To,
Mr. Tarun Shandil
14 PO, Garkhal 1224, Vill,
Samol Kasauli, Shimla,
Himachal Pradesh, 173201

Sub: Submission of Annual Audit Report of Research Analyst Business

Dear Sir,

We have conducted the annual audit of Research Analyst activities of Mr. Tarun Shandil (herein referred as "RA"), SEBI Registration no- INH100009336, as required by SEBI Research Analyst Regulations, 2014.

We are enclosing herewith copy of audit report for the period April, 2023 to March, 2024.

Kindly acknowledge the receipt of the same.

Yours faithfully,

For Megha Kyal & Associates,

Megha Kyal Digitally signed by Megha Kyal Date: 2024.09.05 11:24:54 +05'30'

CS Megha Kyal
Proprietor
CP No: 22896

Mr. Tarun Shandil
Research Analyst bearing SEBI Registration No. INH100009336
SEBI Annual Audit (April, 2023 to March, 2024)

COMPLIANCE AUDIT REPORT

Megha Kyal
Digitally signed by Megha Kyal
Date: 2024.09.05 11:25:20 +05'30'

Prepared by
CS Megha Kyal

This document is 'Confidential' and is intended strictly for use of RA. Its unauthorized disclosure could seriously and adversely impact RA, its stakeholders, its business partners, and/or its customers leading to legal and financial repercussions and adverse public opinion.

Table of Contents

Back ground……3

Scope of our assignment……4

Annual Audit Report……5

BACK GROUND

Mr. Tarun Shandil is a SEBI Registered Research Analyst.

As part of the ongoing compliance requirements of Securities Exchange Board of India (Research Analyst) Regulations, 2014, Research Analyst shall conduct yearly audit in respect of compliance with these regulations from a member of Institute of Chartered Accountants of India or Institute of Company Secretaries of India.

CS Megha Kyal has been assigned the internal audit of internal control systems of Mr. Tarun Shandil for ensuring secure and continuous business operations and identifying possible lapses / inadequacies / deficiencies, if any, based on compliance requirements / guidance / circular issued by SEBI.

Audit Period:

The audit period for the current annual audit is April, 2023 to March, 2024.

SCOPE OF OUR ASSIGNMENT

THE SCOPE OF AUDIT FOR THE AUDIT PERIOD APRIL, 2023 TO MARCH, 2024 INCLUDED THE FOLLOWING:

Sr. No.	*Areas/ Scope of work covered*
1.	*Review of Internal Policies & procedures*
2.	*Certificate of Registration*
3.	*Review of Capital Adequacy*
4.	*Qualification and certification requirement*
5.	*Personal Trading by research analysts*
6.	*Compensation of Research Analyst*
7.	*Compliance to publication of research report, public appearance and conduct of business*
8.	*Adequacy of Disclosures in Research Report*
9.	*Review of structure of research report*
10.	*Recommendations in public media*
11.	*Distribution of research reports*
12.	*Investor Charter*

Sl No	Requirements as per regulation	Compliance Status	Auditor's Comments
A	**Regulation 3: Registration of Research Analyst**		
1	**Application for grant of certificate:**		
	On and from the commencement of these regulations, no person shall act as a research analyst or research entity or hold itself out as a research analyst unless he has obtained a certificate of registration from the Board under these regulations: Provided that any person acting as research analyst or research entity before the commencement of these regulations may continue to do so for a period of six months from such commencement or, if it has made an application for a certificate of registration under sub-regulation (2) within the said period of six months, till the disposal of such application	Complied	RA has made an application for registration to SEBI in prescribed Form A and has obtained a certificate of registration from the Board
2	**Exemption from registration**		
	The following persons shall not be required to seek registration under regulation 3 subject to the fulfilment of the conditions stipulated therefore: - Provided further that an investment adviser, credit rating agency, asset management company or fund manager, who issues research report or circulates/ distributes research report to public or its director or employee who makes public appearance, shall not be required to seek registration under regulation 3: - Provided that such intermediaries shall comply with the general obligation(s) and responsibilities as specified in Chapter III of these regulations;	Not Applicable	Refer Point A-1 above
3	**Issuance of research report by a person located outside India**		
	Any person located outside India engaged in issuance of research report or research analysis in respect of securities listed or proposed to be listed on a stock exchange shall enter into an agreement with a research analyst or research entity registered under these regulations	Complied	RA does not have association with any person located outside India for issuance of research report or analysis for securities listed or proposed to be listed on stock exchanges in India
B.	**Regulation 7: Qualification and certification requirement**		
1	**Minimum Qualifications**		

