

**Date: April 17, 2025** 

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

Dear Madam/Sir,

# Re: Corporate Governance Report for the quarter and year ended March 31, 2025

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 year ended on March 31, 2025.

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



**Arohan Financial Services Limited** 



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	Yearly							
Date of Report	31-03-2025							
Risk Management Committee	Applicable							
Market Capitalisation as per immediate previous Financial Year	Any Other							



### Annexure I

# Corporate Governance Report for the quarter and year ended March 31, 2025

1. Name of Listed Entity: Arohan Financial Services Limited

2. **Quarter ending:** March 31, 2025

Sr. No	Title (Mr/ Ms)	Name of the Direct or	PAN & DIN	Category (Chairpers on/Execut ive/Non- Executive / Independe nt/Nomin ee)	Category (Chairper son/NA)	Date of Birth	Wheth er the Directo r is disqual ified	Whether Special Resolution passed? [Refer Reg. 17(1A) of Listing Regulatio ns]	Date of passi ng Speci al Resol ution	Initial Date of Appoin tment	Date of Re-appointment	Date of Cessa tion	Tenure of directors (in month)*	No. of directors hip in listed entities including this listed entity[Re fer Reg. 17A of Listing Regulatio ns]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of membersh ips in Audit/ Stakehold er Committe e(s) including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)	No. of post of Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)
1.	Mr.	Dinesh Kumar Mittal	PAN- ABW PM41 65B	Non- Executive Independe nt	Chairperso n	25- 01- 1953	No	NA	-	15-05- 2018	15- 05- 2023	-	82.16	5	5	6	4



			•	,	,		•				•				1		
			DIN-	Director- Chairpers													
			0004 0000	on													
2.	Mr.	Rajat Mohan Nag** *	PAN- AJOP N251 1Q DIN- 0708 3831	Non- Executive Independe nt Director	NA	12- 09- 1948	No	Yes	11- 12- 2023	31-01- 2015	31- 01- 2020	31- 01- 2025	120	0	0	0	0
3.	Mr.	Vineet Chandr a Rai	PAN- ABU PR94 00L DIN- 0060 6290	Non- Executive- Non- Independe nt Director	NA	17- 06- 1971	No	NA	-	24-10- 2013	-	-	-	1	0	0	0
4.	Mr.	Anura g Agraw al	PAN- AFTP A767 6J DIN- 0238 5780	Non- Executive- Non Independe nt Director	NA	12- 02- 1978	No	NA	-	03-10- 2012	-	-	-	1	0	3	0
5.	Mr.	Piyush Goenk a	PAN- ACZ PG33 44E DIN- 0211	Non- Executive- Nominee Director	NA	26- 07- 1977	No	NA	-	31-03- 2015	-	-	-	2	0	3	0



			7859														
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	-	-	-	2	1	7	5
8.	Mr.	Manoj Kumar Naraya n Nambi ar	PAN- AAA PN78 51Q DIN- 0317 2919	Executive - Managing Director	NA	18- 04- 1965	No	NA	.l	03-10- 2012	01- 07- 2021	-	-	1	0	1	0
9.	Mr.	Stephe n Dongw on Lee	PAN- ZZZZ Z999 9Z** DIN- 0864	Non Executive Nominee Director	NA	26 – 04- 1979	No	NA	-	01-12- 2022	-	-	-	3	0	1	0



