

DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.

701 & 702, 7TH FLOOR, LAKHANI CENTRIUM, PLOT NO. 27, SECTOR 15, CBD BELAPUR (E),
NAVI MUMBAI - 400 614. • TEL. (BOARD) +91-22-4906 3600 • FAX: (BOARD) +91-22-49063601/2
Email : customers@dolphinoffshore.com



REF : CORP/SECT/SE
DATE : April 01, 2019

The General Manager,
Corp Relation Department
Bombay Stock Exchange
Phirozajeejabbhoy Tower
14thFloor,Dalal Street,
Mumbai 400023.

The NSE,
Listing Department,
Exchange Plaza,
Bandra Kurla Complex
Bandra (E)
Mumbai - 400051.

SYMBOL:522261

SYMBOL: DOLPHINOFF

SUB:- INTIMATION UNDER REGULATION 8 (2) OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 AS AMENDED ON 31ST DECEMBER, 2018.

Dear Sir,

This is to inform you that the Board of Directors vide their circular resolution of March 29, 2019 has approved the following Code/ Policies to be effective from April 01, 2019:

- a. Modifications to the code of conduct for prevention of insider trading in securities.
- b. Modification to the code of practices and procedures for fair disclosure of UPSI.
- c. Modification to the Policy on Insider Trading.
- d. Adoption of the Policy for dealing with leakage of UPSI.

Please find enclosed aforesaid amended policies and procedures which shall be effective from April 01, 2019 and the same will be available on the Company's website- www.dolphinoffshore.com .

You are requested to take above on record.

Thanking you,

Yours faithfully,

For **DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.**

V. SURENDRAN
VP (CORP. & LEGAL) AND COMPANY SECRETARY



REGD. OFFICE : 1001, RAHEJA CENTRE, 214 NARIMAN POINT, MUMBAI-400 021,INDIA,
TEL: 91-22-22832226/34/42 • Fax : 91-22-22875403 • Website : www.dolphinoffshore.com
CIN : L11101MH1979PLC021302 © REGISTERED TRADE MARK

Dolphin Offshore Enterprises (India) Ltd

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

(Pursuant to Schedule A of SEBI (Prohibition of Insider Trading) Regulations, 2015)

Securities and Exchange Board of India (SEBI) has notified (Prohibition of Insider Trading regulations, 2015 on January 15, 2015 to be effective from May 15, 2015.

The Board of Directors of every Company, whose securities are listed on a Stock Exchange, shall formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure ('the Code') of Unpublished Price Sensitive Information ("UPSI") that it would follow in order to adhere to each of the principles as stated in Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations").

The Board of Directors of the Company, formulated and adopted the Code which has been amended as set out in the Schedule A of the Regulations on May 7, 2015. The Code is posted on website of the Company viz; www.dolphinoffshore.com.

A Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for adhering each of the principles is set out below:

1. The Company shall promptly disclose to the public 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 follow uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Board of Directors designated Mr. V. Surendran, Vice President: Vice President (Legal & Corp) and Company Secretary as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. The Company shall ensure 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 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.
8. The Company shall handle all unpublished price sensitive information on a need-to-know basis.
9. The Unpublished price sensitive information can be shared as an exception by an Insider for Legitimate purposes in the ordinary course of business and administration of the Company. The Company also has a Policy for determination of Legitimate Purposes for which the UPSI can be shared, which has been attached with this Code and marked as "Annexure-A, provided it is not shared to evade or circumvent the prohibition under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015
10. The Chief Investor Relations Officer shall be responsible for co-ordinating disclosure and intimating the incident of actual or suspected leak of UPSI to Stock Exchanges. The Company also has a Policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information, which has been attached with this Code and marked as "Annexure-B".
11. The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend/substitute any provision(s) with a new provision(s) or replace this entire code with a new code. In any circumstance where the terms of the Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over the code.
12. Any amendment to the Code , upon approval of the Board of the Company shall be intimated to the Stock Exchanges and shall also be updated in the company's official website.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES-

This Policy, as a part of “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” formulated under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations 2015 (here in after referred as “the Regulation”) and subsequently amended vide Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy"

