

DREDGING CORPORATION OF INDIA LIMITED

CIN NO. L29222DL1976GOI008129

Website : www.dredge-india.com

e-mail : sreekanth@dcil.co.in



DCI CODE FOR PREVENTION PROHIBITION OF INSIDER TRADING IN THE SECURITIES OF DCI

REGISTERED OFFICE

Core: 2. 1st Floor, "SCOPE MINAR"
Plot No. 2A & 2B, Laxminagar District Centre,
Delhi - 110 092.

HEAD OFFICE

"DREDGE HOUSE", Port Area,
Visakhapatnam - 530 001.

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A. BACKGROUND:

1. Dredging Corporation of India Ltd. (hereinafter referred to as “the Company” / “DCI”) believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.
2. The SEBI (Prohibition of Insider Trading) Regulations, 2015 [“the Regulations”] has laid down a framework for prohibition of insider trading in securities and requires a Code for Fair Disclosure and Conduct (‘the Code’) be laid down by companies to prevent such insider trading in securities.
3. Accordingly, the Board of DCI has approved and adopted the following code of internal procedures and conduct in dealing with the securities of DCI. This code shall be called **“The Code for prevention of insider trading in the securities of DCI”** (“Insider Trading Code” / “Code”).
4. This Code will be in supersession of the earlier Code of Conduct for Prohibition of Insider Trading as approved by the Board in its 172nd Meeting held on 16/3/2002 and subsequently modified in the 302nd Meeting held on 13/09/2016. The modified Code is to incorporate the new requirements as per the amended Regulations and will come into effect with immediate effect.

B. OBJECTIVE OF THE CODE

5. The Code aims to ensure confidentiality of Unpublished Price Sensitive Information (UPSI) and prevent misuse of such information. The Code encourages timely reporting and adequate disclosure of price sensitive information by the Promoter(s), Director(s), Key Managerial Personnel, certain specified employees and other Connected Person. Further, the Code also endeavors to put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in SEBI (Prohibition of Insider Trading) Regulations 2015 to prevent insider trading.

C. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

6. To ensure fair disclosure of events and occurrences that could impact price discovery for its securities in the market, the Promoter(s), Director(s), Key Managerial Personnel and designated employees of DCI shall abide by the principles stated in the “Code of practices and procedure for fair disclosure of unpublished price sensitive information” provided at **Appendix - I**.

D. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

7. To maintain confidentiality of UPSI shared by Insiders in the ordinary course of business, a policy for determination of “legitimate purposes” for sharing such UPSI with outsiders is provided at **Appendix - II**.

E. DEFINITIONS

8. All capitalized terms used and not defined herein, shall bear the meaning as defined under the Regulations.
- 8.1. **“Company”** means Dredging Corporation of India Limited (“the Company”/ “DCI”)
- 8.2. **“Connected person”** shall have the same meaning as defined in the Regulations as:-
 - i. Designated Person;
 - ii. Any person who is or has during the six months prior to the concerned act

- been associated with DCI, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary relationship or holds any position including a professional or business relationship between himself and DCI, whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access;
- iii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected person unless the contrary is established:
1. Immediate relative of connected person mentioned at (ii) above;
 2. an associate company or subsidiary company of DCI;
 3. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 4. an investment company, trustee company, asset management company or an employee or director thereof; or
 5. an official of a stock exchange or of clearing house or corporation; or
 6. 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
 7. 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
 8. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 9. a banker of the company; or
 10. 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;
- 8.3. **"Designated Employees" shall mean -**
- (i) Key Managerial Personnel;
 - (ii) All executives of DCI at the level in Joint General Manager and above
 - (iii) All employees posted in the Secretariats of the Functional Directors of DCI;
 - (iv) All employees posted in Company Secretary Department;
 - (v) All employees posted in Finance and Accounts Department;
 - (vi) All employees posted in Marketing, Internal Audit, PR, Legal, IT, Vigilance departments/ sections.
 - (vii) Any other employee of DCI to be notified by the Compliance Officer, from time to time, with the approval of the Managing Director of DCI;
- 8.4. **"Designated Person" shall mean**
- (i) Promoter (s)
 - (ii) Director(s)
 - (iii) Chief Vigilance Officer
 - (iv) Designated Employee
- 8.5. **"Directors"** shall mean Directors on the Board of DCI
- 8.6. **"Fiduciary"** means any person having fiduciary relation with the company, including but not limited to auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.
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- 8.7. **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis.
- 8.8. **"Immediate Relative"** shall mean 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.
- 8.9. **"Insider"** means any person who is:
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information;
- 8.10. **"Key Managerial Personnel" (KMP) means -**
- (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Whole-Time Director;
 - (iii) the Chief Financial Officer;
 - (iv) the Company Secretary;
 - (v) any other officer designated as KMP from time to time.
- 8.11. **"Promoter"** means the promoters of the Company from time to time who are presently Visakhapatnam Port Trust, Paradip Port Trust, Deendayal Port Trust and Jawaharlal Nehru Port Trust.
- 8.12. **"Securities"** would mean the securities issued by DCI from time to time such as Equity Shares and Debentures, which are listed or proposed to be listed on a Stock Exchange and derivatives thereof.
- 8.13. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 8.14. **"Trading day"** means a day on which the recognized stock exchanges are open for trading.
- 8.15. **"Trading Window"** means a trading period in which DCI's securities can be traded.
- 8.16. **"Unpublished price sensitive information"(UPS)** means any information, relating to DCI 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 include 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 and such other transactions;
 - v. changes in key managerial personnel; and
 - vi. material events in accordance with the SEBI (LODR) Regulations 2015.