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			0160														
10.	Mr.	Vemur	PAN-	Non	NA	23-	No	NA	-	12-05-	-	-	-	1	0	0	0
		u	ABB	Executive		10-				2023							
		Chandr	PC24	Nominee		1969											
		amouli	96G	Director													
			DIN-														
			0701														
1.1	3.7	NT'. 1	9218	<b>&gt;</b> 7	27.4	25	) N.T.	27.4		21.05						0	0
11.	Mr.	Nitish	PAN-	Non	NA	25-	No	NA	-	31-05-	-	-	-	1	0	0	0
		Chawl	AIHP	Executive		05-				2023							
		a	C054 1P	Nominee Director		1989											
			IP	Director													
			DIN-														
			0767														
			6758														
12.	Ms.	Karina	PAN-	Non-	NA	20-	No	NA	-	10-11-	_	_	_	1	0	0	0
12.	1115.	Isabel	ZZZZ	Executive		05-	110	1111		2023				1		Ü	
		Alva	Z999	Nominee		1988				2020							
		Alfaro	9Z**	Director													
			DIN-														
			1037														
			7372														
13.	Mr.	John	PAN-	Non-	NA	09-	No	NA	-	03-01-	-	-	14.27	2	2	3	1
		Arunk	AEC	Executive		08-				2024							
		umar	PD65	Independe		1951											
		Diaz	18C	nt Director													
			DIN-														
			0049														
14.	14	Ulhas	3304 PAN-	Non-	D.T.A.	10	N	NTA.	-	15-01-		-	14.15	1	1	1	0
14.	Mr.	Sharad	AAD	Executive	NA	18- 11-	No	NA	-	2024	-	-	14.13	1	1	1	0
		kumar	PD03	Independe		1959				2024							
		Deshp	66M	nt Director		1939											
		ande	DIN-	III DIICCIOI		1											
		anac	שונים		1												

## **Arohan Financial Services Limited**



			0001 7235														
15.	Mr.	Jose Joseph Kattoo r	PAN AAIP K803 0A DIN- 0921 3852	Non- Executive Independe nt Director	NA	28- 06- 1963	No	NA	-	28-09- 2024	-	-	6.02	2	2	2	1
16.	Mr.	Narasi mha Kumm amuri Murth y****	PAN ADF PK09 74K DIN- 0002 3046	Additional Director- category Independe nt Director		13- 08- 1957	No	NA	-	12-02- 2025	-	-	0.52	4	4	6	4

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.

Please note that the composition of the Board of Directors as per the Listing Regulations has been complied with post conclusion of the quarter ended March 31, 2025.

E: contact@arohan.in

<sup>\*\*</sup> A foreign director being a Non Resident Indian does not have PAN.

<sup>\*\*\*</sup> Mr. Rajat Mohan Nag owing to his completion of term as an Independent Director ceased to be a member of the Board with effect from January 31, 2025.

<sup>\*\*\*\*</sup>Mr. Narasimha Kummamuri Murthy (DIN: 00023046) has been appointed as an Additional Director category Independent Director of the Company with effect from February 12, 2025 subject to approval of shareholders.



II. Composition of	Committees						
Name of Committee	Whether Regular chairperso nappointed	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	31-01-2025
		02117859	Mr. Piyush Goenka	Non-Executive-Nominee Director	Member	27-04-2018	
		00040000	Mr. Dinesh Kumar Mittal**	Non-Executive- Independent Director	Chairperson	10-11-2022	
		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 &	YES	00017235	Mr. Ulhas Sharadkumar	Non-Executive-	Chairperson	15-01-2024	
Remuneration Committee			Deshpande	Independent Director			
		07083831	Mr. Rajat Mohan Nag	Non-Executive- Independent Director	Member	27-04-2018	31-01-2025
		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	
		09213852	Mr. Jose Joseph Kattoor	Non-Executive- Independent Director	Member	12-02-2025	
3. Risk Management Committee*	YES	07083831	Mr. Rajat Mohan Nag	Non-Executive- Independent Director-	Chairperson	27-04-2018	31-01-2025
		09213852	Mr. Jose Joseph Kattoor	Non-Executive- Independent Director-	Chairperson	11-02-2025	
		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	
Commutee		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	
		e/non-executive	e/independent/Nominee. if a director fi	ts into more than one category	write all categories		
separating them with hyp	hen						

**Arohan Financial Services Limited** 

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* Risk Management Committee is applicable pursuant to RBI Directions and provisions applicable to High Value Debt Listed Entity	
**Mr. Dinesh Kumar Mittal was appointed as Chairperson of the Audit Committee with effect from February 12, 2025.	

III. Meeting of Board of Director	·s				
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*
October 18, 2024	19	Yes	15	14	5
October 22, 2024	3	Yes	15	15	5
November 12, 2024	20	Yes	15	13	5
January 03, 2025	51	Yes	15	8	3
February 12, 2025	39	Yes	14**	11	4

<sup>\*</sup> to be filed in only for the current quarter meetings

<sup>\*\*</sup> Mr. Narasimha Kummamuri Murthy has been appointed as an Additional Director under the category Non- Executive Independent Director in the Board Meeting, dated February 12, 2025 with immediate effect, subject to shareholders approval. As he has not attended meeting held on February 12, 2025 as a Director hence he is not considered here.



