

Date: October 20, 2022

To,  
**Listing Department**  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

**Scrip Code: 955550**

Dear Madam/Sir,

**Re: Corporate Governance Report for the Quarter and half year ended September 30, 2022**

Pursuant to the provisions of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Corporate Governance Report for the Quarter and half year ended on September 30, 2022.

This is for your information and records.

Thanking You,

Yours faithfully,

**For Arohan Financial Services Limited**

**Anirudh Singh G Thakur**  
**Company Secretary & Compliance Officer**  
**Membership No: A13210**

## GENERAL INFORMATION ABOUT COMPANY

Scrip code	955550
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE808K01017
Name of the Entity	Arohan Financial Services Limited
Date of start of Financial Year	01-04-2022
Date of end of Financial Year	31-03-2022
Reporting Quarter	Half Yearly
Date of Report	30-09-2022
Risk Management Committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any Other

## Annexure I

### Corporate Governance Report of High Value Debt Listed Entity for the Quarter ended September 30, 2022

1. **Name of Listed Entity:** Arohan Financial Services Limited (High Value Debt Listed Entity pursuant to SEBI LODR Amendment dated September 07, 2021)
2. **Quarter ending:** September 30, 2022

Sr. No	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Category (Chairperson/NA)	Date of Birth	Whether the Director is disqualified	Whether Special Resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Initial Date of Appointment	Date of Re-appointment	Tenure of directors (in month)***	No. of directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No. of Membership in Audit/Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
1	Dinesh Kumar Mittal	PAN -ABWP M41 65B DIN -000 4000 0	Non-Executive Independent Director-Chairperson	Chairperson	25-01- 1953	No	NA	15-05-2018	-	52	6	6	4	3
2	Rajat Mohan Nag	PAN -AJOPN 2511 Q	Non-Executive Independent Director	NA	12-09-1948	No	NA	31-01-2015	31-01-2020	92	1	1	1	1

		DIN -070 8383 1												
3	Sumatra Banerjee	PAN -AA CPB 4480 B  DIN -000 7524 3	Non-Executive-Independent Director	NA	31-12-1949	No	NA	29-04-2014	18-03-2019	101	1	1	1	0
4	Matangi Gowrishankar	PAN -AA GPG 8973 J  DIN -015 1813 7	Non-Executive-Independent Director	NA	27-02-1958	No	NA	22-08-2016	22-08-2021	73	6	6	4	1
5	Vineet Chandra Rai	PAN - AB UPR 9400 L  DIN - 0060 6290	Non-Executive-Non-Independent Director	NA	17-06-1971	No	NA	24-10-2013	-	-	2	0	0	0
6	Anurag Agar	PAN -AF TPA	Non-Executive-Non	NA	12-02-1978	No	NA	03-10-2012	-	-	2	0	1	0

	wal	7676 J DIN -023 8578 0	Independent Director											
7	Piyush Goenka	PAN -AC ZPG 3344 E DIN - 0211 7859	Non-Executive-Nominee Director	NA	26-07-1977	No	NA	31-03-20 15	-	-	2	0	1	0
8	Wilhelmus Marthinus Maria Van Der Beek	PAN -NA DIN -021 4255 9	Non-Executive-Nominee Director	NA	24-11-1960	No	NA	05-12-20 16	-	-	1	0	0	0
9	Paul Gratien Robine	PAN -NA DIN -078 2852 5	Non-Executive-Nominee Director	NA	21-07-1977	No	NA	18-03-20 19			2	0	0	0
10	David Arturo Paradiso	PAN -EU PPP 5282 Q DIN	Non-Executive-Nominee Director **	NA	27-12-1982	No	NA	11-05-20 22			1	0	0	0

