



**ODIGMA CONSULTANCY SOLUTIONS
LIMITED**

[CIN:L72900GJ2011PLC131548]

**CODE OF CONDUCT FOR PREVENTION OF INSIDER
TRADING**

(Amended w.e.f. June 10, 2025)

PREAMBLE:

Securities and Exchange Board of India ("SEBI") vide its Notification dated January 15, 2015, had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015 to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof.

The Code of Conduct for prevention of Insider Trading is framed in line with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2025 to regulate, monitor and report trading by its designated person and immediate relatives of designated person towards achieving compliance with the Regulations, adopting minimum standards as set out in Schedule B of the Regulations, without diluting the provisions of the Regulations in any manner.

1. SHORT TITLE AND COMMENCEMENT

In the above context, this code of conduct has been framed by the Board of Directors of the Company with a view to prevent its designated person and immediate relatives of designated person or any other person who are reasonably expected to have access to unpublished price sensitive information, from trading in the securities of the Company to the disadvantage of the common investors.

- 1.1. The Code of Conduct shall be known as '**Odigma Consultancy Solutions Limited Code of Conduct for Prevention of Insider Trading**' and herein after referred to as '**Odigma - Code of Conduct**' or '**Code of Conduct**' or '**Code**';
- 1.2. This code of Conduct has been made pursuant to Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and may be modified by the Board of Directors of the Company from time to time;
- 1.3. This code of conduct came into force on August 31, 2024 and subsequently amended pursuant to the amendments in SEBI (Prohibition of Insider Trading (Amendment) Regulations, 2015.

2. DEFINITIONS

- 2.1 "**Act**" means the Securities and Exchange Board of India Act, 1992.
- 2.2 "**Board**" means the Board of Directors of the Company.
- 2.3 "**Committee**" means Committee, if any, constituted by the Company for the implementation of this code of conduct.
- 2.4 "**Companies Act**" means the Companies Act, 2013 and rules framed there under (subject to modifications or re-enactment thereof from time to time).
- 2.5 "**Company**" means Odigma Consultancy Solutions Limited.
- 2.6 "**Compliance Officer**" means Company Secretary in absence of Company Secretary, Managing Director or in absence of both any senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these

regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in this Code of Conduct under the overall supervision of the Board of Directors of the Company.

2.7 “Concerned Advisers/Consultants/Retainers” of the Company means such Advisers or Consultants or Retainers or Professionals who in the opinion of the Company may have access to unpublished price sensitive information.

2.8 “Connected Person”:

- i any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity 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 between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- ii Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - (a) a relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) 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; or
 - (g) 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; or
 - (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
 - (k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
 - (l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);].

2.9 **"Designated Person(s)"** means the following persons and employees of the Company designated on the basis of their functional role:

- a. Promoters
- b. Directors and KMPs of the Company;
- c. Managers and above;
- d. Employees in Finance & Accounts Department, Legal & Secretarial Department and IT Department;
- e. CEO and employees upto two levels below CEO of the material subsidiaries;
- f. Such other employees of holding and material subsidiary Companies and other employees /persons as may be notified by the Compliance Officer from time to time on the basis of their functional role;

2.10 **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

2.11 **"Director"** means Director appointed on the Board of the Company.

2.12 **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

2.13 **"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.

2.14 **"Insider"** means any person who is,

- i. a connected person; or
- ii. in possession of or having access to unpublished price sensitive information.

2.15 **"Legitimate Purposes"** shall include sharing of unpublished price sensitive information 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 in order to perform duty or discharge of legal obligation i.e. on need to know basis, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

2.16 **"Promoter"** 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 amendment thereof.

2.17 **"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.

2.18 **"Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (subject to modifications or re-enactment thereof from time to time).

2.19 "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

2.20 "**Takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

2.21 "**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.

2.22 "**Trading Day**" means a day on which the recognized stock exchanges are open for trading.

