

ANNEXURE

NOTE:

1. **Annual Audit Compliance Report (ACR)** - As per Regulation 19(3) of SEBI (Investment Advisers) Regulations, 2013 an investment adviser 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 (duly signed and stamped by IA and auditor).

2. **Client Level Segregation** - As per Clause 2(i)(i) of SEBI Circular No. SEBI/HO/IMD/DF1/CIR/P/2020/182 dated September 23, 2020, an investment adviser shall maintain on record an annual certificate from an auditor (in case of individual IA) and its statutory auditor (in case of a non-individual IA) confirming compliance with the client level segregation requirements as specified in Regulation 22 of SEBI (Investment Advisers) Regulations, 2013.

3. **Action Taken Report (ATR)** - As per Clause 2(vii) of SEBI Circular No. SEBI/HO/IMD/DF1/CIR/P/2020/182 dated September 23, 2020, In case of any adverse findings in the annual compliance audit report, Action Taken Report (ATR) for each non-compliance, duly approved by the individual IA/management of the non-individual IA within a period of one month from the date of the audit report but not later than, October 31, 2024

Annual Compliance Audit Report for F. Y 2023-2024

Name of Investment Adviser	Himanshu Pravinchandra Pandya	
SEBI Registration No.	INA000017310	
BASL Membership ID	AKLPP8050E	
Entity type	Individual	
Financial Year	2023-2024	
Name and Contact Details of Principal Officer	Name	Himanshu Pravinchandra Pandya
	Mobile No:-	9821529611
	Email id:-	himanshupandya@outlook.com
Name and Contact Details of Compliance Officer	Name	Himanshu Pravinchandra Pandya
	Mobile No:-	9821529611
	Email id:-	himanshupandya@outlook.com
Total No. of Clients as on 31-03-2024	52	

Name of BASL enrolled Investment Adviser:- Mr. Himanshu Pravinchandra Pandya
SEBI Registration No:-INA00017310
Annual compliance Audit Report for the period 01st April 2023 to 31st March 2024

Annual compliance Audit Report for the period 1st April, 2023 to 31st March, 2024

Regulation	Particulars	Compliance status	Reason for non-compliance/ Non-applicability	Management Comments	
				Whether Auditor comments accepted in case of non-compliance reported by auditor?	Action taken on adverse findings (duly approved by the individual IA / management of the non-individual IA)
Regulation 3	Application for grant of certificate No person shall act as an investment adviser or hold itself out as an investment adviser unless he has obtained a certificate of registration from the Board under these regulations.	Complied.	No comment to offer		
Regulation 6	Consideration of application and eligibility criteria Regulation 6 states all matters, which are relevant for the purpose of grant of certificate of registration.	Complied.	No comment to offer		
Regulation 7	Qualification and Certification requirement An individual investment adviser or a principal officer of a non-individual investment adviser registered as an investment adviser under these regulations and persons associated with investment advice shall have minimum qualification and certification requirements as mentioned in Regulation 7(1) and 7(2).	Complied. Based on our verification, the Individual Investment Adviser providing advice during the audit period, have complied with the Professional Qualification and Certification requirements.	No comment to offer		
SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR /P/2020/182 (Dated September 23, 2020) Clause 2(iv)	Qualification and certification requirement. Existing individual IAs above fifty years of age shall not be required to comply with the qualification and experience requirements specified under Regulation 7(1) (a) and 7(1) (b) of the amended IA Regulations. However, such IAs shall hold NISM accredited certifications and comply with other conditions as specifies under Regulation 7(2) of the amended IA regulations at all times.	Not Applicable.	The Investment Adviser is below the age of fifty, hence this clause is not applicable.		
Regulation 8	Networth (1) Investment advisers who are non-individuals shall have a net worth of not less than fifty lakh rupees. (2) Investment advisers who are individuals shall have net tangible assets of value not less than five lakh rupees.	Clause (1) : Not Applicable Clause (2) : Complied	The Investment Adviser being Individual, sub-regulation (1) is not applicable.		
Regulation 13(b)	Conditions of certificate The investment adviser shall inform the Board in writing, if any information of particulars previously submitted to the Board are found to be false or misleading in any material particular or if there is any material change in the information already submitted.	Complied. Based on the representations received from the Investment Adviser and our test verifications applied, we state that no information or particulars previously submitted to the Board are found to be false or misleading in any material particular and there is no material change in the information already submitted.	No comment to offer		
SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR /P/2020/182 (Dated September 23, 2020) Clause 2(v)	Registration as Non-Individual Investment Adviser An individual IA, whose number of clients exceed one hundred and fifty in total, shall apply for registration as non-individual investment adviser within such time as specified under this clause.	Not Applicable.	For the period under Audit, the number of clients have not exceed hundred and fifty in total.Hence, the said clause is not applicable.		
Regulation 15	General Responsibility The Regulation 15 imposes certain responsibilities on the Investment Adviser for the transactions it undertakes on behalf of its clients.	Complied. Based on the representations received from the Adviser and our test verifications applied, we state that all the applicable obligations and responsibilities required under this regulation have been complied with.	Following Sub-regulations are not applicable: Regulation 15(3): An investment adviser shall maintain an arms- length relationship between its activities as an investment adviser and other activities. Based on representations received from the Investment Adviser, we state that the investment adviser is not engaged in other activity. Hence the said sub-regulation is not applicable to the investment adviser. Regulation 15(4): An investment adviser which is also engaged in activities other than investment advisory services shall ensure that its investment advisory services are clearly segregated from all its other activities, in the manner as prescribed hereunder. Based on representations received from the Investment Adviser, we state that the investment adviser is not engaged in other activity. Hence the said sub-regulation is not applicable to the investment adviser. Regulation 15(5): An investment adviser shall ensure that in case of any conflict of interest of the investment advisory activities with other activities, such conflict of interest shall be disclosed to the client. Based on representations received from the Investment Adviser, we state that the investment adviser is not engaged in other activity. Hence the said sub-regulation is not applicable to the investment adviser. Regulation 15(10): An investment adviser shall not act on its own account, knowingly to sell securities or investment products to or purchase securities or investment product from a client. Based on representations received from the Investment Adviser and our test verifications applied, we state that there were no transactions/trading undertaken by the investment adviser on its own account with client. Hence, the said sub-regulation is not applicable. Regulation 15(11): In case of change in control of the investment adviser, prior approval from the board shall be taken. Since the advisor is an Individual the said clause is not applicable.		
Regulation 15A read with SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR /P/2020/182 (Dated September 23, 2020) Clause 2(iii)	Fees Investment Adviser shall be entitled to charge fees for providing investment advice from a client in the manner as specified by the Board namely - Assets under Advice (AUA) mode or Fixed fee mode	Complied. Based on our test verifications applied, we state that during the audit period Investment Adviser has charged fees in compliance with the regulation and said circular.	No comment to offer		