		-081 8183 2												
11	Shri Ram Meen a	PAN -AE ZPM 5142 A  DIN -084 5218 7	Non-Exe cutive-N ominee Director	NA	06-07-1972	No	NA	15-05-20 19			<i>I</i>	<i>0</i>	<i>0</i>	<i>0</i>
12	Manoj Kuma r Naray an Namb iar	PAN -AA APN 7851 Q  DIN - 0317 2919	Executiv e - Managin g Director	NA	18-04-1965	No	NA	03-10-20 12	01-0 7-20 21		<i>I</i>	<i>0</i>	<i>I</i>	<i>0</i>

Whether Regular chairperson appointed <b>YES</b>
Whether Chairperson is related to managing director or CEO <b>NO</b>
<i>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i>
<i>** Change in designation of David Arturo Paradiso from Additional Director to Nominee Director. ***Only for Independent Directors</i>
<i>A foreign director being a Non Resident Indian does not have PAN.</i>

<b>II. Composition of Committees</b>							
<i>Name of Committee</i>	<i>Whether Regular chairperson appointed</i>	<i>DIN Number</i>	<i>Name of Committee Members</i>	<i>Category 1 of Directors</i>	<i>Category 2 of Directors</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. Audit Committee	<b>YES</b>	07083831	Mr. Rajat Mohan Nag	Non-Executive-Independent Director	Chairperson	27-04-2018	
		00075243	Mr. Sumantra Banerjee	Non-Executive-Independent Director	Member	27-04-2018	
		01518137	Ms. Matangi Gowrishankar	Non-Executive-Independent Director	Member	27-04-2018	
		02117859	Mr. Piyush Goenka	Non-Executive-Nominee Director	Member	27-04-2018	

2. Nomination & Remuneration Committee	<b>YES</b>	01518137	Ms. Matangi Gowrishankar	Non-Executive-Independent Director-	Chairperson	03-08-2018	
		00075243	Mr. Sumantra Banerjee	Non-Executive-Independent Director	Member	27-04-2018	
		07083831	Mr. Rajat Mohan Nag	Non-Executive-Independent Director	Member	27-04-2018	
		00606290	Mr. Vineet Chandra Rai	Non-Executive-Non-Independent Director	Member	27-04-2018	
		02117859	Mr. Piyush Goenka	Non-Executive-Nominee Director	Member	27-04-2018	
3. Risk Management Committee*	<b>YES</b>	07083831	Mr. Rajat Mohan Nag	Non-Executive-Independent Director-	Chairperson	27-04-2018	
		00075243	Mr. Sumantra Banerjee	Non-Executive-Independent Director	Member	27-04-2018	
		01518137	Ms. Matangi Gowrishankar	Non-Executive-Independent Director	Member	27-04-2018	
		02117859	Mr. Piyush Goenka	Non-Executive-Non-Independent Director	Member	27-04-2018	
		02142559	Mr. Wilhelmus Marthinus Maria Van Der Beek	Non-Executive-Nominee Director	Member	27-04-2018	
4. Stakeholders Relationship Committee	<b>YES</b>	01518137	Ms. Matangi Gowrishankar	Non-Executive-Independent Director-Chairperson	Chairperson	27-04-2018	
		02385780	Mr. Anurag Agrawal	Non-Executive- Non-Independent- Director	Member	27-04-2018	
		03172919	Mr. Manoj Kumar Narayan Nambiar	Executive Director-Managing Director	Member	27-04-2018	

5. Corporate Social Responsibility Committee	Yes	00075243	Mr. Sumantra Banerjee	Non-Executive-Independent Director- Chairperson	Chairperson	27-04-2018		
		02385780	Mr. Anurag Agrawal	Non-Executive- Non-Independent- Director	Member	27-04-2018		
		02142559	Mr. Manoj Kumar Narayan Nambiar	Executive Director-Managing Director	Member	27-04-2018		
		03172919	Mr. Wilhelmus Marthinus Maria Van Der Beek	Non-Executive-Nominee Director	Member	27-04-2018		
<i>&amp; Category of directors means executive/non-executive/independent/Nominee.  * Risk Management Committee is applicable pursuant to RBI Directions and provisions applicable to High Value Debt Listed Entity</i>								