2.23 "**Unpublished Price Sensitive Information**" means any information, relating to a 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:

- i. Financial results;
- ii. Dividends;
- iii. Change in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business award or termination of order/contracts not in the normal course of business and such other transactions;
- v. Changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- vi. Change in rating(s), other than ESG rating(s);
- vii. Fund raising proposed to be undertaken;
- viii. Agreements, by whatever name called, which may impact the management or control of the company;
- ix. Fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- x. resolution plan/ restructuring or one time settlement in relation to loans/ borrowings from banks/ financial institutions;
- xi. Admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- xii. Initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;

- xiv. Outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv. Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the SEBI from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable."

All other Words and expressions used and not defined in this Code of Conduct but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those Act/Regulations.

3. ROLE OF COMPLIANCE OFFICER

- (a) The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.
- (b) The Compliance Officer shall assist all persons to whom this Code of Conduct applies in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as and when amended and the Company's Code of Conduct.

4. PROHIBITION ON COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE

4.1. Preservation of “Price Sensitive Information”

The Designated Persons and other Employees and Connected Person of the Company shall maintain the confidentiality of all price sensitive information and shall not communicate, provide or allow to access any Unpublished Price Sensitive Information to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to the Company or Securities listed or proposed to be listed except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The policy for determination of “legitimate purposes” for sharing UPSI which forms the part of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which is available on the website i.e. www.odigma.ooo.

The Company has formed a Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information (“UPSI”). Any person having information on leakage or suspected leakage of UPSI can forward the detailed Complaint to the Compliance Officer.

4.2. “Price Sensitive Information” not to be passed on:

The Designated Persons and other Employees and Connected Person of the Company shall not pass on any Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company.

4.3 Limited access to confidential information:

The Designated Persons and other Employees and Connected Person of the Company shall keep the files containing confidential Price Sensitive Information duly secured computer files must be kept with adequate security of login and password, etc.

5. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Designated Persons shall not trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession;

Provided that they may prove their innocence by demonstrating the circumstances including the following: –

- i. the transaction is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of the provisions of the Regulations and both

parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained under sub-regulation (3) of regulation 3 of Regulations.

Provided further that such off-market trades shall be reported by the Insiders to the Company within two trading days. The Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- ii. the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of the provisions of the Regulations and both parties had made a conscious and informed trade decision.

Provided that such UPSI was not obtained under sub-regulation (3) of regulation 3 of Regulations.

- iii. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- iv. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- v. in the case of non-individual Insider (s): –
 - a. the individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking Trading decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to trade; and
 - b. appropriate and adequate arrangements were in place to ensure that this Code are not violated and no Unpublished Price Sensitive Information was communicated by the individuals possessing the information to the individuals taking Trading decisions and there is no evidence of such arrangements having been breached;
- vi. the trades were executed pursuant to a Trading plan approved by the Compliance Officer.

6. TRADING PLAN

(a) Trading Plan:

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

(b) Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- (ii) not entail overlap of any period for which another trading plan is already in existence;

(iii) set out following parameters for each trade to be executed:

- i. either the value of trade to be effected or the number of securities to be traded;
- ii. nature of the trade;
- iii. either specific date or time period not exceeding five consecutive trading days;
- iv. price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

(iv) not entail trading in securities for market abuse.

(c) The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

(d) 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 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 unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. If the insider has set a price limit for a trade shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally made available to the public information.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in the above or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- (i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

- (ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
- (iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
- (iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

(e) The Compliance Officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

7. TRADING WINDOW AND WINDOW CLOSURE

- (a) The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- (b) All the Designated Person(s) of the Company shall be governed by the Code for Trading in Securities. Designated Person(s) may execute trades subject to compliance with the Regulations. They shall not trade in Securities when the Trading Window is closed.
- (c) A Trading Window shall be closed during the following periods:
 - i. From 1st July/ 1st October/ 1st January/ 1st April of the financial year till forty-eight hours after the announcement of the financial results for the relevant period to the Stock Exchanges.
 - ii. Additionally, the Trading Window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. . Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
 - iii. The closure of the Trading Window for these events will be advised/ informed to all concerned by the Compliance Officer for the purpose of this Code.
- (d) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
- (e) The Compliance Officer shall intimate the closure of trading window to all the designated persons or any other employees of the Company or its subsidiary companies. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

- (f) The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than 48 hours after the information becomes generally available.

In case of doubts on whether the information is unpublished and price sensitive, Designated Persons may seek clarification from Compliance Officer.

