DREDGING CORPORATION OF INDIA LIMITED ("DCIL")

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND IMMEDIATE RELATIVES OF DESIGNATED PERSONS

REGISTERED OFFICE:

CORE 2, FIRST FLOOR,
"SCOPE MINAR",
PLOT NO. 2A & 2B,
LAXMINAGAR DISTRICT CENTRE,
DELHI – 110091

CORPORATE OFFICE:

"DREDGE HOUSE", HB COLONY
MAIN ROAD, SEETHAMMADHARA,
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CONTENT

S. No.	TITLE
1	**CHAPTER-**I Preliminary
2	**CHAPTER-II** Definitions
3	**CHAPTER-III** Policy and Its Applicability
4	**CHAPTER-IV** Compliance Officer
5	**CHAPTER-V** Preservation of Unpublished Price Sensitive Information
6	**CHAPTER-VI** Trading Plan
7	**CHAPTER-VII** Trading Window
8	**CHAPTER-VIII** Pre-Clearance of Trading in Securities
9	**CHAPTER IX** Reporting Requirements for Transactions in Securities
10	**CHAPTER X** Other Disclosures
11	**CHAPTER XI** Institutional Mechanism for Prevention of Insider Trading
12	**CHAPTER XII** Penalty for Contravention
13	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
14	**FORM NO I**: - Register of Period(S) of Closer of Trading Window
15	**FORM NO II**: - Application for Pre-Clearance of Trading in Securities
16	**FORM NO III**: - Letter of Intimation of Trading Plan/ Pre-Clearance
17	**FORM NO IV**: - Register of Pre-Clearance for Trade in Securities
18	**FORM NO V**: - Format for Disclosure of Pre-Approved/ Trading Plan Transactions
19	**FORM NO VI**: -Register for Waiver of Restriction On “Holding Period”
20	**FORM NO VII**: - Application for Approval of Trading Plan
21	**FORM NO VIII**: - Register of Approval of Trading Plan in Securities and Notification to Stock Exchanges
22	**FORM NO IX:** - Format for Disclosure by Designated Person
23	**FORM B:** - Disclosure on Becoming a Key Managerial Personnel /Director/Promoter/Member of The Promoter Group
24	**FORM C:** - Continual Disclosure
25	**FORM D**: - Transactions by Other Connected Persons as Identified by The Company
26	Report By (Name of The Listed Company/ Intermediary/Fiduciary) For Violations Related to Code of Conduct Under SEBI (Prohibition of Insider Trading) Regulations, 2015

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND IMMEDIATE RELATIVES OF DESIGNATED PERSONS

(PURSUANT TO REGULATION 9(1) OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015)

CHAPTER-I

1.0 Preliminary:

Dredging Corporation of India Limited ("**Company**" or "**DCIL**") endeavours to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) (as defined hereinafter) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. In this regard this code of conduct for prevention of insider trading is framed by the board of directors of the Company pursuant to Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, *as amended* (herein after called SEBI Regulation 2015). This code shall be called the Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons of Dredging Corporation of India Limited.

Every Designated Person (as defined hereinafter) has a duty to safeguard the confidentiality of all Unpublished Price Sensitive Information obtained in the course of his or her work in the Company or which comes to his or her knowledge during his or her association with the Company. The Designated Persons or any Immediate Relative of such Designated Persons shall not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information which is not in the public domain and thus constitutes insider information.

The Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons came into effect upon its approval by the Board of Directors of the Company.

This Code of Conduct may be modified by the Board of Directors from time to time to adopt best practices and to comply with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

1.1 Objectives:

The Company is committed to:

i) preserving the confidentiality and preventing misuse of any unpublished price sensitive information about the Company or any of its securities;

ii) adherence to transparency and fairness in dealing with all stakeholders of the Company; and

iii) strict compliance with applicable regulations of the Securities and Exchange Board of India and the relevant provisions of the Companies Act, 2013.

CHAPTER-II

2.0 Definitions:

2.1 "**Act**" means the Securities and Exchange Board of India Act, 1992.

2.2 "**Board" / SEBI** means the Securities and Exchange Board of India.

2.3 "**Code**" means this "**Code**" means Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons of Dredging Corporation of India Limited including any modification(s) or amendment(s) made thereto from time-to-time or any replacement made thereof by the Company.

2.4 "**Company**" means Dredging Corporation of India Limited ("DCIL").

2.5 "**Compliance Officer**" means any senior officer, designated so and reporting to the board of directors, 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 company.

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

2.6 "**Connected Person**" shall have the meaning assigned to it under the Regulations.

2.7 "Designated Persons" shall include:

i) All Promoters or Promoter Group(s) of the Company

ii) All Directors on the Board of Directors of the Company;

iii) All Key Managerial Personnel appointed by whatever name called including CEO, CFO, COO, Company Secretary, Chief Vigilance Officer;

iv) All officers at two grade below Chief Executive Officer of the Company i.e. All GMs;

v) Concerned executives working in the following departments of the Company, who may have access to Unpublished Price Sensitive Information:

A. Company Secretariat:- who deals with Board and Board Level Committees

B. Accounts and Finance:- who deals in Consolidation, Dividend, Merger, Accounts, Finance Treasury, Working Capital, ERP Finance, Corporate Taxation & Listing

C. Technical Secretaries to CMD, Directors;

(vii) Designated Persons of material subsidiaries of DCIL and associate companies

viii) Such other employees of the Company, as may be notified by the Compliance Officer, from time to time, with the approval of the Board of Directors.