IV. Meetings of Co	ommittees						
Name of Committee	Date(s) of meeting (Enter dates of previous Quarter and Current Quarter in Chronological order)	Maximum gap betweenany 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	November 11,2024	97	Yes	5	5	4	0
	November 16,2024	4	Yes	5	3	3	0
	February 12, 2025	87	Yes	4	3	3	0
Nomination and	November 12,2024	44	Yes	6	3	2	0
Remuneration Committee	February 12, 2025	91	Yes	5	3	3	0
Risk Committee	November 12,2024	98	Yes	5	3	2	0



	February 11, 2025	90	Yes	5	4	3	0
	February 11, 2025		Yes	4	4	1	0
Responsibility							
Committee							
Stakeholders	February 11, 2025		Yes	3	3	1	0
Relationship							
Committee							

<sup>\*</sup>to be filled in only for the current quarter meetings.

## V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "NO" details of non-compliance may be given here.
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) R documents during the quarter	No		
Date 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 (Lis ting 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	Tology to partition of the partition of

	Annexure II					
Ann	Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)					
	I. Disclosure on website in terms of Listing Regulations					
Sr	ltem	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.	Web address		
1	Details of business	Yes		https://www.arohan.in/		



2	Terms and conditions of appointment of independent directors	Yes		https://www.arohan.in/
3	Composition of various committees of board of directors	Yes		https://www.arohan.in/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.arohan.in/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.arohan.in/
6	Criteria of making payments to non-executive directors	Yes		https://www.arohan.in/
7	Policy on dealing with related party transactions	Yes		https://www.arohan.in/
8	Policy for determining 'material' subsidiaries	NA	The Company does not have any subsidiary.	
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.arohan.in/
10	Email address for grievance redressal and other relevant details	Yes		https://www.arohan.in/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.arohan.in/
12	Financial results	Yes		https://www.arohan.in/
13	Shareholding pattern	NA	This clause is not applicable to the Company.	
14	Details of agreements entered into with the media companies and/or their associates	NA	This clause is not applicable to the Company.	
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	This clause is not applicable	



	Audio or video recordings and transcripts of past carnings (quarterly calls	NA	to the Company.	
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA	is not applicable to the Company.	
16	New name and the old name of the listed entity	NA	No such	
17	Advertisements as per regulation 47 (1)	NA	This clause is not applicable to the Company.	
18	Credit rating or revision in credit rating obtained	Yes		https://www.arohan.in/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	The Company does not have any subsidiary.	
20	Secretarial Compliance Report	Yes		https://www.arohan.in/
21	Materiality Policy as per Regulation 30 (4)	NA	This regulation is not applicable to the Company.	
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	NA	This regulation is not	



	Disalogues under regulation 20/0)	NA	applicable to the Company.	
23	Disclosures under regulation 30(8)	NA	This regulation is not applicable to the Company.	
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	This regulation is not applicable to the Company.	
25	Dividend Distribution policy as per Regulation 43A(1)	NA	This regulation is not applicable to the Company.	
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.arohan.in/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	NA	This regulation is not applicable to the Company.	
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	NA	This regulation	



			is not applicable to the Company.	
29	Disclosure of notes on website in terms of Listing Regulations explanatory			
	Name of Signatory:- Anirudh Singh G. Thakur  Designation:- Company Secretary & Chief Compliance Officer Membership No: A13210	transial Southern Tology Head		

	Annexure II							
	II. Annual Affirmations							
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.				
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes					
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes					