Sl No	Requirements as per regulation	Compliance Status	Auditor's Comments
	Whether an individual registered as research analyst under these regulations, individuals employed as research analyst and partners of a research analyst, if any, engaged in preparation and/ or publication of research report or research analysis does have the following minimum qualifications, at all times	Complied	RA had fulfilled requisite qualifications criteria
2	**NISM Certification**		
	An individual registered as research analyst under these regulations, individuals employed as research analyst and partners of a research analyst, if any, shall have, at all times, a NISM certification for research analysts as specified by the Board or other certification recognized by the Board from time to time: - Provided that research analyst or research entity already engaged in issuance of research report or research analysis seeking registration under these regulations shall ensure that it or the individuals employed by it as research analyst and/or its partners obtain such certification within two years from the date of commencement of these regulations. - Provided further that fresh certification must be obtained before expiry of the validity of the existing certification to ensure continuity in compliance with certification requirements	Complied	RA had fulfilled the requisite certifications criteria
C	**Regulation 8: Capital Adequacy**		
1	**Capital Adequacy for body corporate**		
a	A research analyst who is individual or partnership firm shall have net tangible assets of value not less than one lakh rupees	Complied	RA has a net worth of more than one lakh rupees during the audit period
b	A research analyst who is body corporate or limited liability partnership firm shall have a net worth of not less than twenty five lakh rupees	Not Applicable	RA is an individual research analyst
D	**Regulation 13: Adherence to Conditions of certificate**		
	The certificate granted under regulation 9 shall, inter alia, be subject to the following conditions:		
a	the research analyst shall forthwith inform the Board in writing, if any information or particulars previously submitted to the Board are found to	Complied	Based on verification of records provided by RA, no material change in business had taken place during the audit period.

Sl No	Requirements as per regulation	Compliance Status	Auditor's Comments
	be false or misleading in any material particular or if there is any material change in the information already submitted;		
b	Research analyst registered under these regulations shall use the term "research analyst" in all correspondences with its clients	Complied	On review of sample emails, it was observed that the term 'Research Analyst' was used in all correspondences with its clients.
E	**Chapter III – Management of Conflicts of interest and disclosure requirement**		
1	**Regulation 15: Establishing Internal policies and procedures**		
a	Research analyst or research entity shall have written internal policies and control procedures governing the dealing and trading by any research analyst for: i. addressing actual or potential conflict of interest arising from such dealings or trading of securities of subject company; ii. Promoting objective and reliable research that reflects the unbiased view of research analyst; and iii. Preventing the use of research report or research analysis to manipulate the securities market	Complied	RA had internal policies and control procedures governing the dealing and trading by any research analyst which fulfill the regulatory requirement.
b	Research analyst or research entity shall have in place appropriate mechanisms to ensure independence of its research activities from its other business activities	Complied	RA had not been involved in any other activities during audit period.
2	**Regulation 16: Limitations on trading by research analysts**		
a	Personal trading activities of the individuals employed as research analyst by research entity shall be monitored, recorded and wherever necessary, shall be subject to a formal approval process	Not Applicable	RA is an individual Research Analyst and had not employed any other individual as a research analyst during the audit period
b	Independent research analysts, individuals employed as research analyst by research entity or their associates shall not deal or trade in securities that the research analyst recommends or follows within thirty days before and five days after the publication of a research report	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had not dealt or traded in securities that the research analyst recommends or follows