8. PRE-CLEARANCE TRADES

All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is exceeding Rs. 10 Lakhs (market value) per quarter, shall have to make an application to the Compliance Officer for the pre-clearance of the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade except for trades executed as per Clause 5 of this code. Pre-clearance will not be required for exercise of ESOP. The pre-dealing procedure shall be hereunder:

- (i) For the purpose of preclearance, an application shall be made to the Compliance Officer in **Form - A** attached herewith.
- (ii) An undertaking **Form - B** shall be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:
- (a) That the he /she does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
 - (b) That in case the Designated Person has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - (d) That he/she has made a full and true disclosure in the matter.

Provided that clause (a) above will not be applicable for the trades executed as per Clause 5 of this Code.

- (iii) All Designated Persons shall execute their order in respect of securities of the Company within 7 days after the approval of pre-clearance is given in **Form - C**. In case the transaction is not undertaken, a report to that effect shall be filed.

If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

- (iv) The Designated Persons shall file within 2 (two) days of the execution of the trade, the relevant details of such trade with the Compliance Officer in the prescribed **Form - D** and **Form - I**.
- (v) All Designated Persons who buy or sell any number of shares of the Company shall not enter into contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction. In case of personal emergency, the 6 months holding period may be waived by the Compliance Officer if application is made in **Form - E**. The Compliance Officer shall record reasons for the same. However, no such sale will be permitted when the Trading Window is closed. If any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

- (vi) In case of Trading of Securities by the Compliance Officer, he/ she shall require prior clearance from the Chairman of the Company.
- (vii) Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

9. DISCLOSURE POLICY

INITIAL DISCLOSURES:

- 9.1 Every person, on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a promoter or Member of Promoter Group shall disclose his holding of Securities of the Company as on the date of appointment or becoming a promoter, to the Company within 7 (seven) days of such appointment or becoming a promoter. **Form - F**

ANNUAL DISCLOSURE:

- 9.2 Every Promoter(s), Member of Promoter Group, Key Managerial Personnel(s) and Director(s) of the Company shall on an annual basis, disclose to the Company the details of all holdings in Securities of the Company held by him including the statement of holdings of their Immediate Relatives in the prescribed **Form - G**. The disclosure shall be made within 30 (thirty) days of end of March 31. **'NIL'** statement is not required to be submitted if no shares are held.

CONTINUAL DISCLOSURE:

- 9.3 Every Promoters, Member of Promoter Group, Designated Person, Director and Key Managerial Personnel of the Company shall disclose to the Company in prescribed form the number of such Securities acquired or disposed of within 2 (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 Rs. 10,00,000/- (Rupees Ten Lakhs Only) or such other value as may be specified by SEBI, in SEBI prescribed Form C. **Form - H** of this code.

9.4 Within 2 (two) Trading Days of the receipt of disclosure or becoming aware of such information, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed particulars of such trades.

9.5 The Company may, at its discretion requires any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the company in order to monitor compliance with this Code of Conduct and the Regulations. **Form – I** of this code.

9.6 The Compliance Officer shall maintain records of all the disclosures for a minimum period of 5 (five) years.

TRADING PLAN DISCLOSURE:

9.7 The Compliance Officer shall disclose all Stock Exchanges on which the Company is listed particulars of Trading Plan pursuant to which trades may be carried out by the Insider as per the Regulations.

REPORTING TO BOARD OF DIRECTORS:

9.8 The Compliance Officer shall report to the Chairman of the Audit Committee or Chairman of the Board of Directors on a quarterly basis the details of trading in securities by

- Director(s),
- Key Managerial Personnel(s) and
- Designated Person(s)
- Promoters or Member of Promoter Group

Where the trades during a calendar month exceeding Rs. 10 Lakhs (market value).

9.9 The Company shall maintain a structured digital database containing the names of such persons with whom Unpublished Price Sensitive Information is shared under the Regulations.

10. DISCLOSURE FROM DESIGNATED PERSONS

Designated Persons shall disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual

income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions."

