




# Addsoft Technologies Limited


( Previously known as Addsoft Technologies Pvt. Ltd. )

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**ADDSOFT**  
WE ADD VALUES

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## CODE OF CONDUCT FOR INSIDER TRADING

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ADDSOFT TECHNOLOGIES LIMITED



## 1. INTRODUCTION

- 1.1 The Securities and Exchange Board of India (“SEBI”), for protection of investors and to regulate the securities market, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“The Regulations”) under the powers conferred on it under the SEBI Act, 1992. These Regulations come into force w.e.f. 15 May 2015, and the same is applicable on to all companies whose shares are listed on Indian Stock Exchanges.
- 1.2 **Regulation 9** mandate every Listed Company to formulate, code of conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to the regulations.
- 1.3 Accordingly, the Board has adopted the Code at its meeting held on 20<sup>th</sup> December 2025, which can be amended from time to time and shall come into effect from the date of listing of the Equity Shares of the Company.

## 2. DEFINITION

- 2.1. Unless the context otherwise requires, the following words, expression and derivations shall have the meaning assigned to them as under:
  - a. “**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
  - b. “**Board**” means Security and Exchange Board of India.
  - c. “**Code**” or “**Code of Conduct**” shall mean the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Their Immediate Relatives, as amended from time to time.
  - d. “**Company**” means **ADDSOFT TECHNOLOGIES LIMITED**
  - e. “**Compliance Officer**” means any senior officer of the Company, designated so and reporting to the board of directors or head of the organization in case board is not there, 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

**Explanation** – For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows;

- f. “**Connected person**” means -
  - (i) any person who is or has been, during the **six months** prior to the concerned act, associated with the 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

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 recognised 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 a company or his relative or banker of the company, has more than ten per cent. of the holding or interest; or
  - (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).

***NOTE:** It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may seemingly not occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.*

- g. **“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.
- h. **“Designated Person(s)”**, means:
- (i) Promoters of the Company;
  - (ii) Directors of the Company and its subsidiaries;
  - (iii) KMP of the company and Executive Secretaries of Directors;
  - (iv) Secretaries / Executive Assistants/ Personal Assistants of CEO, Managing Director, Whole

Time Director, Chief Financial Officer (CFO), Presidents, Vice Presidents.

- (v) Chief Executive Officer and All Employees up to two levels below of Chief Executive Officer of the Company and its material subsidiaries, if any, irrespective of their functional role in the Company;
  - (vi) Relatives of persons specified in (i) to (v) above.
  - (vii) Any other Person designated by the Company on the basis of their functional role and such function would provide access to UPSI.
- i. **"Fiduciary"** or **"Fiduciaries"** includes professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company or any other person who are required to handle Unpublished Price Sensitive Information of the Company.
  - j. **"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.
- NOTE: It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what constitutes unpublished price sensitive information. Information published on the website of a stock exchange, would ordinarily be considered generally available.*
- k. **"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;
  - l. **"Insider"** means any person who is:
    - (i) a connected person; or
    - (ii) in possession of or having access to unpublished price sensitive information;

**Note:** Since "generally available information" is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered as an "insider" regardless of the manner in which one came into possession of or had access to such information. Various circumstances are provided to enable such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances."

- m. **"Insider Trading Compliance Tool"** a software to be developed in house by the Company / procured from third party vendor to ensure the compliances of Insider Trading Regulations as implemented / to be implemented by the Compliance Officer in consultation with CFO / CEO.
- n. **"Intermediary"** or **"intermediaries"** refers to every intermediary registered with Securities and Exchange Board of India ("SEBI")
- o. **"Key Managerial Personnel"**, in relation to the Company, means- persons as defined in Section 2(51) of the Companies Act, 2013
- p. **"Legitimate purpose"** shall include sharing of Unpublished Price Sensitive Information of the

Company in the ordinary course of business on a need-to-know basis by an Insider with his/ their

- (i) partners;
- (ii) collaborators;
- (iii) lenders;
- (iv) customers;
- (v) suppliers;
- (vi) merchant bankers;
- (vii) legal advisors;
- (viii) auditors;
- (ix) insolvency professionals;
- (x) promoter or holding company;
- (xi) governmental and other statutory authority or a court of law;
- (xii) Intermediaries and fiduciaries; and
- (xiii) Other advisors or consultants

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations or this Code.

