

Date: July 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 June 30, 2023

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 June 30, 2023.

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	01-04-2023
Date of end of Financial Year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-06-2023
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 June 30, 2023

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:** June 30, 2023

Sr. No.	Title (Mr/Ms)	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	Date of Cessation	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.	Mr.	Dinesh Kumar Mittal	PAN - ABWP M41 65B DIN - 0004 0000	Non-Executive Independent Director-Chairperson	Chairperson	25-01-1953	No	NA	15-05-2018	15-05-2023	-	61.16 days	6	6	7	4
2.	Mr.	Rajat Mohan Nag	PAN - AJO PN2 511 Q	Non-Executive Independent Director	NA	12-09-1948	No	NA	31-01-2015	31-01-2020	-	101	1	1	1	1

			DIN - 0708 3831													
3.	Mr.	Suma ntra Baner jee	PAN - AA CPB 4480 B DIN - 0007 5243	Non- Executive - Independe nt Director	NA	31- 12- 1949	No	NA	29-04- 2014	18- 03- 2019	-	110.02	1	1	1	0
4.	Ms.	Mata ngi Gowr ishan kar	PAN - AA GPG 8973 J DIN - 0151 8137	Non- Executive - Independe nt Director	NA	27- 02- 1958	No	NA	22-08- 2016	22- 08- 2021	-	82.09 days	6	6	4	1
5.	Mr.	Vinee t Chan dra Rai	PAN - AB UPR 9400 L DIN - 0060	Non- Executive -Non- Independe nt Director	NA	17- 06- 1971	No	NA	24-10- 2013	-	-	-	2	0	0	0

			6290													
6.	Mr.	Anura g Agra wal	PAN - AFT PA7 676J DIN - 0238 5780	Non- Executive -Non Independe nt Director	NA	12- 02- 1978	No	NA	03-10- 2012	-	-	-	2	0	1	0
7.	Mr	Piyus h Goen ka	PAN - ACZ PG3 344 E DIN - 0211 7859	Non- Executive -Nominee Director	NA	26- 07- 1977	No	NA	31-03- 2015	-	-	-	2	0	2	0
8.	Mr.	Wilhe lmus Marth inus Maria Van Der Beek	PAN - ZZZ ZZ9 999 Z** DIN - 0214 2559	Non- Executive -Nominee Director	NA	24- 11- 1960	No	NA	05-12- 2016	-	-	-	1	0	0	0

9.	Mr.	Paul Gratien Robin e***	PAN - ZZZ ZZ9 999 Z** DIN - 0782 8525	Non-Executive -Nominee Director	NA	21-07-1977	No	NA	18-03-2019	-	12-05-2023		1	0	0	0
10.	Mr.	David Arturo Paradiso	PAN - EUP PP5 282 Q DIN - 0818 1832	Non-Executive - Nominee Director	NA	27-12-1982	No	NA	11-05-2022	-	-		1	0	1	0
11.	Mr.	Shri Ram Meena***	PAN - AEZ PM5 142 A DIN - 0845 2187	Non-Executive -Nominee Director	NA	06-07-1972	No	NA	15-05-2019	-	12-05-2023		1	0	0	0

12	Mr.	Manoj Kumar Narayan Nambiar	PAN - AA APN 7851 Q DIN - 0317 2919	Executive - Managing Director	NA	18-04-1965	No	NA	03-10-2012	01-07-2021	-		1	0	1	0
13	Mr.	Stephen Dongwon Lee	PAN - ZZZ ZZ9 999 Z** DIN - 0864 0160	Non Executive Nominee Director#	NA	26-04-1979	No	NA	01-12-2022	-	-		3	0	0	0
14	Mr.	Vemuru Chandramouli	PAN - ABB PC2 496 G DIN - 0701 9218	Non Executive Nominee Director	NA	23-10-1969	No	NA	12-05-2023	-	-		1	0	0	0

15	Mr.	Aditya Mohan	PAN - APWP M35 25K DIN - 0829 9455	Non Executive Nominee Director#	NA	12-10-1984	No	NA	12-05-2023	-	-		1	0	0	0
16	Mr.	Nitish Chawla	PAN - AIH PC0 541P DIN - 0767 6758	Non Executive Nominee Director#	NA	25-05-1989	No	NA	31-05-2023	-	-		1	0	0	0

Whether Regular chairperson appointed

YES

Whether Chairperson is related to managing director or CEO

NO

\$PAN of any director would not be displayed on the website of Stock Exchange

&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
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** A foreign director being a Non Resident Indian does not have PAN.