Sl No	Requirements as per regulation	Compliance Status	Auditor's Comments
c	Independent research analysts, individuals employed as research analysts by research entity or their associates shall not deal or trade directly or indirectly in securities that he reviews in a manner contrary to his given recommendation		within thirty days before and five days after the publication of a research report.
d	Independent research analysts, individuals employed as research analysts by research entity or their associate shall not purchase or receive securities of the issuer before the issuer's initial public offering, if the issuer is principally engaged in the same types of business as companies that the research analyst follows or recommends		
3	**Regulation 17: Compensation of research analysts**		
a	Research entity shall not pay any bonus, salary or other form of compensation to any individual employed as research analyst that is determined or based on any specific merchant banking or investment banking or brokerage services transaction	Not Applicable	RA is an individual Research Analyst, having no individual employed as research analyst
b	The compensation of all individuals employed as research analyst shall be reviewed, documented and approved annually by board of directors/ committee appointed by board of directors of the research entity, which does not consist of representation from its merchant banking or investment banking or brokerage services divisions		
c	The board of directors/ committee appointed by board of directors of the research entity approving or reviewing the compensation of individual employed as research analyst shall not take into account such individual's contribution to the research entity's investment banking or merchant banking or brokerage services business		
d	An individual employed as research analyst by research entity shall not be subject to the supervision or control of any employee of the merchant banking or investment banking or brokerage services divisions of that research entity		
4	**Regulation 18: Limitations on publication of research report, public appearance and conduct of business, etc.**		
a	Research analyst or research entity shall not publish or distribute research report or research analysis or make public appearance regarding a subject company for which he has acted as a manager or co-manager at	Complied	Basis confirmation provided to us, it was observed that RA has not acted as a manager or co- manager for any Company

Sl No	Requirements as per regulation	Compliance Status	Auditor's Comments
	any time falling within a period of: i. Forty days immediately following the day on which the securities are priced if the offering is an initial public offering; or ii. Ten days immediately following the day on which the securities are priced if the offering is a further public offering: - Provided that research analyst or research entity may publish or distribute research report or research analysis or make public appearance within such forty day and ten day periods, subject to prior written approval of legal or compliance personnel as specified in the internal policies and procedures		
b	A research entity who has agreed to participate or is participating as an underwriter of an issuer's initial public offering shall not publish or distribute a research report or make public appearance regarding that issuer before expiry of twenty five days from the date of the offering	Complied	Basis confirmation provided to us, it was observed that RA has not acted as an underwriter for any initial public offerings.
c	Research analyst or research entity who has acted as a manager or co-manager of public offering of securities of a company shall not publish or distribute a research report or make a public appearance concerning that company within fifteen days prior to date of entering into and fifteen days after the expiration/ waiver/ termination of a lock-up agreement or any other agreement that the research analyst or research entity has entered into with a subject company that restricts or prohibits the sale of securities held by the subject company after the completion of public offering of securities: - Provided that research analyst or research entity may publish or distribute research report or research analysis or make public appearance regarding that company within such fifteen days subject to prior written approval of legal or compliance personnel as specified in the internal policies and procedures	Complied	Basis confirmation provided to us, it was observed that RA has not acted as a manager, co- manager for any public offerings.

