



AIL/AGM/2021-22

September 24, 2022

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-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: AFFLE
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Subject : Scrutinizer's Report for the 27th Annual General Meeting of the Company

Dear Sir/Madam,

With reference to the captioned subject, and pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, please find enclosed herewith the Scrutinizer's Report on the e-voting on the resolutions set out in the notice of the 27th Annual General Meeting of the Company held on September 23, 2022 at 10:30 A.M.(IST), through Video Conferencing.

Kindly take the above information on records.

Thanking you,

For Affle (India) Limited

Parmita Choudhury
Company Secretary & Compliance Officer

Encl: As above

Affle (India) Limited

Regd. Office | 102, Wellington Business Park-I, Off Andheri Kurla Road, Marol, Andheri (East), Mumbai – 400059
Communication Office | 11th Floor, BPTP Centra One, Golf Course Road Extension, Sector-61, Gurugram - 122011, Haryana
(P) 0124-4598749 (W) www.affle.com CIN: L65990MH1994PLC080451

KIRAN SHARMA & CO.

Company Secretaries

MGT-13

Scrutinizer's Report

To,

Chairperson

AFFLE (INDIA) LIMITED

102, Wellington Business Park-I,

Off Andheri Kurla Marol,

Andheri (East)

Mumbai City-400059

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 27th Annual General Meeting of Affle (India) Limited held on September 23, 2022 at 10:30 A.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Kiran Sharma, proprietor of M/s. Kiran Sharma & Co., Practicing Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Affle (India) Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and as per MCA General Circular No. 02/ 2022 dated May 05, 2022 read with General Circular No. 02/ 2021 dated January 13, 2021, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 14/ 2020 dated April 8, 2020 and in accordance with the Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI") commonly referred to as ("MCA & SEBI CIRCULARS") to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 27th Annual General Meeting ("AGM") of Affle (India) Limited on September 23, 2022 at 10:30 A.M. (IST) through VC / OAVM.



As mentioned in the Notice the proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM, notwithstanding the fact that due approval had been received from Regional Director (Western Region) for shifting the Registered Office from Mumbai, Maharashtra to NCT of Delhi after sending of this Notice

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated 6th August, 2022, as confirmed by the Company, were sent to those Members whose email addresses were registered with the Company/Depositories, in compliance with the MCA General Circular No. 02/ 2022 dated May 05, 2022 read with other applicable MCA & SEBI CIRCULARS in respect of the below mentioned resolutions, (required to be) passed at the AGM of the Company through electronic mode.

The Company had availed the e-voting facility offered by KFin Technologies Limited ("KFintech") as the Service Provider, for the purpose of extending the facility of remote e-voting to the Members of the Company and for voting electronically at the AGM.

The voting period for remote e-voting commenced on Tuesday, September 20, 2022 (9:00 a.m. IST) and ended on Thursday, September 22, 2022 (5:00 p.m. IST) and the e-voting platform was blocked thereafter.

At the AGM held through VC / OAVM, on Friday, September 23, 2022, after considering all the items of business, the facility to vote electronically through Instapoll were provided to those Members who were present in the AGM and had not casted their vote on the Resolutions through remote e-voting and were otherwise not barred from doing so to cast their votes.

The shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, September 16, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the KFin Technologies Limited e-voting system.



The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as Scrutinizer for the remote e-voting was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by KFintech, the service provider.

On September 23, 2022, after tabulating the votes cast electronically at the AGM, through the system provided by KFintech, the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Tabshsoom Pravin and Mr. Lakshit Pant who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through remote e-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

Thereafter, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the Members and the electronic voting done at the AGM, and now I hereby submit my consolidated Report as under, on the result of the e-voting through Instapoll and remote e-voting in respect of the said resolutions.

Note:

1. Percentage of votes cast in favour or against the resolutions is calculated based on the valid votes cast through remote e-voting and through electronic voting at the AGM.