Note 1: Depending on the change in the scope of responsibility of an employee, the Compliance Officer with the approval of the Board of Directors may exclude or include any employee from the list of Designated Person.

Note 2: In case any Designated Person separates from the services of the Company due to superannuation/resignation/termination etc., he/she shall continue to be considered as a Designated Person for a further period of 6 (six) months subsequent to the date of his/her separation from the Company as envisaged under the Regulations.

2.8 "**Director**" means a member of the board of directors of the Company.

2.9 "**Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media]

2.10 "**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;

2.11 "**Insider**" means any person who,

i. is a Connected Person, or

ii. is in possession of, or has access to Unpublished Price Sensitive Information.

Note : A person will be considered insider even if in receipt of UPSI pursuant to a "legitimate purpose

2.12 **“Key Managerial Personnel”** or **“KMP”**, in relation to a company means:-

(a) The Chairman & Managing Director

(b) All Whole-time Functional Directors

(c) Company Secretary, the Chief Executive Officer or the Chief Financial Officer;

(d) Such other officer as may be prescribed under the Companies Act, 2013

2.13 “**Promoter**” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

2.14 **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

2.15 “**Regulations**” means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendment made thereof.

2.16 “**Securities**” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof.

2.17 “**Trading**” means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any Securities of the Company, and “**Trade**” shall be construed accordingly.

2.18 “**Trading Day**” means a day on which the recognized stock exchanges are open for Trading.

2.19 “**Trading Plan**” shall have the meaning assigned to it in Clause 6 of this Code.

2.21 “**Trading Window**” shall have the meaning assigned to it in Clause 7.1 of this Code.

2.22 “**Unpublished Price Sensitive Information**” (UPSI) means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

(i) financial results;

(ii) dividends;

(iii) change in capital structure;

(iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;

(v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;

(vi) change in rating(s), other than ESG rating(s);

(vii) fund raising proposed to be undertaken;

(viii) agreements, by whatever name called, which may impact the management or control of the company;

(ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

(x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;

(xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

(xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;

(xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;

(xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;

(xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;

(xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

a. ‘Fraud’ shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

b. ‘Default’ shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

INTERPRETATION:

(i) All capitalized terms used in this Code but not defined herein shall have the meanings assigned to them under the Regulations, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or Companies Act, 2013 and rules and regulations made thereunder as the case may be.

(ii) Words importing the singular number shall include the plural and vice versa;

(iii) References to one gender shall include all genders;

(iv) The index hereto and headings herein shall not affect the construction of this CODE;

(v) Reference herein to any enactment shall be deemed to include reference to such enactment as re-enacted, amended or extended.

(vi) Any phrase introduced by the terms “including”, “include” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

(vii) The Appendix and Forms are an integral and inseparable part of this CODE.

CHAPTER-III

3.0 Policy and Its Applicability:

3.1 Applicability:

This Code shall be applicable to all Insiders including the Designated Persons and immediate relatives of Designated Persons of the Company and its subsidiaries.

3.2 Policy:

(i) No insider shall either on his own behalf or on behalf of any other person, trade in securities of the Company that are listed or proposed to be listed on any stock exchange when in possession of any UPSI unless such trades were according to the trading plan or otherwise permitted under SEBI Insider Trading Regulations.

(ii) When a person 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) In case of Connected Persons, the onus of establishing that they were not in possession of UPSI shall be on such Connected Persons.

(iv). All Directors, Key Managerial Personnel and /or Designated/Connected Persons or their Immediate Relatives shall conduct their trading in the securities of the Company only during or in a valid trading window strictly in compliance with this Code.

CHAPTER-IV

4.0 COMPLIANCE OFFICER:

The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the provisions specified in the Regulations and this Code for preservation of Unpublished Price Sensitive Information, monitoring of Trades and implementation of the provisions specified in the Regulations and this Code under the overall supervision of the Board. In his absence, the deputy company secretary, who shall be nominated by the company secretary, will act as the Compliance Officer. In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her functions. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company, Designated Persons and Unpublished Price Sensitive Information of the Company.

The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

4.1 DUTIES OF THE COMPLIANCE OFFICER:

The Compliance Officer shall be responsible for:

(i) setting forth policies and prescribing procedures for various activities referred to in this Code. Monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information and notify the concerned stock exchanges and/or SEBI about all the particulars required to be intimated to the concerned stock exchanges and/or SEBI, as may be specified under the Regulations.

(ii) Putting up a report to the Audit Committee, on the following matters, at least once in a 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;

- Reports with regard to any default of SEBI Insider Trading Regulations/this CODE;

(iii) Putting up the Compliance Report to the Board of Directors at least once in a financial year

(iv) Maintenance of records of disclosures made under this CODE for a period of 5 years.

(V) The timing 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 the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

(vi) When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.

(vii) Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

(viii) Assisting all the Designated Persons and their immediate relatives to whom this Code is applicable in addressing any clarifications regarding the provisions of the Regulations and this Code.

(ix) Undertaking any other responsibilities as assigned under this Code or under the Regulations.

CHAPTER-V

5.0 PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

5.1

(i) All information shall be handled within the company on a need-to-know basis. No insider shall communicate, provide, or allow access to any UPSI, relating to the 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, discharge of legal obligations or otherwise permitted under these Regulations.

