

**Code of Practices and Procedures for
Fair Disclosure of Unpublished Price Sensitive Information
("The Code")**

As required under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), Bodhtree Consulting Limited ("the Company"), hereby notifies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) in adherence to the principles set out in Schedule A to the said Regulations (hereinafter referred to as "the Code").

Regulation 3 of PIT Regulations allows communication or procurement of UPSI if the same is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The Code intends to formulate a framework and policy for:

- i. fair disclosure of events and occurrences that could impact price discovery in the market for the securities of the Company; and
- ii. Determination of "Legitimate Purposes".

The Code shall be deemed to have come into force from April 01, 2019.

To achieve this objective, the Board of Directors shall adhere to the principles of fair disclosure mentioned hereunder to ensure fair disclosure of events and occurrence that could impact price of its securities in the market. The executive management of the Company shall appropriately determine the purpose of sharing any UPSI based on the principles, as elaborated hereunder.

Principles of fair disclosure

1. Unless otherwise restricted under the terms of any contract, the Company shall ensure prompt public disclosure of UPSI that could impact price discovery, as soon as it has credible and concrete information, in order to make such information 'generally available', i.e. to make the information accessible to the public on a non-discriminatory basis.
2. The Company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI.
4. The Company shall ensure prompt public dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information 'generally available'.
5. The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
7. The Board of Directors shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

8. The Company shall ensure the handling of all UPSI on a need-to-know basis.
9. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of PIT Regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

**[Clause 9 incorporated pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 shall come into effect from 1st April, 2019.]*

Principles for determination of "Legitimate Purpose"

1. The Company shall ensure that UPSI is:
 - communicated, provided or is accessible to insiders; or
 - procured by any person only in furtherance of legitimate purpose.
2. An action shall be considered to be undertaken for a "legitimate purpose" if:
 - it conforms with the statutes applicable to the Company;
 - it is taken pursuant to a legal/ regulatory obligation of the Company;
 - it conforms to the business of the Company/ is in the ordinary course of business of the Company;
 - it is undertaken by a person to fulfil the obligations of his/ her role with respect to the Company;
 - the action is executed in a manner which can be considered fair, transparent and
 - effective;
 - the action does not lead to 'market abuse';
3. 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 PIT Regulations.
4. A structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. 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.

The decision of the Board of Directors with regard to all matters relating to the Code will be final and binding.

The Board of Directors reserves the right to modify or amend the Code in whole or in part.

This Code and every subsequent amendment made thereto shall be promptly intimated to the stock exchange where the securities are listed.