



Annual Secretarial Compliance Report

Arohan Financial Services Limited

For the year ended 31st March 2023

**To,
The Members
Arohan Financial Services Limited**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Arohan Financial Services Limited**, having its Registered Office at PTI Building, 4th Floor, DP-9, Sector-5, Salt Lake Kolkata Parganas North – 700091. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the **Arohan Financial Services Limited** (*the* high value debt listed entity hereinafter referred to as the 'entity') books, papers, minutes books, forms and returns filed and other records maintained by the entity and also the information provided by the entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the entity has, during the review period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We, Prateek Kohli & Associates, firm of Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Arohan Financial Services Limited** (“the high value debt listed entity hereinafter referred to as the entity”),
- (b) the filings/ submissions made by the entity to the stock exchange, in connection to the above,
- (c) website of the entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2023 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include, to the extent applicable: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, to the extent as applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: – **The entity has complied with all the applicable regulations, circulars and guidelines as and when required.**

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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: No such event occurred during the period under review.

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<ul style="list-style-type: none"> i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. 		
2.	Other conditions relating to resignation of statutory auditor		

	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>		
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in</p>		

	accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.		

III. We hereby report that, during the review period the compliance status of the entity is appended as below:

Sr. No	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	-
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI. 	Yes	-
3	Maintenance and disclosures on Website:	Yes	-

	<ul style="list-style-type: none"> • The entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 		
4	<p>Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	
5	<p>To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	The company is a Debt Listed Company. Further, it is stated that the company has no Material Subsidiaries during the period under review.
6	<p>Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7	<p>Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every</p>	Yes	

	financial year as prescribed in SEBI Regulations.		
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions or</p> <p>(b) In case no prior approval obtained; the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s), to the extent applicable under Regulation 51 along with Schedule III Part B of SEBI LODR Regulations, 2015, as amended from time to time, within the time limits prescribed thereunder.</p>	Yes	
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No Actions taken against the entity, its promoters and directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	No	As per the review of records no Action has been taken by SEBI or BSE against the Entity or its promoters or Directors.
12	<p>Additional Non-compliances, if any:</p> <p>No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.</p>	No	No, Non-Compliances was observed for SEBI regulation/ circular/ guidance note during the period under review.

Compliance as per provisions of Regulation 3(5) and 3(6) of **Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015** (PIT Regulations) is appended as below:

Sr. No	Compliance Requirement	Yes/No	Observation/ Remark
1.	Whether the Company has a Structured Digital Database in place?	Yes	-
2.	Whether control exists as to who can access the SDD?	Yes	-
3.	Whether all the UPSI disseminated in the previous quarter have been captured in the Database?	Yes	-
4.	Whether nature of UPSI has been captured alongwith date and time?	Yes	-
5.	Whether the database has been maintained internally?	Yes	-
6.	Whether audit trail is maintained?	Yes	-
7.	Whether the database is non-tamperable and has the capacity to maintain the records for 8 years?	Yes	-

Further we also confirm that the Company was required to capture 1 number of event during the quarter ended 31st March, 2023 and has captured 1 number of the said required event. Further we also confirm that the Company was required to capture 1 number of event during the quarter ended 31st March, 2023 and has captured 1 number of the said required event.

We would like to report that there is no non-compliances was observed in the previous quarter that required remedial action(s).

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. As per BSE Circular dated March 29, 2023, the requirement of submitting a quarterly Structured Digital Database (“SDD”) compliance certificate certified either by the compliance officer or a Practicing Company Secretary (PCS) in the prescribed form format has been replaced by a confirmation in the Annual Secretarial Compliance Report pursuant to the provisions of Regulation 24A of the SEBI (LODR) Regulations, 2015 for the quarter ended at March 31, 2023 onwards. Thus, we have reported for the SDD Compliances for the quarter starting from 01.01.2023 and ended on 31.03.2023.

5. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 08.05.2023

Place: Kolkata

UDIN: F011511E000269560

Peer Review No.: 2042/2022

For Prateek Kohli & Associates
Company Secretaries

Prateek Kohli
Partner
C.P no. 16457