

THE CODE OF INTERNAL PROCEDURES AND CONDUCT FOR PROHIBITION OF INSIDER TRADING IN DEALING WITH THE SECURITIES OF COCHIN SHIPYARD LIMITED (CSL)

CHAPTER – I PRELIMINARY

1. (a) This code shall be called “The Code of Internal Procedures and Conduct for prohibition of insider trading in dealing with the securities of Cochin Shipyard Limited (“**CSL**”)”.

(b) It shall be effective from April 01, 2019.

2. Definitions:

2.1 “**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992), as amended.

2.2 “**Board**” means the Securities and Exchange Board of India.

2.3 “**Regulations**” means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

2.4 “**Compliance Officer**” means Company Secretary of CSL unless any senior officer, designated so and reporting to the board of directors, who is financially literate (in terms of the Regulations) and is capable of appreciating requirements for legal and regulatory compliance under the 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the board of directors of CSL.

Explanation – “*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.

2.5 “**connected person**” means,

(i) any person who is or has during the six months prior to the concerned act been associated with CSL, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of CSL or holds any position including a professional or business relationship between himself and CSL whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information (UPSI) or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established.

(a) an immediate relative of connected persons specified in Clause (i); or

(b) a holding company or associate company or subsidiary company; or

- (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- (i) a banker of CSL; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of CSL or his/her immediate relative or banker of CSL, has more than ten percent of the holding or interest.

2.6 **“Designated Persons”** shall include

- (i) All members of the Board of Directors, all executives of CSL of the level of General Managers and above and Unit heads;
- (ii) All Key Executives, not covered in (i) above, as identified by the Chairman & Managing Director of the Company from time to time;
- (iii) All Officers of the Offices of Chairman & Managing Director & all the functional Directors of CSL;
- (iv) All employees up to two levels below the Managing Director of the Company and its material subsidiaries irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information;
- (v) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization;
- (vi) Any support staff of the Company such as IT staff or secretarial staff who have access to unpublished price sensitive information;
- (vii) All Officers of Central Accounts and other Officers of AGM and above in Finance Design, Planning & Project Management, Materials, Officers of Public Relations, Corporate Communications, Business Development and Marketing, Ship Repair Commercial, Legal and all personnel of the Office of the Company Secretary; and
- (viii) Any other employee of CSL to be notified by the Compliance Officer, from time to time, with the approval of the Chairman & Managing Director.

2.7 **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis;

2.8 **“Immediate relative”** shall have the same meaning as defined in Regulation 2(1)(f) of the Regulations (refer Appendix – I).

- 2.9 “**Insider**” shall have the same meaning as defined in Regulation 2(1)(g) of the Regulations (refer Appendix – I).
- 2.10 “**Legitimate Purpose**” shall include sharing of unpublished price sensitive information in ordinary course of business by an Insider with partners, collaborators/lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
- 2.11 “**Material financial relationship**” means 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.
- 2.12 “**Material Subsidiary**” shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year or such other company determined by the Company as material as per its policy on determining material subsidiaries.
- 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 “**Securities**” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- 2.15 “**Takeover regulations**” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 2.16 “**Trading**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in securities of CSL, and “trade” shall be construed accordingly.
- 2.17 “**Trading day**” means a day on which the recognized stock exchanges are open for trading.
- 2.18 “**Unpublished Price Sensitive Information**” means any information, relating to CSL 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 and such other transactions; and
 - (v) Changes in Key Managerial Personnel.

CHAPTER – II APPLICABILITY

3. This “Code of Internal Procedures and Conduct for prohibition of insider trading in dealing with the securities of Cochin Shipyard Limited (CSL)” shall apply to all “insiders” defined at Clause 2.9 of this Code, including Connected Persons and Designated Persons and their immediate relatives.

