

AIL/SE/AGM/2021

September 24, 2021

To

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
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Subject: Summary of Proceedings and Outcome of the 26th Annual General Meeting ('AGM') of the Company held on Thursday, September 23, 2021

Dear Sir/Madam,

The 26th Annual General Meeting of the Company was held through Video Conferencing (VC) on Thursday, September 23, 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 AGM was conducted during the period from 9.00 a.m. (IST) on Monday, September 20, 2021 and concluded on Wednesday, September 22, 2021 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 26th 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, 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

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 659, 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 26th Annual General Meeting (AGM) of Affle (India) Limited was held on Thursday, September 23, 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 26th AGM of the Company. 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 the remote e-voting commenced at 9.00 a.m. (IST) on Monday, September 20, 2021 and concluded at 5.00 p.m. (IST) on Wednesday, September 22, 2021.
 - (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 Ordinary resolution nos. 1 & 2 and special resolution nos. 3 to 9 as set out in the Notice of the AGM 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 two working days 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 who had registered themselves as speakers. He also responded to queries received by few members during the meeting.
7. The Chairman then concluded the AGM and requested the members to cast their votes through e-voting.

Affle (India) Limited

Regd. Office | 102, Wellington Business Park-I, Off Andheri Kurla Road, Marol, Andheri (East), Mumbai – 400059

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ANNEXURE B

Name of the Company	AFFLE (INDIA) LIMITED
Date of the AGM	23-09-2021
Total number of shareholders on record date	199230
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	N.A
Public:	N.A
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	3
Public:	41

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, 2021 and the reports of the Board of Directors ('the Board') 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	1,59,61,036	1,59,61,036	100.0000	1,59,61,036	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		1,59,61,036	100.0000	1,59,61,036	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	60,16,401	55,09,192	91.5696	55,09,192	0	100.0000	0.0000	0	1,730
	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		55,09,192	91.5696	55,09,192	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	46,72,775	12,10,688	25.9094	12,10,508	180	99.9851	0.0148	0	148
	Poll		366	0.0078	366	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,11,054	25.9172	12,10,874	180	99.9851	0.0149	0.0149	0
Total	2,66,50,212	2,26,81,282	85.1073	2,26,81,102	180	99.9992	0.0008	0	1878	
Whether resolution is passed or not	Yes									




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	1,59,61,036	1,59,61,036	100.0000	1,59,61,036	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		1,59,61,036	100.0000	1,59,61,036	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	60,16,401	55,01,105	91.4351	53,58,565	1,42,540	97.4088	2.5911	0	9,817
	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		55,01,105	91.4351	53,58,565	1,42,540	97.4089	2.5911	0	9817
Public- Non Institutions	E-Voting	46,72,775	12,10,349	25.9021	12,09,950	399	99.9670	0.0329	0	486
	Poll		366	0.0078	366	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,10,715	25.9099	12,10,316	399	99.9670	0.0330	0	486
Total	2,66,50,212	2,26,72,856	85.0757	2,25,29,917	1,42,939	99.3696	0.6304	0	10303	
Whether resolution is passed or not	Yes									

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Resolution No.	3									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of Affle (India) Limited Employee Stock Option Scheme – 2021									
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	1,59,61,036	1,59,61,036	100.0000	1,59,61,036	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		1,59,61,036	100.0000	1,59,61,036	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	60,16,401	55,10,922	91.5983	36,10,003	19,00,919	65.5063	34.4936	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		55,10,922	91.5983	36,10,003	19,00,919	65.5063	34.4937	0	0
Public- Non Institutions	E-Voting	46,72,775	12,10,554	25.9065	12,09,579	975	99.9194	0.0805	0	284
	Poll		366	0.0078	366	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,10,920	25.9143	12,09,945	975	99.9195	0.0805	0	284
Total		2,66,50,212	2,26,82,878	85.1133	2,07,80,984	19,01,894	91.6153	8.3847	0	284
Whether resolution is passed or not	Yes									

