



ODIGMA CONSULTANCY SOLUTIONS LIMITED

[CIN:L72900GJ2011PLC131548]

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Principles of fair disclosure pursuant to regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Schedule A to the said regulations]

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

1. PREAMBLE:

Odigma Consultancy Solutions Limited ("**Odigma**" or the **Company**") believes in adopting, practicing and upholding the highest standards of professionalism, honesty, integrity and ethical behavior in order to prohibit and prevent insider trading in the Company's securities. Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended mandates the Board of Directors of every listed company to formulate a Code of Practices & Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) that it would follow in order to adhere to each of the Principles set out in Schedule A to the said Regulations, without diluting the provisions of the said regulations in any manner.

Accordingly, this policy has been formulated based on the principles of Fair Disclosure of unpublished price sensitive information as set out in Schedule A of the Regulations.

2. DEFINITIONS:

"Board" means the Board of Directors of the Company.

"Chief Investor Relations Officer" means the Compliance Officer of the Company.

"Company" means Odigma Consultancy Solutions Limited.

"Compliance Officer" means Company Secretary in absence of Company Secretary any senior officer, designated so or in absence of both the Executive Director or such other 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades.

"Legitimate purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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.

"Unpublished Price Sensitive Information" ("UPSI") 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, delisting, 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.

3. THE COMPANY ADOPTS PRINCIPLES, PRACTICES AND PROCEDURES AS UNDER TO ENSURE FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND UNDERTAKES TO FOLLOW THE SAME:

- 1) The Company shall maintain confidentiality of all Unpublished Price Sensitive Information ("herein after referred as **UPSI**"), shall communicate the same purely on 'need to know basis' and shall not communicate to any unauthorized person(s);
- 2) The Company shall ensure uniform and universal dissemination of UPSI to avoid any selective disclosure of such information;
- 3) The Company shall promptly disclose UPSI once such credible and concrete information comes under the purview;
- 4) The Company shall disclose UPSI by making its prompt disclosure with sufficient and unambiguous details to the Stock Exchanges on which its securities are listed. The Company shall also disclose UPSI on its website;
- 5) In case the Company finds that any UPSI has been disclosed selectively, inadvertently or otherwise, it shall promptly disclose and disseminate as soon as the circumstances permit such information to make it uniformity and non-discriminatorily available to the general public;
- 6) The Company designates its 'Company Secretary' as its 'Chief Investor Relations Officer' to entrust him with the function of dissemination and disclosure of UPSI. He/She is entrusted with giving appropriate and fair response to the regulatory authorities in respect of queries, questions and explanations to news reports and market rumor. In absence of Company Secretary, the Managing Director shall be the Chief Investor Relations Officer;
- 7) The Company shall ensure that no UPSI is shared with analyst and researchers on a selective basis;
- 8) The Company shall ensure that its conferences with analyst and investors shall be open to participation by all analyst, shareholders and other investors;

- 9) The Company may make transcripts or records of proceedings of its meetings with analysts/ investor relations conferences and make the same accessible to all by uploading them on its website.

4. DETERMINATION OF LEGITIMATE PURPOSE:

Unpublished Price Sensitive Information shall be handled on a need-to-know basis, i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duties and shall not be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

“Legitimate purpose” includes sharing of UPSI in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”).

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “Insider” for purposes of this Code and due notice shall be given to such persons to make aware such person that the information shared is or would be UPSI and requiring them to maintain confidentiality of the UPSI in compliance with the Code and the SEBI PIT Regulations.

5. DIGITAL DATABASE OF RECIPIENT OF UPSI:

Chief Investor Relations Officer shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom the information is shared, which shall contain the following information;

- i. Name of such recipient of UPSI;
- ii. Name of the Organization or entity to whom the recipient represent
- iii. E-mail ID of such recipient
- iv. Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The details of the UPSI being shared, needs to be necessarily captured in the Structured Digital Database, in line with the framework stipulated in the Code of Conduct to regulate, monitor and report trading by Designated Persons and the Guidelines with respect to maintenance of Structured Digital Database.

Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.

6. AMENDMENT:

The Code of Conduct for Fair Disclosure is subject to review by Board of Directors as and when deemed necessary. Any amendment(s) made in SEBI (Prohibition of Insider Trading) Regulations, 2015 and other related Regulations shall apply mutatis mutandis to the Code of Practices & Procedures for Fair Disclosure of UPSI.