(ii) No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(iii) Any person in receipt of UPSI pursuant to ‘a legitimate purpose’ shall be considered an ‘insider” for the purpose of these Regulations and due notice be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulations.

(iv) All Insiders need to ensure that details of the persons/entities, including Name and Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available, with whom UPSI is shared, is immediately provided to the Compliance Officer to enable maintenance of the structured digital database as required under SEBI Insider Trading Regulations. The entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

5.2 Limited access to Unpublished Price Sensitive Information:

The board of directors of company has made a policy for determination of “legitimate purposes” as a part of “Codes of Fair Disclosure and Conduct” formulated under regulation 8. All the insiders and designated persons who are

privy to the Unpublished Price Sensitive Information shall, take appropriate safeguards for preserving the confidentiality of the same, and to prevent its wrongful dissemination, adopt among others. The board of directors can 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 purposes permitted under regulation and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

The board of directors or compliance officer shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

5.3 Chinese Wall

The norms for appropriate 'Chinese wall' procedures, and processes for permitting any designated person to "cross the wall" shall be as determined by the Company from time to time.

5.4.1 To prevent the misuse of Unpublished Price Sensitive Information the Company has adopted a "Chinese Wall" policy whereby those areas of the Company which routinely have access to Unpublished Price Sensitive Information, considered "inside areas" are separated from areas which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas".

5.4.2 The Designated Persons in the inside area shall not communicate any Unpublished Price Sensitive Information to any one in public area.

5.4.3 The Designated Persons in inside area may be physically segregated from Designated Persons in public area and the Company may choose to demarcate various departments as inside area.

5.4.4 Only in exceptional circumstances Designated Persons from the public areas may be brought "over the wall" and given Unpublished Price Sensitive Information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

5.4.5 The Company shall have a process for how and when people are brought 'inside' on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information. All employees are required to participate in regular, ongoing training programs about insider trading laws and its procedures. The Compliance Officer and their team monitor employee trading activities and communications (e.g., phone

calls, emails) to detect potential information leaks or policy deviations. Clear and severe penalties for breaching the policy, including termination of employment and potential legal action, are established and communicated to all staff.

CHAPTER-VI

6.0 TRADING PLAN:

(1) 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.

(2) Such trading plan shall: –

(i) not entail commencement of trading on behalf of the insider earlier than [one hundred and twenty calendar days] from the public disclosure of the plan;

(ii) not entail overlap of any period for which another trading plan is already in existence;

(iii) set out following parameters for each trade to be executed:

(i) either the value of trade to be affected or the number of securities to be traded;

(ii) nature of the trade;

(iii) either specific date or time period not exceeding five consecutive trading days;

(iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

(i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.

(ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.

(iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

(iv) not entail trading in securities for market abuse.

(3) 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. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Also trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

(4) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

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.

If the insider has set a price limit for a trade then the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan, the following procedure shall be adopted:

(i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

(ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.

(iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

(iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

(5) The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

CHAPTER-VII

7.0 **TRADING WINDOW:**

7.1 The Company shall specify a Trading period for Designated Persons, to be called – "**Trading Window**", for Trading in compliance with the Regulations.

7.2 The Trading Window shall also be applicable to any other person as may be specified by the Company.

7.3 A notional trading window shall be used as an instrument of monitoring trading by the designated persons.

7.4 The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

7.5 Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

7.6 For unpublished price sensitive information not emanating from within the Listed Company, trading window may not be closed.

7.7 Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

7.8 The trading window restrictions shall not apply in respect of

(i) certain transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of PIT regulations 2015 and in respect of a pledge of shares for a Bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;

(ii) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of

warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

7.9 The timing 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 the market, which in any event shall not be earlier than **forty-eight hours** after the information becomes generally available.

7.10 When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above thresholds as the board of directors may decide from time to time.

CHAPTER-VIII

8.0 PRE-CLEARANCE OF TRADING IN SECURITIES

8.1 Applicability:

Every Designated Person who intends to conduct Trading either in his/her own name or in the name of his/her Immediate Relatives (i) beyond the minimum threshold limits given in code and (ii) has not submitted a Trading Plan which has been approved by the Compliance Officer, shall obtain pre- clearance of the transactions.

Application for pre-clearance shall be made only during Valid Trading Window period. Applications submitted during a period when the Trading Window is closed shall be invalid and will be deemed to have been automatically rejected.

8.2 Pre-clearance will not be necessary if the Trading is for less than 1,000 (one thousand) equity shares of the Company to be Traded in a single transaction or less than 2,500 (two thousand five hundred) equity shares of the Company to be Traded in a series of transactions within 1 (one) week.

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

Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

8.3 Pre-clearance Procedure:

All Designated Persons required to obtain pre-clearance of the transactions as per the provisions of Clause 8.1 above, shall make a pre-clearance application

to the Compliance Officer. The application shall indicate the estimated number of Securities of the Company that the Designated Persons or their Immediate Relatives intend to Trade in, the details as to the depository with which he/she has a security account, the details as to Securities of the Company in such depository mode and such other details, as may be required by the Compliance Officer from time-to-time in this behalf.