- q. **“Need to Know Basis”** means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- r. **“Promoter” and “Promoter Group”** shall have the meanings assigned to them under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- s. **“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)

*NOTE: It is intended that the relatives of a “connected person” too become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI*

- t. **“Securities”** shall have the meaning as specified in Securities Contracts (Regulation) Act, 1956 or any modification thereof;
- u. **“Subsidiary company”** in relation to any other company as defined in Section 2(87) of the Companies Act, 2013;
- v. **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- w. **“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;

Note: Trading shall also include creation/invocation/revocation of pledge.

- x. **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- y. **"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: 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.

- 2.2. Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, or the Companies

Act, 2013 and any other rules and regulations as drafted by SEBI from time to time be made shall have the meanings respectively assigned to them in those legislation.

- 2.3. This Code can be modified/amended/alterd only by Board of Directors of the Company. But in case of any statutory modification or amendment or alteration of the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015, the newly modified/amended/alterd provisions of the Regulation shall be deemed to be implemented in the Code immediately with effect from the date of the statutory notification for modification or amendment or alteration etc.
- 2.4. In this Code, words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

### 3. DUTIES OF COMPLAINEE OFFICER

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- 3.1 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for preservation of Unpublished Price-sensitive Information, preclearing of trades by Designated Persons, monitoring of trades and the implementation of the code under the overall supervision of the Board of Directors of the Company.
- 3.2 The Compliance Officer shall maintain records of Designated Persons and any changes made to the list of Designated Persons along with all the declarations submitted in the appropriate form given by the Designated Persons
- 3.3 The Compliance Officer shall ensure proper assistance to all the employees / directors in addressing any clarifications regarding the Insider Trading Regulations and this Code.
- 3.4 The Compliance Officer shall in consultation with the managing director (“MD”) and/or CEO and the Board specify prohibited period (i.e., closure of the trading window) from time to time and make announcement/s thereof ensuring that prohibited period is intimated to all concerned before the commencement of the said period.
- 3.5 The Compliance Officer shall implement punitive measures or disciplinary action prescribed for any violation or contravention of this Code.
- 3.6 The Compliance Officer shall report to the board of directors of the Company.
- 3.7 The Compliance Officer shall provide report to the chairman of the audit committee, if any, or to the chairman of the Board at the beginning of each financial year on adequacy of internal controls in place in the Company for ensuring compliances of Insider Trading Regulations.

### 4. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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- 4.1 All unpublished price sensitive information shall be handled within the Company on a “Need to Know basis” and no unpublished price sensitive information (UPSI) shall be communicated to any person except in furtherance of the insider’s legitimate purposes, performance of duties or discharge of his legal obligations and possession of such information will not give rise to a conflict of interest or likelihood of misuse of the information.

- 4.2 To prevent the misuse of confidential information the Company shall adopt a ‘Chinese Wall’ procedure. In exceptional circumstances i.e., in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations, any Designated Person may be permitted to ‘cross the wall’ and give UPSI to any person on a ‘need to know’ basis, under intimation to the Compliance Officer.
- 4.3 Any person in receipt of unpublished price sensitive information pursuant to “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations. No Insider shall communicate, provide, or allow access to any UPSI, relating to the Company or securities, to any person including other Insiders except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- 4.4 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.
- 4.4 No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or securities, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

However, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which:

- a) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that sharing of such information is in the best interests of the company.
  - b) does not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitutes unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.
- 4.5 For the above purposes, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of this clause and shall not otherwise trade in securities of the Company when in possession of UPSI.