3   Meeting of Board of directors   17(2)   Yes   4   Quorum of Board meeting   17(2A)   Yes   5   Review of Compliance Reports   17(3A)   Yes   5   Review of Compliance Reports   17(3A)   Yes   5   Review of Compliance Reports   17(4A)   Yes   5   7   Code of Conduct   17(5)   Yes   7   Code of Conduct   17(5)   Yes   7   Yes   17(6A)   Yes   17(					
5         Review of Compliance Reports         17(3)         Yes           6         Plans for orderly succession for appointments         17(4)         Yes           7         Code of Conduct         17(5)         Yes           8         Fees/compensation         17(6)         Yes           9         Minimum Information         17(7)         Yes           10         Compliance Certificate         17(8)         Yes           11         Risk Assessment & Management         17(9)         Yes           12         Performance Evaluation of Independent Directors         17(10)         Yes           13         Recommendation of Board         17(11)         Yes           14         Maximum number of Directorships         17A         Yes           15         Composition of Audit Committee         18(1)         Yes           16         Meeting of Audit Committee         18(2)         Yes           17         Role of Audit Committee and information to be reviewed by the audit committee         18(3)         Yes           18         Composition of nomination and Remuneration committee         19(1) & (2)         Yes           19         Quorum of Nomination and Remuneration Committee         19(1) & (2)         Yes	3	Meeting of Board of directors	17(2)	Yes	
6 Plans for orderly succession for appointments 7 Code of Conduct 8 Fees/compensation 17(6) Yes 9 Minimum Information 17(7) Yes 10 Compliance Certificate 1 17(8) Yes 11 Risk Assessment & Management 17(9) Yes 12 Performance Evaluation of Independent Directors 13 Recommendation of Board 17(10) Yes 14 Maximum number of Directorships 17A Yes 15 Composition of Audit Committee 16 Meeting of Audit Committee 18(2) Yes 17 Role of Audit Committee and information to be reviewed by the audit committee 18(3) Yes 18 Composition of nomination & remuneration committee 19(1) & (2) Yes 19 Quorum of Nomination and Remuneration Committee 19(2A) Yes 20 Meeting of Nomination and Remuneration Committee 19(3A) Yes 21 Role of Nomination and Remuneration Committee 22 Composition of Stakeholder Relationship Committee 23 Meeting of Stakeholders Relationship Committee 24 Role of Stakeholders Relationship Committee 25 Composition and role of risk management committee 26 Meeting of Risk Management Committee 27 Quorum of Risk Management Committee	4	Quorum of Board meeting	17(2A)	Yes	
7         Code of Conduct         17(5)         Yes           8         Fees/compensation         17(6)         Yes           9         Minimum Information         17(7)         Yes           10         Compliance Certificate         17(8)         Yes           11         Risk Assessment & Management         17(9)         Yes           12         Performance Evaluation of Independent Directors         17(10)         Yes           13         Recommendation of Board         17(11)         Yes           14         Maximum number of Directorships         17A         Yes           15         Composition of Audit Committee         18(1)         Yes           16         Meeting of Audit Committee         18(2)         Yes           17         Role of Audit Committee and information to be reviewed by the audit committee         18(3)         Yes           18         Composition of nomination & remuneration committee         19(1) & (2)         Yes           18         Composition of Nomination and Remuneration Committee         19(3A)         Yes           20         Meeting of Nomination and Remuneration Committee         19(3A)         Yes           21         Role of Nomination and Remuneration Committee         20(1)         Yes	5	Review of Compliance Reports	17(3)	Yes	
