Nikhil Suchak & Associates

Company Secretaries

Office :607, Haveli Arcade, Sector-11, Gandhinagar-382011

Email Id: cssuchaknikhil@gmail.com, Contact Nos. 9016072261

COMPLIANCE AUDIT

To,

The Board of Directors,
M/s. Estee Advisors Private Limited
(Formerly Estee Fincap Private Limited)
PO5-01A, PO5-01B, PO5-01C, 5th Floor,
Tower A, WTC Gift City, Block 51, Road 5E,
Zone 5, Gift City, Gandhinagar,
Gujarat – 382355.

We have examined the relevant books of accounts, records and documents maintained by M/s. Estee Advisors Private Limited ("Company"), a SEBI registered Investment Adviser having registration number INA000016463 to fulfil the audit requirement as prescribed by Securities and Exchange Board of India (Investment Advisers) Regulations, 2013, for the financial year 2021-22.

We have obtained all the information and explanations from the Company during the course of audit for the financial year 2021-22 and based on such examination of relevant books of accounts, records and other documents to the best of our information and according the explanation given to us, we Certify that the company has complied with the relevant provisions of Securities and Exchange Board of India (Investment Advisers) Regulations, 2013 as amended from time to time.

We do not have any conflict of interest with respect to the company being audited and our proprietor is not directly or indirectly related to the current proprietor of the company being audited. The detailed report is marked as Annexure-A. Client level Segregation Certificate from Statutory Auditor (M/s. S.R. Batliboi & Associates LLP, FRN: 101049W/E300004) of the company also forms part of the said report.

Place: GANDHINAGAR

Date: 28-10-2022

UDIN: A040614D001391535

FOR, NIKHIL SUCHAK & ASSOCIATES
PRACTISING COMPANY SECRETARIES

NIKHIL R. SUCHAK C.P. No. 18938 COMPANY SECRETARY

CS Nikhil Suchak
Proprietor
CoP. : 18938

Annexure – A

Name of BASL enrolled Investment Adviser	**Estee Advisors Private Limited**
BASL Membership ID.	**BASL1698**
SEBI Registration No.	**INA000016463**
Annual compliance Audit Report for FY ended	**2021-2022**

Annual Compliance Audit Report for F. Y. 2021-2022				
Regulation	**Particulars**	**Compliance Status**	**Reason for non-compliance/ non-applicability**	**Action taken on adverse findings (duly approved bythe management of the non- individual IA)**
Regulation 3	Application for grant of certificate (1) 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 Not- Complied Not Applicable		
Regulation 6	Consideration of application and eligibility criteria Regulation 6 states all matters, which arerelevant for the purpose of grant of certificate of registration.	✔ Complied Not- Complied Not Applicable		
Regulation 7	Qualification requirement and Certification	✔ Complied Not- Complied Not Applicable		

	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).			
SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September23, 2020) Clause (iv)	<u>Qualification and Certification Requirement.</u> 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.	Complied Not- Complied ✔ Not Applicable	Investment Adviser is a Private Limited company incorporated under Companies Act, 2013 and the said clause is applicable to Individuals.	
Regulation 8	<u>Net worth</u> (1) Investment advisers who are non-individuals shall have a net worth of not less than fifty lakh rupees.	✔ Complied Not- Complied Not Applicable		

Regulation 13	<u>Conditions of certificate</u> (b) The investment adviser shall inform the Board in writing, if any information or 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 Not- Complied ✔ Not Applicable	No information previously submitted to the Board is false or misleading and there is no material change in the information already submitted.	
SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September23, 2020) Clause 2(v)	<u>Registration as Non-Individual Investment Advisor.</u> An individual IA, whose number of clientsexceed one hundred and fifty in total, shall apply for registration as non-individual investment adviser within such time as specified under this clause.	Complied Not- Complied ✔ Not Applicable	Reporting entity is a Private Limited company incorporated under Companies Act, 2013 and is already registered as Non-individual Investment Advisor, hence the said clause is not applicable.	
Regulation 15	<u>General Responsibility</u> The regulation 15 imposes certain responsibilities on the Investment Adviser for the transactions it undertakes on behalf of its clients.	Complied Not- Complied ✔ Not Applicable	Investment Adviser does not undertake any transactions on behalf of its clients.	