The Compliance Officer shall ensure that a structured digital database (“SDD”) is maintained containing the names of such persons or entities as the case may be with whom information is shared under this Code along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number 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.

In order to maintain SDD, the Company may develop in-house SDD software or appoint third party vendor to implement SDD software on Company’s server and Compliance Officer shall ensure that such third-party vendor would not have access to any UPSI of the Company while deployment / maintenance of SDD software.

The Compliance Officer shall ensure that SDD shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

## 5. PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”

All Designated Persons and their Immediate Relatives shall be subject to trading restrictions enumerated herein. As a general overriding rule, no Insider shall trade in securities of the Company when in possession of UPSI. When a person who is in possession of UPSI, has traded in securities, his trades would be presumed to be motivated by the knowledge and awareness of such information in his possession.

### (a) Trading Plans

An Insider shall be entitled to formulate a trading plan 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. Board of Directors of the Company represented by its MD and/or CEO is the approving authority in case of trades done by the Compliance Officer or his Immediate Relatives.

Such 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) Disclose either the value of trade to be effected or the number of securities to be traded, either a specific date or a time period not exceeding five consecutive trading days, along with the nature of the trade and the intervals at, or dates on which such trades shall be effected;
- (iv) Option to set Price Limits: In addition to the disclosures mentioned above, Insiders now have the option to establish a price range limited to +/- 20% of the buy/sell trades based on the closing price on the day before the submission of the trading plan. The Insider will execute the trade only if the security's execution price falls within this limit. If the security's price exceeds the Insider's set limit, the trade shall not be executed;
- (v) not entail trading in securities for market abuse.

The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of Insider Trading Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

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

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

The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either to 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.

Provided that the implementation of the trading plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the

commencement of implementation.

Upon approval of the trading plan, the Compliance Officer / Board of Directors of the Company represented by its MD as the case may be, shall notify the plan to the stock exchanges on which the securities are listed. The Compliance Officer must approve or reject the trading plan within two trading days of receipt and notify the approved plan to the stock exchanges on which the securities are listed on the day of approval.

The trading plan once approved may be non-executed in cases such as adverse price movements, permanent incapacity, bankruptcy, operation of law, or inadequate liquidity in the scrip. The Insider must inform the Compliance Officer of such non-execution. The Compliance Officer shall then present the matter, along with recommendations, to the Audit Committee for their consideration. The Audit Committee will make the final decision on whether such non-implementation is bona fide or not. Subsequently, this decision must be communicated to the stock exchanges.

## TRADING WINDOW AND PRE- CLEARANCE OF TRADES

### a) Trading Window

i. Other than the period(s) for which the 'trading window' is closed as prescribed hereunder, the same shall remain open for trading in the Securities of the Company by the Designated Persons and their Immediate Relatives. Trading window will be closed from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by the audit committee and the Board meeting should be as narrow as possible and preferably on the same date to avoid leakage of material information.

ii. In addition to the above, Trading window may be closed by the Company during such times in addition to the above period as it may deem fit from time to time including when the Compliance Officer determines that a Designated Persons or a class of Designated Persons can be reasonably expected to possess UPSI till 48 hours after the UPSI is made public.

iii. No Designated Person and their Immediate Relatives shall trade in the securities of the Company when the Trading Window is closed.

iv. It shall be the responsibility of the Designated Persons to advise their Immediate Relatives of Trading Window period closures.

v. The trading window restrictions shall not apply in respect of transactions (a) specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the Insider Trading Regulations and in respect of a pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by SEBI; (b) which are undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

vi. The Company shall implement system-driven trading window controls, including freezing of PANs at the security level during trading window closures. The Company shall provide the PAN details of Designated Persons and their Immediate Relatives to the stock exchanges and/or depositories, in the manner prescribed by SEBI, to enable automated enforcement of trading window restrictions. The Company shall comply with SEBI's phased framework for PAN freezing, including its extension to Immediate Relatives, as applicable from time to time.