An undertaking shall be executed in favour of the Company by such Designated Persons incorporating, *inter alia*, the following clauses, as may be applicable:

(a) that he/she does not have any access or has not received Unpublished Price Sensitive Information up to the time of signing the undertaking;

(b) that in case he/she has access to or receives Unpublished 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/her position and that he/she would completely refrain from Trading till the time such information becomes accessible to the public on a non-discriminatory basis;

(c) that he/she has not contravened this Code as notified by the Company from time to time;

(d) that he/she shall hold their investments in Securities of the Company for a minimum holding period as specified under Clause 8.6;

(e) that he/she undertakes to submit the necessary report within two working days of execution of the transaction or a “Nil” report, after the expiry of one week from the date of the pre-clearance approval if the transaction is not undertaken;

(f) that he/she is aware that, he/she shall be liable to face penal consequences as set forth in this Code including disciplinary action under this Code, in case the above declarations are found to be misleading or incorrect at any time;

(g) that he/she hereby undertakes not to conduct Trading in the sanctioned period in case the Trading Window is declared closed subsequently;

(h) that he/she has made a full and true disclosure in the matter.

A combined proforma for application-cum-undertaking is annexed to this Code as Form-II.

All the Designated Persons shall execute documents as may be prescribed by the Compliance Officer from time-to-time. Such application for pre-Trading approval with enclosures must necessarily be sent through electronic mail followed by hard copies of all the documents. The e-mail for this purpose should

be sent to the address i.e. kalabhinetri@dcil.co.in or to such other email id as may be notified by the Compliance Officer from time to time.

8.4 (A) Approval:

(a) Immediately on receipt of a pre-clearance application, the date and time of the receipt of the same shall be recorded thereon by the Compliance Officer. The Compliance Officer shall process the said pre-clearance application and if pre-clearance application is in accordance and in compliance with provisions of this Code, the Compliance Officer shall endeavour to communicate the pre-clearance immediately but not later than 48 (forty-eight) hours from the time of receiving the application. Trading by the Compliance Officer shall require prior clearance from the Board.

(b) Every approval letter shall be issued in the format prescribed in Form-III as annexed to this Code or in such other format as may be prescribed by the Company from time-to-time. Every approval shall be dated and shall be valid for a period of 7 (seven) days from the date of approval; however, such approval shall automatically deem to be withdrawn if such period is superseded by closure of the Trading Window. If a Trade is not executed by the Designated Persons pursuant to the approval granted by the Compliance Officer within 7 (seven) days, then such Designated Person shall apply once again to the Compliance Officer for fresh pre-clearance of the transaction.

8.4 (B)(a) The competent person or authority to accord pre-clearance shall be as follows: (i) For chairman-cum-managing director:	Board is the approving authority
(ii) For Directors and Compliance Officer:	Chairman-cum-managing director is the approving authority
(iii) For other Designated Persons:	Compliance Officer.

8.5 **Completion of Pre-cleared Trading:**

(a) Every Designated Persons who intends to Trade either in his/her own name or in the of his/her Immediate Relatives shall ensure that they complete execution of every pre-cleared Trading as prescribed above within 7 (seven) days from the date of the approval. Such Designated Persons shall file within 2 (two) days of the execution of the transaction, the details of such transaction, with the Compliance Officer in the format prescribed in Form-V, as annexed to this Code. In the event of executing the transaction or not executing the transaction, a report to that effect shall be filed with the Compliance Officer also in the format prescribed in Form-V, as annexed to this Code.

(b) The Compliance Officer shall maintain a register for pre-clearance of Trading and record therein the name and designation of the person submitting the application, date of the application, date and time of receipt of the application, nature of the transaction, number of Securities to be Traded, consideration value, name of the Immediate Relative, if the transaction is in the name of the Immediate Relative and date and details of the actual transaction. A proforma of the register is annexed to this Code as Form-IV.

8.6 **Holding Period:**

8.6.1 All Designated Persons who buy or sell any number of Securities of the Company, shall not enter into a contra trade, i.e. sell or buy any number of Securities of the Company during the next 6 (six) months following the prior transaction. However, trading window norms and restriction on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

8.6.2 The Compliance Officer may waive the holding period after recording in writing his/her reasons in this regard, provided such waiver does not violate the Regulations. In respect of the Compliance Officer, such relaxation shall require prior approval of the Reporting Officer. However, no such sale or purchase will be permitted when the Trading Window is closed. Provided however, that the decision of the Compliance Officer/ Reporting Officer (as the case may be) with regard to waiver of the holding period shall be at the sole discretion of the Compliance Officer/ Reporting Officer (as the case may be) and such decision shall be final.

8.6.3 In the event a Designated Person executes a contra trade as described in Clause 8.6.1 above, inadvertently or otherwise, in violation of the restriction specified in this Code, the profits from such a Trade shall be liable to be disgorged for remittance to SEBI for credit to Investor Protection and Education Fund administered by SEBI under the Act. However, this shall not be applicable for trades pursuant to exercise of stock options.

8.6.4 The Compliance Officer shall also maintain a register of waiver of restriction on holding period and shall record thereon the name of the Designated Persons, details of Securities of the Company for which waiver is granted, date of such waiver and the grounds for grant of the waiver. A proforma of the register is annexed to this Code as Form- VI.

8.7 Advice regarding Pre-Clearance:

In case of doubt, the Designated Persons shall consult the Compliance Officer or such other officer designated by him/her from time to time whether the provisions relating to pre-clearance are applicable to any proposed transaction to be made by such Designated Persons in the Securities of the Company.

CHAPTER IX

9.0 REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

(1) Initial Disclosures.
Every person on appointment as key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.

