

Date: January 20, 2025

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

Dear Madam/Sir,

Re: Corporate Governance Report for the quarter ended December 31, 2024

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, 2024.

This is for your information and records.

Thanking You,

Yours faithfully,

For Arohan Financial Services Limited

Anirudh Singh G. Thakur
Company Secretary & Chief 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	01-04-2024
Date of end of Financial Year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	31-12-2024
Risk Management Committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any Other

Arohan Financial Services Limited

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T: +91 33 4015 6000 | **CIN:** U74140WB1991PLC053189

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Annexure I

Corporate Governance Report of High Value Debt Listed Entity for the quarter ended December 31, 2024

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:** December 31, 2024

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]	Date of passing Special Resolution	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 [Refer Reg. 17A of Listing Regulations]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1.	Mr.	Dinesh Kumar Mittal	PAN-ABW PM41 65B	Non-Executive Independent Director-	Chairperson	25-01-1953	No	NA	-	15-05-2018	15-05-2023	-	79.16	5	5	4	2

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			DIN-00040000	Chairperson													
2.	Mr.	Rajat Mohan Nag	PAN-AJOP N2511Q DIN-07083831	Non-Executive Independent Director	NA	12-09-1948	No	Yes	11-12-2023	31-01-2015	31-01-2020	-	119.00	1	1	2	1
3.	Mr.	Vineet Chandra Rai	PAN-ABU PR9400L DIN-00606290	Non-Executive-Non-Independent Director	NA	17-06-1971	No	NA	-	24-10-2013	-	-	-	1	0	0	0
4.	Mr.	Anurag Agrawal	PAN-AFTP A7676J DIN-02385780	Non-Executive-Non-Independent Director	NA	12-02-1978	No	NA	-	03-10-2012	-	-	-	1	0	3	0
5.	Mr.	Piyush Goenka	PAN-ACZ PG3344E DIN-02117859	Non-Executive-Nominee Director	NA	26-07-1977	No	NA	-	31-03-2015	-	-	-	2	0	3	0

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6.	Mr.	Wilhel mus Marthi nus Maria Van Der Beek	PAN-ZZZZ Z999 9Z** DIN-0214 2559	Non-Executive-Nominee Director	NA	24-11-1960	No	NA	-	05-12-2016	-	-	-	1	0	0	0
7.	Ms.	Rupa Rajul Vora	PAN-AAC PV04 21E DIN-0183 1916	Non-Executive-Nominee Director	NA	21-07-1961	No	NA	-	08-08-2023	-	-	-	1	0	6	4
8.	Mr.	Manoj Kumar Naraya n Nambi ar	PAN-AAA PN78 51Q DIN-0317 2919	Executive - Managing Director	NA	18-04-1965	No	NA	-	03-10-2012	01-07-2021	-	-	1	0	1	0
9.	Mr.	Stephe n Dongw on Lee	PAN-ZZZZ Z999 9Z** DIN-0864 0160	Non Executive Nominee Director	NA	26 – 04-1979	No	NA	-	01-12-2022	-	-	-	3	0	1	0

10.	Mr.	Vemuru Chandramouli	PAN-ABB PC24 96G DIN-0701 9218	Non Executive Nominee Director	NA	23-10-1969	No	NA	-	12-05-2023	-	-	-	1	0	0	0
11.	Mr.	Nitish Chawla	PAN-AIHP C054 1P DIN-0767 6758	Non Executive Nominee Director	NA	25-05-1989	No	NA	-	31-05-2023	-	-	-	1	0	0	0
12.	Ms.	Karina Isabel Alva Alfaro	PAN-ZZZZ Z999 9Z** DIN-1037 7372	Non-Executive Nominee Director	NA	20-05-1988	No	NA	-	10-11-2023	-	-	-	1	0	0	0
13.	Mr.	John Arunkumar Diaz	PAN-AEC PD65 18C DIN-0049 3304	Non-Executive Independent Director	NA	09-08-1951	No	NA	-	03-01-2024	-	-	11.27	2	2	3	1
14.	Mr.	Ulhas Sharad kumar Deshpande	PAN-AAD PD03 66M DIN-0001 7235	Non-Executive Independent Director	NA	18-11-1959	No	NA	-	15-01-2024	-	-	11.15	1	1	1	0

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15.	Mr.	Jose Joseph Kattoo r	PAN AAIP K803 0A DIN-0921 3852	Non-Executive Independent Director	NA	28-06-1963	No	NA	-	28-09-2024	-	-	3.02	2	2	2	1
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Whether Regular chairperson appointed	YES
Whether Chairperson is related to managing director or CEO	NO
<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i> <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>* 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.</i> <i>** A foreign director being a Non Resident Indian does not have PAN.</i></p>	

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	
		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	

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		00493304	Mr. John Arunkumar Diaz	Non-Executive-Independent Director	Member	15-01-2024	
		00017235	Mr. Ulhas Sharadkumar Deshpande	Non-Executive-Independent Director	Member	15-01-2024	
2. Nomination & Remuneration Committee	YES	00017235	Mr. Ulhas Sharadkumar Deshpande	Non-Executive-Independent Director	Chairperson	15-01-2024	
		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	
		00493304	Mr. John Arunkumar Diaz	Non-Executive-Independent Director	Member	29-04-2024	
3. Risk Management Committee*	YES	07083831	Mr. Rajat Mohan Nag	Non-Executive-Independent Director-	Chairperson	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	
		00493304	Mr. John Arunkumar Diaz	Non-Executive- Independent Director	Member	15-01-2024	
		00017235	Mr. Ulhas Sharadkumar Deshpande	Non-Executive- Independent Director	Member	15-01-2024	
4. Stakeholders Relationship Committee	YES	00493304	Mr. John Arunkumar Diaz	Non-Executive- Independent Director	Chairperson	15-01-2024	
		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	00493304	Mr. John Arunkumar Diaz	Non-Executive- Independent Director- Chairperson	Chairperson	29-04-2024	
		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. if a director fits into more than one category write all categories separating them with hyphen

* 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 chronological 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*(All Directors including Independent Director)	Number of Independent Directors attending the meeting*
July 09, 2024	45	Yes	14	12	4
August 05, 2024	26	Yes	14	9	3
September 28,2024	53	Yes	14	11	4
October 18, 2024	19	Yes	15	14	5
October 22, 2024	3	Yes	15	15	5
November 12, 2024	20	Yes	15	13	5
* 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 Chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of Quorum met	Total no. of Directors in the Committee as on the date of the meeting	Number of Directors Present (All Directors including Independent Director)	Number of Independent Directors attending the meeting*	Number of Members attending the meeting (Other than Board of Directors)
Audit Committee	August 05, 2024	73	Yes	5	3	3	0
	November 11, 2024	97	Yes	5	5	4	0
	November 16, 2024	4	Yes	5	3	3	0
Nomination and Remuneration Committee	August 05, 2024	72	Yes	6	3	2	0
	September 28, 2024	53	Yes	6	4	4	0
	November 12, 2024	44	Yes	6	3	2	0
Risk Committee	August 05, 2024	72	Yes	5	2	2	0
	November 12, 2024	98	Yes	5	3	2	0
*to be filled in only for the current quarter meetings. No Stakeholders Relationship Committee Meeting was held in the current quarter ended December 31, 2024.							

V. Related Party Transactions		
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If status is “NO” details of non-compliance may be given here.</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	
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.		

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event	-	Brief details of the event	-

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	Yes
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:	-
	Name of Signatory:- Anirudh Singh G. Thakur Designation:- Company Secretary & Chief Compliance Officer Membership No: A13210	

Signatory Details

Name of Signatory	Anirudh Singh G. Thakur
Designation of Person	Company Secretary & Chief Compliance Officer
Place	Kolkata
Date	20-01-2025

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Thanking You,
Yours Faithfully

For Arohan Financial Services Limited



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

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