CHAPTER – III RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

4. Communication or procurement of Unpublished Price Sensitive information
- (i) No insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to CSL or securities of CSL or securities proposed to be listed by CSL, to any person including other insiders, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
 - (ii) No person shall procure from or cause the communication by any insider of Unpublished Price Sensitive Information, relating to CSL or securities of CSL or securities proposed to be listed by CSL, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. It is clarified that any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for the purposes of the Regulations and this Code, and the Company shall serve due notice on such person to maintain strict confidentiality of such UPSI in compliance with the Regulations and this Code. Further, such persons shall keep the UPSI so received strictly confidential and the Company may also require such parties with whom such UPSI is shared, to contract confidentiality and non-disclosure obligations in order to ensure that such parties shall keep UPSI so received strictly confidential.
 - (iii) Notwithstanding anything contained in this Code, Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in terms of the provisions of Regulation 3(3) and 3(4) of the Regulations.
 - (iv) A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared under Regulation 3 of the Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
 - (v) No Insider shall trade in securities of the Company that are listed or proposed to be listed while in possession of UPSI, except as provided under the Regulations. When a person who has traded in such securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession, unless the insider proves his innocence by demonstrating the circumstances including the circumstances enumerated under the Regulations.
 - (vi) To prevent the misuse of UPSI, the Company adopts a ‘Chinese Wall’ policy thereby separating those areas or departments of the Company which routinely have access to confidential information, considered as ‘inside areas’ from other areas or departments, considered as ‘public areas’.

- (vii) Subject to the provisions of the Regulations, the employees in the inside areas shall not communicate any UPSI to any one in public area and may be physically segregated from employees in the public area.
- (viii) In exceptional circumstances i.e., in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, any Designated Person may be permitted to 'cross the wall' and give UPSI to any person on a 'need to know' basis.
5. Trading by insiders including promoters, non-individual insiders when in possession of Unpublished Price Sensitive Information shall be governed by Regulation 4 of the Regulations.
- 6. Trading Plans**
- 6.1 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.
- 6.2 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 CSL 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;
 - (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.
- 6.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of this Code and 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.
- 6.4 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 this Code or Regulations. It is hereby clarified that in case of Employee Stock Option Plans ("ESOP's"), exercise of option shall be allowed during the period when the trading window is closed, however, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

- 6.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities of CSL are listed.
- 6.6 Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- 6.7 Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

CHAPTER – IV

DISCLOSURES OF TRADING BY INSIDERS

7. General provisions

- 7.1 Every public disclosure under this Chapter shall be made within two trading days. The disclosures to be made by any person under this Chapter shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Chapter. Provided that trading in derivatives of securities is permitted by any law for the time being in force.
- 7.2 The disclosures made under this Chapter shall be maintained by CSL for a minimum period of five years, in such form as may be specified.

8. Disclosures by certain persons

8.1 Initial Disclosures

- a. Every Promoter, member of the promoter group, key managerial personnel and director of CSL shall disclose his holding of securities in CSL within thirty days of this policy taking effect, unless the disclosure in this regard has already been made to the Company;
- b. Every person on appointment as a key managerial personnel or a director of CSL or upon becoming a Promoter or member of the promoter group shall disclose his holding of securities of CSL as on the date of appointment or becoming a Promoter or member of the promoter group, to the Company within seven days of such appointment or becoming a Promoter or member of the promoter group.

8.2 Continual Disclosures

- a. Every Promoter, member of the promoter group, designated person and director of CSL 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 10 (ten) lakh rupees or other such values as may be specified by the Regulations;
- b. The Compliance Officer 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 - It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in Regulation 7(2)(a) of the Regulations.

8.3 Disclosures by other connected persons

CSL may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations.

9. Particulars to be disclosed by Designated Persons

9.1 The Designated Persons shall be required to disclose all holdings in securities/ position taken in derivatives of CSL (including that of their immediate relatives) along with names and Permanent Account Number, or any other identifier authorized by law of the following persons to the Company on becoming Designated Persons (Proforma at Appendix – III) and thereafter on an annual basis as on 31st March to be furnished within 30 days of the close of the financial year preferably through online mode or through physical mode (Proforma at Appendix – V) and as and when the information changes (except holdings) (Proforma at Appendix – III excluding Form B & C):

- (a) immediate relatives;
- (b) persons with whom such Designated person(s) shares a Material Financial Relationship; and
- (c) Phone, mobile and cell numbers which are used by them.

