

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

(Effective from 15th May 2015)

Introduction

The Board of Directors of Odyssey Corporation Limited (the "Company") has adopted following policy for in line with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015. This Policy will be applicable to the Company effective from 15th May 2015.

In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, every listed company needs to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

The Policy is subject to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and shall be subject to the provisions of Listing Agreement and other applicable regulations as amended from time to time.

Board of Odyssey Corporation Limited has adopted the following Code for Regulating, Monitoring and Reporting of Trading by Insiders.

1. Definitions

In this Code, unless the context otherwise requires:

"Board" means the Board of Directors of Odyssey Corporation Limited and shall include any committees of the Board.

"Compliance Officer" means any senior officer, 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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;

"Connected person" means,-

(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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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, -

- (ii.a) an immediate relative of connected persons specified in clause (i); or
- (ii.b) a holding company or associate company or subsidiary company; or
- (ii.c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- (ii.d) an investment company, trustee company, asset management company or an employee or director thereof; or
- (ii.e) an official of a stock exchange or of clearing house or corporation; or
- (ii.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
- (ii.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
- (ii.h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- (ii.i) a banker of the company; or
- (ii.j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

“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.

“Designated Employee” means shall include:

officers in the top three tiers of the Company management as may be identified by the Compliance Officer in consultation with the Managing Director of the Company;

- (i) every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
- (ii) any other employee(s), as may be designated from time to time, for the purpose of this Code, by the Compliance Officer in consultation with the Managing Director of the Company.

“Director” means a member of the Board of Directors of the Company.

“Employee” means every employee of the Company including the Directors in the employment of the Company.

“Generally available Information” means information that is accessible to the public on a non-discriminatory basis.

“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

“Insider” means any person who,

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

“Key Managerial Person” means person as defined in Section 2(51) of the Companies Act, 2013

“Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:

“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;

“Takeover regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

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

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

“Unpublished Price Sensitive Information” means: 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:

- financial results;
- dividends;
- change in capital structure;
- mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- changes in key managerial personnel; and
- material events in accordance with the listing agreement

“Regulations” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), 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 thereunder shall have the meanings respectively assigned to them in those legislation.

3. Compliance Officer

- 3.1 The Company Secretary being Compliance officer shall report to the board of directors and in particular shall provide reports to the chairman of the Audit Committee or to the Chairman of the Board of Directors at frequency of 4(four) months _____.
- 3.2 The Compliance Officer shall be responsible for setting forth procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of designated employees' and their immediate relatives, trades (directly or through respective department heads as decided by the company), monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of the company.
- 3.3 The Compliance Officer shall maintain a record of the designated employees and any changes made in the list of designated employees.

The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's code of conduct.

4. Preservation of "Price Sensitive Information"

- 4.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- 4.2 Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
 - (2.a) an obligation to make an open offer under the takeover regulation where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
 - (2.b) not attracting 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 the proposed transaction is in the best interests of the Company and the information that constitute 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.

4.3 Need to know basis

"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

4.4 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word etc.

5. **Prevention of misuse of “Price Sensitive Information”**

All Directors, employees and connected persons designated on the basis of their functional role ("**designated persons**") in the Company shall be governed by this internal code of conduct governing dealing in securities. The board of directors shall in consultation with the compliance officer specify the designated persons to be covered by such code on the basis of their role and function in the organization. Due regard shall be had to the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

5.1 **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.

Trading Plan shall:

- (1.i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (1.ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (1.iii) entail trading for a period of not less than twelve months;
- (1.iv) not entail overlap of any period for which another trading plan is already in existence;
- (1.v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (1.vi) not entail trading in securities for market abuse.

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.

The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

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.

The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

All designated persons and their immediate relatives shall be subject to trading restrictions as enumerated below:-

5.2 Trading window

- 5.2.1 The Company shall specify a trading period, to be called "Trading Window", for trading in the Company's securities. The trading window shall be closed during the time the information referred to in para 4.2.3 is unpublished.
- 5.2.2 When the trading window is closed, the designated persons shall not trade in the Company's shares in such period.
- 5.2.3 The trading window shall, inter alia, be closed during the time unpublished Price Sensitive information is unpublished :-
- 5.2.4 The time for commencement of closing of trading window shall be decided by the Compliance Officer in consultation with the Managing Director of the Company.
- 5.2.5 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, which in any event shall not be earlier than forty-eight hours after the information becomes generally available, shall decide the timing for re-opening of the trading window.
- 5.2.6 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
- 5.2.7 The time for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by market, which in any event shall not be earlier than 48 (forty-eight) hours after the information becomes generally available. The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firm, law, firms, analyst, consultants etc. assisting or advising the company.
- 5.2.8 All designated persons and their immediate relatives shall conduct all their dealings in the shares of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's shares during the periods when trading window is closed, as referred to in para 4.2.3 or during any other period as may be specified by the Company from time to time.
- 5.2.9 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 window is closed.

