

Corporate Governance Report
(for quarter ended June 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	Quarterly
Date of Report	30-06-2023
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 Chairperson is related to MD or CEO		No													
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?	Current status	Initial Date of appointment	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 (Refer Regulation 17A(1) of Listing Regulations)	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	25-01-2006		1	0	1	0
2	Mr	ANUJ KUMAR	01400273	Non-Executive - Non Independent Director	Not Applicable		13-05-1978	No	Active	25-01-2006		1	0	0	0
3	Ms	MEITHENG LEONG	08163996	Non-Executive - Non Independent Director	Not Applicable		16-08-1976	No	Active	01-06-2018		1	0	0	0
4	Mr	BIJYNATH	08160918	Independent Director	Chairperson		21-06-1965	No	Active	01-06-2018	61.00	1	1	1	1
5	Ms	SUMIT MAMAK CHADHA	05207581	Independent Director	Not Applicable		30-10-1964	No	Active	01-06-2018	61.00	1	1	1	0
6	Mr	VIVEK NARAYAN GOUR	00254383	Independent Director	Not Applicable		10-11-1962	No	Active	01-06-2018	61.00	3	3	4	4
7	Mr	VIPUL KEDIA	08234884	Executive Director	Not Applicable		03-01-1981	No	Active	01-07-2022		1	0	0	0
8	Ms	LAY SEE TAN	09203616	Independent Director	Not Applicable		21-12-1974	No	Active	01-07-2022	12.00	1	1	2	0
9	Mr	ELAD SHMUEL NATANSON	09643792	Independent Director	Not Applicable		15-10-1980	No	Active	01-07-2022		1	0	0	0
10	Ms	CASQUEIRO	09636776	Independent Director	Not Applicable		19-08-1974	No	Active	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
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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	08163996	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 (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	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	04-02-2023			Yes	10	10	4
2	24-04-2023	78		Yes	10	10	4
3	13-05-2023	18		Yes	10	10	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	Reason for not providing date	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)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	04-02-2023				Yes	3	3	3	0
2	Risk Management Committee	09-03-2023	32			Yes	5	4	0	0
3	Other Committee	15-03-2023	5	Investment Committee (International Investment)		Yes	3	3	1	0
4	Other Committee	25-03-2023	9	Separate Meeting of Independent Director		Yes	4	4	4	0
5	Stakeholders Relationship Committee	25-03-2023				Yes	3	2	2	0
6	Corporate Social Responsibility Committee	31-03-2023	5			Yes	3	3	1	0
7	Other Committee	31-03-2023		ESG Committee		Yes	5	5	2	0
8	Other Committee	31-03-2023		Investment Committee (Domestic Investment)		Yes	3	2	1	1
9	Other Committee	22-04-2023	21	Investment Committee (International Investment)		Yes	3	3	1	0
10	Audit Committee	13-05-2023	20			Yes	3	3	3	0
11	Other Committee	22-05-2023	8	Investment Committee (Domestic Investment)		Yes	3	3	1	1

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

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 1		
Sr	Subject	Compliance status
1	Name of signatory	Parmita Choudhury
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Parmita Choudhury
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	13-07-2023