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

“Legitimate purpose” pursuant to the provisions of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with the following persons, where such communication is for performance of duties or discharge of legal obligations or for need-to-know basis etc., provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

1. Promoters/Promoters group of the Company
2. Auditors (Statutory, Internal, Branch, Secretarial, GST and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Bankers
9. Merchant Bankers
10. Legal Advisors
11. Regulatory Authorities
12. Advertising Agencies
13. Institutional Investors/ Analysts
14. Insolvency Professionals
15. Consultants
16. Any other advisors/consultants/partners
17. Any other person with whom UPSI is shared

Persons in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of Insider Trading Regulations.

1. For the purpose of determine the ‘legitimate purposes’, following factors must be satisfied:
2. It must be shared in the Ordinary of Course of Business or for Corporate Purposes;

3. Required to be done in furtherance of fiduciary duties or in fulfillment of any statutory obligation;
4. Information shared is in the interest of other shareholders/stakeholders and
5. Information is not being shared for personal benefit even if it may result in personal gain consequently.

The Company shall execute an agreement with, or communicate to, all Insiders, who are in possession of UPSI, for Confidentiality/ non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping and audit trails to ensure non-tampering of the database.

This Policy has been approved and adopted by the Board on 29th day, March, 2019.

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015]

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and 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.

In this regard, Board of Directors of Dolphin Offshore Enterprises (India) laid down this policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information ('the policy'), for adoption.

This Policy for Procedure of Inquiry in case of Leak of Unpublished Price Sensitive Information ("**Policy**") shall come into force with effect from 1st April, 2019 in accordance with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Objectives of this policy is;

- (i) To strengthen the internal control system to prevent leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee(s) & Designated Persons with any person, firm, Company or Body Corporate.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly.
- (v) To penalize any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy.

The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company shall strive to restrict and prohibit the practice of sharing of UPSI which originates from within the company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-know person(s) with any un-authorized person which affects the market price of the Company as well as causes loss of reputation and investors' / financiers' confidence in the Company.

Leak of UPSI shall mean communication of information which is / shall be UPSI by any Insider, Employee & 'Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board after following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

Disclosure of Actual or Suspected Leak of UPSI to Stock Exchanges:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed in the format as set out in "**Annexure 1**" to this policy.

Report of Actual or Suspected Leak of UPSI to SEBI

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in "**Annexure 2**" to this policy.

Procedure for Enquiry in Case of Leak of UPSI:

On suo-motu becoming aware or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-know person, the CIO after informing the same to the Managing Director or CEO or Chief Financial Officer or Compliance Officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter:

(a) To take Cognizance of the matter:

The Audit Committee shall meet within a period of 7 days after receipt of the information of actual or suspected leak of Unpublished Price Sensitive Information and take cognizance of the matter and decide as follows.

- i) If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed.
- ii) If it is found that the issue requires further investigation, **Preliminary Enquiry** may be initiated.

(b) Preliminary Enquiry:

Preliminary enquiry is a fact-finding exercise which shall be conducted by the Chief Investor Relation Officer. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.

The Audit Committee, if required and in addition to Chief Investor Relation Officer may also appoint and / or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

(c) Report of Preliminary Enquiry to the Enquiry Committee:

The Chief Investor Relation Officer or Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Ethics Committee within 7 days from the date of his appointment on this behalf.

(d) Disciplinary Action:

The Disciplinary action(s) shall include wage freeze, suspension, recovery, clawback, termination of employment contract/agreement etc., as may be decided by the Members of the Committee.

This Policy has been approved and adopted by the Board on 29th day, March, 2019.

FORMAT FOR INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES

To,

BSE Limited P J Towers Dalal Street Mumbai – 400001 <i>Scrip Code: 535648</i>	National Stock Exchange of India Limited Exchange Plaza Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400051 <i>Scrip Symbol: JUSTDIAL</i>
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Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company? If yes, narration of the same	Yes / No
Any other information	

Kindly take the aforementioned on record.