Regulation	Particulars	Compliance status	Reason for non-compliance/ Non-applicability	Whether Auditor comments accepted in case of non-compliance reported by auditor?	Action taken on adverse findings (duly approved by the individual IA / management of the non-individual IA)
Regulation 16	Risk Profiling This involves profiling, assessing the risk appetite of each client individually and communication of such profile to the respective client.	Complied. All the information, as is necessary for the purpose of providing investment advice, is obtained from the client through a risk assessment questionnaire. The questionnaire includes all the information as specified in IA Regulations such as the investment objective, income details, risk appetite etc. Risk assessment of the clients in respect of their ability and willingness to take risk is being done based on the information collected from them by the Adviser. Information provided by clients and their risk assessment is updated periodically in every two years or in case when any further information is shared by the client.	No comment to offer		
Regulation 17	Suitability Investment Adviser shall ensure suitability of the advice being provided to the client.	Complied. Based on the representations received from the Investment Adviser, we state that suitability assesment is being carried out for each of the clients on the basis of their risk appetite and fund profile.	No comment to offer		
SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR /P/2020/182 (Dated September 23, 2020) Clause 2(viii)	Risk profiling and suitability for non-individual clients (a) In case of non-individual clients, IA shall use the investment policy as approved by board/management team of such non-individual clients for risk profiling and suitability analysis. (b) The discretion to share the investment policy/relevant excerpts of the policy shall lie with the non-individual client. However, IA shall have discretion not to onboard non-individual clients if they are unable to do risk profiling of the non-individual client in the absence of investment policy.	Complied. Based on our test verification, we state that Investment Adviser obtain investment policy while onboarding the non-individual clients.	No comment to offer		
Regulation 18	Disclosure to clients This involves disclosure of all prescribed information by the investment adviser to its clients.	Complied The Investment Adviser makes relevant disclosure to clients in the 'Client Engagement Agreement'. Any further disclosures are made to the clients via publication of the same on wesbite.	No comment to offer		
Regulation 19	Maintenance of records This regulation requires maintenance of prescribed records, preservation of the same and audit of such records by the prescribed professional.	Complied. Based on our test verification in accordance with generally accepted auditing principles and on the basis of information and explanation provided to us by the Adviser, we understand as follows: a. Maintenance of records: Know Your clients - Maintained Risk Profiling - Maintained Risk Assessment - Maintained Suitability Assessment - Maintained Copies of agreements with clients - Maintained Investment advice (written or oral) - Maintained Rationale of investment - Maintained Register or record - Maintained b. All records are preserved for five years in electronic form.	No comment to offer		
SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR /P/2020/182 (Dated September 23, 2020) Clause 2(vi)	Maintenance of record IA shall maintain and preserve records of interactions, with all clients including prospective clients, where any conversation related to advice has taken place as prescribed.	Complied. Based on the representations received from the Adviser and our test verifications applied, we state that Investment Adviser maintains and preserves record of interaction with all its clients including prospective clients.	No comment to offer		