F. APPLICABILITY:

9. This code shall be applicable and binding on the insiders as defined above

G. COMPLIANCE OFFICER:

10. The Company Secretary of DCI shall act as the Compliance Officer for the purpose of this code and in the absence of the Company Secretary, Joint Company Secretary or such other officer of DCI authorized by Managed Director, DCI.

H. RESTRICTIONS ON COMMUNICATION/ SHARING OF UPSI AND TRADING BY INSIDERS

11. Communication or procurement of unpublished price sensitive information
- (i) All information shall be handled within the organisation 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.
 - (ii) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
 - (iii) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

*Explanation: "Legitimate Purposes" shall mean sharing of the UPSI by an Insider with outside agencies / parties in the ordinary course of business for carrying out his duties. Please refer to policy for determination of "legitimate purposes" as provided at **Appendix-II**.*

- (iv) Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–
 - a) entail an obligation to make an open offer under the takeover regulations where the 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) 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 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 to be adequate and fair to cover all relevant and material facts

For the above purpose the company 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 purpose and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

- (v) The Company shall maintain a structured digital database containing the name of persons or entities, as the case may be, with whom information is shared under this Code along with the Permanent Account Number (PAN) or any other identifier authorised by law, where PAN is not available.

- (vi) 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.
 - (vii) All Designated Persons need to ensure that details of the entities with whom UPSI is shared, is submitted to the Compliance Officer within 2 days to enable maintenance of the structured database.
12. Trading when in possession of UPSI:
- (i) No Insider or their immediate relative shall either on their behalf or on behalf of any other person, trade in securities of DCI when in possession of any UPSI.
 - (ii) When an Insider or their immediate relative trades in securities while in possession of UPSI, their trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
 - (iii) The onus of establishing that the Insider or their immediate relative was not in possession UPSI shall be on them.

I. TRADING BY DESIGNATED PERSONS

13. Every Designated Person (including his Immediate relative) shall –
- (i) execute trades in the securities of DCI subject to the compliance of the Code
 - (ii) trade only when Trading Window is open and
 - (iii) trade in the securities of DCI only after pre- clearance from the Compliance officer, for a single transaction or a series of transactions over any calendar quarter, if the quantity involved in the proposed trades (buy/sell) is 100 or more shares DCI's securities or if the value of the said trade(s) is in excess of Rs. 50,000 (Rupees Fifty Thousand).

J. TRADING WINDOW

14. The trading undertaken by the Designated Persons shall be routed through a notional Trading Window ("Trading Window") which has been created to monitor the trading done by them. It is only when such Trading Window is open, will the Designated Persons or class of Designated Persons be allowed to carry on trade in the security of the Company. However, the Trading Window shall be closed when the Compliance Officer determines that a Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates. --The Designated Persons and their Immediate Relatives shall not trade in securities when the Trading Window is closed.
15. Unless otherwise specified by the Compliance Officer, the Trading Window shall remain closed for the following events,
- (i) From 1st April upto Forty Eight hours after the declaration of the annual financial results (and dividend, if any) to the Stock Exchanges.
 - (ii) From 1st July upto Forty Eight hours after the declaration of the first quarter financial results to the Stock Exchanges.
 - (iii) From 1st October upto Forty Eight hours after the declaration of the second quarter financial results to the Stock Exchanges.
 - (iv) From 1st January upto Forty Eight hours after the declaration of the third quarter financial results to the Stock Exchanges.