Thanking you,

Yours faithfully,

For **Dolphin offshore Ent (I) Limited****Compliance Officer**

FORMAT FOR REPORTING ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI

To,
 Securities and Exchange Board of India
 Plot No. C 4-A, G Block,
 Near Bank of India, Bandra Kurla Complex,
 Bandra East, Mumbai -400-051

Ref.:

Script code	BSE Limited	526612
	National Stock Exchange of India Limited	DOLPHINOFF

Dear Sir / Madam,

Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company? If yes, narration of the same	Yes / No
Any other information	

Kindly take the aforementioned on record.

Thanking you,

Yours faithfully,

For **Dolphin Offshore Ent. (I) Limited**

Compliance Officer

Dolphin Offshore Enterprises (India) Ltd

Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders

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**Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of
Trading by Insiders**

1. INTRODUCTION

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992.

Insider trading means 'Trading' in 'Securities' of a Company by its Designated Persons and their immediate relatives or other 'Insiders' based on 'Unpublished Price Sensitive Information'. Such activities by Insiders erode the investors' confidence in the integrity of the management and are unhealthy for the capital markets.

SEBI (Prohibition of Insider Trading) Regulations, 2015 requires a Listed Company to formulate a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and a 'Code of Conduct to Regulate, Monitor and Report Trading by its Designated persons and their immediate relatives or other Insiders' towards achieving compliance with the said Regulations.

Designated persons and immediate relatives of designated persons in the Company shall be governed by an internal code of conduct governing dealing in securities.

The Regulations prohibit (a) an Insider of a Company to Trade in the Securities of such Company that are listed or proposed to be listed on a stock exchange while in possession of any Unpublished Price Sensitive Information; (b) an Insider to 'communicate, provide, allow access to any Unpublished Price Sensitive Information relating to a Company or Securities of the Company listed or proposed to be listed to any person including other insiders, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; (c) any person to procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to a Company or Securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Every Director, Officer, Designated Person of the Company has a duty to safeguard the confidentiality of all the information obtained during the course of his /her employment at the Company.

This revised code of conduct is applicable from April 01,2019.

2. DEFINITIONS

1. "**Act**" means the Securities and Exchange Board of India Act, 1992 as may be amended from time to time.
2. "**Board**" means the Board of Directors of the Company.

3. **“Code” or “Code of Conduct”** shall mean this “Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading in Securities of the Company by Designated Persons and their immediate relatives or other ‘Insiders’ of the Company as per Schedule B of the Regulations.
4. **“Company” or “the Company”** shall mean Dolphin Offshore Enterprises (India) Ltd.
5. **“Compliance Officer”** means any Senior Officer, designated so and reporting to the Board or head of the Company in case Board is not there, 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 or the head of the Company. At present Mr. V. Surendran, Vice President: (Legal & Corp) and Company Secretary of the Company has been designated as the Compliance Officer.
6. **“Connected Person”** means:-
 - a. Any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its Officers or by being in any contractual, fiduciary or employment relationship or by being a director, Officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.
 - b. 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, -
 1. An immediate relative of connected persons specified in clause (a); or
 2. A holding Company or associate Company or subsidiary Company; or
 3. An intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 4. An investment Company, trustee Company, asset management Company or an employee or director thereof; or
 5. An official of a stock exchange or of clearing house or corporation; or
 6. A member of board of trustees of a mutual fund or a member of the board of directors of the asset management Company of a mutual fund or is an employee thereof; or
 7. A member of the Board or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 8. An official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 9. A banker of the Company; or

10. A concern, firm, trust, Hindu undivided family, Company or association of persons wherein a director of the Company or his Immediate Relative or banker of the Company, has more than ten per cent, of the holding or interest.
7. **“Director”** means a member of the Board of the Company.
8. **“Designated Person (s)”** will mean and includes the following persons :
- All the Directors of the Company and their respective relatives;
 - Key Managerial Personnel’s and their respective relatives;
 - Promoters/Promoters Group of the Company;
 - All Employees in the cadre of Sr. Manager and above;
 - Secretaries to all the above persons;
 - Other persons employed on contract basis not included above but performing similar roles or having similar responsibilities;
 - All employees irrespective of their cadre in Finance, Legal & Secretarial Department at the registered office of the Company.
 - Chief Executive Officer (if any) and Employees of Material Subsidiaries if any, having access to UPSI
 - Immediate relatives of persons specified in (d) to (h) above.
 - Such other persons as may be notified by the Compliance Officer in consultation with Managing Director / Stakeholders Relationship Committee Meeting.
9. **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis including information published on website.
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.
11. **“Insider”** means any person who is:
- A Connected Person; or
 - In possession of or having access to Unpublished Price Sensitive Information
12. **“Key managerial Personnel”** mean person as defined in Section 2(51) of Companies Act, 2013
13. **“legitimate purpose”** shall include sharing of unpublished price sensitive information in the 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 these regulations.

