

Corporate Governance Report
(for the quarter ended March 31, 2024)

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	Yearly
Date of Report	31-03-2024
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

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	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Initial Date of appointment	Date of Re-appointment	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation	No of Independent Directorship in listed entities including this listed entity [with	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities
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	01-01-2018	01-06-2020	67.00	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	01-06-2020	67.00	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	01-06-2020	67.00	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	01-07-2022	18.00	1	1	2	0
8	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
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

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee member	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 member	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	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	Name of other committee	Category 1 of directors	Category 2 of directors
1	00254383	VIVEK NARAYAN GOUR	ESG Committee	Non-Executive - Independent Director	Chairperson
2	01400273	ANUJ KUMAR	ESG Committee	Non-Executive - Non Independent Director	Member

3	01363666	ANUJ KHANNA SOHUM	ESG Committee	Executive Director	Member
4	05207581	SUMIT MAMAK CHADHA	ESG Committee	Non-Executive - Independent Director	Member
5	08234884	VIPUL KEDIA	ESG Committee	Executive Director	Member
6	01363666	ANUJ KHANNA SOHUM	Investment Committee- Domestic	Executive Director	Chairperson
7	00254383	VIVEK NARAYAN GOUR	Investment Committee- Domestic	Non-Executive - Independent Director	Member
8		KAPIL MOHAN BHUTANI	Investment Committee- Domestic	Chief Financial Officer	Member
9	01363666	ANUJ KHANNA SOHUM	Investment Committee- International	Executive Director	Chairperson
10	08160918	BIJYNATH	Investment Committee- International	Non-Executive - Independent Director	Member
11		MEI THENG LEONG	Investment Committee- International		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		26-10-2023		Yes	9	8	4
2		04-11-2023	8	Yes	8	7	3
3		07-12-2023	32	Yes	8	8	4
4		22-12-2023	14	Yes	8	8	4
5		03-02-2024	42	Yes	8	8	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 Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Risk Management Committee	13-10-2023			Yes	5	4	1	0
2	Audit Committee	04-11-2023	21		Yes	3	2	2	2
3	Nomination and remuneration committee	07-12-2023	32		Yes	3	3	3	0
4	Audit Committee	03-02-2024	57		Yes	3	3	3	0
5	Stakeholders Relationship Committee	29-03-2024	54		Yes	3	3	2	0
6	Other Committee	29-03-2024		ESG Committee	Yes	5	5	2	0
7	Other Committee	29-03-2024		Separate meeting of Independent Director	Yes	4	4	4	0
8	Corporate Social Responsibility Committee	30-03-2024	0		Yes	3	3	1	0

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR)	No

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

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	Web address
1	Details of business	Yes	www.affle.com
2	Terms and conditions of appointment of independent directors	Yes	www.affle.com
3	Composition of various committees of board of directors	Yes	www.affle.com
4	Code of conduct of board of directors and senior management personnel	Yes	www.affle.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.affle.com
6	Criteria of making payments to non-executive directors	Yes	www.affle.com
7	Policy on dealing with related party transactions	Yes	www.affle.com
8	Policy for determining 'material' subsidiaries	Yes	www.affle.com
9	Details of familiarization programmes imparted to independent directors	Yes	www.affle.com
10	Email address for grievance redressal and other relevant details	Yes	www.affle.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.affle.com
12	Financial results	Yes	www.affle.com
13	Shareholding pattern	Yes	www.affle.com
14	Details of agreements entered into with the media companies and/or their associates	NA	

15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.affle.com
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	www.affle.com
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	www.affle.com
18	Credit rating or revision in credit rating obtained	NA	
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.affle.com
20	Secretarial Compliance Report	Yes	www.affle.com
21	Materiality Policy as per Regulation 30 (4)	Yes	www.affle.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	www.affle.com
23	Disclosures under regulation 30(8)	Yes	www.affle.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	www.affle.com
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	www.affle.com
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	www.affle.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	www.affle.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	www.affle.com

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) &	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	

16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	

30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	

43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	

Annexure II

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

Annexure II**III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Annexure II

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

Additional Half yearly Disclosure

Applicability of disclosure	Not Applicable
Reason for Non Applicability	During the 6 months ended March 31, 2024, the Company has not given loan or guarantee or security for any loan obtained by Promoter or any other entity controlled by them, Promoter Group or any entity controlled by them, Directors (including relatives or any entity controlled by them or to any KMP or any entity controlled by them except to its wholly owned

Signatory Details

Name of signatory	Parmita Choudhury
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	09-04-2024