- (v) Declaration of dividend;
 - (vi) Change in capital structure e.g. further issue of securities by way of public / rights / bonus, buyback of securities, etc.
 - (vii) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions.
 - (viii) Any other events for the dates as may be declared by Compliance Officer
- For Sl.No. (v) to (viii) above the trading window shall be atleast 7 days prior and 48 hours after the information is generally available:
- 16. No Insider shall deal in any transaction involving the purchase or sale of the DCI's securities, either in their own name or in the name of their immediate relative, during the Trading Window Closure period as mentioned above.
 - 17. The remaining days of a year other than the days mentioned above shall be called "Valid Trading Window".
 - 18. All Insiders or their immediate relative shall conduct their dealings in the securities of DCI only in the "Valid Trading Window" period and shall not enter into "Contra Trade" i.e. opposite or reverse transactions, in the securities of DCI during the next six months following the prior transaction.
 - 19. If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to credit to the Investor Protection and Education Fund administered by the SEBI. However, this restriction is not applicable for trades carried out in accordance with an approved trading plan.
 - 20. The Compliance Officer can grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the provisions of this code.
 - 21. The Compliance Officer shall maintain a register of the periods of "Closed Trading Window", wherein he shall record the date of closure and opening of the trading window and the purpose for which trading window is closed as per prescribed format (**Appendix- III**).
 - 22. The Compliance Officer shall place before the Managing Director on a Quarterly basis all the details of the dealing in the securities by Designated Persons of the Company (including 'Nil' report, if any) and the accompanying documents that such person had executed under the pre-dealing procedure as envisaged in this code.
- K. TRADING PLANS**
- 23. 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 as per proforma provided at **Appendix - IV**.
 - 24. Such Trading Plan shall:
 - (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - (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 DCI and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than twelve months;
 - (iv) not entail overlap of any period for which another Trading Plan is already in existence;
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- (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
 - (vi) not entail trading in securities for market abuse.
25. The compliance officer shall review the Trading Plan to assess whether the plan would have any potential for violation of these 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.
26. 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.
- Provided that the implementation of the Trading Plan shall not be commenced if any unpublished price sensitive information 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 and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of 12 above.
27. Upon approval of the Trading Plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

L. PRE-CLEARANCE OF TRADES

28. Application for pre-clearance shall be made only during Valid Trading Window period. Application submitted during Trading Window Closure period shall be invalid.
29. No Designated Person or their immediate relative shall apply for pre-clearance of any proposed trade if they are in possession of UPSI even during Valid Trading Window period.
30. A Designated Person or their immediate relative shall make a pre-clearance application to the Compliance Officer in the prescribed format (**Appendix – V**) alongwith an undertaking stating that they have not contravened the provision of Insider Trading Code.
31. Immediately on receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon. The Compliance Officer shall process the pre-clearance applications and if the pre-clearance application is in accordance and in compliance with the provisions of this Code, the Compliance Officer shall endeavor to communicate the pre-clearance immediately to the applicant but not later than 48 hours from the time of receiving the application. In the absence of the Compliance Officer, the officer authorized by the Compliance Officer shall give the pre-clearance.
32. The Compliance Officer shall maintain a Register of pre-clearance for trading in securities of DCI as per prescribed format (**Appendix – VI**).
33. The Designated Person or their immediate relative shall execute their order in respect of securities of the DCI within seven trading days from the date of approval of pre-clearance and details of such transaction shall be disclosed to the Compliance Officer within 2 days from the completion of such transaction.
34. If the order is not executed within said period, the Insider shall obtain fresh pre-clearance.

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

M. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

36. The Managing Director/ Compliance Officer shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.
37. The internal controls shall include the following:
- all employees who have access to unpublished price sensitive information are identified as designated employee;
 - all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
 - adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;
 - lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
 - all other relevant requirements specified under these regulations shall be complied with;
 - periodic process review to evaluate effectiveness of such internal controls.
38. A report confirming compliance with the requirements of this Code shall be submitted to The Board of Directors of DCI on annual basis through the Audit committee of the Board of DCI. The said Committee shall verify that the systems for internal control are adequate and are operating effectively.

N. DCI POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

39. The company shall follow the policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information as per **Appendix VII**

O. DISCLOSURES

Designated Person would be required to make disclosures to the Compliance Officer as per details given below:

40. Initial Disclosure

By Whom	What to be disclosed	When to be disclosed	Form
Promoter / Director / KMP	Holding of securities of DCI as on date of appointment as Director / KMP or becoming Promoter	Within seven days of such appointment or becoming Promoter	As per format provided at Appendix - VIII
Designated Person	1. Disclose name & PAN (or any other identifier authorized by law) of	Within 30 days of becoming a Designated Person	As per format provided at

	<p>the following persons:</p> <ol style="list-style-type: none"> a) Immediate Relatives b) Persons with whom the designated person shares a material financial relationship c) Phone, mobile & cell numbers which are used by the above persons <ol style="list-style-type: none"> 2. Names of educational institutions from which the designated person has graduated 3. Names of past employers <p><i>Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.</i></p>		<p>Appendix - IX</p>
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41. Continual Disclosure

By Whom	What to be disclosed	When to be disclosed	Form
Designated Person	Number of such securities acquired or disposed	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. 5	As per format provided at Appendix - X