Regulation	Particulars	Compliance status	Reason for non-compliance/ Non-applicability	Whether Auditor comments accepted in case of non-compliance reported by auditor?	Action taken on adverse findings (duly approved by the individual IA / management of the non-individual IA)
SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September 23, 2020) Clause 2(ii)	Agreement between IA and the client IA shall enter into an investment Advisory agreement with its clients as prescribed under this clause and shall ensure that neither any investment advice is rendered, nor any fee is charged until the client has signed the aforesaid agreement and a copy of the signed agreement is provided to the client.	Complied. Based on the representations from the Adviser and our test verifications applied, we state that the Investment Adviser ensures compliance with the said clause.	No comment to offer		
Regulation 20	Appointment of Compliance officer An investment adviser shall appoint a compliance officer who shall be responsible for monitoring the compliance by the investment adviser.	Not Applicable	The Investment Adviser being Individual, Regulation 20 is not applicable.		
Regulation 21 And SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD 2/P/CIR/2023/89/ dated June 15, 2023 - V(6)	Redressal of investor grievances through SEBI Complaints Redress system (SCORES) Platform: 6.2 - IAs shall prominently display in their offices the information about the grievance redressal mechanism available to investors. 6.3 - IAs shall also followed the Master Circular (SEBI/HO/OIAE/IGRD/P/CIR/2022) issued by SEBI on the redressal of investor grievances through the SEBI Complaints Redress System (SCORES) and complied with it.	Complied.	The Investment Adviser did not receive any grievance from any of its investor during the audit period, hence clause 6.3 of the said Circular is not applicable.		
Regulation 22, SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September 23, 2020) Clause 2(i)	Client level segregation of Advisory and distribution activities (1) Has the annual client level segregation requirement been certified by an auditor (in case of individual IA) and its statutory auditor (in case of a non-individual IA) [Certificate of auditor to be attached along with]. (2) An individual investment adviser shall not provide distribution services. (3) The family of an individual investment adviser shall not provide distribution services to the client advised by the individual investment adviser and no individual investment adviser shall provide advice to a client who is receiving distribution services from other family members. (4) A non-individual investment adviser shall have client level segregation at group level for investment advisory and distribution services. (5) Non-individual investment adviser shall maintain an arm's length relationship between its activities as investment adviser and distributor by providing advisory services through a separately identifiable department or division. (6) Compliance and monitoring process for client segregation at group or family level shall be in accordance with the guidelines as prescribed in the referred circular.	Not Applicable.	1. Based on the representations received from the Adviser, we state that neither the Investment Adviser nor the family of Investment Adviser is engaged in providing distribution services, hence sub-regulation (1), (2) and (6) of the said Regulation is not applicable. 2. The Investment Adviser being an Individual, sub-regulation (3) ,(4) and (5) of the said Regulation is not applicable.		
Regulation 22A	Implementation of advice or execution 1.Investment Adviser may provide implementation services to Advisory clients, provided no consideration shall be obtained directly or indirectly either at group level or family level. 2.Investment adviser shall provide implementation services only through direct schemes. 3.Investment adviser or group or family of investment adviser shall not charge any implementation fees from the client. 4. The client shall not be under any obligation to avail implementation services offered by the investment adviser.	Not Applicable.	Based on the representations received from the Adviser,we state that Investment Adviser and the family of Investment Adviser do not provide implementation services. Hence, the said regulation is not applicable.		
SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September 23, 2020) Clause 2(ix)	Display of details on website and in other communication channels IAs shall prominently display the information as prescribed, on its website, mobile app, printed or electronic materials, know your client forms, client agreements and other correspondences with the clients.	Complied. Based on our audit procedures followed and our test verifications applied, we state that the Investment Adviser has ensured compliance with the stated clause.	No comment to offer		
(SEBI/HO/MIRSD2/DOR/CIR/P/2020/221) dated November 03, 2020)	Compliance status of the SEBI circular for Advisory for financial Sector Organizations regarding Software as a Service (SaaS) based solutions for half-yearly ended September'23 and March'24.	Complied.	Based on our verification, we state that the Investment Adviser has complied with the SAAS reporting for half year ended September'23 on 18th October, 2023 and for half year ended March'24 on 18th June, 2024.		

