

KIRAN SHARMA & CO.

Company Secretaries

MGT-13 Scrutinizer's Report

To,

Chairperson
Affle 3i Limited
(Formerly known as 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 of Postal Ballot 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 Postal Ballot of Affle 3i Limited held from June 12, 2025 (9:00 a.m.) till July 11, 2025 (5:00 p.m.)

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 3i 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 09/2024 dated September 19, 2024 read with No. 9/2023 dated September 25, 2023, 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 resolutions proposed through the Postal Ballot Notice and to submit a report thereon to the Company on the resolutions forming part of the Notice.

The Notice dated 4th June, 2025, 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 through Postal Ballot.



The Company had availed the e-voting facility for the purpose of Postal ballot 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.

The voting period for remote e-voting commenced on Thursday, June 12, 2025 (9:00 a.m. IST) and ended on Friday, July 11, 2025 (5:00 p.m. IST) and the e-voting platform was blocked thereafter.

The shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, June 6, 2025 were entitled to vote on the resolutions as contained in the Notice of the Postal Ballot.

I have scrutinized and reviewed the remote e-voting process 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 provided for proposed resolutions contained in the notice of the Postal Ballot.

My responsibility as Scrutinizer for the remote e-voting was restricted to scrutinize the remote 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 Friday, July 11, 2025, after tabulating the votes cast through remote e-voting facility for the Postal Ballot, through the system provided by KFintech, was duly unblocked by me as a Scrutinizer in the presence of Ruchi Joshi and Diksha Bajaj who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.

Thereafter, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the Members, and now I hereby submit my consolidated Report as under, on the result of the e-voting through 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.

SPECIAL BUSINESS

Resolution 1: Special Resolution

Appointment of Dr. Simon Arthur Chesterman (DIN: 11053943) as Independent Director

| Manner of Voting | Votes in favour of the Resolution | | | Votes against the Resolution | | | Abstained Votes | |
|------------------|-----------------------------------|---------------|---|------------------------------|---------------|---|------------------------------|---------------|
| | No. of members who voted | No. of shares | % | No. of members who voted | No. of shares | % | No. of members who abstained | No. of shares |



| | | | | | | | | |
|-------------------------------------|-----|-----------|-------|----|------|------|---|-------|
| Total votes through Remote e-voting | 907 | 120556181 | 99.99 | 39 | 1360 | 0.01 | 9 | 17837 |
|-------------------------------------|-----|-----------|-------|----|------|------|---|-------|

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

Resolution 2: Special Resolution

Appointment of Mr. Piyush Gupta (DIN: 11056907) as Independent Director

| Manner of Voting | Votes in favour of the Resolution | | | Votes against the Resolution | | | Abstained Votes | |
|-------------------------------------|-----------------------------------|---------------|-------|------------------------------|---------------|------|------------------------------|-----------------|
| | No. of members who voted | No. of shares | % | No. of members who voted | No. of shares | % | No. of members who abstained | No. of shares % |
| Total votes through Remote e-voting | 910 | 120556379 | 99.99 | 34 | 1152 | 0.01 | 10 | 17847 |

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

Resolution 3: Ordinary Resolution

Appointment of Mr. Vivek Narayan Gour (DIN: 00254383) as Non-Executive Director

| Manner of Voting | Votes in favour of the Resolution | | | Votes against the Resolution | | | Abstained Votes | |
|-------------------------------------|-----------------------------------|---------------|-------|------------------------------|---------------|------|------------------------------|-----------------|
| | No. of members who voted | No. of shares | % | No. of members who voted | No. of shares | % | No. of members who abstained | No. of shares % |
| Total votes through Remote e-voting | 868 | 118717868 | 98.47 | 81 | 1839681 | 1.53 | 10 | 17829 |

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

- 1) All the Resolutions mentioned in the Notice of the Postal Ballot as per the details above stand passed under remote e-voting with the requisite majority and hence deemed to have been passed on July 11, 2025 (last day of e-voting, as provided in the Notice of Postal Ballot).
- 2) The Company may accordingly declare the result of the remote e-voting for the Postal Ballot 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 Postal Ballot (Report on Postal Ballot).
- 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: F004942G000764789



Date: 12.07.2025

Place: New Delhi

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

1. Ruchi Joshi



2. Diksha Bajaj



Received the Report together with other data records mentioned therein:




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

Date: 12.07.2025

Place: Gurugram