

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 - 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 25th Annual General Meeting of Affle (India) Limited held on September 24, 2020 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, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 25th Annual General Meeting ("AGM") of Affle (India) Limited on September 24, 2020 at 10:00 A.M. (IST) through VC / OA VM.

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

The notice dated August 21, 2020, 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 Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

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The Company had availed thee-voting facility offered by KFin Technologies Private Limited for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Monday, September 21, 2020 (9:00 a.m. IST) and ended on Wednesday, September 23, 2020 (5:00 p.m. IST) and the e-voting platform was blocked thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OA VM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Thursday, September 17, 2020 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 is restricted to making a Scrutinizer's Report of the votes cast in favor or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting in respect of the said resolutions.



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, 2020 and the reports of the Board of Directors ('the Board') and Auditors thereon.

(i) Voted in favor of the resolution:

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	21345476	99.9999	11	0.0001	893

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	20511994	96.3095	785993	3.6905	48393



Resolution 3: Special Resolution**Re-appointment of Mr. Bijynath (DIN: 08160918), as an Independent Director of the 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	21297976	99.9999	11	0.0001	48393

Resolution 4: Special Resolution**Re-appointment of Ms. Sumit Mamak Chadha (DIN: 05207581), as an Independent Director of the 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	21297946	99.9998	41	0.0002	48393



Resolution 5: Special Resolution**Re-appointment of Mr. Vivek Narayan Gour (DIN: 00254383), as an Independent Director of the 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	21297946	99.9998	41	0.0002	48393

Resolution 6: Special Resolution**Authorization under Section 186 of the Companies Act, 2013**

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	19867209	95.7666	878229	4.2334	00942

Resolution 7: Special Resolution**Authorization under Section 180 of the Companies, Act, 2013**

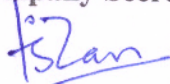
Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Less Voted No.s
	No.s	%	No.s	%	
Total votes through Remote e-voting & Voting by electronic means at the meeting	21317401	99.9998	37	0.0002	28942



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 Technologies Private Limited. 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.
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Greater Kailash-IV,
New Delhi – 110019
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UDIN: FW4942B000768826



Date: 25/09/2020
Place: New Delhi

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

1. 

Ms. Lata Manral

2. 

Mr. Kshitiz Tayal