ARYAMAN
CAPITAL MARKETS LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

Author of the Policy	Ms. Anjali Gorsia Chief Regulatory Officer- Aryaman Group
Approved by Designated Director- FIU, PMLA (name & date):	Shreyas Shah Designated Director
Reviewed by the Board on	**May 18, 2026**
Name of the entity	Aryaman Capital Markets Limited

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

I. INTRODUCTION

A. Aryaman Capital Markets Limited (the "**Company**") has formulated this code of conduct for directors and senior management ("**Code of Conduct**") applicable to each member of the board of directors of the Company ("**Director(s)**") and officers/personnel of the Company who are members of its core management team excluding the Directors. This code of conduct is formulated in accordance with provisions of the Companies Act, 2013 (the "**Act**") and Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI (LODR) Regulations**") requires listed entities to lay down a code of conduct for all members of the board of directors and senior management (*as defined in 16(1)(d) of the SEBI (LODR) Regulations*).

B. This Policy is intended to be in conformity with the provisions of the Act and SEBI (LODR) Regulations as on the date of its adoption. However, if due to subsequent modifications in the Act and SEBI (LODR) Regulations or any other applicable law, a provision of this Policy or any part thereof becomes inconsistent with the SEBI (LODR) Regulations, the provisions of the Act and SEBI (LODR) Regulations as modified shall prevail.

II. APPLICABILITY

This Code of Conduct applies to the following:

1. All Members of the Board of Directors of the Company; (hereinafter referred to as the "Directors")

2. Following Personnel's / Senior Manager Personnel of the Company
   a) Chief Executive Officer;
   b) Company Secretary / Compliance Officer;
   c) Head of Finance function (by whatever designation called);
   d) All Departmental/Functional heads of different functions of the Company. (By whatever designation they are called, hereinafter referred to as "Officers")

Nothing in this Code, in any company policies and procedures, or in other related communications (verbal or written), creates or implies an employment contract or term of employment.

III. INTERPRETATION

Any reference in this Code to:

- any gender, whether masculine, feminine or neuter, shall be deemed to be construed as referring to the other gender or genders, as the case may be;
- singular number shall be construed as referring to the plural number and vice versa; and
- month shall mean to be a calendar month.

Reference to statutory/ regulatory provisions shall be construed as meaning and including references also to any amendment or re-enactment thereof for the time being in force

IV. GUIDELINES OF PROFESSIONAL CONDUCT

A. Each Director and Senior Management Personnel shall:

(1) uphold ethical standards of integrity and probity;
(2) act objectively and constructively while exercising his duties;
(3) exercise his responsibilities in a bona fide manner in the interest of the Company;

(4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
(5) not abuse his position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person; and
(6) assist the Company in implementing the best corporate governance practice.

B. Additionally, each Director shall:

Ensure that no outside factors influence their ability to make independent decisions that are in the best interest of the Company, while agreeing or disagreeing with the overall decisions made by the Board

C. Additionally, each Director referred to under Section 149(6) of the Companies Act, 2013 and the rules formulated thereunder, as amended ("**Act**") and Regulation 16(1)(b) of SEBI (LODR) Regulations (such Director referred to as, "**Independent Director**") shall:

(1) Refrain from any actions that may compromise or undermine their independence.
(2) Protect the interests of all stakeholders of the Company.
(3) In the event that circumstances arise which result in the loss of independence, the Independent Director shall promptly notify the Board.

V. ROLE AND FUNCTIONS

A. The Directors shall:

(1) bring an objective view in the evaluation of the performance of the Board and the management;
(2) scrutinize the performance of the management in meeting agreed goals and objectives and monitor the reporting of performance;
(3) satisfy themselves on the integrity of financial information, and that the financial controls and systems of risk management are robust and defensible;
(4) safeguard the interests of all stakeholders;
(5) balance the conflicting interest of the stakeholders; and
(6) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

B. Additionally, the Independent Directors shall:

(1) Contribute to ensuring independent judgment is applied during the Board's discussions, particularly on matters related to strategy, performance, risk management, resources, key appointments, and ethical standards.
(2) Protect the interests of minority shareholders.