## b) Pre- clearance of Trades

- i. All Designated Persons of the Company, who intend to trade in the securities of the Company irrespective of the value of the trade will have to make an application to the Compliance Officer in the prescribed form (Form E) given in this Code for pre-clearance of the transaction.
- ii. The application for approval for pre-clearance shall be made in Form E by the concerned Designated Person to the Compliance Officer. Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any Unpublished Price Sensitive Information. The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- iii. The restrictions contained in this clause shall also apply to Immediate Relatives in respect of which the concerned Designated Person shall be responsible for the compliance under this Code.

## 7. OTHER RESTRICTIONS

Following additional restrictions shall apply wherein pre-clearance for the trade has been sought by Designated Persons:

- a) All the pre-approved trades shall in respect of the securities of the Company shall be executed within seven Trading Days after the approval of pre-clearance is given, failing which, fresh pre-clearance for trades to be executed shall be obtained.
- b) The concerned persons shall disclose to the Company in the prescribed Form (Form F) the number of securities acquired or disposed of for which pre-clearances is obtained within two Trading Days of such transaction.
- c) The concerned persons shall disclose to the Company in the prescribed Form (Form F) the number of securities not traded including reasons for such decision for which pre-clearances is obtained within two Trading Days of completion of three Trading Days after the approval of pre-clearance is given.
- d) 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.
- e) 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.
- f) Any Designated person who is permitted to trade shall not execute a contra trade within six months. In case any contra trade is executed, inadvertently or otherwise, in violation of the restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act. This shall not be applicable for trades done in pursuance of a valid and approved trading plan and trades done pursuant to exercise of employee stock options.
- g) In case trading in securities is necessitated by personal emergency, the holding period of six months as specified above may be waived by the Compliance Officer after recording in writing his/her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer through concerned Departmental Head in the prescribed Form (Form K).

## 8. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

### 8.1 Initial Disclosures.

Every person on appointment as 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 or member of the Promoter Group, to the Company within seven days of such appointment or becoming a Promoter in Form - B;

## 8.2 Continual Disclosures.

- (a) Every Promoter, member of the Promoter Group, Designated Person and director of the Company shall disclose to the Company the number of such 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 ten lakh rupees or such other value as may be specified in Form – C;
- (b) The Company may notify the particulars of such trading to the stock exchange on which the securities are listed within two Trading Days of receipt of the disclosure or from becoming aware of such information.

**Explanation:** It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

Every Designated Person of the Company shall within 30 days of the beginning of every financial year, disclose to the Company, in the prescribed Forms (Form G and Form H) as may be applicable) or such other system generated forms from Insider Trading Compliance Tool, details and the holding of such securities as at the end of the financial year and the details of each purchase / sale of the securities during the financial year so ended. Any change in information provided earlier (other than holding of securities) shall be informed within 30 days of such change in prescribed form. Further, Designated Persons shall, in Form- J, 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 (Form - I).

## 8.3 Disclosures by other connected persons.

- (a) The Company may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company in Form – D and at such frequency as may be determined by the Company in order to monitor compliance with these regulations.

## 9. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

The MD and/or CEO of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements of Insider Trading Regulations to prevent insider trading.

The internal controls shall include the following:

- a. all employees who have access to UPSI are identified as Designated Person;
- b. all the USPI shall be identified and its confidentiality shall be maintained as per the requirements of the Insider Trading Regulations;
- c. adequate restrictions shall be placed on communication or procurement of UPSI as required by the Insider Trading Regulations;

- d. lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- e. periodic process review to evaluate effectiveness of such internal controls.

The Audit Committee of the Company shall review compliance with the provisions of the Insider Trading Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

## 10. PROTECTION TO EMPLOYEES

Any employee who voluntarily submits information to the SEBI under Regulation 7B or acts in the manner as specified under Regulation 7I of the Insider Trading Regulations, relating to an alleged violation of the Insider Trading Regulations that has occurred, is occurring or has a reasonable belief that it is about to occur, shall be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination by the Company, irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a reward under the Insider Trading Regulations.

