

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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

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	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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 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)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing)	
1	Mr	ANUJ KHANNA SOHUM	01363666	Executive Director	Not Applicable	CEO-MD	05-04-1978	No	Active	NA		25-01-2006			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	Ms	MEITHENG LEONG	08163996	Non-Executive - Non Independent Director	Not Applicable		16-08-1976	No	Active	NA		01-06-2018			1	0	0	0	
4	Mr	BIJYNATH	08160918	Non-Executive - Independent Director	Chairperson		21-06-1965	No	Active	NA		01-06-2018	01-06-2018	58.00	1	1	1	1	
5	Ms	SUMIT MAMAK CHADHA	05207581	Non-Executive - Independent Director	Not Applicable		30-10-1964	No	Active	NA		01-06-2018	01-06-2018	58.00	1	1	1	0	
6	Mr	VIVEK NARAYAN GOUR	00254383	Non-Executive - Independent Director	Not Applicable		10-11-1962	No	Active	NA		01-06-2018	01-06-2018	58.00	3	3	4	4	
7	Mr	VIPUL KEDIA	08234884	Executive Director	Not Applicable		03-01-1981	No	Active	NA		01-07-2022			1	0	0	0	
8	Ms	LAY SEE TAN	09203616	Non-Executive - Independent Director	Not Applicable		21-12-1974	No	Active	NA		01-07-2022	01-07-2022	9.00	1	1	2	0	
9	Mr	ELAD SHMUEL NATANSON	09643792	Non-Executive - Non Independent Director	Not Applicable		15-10-1980	No	Active	NA		01-07-2022			1	0	0	0	
10	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
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 CASQUEIR	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 member	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

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		07-11-2022		Yes	10	10	4
2		14-12-2022	36	Yes	10	10	4
3		04-02-2023	51	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	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	07-11-2022			Yes	3	3	2	0
2	Other Committee	10-12-2022	32	Investment Committee (International Investment)	Yes	3	3	1	0
3	Other Committee	10-12-2022		Investment Committee (Domestic Investment)	Yes	3	3	1	0
4	Other Committee	31-12-2022	20	Investment Committee (International Investment)	Yes	3	2	1	0
5	Audit Committee	04-02-2023	34		Yes	3	3	3	0
6	Risk Management Committee	09-03-2023	32		Yes	5	4	0	0
7	Other Committee	15-03-2023	5	Investment Committee (International Investment)	Yes	3	3	1	0
8	Other Committee	25-03-2023	9	Separate Meeting of Independent Directors	Yes	4	4	4	0
9	Stakeholders Relationship Committee	25-03-2023			Yes	3	2	2	0
10	Corporate Social Responsibility Committee	31-03-2023	5		Yes	3	3	1	0
11	Other Committee	31-03-2023		ESG Committee	Yes	5	5	2	0
12	Other Committee	31-03-2023		Investment Committee (Domestic Investment)	Yes	3	2	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 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 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	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 by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	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 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

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) & 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**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	Applicable		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.			
(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	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	12500000.00	12500000.00	
KMPs or any other entity controlled by them	0.00	0.00	
(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	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(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	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00

(D) Additional Information	
Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes
Name	Kapil Mohan Bhutani
Designation	CFO
Place	Gurugram
Date	06-04-2023