

**IDBI Trusteeship Services Ltd.**  
**CIN U65991MH2001GOI131154**  
**Universal Insurance Building,**  
**Ground Floor, Sir P.M. Road,**  
**Fort, Mumbai - 400001**

**NOTICE OF THE MEETING**  
**OF**  
**DEBENTURE HOLDERS OF THE DEBENTURES ISSUED BY**  
**AROHAN FINANCIAL SERVICES LIMITED**  
**ON PRIVATE PLACEMENT BASIS**

NOTICE is hereby given that pursuant to the Clause 2.3.3 to the Chapter X: Breach of Covenants, Default and Remedies of SEBI OPERATIONAL CIRCULAR FOR DEBENTURE TRUSTEES dated March 31, 2023, and Debenture Trust Deed dated August 14, 2018, a meeting of the debenture holders of the listed, fully, secured redeemable, taxable, non-convertible debentures (hereinafter referred to as "**Debentures/NCDs**") issued on private placement basis by AROHAN FINANCIAL SERVICES LIMITED ("**Company**") will be held virtually on 13<sup>th</sup> day of June, 2023 at 03:00 P.M. , to discuss and transact the following special business :-

**Special Business:**

**To discuss and decide (as per the terms of the issue read with SEBI OPERATIONAL CIRCULAR FOR DEBENTURE TRUSTEES dated March 31, 2023 as applicable):**

1. Based on the Independent Auditor's Report dated May 12, 2023, a copy of which is circulated herewith as an annexure to this notice, (as per the terms of the issue read with SEBI Regulations as applicable), there exists/ there has occurred a breach of covenant on account of Gross NPA/Gross loan portfolio of the Company, should not exceed 2%, however ratio of the Company as at March 31, 2023 is 2.71%.

Debenture holders to discuss and decide the further course of action to be initiated in pursuance to the breach of covenant as mentioned hereinabove and if though fit, to pass the following resolution as Special Resolution, with or without modification:

1. "**RESOLVED THAT** pursuant to the provisions of the debenture trust deed dated August 14, 2018 entered into between AROHAN FINANCIAL SERVICES LIMITED ("**Company**") and IDBI Trusteeship Services Limited ("**Trustee**") in relation to the non-convertible, redeemable secured debentures ("**Debentures**") issued to various investors through private issue ("**Debenture Holders**") under ISIN no. **INE808K08053** and subject to other applicable laws, rules, regulations, guidelines, contracts, if any, the consent and approval of the Majority Debenture Holders be and is hereby granted to Debenture Trustee to :

**Resolution 1 :**

(i) waive the breach of covenant and grant extension of time till 31.03.2024 to the Company for curing the breach;

**OR**

**Resolution 2 :**

(i) declare all or any part of the Debentures to be immediately due and payable, whereupon it shall become so due and payable subject to prior approval of the RBI, if so required;

(ii) require the Company to mandatorily redeem the Debentures due and payable, whereupon it shall become so due and payable subject to prior approval of the RBI, if so required;

(iii) Constitute a Committee of Debenture Holders to decide the future course of action to be initiated for protection of the interest of all debenture holders.

**Resolution 3 :**

(iv) Appointment of independent agency to inspect and examine the working of the Company and give a report to Debenture Holders. The Company shall give full co-operation and provide necessary assistance to such agency and bear all costs expenses of the examination including the professional fees and travelling and other expenses.

*Note : The debenture holders are required to opt for Resolution 1 OR Resolution 2 and 3. Any voting for resolution 1 and 2 together by a single debenture holder shall be void.*