<b>III. Meeting of Board of Directors</b>						
<i>Date(s) of meeting (Enter dates of previous Quarter and Current Quarter in Chronoogical order)</i>	<i>Maximum gap between any two consecutive Meetings( in number of days*)</i>	<i>Whether requirement of Quorum met*</i>	<i>Total Number of Directors as on date of the meeting</i>	<i>Number of Directors present*</i>	<i>Number of Independent Directors attending the meeting*</i>	
May 11, 2022		Yes	12	10	4	
June 17, 2022	36 days	Yes	12	8	4	
August 12, 2022	55 days	Yes	12	10	4	
August 26, 2022	13 days	Yes	12	8	4	
* to be filed in only for the current quarter meetings						

<b>IV. Meetings of Committees</b>							
<i>Name of Committee</i>	<i>Date(s) of meeting (Enter dates of previous Quarter and Current Quarter in Chronoogical order)</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>	<i>Whether requirement of Quorum met*</i>	<i>Total no. Of Directors as on the date of the meeting</i>	<i>Number of Directors (All Directors including Independent Director)</i>	<i>Number of Independent Directors attending the meeting*</i>	<i>Number of Members attending the meeting (Other than Board Of Directors)</i>
<i>Audit Committee</i>	May 10, 2022	92 days	Yes	4	4	3	0
	August 11, 2022			4	4		0
<i>Nomination and Remuneration Committee</i>	May 11, 2022	92 days	Yes	5	5	3	0
	August 12, 2022			5	4		0
<i>Risk Committee</i>	May 11, 2022	92 days	Yes	5	4	3	0
	August 12, 2022			5	4		0
<i>Corporate Social Responsibility Committee<sup>§</sup></i>	May 10, 2022		Yes	4	3	-	0

*\*to be filled in only for the current quarter meetings.*  
*§No CSR Meeting was held in the current Quarter ended September 30,2022.*

**V. Related Party Transactions**

		<i>Compliance status (Yes/No/NA) refer note below</i>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee		Yes	
<p><b>Note:</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>			

VI. Affirmations	Compliance status (Yes/No)	
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended from time to time.</li> <li>2. The composition of the following committees is in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> <li>d. Risk management committee</li> </ol> </li> <li>3. The committee members have been made aware of their powers, roles and responsibilities as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.</li> </ol>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	
<p><b>Name &amp; Designation:</b>  <b>Anirudh Singh G Thakur</b>  <b>Head- Legal, Compliance &amp; Company Secretary</b>  <b>Membership No: A13210</b></p>		

Annexure III

**Format to be submitted by listed entity at the end of 6 months from the close of financial year**

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i>	46(2)	<b>Yes</b>
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	<b>Yes</b>
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting</i>	19(3)	<b>Yes</b>
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting</i>	20(3)	<b>Yes</b>
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	<b>Yes</b>
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>Name &amp; Designation-</p> <p><b>Anirudh Singh G. Thakur</b></p> <p><b>Head- Legal, Compliance &amp; Company Secretary</b></p>		

**Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year**

Half year ending - September 30, 2022

<b>I. Disclosure of Loans / guarantees / comfort letters / securities etc.</b> <sup>refer note below</sup>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
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	0.00	0.00	
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:			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
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	-	0.00	0.00

KMPs or any other entity controlled by them	-	0.00	0.00
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debtavailed 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	-	0.00	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	-	0.00	0.00
KMPs or any other entity controlled by them	-	0.00	0.00

**II. Affirmations:**

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.

**Name & Designation**

**Milind Ramchandra Nare**

**Chief Financial Officer**

**Note**

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
  - a) *by a government company to/ for the Government or government company*
  - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
  - c) *by a banking company or an insurance company ; and*
  - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..*