“Employee” means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under the Insider Trading Regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

## 11. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- a) 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 dependents). Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company. Action taken by the Company shall not preclude SEBI from further action in case of violation of the Insider Trading Regulations.
- b) The Compliance Officer shall report all the breaches of this Code to the Board. In the event of a breach of the Insider Trading Regulations, the Company shall promptly inform the stock exchanges where securities of the Company are traded, in such form and manner as may be specified by SEBI from time to time.
- c) Designated Persons who violate the Code may also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in employee stock option plans, etc. Any amount collected under this shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

## 12. DISCLOSURES

This Code and any amendment thereof will be published on the Company’s official website and formulation and publication of the same shall be confirmed to the Stock Exchange(s) where the securities of the Company are listed.

## 13. POLICY REVIEW AND AMENDMENTS

The Board reserves the power to review and amend this Code from time to time. All provisions of this Code would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.




# Addsoft Technologies Limited


( Previously known as Addsoft Technologies Pvt. Ltd. )

CIN: U72200OR2005PLC008408 | GSTIN: 21AAFCA4430N1ZW | MSME Reg.: UDYAM-00-07-0001903

E-mail: [addsoft@addsofttech.com](mailto:addsoft@addsofttech.com), Website: [www.addsofttech.com](http://www.addsofttech.com)

 Registered Office: Plot No. 647/2219, Nuapatna, Telengapentha, Cuttack-754001, Odisha



 +91-671-3541001

By and on Behalf of Board of Directors  
For ADDSOFT TECHNOLOGIES LIMITED

**ADDSOFT TECHNOLOGIES LIMITED**

*Ashish Mohapatra*

**DIRECTOR**

Mr. Ashish Mohapatra

(Director)

DIN: 00449666



## FORM B

### SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the company: ADDSOFT TECHNOLOGIES LIMITED

ISIN of the company: INE10U501022

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, CIN/DIN & Address with contact nos.	PAN, & with	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
				Type of securities (For eg. – 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 on the securities of the company held on appointment of 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 appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
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:




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 Registered Office: Plot No. 647/2219, Nuapatna, Telengapentha, Cuttack-754001, Odisha



 +91-671-3541001

Date:

Place:





# Addsoft Technologies Limited

(Previously known as Addsoft Technologies Pvt. Ltd.)

CIN: U72200OR2005PLC008408 | GSTIN: Z1AAFC4443G1Z1W | MSME Reg.: UDYAM-03-07-0001903

E-mail: [addsoft@addsofttech.com](mailto:addsoft@addsofttech.com), Website: [www.addsofttech.com](http://www.addsofttech.com)



Registered Office: Plot No. 647/2219, Nuapatna, Telengapentha, Cuttack-754001, Odisha



## FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) - Continual Disclosure]

Name of the company: ADDSOFT TECHNOLOGIES LIMITED

ISIN of the company: INE10U501022

Details of change in holding of Securities of Promoter, Member of the 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, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Directors/Immediate relative to/others etc.)	Securities held prior to		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal 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 securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale / Pledge / Revocation / Invocation/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	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 on the securities of the company by Promoter, member of the 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).

BRANCH OFFICE :- Delhi | Mumbai | Chennai | Bangalore | Pune | Hyderabad | Ahmedabad | Visakhapatnam



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0671 3541001



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Registered Office: Plot No. 647/2219, Nuapatna, Telengapentha, Cuttack-754001, Odisha



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.*

Name & Signature:

Designation:

Date:

Place:

### FORM D

SEBI (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

BRANCH OFFICE :- Delhi | Mumbai | Chennai | Bangalore | Pune | Hyderabad | Ahmedabad | Visakhapatnam



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+91-671-3541001

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/ Preferential offer / off market/ Interse transfer, ESOPs etc. )	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale/ Pledge/ Revocation / Invocation/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	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 on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)	Exchange on
--	-------------