Sl No	Requirements as per regulation	Compliance Status	Auditor's Comments
d	Research analyst or individuals employed as research analyst by research entity shall not participate in business activities designed to solicit investment banking or merchant banking or brokerage services business, such as sales pitches and deal road shows. Research analyst or individuals employed as research analyst by research entity shall not engage in any communication with a current or prospective client in the presence of personnel from investment banking or merchant banking or brokerage services divisions or company management about an investment banking services transaction. Investment banking or merchant banking or brokerage services division's personnel of research entity shall not direct the individuals employed as research analyst to engage in sales or marketing related to an investment banking or merchant banking or brokerage services and shall not direct the research analyst to engage in any communication with a current or prospective client about such division's transaction: - Provided that sub-regulations (4) to (6) of Regulation 18 of RA Regulation, 2014 shall not prohibit research analyst or research entity from engaging in investor education activities including publication of pre-deal research and briefing the views of the research analyst on the transaction to the sales or marketing personnel	Complied	RA had not been involved in any other activities during audit period.
e	Research analyst or research entity shall have adequate documentary basis, supported by research, for preparing a research report	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had not issued any research report during the audit period
f	Research analyst or research entity shall not provide any promise or assurance of favourable review in its research report to a company or industry or sector or group of companies or business group as consideration to commence or influence a business relationship or for the receipt of compensation or other benefits	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had not issued any research report during the audit period

Sl No	Requirements as per regulation	Compliance Status	Auditor's Comments
g	Research analyst or research entity shall not issue a research report that is not consistent with the views of the individuals employed as research analyst regarding a subject company	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had not issued any research report during the audit period
h	Research entity shall ensure that the individuals employed as research analyst are separate from other employees who are performing sales trading, dealing, corporate finance advisory or any other activity that may affect the independence of its research report: - Provided that the individual employed as research analyst by research entity can receive feedback from sales or trading personnel of brokerage division to ascertain the impact of research report	Complied	RA is an individual Research Analyst, having no individual employed as research analyst
5	**Regulation 19: Disclosures in research reports***		
a	A research analyst or research entity shall disclose all material information about itself including its business activity, disciplinary history, the terms and conditions on which it offers research report, details of associates and such other information as is necessary to take an investment decision	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had not issued any research report
b	Research analyst or research entity shall disclose the following in research report and in public appearance with regard to ownership and material conflicts of interest: i. whether the research analyst or research entity or his associate or his relative has any financial interest in the subject company and the nature of such financial interest; ii. Whether the research analyst or research entity or its associates or relatives, have actual/beneficial ownership of one per cent or more securities of the subject company, at the end of the month immediately preceding the date of publication of the research report or date of the public appearance; iii. whether the research analyst or research entity or his associate or his relative, has any other material conflict of interest at the time	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had neither issued any research report nor given any public appearance

Sl No	Requirements as per regulation	Compliance Status	Auditor's Comments
c	Research analyst or research entity shall disclose the following in research report with regard to receipt of compensation: i. whether it or its associates have received any compensation from the subject company in the past twelve months; ii. whether it or its associates have managed or co-managed public offering of securities for the subject company in the past twelve months; iii. whether it or its associates have received any compensation for investment banking or merchant banking or brokerage services from the subject company in the past twelve months; iv. whether it or its associates have received any compensation for products or services other than investment banking or merchant banking or brokerage services from the subject company in the past twelve months; v. Whether it or its associates have received any compensation or other benefits from the Subject Company or third party in connection with the research report	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had not issued any research report during the audit period
d	Research analyst or research entity shall disclose the following in public appearance with regard to receipt of compensation: i. whether it or its associates have received any compensation from the subject company in the past twelve months; ii. whether the subject company is or was a client during twelve months preceding the date of distribution of the research report and the types of services provided	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had neither issued any research report nor made any public appearance
e	Whether the research analyst has served as an officer, director or employee of the subject company;	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had not served as an officer, director or employee of any company;