14. **"Promoter"** shall have the meaning assigned to it under the Companies Act, 2013 or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof
15. **"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
16. **Regulations" or "these Regulations"** means SEBI (Prohibition of Insider Trading), Regulations, 2015 as amended from time to time.
17. **"Securities"** includes:
 - a. Shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated Company or other body corporate;
 - b. Derivatives;
 - c. Units or any other instrument issued by any collective investment scheme
 - d. to the investors in such schemes
 - e. Security receipt as defined in clause (zg) of section 2 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002;
 - f. Any certificate or instrument (by whatever name called), issued to an investor by any issuer being a special purpose distinct entity which possesses any debt or receivable, including mortgage debt, assigned to such entity, and acknowledging beneficial interest of such investor in such debt or receivable, including mortgage debt, as the case may be;
 - g. Government securities;
 - h. Such other instruments as may be declared by the Central Government to be securities; and
 - i. Rights or interest in securities;
18. **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
19. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
20. **"Trading window"** means the period during which Trading in the Securities of the Company is permitted by those governed by this Code.
21. **"Trading day"** means a day on which the recognized stock exchanges are open for trading;
22. **"Unpublished Price Sensitive Information" or "UPSIF"** 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:

- 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

All terms used in this Code but not defined hereinabove shall have the meanings ascribed to them under but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under.

3. DUTIES OF COMPLIANCE OFFICER

The duties of the Compliance Officer shall include:

- a. Reporting on Trading by the designated persons and their immediate relatives to the Board of Directors and in particular, providing reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board at such frequency as may be stipulated by the Board (but not less than once in a year).
- b. Prescribing procedures for various activities referred to in the Code.
- c. Monitoring adherence to the Regulations for the preservation of "Unpublished *Price Sensitive Information*".
- d. Granting of pre-clearance approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives if the value of the proposed trades is above such thresholds as the Board may stipulate from time to time and monitoring of such trading.
- e. Maintaining a record of Designated Persons as specifically provided in **(Annexure A)** and changes provided thereto from time to time.
- f. Maintaining of a record of prohibited periods specified from time to time.
- g. Assisting all the insiders in addressing any clarifications regarding the Regulations and this Code.
- h. Determining of trading window closure and re-opening periods.
- i. Seeking declarations from the applicant towards possession of UPSI and its accuracy prior to approving any trades.
- j. Approving and publically disclosing the trading plan presented to him/her by the Insider after which trades may be carried out on behalf of the insider in accordance with such plan.
- k. Reviewing the trading plan to assess whether the plan would have any potential for violation of the 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.
- l. In case any UPSI is in possession of an insider at the time of formulation of trading plan, confirming that unless such unpublished price sensitive information becomes generally available, the commencement of any trading plan shall be deferred.

- m. Notifying the Trading Plan to the stock exchanges on which the Securities of the Company are listed.
- n. Maintaining records of all the declarations in the appropriate form given by the Directors/ Officers / Designated Persons for a minimum period of five years.
- o. Compliance of policies, procedures, maintenance of records, preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the Code under the overall supervision of the Board of the Company or the head of an organization.
- p. Ensuring that information shared with Analysts and Research Personnel is not UPSI.
- q. Ensuring that appropriate and fair response is given to queries on news reports and requests for verification of market rumours by regulatory authorities.
- r. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- s. Shall review the Trading Plan formulated by insiders to assess whether the plan would have any potential of these regulations and shall have the right to seek undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations and Code.
- t. Where there is a violation of Regulations, the Compliance Officer or the Company shall immediately inform SEBI about such violation.

