

April 20, 2023

To,
BSE Limited,
P.J. Towers
Dalal Street,
Mumbai 400001,

Dear Sir/Ma'am,

Subject: Corporate Governance Report in terms of Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 27(2) of the SEBI Listing Regulations, we hereby submit the Corporate Governance Report for the quarter ended March 31, 2023.

We request you to kindly take the above information on record.

For Avanse Financial Services Limited

Rajesh Gandhi
Company Secretary and Compliance Officer
(ICSI Membership No. A-19086)

Encl: As above



Avanse Financial Services Ltd.

Registered & Corporate Office:

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Sahar Road, Next to Hyatt Regency,
Andheri (East), Mumbai - 400 099 Maharashtra.

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www.avanse.com

ASPIRE WITHOUT BOUNDARIES

General information about company	
Scrip code	952525
NSE Symbol	
MSEI Symbol	NOT LISTED
ISIN	INE087P01017
Name of the entity	AVANSE FINANCIAL SERVICES 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	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																									
Whether the listed entity has a Regular Chairperson		Yes																							
Whether Chairperson is related to MD or CEO		No																							
		Disqualification of Directors under section 164 of the Companies Act, 2013																							
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	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	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	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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Neeraj Swaroop	ABJPS9765Q	00061170	Non-Executive - Independent Director	Chairperson		15-07-1958	No				Active	NA		30-07-2019	27-09-2022		44	1	0	1	0		
2	Mrs	Vijayalakshmi Rajaram Iyer	AAHPI7741P	05242960	Non-Executive - Independent Director	Not Applicable		01-06-1955	No				Active	NA		30-07-2019	27-09-2022		44	6	6	8	3		
3	Mrs	Savita Mahajan	AAQPM7001M	06492679	Non-Executive - Independent Director	Not Applicable		14-03-1959	No				Active	NA		01-12-2018	01-12-2021		51	1	1	2	0		
4	Mr	Ravi Venkatraman	ABKPV6883B	00307328	Non-Executive - Independent Director	Not Applicable		02-07-1959	No				Active	NA		05-07-2021			20	0	0	0	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

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	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	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	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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Narendra Ostawal	AADPO9336J	06530414	Non-Executive - Non Independent Director	Not Applicable		13-11-1977	No				Active	NA		30-07-2019			44	4	0	2	1		
6	Mr	Amit Ganda	AAVPG4836F	09494847	Executive Director	Not Applicable		01-04-1975	No				Active	NA		02-03-2022			12	0	0	0	0		

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	Remarks
1	00307328	Ravi Venkatraman	Non-Executive - Independent Director	Chairperson	05-07-2021		
2	05242960	Vijayalakshmi Rajaram Iyer	Non-Executive - Independent Director	Member	05-08-2021		
3	06530414	Narendra Ostawal	Non-Executive - Non Independent Director	Member	05-08-2021		

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	Remarks
1	05242960	Vijayalakshmi Rajaram Iyer	Non-Executive - Independent Director	Chairperson	05-08-2019		
2	00061170	Neeraj Swaroop	Non-Executive - Independent Director	Member	05-08-2019		
3	06530414	Narendra Ostawal	Non-Executive - Non Independent Director	Member	05-08-2019		

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	Remarks
1	00061170	Neeraj Swaroop	Non-Executive - Independent Director	Chairperson	01-02-2022		
2	06492679	Savita Mahajan	Non-Executive - Independent Director	Member	01-02-2022		
3	06530414	Narendra Ostawal	Non-Executive - Non Independent Director	Member	01-02-2022		

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	Remarks
1	00061170	Neeraj Swaroop	Non-Executive - Independent Director	Chairperson	05-08-2019		
2	05242960	Vijayalakshmi Rajaram Iyer	Non-Executive - Independent Director	Member	05-08-2019		
3	06530414	Narendra Ostawal	Non-Executive - Non Independent Director	Member	05-08-2019		
4	00307328	Ravi Venkatraman	Non-Executive - Independent Director	Member	05-07-2021		
5	09494847	Amit Ganda	Executive Director	Member	01-04-2017		
6	99999999	Samir Kumar Mohanty	Chief Transformation Officer	Member	12-10-2017		Textual Information(1)
7	99999999	Vineet Mahajan	Chief Financial Officer	Member	22-09-2021		Textual Information(2)
8	99999999	Sorabh Malhotra	Chief Risk Officer	Member	23-09-2022		Textual Information(3)
9	99999999	Yogesh Rawat	Chief Operating Officer	Member	11-11-2022		Textual Information(4)

Sr Text Block	
Textual Information(1)	The Member is not a Director. Hence, no DIN is entered.
Textual Information(2)	The Member is not a Director. Hence, no DIN is entered.
Textual Information(3)	The Member is not a Director. Hence, no DIN is entered.
Textual Information(4)	The Member is not a Director. Hence, no DIN is entered.

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	Remarks
1	06492679	Savita Mahajan	Non-Executive - Independent Director	Chairperson	05-08-2019		
2	00307328	Ravi Venkatraman	Non-Executive - Independent Director	Member	05-07-2021		
3	06530414	Narendra Ostawal	Non-Executive - Non Independent Director	Member	05-08-2019		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	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	11-11-2022				Yes	6	6	4
2	18-11-2022		6		Yes	6	6	4
3	27-12-2022		38		Yes	6	5	3
4		05-01-2023	8		Yes	6	6	4
5		01-02-2023	26		Yes	6	6	4
6		16-03-2023	42		Yes	6	6	4

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
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	Reason for not providing date	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	11-11-2022				Yes	3	3	2	0
2	Audit Committee	01-02-2023	81			Yes	3	3	3	0
3	Nomination and remuneration committee	11-11-2022				Yes	3	3	2	0
4	Nomination and remuneration committee	18-11-2022	6			Yes	3	3	2	0
5	Nomination and remuneration committee	28-02-2023	101			Yes	3	3	2	0
6	Nomination and remuneration committee	16-03-2023	15			Yes	3	2	1	0

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	Reason for not providing date	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)
7	Corporate Social Responsibility Committee	02-02-2023				Yes	3	3	2	0
8	Risk Management Committee	11-11-2022				Yes	5	5	3	3
9	Risk Management Committee	02-02-2023	82			Yes	5	4	2	0

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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	NA	

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	Rajesh Gandhi
2	Designation	Company Secretary and Compliance Officer

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)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.avanse.com
2	Terms and conditions of appointment of independent directors	Yes		www.avanse.com
3	Composition of various committees of board of directors	Yes		www.avanse.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.avanse.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.avanse.com
6	Criteria of making payments to non-executive directors	Yes		www.avanse.com
7	Policy on dealing with related party transactions	Yes		www.avanse.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.avanse.com

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)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.avanse.com
11	email address for grievance redressal and other relevant details	Yes		www.avanse.com
12	Financial results	Yes		www.avanse.com
13	Shareholding pattern	NA		
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	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	NA		
18	Credit rating or revision in credit rating obtained	Yes		www.avanse.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	NA		
21	Materiality Policy as per Regulation 30	NA		
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.avanse.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	

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.
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	

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.
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)	NA	
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)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

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.
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)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Rajesh Gandhi
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	NA
	Any other information to be provided	

Annexure II		
1	Name of signatory	Rajesh Gandhi
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block	
Textual Information(1)	No transactions entered into by the Company as contemplated in the sheet.

Signatory Details	
Name of signatory	Rajesh Gandhi
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	20-04-2023