6. Pre clearance of trades

- 6.1 All designated persons and their immediate relatives who deal in more than 8,000 shares of the Company when trading window is opened get pre-clearance of the transactions as per the pre-dealing procedure as described hereunder. Pre-dealing approval shall be necessary only if the cumulative dealings (i.e. purchase and/or sale) in a series of transactions exceed 8,000 shares of the Company from the last disclosure of shareholding to the Compliance Officer. 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.

The pre-dealing procedure shall be as hereunder.

6.2 Application in Form II

An application shall be made in prescribed Form II notified by the Company in this regard to Compliance officer indicating the estimated numbers of shares that person or his/her immediate relative(s) intend to

person or his/her immediate relative(s) intend to deal in, the details as to the depository with which he has a security account, the details as to the shares in such depository mode and such other details as may be required by any rule made by the Company in this behalf.

6.3 Undertaking

- (a) An undertaking shall be executed in favour of the Company by such designated persons incorporating, *inter alia*, the following clauses, as may be applicable:
- (b) That the designated person does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
- (c) 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 shares of the Company till the time such information becomes public.
- (d) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- (e) That he/she has made a full and true disclosure in the matter

6.4 Approval

- (a) The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations. Such approval/rejection would be conveyed through a hard copy,
- (c) The Compliance Officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- (d) The Compliance Officer shall also have regard to whether any declaration / undertaking given for pre-clearance is reasonably capable of being rendered inaccurate.
- (e) Every approval letter shall be issued in prescribed Form III or as may be prescribed by the Company from time to time. Every approval shall be dated and shall be valid for a period of one week after the date of approval, however, such approval shall automatically deemed to be withdrawn if such period is superseded by closure of trading window.
- (f) In the absence of the Compliance Officer, due to leave etc., the Officer designated by him/her from time to time shall discharge the function referred to in (a) above.
- (g) In the event of executing the transaction or not executing the transaction, a report to that effect shall be filed within the Compliance Officer in prescribed Form V.

6.5 Advice regarding Pre-clearance

In case of doubt, the designated person concerned shall check with the Compliance Officer or the Officer designated by him/her from time to time whether the provisions relating to pre-clearance are applicable to any proposed transactions in the Company's shares.

6.6 The Compliance Officer shall maintain a Register of Pre-clearance of trading in shares in the prescribed Form IV.

6.7 The Compliance Officer shall also maintain a register of "waiver of restriction on holding shares for minimum period as specified herein above in prescribed Form VI.

7. Other restrictions

7.1 All designated persons and their immediate relatives shall execute their order in respect

of shares of the Company within maximum seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given the designated person and their immediate relatives must pre clear the transaction again.

- 7.2 *All designated persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next 6 months following the prior transaction. All designated persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of Subscription in the primary market (IPO) the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the shares are actually allotted. The compliance officer may, however, grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the SEBI Act.*
- 7.3 *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.*
- 7.4 *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*
- 7.5 *In case the sale of shares is necessitated by personal emergency, the holding period may be waived by the compliance officer after recording in writing his / her reasons in this regard.*

8. Reporting Requirements for transactions in shares:

8.1 Initial Disclosure

Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form (Annexure 5).

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

8.2 Continual disclosure

Every promoter, employee 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 Rs. Ten lakhs.

The disclosure shall be made within 2 working days of:

- (2.a) the receipt of intimation of allotment of shares, or*
- (2.b) the acquisition or sale of shares or voting rights, as the case may be.*

8.3 Disclosure by the Company to the Stock Exchange(s)

Within 2 days of the receipt of intimation under Clause 8.1 and 8.2., the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

8.4 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees/persons for a minimum period of five years.

8.5 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors/officers/designated employees for a minimum period of three years.

8.6 The Compliance officer shall place before the Managing Director or a committee specified by the company, on a monthly basis all the details of the dealing in the shares by designated persons and their immediate relatives and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

8.7 The Compliance Officer shall maintain a register for recording the disclosure of shareholding, change thereof and annual disclosure received under sub-clause 8.1 and 8.2 above. Pro forma of the register to be maintained is prescribed in Form X.

