

To

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	National Stock Exchange of India Ltd Exchange Plaza, 5th Floor, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
Scrip Code: 542752	Symbol: AFFLE

Subject: Summary of Proceedings and Outcome of the Extraordinary General Meeting ('EGM') of the Company held on Wednesday, March 24, 2021

Dear Sir/Madam,

This is to inform that Extraordinary General Meeting (EGM) of the Company was held through Video Conferencing (VC) on Wednesday, March 24, 2021 at 10:00 A.M. (IST) in accordance with the circulars issued by the MCA and the SEBI.

The remote e-voting on all the resolutions set out in the Notice of the EGM was conducted during the period from 9.00 a.m. (IST) on Sunday, March 21, 2021 and concluded on Tuesday, March 23, 2021 at 5.00 p.m. (IST). The facility to cast vote through e-voting was also made available during the EGM to the members who did not cast their vote through remote e-voting,

The facility to register as a speaker at the time of the EGM was made available to the shareholders. The registration was open from March 21, 2021 (9:00 a.m. IST) to March 22, 2021 (5:00 p.m. IST).

Pursuant to Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find below:

1. Brief Proceedings of the EGM of the Company as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 13 of Annexure I of SEBI Circular dated September 9, 2015, enclosed as **Annexure A**.
2. Voting results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed as **Annexure B**.
3. Scrutinizer's Report dated March 24, 2021 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, enclosed as **Annexure C**.

We request you to take the same on record.

For Affle (India) Limited



Parmita Choudhury
Company Secretary & Compliance Officer

Affle (India) Limited

Brief Proceedings of the Extraordinary General Meeting

The Extraordinary General Meeting (EGM) of Affle (India) Limited was held on Wednesday, March 24, 2021 at 10.00 A.M.(IST) through Video Conferencing (VC).

1. Mr. Anuj Khanna Sohum, Chairman, Managing Director & Chief Executive Officer of the Company chaired the meeting and welcomed the Members to the EGM of the Company. He informed the Members that the EGM was being held through video conferencing facility. He mentioned that the Company had made all efforts and taken necessary steps to the extent possible in the circumstances to intimate Members on convening of the EGM and to enable them to participate and vote on the matter being considered at this EGM.
2. The Chairman:
 - (i) Confirmed the quorum from the Company Secretary and called the Meeting to order.
 - (ii) Requested the Board members, Chief Financial Officer and Company Secretary to introduce themselves.
 - (iii) Informed that the representatives of the Statutory Auditors and the Scrutinizer were also present at this meeting.
3. The Chairman asked the Company Secretary to:
 - (i) Read out general instructions regarding participation in this meeting.
 - (ii) Inform that remote e-voting commenced at 9.00 a.m. (IST) on Sunday, March 21, 2021 and concluded at 5.00 p.m. (IST) on Tuesday, March 23, 2021.
 - (iii) Inform that Ms. Kiran Sharma of Kiran Sharma & Co., Company Secretary in whole-time practice, was appointed as the Scrutinizer for the voting for this EGM.
 - (iv) Inform that the results of the voting on the resolutions shall be announced within 48 hours of the conclusion of the meeting.
4. The Chairman proposed the resolution as set out in the EGM Notice and Mr. Kapil Mohan Bhutani seconded the resolution.
5. The Chairman invited the shareholder who had registered himself as speaker to express his views and ask questions. The Chairman then responded to the speaker shareholder.
6. The Chairman then concluded the EGM and requested the shareholders to cast their votes through e-voting which shall be open for 15 minutes after the conclusion of the meeting. He thereafter requested Board members & Company executives to log out.

Affle (India) Limited

Name of Company	AFFLE (INDIA) LIMITED
Date of the EGM	24-03-2021
Total number of shareholders on record date	83136
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not applicable
Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	3
Public:	40

Resolution No.1	To approve raising of funds and issuance of securities by the Company							
Resolution required: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	1,59,61,036	1,59,61,036	100.00	1,59,61,036	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1,59,61,036	100.00	1,59,61,036	0	100.00	0.00
Public- Institutions	E-Voting*	62,56,684	46,32,815	74.05	46,32,815	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		46,32,815	74.05	46,32,815	0	100.00	0.00
Public- Non Institutions	E-Voting*	32,78,647	18988	0.58	18,376	612	96.78	3.22
	Poll		0	0.00	0	0	100.00	0.00
	Total		18,988	0.58	18,376	612	96.78	3.22
Total		2,54,96,367	2,06,12,839	80.85	2,06,12,227	612	99.997	0.00297

*including e-voting during the Extraordinary general meeting

Chandney



KIRAN SHARMA & CO.