4. PRESERVATION OF "PRICE SENSITIVE INFORMATION"

All information shall be handled within the Company on a need-to-know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge legal and other official duties and obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which would:

- a. Entail an obligation to make an open offer under the takeover regulations where the Board is of informed opinion that sharing of such information for the proposed transaction is in the best interests of the Company;
- b. not attract the obligation to make an open offer under the takeover regulations but where the Board is of informed opinion that the sharing of such information for the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board may determine.

However, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose as

mentioned above and shall not otherwise trade in Securities of the Company when in possession of Unpublished Price Sensitive Information

Need to Know:

- a. "Need to Know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- b. All non-public price sensitive information directly received by any employee should immediately be reported to the head of the department.

Chinese Wall Procedures

Norms for Chinese Wall procedures is as under;

- a. To prevent the misuse of confidential information, the Company shall separate those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing/investment advise or other departments providing support services, considered "public areas".
- b. The employees in the inside area shall not communicate any price sensitive information to any one in public area.
- c. In exceptional circumstances employees from the public areas may be bought "over the wall" and given confidential information on the basis of "need to Know" criteria, under intimation to the Compliance Officer.

TRADING PLAN

An insider shall be entitled to formulate a trading plan for trading in Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan.

Trading Plan shall;

- a. not entail commencement of Trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
- b. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- c. entail trading for a period of not less than twelve months;
- d. not entail overlap of any period for which another trading plan is already in existence;

- e. 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 not entail Trading in securities for market abuse.

Pre – clearance shall not be required for any trades in accordance with the Trading plan. once trading plan has been approved by the Compliance Officer. Further, trading window norms and restriction on contra trade shall not be applicable for trades carried out in accordance with the trading plan approved by the Compliance Officer.

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

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in Securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

Upon approval of the Trading Plan, the compliance Officer shall notify the plan to the Stock Exchanges on which the securities are listed.

5. TRADING WINDOW AND TRADING CLOSURE

- a. All Designated persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the period when the trading window is closed. Compliance Officer shall by way of e-mail or through generally accepted means of communication, communicate the period of window closure to designated persons. It shall be the onus of designated persons to communicate the non-trading period to their immediate relatives.
- b. Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed 7 days prior to and 2 days after the Unpublished Price Sensitive Information is made Public for the following purposes-
 1. Declaration of financial results (quarterly, and annual) stand alone and consolidated,
 2. Declaration of dividends (interim and final);
 3. Issue of Securities by way of public/rights/bonus etc.;
 4. Any major expansion plans or execution of new projects;
 5. Amalgamation, mergers, de-mergers takeovers and buy-back;
 6. Changes in key managerial personnel;
 7. Material events in accordance with the listing regulations;

8. Changes in Capital Structure;
 9. Disposal of whole or substantially whole of the undertaking, and
 10. Any significant changes in policies, plans or operations of the Company.
-
- c. Provided in case of ESOPs (if any issued by the Company), the exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
 - d. 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. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
 - e. The Compliance Officer shall determine the time for re-opening the trading window after taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, which shall be not be earlier than 48 hours after the information, becomes generally available.
 - f. The trading window shall also be applicable to, inter alia, the following persons in relation to the Company:
 1. Auditors
 2. Accountancy firms
 3. Law firms
 4. Analysts, Consultants
 5. Any other person/entity assisting or advising the Company.

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 specified in Point 6- Pre-Clearance of Trades.

6. PRE-CLEARANCE OF TRADES

Every Designated Person shall obtain a pre-clearance approval as per the procedure prescribed hereunder. For any trading in any Securities of the Company proposed to be undertaken by such Designated Person / his /her Immediate Relative. Such pre-clearance approval would be necessary, only if the cumulative dealing in any financial year exceeds Rs 5,00,000/- However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed and hence he shall not be allowed to trade.

