

**Corporate Governance Report**  
**(as on June 30, 2024)**

<b>General information about company</b>	
Scrip code	542752
NSE Symbol	AFFLE
MSEI Symbol	NOTLISTED
ISIN	INE00WC01027
Name of the entity	Affle (India) Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	30-06-2024
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	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 regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee 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)	Reason for Cessation
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		70.00	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		70.00	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		70.00	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		24.00	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		30-06-2024		1	0	0	0	Others

<b>Annexure 1</b>
<b>II. Composition of Committees</b>

<b>Audit Committee Details</b>
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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	Date of Cessation
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	

<b>Nomination and remuneration committee</b>
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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	Date of Cessation
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	Date of Cessation
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	Date of Cessation
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	30-06-2024

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	Date of Cessation
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	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 and Commercial Officer – International	Member
9	01363666	ANUJ KHANNA SOHUM	Investment Committee-International	Executive Director	Chairperson
10	8160918	BIJYNATH	Investment Committee-International	Non-Executive - Independent Director	Member
11		MEITHENG LEONG	Investment Committee-International	Chief Financial And Commercial Officer - International	Member
12	01363666	ANUJ KHANNA SOHUM	Capital Committee	Executive Director	Chairperson
13	8234884	VIPUL KEDIA	Capital Committee	Executive Director	Member
14		KAPIL MOHAN BHUTANI	Capital Committee	Chief Financial and Operations 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	03-02-2024			Yes	8	8	4
2	24-05-2024	110		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	Audit Committee	03-02-2024			Yes	3	3	3	0
2	Stakeholders Relationship Committee	29-03-2024	54		Yes	3	3	2	0
3	Other Committee	29-03-2024		ESG Committee	Yes	5	5	2	0
4	Other Committee	29-03-2024		Separate meeting of Independent Director	Yes	4	4	4	0
5	Corporate Social Responsibility Committee	30-03-2024	0		Yes	3	3	1	0
6	Risk Management Committee	09-04-2024	9		Yes	4	3	1	0
7	Audit Committee	24-05-2024	44		Yes	3	3	3	0
8	Other Committee	24-06-2024	30	Investment Committee - Domestic	Yes	3	3	1	0

### Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI	No
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### 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**

<b>VI. Affirmations</b>		
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	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	Kapil Mohan Bhutani
2	Designation	Chief Financial Officer

Signatory Details	
Name of signatory	Kapil Mohan Bhutani
Designation of person	Chief Financial Officer
Place	Gurugram
Date	04-07-2024