Resolution 1: Ordinary Resolution

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors ('the Board') and Auditors thereon.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Less Voted
	No.s	%	No.s	%	No.s
Total votes through Remote E-voting & Voting by electronic means at the meeting	108,655,390	99.99	98	0.0001	402

Ordinary Resolution No. 1 of Notice stands passed with the requisite majority



Resolution 2: Ordinary Resolution

To appoint a Director in place of Ms. Mei Theng Leong (DIN: 08163996), Non-Executive Director who retires by rotation and being eligible for re-appointment, seeks reappointment.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Less Voted No.s
	No.s	%	No.s	%	
Total votes through Remote E-voting & Voting by electronic means at the meeting	98,725,529	90.86	9,929,692	9.13	667

Ordinary Resolution No. 2 of Notice stands passed with the requisite majority

Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Anuj Kumar (DIN: 01400273), Non-Executive Director who retires by rotation and being eligible for re-appointment, seeks re-appointment.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Less Voted No.s
	No.s	%	No.s	%	
Total votes through Remote E-voting & Voting by electronic means at the meeting	106,960,163	98.44	1,695,067	1.56	657

Ordinary Resolution No. 3 of Notice stands passed with the requisite majority

Resolution 4: Special Resolution

Appointment of Ms. Lay See Tan (DIN: 09203616) as Independent Director

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Less Voted No.s
	No.s	%	No.s	%	
Total votes through Remote E-voting & Voting by electronic means at the meeting	95,968,778	88.32	12,686,444	11.67	667

Special Resolution No. 4 of Notice stands passed with the requisite majority



Resolution 5: Ordinary Resolution**Appointment of Mr. Vipul Kedia (DIN: 08234884) as Executive Director**

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Less Voted No.s
	No.s	%	No.s	%	
Total votes through Remote E-voting & Voting by electronic means at the meeting	105,294,248	96.90	3,360,864	3.09	777

Ordinary Resolution No. 5 of Notice stands passed with the requisite majority

Resolution 6: Ordinary Resolution**Appointment of Ms. Noelia Amoedo Casqueiro (DIN: 09636776) as Non-Executive Director.**

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Less Voted No.s
	No.s	%	No.s	%	
Total votes through Remote E-voting & Voting by electronic means at the meeting	105,291,690	96.90	3,363,521	3.09	678

Ordinary Resolution No. 6 of Notice stands passed with the requisite majority

Resolution 7: Ordinary Resolution**Appointment of Mr. Elad Shmuel Natanson (DIN: 09643792) as Non-Executive Director.**

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Less Voted No.s
	No.s	%	No.s	%	
Total votes through Remote E-voting & Voting by electronic means at the meeting	100,385,806	92.38	8,269,415	7.61	668

Ordinary Resolution No. 7 of Notice stands passed with the requisite majority



Resolution 8: Special Resolution**Re-appointment of Mr. Anuj Khanna Sohum as Managing Director.**

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Less Voted
	No.s	%	No.s	%	
Total votes through Remote E-voting & Voting by electronic means at the meeting	108,147,618	99.53	507,614	0.46	657

Special Resolution No. 8 of Notice stands passed with the requisite majority

Resolution 9: Ordinary Resolution**Change in Designation of Mr. Anuj Kumar (DIN: 01400273) from Executive Director to Non-Executive Director**

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Less Voted
	No.s	%	No.s	%	
Total votes through Remote E-voting & Voting by electronic means at the meeting	108,654,777	99.99	313	0.0003	799

Ordinary Resolution No. 9 of Notice stands passed with the requisite majority

1. All the Resolutions mentioned in the Notice of the AGM as per the details above stand passed under remote e-voting and e-voting done by the members at the AGM with the requisite majority and hence deemed to have been passed at the AGM.
2. The Company may accordingly declare the result of the voting through remote e-voting and e-voting at the AGM to the respective authorities.

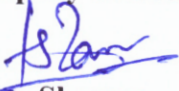


3. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Ms. Parmita Choudhury, Company Secretary and Compliance Officer, for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

4. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of KFintech. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty or care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing .

Thanking you,

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



Kiran Sharma
2022

Prop.

FCS 4942, C.P. 3116

Off: 67, Nehru Apartment

Outer Ring Road, Kalkaji

New Delhi – 110019

UDIN: F004942D001032463



Date: September 24,

Place: New Delhi

The following were the witnesses to the unblocking the votes cast though remote e-voting,

1. Ms. Tabshsoom Pravin



2. Mr. Lakshit Pant



Received the Report together with other data records mentioned th

Date: 24/09/2022

Place: Gurugram



Signed by Ms. Parmita Choudhary,
Company Secretary