Regulation 15 A	<u>Fees</u> Investment Adviser shall be entitled to charge fees for providing investment advice from a client in the manner as specified by the Board.	✔ Complied ▯ Not- Complied ▯ Not Applicable		
SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September23, 2020) Clause 2(iii)	<u>Fees</u> Investment Advisers shall charge fees from the clients in either Assets under Advice (AUA) mode or Fixed fee mode.	✔ Complied ▯ Not- Complied ▯ Not Applicable		
Regulation 16	<u>Risk profiling</u> This involves profiling, assessing the risk appetite of each client individually, and communication of such profile to the respective client.	✔ Complied ▯ Not- Complied ▯ Not Applicable		
Regulation 17	<u>Suitability</u> Investment adviser shall ensure suitabilityof the advice being provided to the client.	✔ Complied ▯ Not- Complied ▯ Not Applicable		
SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September23, 2020) Clause 2(viii)	<u>Risk profiling and suitability for non-individual clients.</u> (b) 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. 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 ▯ Not- Complied ✔ Not Applicable	Investment Adviser does not have any non-individual clients as on 31/03/2022.	

Regulation 18	<u>Disclosure to clients</u> This involves disclosure of all necessary information by the investment adviser to its clients.	✔ Complied ☐ Not- Complied ☐ Not Applicable		
Regulation 19	<u>Maintenance of records</u> This regulation requires maintenance of certain records, preservation of the same and audit of such records by the prescribed professional.	✔ Complied ☐ Not- Complied ☐ Not Applicable		
SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September23, 2020) Clause 2(vi)	<u>Maintenance of record.</u> IA shall maintain and preserve records of interactions, with all clients including prospective clients, where any conversation related to advice has taken place, in the form as specified under this clause.	☐Complied ☐ Not- Complied ✔ Not Applicable	Investment Adviser provides robo-advisory services to its clients directly through third party online applications. IA does not interact with any client/prospective client and hence does not maintain any records. However, automatic emails at the time of subscription	

			are recorded. d	
SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September23, 2020) Clause 2(ii)	<u>Agreement between IA and the client.</u> 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.	✔ Complied Not- Complied Not Applicable		
Regulation 20	<u>Appointment of Compliance officer</u> An investment adviser shall appoint a compliance officer who shall be responsible for monitoring the compliance by the investment adviser.	✔ Complied Not- Complied Not Applicable		
Regulation 21	<u>Redressal of Client Grievances</u> Investment adviser shall redress client grievances promptly through an adequate procedure.	✔ Complied Not- Complied Not Applicable		
Regulation 22	<u>Client level segregation of advisory and distribution activities.</u> (1) An individual investment adviser shall not provide distribution services. (2) The family of an individual investment adviser shall not provide distribution services to the	✔ Complied Not- Complied Not Applicable		

	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. (3) A non-individual investment adviser shall have client level segregation at group level for investment advisory and distribution services. (4) 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.			
SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September 23, 2020) Clause 2(i)	<u>Client Level Segregation of Advisory and Distribution Activities</u> Compliance and monitoring process for client segregation at group or family level shall be in accordance with the guidelines as specified under this clause.	✔ Complied ☐ Not- Complied ☐ Not Applicable		
Regulation 22A	<u>Implementation of advice or execution</u> (1) Investment adviser may provide implementation services to advisory clients, provided no consideration shall be obtained directly or indirectly either at group level or at family level. (2) Investment adviser shall provide implementation services only through	☐ Complied ☐ Not- Complied ✔ Not Applicable	Investment Adviser is not providing any implementation or execution services to its advisory clients.	

	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.			
SEBI/HO/IMD/DF1/CIR/P /2 020/182 (Dated September 23, 2020) Clause 2(ix)	<u>Display of details on website and in other communication channels.</u> IAs shall prominently display the information as specified under this clause, on its website, mobile app, printed or electronic materials, know your client forms, client agreements and other correspondences with the clients.	✔ Complied ☐ Not- Complied ☐ Not Applicable		
(SEBI/HO/MIRSD2/DOR/C IR /P/2020/221) dated November 03, 2020)	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 2022 and 30th September 2022.	☐ Complied ☐ Not- Complied ✔ Not Applicable	Investment Adviser have not procured/ availed any software to manage governance, risk, and compliance functions of the company.	
SEBI/HO/IMD/IMD-II CIS/P/CIR/2021/0686 (Dated December 13, 2021)	<u>Publishing Investor Charter and disclosure of Investor Complaints.</u> (2) All registered investment advisers are required to publish investor charter on their websites and mobile applications. If registered investment adviser does not	✔ Complied ☐ Not- Complied ☐ Not Applicable		