8.8 The Compliance Officer shall maintain a Register of Designated Persons as per Form XI.

9. Penalty for contravention of code of conduct

9.1 Any employee/officer/director who trades in shares or communicates any information for trading in shares in contravention of the code of conduct may be penalised and appropriate action may be taken by the Company.

9.2 Designated person who violate this code of conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligible for future participation in employee stock option plans, etc.

9.3 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.

9.4 Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company/Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015. SEBI shall be informed by the Company.

CODE OF FAIR DISCLOSURE

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

- 1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.*
- 2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.*
- 3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.*

4. *Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.*
5. *Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.*
6. *Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.*
7. *Developing 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. *Handling of all unpublished price sensitive information on a need- to-know basis.*

ODYSSEY CORPORATION LIMITED

FORM NO 1

REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW

SN	PURPOSE FOR WHICH TRADING WINDOW CLOSED	START DATE OF CLOSURE OF TRADING WINDOW	DATE OF NOTIFYING CLOSURE OF TRADING WINDOW, IF ANY	DATE OF OPENING OF TRADING WINDOW	DATE OF NOTIFYING OPENING OF TRADING WINDOW	REMARKS

FORM –II**APPLICATION FOR PRE-CLEARANCE OF TRADES IN SECURITIES**

To

The Compliance Officer
Odyssey Corporation Limited
3-Hemu Castle, Dadabhai
Road, Vile Parle, West
Mumbai – 400 05

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices, I seek approval for purchase/sale/subscription of the Securities (give description) of the Company as per the details given below:

Name & Designation of the Director/ :
Officer/Designated Employees/Person
Department of Designated Employees :
/Person
Date of Joining/becoming
Director/officer/Designated
employee/Person :

S.NO.	No. of securities held (including Immediate relatives as on the date of application)	Folio No. / DP ID & Client ID	Nature of new transaction for which approval is sought	Estimated number of securities to be dealt
1	2	3	4	5

Estimated consideration value	Whether proposed transaction is in the self name or in the name of immediate relative	Name of the immediate relative, if the transaction is in the name(s) of the dependent(s)	Date of Purchase/ allotment	Previous approval no and date of purchase/ allotment
6	7	8	9	10

Note: "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.

UNDERTAKING

In this connection I solemnly confirm and declare:

- a) **THAT** I do not have access and/or have not received any "Price Sensitive Information" up to the time of signing the undertaking;
- b) **THAT** in case I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and **THAT** I shall refrain from dealing in the securities of the company till the time such information becomes public;
- c) **THAT** I have not contravened the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices as notified by the company from time to time.
- d) **THAT** I shall hold the shares for a minimum period of 30 days from the date of purchase/ **THAT** I have complied with the requirement of the minimum holding period of 30 days with respect to the shares sold. (applicable only in respect of sale transaction).
- e) I undertake to submit the necessary report within two days of execution of the transaction/a 'Nil' report if the transaction is not undertaken.
- f) I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- g) I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.
- i) I hereby undertake **not** to transact in securities in the sanctioned period in case trading window is declared closed subsequently.

Pre-clearance may kindly be accorded in terms of provisions of the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices of PTC.

Date.....

Place.....

Name & Signature:.....

Designation:.....

FOR OFFICE USE

Serial number of the application received :

Date & time of receipt of the Application :

Date & time of communication of the pre-clearance or otherwise :

Reasons for not giving pre-clearance :

Signature of the Compliance Officer/ Authorised Officer

FORM- III

Letter of intimation of pre-clearance

Director/Officer/Designated employees/Person

Employee No..... Designation.....

Dear Sir/Madam,

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application. Kindly note that in terms of the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices of the Company, the above mentioned transaction is to be completed within maximum of seven trading days of the pre-clearance.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till seven trading days from the date of pre- clearance. If you do not execute the approved transaction /deal on or before this date you would have to seek fresh pre-clearance approval before executing any transaction/deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2(two) days from the date of transaction/deal. In case the transaction is not undertaken a "Nil" report shall be necessary.

Kindly also note that in terms of the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices of the Company, the shares to be bought shall be held for a minimum period of 30 days from the date of the purchase. (applicable only in respect of purchase transaction).

The above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

For & on behalf of Odyssey Corporation Limited.