		Lakh or such other value as may be specified. <i>Explanation - disclosure of incremental transactions shall be made when transactions effected after the prior disclosure cross the threshold specified above.</i>	
DCI to the Stock Exchange (s) where securities are listed	Details of above disclosure by Designated Person	Within two trading days of receipt of disclosure or becoming aware of such disclosure	
Designated Person	Disclose name & PAN (or any other identifier authorized by law) of the following persons: a) Immediate Relatives b) Persons with whom the designated person shares a material financial relationship c) Phone, mobile & cell numbers which are used by the above persons	Within 30 days of the end of the financial year. Whenever there is a change in the information vis-à-vis their last disclosure, within 30 days from such change.	As per format provided at Appendix - IX

42. Disclosure by other connected person
DCI may at its discretion require any other connected person or class of connected person to make disclosures of holdings and trading in securities of DCI in prescribed format (**Appendix - XI**) at such frequency as may be determined by DCI in order to monitor compliance with this Code.
43. Periodical disclosure

By Whom	What to be disclosed	When to be disclosed	Form
Designated Person	Number of such securities acquired or disposed	Periodicity of reporting of the transactions in securities shall be on a quarterly basis which would also include the cases	As per format provided at Appendix - XII

		where pre-clearance is also required. The Designated Persons shall submit his/her report within 15 days from the close of the previous quarter	
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44. Annual disclosure

By Whom	What to be disclosed	When to be disclosed	Form
Designated Person	Number of such securities acquired or disposed	Annual disclosure of number of shares and other securities held as on 31st March, including details of purchase/sale of shares and other securities during the financial year shall be made within 30 days from the close of each financial year	As per format provided at Appendix - XIII

45. Disclosure of relatives etc

By Whom	What to be disclosed	When to be disclosed	Form
Designated Person	Relatives etc.	Disclosure of names of relatives etc. initially and as and when change is made.	As per format provided at Appendix - XVI

P. DUTIES OF COMPLIANCE OFFICER

46. The Compliance Officer inter-alia shall be responsible for:

- (i) Compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of DCI.
- (ii) Putting up a report to the Audit Committee, on the following matters, at the end of the financial year:
 - Window Closure Period;
 - Trading Plan;
 - Pre-clearances application;
 - Disclosure to Stock Exchange;

- Review of compliance with the provisions of Prohibition of Insider Trading Regulations and verification of the systems for internal control for their adequacy and operating efficiency;
- (iii) Maintenance of records of disclosures made under this Code for a period of 5 years.

Q. PENALTY FOR CONTRAVENTION OF INSIDER TRADING CODE

47. Any employee/officer/director who trades in securities or communicates any information for trading in securities, in contravention of this Code of Conduct would be penalized and appropriate action against her/him would be taken by the Competent Authority against such employee etc., as provided in DCI's Conduct, Discipline and Appeal Rules (CDA) and Certified Standing Orders, as may be applicable. which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc.
48. In case trading in securities or communication of UPSI is done in contravention of this Code by an Insider, other than a Designated Employee, then the Compliance Officer may report such case to the SEBI for taking appropriate action. The reporting to SEBI would be in addition to the action envisaged as per the terms of the contract / agreement for the Breach of contract / agreement.
49. In case an Insider or their immediate relative executes a contra trade, inadvertently or otherwise, in violation of the restriction mentioned in the Insider Trading Code, the profits from such trade shall be liable to be disgorged and transferred to the Investors Education and Protection Fund of SEBI.

R. POWER OF SECURITIES AND EXCHANGE BOARD OF INDIA

50. The action by DCI shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, including any amendment thereof.

S. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

51. Any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, may be reported by the Compliance Officer to SEBI and report thereof shall be put up to the Audit Committee.

T. AMENDMENT TO THE CODE:

52. The amendments in the Code necessitated due to shall be carried out with approval from Chairman & Managing Director:
- (i) amendments to The SEBI Act, 1992, the SEBI (Listing Obligations & Disclosure Requirements), 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, the Companies Act 2013, SEBI (Substantial Acquisition of Shares and Takeover) Regulation, 2011 or any other statutory legislations or
 - (ii) changes in the nomenclature of designations of the employees or directors of DCI
- Provided the Board is kept informed about the said amendment at the first Board Meeting held after such amendment.
53. Any amendment for the reasons other than those mentioned above shall need approval by the Board of Directors.

54. However, Compliance Officer is authorized to make changes, if any, in the format of disclosure forms and/or any additional disclosure Forms as may be notified by SEBI from time to time.

U. DETAILS OF THE COMPLIANCE OFFICER:

55. Any clarification with regard to the Code may be addressed to the Compliance Officer at the address given below:

Company Secretary

DREDGING CORPORATION OF INDIA LIMITED

DREDGE HOUSE

PORT AREA, VISAKHAPATNAM – 530001

Email – sreekanth@dcil.co.in

V. DISCLAIMER

56. The Insider Trading Code enumerated above is a framework for prohibition of Insider Trading in Securities of DCI. However, it is the responsibility of every Insider to familiarise and ensure compliance with this Code, SEBI (Prohibition of Insider Trading) Regulations or any amendment thereof and other applicable laws.