The pre-trading procedure shall be hereunder:

- a. For the purpose of obtaining a pre-clearance approval, the concerned Designated Person shall make an application in the prescribed form to the Compliance Officer **(Refer Annexure B)**
- b. Such application should be complete and correct in all respects and should be accompanied by such undertakings declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time-to-time.**(Refer Annexure C)**
- c. All Designated Persons / his /her Immediate Relatives shall execute their order in respect of Securities of the Company within one week after the approval of pre-clearance is given. The Designated Person / his /her Immediate Relatives shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form **(Refer Annexure D)**. In case the transaction is not undertaken, a report to that effect shall be filed. If the order is not executed within seven days after the approval is given, the concerned designated persons must pre-clear the transaction again.
- d. Designated person who is permitted to trade shall not execute a contra trade for six months from the date of entering into transaction. The compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations.
- e. Where any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- f. Provided that, contra trade for six month shall not be applicable for trades pursuant to exercise of stock options (if any)

7. REPORTING AND DISCLOSURES REQUIREMENTS

All Directors/Officers /designated Persons shall be required to forward the following details of their Securities transactions including the statement of dealing in the securities of Immediate Relatives to the Compliance Officer:

- All holdings in securities of that Company by Designated Persons at the time of joining the Company; **(Refer Annexure E)**
- Trading in derivatives of Securities of that Company and the traded value of the derivatives, if any
- Annual statement by designated persons of all holdings in Securities as on March 31 as per format prescribed by the Company.

- Disclosure of close personal relationships and material financial relationships wherein Designated persons shall disclose name, educational Institution, PAN or equivalent identification, Phone/Mobile/ Cell numbers on an annual basis and as and when the information changes of themselves and of the followings;
 - Immediate Relatives
 - Persons with whom such designated persons share a material financial relationship

Material Financial Relationship: Include – a relationship where one person is a recipient of any kind of payment during the preceding 12 months equivalent to at least 25% of such payer’s annual income; Excludes - payment based on arm’s length transactions

The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors/ Officers / designated Persons for a minimum period of five years.

The disclosures to be made hereunder shall include those relating to trading by such person’s Immediate Relatives, and by any other person for whom such person takes trading decisions.

A. Initial Disclosure

Every promoter, member of promoter group, key managerial personnel and director of the Company shall disclose his holding of Securities of the Company as on the date of these Regulations taking effect, to the Company within 30 (thirty) days of these Regulations taking effect; **(Annexure F)**

Every Key Managerial Personnel or a Director and Promoter or a member of promoter group of the Company on his appointment shall disclose in prescribed format his holding of Securities of the Company as on the date of appointment or becoming a Promoter or member of promoter group, to the Company within 7 (seven) days of such appointment or becoming a Promoter or member of promoter group. **(Annexure G)**

B. Continual Disclosure (Annexure H)

Every Promoter, Designated Person and Director of the Company shall disclose to the Company the number of such Securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 (Ten) Lakh.

Disclosure by Company to the Stock Exchanges:

The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information.

The Compliance Officer shall maintain records of all the above disclosures in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.

Disclosures by other connected persons (Annexure I)

A Company 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 these regulations.

8. PENALTY

- a. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).
- b. Any Designated Person who trades in Securities or communicates any information for trading in Securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company including intimation of such violation to the SEBI..
- c. Designated Person who violates this Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- d. The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

8.1 PENALTIES BY THE COMPANY

- a. Failure to comply with this Code is a serious disciplinary matter and may also constitute a criminal offence in certain cases.
- b. Any employee who violates the provisions of this Code shall be liable for such penal/disciplinary/remedial action as may be considered appropriate by the 'Audit Committee/ Board of Directors' as per the Insider Trading Regulations.
- c. All Breaches of this Code with actions taken shall be reported to the Board of Directors of the Company. The Board of Directors, considering the nature and severity of the breach, may decide to report any such breach and action taken to the Securities and Exchange Board of India.
- d. The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such an employee.