(2) Continual Disclosures.
(a). Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;

(b). The company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation. —disclosure of Incremental transactions shall be made when transactions effected after the prior disclosure cross the threshold specified above

(3). Designated Person
1. Disclose name & PAN or any other identifier authorized by law (Aadhaar, Voter ID, Driving License, Passport) of the following persons:
    a) Immediate Relative(s)
    b) Persons with whom the designated person shares a material financial relationship
    c)Phone, mobile/cell numbers which are used by the above persons

The disclosure will be
    1. Within 30 days of the end of the financial year.
    2. Whenever there is a change in the information vis-à vis their last disclosure, within 30 days from such change.

The Designated person shall disclose the names of educational institutions from which designated persons have graduated and names of their past employers on a one time basis.

The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year.

(5) Disclosure of Pledge Details:
Subject to the provisions of the Regulations or the CODE, whenever the Designated Persons or their Immediate Relatives enter into transaction of creation of pledge or invocation of pledge or revocation of pledge in the Securities of the Company at any time. The Designated Person shall intimate the Company about such transaction within two Trading Days of such transaction.

CHAPTER X

10.0 OTHER DISCLOSURES

Disclosures by other connected persons.

The company can require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in the prescribed format at such frequency as may be determined by the company in order to monitor compliance with these regulations.

NOTE: This is an enabling provision to seek information from those to whom it has to provide unpublished price sensitive information. This provision confers discretion on any company to seek such information. The disclosures made shall be maintained by the company, for a minimum period of five years, in such form as may be specified.

CHAPTER XI

11.0 INSTIUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

(1) The Compliance Officer, Chief Executive Officer, Managing Director or such other analogous person of a
company, intermediary or fiduciary shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in code or regulations to prevent insider trading.
(2) The internal controls shall include the following:
(a). all employees who have access to unpublished price sensitive information are identified as designated person;
(b). all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of code and relevant regulations;
(c). adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information;
(d). 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;
(e). all other relevant requirements specified under code shall be complied

with;
(f). periodic process review to evaluate effectiveness of such internal controls.

(3) The board of directors of company and the board of directors or head(s) of the organization of intermediaries and fiduciaries shall ensure that the Compliance Officer, Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with code.
(4) The Audit Committee of a company or other analogous body for intermediary or fiduciary shall review compliance with the provisions of this code at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
(5) The company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which shall be approved by board of directors of the company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.
(6) The company shall have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.
(7) If an inquiry has been initiated by a company in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, the relevant intermediaries and fiduciaries shall co-operate with the company in connection with such inquiry conducted by company.

CHAPTER XII

12.0 PENALTY FOR CONTRAVENTION:

12.1 All Designated Persons shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).

12.2. Any Persons, who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to applicable law, be also subject to disciplinary action by the “Competent Authority” as defined in the Employee (Conduct, Discipline and Appeal) Rules of the Company, if any. The disciplinary actions include wage freeze, suspension, recovery, clawback etc

In case of violation of the CODE and/or Regulations, the following penalties shall be imposed on the Designated Person / Insiders apart from other disciplinary action:

Sr no	Violation	Penalty*
1	Trading in Securities of the Company either in name of the Designated Person / Insider or in the name of their Immediate Relative,	Rs.5,000/- per occasion

	when the trading window remains closed.	
2	In case of entering into Contra Trade	Rs.5,000/- per occasion
3	Non-Updation of data on software as informed by the Company from time to time or any other violation/ contravention of the Regulations/ the CODE	Rs.2,000/- per occasion

*In case of any instance of violation by the Designated Person / Insider, the amount of penalty shall be deducted from the Salary / outstanding bills of the Designated Person / Insiders directly and be deposited to Investor Protection and Education Fund of SEBI (IPEF A/c)

The Compliance Officer shall place non-compliance/ violation of the CODE / Regulations before the Audit Committee and Board of Directors before depositing the amount of penalty into IPEF A/c. The Audit Committee may recommend the relaxation of, and/or the Board of Directors may relax, in their absolute discretion.

12.3 Action taken by the Company for violation of the Regulations and this Code against any Designated Person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

12.4 In case a Designated Person or their Immediate Relative(s) executes a contra trade, inadvertently or otherwise, in violation of the restriction mentioned in this CODE, the profits from such trade shall be liable to be disgorged and transferred to the Investors Education and Protection Fund of SEBI.

12.5 The action by the Company 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.

12.6 Any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time shall be reported by the Compliance Officer to SEBI and report thereof shall be put up to the Audit Committee/Board.

12.7 In case it is observed by the company that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, it shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time.

Note: Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

13. CODE OF CONDUCT FOR INTERMEDIARIES / FIDUCIARY

The board of directors or head(s) of the organization of every intermediary / fiduciary shall formulate a code of conduct to regulate, monitor and report

Trading by their designated persons and immediate relatives of designated persons, by adopting the minimum standards as specified in the Regulations.

14. DIGITIZATION OF DATA

1. The Company has provided and implemented a web-based software for digitization of the data and records required to be maintained for and by the Designated Persons / Insiders and by the Company as provided in the Regulations / CODE including submission of the undertakings, continual / annual disclosures, approval of the trading plan etc. With implementation of web-based software, the forms, registers & other records as attached in the CODE are replaced in similar formats with the forms, registers & other records provided in the web-based software.

