

SHRI KP & ASSOCIATES.,

Practicing Company Secretaries

ANNUAL SECRETARIAL AUDIT REPORT

I have examined the registers, records, books and papers of **AROHA CAPITAL PRIVATE LIMITED (registration number of the company with SEBI is INA200000175)** as required to be maintained under Securities and Exchange Board of India (SEBI) (INVESTMENT ADVISORS) REGULATIONS 2013 or subject to any other applicable provisions.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year ending 31st March 2017:

1. The Company has kept and maintained all registers as stated in Annexure 'I' to this certificate, as per the provisions of the regulations and the rules made there under and all entries therein have been duly recorded.
2. Provided that where records are required to be duly signed and are maintained in electronic and or physical form, such records are properly maintained. It is ensured that the books of account, records and documents are being maintained by the investment adviser in the manner specified as per the regulations.
3. That the provisions of the Act, rules, regulations and the provisions of the Securities Contracts (Regulation) Act, and the rules made there under are being complied with.
4. There are no instances of complaints received from investors, other stock brokers, sub-brokers or any other person;
5. The Investment Advisor has exercised due skill, care and diligence in furnishing the service to the clients.
6. The company has satisfied the net worth and capital adequacy norms as per the regulation Securities and Exchange Board of India (SEBI) (INVESTMENT ADVISORS) REGULATIONS 2013.
7. The company has the necessary infrastructure to effectively discharge the activities of an investment adviser.
8. The company as being other than a Bank or NBFC, undertaking investment advisory services, is made in the name of the company.
9. There was no change in control of the investment adviser during the period of service rendered as an Investment Adviser.




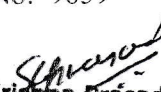
10. The company has furnished to the Board information and reports as specified by the Board from time to time.
11. It is ensured that the representatives Investment Adviser as applicable comply with the certification and qualification requirements under Regulation 7 at all times.
12. The company has disclosed to the prospective client, all material information about itself including its business, disciplinary history, the terms and conditions on which it offers advisory services, affiliations with other intermediaries and such other information as is necessary.
13. The company has disclosed to its client, consideration by way of remuneration or compensation received or receivable by it or any of its associates or subsidiaries for any distribution or execution services in respect of the products or securities for which the investment advice is provided to the client.
14. The company has, before recommending the to a client, has disclosed consideration by way of remuneration or compensation or in any other form whatsoever, if any, received or receivable by the investment adviser, if the client has shown its desire to avail the services of a stock broker or other such intermediary.
15. The company has disclosed to the client its holding, in the financial products or securities which are subject matter of advice and all material facts relating to the key features of the products or securities, particularly, performance track record.
16. The company has drawn the client's attention to the warnings, disclaimers in documents, advertising materials relating to an investment product which it has recommended to the client
17. The company has appointed a compliance officer who is be responsible for monitoring the compliance by the investment adviser in respect of the requirements of the Act, regulations, notifications, guidelines, instructions issued by the Board.
18. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the provision.

Place: Bangalore

Dated: 5th May 2017

For SHRI KP & Associates
Company Secretaries


SHRI KRISHNA PRASAD
Proprietor
C. P. No: 9659


Mr. Shri Krishna Prasad
M/s. SHRI KP & Associates
Company Secretaries
No. 575, Ground Floor, 3rd Block,
3rd Stage, 2nd 'D' Cross, 6th Main,
Basaveshwarnagar, Bangalore - 560 079,
FCS : 8714, PCS : 9659

Annexure I.

- (a) Know Your Client records of the client;
- (b) Risk profiling and risk assessment of the client;
- (c) Suitability assessment of the advice being provided;
- (d) Copies of agreements with clients, if any;
- (e) Investment advice provided, whether written or oral;
- (f) Rationale for arriving at investment advice, duly signed and dated;
- (g) A register or record containing list of the clients, the date of advice, nature of the advice, the products/securities in which advice was rendered and fee, if any charged for such advice.

Place: Bangalore
Dated: 15th May 2017

For SHRI KP & Associates
Company Secretaries



SHRI KRISHNA PRASAD
Proprietor
C. P. No: 9659