AFFLE/SAST/2026-27 July 08, 2026

To

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

Sub: Disclosure under Regulation 31 (1) SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011- Revised

Dear Sir/ Madam,

This is with reference to the email dated July 3, 2026 received from BSE and further to our intimation dated June 12, 2026, regarding Regulation 31(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the revised disclosure submitted by the Promoter and Promoter Group of Affle 3i Limited.

As directed by BSE, the following changes are made in the disclosure:

1. The disclosure is provided in the updated format as per SEBI Master Circular for Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations"), dated February 16, 2023.

2. A separate column is added in the point 3 of the format as – "Reason for encumbrance", as per the updated format.

3. The names of the lenders are also provided under details of the entity in whose favour shares are being encumbered.

Submitted for your information and records.

Thanking you,

Yours Faithfully,
For Affle 3i Limited
(Formerly known as Affle (India) Limited)

Parmita Choudhury
Digitally signed by Parmita Choudhury
Date: 2026.07.08 17:31:33 +05'30'

Parmita Choudhury
Company Secretary & Compliance Officer

Encl: As above

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Affle 3i Limited
Names of the Stock Exchanges where the shares of the target company are listed	National Stock Exchange of India Limited & BSE Limited
Date of reporting	July 8, 2026
Name of the promoter or PAC on whose shares encumbrance has been created/~~released/invoked~~	AGPL Pte. Ltd. and Affle Holdings Pte. Ltd.
Details of the creation/invocation/release of encumbrance:	

Name of the promoter(s) or PACs with him(**)	Promoter holding in the target company (1)			Promoter holding already encumbered (2)			Details of events pertaining to encumbrance (3)						Post event holding of encumbered shares {creation (2)+(3)] / release [(2)- (3)] / invocation [(2)- (3)]}	
	No. of shares	% of total share capital	% w.r.t diluted share capital (*)	No. of shares	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ ~~invocation release of encumbrance~~	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reason for encumbrance	No. of shares	% of total share capital	Name of the entity in whose favor shares encumbered	No. of shares	% of total share capital
AGPL Pte. Ltd.	20089555	14.27	14.27	Nil	Nil	Creation	05.06.2026	Non-disposal undertaking	Refer to annexure 1 attached	20089555	14.27	1. Axis Trustee Services Limited ("Security Agent") 2. Axis Trustee Services Limited, GIFT City branch ("Facility Agent") (Please refer	20089555	14.27

												note 1 & 2 given below) 3. The Hongkong and Shanghai Banking Corporation Limited, Singapore branch and Citibank N.A. , Singapore Branch (“Original Lenders”)		
Affle Holdings Pte. Ltd.	57215465	40.64	40.64	Nil	Nil	Creation	05.06.2026	Non-disposal undertaking	Refer to annexure 1 attached	57215465	40.64	1. Axis Trustee Services Limited (“Security Agent”) 2. Axis Trustee Services Limited, GIFT City branch (“Facility Agent”) (Please refer note 1 & 2 given below) 3. The Hongkong and Shanghai Banking	57215465	40.64

												Corporation Limited, Singapore branch, and Citibank N.A. , Singapore Branch (“Original Lenders”)		
Anuj Khanna Sohum	160	0	0	Nil	Nil	-	-	-		-	-	-	-	-
AGPL Pte. Ltd. (5 shares held by Anuj Kumar and 15 shares held by Kapil Mohan Bhutani as Nominee shareholders of AGPL)	20	0	0	Nil	Nil	-	-	-		-	-	-	-	-

Signature of the Authorized Signatory:

Place: Singapore

Date: July 8, 2026

(**) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

(*) Total share capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

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Notes:

1. A facility agreement dated June 5, 2026 has been entered amongst (a) AGPL Pte. Ltd. ("Borrower"), (b) Affle Holdings Pte. Ltd. ("Guarantor") (c) Axis Trustee Services Limited, GIFT City branch (as facility agent) ("Facility Agent"), (d) Axis Trustee Services Limited (as security agent) ("Security Agent") and (e) The Hongkong and Shanghai Banking Corporation Limited, Singapore branch, Citibank N.A. , Singapore Branch ("Original Lenders").

2. Under the terms of the Facility Agreement, the Borrower and the Guarantor have agreed to the below mentioned provisions which constitute non-disposal / encumbrance restrictions and are treated as 'encumbrance' under SAST:

Clause 8.3(c) – Mandatory Prepayment on change of control or stock suspension
Clause 8.4 – Mandatory prepayment on share sale or disposal of assets
Clause 22.7(a) – Negative pledge
Clause 22.8(b) – Disposals

As on the date of the Facility Agreement:

- The Borrower owns 2,00,89,555 shares of the Affle 3i Limited ("**ListCo**") constituting 14.27% of the total issued capital (fully diluted basis);
- The Guarantor owns 5,72,15,465 shares of the ListCo constituting 40.65% of the total issued capital (fully diluted basis).

Collectively, the Borrower and Guarantor hold 7,73,05,020 fully paid-up equity shares ("**ListCo Shares**"), constituting 54.99% of the issued and paid-up share capital of the ListCo.

No direct pledge has been created over the shares of the ListCo.

Annexure 1

Format for disclosure of reasons for encumbrance

Name of listed company	Affle 3i Limited
Name of the recognised stock exchanges where the shares of the company are listed	National Stock Exchange of India Limited and BSE Limited
Name of the promoter(s) / PACs whose shares have been encumbered	1. Affle Holdings Pte. Ltd. 2. AGPL Pte. Ltd.
Total promoter shareholding in the listed Company	No. of shares – 77,305,180 (and 20 shares held by Nominee shareholders of AGPL) % of total share capital -54.91%
Encumbered shares as a % of promoter shareholding	100%
Whether encumbered share is 50% or more of promoter shareholding	YES ~~/ NO~~
Whether encumbered share is 20% or more of total share capital	YES ~~/ NO~~

Details of all the existing events/ agreements pertaining to encumbrance

Date of creation of Encumbrance		June 5, 2026
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Non-disposal undertaking
No. and % of shares encumbered		2,00,89,555 shares (14.27%) of AGPL Pte. Ltd. and 5,72,15,465 shares (40.64%) of Affle Holdings Pte. Ltd.
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	A facility agreement dated June 5, 2026 has been entered amongst (a) AGPL Pte. Ltd. ("Borrower"), (b) Affle Holdings Pte. Ltd. ("Guarantor") (c) Axis Trustee Services Limited, GIFT City branch (as facility agent) ("Facility Agent"), (d) Axis Trustee Services Limited (as security agent) ("Security Agent") and (e) The Hongkong and Shanghai Banking Corporation Limited, Singapore branch, Citibank N.A. , Singapore Branch ("Original Lenders"). Encumbrance is created in favour of the following entities: 1. Axis Trustee Services Limited ("Security Agent") 2. Axis Trustee Services Limited, GIFT City branch ("Facility Agent") 3. The Hongkong and Shanghai Banking Corporation Limited, Singapore branch and Citibank N.A. , Singapore Branch ("Original Lenders")

	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES/ ~~NO~~
	Names of all other entities in the agreement	Listed company and its group companies (if any) 1. AGPL Pte. Ltd. (“Borrower”) 2. Affle Holdings Pte. Ltd (“Guarantor”) **<u>Other entities</u>** 1. Axis Trustee Services Limited (“Security Agent”) 2. Axis Trustee Services Limited, GIFT City branch (“Facility Agent”) 3. The Hongkong and Shanghai Banking Corporation Limited, Singapore branch and Citibank N.A., Singapore Branch (“Original Lenders”) 4. Standard Chartered Bank (Singapore) Limited
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	~~YES /~~ NO If yes, 1. Name of the issuer 2. Details of the debt instrument 3. Whether the debt instrument is listed on stock exchanges? 4. Credit Rating of the debt instrument 5. ISIN of the instrument
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	None
	Amount involved (against which shares have been encumbered) (B)	
	Ratio of A / B	
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	Borrowed amount USD 80 million with incremental facility upto USD 170 million a) Buy back of shares at the Promoter Group from Non Promoter Shareholders. Repayment of loan at Promoter Group Company or Secondary Purchase of listed Company shares, maximum USD 70 million. b) Preferential issuance of capital instruments for minimum value of USD 90 million

Signature of Authorised Signatory:

Place: Singapore