

Corporate Governance Report

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	01-04-2021
Date of end of financial year	31-03-2022
Date of Report	31-03-2022
Risk management committee	Applicable

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																Yes
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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 (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	AZPPK7552F	01363666	Executive Director	Chairperson related to Promoter	CEO-MD	05-04-1978	25-01-2006				1	0	1	0
2	Mr	ANUJ KUMAR	AHJPK6505G	01400273	Executive Director	Not Applicable		13-05-1978	25-01-2006				1	0	0	0
3	Ms	MEITHENG LEONG	AZRPL6350N	08163996	Non-Executive - Non Independent Director	Not Applicable		16-08-1976	01-06-2018				1	0	2	1
4	Mr	BIJYNATH	ZZZZZ9999Z	08160918	Non-Executive - Independent Director	Not Applicable		21-06-1965	01-06-2018	01-06-2020		46	1	1	1	0
5	Ms	SUMIT MAMAK CHADHA	AAAPC0457B	05207581	Non-Executive - Independent Director	Not Applicable		30-10-1964	01-06-2018	01-06-2020		46	1	1	1	0
6	Mr	VIVEK NARAYAN GOUR	AAAPG6499H	00254383	Non-Executive - Independent Director	Not Applicable		10-11-1962	01-06-2018	01-06-2020		46	3	3	5	4

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	08163996	MEITHENG LEONG	Non-Executive - Non Independent Director	Member	01-06-2020	

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	08160918	BIJYNATH	Non-Executive - Independent Director	Chairperson	16-06-2018	
2	05207581	SUMIT MAMAK CHADHA	Non-Executive - Independent Director	Member	16-06-2018	
3	08163996	MEITHENG LEONG	Non-Executive - Non Independent Director	Member	01-06-2020	

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	08163996	MEITHENG LEONG	Non-Executive - Non Independent Director	Chairperson	01-06-2020	

2	08160918	BIJYNATH	Non-Executive - Independent Director	Member	16-06-2018	
3	01363666	ANUJ KHANNA SOHUM	Executive Director	Member	01-06-2020	

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	Executive Director	Member	16-06-2018	
3	00254383	VIVEK NARAYAN GAUR	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	
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	08163996	MEITHENG LEONG	Non-Executive - Non Independent Director	Member	16-06-2018	

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		Non-Executive - Independent Director	Member
3	08163996	MEITHENG LEONG		Non-Executive - Non Independent Director	Member

4	01363666	ANUJ KHANNA SOHUM	Investment Committee- Domestic Investments	Executive Director	Chairperson
5	00254383	VIVEK NARAYAN GOUR		Non-Executive - Independent Director	Member
6	00554760	KAPIL MOHAN BHUTANI		Chief Financial Officer	Member
7	08163996	MEITHENG LEONG	Fund Raising Committee	Non-Executive - Non Independent Director	Chairperson
8	01363666	ANUJ KHANNA SOHUM		Executive Director	Member
9	08160918	BIJYNATH		Non-Executive - Independent Director	Member
10	01400273	ANUJ KUMAR	ESG Committee	Executive Director	Chairperson
11	01363666	ANUJ KHANNA SOHUM		Executive Director	Member
12	00254383	VIVEK NARAYAN GOUR		Non-Executive - Independent Director	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)	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting
1	12-10-2021		Yes	6	3
2	10-11-2021	28	Yes	6	3
3	05-02-2022	86	Yes	6	3
4	22-03-2022	44	Yes	5	2

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting
1	Nomination and remuneration committee	12-10-2021	Yes	5	2
2	Audit Committee	10-11-2021	Yes	6	3
3	Risk Management Committee	10-10-2021	Yes	6	3
4	Audit Committee	05-02-2021	Yes	6	3
5	Investment committee-Domestic Investment	15-02-2022	Yes	5	2
6	Investment Committee-International Investment	11-03-2022	Yes	3	1
7	Stakeholders Relationship Committee	11-03-2022	Yes	3	1
8	Corporate Social Responsibility Committee	30-03-2022	Yes	4	2
9	Risk Management Committee	30-03-2022	Yes	4	2
10	ESG Committee	30-03-2022	Yes	4	2

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

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 500 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

Signatory Details	
Name of signatory	PARMITA CHOUDHURY
Designation of person	Company Secretary and Compliance Officer

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 Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	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	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.affle.com
11	email address for grievance redressal and other relevant details	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	Schedule of analyst or institutional investor meet and presentations made	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	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.affle.com
21	Materiality Policy as per Regulation 30	Yes		www.affle.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.affle.com
23	It is certified that these contents on the website of the listed entity are correct	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(1B)	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	Composition of nomination & remuneration committee	19(1) & (2)	Yes	

18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	

39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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	178		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(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 directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
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(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided 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			
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or			
Name			
Designation			
Place			
Date			

Signatory Details

Name of signatory	Parmita Choudhury
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	18-04-2022