

AIL/SE/AGM/2020

September 25, 2020

To

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|---|---|
| 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 |
|---|---|

Subject: Summary of Proceedings and Outcome of the 25th Annual General Meeting ('AGM') of the Company held on Thursday, September 24, 2020

Dear Sir/Madam,

The 25th Annual General Meeting of the Company was held through Video Conferencing (VC) on Thursday, September 24, 2020 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 Annual General Meeting was conducted during the period from 9.00 a.m. (IST) on Monday, September 21, 2020 and concluded on Wednesday, September 23, 2020 at 5.00 p.m. (IST). The facility to cast vote through e-voting was also made available during the AGM to the members who did not cast their vote through remote e-voting,

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

1. Brief Proceedings of 25th AGM 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 September 25, 2020 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

Encl: As above

Affle (India) Limited

Regd. Office | 102, Wellington Business Park-I, Off Andheri Kurla Road, Marol, Andheri (East), Mumbai – 400059
Communication Office | P 601-612, 6th floor, Tower C, JMD Megapolis, Sohna Road, Sector – 48, Gurgaon:122018
(P) 0124-4992914 (W) www.affle.com CIN: L65990MH1994PLC080451

Brief Proceedings of the Annual General Meeting

The 25th Annual General Meeting (AGM) of Affle (India) Limited was held on Thursday, September 24, 2020 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 first AGM of the Company post listing. He informed the Members that the AGM 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 AGM and to enable them to participate and vote on the matters being considered at this AGM.
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 Secretarial Auditor were also present at this meeting.
 - (iv) Addressed the Members providing business understanding, operational & financial review and the Company's performance during the Covid-19 pandemic. The Members were also briefed about the long-term strategic view of the Company.
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 Monday, September 21, 2020 and concluded at 5.00 p.m. (IST) on Wednesday, September 23, 2020.
 - (iii) Inform that Ms. Kiran Sharma of Kiran Sharma & Co., Company Secretary in whole-time practice, was appointed as the Scrutiniser for the voting for this AGM.
 - (iv) Inform that there are no qualifications, observations or comments in the Auditor's Report which have any adverse effect on the functioning of the Company.
 - (v) Read out the resolutions and special resolutions as set out in the AGM Notice.
4. The resolutions read by the Company Secretary were proposed by Mr. Anuj Khanna Sohum and seconded by Mr. Kapil Mohan Bhutani.
5. The Chairman asked the Company Secretary to:
 - (i) Inform that the results of the voting on the resolutions shall be announced within 48 hours of the conclusion of the meeting.
 - (ii) Invite the Members who had registered themselves as speakers to express their views and ask queries.
6. The Chairman then responded to all the queries raised by the Members and the Chief Financial Officer responded to the written queries received electronically.
7. The Chairman then concluded the AGM and requested the shareholders to cast their votes through e-voting.

Affle (India) Limited

ANNEXURE B

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| | AFFLE (INDIA) LIMITED |
| Date of the AGM | 24-09-2020 |
| Total number of shareholders on record date | 49219 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 3 |
| Public: | 37 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |

| | | | | | | | | | | |
|--|--|-------------------------------|--------------------------------|---|-------------------------------------|-----------------------------------|--|--|----------------------|------------------------|
| Resolution No. | 1 | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - To consider and adopt the audited financial statements including the consolidated financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon | | | | | | | | | |
| 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 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 1,74,33,862 | 1,74,33,862 | 100.0000 | 1,74,33,862 | 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 | | 1,74,33,862 | 100.0000 | 1,74,33,862 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 47,02,370 | 38,77,807 | 82.4649 | 38,77,807 | 0 | 100.0000 | 0.0000 | 0 | 893 |
| | 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 | | 38,77,807 | 82.4649 | 38,77,807 | 0 | 100.0000 | 0.0000 | 0 | 893 |
| Public- Non Institutions | E-Voting | 33,60,135 | 21,756 | 0.6475 | 21,745 | 11 | 99.9494 | 0.0505 | 0 | 0 |
| | Poll | | 12,062 | 0.3590 | 12,062 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 33,818 | 1.0065 | 33,807 | 11 | 99.9675 | 0.0325 | 0 | 0 |
| Total | | 2,54,96,367 | 2,13,45,487 | 83.7197 | 2,13,45,476 | 11 | 99.9999 | 0.0001 | 0 | 893 |




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|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|---------------|-----------------|
| Resolution No. | 2 | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - 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 | | | | | | | | | |
| 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 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 1,74,33,862 | 1,74,33,862 | 100.0000 | 1,74,33,862 | 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 | | 1,74,33,862 | 100.0000 | 1,74,33,862 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 47,02,370 | 38,30,307 | 81.4548 | 30,44,325 | 7,85,982 | 79.4799 | 20.5200 | 0 | 48,393 |
| | 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 | | 38,30,307 | 81.4548 | 30,44,325 | 7,85,982 | 79.4799 | 20.5201 | 0 | 48393 |
| Public- Non Institutions | E-Voting | 33,60,135 | 21,756 | 0.6475 | 21,745 | 11 | 99.9494 | 0.0505 | 0 | 0 |
| | Poll | | 12,062 | 0.3590 | 12,062 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 33,818 | 1.0065 | 33,807 | 11 | 99.9675 | 0.0325 | 0 | 0 |
| Total | 2,54,96,367 | 2,12,97,987 | 83.5334 | 2,05,11,994 | 7,85,993 | 96.3095 | 3.6905 | 0 | 48393 | |

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|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|---|---------------|-----------------|
| Resolution No. | 3 | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Mr. Bijynath (DIN 08160918), as Independent Director of the Company | | | | | | | | | |
| 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 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 1,74,33,862 | 1,74,33,862 | 100.0000 | 1,74,33,862 | 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 | | 1,74,33,862 | 100.0000 | 1,74,33,862 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 47,02,370 | 38,30,307 | 81.4548 | 38,30,307 | 0 | 100.0000 | 0.0000 | 0 | 48,393 |
| | 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 | | 38,30,307 | 81.4548 | 38,30,307 | 0 | 100.0000 | 0.0000 | 0 | 48393 |
| Public- Non Institutions | E-Voting | 33,60,135 | 21,756 | 0.6475 | 21,745 | 11 | 99.9494 | 0.0505 | 0 | 0 |
| | Poll | | 12,062 | 0.3590 | 12,062 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 33,818 | 1.0065 | 33,807 | 11 | 99.9675 | 0.0325 | 0 | 0 |
| Total | 2,54,96,367 | 2,12,97,987 | 83.5334 | 2,12,97,976 | 11 | 99.9999 | 0.0001 | 0 | 48393 | |

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|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|---------------|-----------------|
| Resolution No. | 4 | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Ms. Sumit Mamak Chadha (DIN 05207581), as Independent Director of the Company | | | | | | | | | |
| 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 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 1,74,33,862 | 1,74,33,862 | 100.0000 | 1,74,33,862 | 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 | | 1,74,33,862 | 100.0000 | 1,74,33,862 | 0 | 100.0000 | 0.0000 | 0.0000 | 0 |
| Public- Institutions | E-Voting | 47,02,370 | 38,30,307 | 81.4548 | 38,30,307 | 0 | 100.0000 | 0.0000 | 0 | 48,393 |
| | 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 | | 38,30,307 | 81.4548 | 38,30,307 | 0 | 100.0000 | 0.0000 | 0.0000 | 0 |
| Public- Non Institutions | E-Voting | 33,60,135 | 21,756 | 0.6475 | 21,715 | 41 | 99.8115 | 0.1884 | 0 | 0 |
| | Poll | | 12,062 | 0.3590 | 12,062 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 33,818 | 1.0065 | 33,777 | 41 | 99.8788 | 0.1212 | 0 | 0 |
| Total | 2,54,96,367 | 2,12,97,987 | 83.5334 | 2,12,97,946 | 41 | 99.9998 | 0.0002 | 0 | 48393 | |

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|--|--|-------------------------------|--------------------------------|---|-------------------------------------|-----------------------------------|--|--|----------------------|------------------------|
| Resolution No. | 5 | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Mr. Vivek Narayan Gour (DIN 00254383), as Independent Director of the Company | | | | | | | | | |
| 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 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 1,74,33,862 | 1,74,33,862 | 100.0000 | 1,74,33,862 | 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 | | 1,74,33,862 | 100.0000 | 1,74,33,862 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 47,02,370 | 38,30,307 | 81.4548 | 38,30,307 | 0 | 100.0000 | 0.0000 | 0 | 48,393 |
| | 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 | | 38,30,307 | 81.4548 | 38,30,307 | 0 | 100.0000 | 0.0000 | 0 | 48393 |
| Public- Non Institutions | E-Voting | 33,60,135 | 21,756 | 0.6475 | 21,715 | 41 | 99.8115 | 0.1884 | 0 | 0 |
| | Poll | | 12,062 | 0.3590 | 12,062 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 33,818 | 1.0065 | 33,777 | 41 | 99.8788 | 0.1212 | 0 | 0 |
| Total | 2,54,96,367 | 2,12,97,987 | 83.5334 | 2,12,97,946 | 41 | 99.9998 | 0.0002 | 0 | 48393 | |

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| Resolution No. | 6 | | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|
| Resolution required: (Ordinary/ Special) | SPECIAL - Authorisation under Section 186 of the Companies Act, 2013 | | | | | | | | | |
| 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 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 1,74,33,862 | 1,74,33,862 | 100.0000 | 1,74,33,862 | 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 | | 1,74,33,862 | 100.0000 | 1,74,33,862 | 0 | 100.0000 | 0.0000 | 0.0000 | 0 |
| Public- Institutions | E-Voting | 47,02,370 | 32,77,763 | 69.7045 | 23,99,571 | 8,78,192 | 73.2075 | 26.7924 | 0 | 6,00,937 |
| | 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 | | 32,77,763 | 69.7045 | 23,99,571 | 8,78,192 | 73.2076 | 26.7924 | 0 | 600937 |
| Public- Non Institutions | E-Voting | 33,60,135 | 21,751 | 0.6473 | 21,714 | 37 | 99.8298 | 0.1701 | 0 | 5 |
| | Poll | | 12,062 | 0.3590 | 12,062 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 33,813 | 1.0063 | 33,776 | 37 | 99.8906 | 0.1094 | 0 | 5 |
| Total | 2,54,96,367 | 2,07,45,438 | 81.3663 | 1,98,67,209 | 8,78,229 | 95.7666 | 4.2334 | 0 | 600942 | |