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Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of grant of stock options to the employees of holding company and subsidiary company (ies) under Affle (India) Limited Employee Stock Option Scheme – 2021									
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	1,59,61,036	1,59,61,036	100.0000	1,59,61,036	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		1,59,61,036	100.0000	1,59,61,036	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	60,16,401	55,10,922	91.5983	36,10,003	19,00,919	65.5063	34.4936	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		55,10,922	91.5983	36,10,003	19,00,919	65.5063	34.4937	0	0
Public- Non Institutions	E-Voting	46,72,775	12,10,492	25.9052	12,09,268	1,224	99.8988	0.1011	0	346
	Poll		366	0.0078	366	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,10,858	25.913	12,09,634	1,224	99.8989	0.1011	0	346
Total		2,66,50,212	2,26,82,816	85.1131	2,07,80,673	19,02,143	91.6142	8.3858	0	346
Whether resolution is passed or not	Yes									

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Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of grant of employee stock options by way of secondary acquisition under Affle (India) Limited Employee Stock Option Scheme – 2021									
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	1,59,61,036	1,59,61,036	100.0000	1,59,61,036	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		1,59,61,036	100.0000	1,59,61,036	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	60,16,401	55,10,922	91.5983	36,10,003	19,00,919	65.5063	34.4936	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		55,10,922	91.5983	36,10,003	19,00,919	65.5063	34.4937	0	0
Public- Non Institutions	E-Voting	46,72,775	12,10,266	25.9004	12,09,813	453	99.9625	0.0374	0	572
	Poll		366	0.0078	366	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,10,632	25.9082	12,10,179	453	99.9626	0.0374	0	572
Whether resolution is passed or not	Yes									
Total		2,66,50,212	2,26,82,590	85.1122	2,07,81,218	19,01,372	91.6175	8.3825	0	572

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Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for sub-division/split of shares									
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	1,59,61,036	1,59,61,036	100.0000	1,59,61,036	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		1,59,61,036	100.0000	1,59,61,036	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	60,16,401	55,10,922	91.5983	55,10,922	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		55,10,922	91.5983	55,10,922	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	46,72,775	12,10,810	25.9120	12,10,542	268	99.9778	0.0221	0	28
	Poll		366	0.0078	366	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,11,176	25.9198	12,10,908	268	99.9779	0.0221	0	28
	Total	2,66,50,212	2,26,83,134	85.1143	2,26,82,866	268	99.9988	0.0012	0	28
Whether resolution is passed or not	Yes									

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Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for alteration of the Capital Clause of the Memorandum of Association									
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	1,59,61,036	1,59,61,036	100.0000	1,59,61,036	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		1,59,61,036	100.0000	1,59,61,036	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	60,16,401	55,10,922	91.5983	55,10,922	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		55,10,922	91.5983	55,10,922	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	46,72,775	12,10,225	25.8995	12,09,977	248	99.9795	0.0204	0	667
	Poll		366	0.0078	366	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,10,591	25.9073	12,10,343	248	99.9795	0.0205	0	667
Total		2,66,50,212	2,26,82,549	85.1121	2,26,82,301	248	99.9989	0.0011	0	667
Whether resolution is passed or not	Yes									

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Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for shifting of Registered Office from the "State of Maharashtra to "NCT of Delhi									
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	1,59,61,036	1,59,61,036	100.0000	1,59,61,036	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		1,59,61,036	100.0000	1,59,61,036	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	60,16,401	55,10,922	91.5983	55,10,922	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		55,10,922	91.5983	55,10,922	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	46,72,775	12,10,637	25.9083	12,09,775	862	99.9287	0.0712	0	248
	Poll		366	0.0078	366	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,11,003	25.9161	12,10,141	862	99.9288	0.0712	0.0000	0
Total	2,66,50,212	2,26,82,961	85.1136	2,26,82,099	862	99.9962	0.0038	0	248	
Whether resolution is passed or not	Yes									

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Resolution No.	9									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for alteration of Articles of Association 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	1,59,61,036	1,59,61,036	100.0000	1,59,61,036	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		1,59,61,036	100.0000	1,59,61,036	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	60,16,401	55,10,922	91.5983	55,03,955	6,967	99.8735	0.1264	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		55,10,922	91.5983	55,03,955	6,967	99.8736	0.1264	0	0
Public- Non Institutions	E-Voting	46,72,775	12,10,328	25.9017	12,10,038	290	99.9760	0.0239	0	559
	Poll		366	0.0078	366	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,10,694	25.9095	12,10,404	290	99.9760	0.0240	0	559
Total	2,66,50,212	2,26,82,652	85.1125	2,26,75,395	7,257	99.9680	0.0320	0	559	
Whether resolution is passed or not	Yes									

Phandhury



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 City-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 26th Annual General Meeting of Affle (India) Limited held on September 23, 2021 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, and as per MCA General Circular No. 02/2021 dated January 13, 2021 as amended, and in accordance with the circular dated 1st May, 2020 read with circular dated 15th January, 2021 issued by the Securities and Exchange Board of India ("SEBI") commonly referred to as "MCA & SEBI CIRCULARS" to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 26th Annual General Meeting ("AGM") of Affle (India) Limited on September 23, 2021 at 10:00 A.M. (IST) through VC / OA VM.