2. The Company reserves the right to amend or replace the existing web-based software with any other of the same kind or develop its own software for digitizing the records of the Insider/Designated Persons. Insider/ Designated Persons shall adhere to and comply with the requirement of taking approval and submitting disclosures etc. through the web-based software.

15. CLARIFICATIONS:

For all queries concerning this Code, all employees of the Company may please contact the Compliance Officer.

16. GENERAL:

GENERAL: Designated Persons and insiders are advised to read this Code and the Regulations carefully and acquaint themselves with the provisions contained therein This code is a framework for prohibition of Insider Trading in Securities of DCIL. However, it is the responsibility of every Insider to familiarise and ensure compliance with this CODE, SEBI Insider Trading Regulations or any amendment thereof and other applicable laws.

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

(PURSUANT TO REGULATION 8(1) OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015)

Pursuant to regulation 8 (1) of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, Dredging Corporation of India Limited, would follow the following practice and procedure for fair disclosure of Unpublished Price Sensitive Information (UPSI):

1. The Company shall make 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. The Company shall disclose Unpublished Price Sensitive Information in a universal and uniform manner to avoid selective disclosure of such information.

3. The Compliance officer or any other person authorised by Board of Directors shall deal with the dissemination of information and disclosure of Unpublished Price Sensitive Information.

4. The Company shall ensure prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise, so that such information is made generally available.

5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

6. The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.

7. The Company shall take reasonable steps, to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

8. The Company shall handle the Unpublished Price Sensitive Information on a "need to know" basis, i.e. no UPSI shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of his legal obligations.

9. legitimate purposes - 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 strictly 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 Insider Trading Regulations.

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 including SEBI Insider Trading Regulations.

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. All Insiders shall ensure non-disclosure or confidentiality agreements with the persons with whom UPSI is shared 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 Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons of Dredging Corporation of India Limited.

FORM NO I

DREDGING CORPORATION OF INDIA LIMITED

REGISTER OF PERIOD(S) OF CLOSER OF TRADING WINDOW

S. 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

FORM NO II

DREDGING CORPORATION OF INDIA LIMITED

APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES OF DREDGING CORPORATION OF INDIA LIMITED

To

The Compliance officer
DREDGING CORPORATION OF INDIA LIMITED (DCIL)
Dredge House, HB Colony
Main Road,
Seethammadhara,
Visakhapatnam,
Andhra Pradesh

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Company's "Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons of Dredging Corporation of India Limited", I seek approval for trading in Securities of DCIL (give description) as per the details given below:

Name, Designation & Emp. No.: PAN No:

Department: Email ID:

Date of Joining/ becoming the **Designated Person**:

S. No.	**No. of Securities held (including that of the immediate relative as on the date of application)**	**Folio No. / DP ID & Client ID**	**Nature of new Transaction (acquisition/disposal or otherwise) for which approval is sought**	**Estimated number of Securities to be dealt**
1	**2**	**3**	**4**	**5**

Estimated consideration value	**Whether proposed transaction under self name or by immediate Relative**	**Name of the Immediate relative, if the transaction is made by Immediate Relative(s)**	**Proposed Date of Trades/ Date of allotment**	**Previous approval no. and Date of purchase/ allotment**
6	**7**	**8**	**9**	**10**

contd….

UNDERTAKING

In this connection I 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 of any change in my position and that I shall refrain from Dealing in Securities till the time such information becomes public;

c) that I undertake to submit the necessary report within two days of execution of the transaction/a 'Nil' report if the transaction is not undertaken.

d) that 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.

e) that I have not contravened the "Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons of Dredging Corporation of India Limited" as notified by the Company.

f) that I hereby undertake **not** to transact in Securities in the sanctioned period in case trading window is declared closed subsequently.

g) that I hereby made a full and true disclosure in the matter.

h) that 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.

i) 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 unless such trade is executed as per approved trading plan.

Pre-clearance may kindly be accorded in terms of provisions of the "Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons of Dredging Corporation of India Limited".

Date…. **Signature: ……**

Place…. **Name & 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

DREDGING CORPORATION OF INDIA LIMITED ANDHR A PRADE SH

(***Note : Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan)***

FORM NO III

DREDGING CORPORATION OF INDIA LIMITED
ANDHRA PRADESH

Letter of intimation of Trading Plan/ Pre-Clearance

Name :
Employee No.
Designation :

Dear Sir/Madam,

With reference to your application seeking approval for undertaking transactions in Securities detailed therein, please be informed that you are hereby authorized/not authorised to undertake the transaction(s) as detailed in your said application for approval of Trading Plan/ Pre-clearance.

Kindly note that in terms of the "Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons of Dredging Corporation of India Limited": -

(i) In case of approval of Trading Plan, such plan shall be irrevocable and you have to 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 except due to permanent incapacity or bankruptcy or operation of law.

(ii) in case of pre-clearance, the above-mentioned transaction is to be completed within i.e. within seven trading days of the pre-clearance.

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

Further, you are required to file the details of the executed transactions in the prescribed format within two {2} trading days from the date of transaction/trade.

Kindly also note that in terms of "Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons of Dredging Corporation of India Limited", the Securities shall be held for a minimum holding period, if any specified in the CODE/Regulations.