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| Resolution No. | 7 | | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|
| Resolution required: (Ordinary/ Special) | SPECIAL - Authorisation under Section 180 of the Companies, Act, 2013 | | | | | | | | | |
| 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 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 1,74,33,862 | 1,74,33,862 | 100.0000 | 1,74,33,862 | 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 | | 1,74,33,862 | 100.0000 | 1,74,33,862 | 0 | 100.0000 | 0.0000 | 0.0000 | 0 |
| Public- Institutions | E-Voting | 47,02,370 | 38,49,763 | 81.8686 | 38,49,763 | 0 | 100.0000 | 0.0000 | 0 | 28,937 |
| | 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 | | 38,49,763 | 81.8686 | 38,49,763 | 0 | 100.0000 | 0.0000 | 0.0000 | 0 |
| Public- Non Institutions | E-Voting | 33,60,135 | 21,751 | 0.6473 | 21,714 | 37 | 99.8298 | 0.1701 | 0 | 5 |
| | Poll | | 12,062 | 0.3590 | 12,062 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 33,813 | 1.0063 | 33,776 | 37 | 99.8906 | 0.1094 | 0 | 5 |
| Total | | 2,54,96,367 | 2,13,17,438 | 83.6097 | 2,13,17,401 | 37 | 99.9998 | 0.0002 | 0 | 28942 |

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KIRAN SHARMA & CO.

Company Secretaries

MGT-13
Scrutinizer's Report

To,

Mr. Anuj Khanna Sohum

Chairman, Managing Director & Chief Executive Officer

Affle (India) Limited

102, Wellington Business Park-I,

Off Andheri Kurla Marol,

Andheri (East)

Mumbai - 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 25th Annual General Meeting of Affle (India) Limited held on September 24, 2020 at 10:00 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, had been 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, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 25th Annual General Meeting ("AGM") of Affle (India) Limited on September 24, 2020 at 10:00 A.M. (IST) through VC / OA VM.

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

The notice dated August 21, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

Off: 7A, LGF, NRI Complex Greater Kailash-IV, New Delhi – 110019, India | Mobile: 9910892003
Email: cskiransharma.co@gmail.com



The Company had availed thee-voting facility offered by KFin Technologies Private Limited for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Monday, September 21, 2020 (9:00 a.m. IST) and ended on Wednesday, September 23, 2020 (5:00 p.m. IST) and the e-voting platform was blocked thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OA VM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Thursday, September 17, 2020 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 Private 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 is restricted to making a Scrutinizer's Report of the votes cast in favor or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting in respect of the said resolutions.



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, 2020 and the reports of the Board of Directors ('the Board') and Auditors thereon.

(i) Voted in favor of the resolution:

| 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 | 21345476 | 99.9999 | 11 | 0.0001 | 893 |

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 | 20511994 | 96.3095 | 785993 | 3.6905 | 48393 |



Resolution 3: Special Resolution**Re-appointment of Mr. Bijynath (DIN: 08160918), as an Independent Director of the Company**

| 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 | 21297976 | 99.9999 | 11 | 0.0001 | 48393 |

Resolution 4: Special Resolution**Re-appointment of Ms. Sumit Mamak Chadha (DIN: 05207581), as an Independent Director of the Company**

| 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 | 21297946 | 99.9998 | 41 | 0.0002 | 48393 |



Resolution 5: Special Resolution**Re-appointment of Mr. Vivek Narayan Gour (DIN: 00254383), as an Independent Director of the Company.**

| 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 | 21297946 | 99.9998 | 41 | 0.0002 | 48393 |

Resolution 6: Special Resolution**Authorization under Section 186 of the Companies Act, 2013**

| 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 | 19867209 | 95.7666 | 878229 | 4.2334 | 00942 |

Resolution 7: Special Resolution**Authorization under Section 180 of the Companies, Act, 2013**

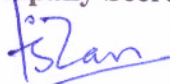
| Manner of Voting | Votes in Favour of the Resolution | | Votes against the Resolution | | Abstained/ Less Voted No.s |
|---|-----------------------------------|---------|------------------------------|--------|-------------------------------|
| | No.s | % | No.s | % | |
| Total votes through Remote e-voting & Voting by electronic means at the meeting | 21317401 | 99.9998 | 37 | 0.0002 | 28942 |



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 KFin Technologies Private Limited. 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
Off: 7A, LGF, NRI Complex
Greater Kailash-IV,
New Delhi – 110019
Mobile: 9910892003
UDIN: FW4942B000768826

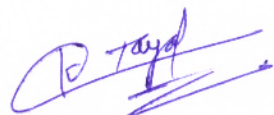


Date: 25/09/2020
Place: New Delhi

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

1. 

Ms. Lata Manral

2. 

Mr. Kshitiz Tayal