9.2 In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one-time basis to the extent possible on becoming Designated Persons (Proforma at Appendix – III). In furtherance to Regulation 7(3) of the Regulations, the Company may require entities or persons with whom it has shared UPSI, to make disclosure in relation to their trades, to the Company, in a format prescribed by the Company.

9.3 The Designated Persons shall also be required to disclose to the Company any change in the shareholding (including that of their immediate relatives) including shares acquired/ disposed of after pre-clearance under Clause 12 below, if the value of the shares traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 Lakh or other such value as may be specified by the Regulations, within 2 working days of such change preferably through online mode or through physical mode (Proforma at Appendix – IV). Further, such changes are to be reported to Stock Exchanges where CSL shares are listed.

CHAPTER – V

10. Principles of Fair Disclosure on Unpublished Price Sensitive Information

10.1 CSL shall

- (i) 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.
- (ii) Ensure uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
- (iii) Ensure prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

- (iv) Endeavour appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- (v) Ensure that the information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
- (vi) Develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- (vii) Ensure that all Unpublished Price Sensitive Information are handled strictly on a need-to-know basis and for legitimate purpose.

“**Legitimate Purpose**” shall include sharing of unpublished price sensitive information in ordinary course of business by an Insider with partners, collaborators/lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

10.2 Compliance Officer shall be responsible for dealing with dissemination of information and disclosure of Unpublished Price Sensitive Information.

CHAPTER – VI

11. Trading window

11.1 Designated Persons of CSL and their immediate relatives shall not deal in any transaction involving the purchase or sale of securities of CSL during the periods mentioned below, when “Trading Window” shall remain closed:

Sl. No.	Events/ Particulars	Restrictive Period	
		From	To
A	Declaration of financial results of first quarter.	July 01 till 48 hours after the declaration of financial results.	
B	Declaration of Half-yearly financial Results.	October 01 till 48 hours after the declaration of financial results.	
C	Declaration of first Interim Dividend.	To be decided by Compliance Officer depending upon the record date.	
D	Declaration of financial results of third quarter.	January 01 till 48 hours after the declaration of financial results.	
E	Declaration of second Interim Dividend.	To be decided by Compliance Officer depending upon the record date.	
F	Declaration of Annual audited financial results and recommendation of final dividend.	April 01 till 48 hours after the declaration of financial results/ outcome of the Board meeting.	
G	Any other major events. To be notified by the Compliance Officer as and when required.		

Explanation:

- (i) The trading window shall be opened 48 hours after the “Unpublished price Sensitive Information”, for which the trading window is closed, becomes generally available.
 - (ii) The notice of closure and opening of trading window shall be intimated to the Stock Exchanges and uploaded on the intranet and website of CSL.
- 11.2 The remaining days of a year other than the days mentioned under Clause 11.1 above shall be called “Valid Trading Window”. All Designated Persons of CSL and their immediate relatives shall conduct their dealings in the securities of the Company in “Valid Trading Window” as mentioned above.
- 11.3 The restrictions mentioned in Clause 11.1 above shall not be applicable in respect of exercise of an option under Employees Stock Option Scheme (ESOS) or ESOPs. However, shares allotted on exercise of ESOS/ESOPs, shall not be sold during the period mentioned under Clause 11.1, when “Trading Window” shall remain closed.

12. Pre-clearance of Trades

- 12.1 All Designated Persons and their immediate relatives who intend to deal in the securities of CSL (above the minimum threshold limit mentioned under Clause 12.4) shall obtain pre-clearance of the transaction as per the pre-dealing procedure as described hereunder. Application for pre-clearance shall be made only during valid trading period. Application submitted during closure of trading window shall be invalid.
- 12.2 Designated Persons shall make pre-clearance application to the Compliance Officer preferably through online mode or through physical mode in the format given in Appendix – II. The application shall indicate the estimated number of securities that the Designated Persons intends to deal in, the details as to the depository with which he/ she has a security account, the details as to securities in such depository mode and such other details, as may be required by the Compliance Officer from time to time in this behalf.
- 12.3 An undertaking shall be executed in favour of CSL by such Designated Persons. A combined proforma application cum undertaking is annexed to this Code as Appendix – II.
- 12.4 The pre-clearance shall not be necessary if the number of shares to be traded is less than 1000 shares in a single transaction or less than 3000 shares in a week. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- 12.5 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 endeavour to communicate the pre-clearance immediately but not later than 2 working days 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.