VI. DUTIES

Every Director of the Company shall endeavor to comply with the provisions of Section 166 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, relating to the duties of directors.
In addition, Independent Directors shall also perform the duties as prescribed in Schedule IV to the Companies Act, 2013, as amended from time to time.

A. The Directors shall:

(1) act in accordance with the articles of association of the Company;
(2) act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment; and
(3) exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

B. The Directors shall not:

(1) involve themselves in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
(2) achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such Director is found guilty of making any undue gain, they shall be liable to pay an amount equal to that gain to the Company; or
(3) assign his office and any assignment so made shall be void.

C. The Independent Directors shall

(1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company and its businesses;
(2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
(3) strive to attend all meetings of the Board and of the committees of the Board of which they are members;
(4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
(5) strive to attend the general meetings of the Company;
(6) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the meeting of the Board;
(7) keep themselves well informed about the Company and the external environment in which it operates;
(8) not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
(9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
(10) ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
(11) report concerns about unethical behavior, actual or suspected fraud or violation of the Company's policy on code of conduct and business ethics;
(12) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
(13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law; and disclose to the Board the directorship proposed to be taken in any other body corporate

VII. RE-APPOINTMENT

The re-appointment of a Director (including an Independent Director) shall be on the basis of report of performance evaluation.

VIII. RESIGNATION OR REMOVAL

The resignation or removal of a Director (including an Independent Director) shall be in the same manner as is provided in Sections 168 and 169 of the Act.

IX. DISQUALIFICATION FROM APPOINTMENT

As per Section 164 of the Companies Act, 2013 a person shall not be eligible for appointment, and if appointed shall forthwith resign or be liable to be removed as a Director if:

(1) he is of unsound mind and stands so declared by a competent court;
(2) he is an undischarged insolvent;
(3) he has applied to be adjudicated as an insolvent and his application is pending
(4) he has been convicted by a court or any governmental authority of any offence, whether involving moral turpitude or otherwise. In such case, his disqualification to act as a Director shall be effective immediately;
(5) an order disqualifying him for appointment as a director has been passed by a court or tribunal and the order is in force;
(6) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
(7) he has been convicted of the offence dealing with related party transactions under Section 188 of the Act at any time during the last preceding five years;
(8) he has not complied with Section 152(3) of the Act;

X. ANNUAL AFFIRMATION

All members of the Board of Directors and senior management personnel shall affirm compliance with this code on an annual basis as per "Annexure l' within 7 days of closure of every financial year or when he or she occupies in other listed entities and notify changes as and when they take place and as per “Annexure II” within 7 days on appointment to board of directors or senior management

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ANNEXURE – I
ANNUAL AFFIRMATION OF COMPLAINCE WITH "ARYAMAN CAPITAL MARKETS LIMITED - CODE OF CONDUCT"

To,
Board of Directors
Aryaman Capital Markets Limited
60, Khatau Building,
Alkesh Dinesh Marg,
Fort, Mumbai – 400 001

Dear Sir / Madam,

I, Mr./Mrs./Ms. _____, _____ (Designation) do hereby solemnly affirm, to the best of my knowledge and belief, that I have fully complied with the provisions of the "Aryaman Capital Markets Limited – Code of Conduct" for Board Members and Senior Managing Personnel, during the year ended 31st March, _____.

Signature:
Name:
Designation:
Place:
Date

ANNEXURE – II
AFFIRMATION TO COMPLY WITH CODE OF CONDUCT

To,
Board of Directors
Aryaman Capital Markets Limited
60, Khatau Building,
Alkesh Dinesh Marg,
Fort, Mumbai – 400 001

Dear Sir / Madam,

I, Mr./Mrs./Ms. _____, _____ (Designation) have received and read the "Aryaman Capital Markets Limited – Code of Conduct" for Board Members and Senior Managing Personnel. I have completely understood the standards and policies contained in the said Code, do hereby agree, undertake, affirm, pledge that, I shall not violate any of the provisions of this Code or any of the policies or legal / regulatory requirements of the Company, as may be applicable to my responsibility.

Signature:
Name:
Designation:
Place:
Date: