

Corporate Governance Report

as on September 30, 2023

General information about company	
Scrip code	542752
NSE Symbol	AFFLE
MSEI Symbol	NOTLISTED
ISIN	INE00WC01027
Name of the entity	Affle (India) Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Whether the listed entity has a Regular Chairperson		Yes																				
Whether any change in information of board of directors compare to previous quarter																						
Whether Chairperson is related to MD or CEO				No																		
				Disqualification																		
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(3)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
1	Mr	ANUJ KHANNA SOHUM	01363666	Executive Director	Not Applicable	CEO-MD	05-04-1978	No			Active	NA		25-01-2006	01-04-2023			1	0	1	0	
2	Mr	ANUJ KUMAR	01400273	Non-Executive - Non Independent Director	Not Applicable		13-05-1978	No			Active	NA		25-01-2006				1	0	0	0	
3	Mr	BIJYNATH	08160918	Non-Executive - Independent Director	Chairperson		21-06-1965	No			Active	NA		01-06-2018			64.00	1	1	1	1	
4	Ms	SUMIT MAMAK CHADHA	05207581	Non-Executive - Independent Director	Not Applicable		30-10-1964	No			Active	NA		01-06-2018			64.00	1	1	1	0	
5	Mr	VIVEK NARAYAN GOUR	00254383	Non-Executive - Independent Director	Not Applicable		10-11-1962	No			Active	NA		01-06-2018			64.00	3	3	4	4	
6	Mr	VIPUL KEDIA	08234884	Executive Director	Not Applicable		03-01-1981	No			Active	NA		01-07-2022				1	0	0	0	
7	Ms	LAY SEE TAN	09203616	Non-Executive - Independent Director	Not Applicable		21-12-1974	No			Active	NA		01-07-2022			15.00	1	1	2	0	
8	Mr	ELAD SHMUEL NATANSON	09643792	Non-Executive - Non Independent Director	Not Applicable		15-10-1980	No			Active	NA		01-07-2022				1	0	0	0	
9	Ms	NOELIA AMOEDO CASQUEIRO	09636776	Non-Executive - Non Independent Director	Not Applicable		19-08-1974	No			Active	NA		01-07-2022				1	0	0	0	

Annexure 1**II. Composition of Committees****Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment
1	00254383	VIVEK NARAYAN GOUR	Non-Executive - Independent Director	Chairperson	16-06-2018
2	05207581	SUMIT MAMAK CHADHA	Non-Executive - Independent Director	Member	16-06-2018
3	09203616	LAY SEE TAN	Non-Executive - Independent Director	Member	07-11-2022

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment
1	05207581	SUMIT MAMAK CHADHA	Non-Executive - Independent Director	Chairperson	16-06-2018
2	08160918	BIJYNATH	Non-Executive - Independent Director	Member	16-06-2018
3	09203616	LAY SEE TAN	Non-Executive - Independent Director	Member	07-11-2022

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment
1	08160918	BIJYNATH	Non-Executive - Independent Director	Chairperson	16-06-2018
2	01363666	ANUJ KHANNA SOHUM	Executive Director	Member	01-06-2020
3	09203616	LAY SEE TAN	Non-Executive - Independent Director	Member	07-11-2022

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment
1	01363666	ANUJ KHANNA SOHUM	Executive Director	Chairperson	01-06-2020
2	01400273	ANUJ KUMAR	Non-Executive - Non Independent Director	Member	16-06-2018
3	00254383	VIVEK NARAYAN GOUR	Non-Executive - Independent Director	Member	29-05-2021
4	09643792	ELAD SHMUEL NATANSON	Non-Executive - Non Independent Director	Member	07-11-2022
5	09636776	NOELIA AMOEDO CASQUEIRO	Non-Executive - Non Independent Director	Member	07-11-2022

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment
1	05207581	SUMIT MAMAK CHADHA	Non-Executive - Independent Director	Chairperson	01-06-2020
2	01363666	ANUJ KHANNA SOHUM	Executive Director	Member	16-06-2018
3	08234884	VIPUL KEDIA	Executive Director	Member	07-11-2022

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors
1	01363666	ANUJ KHANNA SOHUM	Investment Committee- International Investments	Executive Director	Chairperson
2	08160918	BIJYNATH	Investment Committee- International Investments	Non-Executive - Independent Director	Member
3	08163996	MEITHENG LEONG	Investment Committee- International Investments	Non-Executive - Non Independent Director	Member
4		MEITHENG LEONG	Capital Committee	Non-Executive - Non Independent Director	Chairperson

5	08160918	BIJYNATH	Capital Committee	Non-Executive - Independent Director	Member
6	01363666	ANUJ KHANNA SOHUM	Capital Committee	Executive Director	Member
7	00254383	VIVEK NARAYAN GOUR	ESG Committee	Non-Executive - Independent Director	Chairperson
8	01400273	ANUJ KUMAR	ESG Committee	Non-Executive - Non Independent Director	Member
9	01363666	ANUJ KHANNA SOHUM	ESG Committee	Executive Director	Member
10	05207581	SUMIT MAMAK CHADHA	ESG Committee	Non-Executive - Independent Director	Member
11	08234884	VIPUL KEDIA	ESG Committee	Executive Director	Member
12	01363666	ANUJ KHANNA SOHUM	Investment Committee-Domestic	Executive Director	Chairperson
13	00254383	VIVEK NARAYAN GOUR	Investment Committee-Domestic	Non-Executive - Independent Director	Member
14	00554760	KAPIL MOHAN BHUTANI	Investment Committee-Domestic	Chief Financial Officer	Member

Annexure 1

III. Meeting of Board of Directors							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1		24-04-2023		Yes	10	10	4
2		13-05-2023	18	Yes	10	10	4
3		05-08-2023	83	Yes	9	9	4

Annexure 1

IV. Meeting of Committees								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of members attending the meeting (other than Board of Directors)
1	Other Committee	22-04-2023		Investment Committee (International Investment)	Yes	3	3	0
2	Audit Committee	13-05-2023	20		Yes	3	3	0
3	Other Committee	22-05-2023	8	Investment Committee (Domestic Investment)	Yes	3	3	1
4	Audit Committee	05-08-2023	74		Yes	3	3	0
5	Risk Management Committee	31-08-2023	25		Yes	5	4	0

Annexure 1

V. Related Party Transactions		
Sr	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Date of the event		Brief details of the event

Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure III

III. Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Disclosure of loans and guarantees		
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to		
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity		
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan		
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		

Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		
(D) Additional Information		
II. Affirmations		
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		
Name		
Designation		
Place		
Date		

Signatory Details	
Name of signatory	Parmita Choudhury
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	06-10-2023