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

A Designated Person, as defined in the Insider Trading Code, shall abide by the following principles of fair disclosure of unpublished price sensitive information for fair disclosure of events and occurrences that could impact price discovery for its securities in the market:

1. Ensure that all unpublished price sensitive information that may impact the market price of DCI securities shall be promptly made available in public domain.
2. Avoid selective disclosure of unpublished price sensitive information and ensure that all unpublished price sensitive information is disclosed uniformly and universally.
3. Ensure that any unpublished price sensitive information, which may have been disclosed selectively, inadvertently or otherwise, shall be promptly made available in public domain.
4. Ensure that appropriate and fair response is provided to queries on news reports and requests for verification of market rumours by regulatory authorities.
5. Ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.
6. Best practices be followed 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.
7. All unpublished price sensitive information shall be handled on a need-to-know basis i.e. no unpublished price sensitive shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of his legal obligations.
8. Company Secretary of DCI is designated as the "Compliance Officer" to deal with all matters relating to dissemination of information and disclosure of unpublished price sensitive information.

APPENDIX – II POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE

The sharing of UPSI by an Insider shall be deemed to be for "Legitimate Purpose" if it satisfies the following criteria:

- i. The UPSI shall be shared only on 'need to know' basis.
- ii. Such sharing of UPSI shall be in the ordinary course of business such as performance of duties, discharge of legal obligations, etc. with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations as well as Insider Trading Code of DCI.
- iii. The Insider shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
- iv. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "Insider" and due notice shall be given to such person to maintain confidentiality of UPSI.
- v. The Insider sharing UPSI shall ensure that such third party is also bound by non-disclosure or confidentiality agreements and the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of DCI's Insider Trading Code.

APPENDIX – III REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW

Sl.No.	Date of notifying Trading Window Closure	Start Date of Trading Window Closure	Last Date of Trading Window Closure	Purpose for closure of Trading Window	Remarks

APPENDIX – IV APPLICATION FOR APPROVAL OF TRADING PLAN BY INSIDER(S)

**The Compliance Officer
Dredging Corporation of India Limited
Dredge House, Port Area,
Visakhapatnam – 530001**

Dear Sir,

I, Shri / Smt. _____, Insider of DCI intend to deal in securities of DCI for the financial year _____ as per details given below:

Name	
Emp. Code, if any	
Designation	
Department	
PAN	
Email id	

Details of proposed Trading Plan in securities of DCI

Name	Relationship	Opening Balance as on 01/04/____	Trading Plan Details			Closing Balance as on 31/03/____	DP ID/ Client ID or Folio No.
			Date	Transaction (Buy/Sell)	Quantity		

UNDERTAKING

I understand that public disclosure of the above mentioned Trading Plan would be made by DCI by notification to the Stock Exchange. I further declare as under:

1. The Trading Plan submitted is irrevocable and I shall mandatorily 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.
2. I shall not entail commencement of trading earlier than six months from the public disclosure of the plan;
3. I shall 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;
4. I shall not entail overlap of any period for which another Trading Plan is already in existence;
5. I shall not entail trading in securities for market abuse.
6. The Trading Plan shall not be commenced if any unpublished price sensitive information is in my possession at the time of formulation of the plan and has not become generally available at the time of the commencement of implementation.

Date :
Place :

Signature : _____

APPENDIX – V APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES

**The Compliance Officer
Dredging Corporation of India Limited
Dredge House, Port Area,
Visakhapatnam – 530001**

Dear Sir,

I, Shri / Smt., Insider of DCI intend to carry out transaction(s) in securities of DCI as per details given below:

Name	
Emp. Code, if any	
Designation	
Department	
PAN	
Email id	

Sl.No	Name of the Person	Nature of relationship	No. of securities held as on the date of the application	Folio no. DP ID & Client ID	Nature of transaction (Buy/Sell)	Estimated number of securities to be dealt	Estimated consideration value
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)

UNDERTAKING

In this connection I solemnly confirm and declare:

- a) THAT I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;
- b) THAT in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer about such "Unpublished Price Sensitive Information" and that I shall completely refrain from dealing in the securities of DCI till the time such information becomes public;
- c) THAT I have not contravened the Insider Trading Code as notified by DCI from time to time.
- d) THAT I shall not undertake any contra trade for a minimum period of six months from the date of the transaction, for which pre-clearance has been taken.

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief. Pre-clearance may kindly be accorded in terms of the Insider Trading Code of DCI.

