

Integrated Filing- Governance Report
(As of March 31, 2025)

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter Type	Yearly
Date of Quarter Ending	31-03-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities
Is SCORE ID Available ?	Yes
SCORE Registration ID	COMZ00640
Reason For No SCORE ID	
Type of Submission	Original

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														
Is there any change in information of board of directors compare to previous quarter																			
Whether Chairperson is related to MD or CEO					Yes														
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 proviso to regulation 17A(1) & reg. 17A(2)]	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)	Reason for Cessation
1	Mr	ANUJ KHANNA SOHUM	01363666	Executive Director	Chairperson	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	Not Applicable		21-06-1965	No	Active	NA	01-01-2018	01-06-2020		79.00	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		79.00	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		79.00	3	3	4	3	
6	Ms	LAY SEE TAN	09203616	Non-Executive - Independent Director	Not Applicable		21-12-1974	No	Active	NA	01-07-2022	01-07-2022	09-02-2025	33.00	1	1	0	0	Others
7	Mr	CHARLES YONG JIEN FOONG	08160891	Non-Executive - Non Independent Director	Not Applicable		23-11-1974	No	Active	NA	01-10-2024				1	0	0	0	
8	Mr	SANJIV KUMAR CHAUDHARY	06525007	Non-Executive - Independent Director	Not Applicable		25-04-1958	No	Active	NA	01-10-2024	01-10-2024		6.00	2	2	3	1	
9	Ms	RESHMA PRASAD VIRMANI	10819204	Non-Executive - Independent Director	Not Applicable		12-01-1981	No	Active	NA	08-02-2025	08-02-2025		2.00	1	1	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	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	06525007	SANJIV KUMAR CHAUDHARY	Non-Executive - Independent Director	Member	08-02-2025	
4	09203616	LAY SEE TAN	Non-Executive - Independent Director	Member	07-11-2022	09-02-2025

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	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	00254383	VIVEK NARAYAN GOUR	Non-Executive - Independent Director	Member	08-02-2025	
4	09203616	LAY SEE TAN	Non-Executive - Independent Director	Member	07-11-2022	09-02-2025

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	06525007	SANJIV KUMAR CHAUDHARY	Non-Executive - Independent Director	Member	08-02-2025	
4	09203616	LAY SEE TAN	Non-Executive - Independent Director	Member	07-11-2022	09-02-2025

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	

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	01400273	ANUJ KUMAR	Non-Executive - Non Independent Director	Member	01-10-2024	

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. No.	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	09-11-2024		Yes	8	8	5
2	08-02-2025	90	Yes	8	8	5

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	Nomination and remuneration committee	09-11-2024			Yes	3	3	3	0
2	Audit Committee	09-11-2024			Yes	3	3	3	0
3	Audit Committee	08-02-2025	90		Yes	3	3	3	0
4	Stakeholders Relationship Committee	29-03-2025	48		Yes	3	3	2	0
5	Other Committee	29-03-2025		ESG Committee	Yes	5	5	2	1
6	Other Committee	29-03-2025		Separate Meeting of Independent Director	Yes	5	5	5	0

Annexure 1		
V. 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

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
Other details of cyber security incidence or breaches or loss of data event	NA
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Annexure II			
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)			
I. Disclosure on website in terms of LODR Regulation			
Sr	Item	Compliance status (Yes/No/NA)	Web address
	As per regulation 46(2) of the LODR:		
1.1	Details of business	Yes	https://affle.com/about
1.2	Memorandum of Association and Articles of Association	Yes	https://affle.com/corporate-governance#others
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	https://affle.com/corporate-governance#composition-of-board-and-its-committees
2	Terms and conditions of appointment of independent directors	Yes	https://affle.com/images/pdf/2025/Terms-and-conditions-of-appointment-of-Independent-Directors.pdf
3	Composition of various committees of board of directors	Yes	https://affle.com/corporate-governance#composition-of-board-and-its-committees
4	Code of conduct of board of directors and senior management personnel	Yes	https://affle.com/images/pdf/Code-of-Conduct-of-Directors-and-Senior-Management.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://affle.com/images/pdf/Whistle-Blower-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes	https://affle.com/images/pdf/Q4/Nomination%20&%20Remuneration%20Policy.pdf
7	Policy on dealing with related party transactions	Yes	https://affle.com/images/pdf/2025/Policy-on-Related-Party-Transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes	https://affle.com/images/pdf/2025/Policy-for-Determining-Material-Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	https://affle.com/images/pdf/2025/familiarization-new-for-IDs-2024-25.pdf
10	Email address for grievance redressal and other relevant details	Yes	https://affle.com/investor-relations#ir-home
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://affle.com/investor-relations#ir-home
12	Financial results	Yes	https://affle.com/investor-relations#ir-finance
13	Shareholding pattern	Yes	https://affle.com/corporate-governance#shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA	
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes	https://affle.com/investor-relations#ir-exchange
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes	https://affle.com/investor-relations#ir-finance
16	New name and the old name of the listed entity	Yes	https://affle.com/investor-relations#ir-home
17	Advertisements as per regulation 47 (1)	Yes	https://affle.com/investor-relations#ir-exchange
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	https://affle.com/investor-relations#ir-finance
20	Secretarial Compliance Report	Yes	https://affle.com/corporate-governance#secretarial-compliance-report
21	Materiality Policy as per Regulation 30 (4)	Yes	https://affle.com/images/pdf/2023/Policy%20on%20Determination%20of%20Materiality%20of%20Disclosures.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://affle.com/images/pdf/Contact%20Details%20of%20Authorized%20Officers%20to%20Determine%20Materiality.pdf
23	Disclosures under regulation 30(8)	Yes	https://affle.com/investor-relations#ir-exchange
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	https://affle.com/corporate-governance#statement-of-deviation-or-variation
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	https://affle.com/images/pdf/2023/Dividend%20Distribution%20Policy.pdf
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://affle.com/corporate-governance#annual-return
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes	https://affle.com/corporate-governance#esop-scheme
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://affle.com/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://affle.com/

Annexure II			
II. Annual Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	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)	Yes
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 personnel	26(3)	Yes
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA

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

Signatory Details	
Name of signatory	Parmita Choudhury
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	16-04-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0