11. OTHER RESRTRICTIONS

- 11.1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 11.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

12. PENALTIES

- 12.1 Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).
- 12.2 The Designated Persons who trades in securities or communicates any confidential information for trading in securities in contravention of this code of conduct will be penalized an appropriate action can be taken against him by the Company after giving him a reasonable opportunity of being heard. The person who violates this code of conduct in any manner whatsoever may also be subject to disciplinary action including wage freeze, suspension, ineligibility for future participation in Employee Stock Option Scheme (ESOP), etc.;
- 12.3 If any contra trade is executed by any person, the profits from such trade shall be liable to be transferred to the Securities and Exchange Board of India for credit to Investor Protection and Education Fund.
- 12.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

In case of any statutory modification or amendment or alteration in the provisions of the Regulations, the newly modified/amended/alterd provisions of the Regulations shall be deemed to be implemented in the Code immediately with effect from the date of the statutory notification for modification / amendment / alteration etc. The amended code should be placed before the Board of Directors of the Company in the Board Meeting held after the date of statutory notification for approval/consideration.

FORM - A

APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer
Odigma Consultancy Solutions Limited,
27th Floor, GIFT Two Building, Block No. 56,
Road-5C, Zone-5, GIFT CITY- Gandhinagar – 382 050

Dear Sir/Madam,

Sub: Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

- (I) Details of Shareholding of Promoter / Member of Promoter Group / Director / Designated Person in their own name:

Name	Designation	Department	No. of shares held (with DP ID and Client ID)	Nature of transaction for which approval is sought	No. of shares to be dealt with

- (II) Details of shares held by immediate relative(s), if any:

Name	Relationship	No. of shares held (with DP ID and Client ID)	Nature of transaction for which approval is sought	No. of shares to be dealt with

I/we hereby declare that the shares to be sold have been held by me/my immediate relatives for a minimum period of six months.

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Name)

Designation:

Contact No

Name:

Designation:

Department:

Form – B

UNDERTAKING

**To,
Odigma Consultancy Solutions Limited,
27th Floor, GIFT Two Building, Block No. 56,
Road-5C, Zone-5, GIFT CITY- Gandhinagar – 382 050**

Sub: Undertaking to be accompanied with the application for Pre-Clearance

I, _____, (Name) _____ (Designation) of the Company residing at _____, am desirous of dealing in _____ (mention number of share) shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

- i. I declare that neither I nor any of my immediate relatives am/is in possession of unpublished price sensitive information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking;
- ii. I or any of my immediate relatives shall not enter into opposite transactions i.e. buy/sale pursuant to this application;
- iii. I declare that I or any of my immediate relatives have/has not taken any position in derivative transactions in the shares of the Company at any time;
- iv. In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- v. I declare that I have not contravened the provisions of the Code as notified by the Company from time to time;
- vi. I undertake to submit the necessary report within two days of execution of the transaction/a 'Nil' report if the transaction is not undertaken;
- vii. If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance;
- viii. I declare that I have made full and true disclosure in the matter

Date:

Place:

(Sign. & Name)

FORM - C

PRE-CLEARANCE ORDER

Date: _____

**To,
Name:** _____

Designation: _____

Place: _____

Sub: Pre-clearance order

This is to inform you that your request for dealing in _____ **Equity Shares** of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____.

Once the transaction is executed even for a single share, you need to report to the Secretarial Department within 2 days (including the date of transaction) and before end of business hours (i.e. before 4.30 PM) in Form D and Form I.

In case, the trading window is closed by the Board during the continuance of your trading approval period, you need to stop trading from that period and a fresh approval is to be obtained.

In case, you have any Unpublished Price Sensitive Information ("UPSI") directly or indirectly of the Company during the continuance of your trading approval period, you need to stop trading from that period and a fresh approval is to be obtained after the publishing of information.

Please note that in case, in future, if it is found that you were having UPSI during your trading approval period and you have dealt in the Shares of the Company or you had done any contra trade transaction, then, in that case, you would be solely responsible and the Company, its management or the Chief Compliance Officer would not be held responsible for the trades undertaken by you / gains obtained out of that trade.

