

KIRAN SHARMA & CO.

Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF
AFFLE 3i LIMITED
(Formerly known as AFFLE (INDIA) LIMITED)
For the year ended 31st March, 2025

I, Kiran Sharma, Practicing Company Secretary have examined:

- all the documents and records made available to me and explanation provided by **Affle 3i Limited (formerly known as Affle (India) Limited)** (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2025 (“**Review Period**”) in respect of compliance with the provisions of:

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

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

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018*;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021*;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/guidelines issued thereunder;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/guidelines issued thereunder;

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

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

S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviation	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/Remarks of the Practising Company Secretaries	Management Response	Remarks
1.	The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website:	Regulation 23(9) of SEBI (Listing Obligations & Disclosure Requirements), 2015. (LODR Regulations)	The Company had disclosed related party transactions on a consolidated basis without the transactions with/between subsidiaries.	Securities and Exchange Board of India ('SEBI')	Issuance of Administrative Warning	(a) The Company had failed to disclose the related party transactions as per Reg. 23(9) of LODR Regulations read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and SEBI Master Circular for LODR Regulations dated July 11, 2023. (b) The Company had revised half yearly disclosures of related party transactions for the aforementioned periods on September 13, 2024 to include the related party transactions with the subsidiaries of the company only after queries raised by NSE.	NA	The Company had filed revised related party disclosures for the half year ended September 30, 2022, March 31, 2023, September 30, 2023 and March 31, 2024, disclosed the warning letter to the stock exchanges on November 05, 2025 and also placed the letter at the meeting of Board of Directors held on November 9, 2024. Hence there are no further observations.	The Company has filed the revised disclosures with the Exchange for the half year ended September 30, 2022, March 31, 2023, September 30, 2023 and March 31, 2024 on September 13, 2024.	There is no impact on the financial, operation or other activities of the Company and except the warning letter, no other action has been taken by the SEBI.

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

S. No.	Compliance Requirement (Regulation)	Regulation/Circular No.	Deviation	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/Remarks of the Practising	Management Response	Remarks



ns/circulars/guidelines including specific clause)								g Compan y Secretari es	e
Not applicable during the review period									

and based on the above examination, I hereby confirm the following for the review period:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ remarks of the Practicing Company Secretary
1.	<u>Secretarial Standards:</u> The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes Yes Yes	
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	<u>To examine details related to Subsidiaries of listed entity:</u> a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6.	<u>Preservation of Documents:</u> The listed entity is preserving and		



	maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8.	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes NA	The listed entity has obtained prior approval of the Audit Committee for all related party transactions.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges(including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	The Company had failed to disclose the related party transactions as per Reg. 23(9) of LODR Regulations read with SEBI Circular SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021 and SEBI Master Circular for LODR Regulations dated July 11, 2023. A warning letter dated November 4, 2024 was issued by SEBI. The Company had taken all necessary action as directed in the warning letter.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the	NA	Statutory Auditor has not resigned during the financial year.



	listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by the listed entity.		
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date:22.05.2025
Place: New Delhi



For Kiran Sharma & Co.
Company Secretaries

Kiran Sharma

Kiran Sharma
M. No.: F4642
COP No.: 3116
UDIN: F004942G000401492