

KIRAN SHARMA & CO.

Company Secretaries

MGT-13 Scrutinizer's Report

To,

Anuj Khanna Sohum
(Chairman of the Meeting)
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 Extra-ordinary General Meeting of Affle (India) Limited held on November 17, 2023 at 11:00 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, 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 Extra-ordinary General Meeting ("EGM") of Affle (India) Limited on November 17, 2023 at 11:00 A.M. (IST) through VC / OAVM.

As mentioned in the Notice the proceedings of the EGM will be deemed to be conducted at the Registered office of the Company which shall be the deemed venue of the EGM.

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

The notice dated 26th October, 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 EGM 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 EGM.



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The voting period for remote e-voting commenced on Tuesday, November 14, 2023 (9:00 a.m. IST) and ended on Thursday, November 16, 2023 (5:00 p.m. IST) and the e-voting platform was blocked thereafter.

At the EGM held through VC / OAVM, on Friday, November 17, 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 EGM 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, November 10, 2023 were entitled to vote on the resolutions as contained in the Notice of the EGM.

After the closure of remote e-voting at the EGM, the report on voting done at the EGM and the votes cast under remote e-voting facility prior to the EGM were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting prior and during the EGM 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 EGM on the resolutions contained in the notice of the EGM.

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 November 17, 2023, after tabulating the votes cast electronically at the EGM, 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 Ms. Puja 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 EGM, 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 EGM.
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: Special Resolution

To create, offer, issue and allot Equity Shares on Preferential Basis:

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	114,967,749	99.9995%	528	0.0005%	91



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

- 1) the Resolution mentioned in the Notice of the EGM as per the details above stand passed as per the remote e-voting and e-voting done by the members at the EGM with the requisite majority and hence deemed to have been passed at the EGM.
- 2) The Company may accordingly declare the result of the voting through remote e-voting and e-voting at the EGM 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 EGM.
- 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: F004942E001953121



Date: 17th November, 2023
Place: New Delhi

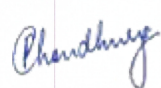
The following were the witnesses to the unblocking the votes cast though remote e-voting,

1. 
Ms. Diksha Bajaj

2. 
Ms. Puja

Received the Report together with other data records mentioned therein:

Date: November 17, 2023
Place: Gurugram


Signed by Ms. Parmita Choudhury,
Company Secretary