	have websites/mobile applications, then as a one-time measure, send investor charter to the investors on their registered e-mail address. (3) All registered investment advisers are required to disclose the details of investor complaints by seventh of the succeeding month on a monthly basis on their websites and mobile applications. If investment adviser does not have websites/mobile applications, then send status of investor complaints to the investors on their registered email on a monthly basis.			

FOR, NIKHIL SUCHAK & ASSOCIATES
PRACTISING COMPANY SECRETARIES

NIKHIL R. SUCHAK C.P. No. 18938 COMPANY SECRETARY

CS Nikhil Suchak
Proprietor
CoP. : 18938

Counter Signed by Registered Investment Advisor

For Estee Advisors Private Limited

Shalabh Rakyan, Director
DIN: 06404884

Authorized Signatory

Place: GANDHINAGAR

Date: 28/10/2022

UDIN: A040614D001391535

S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants

2nd & 3rd Floor
Golf View Corporate Tower - B
Sector - 42, Sector Road
Gurugram - 122 002, Haryana, India
Tel : +91 124 681 6000

Independent Auditors' report

To
The Board of Directors,
Estee Advisors Private Limited
PO5-01A, PO5-01B, PO5-01C,
5th Floor, Tower A, WTC Gift City,
Block 51, Road 5E, Zone 5, Gift City,
Gandhinagar, Gujarat, India

Dear Sirs,

1. This report is issued to Estee Advisors Private Limited (the 'Company') in terms of our Mutual Agreement, in relation of the compliance with Client Level Segregation of Advisory and Distribution Activities of the Company in accordance with guidelines issued by Securities and Exchange Board of India ("SEBI") vide Circular SEBI/HO/IMD/DF1/CIR/P/2020/182 dated September 23, 2020, read with Regulation 22 of Securities and Exchange Board of India (Investment Advisers) (Amendment) Regulations, 2020 (collectively referred as 'the Regulations") with reference to the Company's position as on March 31, 2022.

Management's Responsibility

2. The Management of the Company is responsible for ensuring compliance with all the relevant requirements of the SEBI Regulations. This responsibility includes the design, implementation and maintenance of internal controls relevant for ensuring compliance with the applicable regulatory requirements.

Independent Auditor's Responsibility

3. Pursuant to the requirements of the Regulations, our responsibility to provide limited assurance on the compliance with the client level segregation requirements as specified in the Regulations.

4. We have performed the procedures in accordance with the requirements of the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. Our scope of work did not include verification of compliance with other requirements of the other circulars and notifications issued by regulatory authorities from time to time and any other laws and regulations applicable to the Company. Further, our scope of work did not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company, taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such an opinion.

5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

6. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance and consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We have performed the following procedures in relation to this report:

   i. We have obtained a list of clients to whom Investment Advisory Services were provided by the Company and on a sample basis, we have tested the agreements entered by the Company with its clients, based on which we noted that the segregation has been maintained between advisory and distribution services.

   ii. We have relied on the representations made by the Company to ensure Client Level Segregation of Advisory and Distribution Activities in accordance with the guidelines issued by SEBI.

S.R. BATLIBOI & ASSOCIATES LLP

Conclusion

7. Based on the procedures performed, as stated in paragraph 6 above, and according to the information, explanations and management representations provided to us, nothing has come to our attention that causes us to believe that the Company is not in compliance with Regulation issued by SEBI relating to Client Level Segregation of Advisory and Distribution Activities.

Restriction on Use

8. This report is solely for the use of the management of the Company for submission with SEBI and is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Subsequent Events

9. We have no responsibility to update this report for events and circumstances occurring after March 31, 2022.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004

Amit Kabra
Partner
Membership No.: 094533
UDIN: 22094533AXGRTX6907
Date: September 30, 2022
Place: Gurugram

S.R. BATLIBOI & ASSOCIATES LLP