कोचीन शिपयार्ड लिमिटेड
(भारत सरकार का श्रेणी 1 मिनि रत्न कंपनी, पोत परिवहन मंत्रालय)

COCHIN SHIPYARD LIMITED
(A Government of India Category-1 Miniratna Company, Ministry of Shipping)

SEC/48/2017-58

September 28, 2017

To, **The Manager** **Listing Compliance Department** **BSE Limited** **Phiroze Jeejeebhoy Tower,** **Dalal Street,** **Mumbai- 400001** **Scrip Code/ Symbol: 540678; COCHINSHIP**	**To,** **The Manager** **Listing Compliance Department** **The National Stock Exchange of India Ltd** **Exchange Plaza,** **Bandra-Kurla Complex, Bandra (East)** **Mumbai- 400051** **Scrip Symbol: COCHINSHIP**

Re.: Intimation of amendment to the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of Cochin Shipyard Limited

Dear Sir/Madam,

The Board of Directors of Cochin Shipyard Limited at their 237th Meeting held on September 11, 2017 have amended the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of Cochin Shipyard Limited. The said code is attached herewith for the purpose of dissemination of information widely to the members of the Company.

The amended Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of Cochin Shipyard Limited has been uploaded on the Company's Website www.cochinshipyard.com

Thanking you,

Yours sincerely,
For Cochin Shipyard Limited

V Kala
Company Secretary &
Compliance Officer

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

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 the Cochin Shipyard Limited."

(b) It has come into force with effect from the date of approval of the Board of Directors of Cochin Shipyard Limited ("**CSL**").

2. **Definitions:**

2.1. "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

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

2.3. "**Regulations**" means the Securities & 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 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.

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 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 immediate relative or banker of CSL, has more than ten percent of the holding or interest;

2.6. "**Designated Persons**" shall include

(a) All members of the Board of Directors, all executives of CSL of the level of Executive Directors, Advisers, Chief General Managers.

(b) All Key Executives, not covered in (a) above, as identified by the Chairman & Managing Director of the Company from time to time.

(c) All Officers of the Offices of Chairman & Managing Director & all the functional Directors of CSL.

(d) All Officers of Central Accounts and other Officers of AGM and above in Finance Department, Officers of Public Relations, Corporate Communications, Business Development and Marketing, Ship Repair Commercial and Office of the Company Secretary.

(e) Any other employee of CSL to be notified by the Compliance Officer, from time to time, with the approval of the Board;

(f) Spouse and other dependent family members of (a) to (e) above.

(g) Insiders having possession of unpublished price sensitive information

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 of 2 (1) (f) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (refer -Appendix-I).

2.9. **"Insider**" shall have the same meaning as defined in regulation 2 (1) (g) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (refer-Appendix-I).

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

2.11. "**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.

2.12. "**Takeover regulations** "means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

2.13. "**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;

2.14. "**Trading day**" means a day on which the recognized stock exchange are open for trading;

2.15. "**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:

a) Financial results;
b) Dividends;
c) Change in capital structure;
d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
e) Changes in Key Managerial Personnel; and
f) Material events in accordance with the listing agreement.

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" shall apply to all "insiders" defined at 2.9, as above including Connected Person and Designated Persons.

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.

(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"**

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.

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.

CHAPTER –IV

DISCLOSURES OF TRADING BY INSIDERS

7. General provisions

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.

7.1. 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], 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 shall disclose his holding of securities of CSL as on the date of appointment or becoming a Promoter, to the company within seven days of such appointment or becoming a Promoter.

8.2. Continual Disclosures.

a. Every [promoter], employee 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) lakhs or other such values as may be specified by the Regulations;

b. Compliance Officer of CSL 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 clause (a) of sub-regulation (2) 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.

CHAPTER–V

9. Principles of Fair Disclosure on Unpublished Price Sensitive Information

9.1. CSL shall

(a) 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.

(b) Ensure uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.

(c) Compliance Officer / Chief Investor Relations Officer / any other officer designated in this regard shall deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.

(d) Ensure prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

(e) Endeavour appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

(f) Ensure that the information shared with analysts and research personnel is not Unpublished Price Sensitive Information.

(g) 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.

(h) Ensure that all Unpublished Price Sensitive Information are handled on a need – to-know basis.

9.2. Chief Investor Relation Officer shall ensure that the principles of fair disclosures of Unpublished Price Sensitive Information are adopted and adhered to before issuance of any Press Release or during interactions with media, analysts and other investor relations conferences etc.

CHAPTER–VI

10. Trading window

10.1. Designated Persons of CSL shall not deal in any transaction involving the purchase or sale of securities of CSL either in their own name or in the name of their dependents during the periods mentioned below, when "Trading Window" shall remain closed:

Sl No	Events/ Particulars	Restrictive Period	
		From	To
1	2	3	4
A	Declaration of financial results of first quarter.	To be notified by the Compliance Officer depending upon the date of the Board meeting.	
B	Declaration of Half -yearly financial Results.	To be notified by the Compliance Officer depending upon the date of the Board meeting.	
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.	To be notified by the Compliance Officer depending upon the date of the Board meeting.	
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 final dividend.	To be notified by the Compliance Officer depending upon the date of the Board meeting.	
G	Any other major events. To be notified by Compliance Officer as and when the relevant proposal is put up to the Board / Committee / Competent Authority with the approval of CMD.		

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 trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

(iii) 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.

10.2. The remaining days of a year other than the days mentioned under 10.1 above shall be called "Valid Trading Window". All Designated Persons of CSL (including those persons covered under explanation (ii) to 10.1) shall conduct their dealings in the securities of the Colony in "Valid Trading Window" as mentioned above.

10.3. The restrictions mentioned in clause 10.1 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 10.1, when "Trading Window" shall remain closed.

11. Pre-clearance of Trades

11.1. All Designated Persons (including those persons covered under explanation (ii) to 10.1), who intend to deal in the securities of CSL either in their own name or in the name of their dependents(above the minimum threshold limit mentioned under clause 11.4) shall obtain preclearance 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.

11.2. Designated Persons (including those persons covered under explanation (ii) to 10.1) shall make pre-clearance application to the Compliance Officer in the format given in Appendix-II. The application shall indicate the estimated number of securities that the Designated Persons (including those persons covered under explanation (ii) to 10.1) intends to deal in, the details as to the depository with which he 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.

11.3. An undertaking shall be executed in favour of CSL by such Designated Persons including those persons covered under explanation (ii) to 10.1). A combined proforma application cum undertaking is annexed to this code as Appendix-II.

11.4. 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.

11.5. 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 endeavor 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.

11.6. All Designated Persons and their dependents (including those persons covered under explanation (ii) to 10.1) 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 dependents (including those persons covered under explanation (ii) to 10.1) shall obtain fresh preclearance.

11.7. **All Designated Persons (including those persons covered under explanation (ii) to 10.1) 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) during the next six months following the prior transaction. All Designated Persons (including those persons covered under explanation (ii) to 10.1) 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.**

11.8. 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.

11.9. 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.

11.10. No Designated Persons and their dependents (including those persons covered under explanation (ii) to 10.1) 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.

12. **Reporting Requirements for transactions in securities**

12.1. All Designated Persons of CSL shall be required to forward following details of their transactions in securities of CSL including the transaction in the name(s) of dependent family members to the Compliance Officer:

Initial disclosure at the time of Joining

a) All holdings in securities / Position taken in derivatives of CSL by Designated Persons (including that of his dependent family members) within 2 working days of joining CSL or on becoming Designated Persons, as the case may be (proforma disclosure form) is given at Appendix-III;

Continual disclosure for any Change in shareholding

b) Any change in the shareholding (including that of his dependent family members) exceeding 1000 shares, including shares acquired after preclearance under clause 11 above, within 2 working days of such change shall be disclosed to the company. Further such changes are to be reported to Stock Exchanges where CSL shares are listed and the change exceeds Rs.10 Lakh in value or 25,000 shares or 1% of total shareholding or voting rights, whichever is lower. (proforma disclosure form is given at Appendix-IV);

Annual Disclosure

c) Annual statement of all holdings (including that of his dependent family members) in securities / Position taken in derivatives of the CSL as on 31st March be furnished within 7 days of the close of the financial year (proforma disclosure form is given at Appendix-V)

12.2. **The Compliance Officer shall within two working days of receipt of periodical disclosure of change in shareholding under sub-clause (b) above, shall disclose to all stock exchanges on which securities of CSL are listed, the information received as above.**

12.3. 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.

12.4. 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.

13. **Maintenance of Records & Registers:**

The Compliance Officer shall maintain:

13.1. Register of the periods of "Closure of Trading Window", wherein he shall record the date of closure and opening of the trading window and purpose for which trading window is closed. A proforma of the register of periods of closure of Trading Window is given at Appendix-VI.

13.2. Register of Pre-clearance of trading of Securities and record therein the name and designation of the Designated Persons submitting the application, date of the application, date & time of receipt of the application, nature of the transaction, number of securities, consideration value, name of the dependent family member if the transaction is in the name of the dependent family member and date & details of the actual transaction. A proforma of the Register of Pre-clearance of Trading is given at Appendix-VII.

13.3. Register of Waiver of restriction on holding investment in the securities of CSL and shall record thereon the name of the Designated Persons/details of securities for which waiver is granted, date of waiver and the ground of the waiver. A proforma of the Register of Waiver is given at Appendix-VIII.

13.4. Register of Designated Person as per proforma given at Appendix-IX.

13.5. Records of all the declarations in the appropriate form given by the Designated Persons and their dependents for a minimum period of three years.

13.6. Three separate Registers for recording the Initial disclosure, continual disclosure and Annual disclosure received under sub-clause 12.1 above. Proforma of the Registers to be maintained are given in Appendix-X.

14. Penalty for contravention of Code of Conduct: 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.

15. Power of SEBI: The action by CSL shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations,2015

16. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. If CSL/Compliance Officer observes any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform the SEBI of such violation after obtaining the approval of the Audit Committee.

APPENDIX I

"IMMEDIATE RELATIVE"

In term of regulation of 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 11.2 of the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of Cochin Shipyard Limited)

To
The Compliance Officer
Cochin Shipyard Limited
Administrative Building,
Perumanoor
Kochi

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 Persons:
Department of Designated Persons:
Date of Joining / becoming Designated Person:

S.No	No. of shares held (including by dependent members) 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 dependent family member	Name of the dependent/ relationship, if the transaction is in the name(s) of the dependent(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:

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 completely refrain from dealing in the securities of the 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 the CSL from time to time.

d) THAT I hereby confirm that I abide by the provisions of Cl.11.7 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-11of the Code of Conduct for prohibition of insider trading in dealing with the securities of Cochin Shipyard Limited

Signature:

Date:
Name:
Place:
Designation:

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 OF DETAILS OF SHARES HELD BY DESIGNATED PERSONS

(In terms of clause 12.1 (a) of the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of Cochin Shipyard Limited.)

The Compliance Officer,
Cochin Shipyard Limited
Administrative Building
Perumanoor
Kochi 682015

Dear Sir,

I, Shri /Smt. _____Designated Person ofCochin Shipyard Limited furnish below the details of shareholding in Cochin Shipyard Ltd as on _____ in my name and/or in the name(s) of my dependent family members in terms of regulation 2(1)(f) of SEBI (Prohibition of Insider Trading) Regulation, 2015 and clause 12.1(a) of the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of Cochin Shipyard Limited.

Name & Designation of the Designated Person:
Department of Designated Person:
Date of Joining/ becoming Designated Person:

Form B

Details of shares held or positions taken in derivatives by Director or Officer of a listed company and his dependents

Name, PAN No. & Address of Director / Officer	Date of assuming office of Director/ Officer	No. & % of shares/ voting rights held at the time of becoming Director/ Officer	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 to disclosure for position taken in derivatives also.

Signature:

Date:
Place

APPENDIX –IV
PROFORMA FOR DISCLOSURE OF CHANGE IN SHARE HOLDING HELD BY DESIGNATED PERSON

(In terms of clause 12.1 (b) of the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of Cochin Shipyard Limited.)

To
The Compliance Officer,
COCHIN SHIPYARD LIMITED
Administrative Building,
Perumanoor
Kochi 682015

Dear Sir,

I, Shri /Smt. _____Director/Officer/Designated Person of Cochin Shipyard Limited furnish below the details of transactions of my own/ dependent family members in the shares of Cochin Shipyard Limited exceeding 1000 shares during the period from _____ to _____ in terms of regulation 2(1)(f) of SEBI (Prohibition of Insider Trading) Regulation, 2015 and clause 12.1(b) of the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of Cochin Shipyard Limited.

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 Cl.11.7of the Code with regard to time norms for holding /buying /selling securities.

Form D

Details of Change in Shareholding by Director or Officer of a Listed Company and his dependents

Name, PAN No.& Address of Director / Officer	No. & % of shares / voting rights held by the Director/Officer	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:
Date:
Place:

APPENDIX–V
PROFORMA FOR ANNUAL DISCLOSURE OF SHAREHOLDING OF DESIGNATED PERSON (Clause 12.1 (c))

To
The Compliance Officer,
COCHIN SHIPYARD LIMITED
Administrative Building
Perumanoor
Kochi 682015

Dear Sir,

Shri /Smt. _____ Designated persons 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 _____

Name & Designation of the Designated Person:
Department of Designated Person:
Date of Joining/ becoming Designated Person:

I. Details of transaction/shareholding in own name

No. of shares held as on ____ (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 --- (date of present disclosure)	Folio/ DPID/ Client ID No.
		No	Consideration (Rs)	No.	Consideration (Rs)		

II. Details of transaction/shareholdings of dependent family members.

Name of the dependent family members	Relation ship	No. of shares held as on 1.4.200	Details of shares purchased during the year		Details of shares sold during the year		No. of shares held as on 31.3.20__	Folio/ DPID/ Client ID No.
			No.	Value(Rs)	No.	Value(Rs)		

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

I hereby confirm that I abide by the provisions of Cl.11.7 of the Code with regard to time norms for holding /buying/selling securities

Signature:
Date:
Place:

APPENDIX-VI
REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW

Sl. No	PURPOSE	DATE OF NOTIFYING CLOSURE OF TRADING WINDOW	START DATE OF CLOSURE OF TRADING WINDOW	DATE OF NOTIFYING OPENING OF TRADING WINDOW	DATE OF OPENING OF TRADING WINDOW	REMARKS

APPENDIX-VII
REGISTER OF PRE-CLEARANCE FOR TRADING IN SECURITIES

Sl. No	Name	Designation	Department	Date & time of Receipt of Preclearance Application	Nature of Transaction (purchase or Sale)	Estimated Number of Securities Indicated in the Application
1	2	3	4	5	6	7

Estimated Consideration value Indicated In The Application	Name of the Dependent if The Transaction Is in the Name of the Dependent/ Relationship	Date of Communication of the Clearance By the Compliance officer	Reasons For non Clearance, If not Cleared	Date of placing before the Committee	Number of Securities Actually Traded, if Intimated	Remarks

Note: The above table shall be applicable with suitable modifications to clearances given for trading in derivatives also.

APPENDIX-VIII
REGISTER OF WAIVER OF RESTRICTION FOR DISPOSAL OF SECURITES
[Regulation 13.3]

Sl. No	Name	Designation	Department	Name of the Dependent, if the Shares held in he name Of Dependent	Number of Shares	Consideration value	Reasons for Waiver	Date of Waiver	Remarks
1	2	3	4	5	6	7	8	9	10

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

APPENDIX-IX
(Clause 13.4)
REGISTER OF DESIGNATED PERSONS

Sl No	Name	Designation	Department	Employee Code	Date of Joining CSL	Date of Becoming Designated Person	Date of Cessation As Designated Person	Remarks

APPENDIX-X
(Clause 13.6)
REGISTER OF DISCLOSURE OF SHAREHOLDING BY DESIGNATED PERSONS

Name & Designation of the Designated Person:
Department of Designated Employee:
Date of Joining/ becoming Designated Person:

Sl. No	INITIAL DISCLOSURE				
	DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITIES (CSL)	DATE OF ACQUISITION	CONSIDERATION VALUE (Rs.)	NAME OF THE DEPENDENT/ RELATIONSHIP IF SECURITIES HELD IN THE NAME OF DEPENDENT
1	2	3	4	5	6

CHANGE IN HOLDING					
DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITIES	DATE OF TRANSACTION	NATUE OF TRANSACTION (PURCHASE/ SALE)	CONSIDERATION VALUE (Rs)	NAME OF THE DEPENDENT/ RELATIONSHIP IF SECURITIES HELD IN THE NAME OF DEPENDENT
7	8	9	10	11	12

YEAR END DISCLOSURE

DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITES	AGGREGATE VALUE (Rs)	NAMEOF THE DEPENDENT/RELATIONSHIPIF SECURITIES HELD IN THENAME OF DEPENDENT	REMARKS
13	14	15	16	17