8 Fees/compensation 17(6) Yes 9 Minimum Information 17(7) Yes 17(7) Yes 10 Compliance Certificate 17(8) Yes 11 Risk Assessment & Management 17(9) Yes 12 Performance Evaluation of Independent Directors 17(10) Yes 13 Recommendation of Board 17(11) Yes 14 Maximum number of Directorships 17(11) Yes 14 Maximum number of Directorships 17(11) Yes 15 Composition of Audit Committee 18(1) Yes 16 Meeting of Audit Committee 18(2) Yes 17 Role of Audit Committee and information to be reviewed by the audit committee 18(3) Yes 18 Composition of nomination & remuneration committee 19(1) & (2) Yes 19 Quorum of Nomination and Remuneration Committee 19(2A) Yes 20 Meeting of Nomination and Remuneration Committee 19(3A) Yes 21 Role of Nomination and Remuneration Committee 19(3A) Yes 22 Composition of Stakeholder Relationship Committee 20(1), 20(2) & Yes 20(1), 20(2) & Yes 20(1), 20(2) & Yes 20(2A) Yes 21 Role of Stakeholders Relationship Committee 20(3A) Yes 24 Role of Stakeholders Relationship Committee 21(3A) Yes 26 Meeting of Risk Management Committee 21(3A) Yes 27 Quorum of Risk Management Committee 21(3B) Yes 27 Quorum of Risk Management Committee 21(3B) Yes 27 Quorum of Risk Management Committee Meeting 21(3B) Yes 27 Quorum of Risk Management Committee Meeting 21(3B) Yes	6	Plans for orderly succession for appointments	17(4)	Yes	
9 Minimum Information 17(7) Yes 10 Compliance Certificate 17(8) Yes 11 Risk Assessment & Management 17(9) Ycs 12 Performance Evaluation of Independent Directors 17(10) Yes 13 Recommendation of Board 17(11) Yes 14 Maximum number of Directorships 17A Yes 15 Composition of Audit Committee 18(1) Yes 16 Meeting of Audit Committee 18(2) Yes 17 Role of Audit Committee and information to be reviewed by the audit committee 18(3) Yes 18 Composition of nomination & remuneration committee 19(1) & (2) Yes 19 Quorum of Nomination and Remuneration Committee meeting 19(2A) Yes 19 Role of Nomination and Remuneration Committee 19(3A) Yes 19 Role of Nomination and Remuneration Committee 19(1) & (2) Yes 20 Meeting of Nomination and Remuneration Committee 19(3A) Yes 21 Role of Nomination and Remuneration Committee 19(3A) Yes 22 Composition of Stakeholder Relationship Committee 20(1), 20(2) & Yes 20(2A) Yes 21 Meeting of Stakeholders Relationship Committee 20(3A) Yes 24 Role of Stakeholders Relationship Committee 20(3A) Yes 25 Composition and role of risk management committee 21(1),(2),(3),(4) Yes 26 Meeting of Risk Management Committee 21(3A) Yes 27 Quorum of Risk Management Committee 21(3B) Yes 21(3B)	7	Code of Conduct	17(5)	Yes	
10 Compliance Certificate 17(8) Yes 11 Risk Assessment & Management 17(9) Yes 12 Performance Evaluation of Independent Directors 17(10) Yes 13 Recommendation of Board 17(11) Yes 14 Maximum number of Directorships 17A Yes 15 Composition of Audit Committee 18(1) Yes 16 Meeting of Audit Committee 18(2) Yes 17 Role of Audit Committee 18(3) Yes 18 Composition of nomination & remuneration committee 19(1) & (2) Yes 19 Quorum of Nomination and Remuneration Committee 19(1) & (2) Yes 19 Quorum of Nomination and Remuneration Committee 19(3A) Yes 19 Role of Nomination and Remuneration Committee 19(3A) Yes 20 Meeting of Nomination and Remuneration Committee 19(3A) Yes 21 Role of Nomination and Remuneration Committee 20(1), 20(2) & Yes 20(2A) Yes 20(2A	8	Fees/compensation	17(6)	Yes	
11 Risk Assessment & Management 17(9) Yes 12 Performance Evaluation of Independent Directors 17(10) Yes 13 Recommendation of Board 17(11) Yes 14 Maximum number of Directorships 17A Yes 15 Composition of Audit Committee 18(1) Yes 16 Meeting of Audit Committee 18(2) Yes 17 Role of Audit Committee and information to be reviewed by the audit committee 18(3) Yes 18 Composition of nomination & remuneration committee 19(1) & (2) Yes 19 Quorum of Nomination and Remuneration Committee meeting 19(2A) Yes 20 Meeting of Nomination and Remuneration Committee 19(3A) Yes 21 Role of Nomination and Remuneration Committee 20(1), 20(2) & Yes 22 Composition of Stakeholder Relationship Committee 20(1), 20(2) & Yes 24 Role of Stakeholders Relationship Committee 20(3A) Yes 25 Composition and role of risk management committee 21(1),(2),(3),(4) Yes 26 Meeting of Risk Management Committee 21(3A) Yes 27 Quorum of Risk Management Committee meeting 21(3B) Yes	9	Minimum Information	17(7)	Yes	
12       Performance Evaluation of Independent Directors       17(10)       Yes         13       Recommendation of Board       17(11)       Yes         14       Maximum number of Directorships       17A       Yes         15       Composition of Audit Committee       18(1)       Yes         16       Meeting of Audit Committee       18(2)       Yes         17       Role of Audit Committee and information to be reviewed by the audit committee       18(3)       Yes         18       Composition of nomination & remuneration committee       19(1) & (2)       Yes         19       Quorum of Nomination and Remuneration Committee meeting       19(2A)       Yes         20       Meeting of Nomination and Remuneration Committee       19(3A)       Yes         21       Role of Nomination and Remuneration Committee       19(4)       Yes         22       Composition of Stakeholder Relationship Committee       20(1), 20(2) & Yes         23       Meeting of Stakeholders Relationship Committee       20(3A)       Yes         24       Role of Stakeholders Relationship Committee       20(3A)       Yes         25       Composition and role of risk management committee       21(1),(2),(3),(4)       Yes         25       Meeting of Risk Management Committee       21(3A) </td <td>10</td> <td>Compliance Certificate</td> <td>17(8)</td> <td>Yes</td> <td></td>	10	Compliance Certificate	17(8)	Yes	
