

To

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

Subject: Summary of Proceedings and Outcome of the Extraordinary General Meeting ('EGM') of the Company held on Friday, November 17, 2023

Dear Sir/Madam,

This is to inform that Extraordinary General Meeting (EGM) of the Company was held through Video Conferencing (VC) on Friday, November 17, 2023 at 11:00 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 Tuesday, November 14, 2023 and concluded on Thursday, November 16, 2023 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 November 15, 2023 (9:00 a.m. IST) to November 16, 2023 (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 November 17, 2023 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

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

Brief Proceedings of the Extraordinary General Meeting

The Extraordinary General Meeting (EGM) of Affle (India) Limited was held on Friday, November 17, 2023 at 11.00 A.M.(IST) through Video Conferencing (VC).

1. Mr. Anuj Khanna Sohum, Managing Director & Chief Executive Officer of the Company welcomed the Members to the EGM of the Company. Since Mr. Bijynath, the Non-Executive Chairperson of the Company was not available to attend the meeting, all the Board Members present were requested to elect one of them as a Chairperson of the Meeting, pursuant to Article of Association of the Company. All the Board members proposed to appoint Anuj Khanna Sohum as the Chairperson of the Meeting. Thereafter, he took the proceedings of the meeting further.
2. 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.
3. The Chairperson of the meeting i.e. Mr. Anuj Khanna Sohum:
 - (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.
4. The Chairperson 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 Tuesday, November 14, 2023 and concluded at 5.00 p.m. (IST) on Thursday, November 16, 2023.
 - (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 two working days of the conclusion of the meeting.
5. The Chairperson proposed the resolution as set out in the EGM Notice and Mr. Kapil Mohan Bhutani seconded the resolution.
6. The Chairperson invited the shareholders who had registered themselves as speaker to express their views and ask questions. The Chairman then responded to the speaker shareholders.
7. The Chairperson 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

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	AFFLE (INDIA) LIMITED
Date of the AGM/EGM	17-11-2023
Total number of shareholders on record date	351182
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:	42

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL - To create, offer, issue and allot equity shares on Preferential Basis									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	79,805,180	79,805,180	100.0000	79,805,180	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		79,805,180	100.0000	79,805,180	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	32,726,374	31,309,695	95.6711	31,309,695	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		31,309,695	95.6711	31,309,695	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	20,739,506	3,852,139	18.5739	3,851,612	527	99.9863	0.0136	0	91
	Poll		1,263	0.0061	1,262	1	99.9208	0.0791	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,853,402	18.58	3,852,874	528	99.9863	0.0137	0.0137	0
Total		133,271,060	114,968,277	86.2665	114,967,749	528	99.9995	0.0005	0	91

KIRAN SHARMA & CO.

Company Secretaries

MGT-13
Scrutinizer's Report

To,

Anuj Khanna Sohum
(Chairman of the Meeting)
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 Extra-ordinary General Meeting of Affle (India) Limited held on November 17, 2023 at 11:00 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 Extra-ordinary General Meeting ("EGM") of Affle (India) Limited on November 17, 2023 at 11:00 A.M. (IST) through VC / OAVM.

As mentioned in the Notice the proceedings of the EGM will be deemed to be conducted at the Registered office of the Company which shall be the deemed venue of the EGM.

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

The notice dated 26th October, 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 EGM 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 EGM.



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The voting period for remote e-voting commenced on Tuesday, November 14, 2023 (9:00 a.m. IST) and ended on Thursday, November 16, 2023 (5:00 p.m. IST) and the e-voting platform was blocked thereafter.

At the EGM held through VC / OAVM, on Friday, November 17, 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 EGM 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, November 10, 2023 were entitled to vote on the resolutions as contained in the Notice of the EGM.

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

I have scrutinized and reviewed the remote e-voting prior and during the EGM 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 EGM on the resolutions contained in the notice of the EGM.

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 November 17, 2023, after tabulating the votes cast electronically at the EGM, 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 Ms. Puja 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 EGM, 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 EGM.
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: Special Resolution

To create, offer, issue and allot Equity Shares on Preferential Basis:

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	114,967,749	99.9995%	528	0.0005%	91



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

- 1) the Resolution mentioned in the Notice of the EGM as per the details above stand passed as per the remote e-voting and e-voting done by the members at the EGM with the requisite majority and hence deemed to have been passed at the EGM.
- 2) The Company may accordingly declare the result of the voting through remote e-voting and e-voting at the EGM 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 EGM.
- 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: F004942E001953121



Date: 17th November, 2023
Place: New Delhi

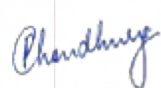
The following were the witnesses to the unblocking the votes cast through remote e-voting,

1. 
Ms. Diksha Bajaj

2. 
Ms. Puja

Received the Report together with other data records mentioned therein:

Date: November 17, 2023
Place: Gurugram


Signed by Ms. Parmita Choudhury,
Company Secretary