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 26th August, 2021, 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 General Circular No. 02/2021 dated January 13, 2021 as amended, and in accordance with the circular dated 11th May, 2020 read with circular dated 15th January, 2021 issued by the Securities and Exchange Board of India ("SEBI") commonly referred to as "MCA & SEBI CIRCULARS"

The Company had availed the e-voting facility offered by KFin Technologies Private Limited ("KFin") 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 Monday, September 20, 2021 (9:00 a.m. IST) and ended on Wednesday, September 22, 2021 (5:00 p.m. IST) and the e-voting platform was blocked thereafter.

At the AGM held through VC / OAVM, on Thursday, 23rd September, 2021, after considering all the items of business, the facility to vote electronically through Instapoll was provided to facilitate those Members who were attending the meeting through VC / OAVM but could not participate in the remote e-voting to cast their votes.

The shareholders of the Company holding shares as on the "cut-off" date of Thursday, September 16, 2021 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 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 KFin the service provider.

On 23rd September, 2021, after tabulating the votes cast electronically by the system provided by KFIN, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Tabshoom Pravin and Ms. Deepika Garg 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 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 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, 2021 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/ Less Voted No.s
	No.s	%	No.s	%	
Total votes through Remote E-voting & Voting by electronic means at the meeting	22681102	99.9992	180	0.0008	1936

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

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	22529917	99.3696	142939	0.6304	10362

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

Resolution 3: Special Resolution

Approval of Affle (India) Limited Employee Stock Options Scheme.-2021.

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	20780984	91.6153	1901894	8.3847	340

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

Resolution 4: Special Resolution

Approval of grant of stock options to the Employee of Holding Company and Subsidiary Company(ies) under Affle (India) Limited Employee Stock Options Scheme-2021.

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	20780673	91.6142	1902143	8.3858	402



by electronic means at the meeting					
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Special Resolution No. 4 of Notice stands passed with the requisite majority

Resolution 5: Special Resolution

Approval of grant of employee stock options by the way of secondary acquisition under Affle (India) Limited Employee Stock Option Scheme- 2021.

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	20781218	91.6175	1901372	8.3825	628

Special Resolution No. 5 of Notice stands passed with the requisite majority

Resolution 6: Special Resolution

Approval of Sub-division/ Split of shares.

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	22682866	99.9988	268	0.0011	84

Special Resolution No. 6 of Notice stands passed with the requisite majority



Resolution 7: Special Resolution

Approval for alteration of the Capital Clause of the Memorandum of Association.

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	22682301	99.9989	248	0.0011	669

Special Resolution No. 7 of Notice stands passed with the requisite majority

Resolution 8: Special Resolution

Approval for Shifting of Registered office from the "State of Maharashtra" to "NCT of Delhi".

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	22682099	99.9962	862	0.0038	257

Special Resolution No. 8 of Notice stands passed with the requisite majority

Resolution 9: Special Resolution

Approval for Alteration of Article of Association of 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	22675395	99.968	7257	0.032	566
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Special Resolution No. 9 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 KFin. 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,

Date 23rd September, 2021
Place: New Delhi

**For Kiran Sharma & Co.
Company Secretaries**



Blaw
Kiran Sharma
Prop.

FCS 4942, C.P. 3116
Off: 7A, LGF, NRI Complex
Greater Kailash-IV,
New Delhi – 110019
Mobile: 9910892003

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

1. Ms. Tabshsoom Pravin

Tabshsoom Pravin

2. Ms. Deepika Garg

Deepika Garg

Received the Report together with other data records mentioned therein:

Date: **September 23, 2021**

Place: **Gurugram**



Signed by Ms. Parmita Choudhary,
Company Secretary