- 12.6 All Designated Persons and their immediate relatives shall execute their order in respect of securities of CSL within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval, the Designated Persons and their immediate relatives shall obtain fresh pre-clearance.
- 12.7 All Designated Persons and their immediate relatives who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e., sell or buy any number of shares (including shares allotted in IPO/FPO) during the next six months following the prior transaction. All Designated Persons and their immediate relatives shall also not take positions in derivative transactions in the shares of the Company at any time. The holding period would commence when the securities are actually allotted.
- Provided that the above restriction to enter into an opposite transaction shall not be applicable for trades pursuant to exercise of stock options or approved trading plan.
- 12.8 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing the reasons in this regard provided that such relaxation does not violate the Regulations.
- 12.9 Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- 12.10 No Designated Persons and their immediate relatives shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

13. Confidentiality of information and procedures to be adopted

All department of CSL dealing in confidential information shall adopt and put in place suitable measures (which may include providing restricted access controls, passwords, firewalls, bio-metric access etc.) to ensure that the confidential information in their possession does not get disseminated either directly, indirectly, covertly or overtly. Concerned head of the department shall be responsible to ensure that adequate security measures are implemented at all places which handle/ deal in such confidential/ Unpublished Price Sensitive Information either frequently or otherwise. 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. Due regard to the role and function of the concerned employee shall be had before giving him access to Unpublished Price Sensitive Information, in addition to seniority and professional designation.

14. Reporting to Audit Committee and Board of Directors

The Compliance Officer shall provide a report to the Board of Directors through the Audit Committee with regard to implementation and operation of this Code periodically and at least once in every financial year.

15. Maintenance of Records

- 15.1 The Compliance Officer shall maintain the records (in electronic or physical mode) of closure of trading window, pre-clearance for trading in Company's securities, waiver of restriction on holding investment in the Company's securities and such other documents/ information including the declarations given by the Designated Persons and their immediate relatives for a minimum period of five years.
- 15.2 The Compliance Officer shall also maintain a record of Designated Persons (in electronic or physical mode) and update the same from time to time.

16. Violation

16.1 Penalty for contravention of Code of Conduct

Subject to applicable law, any Director/ Officer/ designated employee who trades in securities of CSL or communicates any information for trading in securities of CSL in contravention of this Code may be penalized and appropriate action may be taken by the Competent Authority as defined under Conduct, Discipline and Appeal Rules (CDA) of CSL. Directors, Officers and employees of CSL who violate the Code of Conduct shall also be subject to disciplinary action by the Competent Authority.

16.2 Power of SEBI

The action by CSL shall not preclude SEBI and other authorities from taking any action in case of violation of the Regulations.

16.3 Information to SEBI in case of violation of the Regulations

If the Compliance Officer observes any violation of the Regulations, the Compliance Officer shall inform SEBI promptly of such violation after obtaining the approval of the Audit Committee.

APPENDIX – I

“IMMEDIATE RELATIVE”

In terms of Regulation 2(1)(f) of the SEBI (Prohibition of Insider Trading) Regulations, 2015

“immediate relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

“INSIDER”

In terms of Regulation 2(1)(g) of SEBI (Prohibition of Insider Trading) Regulations, 2015 the term “Insider” means any person who is:

- (a) A connected person; or
- (b) In possession of or having access to unpublished price sensitive information.