Regulation	Particulars	Compliance status	Reason for non-compliance/ Non-applicability	Whether Auditor comments accepted in case of non-compliance reported by auditor?	Action taken on adverse findings (duly approved by the individual IA / management of the non-individual IA)
SEBI/HO/IMD/IMD-II CIS/P/CIR/2021/0686 (Dated December 13, 2021) and SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD 2/P/CIR/2023/89/ dated June 15, 2023 - V (7) & SEBI/HO/IMD/IMD-II CIS/P/CIR/2021/0686 (Dated December 13, 2021)	Publishing Investor Charter and disclosure of Investor Complaints (1) All registered investment advisers are required to publish investor charter on their websites and mobile applications. If registered investment adviser do not have websites/mobile applications, then as a one-time measure, investor charter to be sent to the investors on their registered e-mail address. (2) All registered investment advisers are required to disclose the details of investor complaints by 7th of the succeeding month on a monthly basis on their websites and mobile applications. If investment adviser do not have websites/mobile applications, status of investor complaints to be sent to the investors on their registered email ids on a monthly basis.	Complied. Based on the representations received from the Investment Adviser and our test verifications applied, we state that the Investment Adviser has ensured compliance with the said Circular.	No comment to offer.		
Cyber Security Awareness	Whether any planned Cyber Security Awareness are carried out among employees, stakeholders and clients. If Yes, details of Cyber Security Awareness programme conducted in the period of audit.	Complied. Based on our test verifications applied, we state that the Investment Adviser has ensured compliance with the said circular.			
TRAI Guidelines - SEBI/HO/MIRSD/DoS- 2/P/OW/2023/000001104 1/1 (Dated March 16, 2023) and BASL Circular No. 20230329-1 dated March 29, 2023	Telecom Regulatory Authority of India (TRAI) - Guidelines to curb spam SMSes and misuse of Headers and Content Templates by unauthorised Telemarketers (UTMs)	Not Applicable.	Based on the representations received from the Investment Adviser, we state that the Investment Adviser is not using services of any Telemarketer.		
Usage of brand name/trade name - SEBI/HO/MIRSD/ MIRSD PoD-2/P/CIR/2023/52 (Dated April 06, 2023) and BASL Circular No. 20230411-1 dated April 11, 2023	Compliance to Usage of brand name/trade name by Investment Advisers (IA)	Complied. Based on the representations received from the Investment Adviser and our test verifications applied, we state that the Investment Adviser has ensured compliance with the said circular.	No comment to offer		
SEBI / BASL Inspections	Last SEBI / BASL Inspection carried out date and period of inspection. Whether complied with inspection observations.	Not Applicable	Based on the representations received from the Investment Adviser, we state that no SEBI / BASL Inspection has been carried out till date.		
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD 2/P/CIR/2023/89/ dated June 15, 2023 - Point II(2)	Whether IAs have complied with the following points:- 2.1 - Restriction on free trial 2.2 - Proper risk profiling and consent of client on risk profiling 2.3 - Receiving fees through banking channel only 2.4 - Display of complaints status on website	Complied. Based on the representations received from the Investment Adviser and our test verifications applied, we state that the Investment Adviser has ensured compliance with this.	No comment to offer.		
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD 2/P/CIR/2023/89/ dated June 15, 2023 - IV(5)	Advisory for Financial Sector Organizations regarding Software as a Service (SaaS) based solutions. Compliance of the SEBI circular for Advisory for financial Sector Organizations regarding Software as a Service (SaaS) based solutions for half-yearly ended 31st March and 30th September.	Complied.	Based on our verification, the Investment Adviser has complied with the SAAS reporting for half year ended March '23 on 25th September, 2023 and for half year ended September '23 on 18th October, 2023.		
SEBI Circular no. SEBI/HO/MIRSD/ MIRSD PoD-2/P/CIR/2023/51 dated April 05, 2023 - VI(9) and BASL Circular no. 20230406-2 dated April 06 2023	Advertisement code Investment Advisers shall ensure compliance with the advertisement code	Complied. Based on our test verifications applied, we state that the Investment Adviser has ensured compliance with the said circular.	No comment to offer.		
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD 2/P/CIR/2023/89/ dated June 15, 2023 - VI (10)	Facilitating transaction in Mutual Fund schemes through the Stock Exchange Infrastructure. Compliance of aforementioned point VI (10) of master circular by registered investment advisers	Not Applicable	Based on the representation from the Investment Adviser, we state that the Investment Adviser do not purchase and redeem mutual fund units on behalf of its clients.Hence, the said clause is not applicable.		
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD 2/P/CIR/2023/89/ dated June 15, 2023 - VI(11)	Unauthenticated news circulated by SEBI Registered Market Intermediaries through various modes of communication: Compliance of aforementioned point VI (11) of master circular by registered investment advisers	Not Applicable	Based on the representations received from the Investment Adviser,we state that the Investment Adviser has not circulated any unauthenticated news to its clients during the Audit period. Hence, the said clause is not applicable.		