Compliance Officer/Authorised Officer

FORM- IV

REGISTER OF PRE-CLEARANCE FOR TRADE IN SECURITIES

SR NO	NAME	DESIGN A-TION	DEPAR T-MENT	DATE & TIME OF RECEIPT OF PRECLEARANCE APPLICATION	NATURE OF TRANSACTION(PURCHASE OR SALE)	ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION
1	2	3	4	5	6	7

ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION	NAME OF THE IMMEDIATE RELATIVE IF THE TRANSACTION IS IN THE NAME OF THE SUCH RELATIVE	DATE OF COMMUNICATION OF THE CLEARANCE BY THE COMPLIANCE OFFICER	REASONS FOR NON CLEARANCE , IF NOT CLEARED	DATE OF PLACEMENT BEFORE GRIEVANCE COMMITTEE	NUMBER OF SECURITIES ACTUALLY TRADED, IF INTIMATED	REMARKS
8	9	10	11	12	13	14

Note: "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

FORM- V

FORMAT FOR DISCLOSURE OF TRADING IN PRE-APPROVED TRANSACTIONS

(To be submitted within 2 (TWO) days of transaction/Dealing in Securities of the Company)

Date: _____

To,
The Compliance Officer
Odyssey Corporation Limited
3-Hemu Castle, Dadabhai Road
Vile Parle(West),
Mumbai – 400 056

Dear Sir/Madam,

DETAILS OF TARDINGINPRE-APPROVED TRANSACTION

Ref: Your Approval letter No.____ dated

I hereby inform you that I

have not bought/sold/subscribed any Securities of the Company

**have bought/sold/subscribed to the _____Securities (give description) as mentioned below
on _____(insert date)**

Name of holder	** First or joint holder	No. of Securities dealt with	Bought / Sold/ Subscri- bed	DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited	Price (Rs)

** "F" first holder "J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI any of the following documents:

1. *Broker's contract*
2. *Note*
3. *Proof of payment to/from brokers*
4. *Extract of bank passbook/statement (to be submitted in case of demat transactions).*
5. *Copy of Delivery instruction slip (applicable in case of sale transaction)*

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

I agree to hold the above Securities for a minimum period of 30 days. In case there is any urgent need to sell these Securities within the said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Yours truly,

Signature:

Name:

Emp No:

Dept/ Div.

Strike out whichever is not applicable.

ODYSSEY CORPORATION LIMITED

Regd. Office :

FORM VI

REGISTER OF WAIVER OF RESTRICTION FOR DISPOSAL OF SECURITIES

SN	NAME	DESIGNATION	DEPARTMENT	NAME OF THE IMMEDIATE RELATIVE, IF THE SHARES HELD IN THE NAME OF IMMEDIATE RELATIVE	NUMBER OF SHARES
1	2	3	4	5	6

CONSIDERATION VALUE	REASONS FOR WAIVER	DATE OF WAIVER	REMARKS
7	8	9	10

Note: "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.

FORM- VII

PROFORMA FOR INITIAL DISCLOSURE OF DETAILS OF SECURITIES HELD BY DIRECTORS / OFFICERS /DESIGNATED EMPLOYEES/PERSONS.

To,
The Compliance Officer
Odyssey Corporation Limited
3-Hemu Castle, Dadabhai Road
Vile Parle(West),
Mumbai – 400 056

Dear Sir/Madam,

IDirector/Officer/Designated employee/person of the Company furnish below the details of securities in the Company as onin my self name and/or in the name(s) of my immediate relatives in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code Of Internal Procedures and Conduct for regulating, monitoring and reporting of trading by Insiders of the Company.

Name & Designation of the Director/Officer/ Designated Employees/Person :
Department of Designated Employees/ Person :
Date of Joining/ becoming Director/ officer/ Designated employee/Person :

I. Details of shareholding of Directors /Officer/ Designated employees /Person held in self-name:

SR NO	No. of securities Held	Date of acquisition	Consideration	Folio No. / DP ID & Client ID

AI. Details of shares held by/in the name(s) immediate relatives :

SR NO	Name of immediate relative	Relation ship	No. of securities Held	Date of acquisition	Consideration	Folio No. / DP ID & Client ID

Note: "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.

Date :
Place :

Signature

FORM- VIII

PROFORMA FOR DISCLOSURE OF CHANGE IN SECURITIES HOLDING TO BE SUBMITTED BY DIRECTORS / OFFICERS /DESIGNATED EMPLOYEES/PERSONS.