*** Mr. Paul Gratien Robine holding Director Identification No. 07828525 & Shri Ram Meena holding Director Identification No. 08452187 have resigned from the Board of the Company w.e.f. May 12, 2023.

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.

Mr. Aditya Mohan, holding Director Identification No. 08299455, representative of Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden (FMO) N.V. is appointed as an Additional Director on the Board of the Company w.e.f. May 12, 2023.

Mr. Nitish Chawla, holding Director Identification No.07676758, representative of Danish Sustainable Development Goals Investment Fund K/S, is appointed as an Additional Director on the Board of the Company w.e.f. May 31, 2023.

Further, Mr. Stephen Lee, Mr. Aditya Mohan & Mr. Nitish Chawla will be appointed as Nominee Directors 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.

II. Composition of Committees							
Name of Committee	Whether Regular chairperson appointed	DIN Number	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
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	
		00040000	Mr. Dinesh Kumar Mittal	Non-Executive-Independent Director	Member	12-05-2023	
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-Nominee 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	
<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>* Risk Management Committee is applicable pursuant to RBI Directions and provisions applicable to High Value Debt Listed Entity</i>							

III. Meeting of Board of Directors					
<i>Date(s) of meeting (Enter dates of previous Quarter and Current Quarter in Chronological 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*(All Directors including Independent Director)</i>	<i>Number of Independent Directors attending the meeting*</i>
February 14, 2023		Yes	13		
March 23, 2023	36 days	Yes	13		
April 03, 2023	10 days	Yes	13	8	3
May 12, 2023	38 days	Yes	13	9	4
May 31, 2023	18 days	Yes	13	9	4
* to be filed in only for the current quarter meetings					

IV. Meetings of Committees							
<i>Name of Committee</i>	<i>Date(s) of meeting (Enter dates of previous Quarter and Current Quarter in Chronological 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 in the Committee as on the date of the meeting</i>	<i>Number of Directors Present (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>
Audit Committee	February 13, 2023		Yes	5	5		0

	March 23, 2023	37 days	Yes	5	5		0
	May 11, 2023	48 days	Yes	5	5	4	0
<i>Nomination and Remuneration Committee</i>	February 14, 2023		Yes	5	4		0
	May 12, 2023	86 days	Yes	5	5	3	0
	May 31, 2023	18 days	Yes	6	5	4	0
<i>Risk Committee</i>	February 14, 2023		Yes	5	4		0
	May 12, 2023	86 days	Yes	5	4	3	0
<i>Corporate Social Responsibility Committee**</i>	May 11, 2023		Yes	4	3	1	0
<i>Stakeholders Relationship Committee***</i>	February 13, 2023		Yes	3	3		0

*to be filled in only for the current quarter meetings.

**No CSR Meeting was held in the Previous Quarter ended March 31, 2023


*** No Stakeholders Relationship Committee Meeting was held in the current quarter ended June 30, 2023.

V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If status is "NO" details of non-compliance may</i>
----------------	--------------------------------------	--

		be given here.
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	N/A	
Whether details of RPT entered into pursuant to omnibus approval have been viewed 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.		

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	No
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 and 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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	-
	<p>Name of Signatory:- Anirudh Singh G. Thakur</p> <p>Designation:- Head- Legal, Compliance & Company Secretary Membership No: A13210</p> 	

Signatory Details	
Name of Signatory	Anirudh Singh G. Thakur
Designation of Person	Company Secretary & Compliance Officer
Place	Kolkata
Date	19-07-2023

Thanking You,
Yours Faithfully,
For Arohan Financial Services Limited

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

