

Arohan Financial Services Limited

Code of Conduct for Prohibition of Insider Trading

Version 5.0



Prepared by : Legal and Compliance
Approved by : The Board
Date of Approval : February 04, 2021
Date of Review : February 11, 2022
Date of Review : February 14, 2023
Date of Review : February 14, 2024
Date of Review : February 12, 2025

This document contains confidential information and remains the property of Arohan Financial Services Limited. This Code is intended to guide the risk management practices within the organization. It is not to be used for any other purposes, copied, distributed or transmitted in any form or means or carried outside the Company premises without the prior written consent of the Company.

Authorized by:	Issue date:	Version No.	Controlled Copy
The Board	February 04, 2021	1.0	
The Board	February 11, 2022	2.0	
The Board	February 14, 2023	3.0	
The Board	February 14, 2024	4.0	
The Board	February 12, 2025	5.0	

1. INTRODUCTION

Arohan Financial Services Limited hereinafter referred to as “the Company” or “Arohan”, recognizes its role as a corporate entity and endeavors to adopt the best practices with the highest standards of governance through transparency in business ethics, accountability to its customers, government and others stakeholders. In terms of Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, (hereinafter referred to as the “PIT Regulations”) the board of directors of Arohan (referred to as the “Board”) is required, inter alia, to formulate a code of conduct to regulate, monitor and report trading by the Designated Persons (as defined herein) & Immediate Relatives (as defined herein) of the Designated Persons (hereinafter referred to as the “Insider Code/ Code”). The Company has adopted this Insider Code to regulate and monitor the trading of Securities (as defined herein) of the Company by Designated Persons, their Immediate Relatives and Insiders and to ensure compliance with the PIT Regulations with respect to dealings of the Designated Persons, their Immediate Relatives and Insiders on the stock exchanges. This Code aims to outline the process and procedures for dissemination of information and disclosures in relation to the Company. The purpose of the Code is to ensure that the Company complies with applicable laws, including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (SEBI PIT Regulations) as amended from time to time and to the extent applicable or such other laws, Regulations, Rules or guidelines prohibiting insider trading and governing disclosure of material, unpublished price sensitive information.

2. DEFINITIONS:

“Compliance Officer” - The Company Secretary of the Company shall act as the Compliance Officer for the purpose of this Code. He or she shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of Unpublished Price Sensitive Information (**“UPSII”**) to the Stock Exchanges, maintaining records and making periodic disclosures in terms of this Code and such other functions as may be required to be carried out by a Compliance officer for the purpose of administration of the insider trading Code.

Authorized by:	Issue date:	Version No.	Controlled Copy
The Board	February 04, 2021	1.0	
The Board	February 11, 2022	2.0	
The Board	February 14, 2023	3.0	
The Board	February 14, 2024	4.0	
The Board	February 12, 2025	5.0	

“Connected Person” means:

- (i) Directors of the Company;
- (ii) Key Managerial Personnel of the Company;
- (iii) Officers of the Company;
- (iv) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access
- (iv) An immediate relative of connected persons;
- (v) A holding Company or an Associate Company or Subsidiary Company;
- (vi) An intermediary as specified in Section 12 of the SEBI Act or an employee or director thereof;
- (vii) An investment company, trustee company, asset management company or an employee or director thereof;
- (viii) An official of a stock exchange or of clearing house or corporation;
- (ix) A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof;
- (x) A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013;
- (xi) An official or an employee of a self-regulatory organization recognised or authorized by the SEBI;
- (xii) A banker of the company;
- (xiii) A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company has more than 10% of the

Authorized by:	Issue date:	Version No.	Controlled Copy
The Board	February 04, 2021	1.0	
The Board	February 11, 2022	2.0	
The Board	February 14, 2023	3.0	
The Board	February 14, 2024	4.0	
The Board	February 12, 2025	5.0	

holding or interest.

