - (o) verified the Permanent Account Number ("PAN") of Proposed Allottee subscribing to the Preferential Issue from the copy of PAN card; and
  - (p) conducted relevant management inquiry and obtained representation from the Management in this regard.

## Conclusion

Based on our examination of such information/documents, explanation and written representations furnished to us by the management and employees of the Company and to the best of our knowledge and belief, we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Chapter V of the ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder except with respect special resolution of shareholders which is expected to be passed in the ensuing Extra Ordinary General Meeting.

Accordingly, we confirm that the proposed preferential issue is being made in accordance with the requirements contained in the ICDR Regulations.

## Restriction on Use

This Certificate is issued solely for the purpose of making proposed preferential issue and all other matters in connection with the issue. Accordingly, we do not accept or assume any liability or any duty of



care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for any events or circumstances occurring after the date of this Certificate.

For **Kiran Sharma & Co.,**  
**Company Secretaries**



**Kiran Sharma**  
**(Proprietor)**



**Membership No. FCS 4942**  
**C.P No. 3116**

**UDIN: F004942E001458757**

**Date: 26/10/2023**  
**Place: Delhi**

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

**Sub: Application for “In-principle approval” prior to issue and allotment of 69,00,000 equity on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

We, Kiran Sharma & Co., Company Secretaries, have verified the relevant records and documents of Affle (India) Limited (“the Company”) with respect to the proposed preferential issue by the Company as per Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the “ICDR Regulations”), and certify that:

- Gamnat Pte. Ltd., the proposed allottee has not sold any equity shares of the Company during the 90 trading days preceding the relevant date. ~~Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the Company during the 90 trading days preceding the relevant date.~~
- Gamnat Pte. Ltd. does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- The pre-preferential shareholding of each of proposed allottee has been locked in accordance with Regulation 167 (6) of the ICDR Regulations. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder: **Not Applicable.**

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		

(\*) client id/ folio no in case allottee hold the securities in physical form

- None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of the ICDR Regulations. **Not Applicable.**
- The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the Company has complied



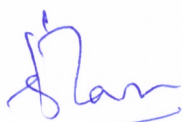
with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.

- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the Company. It is further confirmed that the Articles of the Company does not provide for any method for determination of the price.
- g) ~~The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. \_\_\_\_\_ is more than 5% of the post issue fully diluted share capital of the issuer.~~

OR

The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2022-23, is less than 5% of the post issue fully diluted share capital of the issuer.

For Kiran Sharma & Co.,  
Company Secretaries



**Kiran Sharma**  
(Proprietor)



Membership No. FCS 4942  
C.P No.3116

UDIN: F004942E001458757

Date: 26.10.2023  
Place: New Delhi

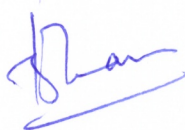
**Annexure B**

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

**Sub: Application for “In-principle approval” prior to issue and allotment of 69,00,000 equity shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. We, Kiran Sharma & Co., Company Secretaries, hereby certify that the minimum issue price for the proposed preferential issue of Affle (India) Limited, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at **Rs. 1,078.73 per equity share**.
2. The relevant date for the purpose of preferential issue of the Company is **October 18, 2023**.
3. We hereby certify that the Articles of Association of the issuer does not provide for a method or determination which results in a floor price higher than that determined under ICDR Regulations.
4. The working for arriving at such Floor Price is attached herewith as **Annexure-I**.
5. The equity shares of the issuer during the 240 trading days preceding the relevant date are “frequently traded” on the National Stock Exchange (“NSE”).
6. The highest trading volume in respect of the equity shares of the issuer was recorded during the preceding 90 trading days prior to the relevant date on the National Stock Exchange (“NSE”).

**For Kiran Sharma & Co.,  
Company Secretaries**



**Kiran Sharma  
(Proprietor)**



**Membership No. FCS 4942  
C.P.No. 3116**

**UDIN: F004942E001458757**

**Date: 26.10.2023  
Place: New Delhi**



## Pricing Methodology

1. This certificate is prepared considering the minimum pricing formula prescribed for the purpose of such preferential allotment by the "pricing guidelines" in SEBI (Issue of Capital and Disclosure Requirement, 2018) ("ICDR Regulations").
2. Relevant Date under Regulation 161 of ICDR Regulations

For the purpose of this Chapter, "relevant date" means:

- a. In case of preferential issue of equity shares, the date thirty days prior to, the date on which the meeting of shareholders is held to consider the proposed preferential issue.
- b. In case of a preferential issue of convertible securities, either the relevant date referred to in clause (a) of this regulation or a date thirty days prior to the date on which the holders of the convertible securities become entitled to apply for the equity shares.

**For the purpose of the preferential allotment for which this certificate is issued, we are informed by the Company that the relevant date is October 18, 2023.**

3. Regulation 164(1) of ICDR Regulations provides that:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

4. As per Regulation 164 (4) of the ICDR Regulations, if a preferential issue 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.

5. Regulation 164(5) defines "frequently traded" as one in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten percent of the total number of shares of such class of the issuer. Based on this, the shares of the Company are "frequently traded" on the National Stock Exchange ("NSE"), also the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date on the NSE.

6. Further, the Article of Association of the Company doesn't provide any method for determination of the minimum price for issuance of shares.



In accordance with the above mentioned ICDR Regulations, our working of price is based on the 10 trading days volume weighted average price (“VWAP”) of the equity shares of the Company quoted on the NSE.

The Floor Price for the preferential issue of the Company shall be the following:

S. No.		Price (Rs.)	Annexure
1.	the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date	1,078.73	Refer Annexure I for the detailed working
	<b>Floor Price (Rs.)</b>	<b>1,078.73</b>	



## Annexure I

### Calculation of trading days Volume Weighted Average Price

Days	Date of Trading Days	Aggregate Daily Turnover (Rs.)	Total Number of Shares Traded
1	17-Oct-23	168,470,620	157,828
2	16-Oct-23	116,958,436	109,831
3	13-Oct-23	99,188,702	91,964
4	12-Oct-23	149,762,466	137,614
5	11-Oct-23	197,639,047	183,760
6	10-Oct-23	181,918,018	171,194
7	9-Oct-23	128,703,879	120,096
8	6-Oct-23	231,789,372	212,894
9	5-Oct-23	95,822,159	87,068
10	4-Oct-23	108,339,855	98,424
	<b>Total</b>	<b>1,478,592,552</b>	<b>1,370,673</b>
		<b>10 Days VWAP*</b>	<b>Rs. 1,078.73</b>

*\*VWAP= Total Aggregate Daily Turnover/ Total Number of Shares Traded*

$$\text{VWAP} = \frac{1,478,592,552}{1,370,673}$$

$$= \text{Rs. } 1,078.73$$