Recommendation of Board 17(11) Yes 14 Maximum number of Directorships 17A Yes 15 Composition of Audit Committee 18(1) Yes 16 Meeting of Audit Committee 18(2) Yes 17 Role of Audit Committee and information to be reviewed by the audit committee 18(3) Yes 18 Composition of nomination & remuneration committee 19(1) & (2) Yes 19 Quorum of Nomination and Remuneration Committee meeting 19(2A) Yes 19 Quorum of Nomination and Remuneration Committee 19(3A) Yes 20 Meeting of Nomination and Remuneration Committee 19(3A) Yes 21 Role of Nomination and Remuneration Committee 19(4) Yes 22 Composition of Stakeholder Relationship Committee 20(1), 20(2) & Yes 20(1), 20(2) & Yes 20(2A) Yes 20(3A) Yes 20 Meeting of Stakeholders Relationship Committee 20(3A) Yes 24 Role of Stakeholders Relationship Committee 20(4) Yes 25 Composition and role of risk management committee 21(1),(2),(3),(4) Yes 26 Meeting of Risk Management Committee 21(3A) Yes 27 Quorum of Risk Management Committee meeting 21(3B) Yes	11	Risk Assessment & Management	17(9)	Yes	
14Maximum number of Directorships17AYes15Composition of Audit Committee18(1)Yes16Meeting of Audit Committee18(2)Yes17Role of Audit Committee and information to be reviewed by the audit committee18(3)Yes18Composition of nomination & remuneration committee19(1) & (2)Yes19Quorum of Nomination and Remuneration Committee meeting19(2A)Yes20Meeting of Nomination and Remuneration Committee19(3A)Yes21Role of Nomination and Remuneration Committee19(4)Yes22Composition of Stakeholder Relationship Committee20(1), 20(2) & Yes23Meeting of Stakeholders Relationship Committee20(3A)Yes24Role of Stakeholders Relationship Committee20(3A)Yes25Composition and role of risk management committee21(1),(2),(3),(4)Yes26Meeting of Risk Management Committee21(3A)Yes27Quorum of Risk Management Committee meeting21(3B)Yes	12	Performance Evaluation of Independent Directors	17(10)	Yes	
15 Composition of Audit Committee 16 Meeting of Audit Committee 17 Role of Audit Committee and information to be reviewed by the audit committee 18(3) Yes 18 Composition of nomination & remuneration committee 19(1) & (2) Yes 19 Quorum of Nomination and Remuneration Committee meeting 19(2A) Yes 20 Meeting of Nomination and Remuneration Committee 19(3A) Yes 21 Role of Nomination and Remuneration Committee 22 Composition of Stakeholder Relationship Committee 23 Meeting of Stakeholders Relationship Committee 24 Role of Stakeholders Relationship Committee 25 Composition and role of risk management committee 26 Meeting of Risk Management Committee 27 Quorum of Risk Management Committee 28 Analogous Meeting of Risk Management Committee 29 (21(3A) Yes 20 (21(3A) Yes 21 (21(3A) Yes 22 (21(3B) Yes	13	Recommendation of Board	17(11)	Yes	
16Meeting of Audit Committee18(2)Yes17Role of Audit Committee and information to be reviewed by the audit committee18(3)Yes18Composition of nomination & remuneration committee19(1) & (2)Yes19Quorum of Nomination and Remuneration Committee meeting19(2A)Yes20Meeting of Nomination and Remuneration Committee19(3A)Yes21Role of Nomination and Remuneration Committee19(4)Yes22Composition of Stakeholder Relationship Committee20(1), 20(2) & Yes23Meeting of Stakeholders Relationship Committee20(3A)Yes24Role of Stakeholders Relationship Committee20(3A)Yes25Composition and role of risk management committee21(1),(2),(3),(4)Yes26Meeting of Risk Management Committee21(3A)Yes27Quorum of Risk Management Committee meeting21(3B)Yes	14	Maximum number of Directorships	17A	Yes	
17 Role of Audit Committee and information to be reviewed by the audit committee  18 Composition of nomination & remuneration committee  19 Quorum of Nomination and Remuneration Committee meeting  19 Meeting of Nomination and Remuneration Committee  20 Meeting of Nomination and Remuneration Committee  21 Role of Nomination and Remuneration Committee  22 Composition of Stakeholder Relationship Committee  23 Meeting of Stakeholders Relationship Committee  24 Role of Stakeholders Relationship Committee  25 Composition and role of risk management committee  26 Meeting of Risk Management Committee  27 Quorum of Risk Management Committee meeting  28 Yes  29 Quorum of Risk Management Committee  20 (3A) Yes  21 (3A) Yes  22 Quorum of Risk Management Committee	15	Composition of Audit Committee	18(1)	Yes	