Company Secretaries

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
AFFLE (INDIA) LIMITED
CIN: L65990MH1994PLC080451
102, Wellington Business Park-I,
Off Andheri Kurla Marol,
Andheri (East), Mumbai
Maharashtra - 400059

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the – Extraordinary General Meeting ('EGM') held on Wednesday, March 24, 2021 at 10:00 AM (IST) through video conferencing ('VC')/other audio visual means ('OAVM') facility

1. I, Kiran Sharma, Practicing Company Secretary (Membership No. F4942 & C.P. No. 3116) was appointed as the Scrutinizer by the Board of Directors of AFFLE (INDIA) LIMITED ("the Company") vide resolution dated 27th February, 2021 for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolution(s) contained in the notice dated March 24, 2021 for the Extra Ordinary General Meeting ("EGM") of the members of the Company held on Wednesday, March 24, 2021 through Video Conferencing (VC) or Other Audio Visual Means (OAVM) facility in accordance with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.22/2020 dated June 15, 2020, Circular No.33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as 'MCA Circulars'), Government of India and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars').
2. The said appointment as Scrutinizer is under the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
 1. Process of e-voting remotely, before the EGM, using an e-voting system on the dates referred to in the EGM Notice ("remote e-voting");



2. Process of e-voting at the EGM through e-voting system (**“Voting at the EGM through e-voting system”**) to the shareholders present at the EGM through VC, who had not cast their votes earlier.

3. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of:

- (i) the Act and the Rules made thereunder;
- (ii) the MCA Circulars; and
- (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“LODR”) relating to remote e-voting and Voting at the EGM through e-voting system on the resolutions contained in the EGM Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems

4. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and Voting at the EGM through e-voting system) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the EGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (“NSDL or any other Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers /documents furnished to me electronically by the Company and/ or NSDL for my verification.

5. Cut-off date

The Shareholders of the Company holding shares as on the 'cut-off' date of March 17, 2021 were entitled to vote on the resolutions forming part of the Notice of the EGM.

6. E-voting process at the EGM

- (i) After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL.
- (ii) The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / NSDL and the authorizations lodged with the Company / NSDL on test check basis.
- (iii) The e-votes cast were unblocked on March 24, 2021 after the conclusion of the EGM at 5:00 P.M.

7. Remote e-voting process

- The remote e-voting period commenced from Sunday, March 21, 2021 (9:00 a.m. IST) and ended on Tuesday, March 23, 2021 (5:00 p.m. IST) on the designated website i.e. <https://www.evoting.nsdl.com>



- The Members whose names appear in the Register of Members/list of Beneficial Owners as on March 17, 2021 only, were entitled to vote on proposed resolutions (Item No. 1) by remote e-voting.
 - On Wednesday, March 24, 2021 after the conclusion of the EGM at 10.13. A.M. and post counting of e- voting at EGM and remote e-voting, event was unblocked by me in the capacity as Scrutinizer in the presence of two witnesses, (Mahender Singh R/o Jaitpur, New Delhi and Rajkumar R/o Sangam Vihar, New Delhi) who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
 - Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against", on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL, <https://www.evoting.nsdl.com>
8. I hereby confirm that all the resolutions were passed with requisite majority and hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and Voting at the EGM through e-voting system on the resolutions as set out in the EGM Notice, based on the reports generated by NSDL, as under:

SPECIAL BUSINESS

Item 1: TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY THE COMPANY.

Business: *Special Business*

Mode of Voting: *E-voting*

Resolution Required					Special			
Whether Promoter/ Promoter Group are interested in the Resolution					No			
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in Favour on votes polled (6)=[(4)/(2)]*100	% of Votes against On votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	15,961,036	15,961,036	100.00	15,961,036	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		15,961,036	100.00	15,961,036		100.00	0.00
Public-Institutions	E-Voting*	6,256,684	4,632,815	74.05	4,632,815	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4,632,815	74.05	4,632,815	0	100.00	0.00
Public-Non Institutions	E-Voting*	3,278,647	18,988	0.58	18,376	612	96.78	3.22
	Poll		0	0.00	0	0	100.00	0.00
	Total		18,988	0.58	18,376	612	96.78	3.22
Total		25,496,367	20,612,839	80.85	20,612,227	612	99.997	0.00297

*including e-voting during the Extraordinary general meeting



9. The electronic data and all other relevant records relating to e-voting shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the Company.

10. This report is issued in accordance with the terms of the Engagement Letter.

11. Restriction on Use

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 NSDL. 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 of use of this report 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.

Date: 24.03.2021

Place: New Delhi



For Kiran Sharma & Co.
Company Secretaries

Kiran Sharma

Proprietor

FCS 4942

C.P. No.3116

UDIN: F004942B004136828