Date :
Place :

Signature : _____

FOR OFFICE USE

Date & time of receipt of the Application :

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

Reasons for not giving pre-clearance, if any :

Signature of the Compliance Officer / Authorised Officer

APPENDIX – VI REGISTER OF PRE-CLEARANCE OF TRADING IN SECURITIES

Sl.No.	Name	Designation	Badge No.	Department	Date and time of receipt of pre-clearance application	Name of the person in whose name the transaction is being made	Relationship
1	2	3	4	5	6	7	8

Nature of transaction (buy/sell)	Estimated no. of securities	Estimated consideration	Date of communication of the clearance by the compliance officer	Reasons for non-clearance, if any	No.of securities actually traded, if intimated
9	10	11	12	13	14

**APPENDIX – VII DCI POLICY AND PROCEDURE FOR INQUIRY IN CASE OF
LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE
SENSITIVE INFORMATION**

- I. The Managing Director shall within 7 (seven) working days from the date of receipt information regarding leak of UPSI or suspected leak of UPSI, shall proceed to investigate the matter and for such purpose he may consult such person, whether internal or otherwise or obtain such external assistance or opinion as he may deem fit. During the course of such investigation, Managing Director may call for additional documents, representations, etc.
- II. If an inquiry has been initiated, the relevant Intermediaries and Fiduciaries shall co-operate with DCI in connection with such inquiry conducted by it.
- III. On completion of the preliminary investigation, MD shall refer the matter to the Chairman of the Audit Committee. After considering the matter, the Audit Committee shall put forward its recommendation to the Board.
- IV. The Board, on receipt of such recommendation and after due review, if forms an opinion that there is a leak of UPSI, then it will order for necessary disciplinary proceedings under the CDA Rules/ Certified Standing Orders which will be in addition to the penal provisions stated under the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2015 as amended from time to time and any other statutory enactments, as applicable.
- V. This policy shall not in any way exclude any referrals, complaints, measures, actions, etc. which can be instituted under the existing Whistle Blower Policy of DCI. The Whistle Blower Policy is hosted on the website of the company www.dredge-india.com.

APPENDIX – VIII**INITIAL DISCLOSURE ON BECOMING/ DIRECTOR/ KMP/ PROMOTER**

Name of the Company : Dredging Corporation of India Limited,
ISIN No. : INE 506A01018

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of DCI and other such persons as mentioned in Regulation 6(2) of SEBI (PIT) Regulations, 2015

Name, PAN, CIN / DIN & address with contact nos.	Category of Person (Promoters / KMP / Directors / immediate relatives / others etc.)	Date of appointment of Director / KMP OR date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director / KMP		% of Share - holding
			Type of security (For eg. – Shares, Warrants, Debentures etc.)	No .	
1	2	3	4	5	6

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of DCI and other such persons as mentioned in Regulation 6(2) of SEBI (PIT) Regulations, 2015

Open Interest of the Future contracts held at the time of becoming Promoter / appointment of Director / KMP			Open Interest of the Option Contracts held at the time of becoming Promoter / appointment of Director / KMP		
Contract specification	Number of units (contracts lot size)	Notional value in Rupee terms	Contract specification	Number of units (contracts lot size)	Notional value in Rupee terms
7	8	9	1	1	1
			0	1	2

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

Name and Signature :
Designation :
Date :
Place :

APPENDIX – IX FORMAT FOR DISCLOSURE BY DESIGNATED PERSON

- A) Continual disclosure (within 30 days from date of any changes or within 30 days of end of financial year)

Name (Designated Person / Immediate Relative / Person with whom Designated Person shares a material financial relationship)	Relationship	PAN or any other identifier authorized by law	Phone, Mobile, Cell no.
1	2	3	4

- B) One-time disclosure by Designated Person

Educational Institute from which the Designated Person has graduated	
Names and address of past employers	

Name and Signature :

Designation :

Date :

Place :

DCI CODE FOR PREVENTION PROHIBITION OF INSIDER TRADING IN THE SECURITIES OF DCI

APPENDIX – X CONTINUAL DISCLOSURE

Name of the Company : Dredging Corporation of India Limited,
ISIN No. : INE 506A01018

Details of change in holding of Securities of Promoter, Designated Employee or Director of DCI and other such persons as mentioned in Regulation 6(2) of SEBI (PIT) Regulations, 2015

Name, PAN, CIN / DIN, & address with contact nos.	Category of Person (Promoters / KMP / Directors / immediate relatives / others etc.)	Securities held prior to acquisition / disposal		Securities acquired / disposed			Securities held post acquisition / disposal		Date of allotment advice / acquisition / sale of securities specify	Date of intimation to company	Mode of acquisition / disposal (on market / public rights / preferential offer / off market / Inter-se transfer, ESOPs, etc.		
		Type of security (For eg. – Shares, Warrants, Debentures etc.)	No. & % of shareholding	Type of security (For eg. – Shares, Warrants, Debentures etc.)	No.	Value	Transaction type (Buy / Sell / Pledge / Revoke / Invoke)	Type of security (For eg. – Shares, Warrants, Debentures etc.)				No. & % of shareholding	
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Contd.