APPENDIX – II

APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES

(In terms of Clause 12.2 of The Code of Internal Procedures and Conduct for prohibition of insider trading in dealing with the securities of Cochin Shipyard Limited (CSL))

To
The Compliance Officer
Cochin Shipyard Limited
Administrative Building
Cochin Shipyard Premises
Perumanoor, Cochin
Ernakulam – 682 015

Dear Sir,

I, Shri/ Smt. _____ a Designated Person of Cochin Shipyard Limited intend to carry out transaction(s) in the shares of Cochin Shipyard Limited as per the details given below:-

Name & Designation of the Designated Person:

Department of Designated Person:

Date of Joining / becoming Designated Person:

Sl. No	No. of shares held (including by immediate relative(s)) as on the date of application	Folio No. / DP ID & Client ID	Nature of new transaction for which approval is sought	Estimated number of securities to be dealt	Estimated consideration value	Whether proposed transaction is in the name of self or in the name of immediate relatives	Name of the immediate relative(s)/ relationship, if the transaction is in the name(s) of the immediate relative(s)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)

Note: The Designated officer shall also include particulars with regard to trading which he proposed to take up in derivatives in the aforesaid application.

UNDERTAKING

In this connection I solemnly confirm and declare:

- THAT I do not have access and/ or have not received any Unpublished Price Sensitive Information up to the time of signing the undertaking;
- 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 completely refrain from dealing in the securities of CSL till the time such information becomes public;

- c) THAT I have not contravened the Code of Conduct for prohibition of insider trading as notified by CSL from time to time.
- d) THAT I hereby confirm that I abide by the provisions of Clause 12.7 of the Code with regard to time norms for holding/ buying/ selling securities. 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 Clause 12 of the Code of Conduct for prohibition of insider trading in dealing with the securities of Cochin Shipyard Limited (CSL).

Signature:
Name:
Designation:

Date:
Place:

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

APPENDIX – III

PROFORMA FOR INITIAL DISCLOSURE/ CHANGES THEREIN BY DESIGNATED PERSONS

(In terms of Clause 9 of The Code of Internal Procedures and Conduct for prohibition of insider trading in dealing with the securities of Cochin Shipyard Limited (CSL))

To
The Compliance Officer
Cochin Shipyard Limited
Administrative Building
Cochin Shipyard Premises
Perumanoor, Cochin
Ernakulam – 682 015

Dear Sir,

I, Shri/ Smt. _____ Designated Person of Cochin Shipyard Limited furnish below the details as on _____ in terms of Clause 9 of the Code of Internal Procedures and Conduct for prohibition of insider trading in dealing with the securities of Cochin Shipyard Limited (CSL).

FORM – A

- I. Name & Designation of the Designated Person:
- II. Department of Designated Person:
- III. Date of joining/ becoming Designated Person:
- IV. Name, PAN and Contact No. (Land line and Mobile) of Immediate Relatives* of the Designated Person:

Sl. No.	Name	Relationship	PAN	Contact No.
1.				
2.				
3.				
4.				

- V. Name, PAN and Contact No. (Land line and Mobile) of the person having a material financial relationship with Designated Person:

Sl. No.	Name	PAN	Contact No.
1.			
2.			
3.			
4.			

FORM – B

VI. Name of the Educational Institution from which the Designated Person is graduated:

VII. Name of the past employer of the Designated Person:

FORM – C

Details of shares held or positions taken in derivatives in own name and of immediate relatives

Name, PAN & Address of Designated Person/ immediate relative(s)	Date of joining/ becoming Designated Person	No. & % of shares/ voting rights held at the time of becoming Designated Person	Date of intimation to Company	Mode of acquisition (market purchase / public/ rights/ preferential Offer etc.)	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the Trade was executed	Buy Quantity	Buy value

Note: The above table shall be applicable with suitable modifications for disclosure of position taken in derivatives also.

