



AIL/SE/AGM/2023

September 22, 2023

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 28th Annual General Meeting ('AGM') of the Company held on Friday, September 22, 2023

Dear Sir/Madam,

The 28th Annual General Meeting of the Company was held through Video Conferencing (VC) on Friday, September 22, 2023 at 10:30 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 AGM was conducted during the period from 9.00 a.m. (IST) on Tuesday, September 19, 2023 and concluded on Thursday, September 21, 2023 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 28th AGM of the Company as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with 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 22, 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

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

Brief Proceedings of the Annual General Meeting

The 28th Annual General Meeting (AGM) of Affle (India) Limited was held on Friday, September 22, 2023 at 10.30 A.M.(IST) through Video Conferencing (VC).

1. Mr. Bijynath, Non-Executive Chairperson and Independent Director of the Company welcomed the members to the 28th AGM of the Company and chaired the meeting. He then handed over the proceedings of the meeting to Mr. Anuj Khanna Sohum, Managing Director and Chief Executive Officer of the Company. Mr. Anuj Khanna Sohum confirmed the quorum from the Company Secretary and with permission of the Chairperson, called the Meeting to order. He informed the members that the AGM was being held through a 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 Managing Director and Chief Executive Officer:
 - (i) Requested the Board members, Chief Financial Officer and Company Secretary to introduce themselves.
 - (ii) Informed that the executive from the Company's Investor Relations team was present at this meeting.
 - (iii) Informed that the representatives of the Statutory Auditors, the Statutory Auditors which were proposed to be appointed in the AGM and the Secretarial Auditor were also present at this meeting.
 - (iv) Provided a review of the Company's performance during the year, highlighting 7 areas of achievements: 1) Consistent Financial Performance; 2) Augmented Teams and Market Research; 3) Expanded Horizons with Optimum; 4) Successful Tech Acquisition; 5) Credible credentials on Tech IP & Data Privacy; 6) Thought leadership position & ESG initiatives; 7) Our Vision 2030.
 - (v) Requested the Company Secretary to read out general instructions regarding participation in this meeting.
3. The Company Secretary:
 - (i) Read out the general instructions regarding participation in this meeting.
 - (ii) Informed that the Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements, was available electronically for inspection by the members during the AGM. Certificate from the Secretarial Auditor of the Company certifying that Employee Stock Option Scheme, 2021 is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 was also available electronically for inspection by the members during the AGM.
 - (iii) Informed that the remote e-voting commenced at 9.00 a.m. (IST) on Tuesday, September 19, 2023 and concluded at 5.00 p.m. (IST) on Thursday, September 21, 2023.
 - (iv) Informed that Ms. Kiran Sharma of Kiran Sharma & Co., Company Secretary in whole-time practice, was appointed as the Scrutinizer for the voting for this AGM.
 - (v) Informed that there are no qualifications, observations or comments in the Auditor's Report which have any adverse effect on the functioning of the Company.
 - (vi) Read out the ordinary and special resolutions as set out in the AGM Notice.
 - (vii) Requested Mr. Ashish Gupta, representing Walker Chandiook & Co LLP, who were proposed to be appointed as the Statutory Auditors in place of retiring Auditors, S.R Batliboi & Associates LLP to introduce his firm.

Affle (India) Limited

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4. The Ordinary resolution nos. 1 to 3 of the ordinary business and special resolution no. 4 of the special business, as set out in the AGM Notice were proposed by Mr. Kapil Mohan Bhutani and seconded by Mr. Karish Manchanda, shareholders of the Company.
5. The Company Secretary:
 - (i) Informed that the results of the voting on the resolutions shall be announced within two working days of the conclusion of the meeting.
 - (ii) Invited the members who had registered themselves as speakers to express their views and ask queries.
6. The Board of Directors and Company executives then responded to all the queries raised by the members who had registered themselves as speakers.
7. The Managing Director and Chief Executive Officer confirmed that all items of business as per the notice have been taken-up and this completes the proceedings of the Annual General Meeting. He thanked all the shareholders and thereafter requested the Chairperson for his closing remarks and to conclude the meeting.
8. The Chairperson thanked everyone on the call and concluded the AGM. Lastly, he requested the members to cast their votes through an e-voting facility opened towards the end of the meeting for 15 minutes, if not already casted through remote e-voting.

Meeting concluded at 11:52 A.M.

Affle (India) Limited

	AFFLE (INDIA) LIMITED
Date of the AGM/EGM	22-09-2023
Total number of shareholders on record date	361352
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:	47

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, 2023 and the reports of the Board of Directors ('the Board') and Auditors thereon.									
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	0
Public- Institutions	E-Voting	31,874,629	25,954,554	81.4270	25,954,554	0	100.0000	0.0000	0	4,045,857
	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		25,954,554	81.427	25,954,554	0	100.0000	0.0000	0	4045857
Public- Non Institutions	E-Voting	21,571,251	4,132,492	19.1574	4,132,155	337	99.9918	0.0081	0	402
	Poll		75	0.0003	74	1	98.6666	1.3333	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,132,567	19.1577	4,132,229	338	99.9918	0.0082	0	402
Total	133,251,060	109,892,301	82.4701	109,891,963	338	99.9997	0.0003	0	4046259	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - 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 re-appointment.									
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	0
Public- Institutions	E-Voting	31,874,629	30,000,411	94.1200	29,900,598	99,813	99.6672	0.3327	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		30,000,411	94.12	29,900,598	99,813	99.6673	0.3327	0	0
Public- Non Institutions	E-Voting	21,571,251	4,132,465	19.1573	4,131,735	730	99.9823	0.0176	0	427
	Poll		75	0.0003	74	1	98.6666	1.3333	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,132,540	19.1576	4,131,809	731	99.9823	0.0177	0	427
Total		133,251,060	113,938,131	85.5064	113,837,587	100,544	99.9118	0.0882	0	427

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Statutory Auditor of the Company.									
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	0
Public- Institutions	E-Voting	31,874,629	30,000,411	94.1200	29,761,727	238,684	99.2043	0.7956	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		30,000,411	94.12	29,761,727	238,684	99.2044	0.7956	0	0
Public- Non Institutions	E-Voting	21,571,251	4,132,494	19.1574	4,131,976	518	99.9874	0.0125	0	402
	Poll		75	0.0003	74	1	98.6666	1.3333	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,132,569	19.1577	4,132,050	519	99.9874	0.0126	0	402
Total	133,251,060	113,938,160	85.5064	113,698,957	239,203	99.7901	0.2099	0	402	

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Amendment to Affle (India) Limited Employee Stock Option Scheme 2021 ("Scheme).									
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	31,874,629	30,000,411	94.1200	21,063,754	8,936,657	70.2115	29.7884	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		30,000,411	94.12	21,063,754	8,936,657	70.2116	29.7884	0	0
Public- Non Institutions	E-Voting	21,571,251	4,132,493	19.1574	3,861,268	271,225	93.4367	6.5632	0	402
	Poll		75	0.0003	74	1	98.6666	1.3333	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,132,568	19.1577	3,861,342	271,226	93.4369	6.5631	0	402
Total	133,251,060	113,938,159	85.5064	104,730,276	9,207,883	91.9185	8.0815	0	402	

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
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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
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	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