APPENDIX – X (Contd.)
Details of trading in derivatives of the company by Promoter, Designated Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2) of SEBI (PIT) Regulations, 2015

Type of contract	Contract specifications	Trading in derivatives (specify type of contract, futures or options, etc.)				Exchange on which the trade was executed
		B u y		S e l l		
		Notional value	No. of units (contracts X lot size)	Notional value	No. of units (contracts X lot size)	
15	16	17	18	19	20	21

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

Name & Signature :
 Designation :
 Date :
 Place :

DCI CODE FOR PREVENTION PROHIBITION OF INSIDER TRADING IN THE SECURITIES OF DCI

APPENDIX – XI - TRANSACTIONS BY OTHER CONNECTED PERSON AS IDENTIFIED BY THE COMPANY

Name, PAN, CIN / DIN, address with contact nos. of other connected person as identified by the company	Connection with company	Securities held prior to acquisition / disposal		Securities disposed		Securities acquired / disposal		Securities held post acquisition / disposal		Date of allotment advice / acquisition / sale of securities specify From To		Date of intimation to compa ny	Mode of acquisit ion / disposa l (on market / public rights / preferen tial offer / off market / Inter-se transfer, ESOPs, etc.
		Type of security (For eg. – Shares, Warrant s, Debentu res etc.)	No. & % of share- holdin g	Type of security (For eg. – Shares, Warrant s, Debentu res etc.)	No. .	Value	Transactio n type (Buy / Sell / Pledge / Revoke / Invoke)	Type of security (For eg. – Shares, Warrant s, Debentu res etc.)	No. & % of share holdi ng	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Contd.

APPENDIX – XI (Contd.)

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

Type of contract	Contract specifications	Trading in derivatives (specify type of contract, futures or options, etc.)				Exchange on which the trade was executed
		B u y		S e l l		
		Notional value	No. of units (contracts X lot size)	Notional value	No. of units (contracts X lot size)	
1	1	17	1	19	2	21
5	6		8		0	

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

Name :
 Signature :
 Date :
 Place :

DCI CODE FOR PREVENTION PROHIBITION OF INSIDER TRADING IN THE SECURITIES OF DCI**APPENDIX – XII – PERIODIC STATEMENT OF DCI'S SHAREHOLDINGS OF DESIGNATED PERSONS**

Date :

To,

Compliance
Officer
The Shipping Corporation of
India Ltd. Board Secretariat,
Shipping House
245, Madam Cama Road, Mumbai - 400 021.

1. PERIODIC STATEMENT OF DCI'S SHAREHOLDINGS OF DESIGNATED PERSONS

Sr No.	Name	Designation	Department	No. of shares held at the start of 1st/2nd/3rd/4th Quarter	No. of Shares bought during the Quarter	No. of Shares sold during the Quarter	No. of Shares held at the end of 1st/2nd/3rd/4th Quarter	Folio No./ DP ID / Client ID

DCI CODE FOR PREVENTION PROHIBITION OF INSIDER TRADING IN THE SECURITIES OF DCI

II. PERIODIC STATEMENT FOR DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS OF DESIGNATED PERSONS

Sr No.	Name	Relationship	No. of shares held at the start of 1st/2nd/3rd/4th Quarter	No. of shares bought during the Quarter	No. of Shares sold during the Quarter	No. of Shares held at the end of 1st/2nd/3rd/4th Quarter	Folio No / DP ID/ Client ID

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DECLARATION

I/We declare that I/We have complied with the requirement of the minimum holding period of 30 days with respect of the shares sold.

Signature : _____

Name :

Designation :
 Only For DCI employees
 Division/Department :
 Employee. No. :

Notes:

1. This disclosure is to be made on a quarterly basis i.e. within 15 days from the close of the previous quarter.
2. 1st, 2nd, 3rd and 4th quarter would be: 1st Quarter - 1st April to 30th June.; 2nd Quarter - 1st July to 30th Sept. 3rd Quarter - 1st Oct. to 31st Dec. 4th Quarter - 1st Jan. to 31st March

DCI CODE FOR PREVENTION PROHIBITION OF INSIDER TRADING IN THE SECURITIES OF DCI**APPENDIX – XIII – ANNUAL STATEMENT OF DCI'S SHAREHOLDINGS OF DESIGNATED PERSONS**

To,
Compliance
Officer,
The Shipping Corporation of
India Ltd., Board Secretariat,
Shipping House
245, Madam Cama Road, Mumbai - 400 021.