(xiv) a firm or its partner or its employee in which a connected person specified in clause (iv) is also a partner; or

(xv) a person sharing household or residence with a connected person specified in clause (iv)

“Designated Person” – The Managing Director or Chief Financial Officer of the Company in consultation with the Compliance Officer shall specify the Designated Persons, from time to time, to be covered by the Insider Trading Code on the basis of their role and function in the organisation and the access that such role and function would provide to UPSI in addition to seniority and professional designation and shall include:

- (i) The Boards of Directors, and Key Managerial Personnel the Company;
- (ii) Employees up to two levels below the Managing Director;
- (iii) Any Support employees in IT, Finance, Accounts, and Secretarial Departments of the Company who have access to UPSI and as identified by the Compliance Officer in consultation with the Heads of respective department;
- (iv) All Promoters and Promoter Group of the Company; and
- (v) Any other category of persons, as required to be identified as such under the applicable laws or otherwise identified by the Compliance Officer.

"Generally Available Information" means information that is accessible to the public on a non-discriminatory basis. Information published on the website of a stock exchange, would ordinarily be considered generally available and shall not include unverified event or information reported in print or electronic media

“Immediate Relative” means a spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

Authorized by:	Issue date:	Version No.	Controlled Copy
The Board	February 04, 2021	1.0	
The Board	February 11, 2022	2.0	
The Board	February 14, 2023	3.0	
The Board	February 14, 2024	4.0	
The Board	February 12, 2025	5.0	

“Informant” shall have the same meaning assigned to it under Regulation 7A of the PIT Regulations.

“Insider” means any person who is:

- (i) a Connected Person; or
- (ii) in possession of or having access to UPSI.

"Promoter" means Aavishkaar Venture Management Services Private Limited and Intellectual Capital Advisory Services Private Limited.

"promoter group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

“proposed to be listed” shall include securities of an unlisted company: (i) if such unlisted company has filed offer documents or other documents, as the case may be, with the Board, stock exchange(s) or registrar of companies in connection with the listing; or if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013.

“relative” shall mean the following: (i) spouse of the person; (ii) parent of the person and parent of its spouse; (iii) sibling of the person and sibling of its spouse; (iv) child of the person and child of its spouse; (v) spouse of the person listed at sub-clause (iii); and (vi) spouse of the person listed at sub-clause (iv)

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;

“Trading” means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly .

“Trading Day” means a day on which the recognized stock exchanges are open for trading.

Authorized by:	Issue date:	Version No.	Controlled Copy
The Board	February 04, 2021	1.0	
The Board	February 11, 2022	2.0	
The Board	February 14, 2023	3.0	
The Board	February 14, 2024	4.0	
The Board	February 12, 2025	5.0	

“Unpublished Price Sensitive Information” or “UPSI” means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

1. Financial Result;
2. Dividends;
3. Change in Capital Structure;
4. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
5. Changes in Key Managerial Personnel;

Words and expressions used and not defined in this Code shall have the same meaning as defined in the SEBI PIT Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations. Made thereunder, each as amended from time to time shall have the meanings respectively assigned to them in those legislation.

3. APPLICABILITY

This Code is applicable to the Non-Convertible Debentures of the Company listed on Stock Exchange(s). ***This Code shall be applicable to the Equity Shares of the Company from the date of listing on the recognized Stock Exchange(s) subject to the approval of the Board of Directors upon recommendation of the Audit Committee.***

The SEBI PIT Regulations and this Code are also applicable on transmission of shares. However, they are exempted from provisions of trading window closure, pre-clearance and contra trade, but the norms relating to disclosure requirements shall be applicable on transmission of Shares.

4. PROHIBITION ON COMMUNICATING OR PROCURING UPSI

An insider shall not –

Authorized by:	Issue date:	Version No.	Controlled Copy
The Board	February 04, 2021	1.0	
The Board	February 11, 2022	2.0	
The Board	February 14, 2023	3.0	
The Board	February 14, 2024	4.0	
The Board	February 12, 2025	5.0	

1. Communicate, provide, or allow access to any UPSI, relating to the Company or its securities listed or proposed to be listed, to any person including other insiders.