In case of pre-clearance, the above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

For & on behalf of DREDGING CORPORATION OF INDIA LIMITED

Compliance Officer/Authorised Officer

FORM NO IV

DREDGING CORPORATION OF INDIA LIMITED
ANDHRA PRADESH

REGISTER OF PRE-CLEARANCE FOR TRADE IN SECURITIES

S. No.	NAME	DESIGNATION	DEPARTMENT	DATE & TIME OF RECEIPT OF PRE-CLEARANCE APPLICATION	NATURE OF TRANSACTION	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 THEIMMEDIATE RELATIVE	DATE OF COMMUNICATION OF THE CLEARANCE (OR OTHERWISE) BY THE COMPLIANCE OFFICER	REASONS FOR NON CLEARANCE, IF NOT CLEARED	NUMBER OF SECURITIES ACTUALLY TRADED	REMARKS
8	9	10	11	12	13

FORM NO V

DREDGING CORPORATION OF INDIA LIMITED
ANDHRA PRADESH

FORMAT FOR DISCLOSURE OF PRE-APPROVED/ TRADING PLAN TRANSACTIONS

(To be submitted within two trading days of transaction/Trading in Securities of the Company)

Date:

To,
The Compliance officer
DREDGING CORPORATION OF INDIA LIMITED (DCIL)
Dredge House, HB Colony
Main Road, Seethammadhara, Visakhapatnam,
Andhra Pradesh

Dear Sir/Madam,

DETAILS OF PRE-APPROVED/ TRADING PLAN TRANSACTION

Ref: Your Approval Letter No. _____dated _____

I hereby inform that I

- **have not traded any Securities, (in case of pre-clearance only)**
- **have traded to the _____Securities (give description) as mentioned below on_____(insert date)**

Name of Holder and Relation - ship	First or joint holder	No. of Securities traded	Nature of Transaction (acquisition/disposal or otherwise)	DP ID/Client ID (electronic form) or Folio no. for physical where the Securities will be Debited or credited	Consideration Value (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 note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. 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 "Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons of Dredging Corporation of India Limited" and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I agree to hold the above Securities for minimum holding period, if any specified in the Code/Regulations.

Yours truly,

Signature: _____ Name: _

Emp. No: _____

Department/Div.

- Strike out whichever is not applicable.

Note: Capitalized terms used in this Form-V, unless defined herein, shall have the same meaning assigned to them in this Code

FORM NO VI

DREDGING CORPORATION OF INDIA LIMITED
ANDHRA PRADESH

REGISTER FOR WAIVER OF RESTRICTION ON "HOLDING PERIOD"

REGISTER FOR WAIVER OF RESTRICTION ON "HOLDING PERIOD" Sl.No.	Name	Designation	Department	Name of the Immediate Relative, if the securities held in the name of the Immediate Relative	No. of Securities	Consideration value	Reason of waiver	Date of waiver	Remarks
1	2	3	4	5	6	7	8	9	10

Note: Capitalized terms used in this Form-VI, unless defined herein, shall have the same meaning assigned to them in this Code.

FORM NO VII

DREDGING CORPORATION OF INDIA LIMITED
ANDHRA PRADESH

APPLICATION FOR APPROVAL OF TRADING PLAN

To

The Compliance officer
DREDGING CORPORATION OF INDIA LIMITED (DCIL)
Dredge House, HB Colony
Main Road, Seethammadhara, Visakhapatnam,
Andhra Pradesh

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Company's "Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons of Dredging Corporation of India Limited", I seek approval for trading plan in Securities of DCIL (give description) as per the details given below:

Name, Designation & Emp. No.: PAN No:

Department: Email ID:

Date of Joining/ becoming the Insider:

S. No.	No. of Securities held (including that of the Immediate Relative as on the date of application)	Folio No. / DP ID & Client ID	Nature of new Transaction (acquisition/disposal or otherwise) for which approval is sought	Estimated number of Securities to be dealt
1	2	3	4	5

Estimated consideration value	Whether proposed transaction under self name or by Immediate Relative	Name of the Immediate Relative,if the transaction is Made by Immediate Relative(s)	Proposed Date of Trades/ Date of Allotment	Previous approval no. and date of purchase/allotment
6	7	8	9	10

UNDERTAKING

In this connection, I understand that public disclosure of the above-mentioned Trading Plan would be made by DCIL to the Stock Exchanges.
I further 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 the trading plan once approved shall be 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 except due to permanent incapacity or bankruptcy or operation of law.
c) that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in my possession at the time of the formulation of the plan and the same has not become generally available at the time of the commencement of implementation.
d) that I shall not entail commencement of trading earlier than one hundred and twenty days from the public disclosure of the plan;
e) that 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 Company and the second trading day after the disclosure of such financial results;
f) entail trading for a period of not less than twelve months;
g) that I shall not entail overlap of any period for which another Trading Plan is already in existence;
h) that I shall not entail trading in securities for market abuse.
i) that I have not contravened the “Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons of Dredging Corporation of India Limited” as notified by the Company.
j) that 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.
k) that I hereby made a full and true disclosure in the matter.

Approval for the Trading Plan may kindly be accorded in terms of provisions of the “Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons of Dredging Corporation of India Limited ”.