To,
 The Compliance Officer
 Odyssey Corporation Limited
 3-Hemu Castle, Dadabhai Road
 Vile Parle(West),
 Mumbai – 400 056

Dear Sir/Madam,

IDirector/Officer/Designated employee/person of the Company, furnish below the details of transactions of my own/ immediate relative in the shares of the Company, exceeding 8,000 shares/ securities during the period from toin terms of t h e SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code Of Internal Procedures and Conduct for regulating, monitoring and reporting of trading by Insiders of the Company of the Company.

Name & Designation of the Director/Officer/ Designated Employees/Person :
 Department of Designated Employees/Person :
 Date of Joining/ becoming Director/ officer/ Designated employee/Person :

i. Details of change in shareholding (on own account) exceeding 8,000 shares

No. of securities held as on..... (date of previous disclosure)	Date of transaction	Details of securities Purchased		Details of securities sold		No. of securities Held as on..... (date of present disclosure)	Folio No./ DP ID & Client ID
		No	Consid-eration	No	Consid-eration		

AI. Details of change in shareholding exceeding 8,000 securities of immediate relatives

Name of the immediate relative	Relation ship	No. of securities held as on..... (date of previous disclosure)	Date of transaction	Details of securities Purchased	Details of securities sold	No. of securities Held as on..... (date of present disclosure)	Folio No. / DP ID & Client ID

I declare that I have complied with the requirement of the minimum holding period of 6 months/30 days, as the case may be with respect to the securities sold. (applicable only in respect of sale transaction).

Note: "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.

Signature

Date:
Place:

FORM- IX

PROFORMA FOR ANNUAL DISCLOSURE OF SECURITIES HOLDING TO BE SUBMITTED BY DIRECTORS / OFFICERS /DESIGNATED EMPLOYEES.

To,
The Compliance Officer
Odyssey Corporation Limited
3-Hemu Castle, Dadabhai Road
Vile Parle(West),
Mumbai -400056

Dear Sir/Madam,

IDirector/Officer/Designated employee/person of the Company, furnish below the details of transaction(s) in the securities of the Company, during the financial year st.....as well as shareholding as on March 31, 20__

Name & Designation of the Director/Officer/ Designated Employees/Person :
Department of Designated Employees/Person :
Date of Joining/ becoming Director/officer/ Designated employee/Person :

I. Details of transaction/ shareholding in own name

No. of securities held as on..... (date of previous disclosure)	Date of transaction	Details of securities Purchased during the year		Details of securities sold during the year		No. of securities Held as on..... (date of present disclosure)	Folio No./ DP ID & Client ID
		No	Consid-eration	No	Consid-eration		

AI. Details of transaction/shareholdings of immediate relatives.

Name of the immediate relative	Relationshi p	No. of securities held as on 01.04.200	Details of securities purchased during the year		Details of securities sold during the year		No. of securities Held as on 31.03.20_	Folio No. / DP ID & Client ID
			No	Value	No	Value		

I declare that the securities sold have been held by me for minimum period of 6 months, as the case may be (applicable in case sale transaction).

Note: "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.

Signature

Date:
Place:

FORM- X

REGISTER OF DISCLOSURE OF SHAREHOLDING BY DIRECTORS, OFFICERS & DESIGNATED EMPLOYEES/PERSONS

Name & Designation of the Director / Officer / Designated Employees / Persons :
 Department of Designated Employees / Persons :
 Date of Joining / becoming Director / officer / Designated employee / Person

INITIAL DISCLOSURE					
SN	DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITIES	ACQUISITION	CONSIDERATION VALUE	NAME OF THE DEPENDENT IF SECURITIES HELD IN THE NAME OF DEPENDENT
1	2	3	4	5	6

CHANGE IN HOLDING					
DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITIES	DATE OF TRANSACTION	TRANSACTION (PURCHASE OR SALE)	CONSIDERATION VALUE	NAME OF THE IMMEDIATE RELATIVE IF SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE
7	8	9	10	11	12

YEAR END DISCLOSURE

DATE OF RECEIPT	NUMBER OF	NAME OF THE	REMARKS

<i>OF INFORMATION</i>	<i>SECURITIES</i>		<i>DEPENDENT IF SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE</i>	
<i>13</i>	<i>14</i>	<i>15</i>	<i>16</i>	<i>17</i>

FORM- XI

REGISTER OF DESIGNATED EMPLOYEES / PERSONS

SN	NAME	DESIGNATION	DEPARTMENT	EMP NO.	DATE OF JOINING PTC

DATE OF BECOMING DESIGNATED EMPLOYEE/PERSON	DATE OF CEASATION AS DESIGNATED EMPLOYEE/PERSON	DP BEN ID OR FOLIO NO	REMARKS