8.2 PENALTIES BY THE STATUTORY AUTHORITIES

- a. Under Section 15G of SEBI Act, any insider who indulges in insider trading is liable to a penalty of Rs. 25 crores or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the SEBI Act, any one who contravenes the Insider Trading Regulations is punishable with imprisonment which may extend to ten years, or with fine, which may extend to Rs. 25 crores or with both.
- b. It may also be noted that mens rea or criminal intent is not relevant in an offence of insider trading. Whether or not any actual gains were made or losses were avoided out of such deal also has no bearing on the maintainability of the criminal proceedings though depending on the facts of the case, the Court may take these factors into account while deciding the extent of penalty/punishment.
- c. SEBI can also pass directions to an insider found indulging in insider trading, not to deal in the Company's shares in any particular manner or prohibit him from disposing any of the shares acquired in violation of the Regulations and/or restrain him from communicating or counselling any other person to deal in the Company's shares.

9 AMENDMENT

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend/substitute any provision(s) with a new provision(s) or replace this entire code with a new code.

The Company reserves its right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the concerned unless the same is notified in writing.

In any circumstance where the terms of the Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over the code.

10 Enquiries/ Consultation

Any person to whom this Code applies, and who has a doubt as to interpretation of any clause of the code, should at all times consult the Compliance Officer.

Other provisions/restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed/complied.

PLACE: MUMBAI

DATE:

ANNEXURE A

SPECIMEN OF REGISTER OF DESIGNATED PERSONS

(To Be Maintained by Compliance Officer)

Sr no	Name of Designated Person	Grade	Dept	Location	Name of Immediate Relative	Date of joining	Date of ceasing	Remark

Annexure – B

Application by Designated Person for Pre-clearance of trading in Dolphin Offshore Securities

**The Compliance Officer
Dolphin Offshore Ent. (I) Ltd.
Lakhani Centrium,
Navi Mumbai 400 614.**

Date _____

Dear Sir,

Pursuant to Clause 6 of the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in Dolphin Offshore Securities, I hereby seek approval for purchase / sale of the Securities of the Company as per the details given below:

NAME OF DESIGNATED PERSON: _____

EMPLOYEE NO. _____ DESIGNATION _____

DEPARTMENT _____ LOCATION _____

REPORTING MANAGER / HEAD _____

Dolphin Offshore Securities are being purchased /sold / subscribed by me / my immediate relative Mr. / Mrs./ Ms/ Minor _____

Nature of Transaction (buy/sell/subscribe)	No. of securities intended to be bought / sold / subscribed	*Date of purchase/ allotment/ acquisition	**Date of previous approval (for purchase)	DP/ CLIENT ID of the account where the securities will be credited/debited
				DP ID.
				CLIENT ID

I declare that the order for buying / selling *** shall be executed within 7 (Seven) days after the approval is granted to me and an intimation of the same will be given to the Compliance Officer within 2 (Two) Working Days thereof.

I further declare that if the order for buying/selling *** has not been executed within 7 (Seven) days after the approval is granted to me, and further intend to trade in securities, than a fresh approval will be taken in that behalf.

Thanking you,

(Signature and Name of the Designated Person)

#applicable only if the Designated Person is an employee

*applicable only in respect of sale of Dolphin Offshore Securities

** applicable only in respect of sale of Dolphin Offshore Securities for which an earlier purchase

sanction was granted by the Compliance Officer.

*** strike out whichever is not applicable.

Annexure – C

Undertaking

To
The Compliance Officer
Dolphin Offshore Ent. (I) Ltd.
Lakhani Centrium,
Navi Mumbai 400 614.

Undertaking under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Dolphin Offshore Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders (“Dolphin Offshore Code”)

In compliance of the SEBI (Prohibition of Insider Trading) Regulations, 2015, and the Dolphin Offshore Code, (I, _____ (Name of the Designated Person) hereby undertake/declare that :

I do not have any access to or have not received any “Unpublished Price Sensitive Information” upto the time of signing this undertaking.

In case, I have access to or receive any “Unpublished Price Sensitive Information” after the signing of this undertaking but before the execution of the deal, I shall inform the Compliance Officer of the change in the position and that I would completely refrain from trading in Dolphin Offshore Securities till the time such information is made available to public by the Company.

I have not contravened the Dolphin Offshore Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders as notified by the Company from time to time.

I have made full and true disclosure in the matter.

