

# 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 26<sup>th</sup> 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.**

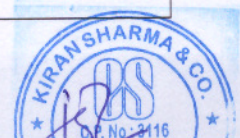
Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Less Voted
	No.s	%	No.s	%	No.s
Total votes through Remote E-voting & Voting by electronic means at the meeting	20780984	91.6153	1901894	8.3847	340

**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 23<sup>rd</sup> 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