2. Procure from or cause the communication by any insider of UPSI, relating to the Company or its securities listed or proposed to be listed.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided allowed access door procured:

3. In furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate confidentiality and non-disclosure agreements being executed, and an undertaking to be taken that he/she shall not trade in securities of the Company when in possession of UPSI.

4. In the event the Board of Directors direct or cause the public disclosure of UPSI in the best interest of the Company; or
 The term “legitimate purpose” shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of SEBI PIT Regulation.

5. STRUCTURED DIGITAL DATABASE(SDD)

The Board shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under the SEBI PIT Regulation along with the Permanent Account Number (PAN) or any other identifier authorized by law where PAN is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Even if the UPSI is shared only within the Company, then also Company is required to maintain this structured digital database.

Authorized by:	Issue date:	Version No.	Controlled Copy
The Board	February 04, 2021	1.0	
The Board	February 11, 2022	2.0	
The Board	February 14, 2023	3.0	
The Board	February 14, 2024	4.0	
The Board	February 12, 2025	5.0	

If Nominee Directors shares UPSI for legitimate purpose with the Bank/FIs, it would be considered as communication of UPSI. Accordingly, the same would be recorded in the SDD of the Company.

6. PROHIBITION ON INSIDER TRADING

An Insider shall not, directly or indirectly trade in the securities of the Company that are listed or proposed to be listed when in possession of UPSI. When a person who has traded in the securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his/her possession.

The insider may prove his/her innocence by demonstrating any of the circumstances as set out in first proviso of Regulation 4(1) of the SEBI PIT Regulations. In the case of connected persons, the onus of establishing, that they were not in possession of UPSI, shall be on such connected persons and in other cases, the onus would be on SEBI.

7. TRADING PLANS

1. An insider shall be entitled to formulate a trading plan that complies with Regulation 5(2) of the SEBI PIT Regulations (“Trading Plan”) and present it to the Compliance officer for approval and public disclosure pursuant to which trades may be executed on his behalf in accordance with such plan.
2. The Compliance officer shall review, to assess whether the plan would have any potential violation of the SEBI PIT Regulations and shall be entitled to seek such express undertakings, that he is not in possession of UPSI or that he would ensure that any UPSI in his possession becomes generally available before he commences executing his trades as may be necessary to enable such assessment, and to approve such trading plan if it complies with the applicable provisions of the SEBI PIT Regulations and monitor the implementation of the Trading Plan and shall disclose the Trading Plan to the concerned Stock Exchange(s).
3. The Trading Plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of

Authorized by:	Issue date:	Version No.	Controlled Copy
The Board	February 04, 2021	1.0	
The Board	February 11, 2022	2.0	
The Board	February 14, 2023	3.0	
The Board	February 14, 2024	4.0	
The Board	February 12, 2025	5.0	

the Trading Plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law. However, the implementation of the trading plan shall not be commenced if at the time of formulation of the plan, the insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation.

8. DISCLOSURES OF TRADING

The disclosures to be made by any person shall include those relating to trading by such person’s immediate relatives, and by any other person for whom such person takes trading decisions. Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company at compliance@arohan.in within 7 (seven) days of such appointment or becoming a promoter.

- a. Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the company at compliance@arohan.in the number of securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of 10 (ten) lakh rupee or such other value as may be specified;
- b. Such disclosures are required to be made even when the acquisition was made by way of allotment of shares except bonus issuance and shares received pursuant to a scheme.
- c. The Compliance Officer shall notify the particulars of such trading to the Stock Exchange within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information. The disclosure of the incremental transactions after any disclosure under the Code, shall be made when the transactions effected after the prior disclosure cross the threshold as described above.
- d. The Company may, at its discretion require any other connected person or class of connected persons, to whom it has to provide UPSI, to make disclosures of holdings and trading in securities of

Authorized by:	Issue date:	Version No.	Controlled Copy
The Board	February 04, 2021	1.0	
The Board	February 11, 2022	2.0	
The Board	February 14, 2023	3.0	
The Board	February 14, 2024	4.0	
The Board	February 12, 2025	5.0	

the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with this Code and with the SEBI PIT Regulations.

