

AIL/SE/AGM/2024

September 23, 2024

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 29th Annual General Meeting ('AGM') of the Company held on Monday, September 23, 2024

Dear Sir/Madam,

The 29th Annual General Meeting of the Company was held through Video Conferencing (VC) on Monday, September 23, 2024 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 Friday, September 20, 2024 and concluded on Sunday, September 22, 2024 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 29th 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 23, 2024 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 | 8th floor, Unitech Commercial Tower - 2, Sector - 45, Gurugram - 122003, Haryana
(P) 0124-4598749 (W) www.affle.com; CIN: L65990DL1994PLC408172

Brief Proceedings of the Annual General Meeting

The 29th Annual General Meeting (AGM) of Affle (India) Limited was held on Monday, September 23, 2024 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 29th 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 and the Secretarial Auditor were also present at this meeting.
 - (iv) Provided a review of the Company's performance during the year, highlighting 8 areas of achievements: 1) Robust Financial Performance; 2) Strategic Consolidation and Enhanced Synergies; 3) GenAI powered Premium Conversions; 4) Fortified our Tech IP; 5) Augmented Teams and Our Global reach; 6) Thought Leadership Position; 7) ESG and CSR Initiatives; 8) Growth 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 Friday, September 20, 2024 and concluded at 5.00 p.m. (IST) on Sunday, September 22, 2024.
 - (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.
4. The ordinary resolution nos. 1 and 2 of the ordinary business and ordinary and special resolution nos. 3 & 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.

Affle (India) Limited

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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 the e-voting facility opened towards the end of the meeting for 15 minutes, if not already casted through remote e-voting.

The meeting concluded at 11:54 A.M.

Affle (India) Limited

	AFFLE (INDIA) LIMITED
Date of the AGM/EGM	23-09-2024
Total number of shareholders on record date	291875
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	3
Public:	48

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, 2024 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	77,305,180	77,305,180	100.0000	77,305,180	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		77,305,180	100.0000	77,305,180	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	36,891,735	30,185,031	81.8206	30,185,031	0	100.0000	0.0000	0	3,551,288
	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		30,185,031	81.8206	30,185,031	0	100.0000	0.0000	0	3551288
Public- Non Institutions	E-Voting	26,128,145	6,936,360	26.5475	6,936,076	284	99.9959	0.0040	0	120
	Poll		1,075	0.0041	1,075	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,937,435	26.5516	6,937,151	284	99.9959	0.0041	0	120
	Total	140,325,060	114,427,646	81.5447	114,427,362	284	99.9998	0.0002	0	3551408

Resolution No.	2									
Resolution required: (Ordinary/Special)	ORDINARY - To appoint a Director in place of Mr. Anuj Kumar (DIN: 01400273), 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	77,305,180	77,305,180	100.0000	77,305,180	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		77,305,180	100.0000	77,305,180	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	36,891,735	33,736,319	91.4468	33,708,676	27,643	99.9180	0.0819	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		33,736,319	91.4468	33,708,676	27,643	99.9181	0.0819	0	0
Public- Non Institutions	E-Voting	26,128,145	6,936,461	26.5479	6,935,598	863	99.9875	0.0124	0	125
	Poll		1,075	0.0041	1,075	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,937,536	26.552	6,936,673	863	99.9876	0.0124	0	125
Total		140,325,060	117,979,035	84.0755	117,950,529	28,506	99.9758	0.0242	0	125

Resolution No.	3									
Resolution required: (Ordinary/Special)	SPECIAL - Appointment of Mr. Sanjiv Kumar Chaudhary (DIN: 06525007) as Independent Director									
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	77,305,180	77,305,180	100.0000	77,305,180	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		77,305,180	100.0000	77,305,180	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	36,891,735	33,736,319	91.4468	33,734,926	1,393	99.9958	0.0041	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		33,736,319	91.4468	33,734,926	1,393	99.9959	0.0041	0	0
Public- Non Institutions	E-Voting	26,128,145	6,936,462	26.5479	6,935,560	902	99.9869	0.0130	0	120
	Poll		1,075	0.0041	1,075	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,937,537	26.552	6,936,635	902	99.9870	0.0130	0	120
Total		140,325,060	117,979,036	84.0755	117,976,741	2,295	99.9981	0.0019	0	120

Resolution No.	4									
Resolution required: (Ordinary/Special)	ORDINARY - Appointment of Mr. Charles Yong Jien Foong (DIN: 08160891) as Non-Executive Director									
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	77,305,180	77,305,180	100.0000	77,305,180	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		77,305,180	100.0000	77,305,180	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	36,891,735	33,736,319	91.4468	33,708,676	27,643	99.9180	0.0819	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		33,736,319	91.4468	33,708,676	27,643	99.9181	0.0819	0	0
Public- Non Institutions	E-Voting	26,128,145	6,936,520	26.5481	6,935,619	901	99.9870	0.0129	0	56
	Poll		1,075	0.0041	1,075	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,937,595	26.5522	6,936,694	901	99.9870	0.0130	0	56
	Total	140,325,060	117,979,094	84.0756	117,950,550	28,544	99.9758	0.0242	0	56

KIRAN SHARMA & CO.

Company Secretaries

MGT-13

Scrutinizer's Report

To,

Chairperson

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 29th Annual General Meeting of Affle (India) Limited held on September 23, 2024 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. 9/2023 dated September 25, 2023 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated October 7, 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 "Circulars"), collectively referred to as ("MCA & SEBI Circulars") to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 29th Annual General Meeting ("AGM") of Affle (India) Limited on Monday, September 23, 2024 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 29th August, 2024, as confirmed by the Company, was 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 Friday, September 20, 2024 (9:00 a.m. IST) and ended on Sunday, September 22, 2024 (5:00 p.m. IST) and the e-voting platform was blocked thereafter.

At the AGM held through VC / OAVM, on Monday, September 23, 2024, after considering all the items of business, the facility to vote electronically through Instapoll was 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 Monday, September 16, 2024 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 Monday, September 23, 2024, 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. Saloni Thakur and Ms. 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, 2024 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	11,44,27,362	99.9998	284	0.0002	120

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

Resolution 2: Ordinary Resolution

To appoint a Director in place of Mr. Anuj Kumar (DIN: 01400273), Non-Executive Director who retires by rotation and being eligible for reappointment, seeks re-appointment

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	11,79,50,529	99.9758	28,506	0.0242	125

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

SPECIAL BUSINESS

Resolution 3: Special Resolution

Appointment of Mr. Sanjiv Kumar Chaudhary (DIN: 06525007) as Independent Director

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	11,79,76,741	99.9981	2,295	0.0019	120

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

Resolution 4: Ordinary Resolution

Appointment of Mr. Charles Yong Jien Foong (DIN: 08160891) as Non-Executive Director

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	11,79,50,550	99.9758	28,544	0.0242	56

Ordinary 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 & 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
SHARMA

Digitally signed by
KIRAN SHARMA
Date: 2024.09.23
18:25:07 +05'30'

Kiran Sharma

Prop.

FCS 4942, C.P. 3116

67, Nehru Apartment

Outer Ring Road, Kalkaji

New Delhi – 110019

UDIN: **F004942F001289698**

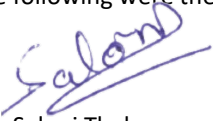
Date: 23rd September 2024

Place: New Delhi

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

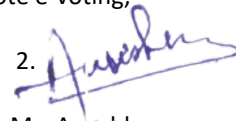
1.

Ms. Saloni Thakur



2.

Ms. Anushka



Received the Report together with other data records mentioned therein:

Date: 23-09-2024

Place: Gurugram



Signed by Ms. Parmita Choudhary,
Company Secretary & Compliance officer