Date…. **Signature: ……**

Place…. **Name & Designation:**

…… FOR OFFICE USE

Serial number of the application received:

Date & time of receipt of the Application:

Date & time of communication of the approval or otherwise for Trading Plan: Reasons for not approving Trading Plan:
Signature of the Compliance Officer/ Authorised Officer

DREDGING CORPORATION OF INDIA LIMITED

ANDHRA PRADESH

FORM NO VIII

DREDGING CORPORATION OF INDIA LIMITED
ANDHRA PRADESH

REGISTER OF APPROVAL OF TRADING PLAN IN SECURITIES AND NOTIFICATION TO STOCK EXCHNAGES

S. No	NAME	DESIGNATION	DEPARTMENT	DATE & TIME OF RECEIPT OF TRADING PLAN APPLICATION	NATURE OF TRANSACTION	ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION
1	2	3	4	5	6	7

ESTIMATED CONSIDERA- TION VALUE INDICATED IN THE APPLICATI O N	NAME OF THE IMMEDIATE RELATIVE, IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVE	DATE OF COMMUNICATION OF THE APPROVAL (OR OTHERWISE) BY THE COMPLIANCE OFFICER	REASONS FOR NON APPROVAL, IF NOT CLEARED	NUMBER OF SECURITIES ACTUALLY TRADED	DATE OF NOTIFICATION TO STOCK EXCHANGES	REMARKS
8	9	10	11	12	13	14

FORM NO IX

DREDGING CORPORATION OF INDIA LIMITED
ANDHRA PRADESH

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

FORM- B

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

Name of the Company:_____

ISIN of the Company:_____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter/member of the Promoter Group of a listed company and immediate relatives of such persons and by such other persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of Director/KM P or Date of becoming Promoter/ member of the Promoter Group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of Security (For eg. Shares/Warrants/Convertible Debentures, Rights entitlements etc.)	No.	
1	2	3	4	5	6

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:

Place:

FORM C

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

[Regulation 7 (2) read with Regulation 6(2) - Continual Disclosure]

Name of the Company: _____

ISIN of the Company: _____

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/ DIN, & address with contact nos.	Category of Person (Promoter/ member of the promoter group/designated person/ Directors/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/ public/ rights/ Preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants,	No. and % of shareholding	Type of securities (For eg. – Shares, Warrants,	No.	Value	Transaction Type (Purchase/Sale/ Pledge/ Revocation / Invocation/ Others- please	Type of securities (For eg. – Shares, Warrants, Conver	No. and % of share holding	From	To			

		Convertible Debentures, Rights entitlement, etc.)		**Convertible Debentures, Rights entitlement, etc.)**			**specify)**	**tible Debentures, Rights entitlement, etc.)**						
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: 1. *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

2 *Value of transaction excludes taxes/brokerage/any other charges.*

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						**Exchange on which the trade was executed**
Type of Contract	**Contract specifications**	**Buy**		**Sell**		
		Notional Value	**Number of units (contracts * lot size)**	**Notional Value**	**Number of units (contracts * lot size)**	
16	17	18	19	20	21	22

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options*

Name & Signature:
Designation:
Date:
Place:

FORM D

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

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

		etc.)		**etc.)**										
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

(ii)*Value of transaction excludes taxes/brokerage/any other charges*

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						**Exchange on which the trade was executed**
Type of Contract	**Contract specifications**	**Buy**		**Sell**		
		Notional Value	**Number of units (contracts * lot size)**	**Notional Value**	**Number of units (contracts * lot size)**	
16	17	18	19	20	21	22

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

Name:

Signature:

Place:

Report by (Name of the listed company/ Intermediary/Fiduciary) for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

[For listed companies: Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015

S. No	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	
2	*Please tick appropriate checkbox* Reporting in capacity of : ☐ Listed Company ☐ Intermediary ☐ Fiduciary	
3	**A. Details of Designated Person (DP)**	
	i. Name of the DP	
	ii. PAN of the DP	
	ii. Designation of DP	
	iv. Functional Role of DP	
	v. Whether DP is Promoter or belongs to Promoter Group	
	B. If Reporting is for immediate relative of DP	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	C. Details of transaction(s)	
	i. Name of the scrip	
	ii. No of shares traded and value (₹) (Date- wise)	
	D. In case value of trade(s) is more than ₹10 lacs in a calendar quarter	
	i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under Regulation 7 of SEBI (PIT) Regulations, 2015	
	ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	
4	Details of violations observed under Code of Conduct	
5	Action taken by Listed company/ Intermediary/ Fiduciary	
6	Reasons recorded in writing for taking action stated above	

<table>
<tr><td></td><td></td><td></td></tr>
<tr><td>7</td><td>Details of the previous instances of violations, if any, since last financial year</td><td></td></tr>
<tr><td>8</td><td>If any amount collected for Code of Conduct violation(s)

i. Mode of transfer to SEBI-IEPF(online/Demand draft)

ii. Details of transfer/payment

In case of Online:

<table><tr><td>Particulars</td><td>Details</td></tr><tr><td>Name of transferor</td><td></td></tr><tr><td>Bank Name, branch and account Number</td><td></td></tr><tr><td>UTR/ transaction reference number</td><td></td></tr><tr><td>Transaction date</td><td></td></tr><tr><td>Transaction amount (in ₹)</td><td></td></tr></table>
In case of Demand Draft (DD):

<table><tr><td>Particulars</td><td>Details</td></tr><tr><td>Bank Name, and branch</td><td></td></tr><tr><td>DD number</td><td></td></tr><tr><td>DD date</td><td></td></tr><tr><td>DD amount (in ₹)</td><td></td></tr></table></td><td></td></tr>
<tr><td>9</td><td>Any other relevant information</td><td></td></tr>
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