

AIL/SE/AGM/2023

September 22, 2023

To

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
Scrip Code: 542752

Subject: Scrutinizer's Report for the 28th 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 28th Annual General Meeting of the Company held on September 22, 2023 at 10:30 A.M.(IST), through Video Conferencing.

We request you to take the same on record.

For Affle (India) Limited



Parmita Choudhury
Company Secretary & Compliance Officer

Encl: As above

Affle (India) Limited

Regd. Office | A47 Lower Ground Floor, Hauz Khas, Off Amar Bhawan, New Delhi-110016
Communication Office | 3rd Floor, Tower-B, Awfis Unitech Cyber Park, Sector – 39, Gurugram-122002, Haryana
(P) 0124-4598749 (W) www.affle.com CIN: L65990DL1994PLC408172

KIRAN SHARMA & CO.

Company Secretaries

MGT-13

Scrutinizer's Report

To,

Chairman
AFFLE (INDIA) LIMITED
A47 Lower Ground Floor,
Off Amar Bhawan, Hauz Khas,
New Delhi -110016

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 28th Annual General Meeting of Affle (India) Limited held on September 22, 2023 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 General Circular No. 10/2022 dated December 28, 2022 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated January 5, 2023 read with Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 issued by the Securities and Exchange Board of India collectively referred to as ("MCA & SEBI CIRCULARS") to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 28th Annual General Meeting ("AGM") of Affle (India) Limited on September 22, 2023 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.

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

The notice dated 23rd August, 2023, 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 19, 2023 (9:00 a.m. IST) and ended on Thursday, September 21, 2023 (5:00 p.m. IST) and the e-voting platform was blocked thereafter.



At the AGM held through VC / OAVM, on Friday, September 22, 2023, 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 of Friday, September 15, 2023 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 22, 2023, 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. Diksha Bajaj and Mr. Anushka 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.
2. The votes are considered invalid on account of abstained from voting or voting for lesser number of shares than actually held as on the cut-off date.

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, 2023 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 |
|------------------|-----------------------------------|---|------------------------------|---|-----------|
| | No. | % | No. | % | No. |
| | | | | | |



| | | | | | |
|---|-----------|---------|-----|--------|---------|
| Total votes through Remote e-voting & Voting by electronic means at the meeting | 109891963 | 99.9997 | 338 | 0.0003 | 4046259 |
|---|-----------|---------|-----|--------|---------|

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

Resolution 2: Ordinary Resolution

To appoint a Director in place of Ms. Noelia Amoedo Casqueiro (DIN: 09636776), 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 |
|---|-----------------------------------|---------|------------------------------|--------|-----------|
| | No. | % | No. | % | No. |
| Total votes through Remote e-voting & Voting by electronic means at the meeting | 113837587 | 99.9118 | 9,929,692 | 0.0882 | 427 |

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

Resolution 3: Ordinary Resolution

Appointment of Statutory Auditors of the Company

| Manner of Voting | Votes in Favour of the Resolution | | Votes against the Resolution | | Abstained |
|---|-----------------------------------|---------|------------------------------|--------|-----------|
| | No. | % | No. | % | No. |
| Total votes through Remote e-voting & Voting by electronic means at the meeting | 113698957 | 99.7901 | 239203 | 0.2099 | 402 |

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

SPECIAL BUSINESS

Resolution 4: Special Resolution

Amendment to Affle (India) Limited Employee Stock Option Scheme 2021("Scheme")

| Manner of Voting | Votes in Favour of the Resolution | Votes against the Resolution | Abstained |
|------------------|-----------------------------------|------------------------------|-----------|
|------------------|-----------------------------------|------------------------------|-----------|




| | No. | % | No. | % | No. |
|---|-----------|---------|---------|--------|-----|
| Total votes through Remote e-voting & Voting by electronic means at the meeting | 104730276 | 91.9185 | 9207883 | 8.0815 | 402 |

Special Resolution No. 4 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 Chairman 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

Prop.

FCS 4942, C.P. 3116

67, Nehru Apartment

Outer Ring Road, Kalkaji

New Delhi – 110019

UDIN: **F004942E001058753**



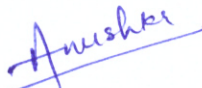
Date: 22nd September 2023
Place: New Delhi

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

1.


Ms. Diksha Bajaj

2.


Ms. Anushka

Received the Report together with other data records mentioned therein:

Date: 22.09.2023

Place: Gurugram

Signed by Ms. Parmita Choudhary,
Company Secretary