

Date: January 19, 2023

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 ended December 31, 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 ended on December 31, 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	Quarterly
Date of Report	31-12-2022
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 December 31, 2022

- Name of Listed Entity:** Arohan Financial Services Limited (High Value Debt Listed Entity pursuant to SEBI LODR Amendment dated September 07, 2021)
- Quarter ending:** December 31, 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-ABWPM 4165B DIN-00040000	Non-Executive Independent Director-Chairperson	Chairperson	25-01-1953	No	NA	15-05-2018	-	55	6	6	5	3
2	Rajat Mohan Nag	PAN-AJOPN25 11Q DIN-07083831	Non-Executive Independent Director	NA	12-09-1948	No	NA	31-01-2015	31-01-2020	95	1	1	1	1
3	Sumantra Banerjee	PAN-AACPBB 480B	Non-Executive - Independent	NA	31-12-1949	No	NA	29-04-2014	18-03-2019	104	1	1	1	0

		DIN-00075243	nt Director											
4	Matangi Gowrishankar	PAN-AAGPG8973J DIN-01518137	Non-Executive - Independent Director	NA	27-02-1958	No	NA	22-08-2016	22-08-2021	76	6	6	4	1
5	Vineet Chandra Rai	PAN-ABUPR9400L DIN-00606290	Non-Executive -Non-Independent Director	NA	17-06-1971	No	NA	24-10-2013	-	-	2	0	0	0
6	Anurag Agrawal	PAN-AFTPA7676J DIN-02385780	Non-Executive -Non Independent Director	NA	12-02-1978	No	NA	03-10-2012	-	-	2	0	1	0
7	Piyush Goenka	PAN-ACZPG3344E DIN-02117859	Non-Executive -Nominee Director	NA	26-07-1977	No	NA	31-03-2015	-	-	2	0	1	0
8	Wilhelmus Marthinus Maria Van Der Beek	PAN-ZZZZZ999Z** DIN-02142559	Non-Executive -Nominee Director	NA	24-11-1960	No	NA	05-12-2016	-	-	1	0	0	0
9	Paul Gratien Robine	PAN-ZZZZZ999Z** DIN-07828525	Non-Executive -Nominee Director	NA	21-07-1977	No	NA	18-03-2019			2	0	0	0

10	David Arturo Paradiso	PAN-EUPPP52 82Q DIN-08181832	Non-Executive - Nominee Director	NA	27-12-1982	No	NA	11-05-2022			1	0	0	0
11	Shri Ram Meena	PAN-AEZPM5 142A DIN-08452187	Non-Executive -Nominee Director	NA	06-07-1972	No	NA	15-05-2019			1	0	0	0
12	Manoj Kumar Narayan Nambiar	PAN-AAAPN7 851Q DIN-03172919	Executive - Managing Director	NA	18-04-1965	No	NA	03-10-2012	01-07-2021		1	0	1	0
13	Stephen Dongwon Lee	PAN-ZZZZZ99 99Z** DIN-08640160	Non Executive Nominee Director#	NA	26 – 04-1979	No	NA	01-12-2022	-	-	2	0	0	0

Whether Regular chairperson appointed YES
Whether Chairperson is related to managing director or CEO NO
<p><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></p> <p><i>***Only for Independent Directors</i></p> <p><i>** A foreign director being a Non Resident Indian do not have PAN.</i></p> <p><i># Mr. Stephen Lee, holding Director Identification No. 08640160, representative of Teachers Insurance And Annuity Association Of America is appointed as an Additional Director on the Board of the Company w.e.f. December 01, 2022. Further, he will be appointed as an Nominee Director in the ensuing AGM subject to approval of shareholders. Since, here there is no option to select additional director hence, Non-Executive Nominee Director has been selected.</i></p>

II. Composition of Committees							
<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	YES	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	
		00040000	Mr. Dinesh Kumar Mittal	Non-Executive-Independent Director	Member	10-11-2022	

2. Nomination & Remuneration Committee	YES	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*	YES	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	YES	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	
		03172919	Mr. Manoj Kumar Narayan Nambiar	Executive Director-Managing Director	Member	27-04-2018	
		02142559	Mr. Wilhelmus Marthinus Maria Van Der Beek	Non-Executive-Nominee Director	Member	27-04-2018	
& 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							

III. Meeting of Board of Directors					
Date(s) of meeting (Enter dates of previous Quarter and Current Quarter in Chronoogical order)	Maximum gap between any two consecutive Meetings(in number of days)	Whether requirement of Quorum met	Total Number of Directors as on date of the meeting	Number of Directors present*	Number of Independent Directors attending the meeting*
August 12, 2022		Yes	12	10	4
August 26, 2022	13 days	Yes	12	8	4
November 11, 2022	76 days	Yes	12	9	3
November 23, 2022	11 days	Yes	12	6	2
December 01, 2022	7 days	Yes	12	6	2
December 22, 2022	20 days	Yes	13	8	3
* to be filed in only for the current quarter meetings					

IV. Meetings of Committees							
Name of Committee	Date(s) of meeting (Enter dates of previous Quarter and Current Quarter in Chronoogical order)	Maximum gap betweenany two consecutive meetings (in number of days)	Whether requirement of Quorum met	Total no. Of Directors as on the date of the meeting	Number of Directors (All Directors including Independent Director)	Number of Independent Directors attending the meeting*	Number of Members attending the meeting(Other then Board Of Directors)
Audit Committee	August 11, 2022		Yes	4	4	3	0
	November 10, 2022	90 days	Yes	5	2	2	0
	November 23, 2022	12 days	Yes	5	3	2	0
Nomination and Remuneration Committee	August 12, 2022		Yes	5	4	3	0
	November 11, 2022	90 days	Yes	5	3	2	0
	December 01, 2022	19 days	Yes	5	3	1	0
Risk Committee	August 12, 2022		Yes	5	4	3	0
	November 11, 2022	90 days	Yes	5	2	2	0
Corporate Social Responsibility Committee ^{\$}	November 10, 2022		Yes	4	2	0	0

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

V. Related Party Transactions

		<i>Compliance status (Yes/No/NA)</i> <i>refer note below</i>
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee		Yes
Note: 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. 2 If status is “No” details of non-compliance may be given here.		

VI. Affirmations	Compliance status (Yes/No)	
<ol style="list-style-type: none"> 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. 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"> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee 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. 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. 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. 	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	
<p>Name & Designation: Anirudh Singh G Thakur Head- Legal, Compliance & Company Secretary Membership No: A13210</p>		