I. ANNUAL STATEMENT OF DCI's SHAREHOLDINGS OF DESIGNATED PERSONS

Sr No.	Name	Designation	Department	No. of Shares Held on 1st April	No. of Shares Bought During the year	No. of Shares Sold During the year	No. of Shares held on 31st March	Folio No./ DP ID/ Client ID

II. ANNUAL STATEMENT FOR DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS OF DESIGNATED PERSONS

Sr No.	Name of Relative	Relationship	No. of Shares Held on 1st April	No. of Shares Bought During the year	No. of Shares Sold During the year	No. of Shares held on 31st March	Folio No./ DP ID/ Client ID

DECLARATION

DCI CODE FOR PREVENTION PROHIBITION OF INSIDER TRADING IN THE SECURITIES OF DCI

I/We declare that the shares sold have been held by me/us for atleast 30 days.

I/We further declare that the above disclosure is true and correct and in accordance with periodic and previous disclosures given to the company.

Signature : _____

Name :

Designation :
Only For DCI employees
Division/Department :
Employee No. :

Place:
Date:

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P.N- 110

DCI CODE FOR PREVENTION PROHIBITION OF INSIDER TRADING IN THE SECURITIES OF DCI

APPENDIX – XIV – ACKNOWLEDGEMENT FORM

I _____, have received and read **DCI CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING (“this Code”)**. I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature :
Name :
Designation (Only for DCI Employees) :
Date :
Place :

DCI CODE FOR PREVENTION PROHIBITION OF INSIDER TRADING IN THE SECURITIES OF DCI

APPENDIX – XV – ANNUAL COMPLIANCE REPORT

I _____ do hereby solemnly affirm to the best of my knowledge and belief that I have fully complied with the provisions of the **DCI CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING** during the financial year ending 31st March, .

Signature :
Name :
Designation (Only for DCI Employees) :
Date :
Place :

DCI CODE FOR PREVENTION PROHIBITION OF INSIDER TRADING IN THE SECURITIES OF DCI**APPENDIX – XVI – DECLARATION OF RELATIVES ETC****I. LIST OF RELATIVES AS DEFINED U/S.2(77) OF THE COMPANIES ACT,2013:**

A)

Sl.No.	Relationship		Names
1	Spouse	:	
2	Father (Including step-father)	:	
3	Mother (including step – mother)	:	
4	Son (including Step son)	:	
5	Son's wife	:	
6	Daughter	:	
7	Daughter's husband	:	
8	Brother (including step-brother)	:	
9	Sister (including step-sister)	:	

B) LIST OF HINDU UNDIVIDED FAMILY (HUF) IN WHICH I AM A KARTA/MEMBER

Sl.No.	Name of the HUF	Names of other Members/Karta of HUF
1		

II. LIST OF FIRMS IN WHICH ANY OF MY RELATIVE (AS MENTIONED IN SR. NO. I ABOVE) IS A PARTNER:

Sl.No.	Name and Address of the Firm	Nature of Interest
1		

III. LIST OF PRIVATE COMPANIES IN WHICH I OR ANY OF MY RELATIVE (AS MENTIONED IN SR. NO. I ABOVE) IS A DIRECTOR OR MEMBER:

Sl.No.	Name and Address of the Firm	Nature of Interest
1		

IV. NAME OF PUBLIC COMPANIES IN WHICH I AM A DIRECTOR AND ALONG WITH MY RELATIVES HOLD MORE THAN 2% OF ITS PAID UP SHARE CAPITAL:

Sl.No.	Name of the public companies	% age of shareholding (more than 2%)
1		

DCI CODE FOR PREVENTION PROHIBITION OF INSIDER TRADING IN THE SECURITIES OF DCI**V. LIST OF BODIES CORPORATE WHOSE BOARD OF DIRECTORS, MANAGING DIRECTOR OR MANAGER IS ACCUSTOMED TO ACT IN ACCORDANCE WITH MY ADVICE, DIRECTIONS OR INSTRUCTIONS GIVEN OTHER THAN IN A PROFESSIONAL CAPACITY:**

Sl.No.	Name and Address of the Bodies Corporate	Name of the Persons who is/are accustomed to act	Designation
1			

VI. LIST OF PERSONS ON WHOSE ADVICE, DIRECTIONS OR INSTRUCTIONS GIVEN OTHER THAN IN A PROFESSIONAL CAPACITY, I AM ACCUSTOMED TO ACT:

Sl.No.	Name of the Person	Address
1		

VII. DETAILS OF KEY MANAGERIAL PERSONNEL(KMP) HELD IN ANY OTHER BODY CORPORATE:

Sl.No.	Name of the Body Corporate	Whether Director /KMP*
1		

*"Key Managerial Personnel" means (i) the Chief Executive Officer or the Managing Director or the Manager; (ii) the Company Secretary; (iii) the Whole-time Director; and (iv) the Chief Financial Officer.

Signature :

Name :

Designation (Only for DCI Employees) :

Date :

Place :