

## GOVERNANCE

# Governance with Intent Leadership with Integrity

### **Governance is not a checklist at AFSL. It is our compass.**

Our governance architecture has been purpose-built to support a diversified, cross-border financial institution. It is anchored in transparency, accountability, and strategic foresight, allowing us to grow with discipline while earning the trust of all stakeholders.

#### **Board-led, Strategy-driven**

AFSL's Board of Directors functions as the highest custodian of trust. Our Board comprises individuals with diverse experience across financial services, legal, governance, technology, and global markets — bringing depth, independence, and foresight to every decision. The Board actively engages in strategic planning, capital allocation, regulatory supervision, and long-term value creation. Their leadership ensures that the company remains agile yet prudent, compliant yet growth-focused.

We also follow global best practices around:

- ◆ Defined committee structures (Audit, Risk, Nomination & Remuneration, Stakeholders Relationship, and ESOP Allotment)
- ◆ Regular evaluations and independent oversight
- ◆ Stringent related-party transaction frameworks
- ◆ Ethics, whistleblower, and insider trading controls

This Board-led, well-structured governance has played a key role in AFSL's ability to scale its global presence while maintaining high levels of risk consciousness and compliance alignment.

#### **Governance for a Global Business**

As a company operating in multiple geographies — including India, UK, Mauritius — AFSL adheres to a multi-jurisdictional governance model. We hold FCA licenses in the UK, a QFII license in China, and operate under IFSC regulations at GIFT City, making us one of the few Indian-origin firms to be embedded in key global financial markets. Our governance framework ensures alignment with:

- ◆ SEBI's LODR and NBFC regulations
- ◆ FCA's conduct and prudential rules (UK)
- ◆ Mauritius FSC requirements
- ◆ IFSC Authority norms (GIFT City)
- ◆ Internal policies including Code of Conduct, AML/KYC, Conflict of Interest, and Compliance Scorecards

We believe governance is only effective when it enables cross-border consistency and investor confidence. Our legal, compliance, and internal audit teams coordinate across jurisdictions to ensure a unified risk posture and zero tolerance for regulatory breaches.



### Governance + Technology = Proactive Control

At AFSL, we integrate technology to strengthen our governance systems. By leveraging digital tools, we have shifted from reactive compliance to proactive oversight. Key initiatives include:

- ◆ A compliance scorecard system for tracking trends and identifying potential risks
- ◆ Real-time monitoring of client transactions
- ◆ Streamlined and digitised vendor management and approval processes

This approach enables AFSL to stay ahead of evolving compliance standards while promoting a culture of integrity across all levels of the organisation.

### Building a Culture of Ethics and Accountability

Our commitment to ethical business is embedded in our day-to-day conduct. Key pillars include:

- ◆ Periodic sensitisation and training on ethics, anti-bribery, and whistleblower policies
- ◆ Independent oversight mechanisms, including Internal Audit and Vigilance Reporting
- ◆ Clear segregation of duties to reduce conflict and promote accountability
- ◆ ESG alignment, especially in our investment decisions and stakeholder relationships

We recognise that strong governance is not built in boardrooms alone — it must reflect in every conversation, transaction, and policy. Our leadership team is deeply engaged in setting this tone from the top.

### Looking Ahead: Stewardship for the Future

As AFSL expands its international footprint, we remain committed to strengthening our governance framework to reflect:

- ◆ Greater stakeholder inclusivity
- ◆ Robust enterprise risk management
- ◆ Sustainable business conduct
- ◆ Transparent investor engagement

We view governance as a strategic enabler, not a compliance cost. It is the foundation upon which enduring institutions are built — institutions that are successful and respected.

### Board Committees and Governance Mechanisms

Sr. No.	Name of Committee	Members	Meetings	Independent Director	Attendance Rate
1	Audit Committee	◆◆◆◆◆	◆◆◆◆◆◆◆	◆◆◆◆	<div><div></div></div> 94%
2	Nomination, Remuneration & Compensation Committee	◆◆◆	◆◆◆◆◆	◆◆	<div><div></div></div> 87%
3	Risk Management Committee	◆◆◆◆	◆◆	◆	<div><div></div></div> 75%
4	Stakeholders Relationship Committee	◆◆◆	◆	◆	<div><div></div></div> 67%
5	ESOP Allotment Committee	◆◆◆◆	◆◆◆◆	-	<div><div></div></div> 100%