18 Composition of nomination & remuneration committee 19 Quorum of Nomination and Remuneration Committee meeting 19 Quorum of Nomination and Remuneration Committee 19 Role of Nomination and Remuneration Committee 19 Role of Nomination and Remuneration Committee 19 P(4) Yes 20 Composition of Stakeholder Relationship Committee 20 Composition of Stakeholders Relationship Committee 20 Role of Stakeholders Relationship Committee 21 Role of Stakeholders Relationship Committee 20 Role of Stakeholders Relationship Committee 21 Role of Nomination and Remuneration Committee 20 Role of Stakeholders Relationship Committee 20 Role of Stakeholders Relationship Committee 21 Role of Stakeholders Relationship Committee 21 Role of Nomination and Remuneration Committee 20 Role of Stakeholders Relationship Committee 20 Role of Stake	16	Meeting of Audit Committee	18(2)	Yes	
19 Quorum of Nomination and Remuneration Committee meeting 20 Meeting of Nomination and Remuneration Committee 21 Role of Nomination and Remuneration Committee 22 Composition of Stakeholder Relationship Committee 23 Meeting of Stakeholders Relationship Committee 24 Role of Stakeholders Relationship Committee 25 Composition and role of risk management committee 26 Meeting of Risk Management Committee 27 Quorum of Risk Management Committee meeting 28 Yes 29 (2)(3) Yes 20(1), 20(2) & Yes 20(2) Yes 20(3) Yes 20(4) Yes 21(1),(2),(3),(4) Yes 21(3) Yes	17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
Meeting of Nomination and Remuneration Committee  19(3A) Yes  19(4) Yes  20(1), 20(2) & Yes  20(2A)  Meeting of Stakeholder Relationship Committee  20(3A) Yes  20(3A) Yes  20(3A) Yes  20(3A) Yes  20(3A) Yes  20(4) Yes  20(4) Yes  20(5), 20(6) Yes  20(7), 20(7) & Yes  21(7), 20(7) & Yes  21(7), 20(7) & Yes  22(7), 20(7) & Yes  23(7), 20(7) & Yes  24(7), 20(7) & Yes  25(7), 20(7) & Yes  26(7), 20(7) & Yes  27(7), 20(7) & Yes  28(7), 20(7) & Yes  29(7), 20(7) & Yes  21(1), 20(7), 20(7) & Yes  21(1), 20(7	18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
21 Role of Nomination and Remuneration Committee  22 Composition of Stakeholder Relationship Committee  23 Meeting of Stakeholders Relationship Committee  24 Role of Stakeholders Relationship Committee  25 Composition and role of risk management committee  26 Meeting of Risk Management Committee  27 Quorum of Risk Management Committee meeting  28 Meeting of Nomination and Remuneration Committee  29 (20(1), 20(2) & Yes 20(2A)  20(3A) Yes  20(4) Yes  21(1),(2),(3),(4) Yes  21(3A) Yes  21(3B) Yes	19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
22Composition of Stakeholder Relationship Committee20(1), 20(2) & 20(2A)Yes23Meeting of Stakeholders Relationship Committee20(3A)Yes24Role of Stakeholders Relationship Committee20(4)Yes25Composition and role of risk management committee21(1),(2),(3),(4)Yes26Meeting of Risk Management Committee21(3A)Yes27Quorum of Risk Management Committee meeting21(3B)Yes	20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
22 Composition of Stakeholders Relationship Committee 20(2A) 23 Meeting of Stakeholders Relationship Committee 20(3A) Yes 24 Role of Stakeholders Relationship Committee 20(4) Yes 25 Composition and role of risk management committee 26 Meeting of Risk Management Committee 27 Quorum of Risk Management Committee meeting 28 Yes 29 Quorum of Risk Management Committee meeting	21	Role of Nomination and Remuneration Committee	19(4)	Yes	
23 Meeting of Stakeholders Relationship Committee 20(3A) Yes 24 Role of Stakeholders Relationship Committee 20(4) Yes 25 Composition and role of risk management committee 26 Meeting of Risk Management Committee 27 Quorum of Risk Management Committee meeting 28 Yes 29 Quorum of Risk Management Committee meeting 29 Yes 20(3A) Yes 21(1),(2),(3),(4) Yes 21(3A) Yes	22	Composition of Stakeholder Relationship Committee		Yes	
24 Role of Stakeholders Relationship Committee 20(4) Yes 25 Composition and role of risk management committee 26 Meeting of Risk Management Committee 27 Quorum of Risk Management Committee meeting 28 Yes 29 Yes	23		• -	Yes	
25 Composition and role of risk management committee 21(1),(2),(3),(4) Yes 26 Meeting of Risk Management Committee 21(3A) Yes 27 Quorum of Risk Management Committee meeting 21(3B) Yes			1 1		
26 Meeting of Risk Management Committee 21(3A) Yes 27 Quorum of Risk Management Committee meeting 21(3B) Yes					
27 Quorum of Risk Management Committee meeting 21(3B) Yes		•			
			<u> </u>		



29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	The Company does not have any unlisted material Subsidiary
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	There is no alternate director to Independent Director.
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	



44	Momborchine in Committees	26(1)	Yes	
44	Memberships in Committees	20(1)		
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior	26(3)	Yes	
45	management personnel	20(3)		
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings	20(0)	Yes	
48	in the securities of the listed entity	26(6)		
40		26A(1) &	NA	
49	Vacancies in respect Key Managerial Personnel	26A(2)		
	Any other information to be provided			
	Name of Signatory:-		agiai .	
	Anirudh Singh G. Thakur		Englisha Co	
			\$ toko \$	
	Designation:-	7	12	
	Company Secretary & Chief Compliance Officer		* Della	
	Membership No: A13210			

	Annexure II				
	III. Affirmations				
Sr	Particulars	Compliance status (Yes/No/NA)			
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA (The Company does not have any Subsidiary)			
	Any other information to be provided				



Name of Signatory:-Anirudh Singh G. Thakur

**Designation:-**

**Company Secretary & Chief Compliance Officer** 

Membership No: A13210



Additional Half yearly Disclosure				
Applicability of disclosure Yes				
Reason for Non Applicability				
I. Disclosure of Loans/ guarantees/co	mfort letters /securities etc. refer no	ote below		
(A)Any loan or any other form of debt ac	lvanced by the listed entity directly or in	ndirectly to		
Entity	Aggregate amount advanced during	Balance outstanding at the end of		
Entity	six months	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		

**Arohan Financial Services Limited** 



(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	

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	-		
Promoter Group or any other entity controlled by them	-		
Directors (including relatives) or any other entity controlled by them	-		
KMPs or any other entity controlled by them	-		

# (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed 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	-		
Promoter Group or any other entity controlled by them	-		
Directors (including relatives) or any other entity controlled by them	-		
KMPs or any other entity controlled by them	-		

### **II. Affirmations**

## (D) Additional Information

#### 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** 

Signatory Details			
Name of Signatory	Name of Signatory Anirudh Singh G. Thakur		
Designation of Person	Company Secretary & Chief Compliance Officer		
Place	Kolkata		
Date	17-04-2025		

Thanking You, Yours Faithfully

For Arohan Financial Services Limited



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