Regulation	Particulars	Compliance status	Reason for non-compliance/ Non-applicability	Whether Auditor comments accepted in case of non-compliance reported by auditor?	Action taken on adverse findings (duly approved by the individual IA / management of the non-individual IA)
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD 2/P/CIR/2023/89/ dated June 15, 2023 - VI (12)	<u>Guidelines on Outsourcing of Activities by Intermediaries</u> Compliance of aforementioned point VI (12) of master circular by registered investment advisers	Not Applicable	Based on the representation from the Investment Adviser, we state that the Investment Adviser has not availed any services from third party operator. Hence, the said clause is not applicable.		
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD 2/P/CIR/2023/89/ dated June 15, 2023 - VI(13)	<u>Framework for Regulatory Sandbox:</u> Compliance of aforementioned point VI (13) of master circular by registered investment advisers	Not Applicable	Based on our verification, we state that the Investment Adviser has not availed facility of regulatory sandbox during the audit period. Hence the said circular is not applicable.		
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD 2/P/CIR/2023/89/ dated June 15, 2023 - VI (14)	<u>General Guidelines for dealing with Conflicts of Interest of intermediaries and their Associated Persons in Securities Market:</u> Compliance of aforementioned point VI (14) of master circular by registered investment advisers	Not Applicable	Based on representation received from the Investment Adviser, we state that there is no person associated with the Investment Adviser. Hence, the said circular is not applicable.		
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD 2/P/CIR/2023/89/ dated June 15, 2023 - VI(15)	<u>Approach to securities market data access and terms of usage of data provided by data sources in Indian securities market:</u> Compliance of aforementioned point VI (15) of master circular by registered investment advisers	Complied. Based on the representations received from the Investment Adviser and our test verifications applied, we state that the Investment Adviser has ensured compliance with the said circular.	No comment to offer		
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD 2/P/CIR/2023/89/ dated June 15, 2023 - VI (16)	<u>Reporting Requirements under Foreign Account Tax Compliance Act:</u> Compliance of aforementioned point VI (16) of master circular by registered investment advisers	Not Applicable.	The Investment Adviser being Individual, the said reporting is not applicable.		
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD 2/P/CIR/2023/89/ dated June 15, 2023 - VI(17)	<u>Guidelines on Anti-Money Laundering (AML) Standards and Combating the Financing of Terrorism (CFT) / Obligations of Securities Market Intermediaries under the Prevention of Money Laundering Act, 2002 and Rules framed there under:</u> Compliance of aforementioned point VI (17) of master circular by registered investment advisers	Complied. Based on the representations received from the Investment Adviser and our test verifications applied, we state that the Investment Adviser has ensured compliance with the said circular.	No comment to offer		
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD 2/P/CIR/2023/89/ dated June 15, 2023 - VII	<u>Reporting Requirements:</u> IA has followed and complied to all reporting requirement as per VII of Master Circular	Complied. Based on our test verifications applied, we state that the Investment Adviser has ensured compliance with the said circular.	No comment to offer		
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD 2/P/CIR/2023/89/ dated June 15, 2023 - VIII	<u>ANNEXURES</u> Has IA followed all the annexures as prescribed in point VIII of Master circular	Complied. Based on our test verifications applied, we state that the Investment Adviser has ensured compliance with the said circular.	No comment		

For **Wadhwa Shah Jain & Associates LLP**
Chartered Accountants
Firm Reg. No. 145228W/W100935

Mohnish Wadhwa
Partner
M.No. 143525

Mumbai

For and on behalf of
Mr. Himanshu Pravinchandra Pandya
Registration No. INA000017310

Himanshu Pravinchandra Pandya

Mumbai