BRANCH OFFICE :- Delhi | Mumbai | Chennai | Bangalore | Pune | Hyderabad | Ahmedabad | Visakhapatnam



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Type of Contract	Contract specifications	Buy		Sell		which the trade was executed
		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.*

Name:

Signature:

Place:

BRANCH OFFICE :- Delhi | Mumbai | Chennai | Bangalore | Pune | Hyderabad | Ahmedabad | Visakhapatnam



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## FORM – E

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

[Under Clause 7 of Schedule B of Company's Code of Conduct to Regulate Insider Trading and Code of Fair Disclosure (Code)]

To,

The Compliance Officer

ADDISOFT TECHNOLOGIES LIMITED

### APPLICATION FOR PRE-CLEARANCE

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell / subscribe equity shares of the Company as per details given below:

1	Name of the applicant	
2	Designation	
2A	Relationship with the Applicant (Self/Immediate Relative)	
3	Number of securities held as on date	
4	DP ID / Client ID No	
5	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge
6	Proposed date of trading in securities	
7	Estimated number of securities proposed to be purchased/subscribed/sold/pledge	
8	Current market price (as on date of application)	
9	Whether the proposed transaction will be through stock exchange or off-market trade	
10	DP ID / Client ID No. where the securities will be credited / debited	

I hereby state that--

- I do not have access or has not received any price sensitive information as defined in the Code that has not become public, upto the time of signing this undertaking.
- In the event that I have access to or receive any unpublished price sensitive information as defined in the code, after the signing of this undertaking but before executing the transaction, I shall inform the Compliance Officer of the change in my position and that I / my immediate relatives would completely refrain from trading in the securities of the company until such information becomes public;
- I and my immediate relatives have not contravened the provisions of the Code as notified by the company from time to time.

- d) If approval is granted, I shall execute the trade within seven trading days of the receipt of approval failing which I shall seek pre-clearance afresh.
- e) I undertake to submit the necessary report within two trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
- f) I declare that I have not contravened the provisions of the Rules as notified by the Company from time to time.
- g) In the event of this transaction being in violation of the Rules or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.
- h) I declare that I have made full and true disclosure in the matter.

Name :

Employee No. :

Signature :

Date :

## FORM F

### FORMAT FOR DISCLOSURE OF TRADING UNDER PRE-CLEARANCE

[To be submitted within two (2) working days of trading in the Securities of the Company]

To,

The Compliance Officer  
ADDISOFT TECHNOLOGIES LIMITED

Dear Sir,

### DETAILS OF TRADING

Ref: Your Approval Letter No. \_\_\_\_\_ dated \_\_\_\_\_

I hereby inform you that I / my \_\_\_\_\_ (Name of the immediate relative)

have not traded any shares of the Company under the pre-clearance approval referred above

OR

have traded shares of the Company under the pre-clearance approval referred above, as per the details given below:

Date of trade	Nature of Trade (Bought / sold / subscribed)	No. of Shares Traded	DP ID / Client ID	Price (In Rs)

I declare that the above information is correct and that no provisions of the Company's Rules and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Thanking you,

Yours sincerely,



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+91-671-3541001

Signature :

Name :

Employee No. :

Date :



## FORM G

[Under Clause 1 of Schedule B of Company's Code of Conduct to Regulate Insider Trading and Code of Fair Disclosure (Code)]

### ANNUAL DISCLOSURE OF SHAREHOLDINGS OF ALL DESIGNATED PERSONS / CONNECTED PERSONS

For the Year ended	
Employee No.	
Name of the employee	
Location	
Date of declaration	
Details of shares held in the company as on	
No. of Shares	
Folio No. / DP ID – Client ID	
Details of shares held by the immediate relative as on	

Name of the immediate relative	Nature of Relationship	No. of Shares	Folio No. / DP ID – Client ID

Signature:

Date:



## FORM – H

The Compliance Officer

ADDSOFT TECHNOLOGIES LIMITED

### ANNUAL DISCLOSURE OF TRANSACTIONS BY DESIGNATED PERSONS / CONNECTED PERSONS

For the year ended 31<sup>st</sup> March \_\_\_\_\_

Name of the Director / Officer / Connected Person					
Date of purchase	No. of shares	Price share per	Date of Sale	No. of shares	Price share per
<b>TOTAL</b>			<b>TOTAL</b>		
Total no. of shares held at the beginning of the Year					
Total no. of shares held at the end of the Year					

For the year ended 31<sup>st</sup> March \_\_\_\_\_

Name of the Immediate Relative					
Relationship					
Date of purchase	No. of shares	Price share per	Date of Sale	No. of shares	Price share per
<b>TOTAL</b>			<b>TOTAL</b>		
Total no. of shares held at the beginning of the Year					
Total no. of shares held at the end of the Year					

Signature:

Name:

Employee No.:

Date

## FORM – I

NAME ADDRESS -1

DESIGNATION ADDRESS-2

EMP. CODE ADDRESS-3

Date:

To

The Compliance Officer,

ADDSOFT TECHNOLOGIES LIMITED

Dear Sir,

**Sub: One Time Disclosure under Clause 14 of Schedule B of SEBI (Prohibition of Insider trading) Regulations, 2015 read with SEBI (Prohibition of Insider trading) (Amendment) Regulations, 2018**

I, \_\_\_\_\_ S/o. \_\_\_\_\_ aged about \_\_\_\_\_ years, hereby declare that the following are the details of educational institutions from where I have graduated and details of my past employers:

### 1. Educational Institution details:

Sr. No.	Qualification	Name of the Educational Institution	Year of Passing

### 2. Past Employer details:

Sr. No.	Name of the Company	Address	Period of employment	
			From	To

I hereby state that the information provided herein above are true to the best of my knowledge.

Yours faithfully,

(Name of the Employee)

## FORM – J

NAME ADDRESS -1  
DESIGNATION ADDRESS-2  
EMP. CODE ADDRESS-3

Date:

To

The Compliance Officer,  
ADDISOFT TECHNOLOGIES LIMITED

Dear Sir,

**Sub: Annual Disclosure under Clause 14 of Schedule B of SEBI (Prohibition of Insider trading) Regulations, 2015 read with SEBI (Prohibition of Insider trading) (Amendment) Regulations, 2018**

I, \_\_\_\_\_ S/o. \_\_\_\_\_ aged \_\_\_\_\_ years, hereby provide the required information.

My Permanent Account No:

Phone No.:

Mobile Number(s):

Disclosure of details of immediate Relatives:

Sr. No.	Name of the Immediate Relative	Relationship	PAN	Phone No	Mobile Number(s)

*Note: Immediate Relative means your spouse and includes your parents, siblings, and children or of your spouse, any of whom is either dependent financially on you, or consults you in taking decisions relating to trading in securities.*

Details of Persons with whom I share material financial relationship:

Sr. No.	Name of the Person	PAN	Phone No	Mobile Number(s)

I hereby state that the information provided herein above are true to the best of my knowledge. I also undertake to



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provide this disclosure, whenever there is a change in the information provided herein above.

Yours faithfully,

(Name of the Employee)

FORM-K





## APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

[As per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 7(h) of Code of Conduct to Regulate, Monitor and Report trading by Insiders]

To,  
The Company Secretary/Compliance Officer  
ADDSOFT TECHNOLOGIES LIMITED  
Through: Department Head

Dear Sir,

I request you to grant me waiver of the minimum holding period of 6 months as required under the Company's' Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives, with respect to securities of the Company held by me/ (name of family dependent)/jointly acquired by me on (date). I desire to deal in the said shares because of the under-mentioned emergency [mention reasons in brief along with supporting documents]

Thanking you  
Your faithfully,

Name of Applicant:

Designation:

Employee Code No.:

(Signature)

Date

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