

ATSL/CO/26-27/1520
June 09, 2026

1. Department of Corporate Services,
BSE Limited
Floor 25, P J Towers,
Dalal Street,
Mumbai - 400 001
2. National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
3. CC: AFFLE 3I LIMITED
A47 Lower Ground Floor, Off Amar Bhawan Hauz Khas
New Delhi South Delhi - 110016
Delhi

Sub: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Ma'am,

This disclosure is being made by Axis Trustee Services Limited, GIFT City branch and Axis Trustee Services Limited in relation to the creation of indirect encumbrance over the shares of Affle 3i Limited ("**ListCo**").

We hereby inform you that a facility agreement dated 5 June 2026 ("**Facility Agreement**") has been entered amongst others (a) AGPL Pte. Ltd. (as borrower) ("**Borrower**"), (b) Affle Holdings Pte. Ltd. (as guarantor) ("**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 (c) the lenders thereunder (as original lenders), for the purposes of availing a facility by the borrower from the original lenders.

As on the date of the Facility Agreement:

- The Borrower owns 2,00,89,555 shares of the 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.

Pursuant to the requirements of Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended till date), please find attached the disclosure (as set out in **Annexure A**) in respect of the indirect encumbrance over the ListCo Shares for the benefit of certain lenders and other finance parties, as described in Annexure A.

No direct pledge has been created over the ListCo Shares.

We further clarify that we do not hold any beneficial interest in the ListCo Shares and act only in the capacity of Facility Agent and Security Agent.



Kindly take the same on record.

Yours faithfully,
For **Axis Trustee Services Limited, GIFT City branch as the Facility Agent**

Authorized Signatory

Yours faithfully,
For **Axis Trustee Services Limited as the Security Agent**

Authorized Signatory
Name: Anil Maru



ANNEXURE A

Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A - Details of the Acquisition

Name of the Target Company (TC)	Affle 3i Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Axis Trustee Services Limited, GIFT City branch (as facility agent) and Axis Trustee Services Limited (as security agent)		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:	Nil	Nil	Nil
(a) Shares carrying voting rights	Nil	Nil	Nil
(b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
(c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting	Nil	Nil	Nil



rights in the TC (specify holding in each category)			
(e) Total (a+b+c+d)	Nil	Nil	Nil
Details of acquisition	Nil	Nil	Nil
(a) Shares carrying voting rights acquired			
(b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	Nil	Nil	Nil
(d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	7,73,05,020 #	54.99#	54.49#
(e) Total (a+b+c+d)	7,73,05,020 #	54.99#	54.49#
After the acquisition, holding of acquirer along with PACs of:	Nil	Nil	Nil
(a) Shares carrying voting rights			
(b) VRs otherwise than by equity shares	Nil	Nil	Nil
(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
(d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	7,73,05,020 #	54.99#	54.49#
(e) Total (a+b+c+d)	7,73,05,020 #	54.99#	54.49#
Mode of acquisition (e.g. open market/public issue/rights)	Encumbrance. Please see note # below.		

Registered Office:

Axis House, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli Mumbai - 400 025

Corporate Office:

The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai-400 028

Tel No.: 022-62300451 Fax No.: 022-6230 0700 Website- www.axistrustee.com

Corporate Identify Number: U74999MH2008PLC182264 | MSME Registered UAN: MH190046029



AXIS TRUSTEE

issue/preferential allotment/inter-se transfer/encumbrance, etc.)	
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not applicable
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC.	05 June 2026 (date of creation of encumbrance)
Equity share capital / total voting capital of the TC before the said acquisition	14,07,69,384 fully paid up equity shares
Equity share capital/ total voting capital of the TC after the said acquisition	14,07,69,384 fully paid up equity shares
Total diluted share/voting capital of the TC after the said acquisition	14,18,73,978 (14,07,69,384 fully paid up equity shares + 10,77,594 shares underlying outstanding convertible securities) equity shares

Note-#

AGPL Pte. Ltd. ("**Borrower**") has availed certain financial indebtedness ("**Facility**") pursuant to the terms and conditions set out in the facility agreement dated 5 June 2026 entered into, *inter alia*, between (a) the Borrower, (b) Affle Holdings Pte. Ltd. (as guarantor) ("**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 (c) the lenders thereunder (as original lenders) ("**Facility Agreement**").

Pursuant to the terms and conditions set out in (a) the Facility Agreement; and (b) security documents entered into between the Guarantor and the Security Agent ("**Shares Security**"), the Guarantor has created a security over 100% of the shares in Borrower in favour of the Security Agent.

Further under the terms of the Facility Agreement, the Borrower and the Guarantor has 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.

This disclosure is being made by the Facility Agent and the Security Agent in relation to the creation of indirect encumbrances by the Borrower and the Guarantor over the ListCo Shares.

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



Part-B***

Name of the Target Company: Affle 3i Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Axis Trustee Services Limited acting in its capacity as the security agent for lender(s) to AGPL PTE. LTD.	No	

For Axis Trustee Services Limited

Signature of the Authorised Signatory

Name: Anil Maru
Designation: Senior Manager
Place: Dadar, Mumbai
Date: 09th June 2026

Note:

- (*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the shareholding pattern for the quarter ended 31 March 2026 as publicly disclosed by the Target Company.
- (**) 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.
- (***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.