Sl No	Requirements as per regulation	Compliance Status	Auditor's Comments
f	Whether the research analyst or research entity has been engaged in market making activity for the subject company;	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had not been engaged in market making activity for any company
g	Research analyst or research entity shall provide all other disclosures in research report and public appearance as specified by the Board under any other regulations.	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had neither issued any research report nor made any public appearance
6	**Regulation 20: Contents of research report**		
a	Research analyst or research entity shall take steps to ensure that facts in its research reports are based on reliable information and shall define the terms used in making recommendations, and these terms shall be consistently used	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had not issued any research report
b	Research analyst or research entity that employs a rating system must clearly define the meaning of each such rating including the time horizon and benchmarks on which a rating is based	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had not issued any research report
c	If a research report contains either a rating or price target for subject company's securities and the research analyst or research entity has assigned a rating or price target to the securities for at least one year, such research report shall also provide the graph of daily closing price of such securities for the period assigned or for a three-year period, whichever is shorter	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had not issued any research report
7	**Regulation 21: Recommendations in public media**		
a	Research analyst or research entity including its director or employee shall disclose the registration status and details of financial interest in the subject company, if he makes public appearance	Complied	Basis confirmation provided to us, it was observed that during the audit period RA had made any public appearance
b	If any person including a director or employee of an investment adviser or credit rating agency or asset management company or fund manager, makes public appearance or makes a recommendation or offers an opinion concerning securities or public offers through public media, all the provisions of regulations 16 and 17 shall apply mutatis mutandis to him and he shall disclose his name, registration status and details of financial interest in the subject company at the time of :	Not Applicable	RA is an independent Research Analyst

Sl No	Requirements as per regulation	Compliance Status	Auditor's Comments
	i. making such recommendation or offering such opinion in personal capacity; ii. Responding to queries from audiences or journalists in personal capacity; iii. Communicating the research report or substance of the research report through the public media		
8	**Regulation 22: Distribution of research reports**		
a	A research report shall not be made available selectively to internal trading personnel or a particular client or class of clients in advance of other clients who are entitled to receive the research report	Not applicable	Basis confirmation provided to us, it was observed that during the audit period RA had not issued any research report
b	Research analyst or research entity who distributes any third party research report shall review the third party research report for any untrue statement of material fact or any false or misleading information	Not Applicable	Based on verification of record, RA is not involved in distribution of third party research reports.
c	Research analyst or research entity who distributes any third party research report shall disclose any material conflict of interest of such third party research provider or he shall provide a web address that directs a recipient to the relevant disclosures	Not Applicable	Based on verification of record, RA is not involved in distribution of third party research reports.
d	Provisions of sub-regulations (2) and (3) shall not apply to a research analyst or research entity if he has no direct or indirect business or contractual relationship with such third party research provider	Not Applicable	Based on verification of record, RA is not involved in distribution of third party research reports.
9	**Regulation 24: General Responsibility**		
a	Research analyst or research entity shall maintain an arms-length relationship between its research activity and other activities	Complied	Refer 4 (d) above
B	Research analyst or research entity shall abide by Code of Conduct as specified in Third Schedule	Complied	Based on verification of records provided by RA, RA had abided by Code of Conduct as specified in Third Schedule.
C	In case of change in control of the research analyst or research entity, prior approval from the Board shall be taken	Complied	Basis confirmation provided to us, it was observed that there was no change in control during the audit period
D	Research analyst or research entity shall furnish to the Board information and reports as may be specified by the Board from time to time	Complied	Basis confirmation provided to us, it was observed that entity had furnished the