9. TRADING WINDOW

- a. The Compliance Officer shall notify a ‘trading window’ during which the Designated Persons may Trade in the Company’s securities after securing pre-clearance from the Compliance Officer in accordance with this Code.
- b. Designated Persons shall not trade in the Company’s securities when the trading window is closed.
- c. The trading window shall generally be closed for all Insiders between [●] day prior to the last day of any financial period for which results are required to be announced by the Company and the [●] day after disclosure of such financial results.
- d. Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer.
- e. The trading window may be re-opened after closure, not earlier than 48 (forty-eight) hours after the UPSI in question becomes generally available.

Note: [●], will be informed according the applicability

10. PRE -CLEARANCE OF TRADES

- a. Designated Persons may Trade in the securities of the Company when the trading window is open, after obtaining approval of the Compliance Officer by submitting an application.
- b. The Compliance Officer shall not approve any proposed trade by a Designated Person if the Compliance Officer determines

Authorized by:	Issue date:	Version No.	Controlled Copy
The Board	February 04, 2021	1.0	
The Board	February 11, 2022	2.0	
The Board	February 14, 2023	3.0	
The Board	February 14, 2024	4.0	
The Board	February 12, 2025	5.0	

that such Designated Person is in possession of UPSI even though the trading window is open.

- c. The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve trading by a Designated Person, on the condition that the trade so approved shall be executed within 7 (seven) trading days following the date of approval.
- d. The Designated Person shall, within 2 (two) days of the execution of the Trade, submit the details of such trade to the Compliance Officer. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.
- e. If the pre-cleared trade is not executed within 7 (seven) trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- f. A Designated Person who trades in securities without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in this Code.

11. CODE OF FAIR DISCLOSURE

- a. The Board has formulated a Code on practices and procedure to be followed for fair disclosure of UPSI, with respect to fair disclosure of events and occurrences that could impact price discovery in the market for its securities, which can be assessed at www.arohan.in.
- b. The above mentioned Code and any amendment thereto shall be promptly disclosed to the Stock exchange by the Compliance Officer.

12. PENALTY FOR INSIDER TRADING

An Insider who acts in contravention of this Code shall be liable to have his services or relationship with the Company, as the case may be, terminated. Directors, Officers and employees of the Company

Authorized by:	Issue date:	Version No.	Controlled Copy
The Board	February 04, 2021	1.0	
The Board	February 11, 2022	2.0	
The Board	February 14, 2023	3.0	
The Board	February 14, 2024	4.0	
The Board	February 12, 2025	5.0	

who violate these rules shall be subject to disciplinary action by the Company, which may include issuance of Show Cause Notice, reporting the transaction to SEBI, imposing of penalty by the Stakeholders Relationship Committee, wage freeze, suspension, ineligibility for future participation in the Company's stock option plans or termination. The SEBI or any other appropriate regulatory authority would also be informed of the violation of these Rules so that appropriate action may be taken.

14. MISCELLANEOUS

The Board of Directors of the Company shall be empowered to amend, modify, interpret this Code as and when it deems fit. The Audit Committee of the Company shall review the compliances arising out of the provisions of this Code and the SEBI PIT Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively

Authorized by:	Issue date:	Version No.	Controlled Copy
The Board	February 04, 2021	1.0	
The Board	February 11, 2022	2.0	
The Board	February 14, 2023	3.0	
The Board	February 14, 2024	4.0	
The Board	February 12, 2025	5.0	