**For IDBI Trusteeship Services Limited**

**Sd/-**

**Sheetal Mehta**  
**Chief Manager**

June 05, 2023

**NOTES:**

1. The Meeting shall be held virtually. The link for the meeting shall be shared separately prior to the meeting.
2. The Explanatory Statement for above notice is hosted on our website [www.idbitrustee.com](http://www.idbitrustee.com);
3. Hindu Undivided Family ( HUF)/ Body Corporate(s) intending to send their authorized representative(s) to attend the Meeting are requested to send to the Debenture Trustee a certified true copy of the relevant resolution / power of attorney/ KYCs authorizing their representative(s) to attend and/or vote on their behalf at least 48 hours before the meeting at [itsl@idbitrustee.com](mailto:itsl@idbitrustee.com)/ [sheetal@idbitrustee.com](mailto:sheetal@idbitrustee.com)/ [suhani@idbitrustee.com](mailto:suhani@idbitrustee.com).
4. In case the meeting is to be attended by the Debenture Holder by some other email id, then the same is to be intimated to Debenture Trustee at least 48 hours before the meeting at [itsl@idbitrustee.com](mailto:itsl@idbitrustee.com)/ [sheetal@idbitrustee.com](mailto:sheetal@idbitrustee.com)/ [suhani@idbitrustee.com](mailto:suhani@idbitrustee.com)
5. Body Corporate(s) intending to send their authorized representative(s) to attend the Meeting are requested to send to the Debenture Trustee a certified true copy of the relevant resolution / power of attorney authorizing their representative(s) to attend and/or vote on their behalf at least 48 hours before the meeting.
6. Beneficiary Position (BenPos) as on June 02, 2023 has been considered for determining the debenture holders and their respective holding for the purpose of convening this meeting.
7. We have appointed NSDL for providing the E-voting services and also for providing the platform for convening the meeting of debenture holders virtually. The meeting link and with requisite instruction for the debenture holders to attend the meeting virtually, shall be provided by NSDL.
8. We are providing remote e-voting facility to the Debenture-holders of the Arohan Financial Services Limited to enable them to cast their votes electronically on the items mentioned in the notice. M/S SAHANI & Kothari Associates, Company Secretaries, have been appointed as the Scrutinizer for conducting the Remote e-voting process in a fair and transparent manner.
9. Debenture Trust Deed dated August 14, 2018 provides for appointment of two Scrutinizer as per clause 5.11 (s) (iii) out of the two scrutineers appointed, one shall always be a Debenture Holder (not being an officer or employee of the Company) present at the meeting, provided such a Debenture Holder is available and willing to be appointed.
10. E-voting link shall be shared prior to June 10, 2023 and shall be available till June 13, 2023 till closure of the meeting of Debenture Holders.

### **E- voting Instructions:**

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on June 10, 2023 at 12: 00 A.M. IST and ends on June 13, 2023 at 04.30 P. M IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on June 02, 2023 may cast their vote electronically. The voting right of Debentureholders shall be in proportion to their debenture holding in the Company under ISIN- INE808K08053 as on June 02, 2023.

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*


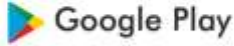


#### **Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting and joining virtual meeting for Individual Debentureholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Debentureholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Debentureholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Debentureholders holding securities in demat mode is given below:

| <b>Type of Debentureholders</b>   | <b>Login Method</b>  |
|---|--|
| Individual Debentureholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li></ol> |

|   |  |
|---|--|
|   | <p>either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Debentureholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Debentureholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="730 987 1236 1294" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>     </div> |
| <p>Individual Debentureholders holding securities in demat mode with CDSL</p> | <p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there</p>   |

|   |   |
|---|---|
|   | <p>is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Debentureholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>   |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Debentureholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| <b>Login type</b>   | <b>Helpdesk details</b>   |
|---|---|
| <p>Individual Debentureholders holding securities in demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>                    |
| <p>Individual Debentureholders holding securities in demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p> |

**B) Login Method for e-Voting and joining virtual meeting for Debentureholders other than Individual Debentureholders holding securities in demat mode and Debentureholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Debentureholder /Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

| <b>Manner of holding Debentures i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold Debentures in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold Debentures in demat account with CDSL.            | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding Debentures in Physical Form.                       | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for Debentureholders other than Individual Debentureholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for Debentures held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Debentureholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)"(If you are holding Debentures in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding Debentures in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join Meeting of Debenture Holders on NSDL e-Voting system.**

### **How to cast your vote electronically and join Meeting of Debenture Holders on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding Debentures and whose voting cycle and Meeting of Debenture Holders is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Meeting of Debenture Holders. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.



4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of Debentures for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
  5. Upon confirmation, the message “Vote cast successfully” will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Debentureholders**

1. Institutional Debentureholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. Karan Sahani at [karan@sahanikothari.com](mailto:karan@sahanikothari.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional Debentureholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Debentureholders and e-voting user manual for Debentureholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those Debentureholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case Debentures are held in physical mode please provide Folio No., Name of Debentureholder, scanned copy of the Debenture certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [treasury@arohan.in](mailto:treasury@arohan.in)
2. In case Debentures are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [treasury@arohan.in](mailto:treasury@arohan.in). If you are an Individual Debentureholders holding securities in demat

mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual Debentureholders holding securities in demat mode.

3. Alternatively Debentureholder /members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Debentureholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Debentureholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE DEBENTUREHOLDER MEETING ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the DEBENTUREHOLDER MEETING is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Debentureholders, who will be present in the DEBENTUREHOLDER MEETING through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the DEBENTUREHOLDER MEETING.
3. Members who have voted through Remote e-Voting will be eligible to attend the DEBENTUREHOLDER MEETING. However, they will not be eligible to vote at the DEBENTUREHOLDER MEETING.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the DEBENTUREHOLDER MEETING shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE DEBENTUREHOLDER MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the **DEBENTUREHOLDER MEETING** through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Debentureholder /Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Debentureholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [treasury@arohan.in](mailto:treasury@arohan.in) . The same will be replied by the company suitably.

**EXPLANATORY STATEMENT**

**Pursuant to Section 102(1) of the Companies Act, 2013 to the Notice dated December 30, 2022**

**Item No. 1:**

AROHAN FINANCIAL SERVICES LIMITED (“**Company**”) has issued non-convertible, redeemable debentures (“**Debentures**”) to various investors (“**Debenture Holders**”) on private placement basis, in terms of various Debenture Trust Deed(s) entered into between the Company and IDBI Trusteeship Services Limited (“**IDBI**” / “**Trustee**”) (“**DTDs**”), as per details given below:

**A. Secured Non – Convertible Debentures:**

| <b>Sr. No.</b> | <b>ISIN</b>         | <b>Debenture Trust Deed dated</b> | <b>Issue Amount (Rs. in Crore)</b> |
|----------------|---------------------|-----------------------------------|------------------------------------|
| 1.             | <b>INE808K08053</b> | August 14, 2018                   | 35 Crs                             |

IDBI Trusteeship Services Limited (ITSL) in our capacity as Debenture Trustee for the Secured, Listed NCDs issued by AROHAN FINANCIAL SERVICES LIMITED (Issuer/ Company) under the Debenture Trust Deed dated August 14, 2018.

**As per the records available with us, the Company is regular in servicing its debt obligations and it has been paying the interest to the Debenture holders on a regular and timely basis.**

- As per SEBI OPERATIONAL CIRCULAR FOR DEBENTURE TRUSTEES dated March 31, 2023, the Issuer in respect of its listed non-convertible debt securities, shall provide Quarterly Compliance Certificate to the Debenture Trustee. Based on the Independent Auditor’s Report dated May 12, 2023, a copy of which is circulated herewith as an annexure to this notice, (as per the terms of the issue read with SEBI Regulations as applicable), there exists/ there has occurred a breach of covenant on account of Gross NPA/Gross loan portfolio of the Company, should not exceed 2%, however ratio of the Company as at March 31, 2023 is 2.71%.

Further, the Issuer has provided following email clarification for same on May 30, 2023:

“The company is in breach of certain financial covenants for INE808K07246 & INE808K08053.

However, it is to be noted that the company as well as the microfinance industry has witnessed events like COVID-19, lockdowns, restricted movement of transport post-relaxation, and natural calamities across different geographies. Due to these external events, our customers' repayment ability to their loan got impacted. Hence, the company was in breach of certain financial covenants, which are directly related to the customer loan repayment ability. However, **it is to be highlighted that there has been tremendous improvement in the last few quarters in all of the parameters, where there is a breach.** The below table mentions the figures in the different quarters ending for these parameters:

| Sl. No. | ISIN No.     | Covenant    | Benchmark           | Sep-21 | Dec-21 | Mar-22 | June -22 | Sep-22 | Dec-22 | Mar-23 |
|---------|--------------|-------------|---------------------|--------|--------|--------|----------|--------|--------|--------|
| 1       | INE808K08053 | Gross NPA % | Shall not exceed 2% | 11.91% | 6.61%  | 4.51%  | 3.58%    | 3.12%  | 2.41%  | 2.87%  |