Sl No	Requirements as per regulation	Compliance Status	Auditor's Comments
			information and reports as specified by the Board from time to time
e	It shall be the responsibility of the research analyst or research entity to ensure that its employees or partners, as may be applicable, comply with the certification and qualification requirements under regulation 7 at all times	Complied	RA is an individual Research Analyst and had not employed any other individual as a research analyst during the audit period (Refer B1and B2 above)
10	**Regulation 25: Maintenance of records**		
a	Research analyst or research entity shall maintain the following records: i. Research report duly signed and dated; ii. Research recommendation provided; iii. Rationale for arriving at research recommendation; iv. Record of public appearance. All records shall be maintained either in physical or electronic form and preserved for a minimum period of five years: - Provided that where records are required to be duly signed and are maintained in electronic form, such records shall be digitally signed	Complied	Based on the information provided to us by RA, it is observed that: • RA had not issued any research report during audit period • RA had maintained the records of research recommendations • RA had maintained the rationale for arriving at research recommendation; • RA had not made any public appearance
11.	**Regulation 26: Appointment of compliance officer**		
	Research analyst or research entity which is a body corporate or limited liability partnership firm shall appoint a compliance officer who shall be responsible for monitoring the compliance of the provisions of the Act, these regulations and circulars issued by the Board	Not Applicable	RA is an individual Research Analyst
12.	**SEBI/HO/IMD/IMD-II CIS/P/CIR/2021/0685 (Dated December 13, 2021)**		
	Publishing Investor Charter and disclosure of Investor Complaints i. All registered Research Analyst are required to publish investor charter on their websites and mobile applications. If registered Research Analyst does not have websites/mobile applications, then as a one-time measure, send investor charter to the investors on their registered e-mail address. ii. All registered Research Analyst are required to disclose the details of investor complaints by seventh of the succeeding month on a monthly	Complied	RA has complied with the said circular

Sl No	Requirements as per regulation	Compliance Status	Auditor's Comments
	basis on their websites and mobile applications. If Research Analyst does not have websites/mobile applications, then send status of investor complaints to the investors on their registered email on a monthly basis.		
13	**SEBI/HO/MIRSD/ MIRSD-PoD-2/P/CIR/2023/51 (dated 5th April,2023)** **Advertisement code for Investment Advisers (IA) and Research Analysts (RA)**		
	Securities and Exchange Board of India (Investment Advisers) Regulations, 2013 and Securities and Exchange Board of India (Research Analysts) Regulations, 2014 provide for code of conduct to be followed by IAs and RAs respectively. In order to further strengthen the conduct of IAs and RAs, while issuing any advertisement, it is directed that IAs/RAs shall ensure compliance with the advertisement code.	Complied	RA has not made any advertisement during the year under review.
14.	**Circular SEBI/HO/MIRSD/ MIRSD-PoD-2/P/CIR/2023/52 (dated 6th April, 2023)** **Usage of brand name/trade name by Investment Advisers (IA) and Research Analysts (RA)**		
	While investment advisers and research analysts may use the brand name/trade name/logo, in order to ensure the transparency in such a usage of brand name/trade name/logo, they shall ensure that: i. The information such as name of the IA/RA as registered with SEBI, its logo, its registration number and its complete address with telephone numbers shall be prominently displayed on portal/web site, if any, notice board, display boards, advertisements, publications, know your client forms and client agreements. ii. The information such as name of the IA/RA as registered with SEBI, its logo, its registration number, its complete address with telephone numbers, the name of the compliance officer, his telephone number and e-mail address, the name, telephone number and e-mail address of the grievance officer or the grievance redressal cell shall be displayed prominently in statements or reports or any other form of correspondence with the client.	Partially Complied	Based on our review of research reports, it is confirmed that RA has made requisite disclosures and has ensured compliance with respect to the said circular everywhere except the email correspondence with the clients where the information's were partially mentioned.

Sl No	Requirements as per regulation	Compliance Status	Auditor's Comments
	iii. Disclaimer that "Registration granted by SEBI, membership of BASL (in case of IAs) and certification from NISM in no way guarantee performance of the intermediary or provide any assurance of returns to investors" shall be mentioned on portal/web site, if any, notice board, display boards, advertisements, publications, know your client forms, client agreements, statements or reports or any other form of correspondence with the client.		

***** *Research Analyst has submitted list of standard disclosures to SEBI as a part of application for registration. We have validated the list from perspective of adequacy of coverage in line with regulation.*

For Megha Kyal & Associates,

Megha Kyal
Digitally signed by Megha Kyal
Date: 2024.09.05 11:25:51 +05'30'

CS Megha Kyal
Proprietor
CP No: 22896
UDIN: A055430F001140745