In case you do not execute the approved transaction/deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

Yours faithfully,
For Odigma Consultancy Solutions Limited

**Prachi Vijay Jain
Company Secretary**

Place: Gandhinagar

Date: _____

FORM - D

CONFIRMATION OF DEAL

Date: _____

To,
The Compliance Officer
Odigma Consultancy Solutions Limited,
27th Floor, GIFT Two Building, Block No. 56,
Road-5C, Zone-5, GIFT CITY- Gandhinagar – 382 050

Sub: Details of Transaction

I confirm that the transaction for selling / buying / pledging of _____ (No.) Equity Shares on
_____ (Date) for which approval was granted on _____.

Signature: _____

Name: _____

FORM – E

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

Date: _____

To,
The Compliance Officer
Odigma Consultancy Solutions Limited,
27th Floor, GIFT Two Building, Block No. 56,
Road-5C, Zone-5, GIFT CITY- Gandhinagar – 382 050

Through Division/Department Head

I request you to grant me waiver of minimum holding period of 6 (six) months as required under Code of Conduct for Prevention of Insider Trading with respect to _____ shares of the Company held by me/ _____ (Name of immediate relative) singly or jointly acquired by me on _____ (Date). I Mr./Mrs./Miss _____ desire to sell the said shares on account of _____ (give reasons & justification).

Thanking You

Yours Faithfully,

Name:

Designation:

Department:

FORM - F

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6 (2) – Disclosure on becoming a Director/KMP/Promoter/Member of Promoter Group]

Name of the company: **Odigma Consultancy Solutions Limited**

ISIN of the company: **INE054301028**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Member of the Promoter Group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN, & address with Contact nos.	Category of Person (Promoter s/ KMP / Directors/ member of the promoter group/Immediate relatives to/ others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter/member of the promoter group	Securities held at the time of becoming Promoter or Member of the Promoter Group/appointment of Director/KMP		% of Shareholding
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures Rights entitlements etc.)	No.	
1	2	3	4	5	6

Note: “Securities” shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Member of the Promoter Group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held at the time of becoming Promoter/member of the promoter group/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter or Member of the Promoter Group/appointment of Director/KMP		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name:

Signature:

Designation:

Date:

Place:

FORM - G

ANNUAL DISCLOSURE OF SHAREHOLDING

Date: _____

To,
The Compliance Officer
Odigma Consultancy Solutions Limited
27th Floor, GIFT Two Building, Block No. 56,
Road-5C, Zone-5, GIFT CITY - Gandhinagar – 382 050

(I) Details of Shareholding of Promoters, Member of Promoter Group, Directors, and KMP:

Name	Designation	Department	No. of shares held as on 1st April, _____	No. of shares brought during the year	No. of shares sold during the year	No. of shares held as on 31st March, _____	Folio No./ DP ID/ Client ID
						-	

(II) Details of shares held by immediate relative(s):

Name	Relationship	No. of shares held as on 1st April, _____	No. of shares brought during the year	No. of shares sold during the year	No. of shares held as on 31st March, _____	Folio No./ DP ID/ Client ID

1. I declare that I/my immediate relatives have complied with the requirement of not entering into an opposite transaction i.e. buy/sale shares of the Company within six months of sale/purchase of the shares of the Company.
2. I declare that I/my immediate relatives have not taken any position in derivative transactions in the shares of the Company at any time.

Signature: _____

Name: _____

FORM - H**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015****[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]**Name of the company: **Odigma Consultancy Solutions Limited**ISIN of the company: **INE054301028****Details of change in holding of Securities of Promoter, Member of Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/DIN, & addresses with contact nos.	Category of Person (Promoters/Member of Promoter Group / designated person / Directors/ Immediate relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No. and % of shareholding	Type of security (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke / Invoke/ Others-please specify)	Type of security (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives of the company by Promoter, Member of Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Signature:

Designation:

Date:

Place:

FORM – I (Indicative Format)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (3) - Transactions by Other connected persons as identified by the company]

Details of trading in Securities by other connected persons as identified by the company

Name, PAN No., CIN/DIN, & address of connected persons, as identified by the company with contact nos.	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice / acquisition of shares / sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public rights/preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge / Revoke / Invoke, Others-please specify)	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note(i) "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Signature:

Designation:

Date:

Place:
