

KIRAN SHARMA & CO.

Company Secretaries

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
AFFLE (INDIA) LIMITED
CIN: L65990MH1994PLC080451
102, Wellington Business Park-I,
Off Andheri Kurla Marol,
Andheri (East), Mumbai
Maharashtra - 400059

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the – Extraordinary General Meeting ('EGM') held on Wednesday, March 24, 2021 at 10:00 AM (IST) through video conferencing ('VC')/other audio visual means ('OAVM') facility

1. I, Kiran Sharma, Practicing Company Secretary (Membership No. F4942 & C.P. No. 3116) was appointed as the Scrutinizer by the Board of Directors of AFFLE (INDIA) LIMITED ("the Company") vide resolution dated 27th February, 2021 for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolution(s) contained in the notice dated March 24, 2021 for the Extra Ordinary General Meeting ("EGM") of the members of the Company held on Wednesday, March 24, 2021 through Video Conferencing (VC) or Other Audio Visual Means (OAVM) facility in accordance with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.22/2020 dated June 15, 2020, Circular No.33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as 'MCA Circulars'), Government of India and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars').
2. The said appointment as Scrutinizer is under the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
 1. Process of e-voting remotely, before the EGM, using an e-voting system on the dates referred to in the EGM Notice ("remote e-voting");



2. Process of e-voting at the EGM through e-voting system (**“Voting at the EGM through e-voting system”**) to the shareholders present at the EGM through VC, who had not cast their votes earlier.

3. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of:

- (i) the Act and the Rules made thereunder;
- (ii) the MCA Circulars; and
- (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“LODR”) relating to remote e-voting and Voting at the EGM through e-voting system on the resolutions contained in the EGM Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems

4. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and Voting at the EGM through e-voting system) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the EGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (“NSDL” or any other Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers /documents furnished to me electronically by the Company and/ or NSDL for my verification.

5. Cut-off date

The Shareholders of the Company holding shares as on the 'cut-off' date of March 17, 2021 were entitled to vote on the resolutions forming part of the Notice of the EGM.

6. E-voting process at the EGM

- (i) After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL.
- (ii) The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / NSDL and the authorizations lodged with the Company / NSDL on test check basis.
- (iii) The e-votes cast were unblocked on March 24, 2021 after the conclusion of the EGM at 5:00 P.M.

7. Remote e-voting process

- The remote e-voting period commenced from Sunday, March 21, 2021 (9:00 a.m. IST) and ended on Tuesday, March 23, 2021 (5:00 p.m. IST) on the designated website i.e. <https://www.evoting.nsdl.com>



- The Members whose names appear in the Register of Members/list of Beneficial Owners as on March 17, 2021 only, were entitled to vote on proposed resolutions (Item No. 1) by remote e-voting.
 - On Wednesday, March 24, 2021 after the conclusion of the EGM at 10.13. A.M. and post counting of e- voting at EGM and remote e-voting, event was unblocked by me in the capacity as Scrutinizer in the presence of two witnesses, (Mahender Singh R/o Jaitpur, New Delhi and Rajkumar R/o Sangam Vihar, New Delhi) who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
 - Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against", on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL, <https://www.evoting.nsdl.com>
8. I hereby confirm that all the resolutions were passed with requisite majority and hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and Voting at the EGM through e-voting system on the resolutions as set out in the EGM Notice, based on the reports generated by NSDL, as under:

SPECIAL BUSINESS

Item 1: TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY THE COMPANY.

Business: *Special Business*

Mode of Voting: *E-voting*

Resolution Required					Special			
Whether Promoter/ Promoter Group are interested in the 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
Promoter and Promoter Group	E-Voting*	15,961,036	15,961,036	100.00	15,961,036	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		15,961,036	100.00	15,961,036		100.00	0.00
Public-Institutions	E-Voting*	6,256,684	4,632,815	74.05	4,632,815	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4,632,815	74.05	4,632,815	0	100.00	0.00
Public-Non Institutions	E-Voting*	3,278,647	18,988	0.58	18,376	612	96.78	3.22
	Poll		0	0.00	0	0	100.00	0.00
	Total		18,988	0.58	18,376	612	96.78	3.22
Total		25,496,367	20,612,839	80.85	20,612,227	612	99.997	0.00297

*including e-voting during the Extraordinary general meeting



9. The electronic data and all other relevant records relating to e-voting shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the Company.

10. This report is issued in accordance with the terms of the Engagement Letter.

11. Restriction on Use

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 NSDL. 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 of use of this report 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.

Date: 24.03.2021

Place: New Delhi



For Kiran Sharma & Co.
Company Secretaries

Kiran Sharma

Proprietor

FCS 4942

C.P. No.3116

UDIN: F004942B004136828