Signature:
Name:
Designation:

Date:
Place:

****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.

****Material financial relationship** means 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.

APPENDIX – IV

PROFORMA FOR DISCLOSURE OF CHANGE IN SHARE HOLDING HELD BY DESIGNATED PERSONS

(In terms of Clause 9.3 of The Code of Internal Procedures and Conduct for prohibition of insider trading in dealing with the securities of Cochin Shipyard Limited (CSL))

To
The Compliance Officer
Cochin Shipyard Limited
Administrative Building
Cochin Shipyard Premises
Perumanoor, Cochin
Ernakulam – 682 015

Dear Sir,

I, Shri/ Smt. _____ Designated Person of Cochin Shipyard Limited furnish below the details of transactions of my own/ immediate relatives in terms of Regulation 2(1)(f) of SEBI (Prohibition of Insider Trading) Regulations, 2015 in the shares of Cochin Shipyard Limited exceeding the prescribed threshold during the period from _____ to _____ as required under Clause 9.3 of the Code of Internal Procedures and Conduct for prohibition of insider trading in dealing with the securities of Cochin Shipyard Limited (CSL).

Name & Designation of the Designated Person:

Department of Designated Person:

Date of Joining/ becoming Designated Person:

I hereby confirm that I abide by the provisions of Clause 12.7 of the Code with regard to time norms for holding/ buying/ selling securities.

Form D

Details of Change in Shareholding in own name and of immediate relatives

Name, PAN & Address of Designated Person/ immediate relative(s)	No. & % of shares/ voting rights held by the Designated Person / immediate relative(s)	Date of receipt of allotment advice/ acquisition/sale of shares/ voting rights	Date of Intimation to Company	Mode of acquisition (market purchase / public / rights/Preferential offer etc.)	No. & % of shares/post acquisition/ voting rights sale	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy Quantity	Buy value	Sell Quantity	Sell value

Note:

The above table shall be applicable with suitable modifications to disclosure for position taken in derivatives also.

Signature:

Name:

Designation:

Date:

Place:

APPENDIX – V

PROFORMA FOR ANNUAL DISCLOSURE OF SHAREHOLDING OF DESIGNATED PERSONS

(In terms of Clause 9.1 of The Code of Internal Procedures and Conduct for prohibition of insider trading in dealing with the securities of Cochin Shipyard Limited (CSL))

To
The Compliance Officer
Cochin Shipyard Limited
Administrative Building
Cochin Shipyard Premises
Perumanoor, Cochin
Ernakulam – 682 015

Dear Sir,

I, Shri/ Smt. _____ Designated Person of Cochin Shipyard Limited furnish below the details of transaction(s) in the shares of Cochin Shipyard Limited during the financial year _____ as well as shareholding as on 31st March _____.

FORM – A

- I. Name & Designation of the Designated Person:
- II. Department of Designated Person:
- III. Date of Joining/ becoming Designated Person:
- IV. Name, PAN and Contact No. (Land line and Mobile) of Immediate Relatives* of the Designated Person:

Sl. No.	Name	Relationship	PAN	Contact No.
1.				
2.				
3.				
4.				

- V. Name, PAN and Contact No. (Land line and Mobile) of the person having a material financial relationship# with Designated Person:

Sl. No.	Name	PAN	Contact No.
1.			
2.			
3.			
4.			

FORM – B

I. Details of transaction/ shareholding in own name

No. of shares held as on start of FY (date of previous disclosure)	Date of transaction	Details of shares purchased during the year		Details of shares sold during the year		No. of shares held as on end of FY (date of present disclosure)	Folio No./ DPID/ Client ID
		No	Value (Rs)	No.	Value (Rs)		

II. Details of transaction/ shareholdings of immediate relatives.

Name of the immediate relative	No. of shares held as on start of FY (date of previous disclosure)	Details of shares purchased during the year		Details of shares sold during the year		No. of shares held as on end of FY (date of present disclosure)	Folio No./ DPID/ Client ID
		No.	Value (Rs)	No.	Value (Rs)		

Note: The above table shall be applicable with suitable modifications for disclosure of position taken in derivatives also.

I hereby confirm that I abide by the provisions of Clause 12.7 of the Code with regard to time norms for holding /buying/selling securities

Signature:

Name:

Designation

Date:

Place:

****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.

##Material financial relationship means 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.