It is also to be noted that the organization has made necessary changes to strengthen the credit underwriting policies, changes in product design to suit the customer needs etc. These initiatives have directly led to significant positive growth in our businesses and profit and loss statements of the company as can be seen in the following table:

| S.No. | Parameters       | Units     | FY22    | FY23    |        |
|-------|------------------|-----------|---------|---------|--------|
| 1     | Branches         | X         | 749     | 831     |        |
| 2     | Customers        | INR lakhs | 18.64   | 20.13   |        |
| 3     | AUM              | INR Cr    | 4121.92 | 5357.37 |        |
| 4     | Capital Infusion | Tier I    | INR Cr  | 0.00    | 248.29 |
|       |                  | Tier II   | INR Cr  | 225.00  | 0.00   |
| 5     | Income           | INR Cr    | 920.43  | 1091.00 |        |
| 6     | Profit after Tax | INR Cr    | 60.95   | 70.72   |        |
| 7     | Net Worth        | INR Cr    | 1023.48 | 1338.03 |        |

Please note that Arohan's financial position has substantially strengthened since March'20. The company has infused tier-II capital of INR 225 Crores in FY 2021-22. Additionally, **the company has also infused equity of INR 515 Cr** in the last six months for future business growth. This has boosted the capital adequacy levels to a comfortable 28.74% as against RBI requirement of 15% as on March 31, 2023. This parameter states the strength of any financial institution. Further, the company is fairly liquid and has carried sufficient cash and cash equivalents as well as undrawn sanctions.

In view of the above, the Management is confident in scaling the company as per the projected business plan. We hereby thank all the investors through your good office for understanding these interim issues due to unforeseen external challenges like COVID-19 and we look forward to continuous support from you.

**Further, in terms of the above facts and statements, we would like to highlight that the financial position of the Company has been improving day by day, and as intimated earlier, we expect the non-compliance with the above financial covenants to continue until March'24. “**

On the above and in the event of determination by the Majority Debenture Holders (as per terms of issue) that there exist Breach of Covenants, we as Debenture Trustee, would request, the Majority Debenture Holders (as per terms of issue) to enable us to take further course of action as instructed by Majority Debenture Holders (as per terms of issue) as more specifically mentioned in the notice and voted thereon.

IDBI Trusteeship Services Ltd. or its Directors are not interested in the agenda item other than the extent being the Trustee for the debentures held by the Debenture Holders.

Accordingly, the Special resolution set out at item no. 1 of the accompanying notice for approval of the Debenture Holders.

**IDBI Trusteeship  
Services Ltd.**

CIN- U65991MH2001GOI11154

**Universal Insurance Building,  
Ground Floor, Sir P.M. Road,  
Fort, Mumbai – 400001**

**Proxy Form**

**(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the  
Companies(Management and Administration) Rules, 2014**

**Re: Arohan Financial Services Limited  
(Company)**

|                                      |  |
|--------------------------------------|--|
| Name of the Debenture-<br>holder(s): |  |
| Registered Address:                  |  |
| E-mail Id:                           |  |
| Folio No/Client Id:                  |  |
| DP ID:                               |  |

I/We, \_\_\_ of \_\_\_ the undersigned being

debenture-holders of the above Company, hereby appoint \_\_\_ of \_\_\_ as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the meeting of Debenture-holders of the Company to be held on June 13, 2023 at 11.00 am virtually and at any adjournment thereof in respect of such resolution as are deemed fit by the debenture holders on the agenda items as contained in the notice of the meeting of the Debenture holders.

Signed this ..... day of ..... 2023

.....

(Affix  
Rs.1/-  
Revenue  
Stamp)

Signature of Debenture-holder

Signature of Proxy holder(s)

**Notes to proxy form:-**

1. This proxy form to be effective should be duly stamped, completed, signed and deposited at the registered Office of the Debenture Trustee, not less than 48 hours before the commencement of the Meeting
2. A Proxy need not be a Debenture Holder of the Company
3. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated
4. An instrument of Proxy duly filled in, stamped and signed is valid only for the meeting to which it relates including any adjournment thereof.
5. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped proxies or proxies upon which the stamps have not been cancelled are invalid.
6. The Proxy-holder should prove his identity at the time of attending the meeting.