Signed this ____ day of _____, 20__.

(Name of the Designated Person & Signature)

Annexure - D

Disclosure of Trading

Date :

To,
The Compliance Officer
Dolphin Offshore Ent. (I) Ltd.
Lakhani Centrium,
Navi Mumbai 400 614.

Dear Sir,

DETAILS OF TRADING

I hereby inform you that I / my Immediate Relative(s) have bought/sold/subscribed to the Dolphin Offshore Securities as mentioned below :

Name of holder	* F/J	No. of Securities dealt with	Bought / Sold/ Subscribed	DP ID No./ CLIENT ID (electronic form) where the Securities will be debited or credited or Folio no. (physical)	Price per security (Rs.)

“F” first holder “J” joint holder

In connection with the aforesaid trading (s), I hereby undertake to preserve, for a period of 3 (three) years and produce to the Compliance Officer/SEBI any of the following documents:

- Stock Broker’s contract note
- Proof of payment to/from Stock brokers
- Extract of bank passbook/statement (to be submitted in case of demat transactions)
- 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 Dolphin Offshore Code Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

** I agree to hold the above Securities for a minimum period of 6 (six) months.

Yours truly,

Signature : _____

Name : _____

Emp. No.: _____

** Applicable in case of purchase of Dolphin Offshore securities only.

ANNEXURE - E

INITIAL DISCLOSURE BY DESIGNATED PERSONS

Date:

Internal Use

To
 The Compliance Officer
 Dolphin Offshore Ent.(I) Ltd.
 10th Floor, Lakhani Centrium
 CBD Belapur,
 Navi Mumbai 400 099.

NAME OF DESIGNATED PERSON :

# EMPLOYEE NO. _____	GRADE

DEPARTMENT _____	LOCATION

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and Dolphin Offshore Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, I hereby declare that I have the following Immediate Relatives:

Sr.No.	Name of the Immediate Relative	Relationship with the Designated Person
	(name of spouse)	
	(name(s) of children below 21 years)	
	(names(s) of other Immediate Relatives)	

I hereby declare that I / my Immediate Relative
 Do/does not hold Dolphin Offshore Securities as on date
 Hold(s) Dolphin Offshore Securities as per the details given below :

Name of holder	* First of joint holder	Folio No. (physical form)	No of Securities	DP ID / CLIENT ID No (electronic form)	No of Securities

I hereby undertake to approach the Compliance Officer for pre-trading approval in case of any proposed trading (buying/selling/subscribing/acquiring) in Dolphin Offshore Securities in respect of the above mentioned holders.

I hereby declare that the above details are true, correct and complete in all respects.

Signature : _____

Name : _____

Applicable only where the designated person is Dolphin Offshore employee

* Indicate "F" where the named holder is the first holder of the securities and "J" where he/she is the joint holder of the Securities

ANNEXURE F

FORM A

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)- Initial disclosure to the Company]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Member of Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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 of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
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

6	7	8	9	10	11
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Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

ANNEXURE G

FORM B

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)- Disclosure on becoming a
director/KMP/Promoter/ Member or 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 Promoter Group of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP /Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures 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 of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract Specifications	Number of units (contracts)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts)	Notional value in Rupee terms

	* lot size)			* lot size)	
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:

**ANNEXURE H
FORM C**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosures]**

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, member of Promoter Group, Designated Persons or Director or KMP of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with Contact nos.	Category of Person (Promoters/ KMP / 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/ sale 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.)
		Type of security	No. and %	Type of security	No.	Value	Transact	Type of security	No. and %	From	To		

		(For eg. – Shares, Warrants, Convertible Debentures etc.)	of shareholding	(For eg. – Shares, Warrants, Convertible Debentures			ion Type (Buy/Sale/Pledge / Revoke / Invoke)	(For eg. – Shares, Warrants, Convertible Debentures etc.)	of shareholding				
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company 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)	

15	16	17	18	19	20	21
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Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

ANNEXURE I

**Form D (Indicative format)
Securities and Exchange Board of India (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 /disosal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition /disposal (on market/public/ rights/ Preferential offer / off market/Interse transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Value	Transaction Type (Buy/ Sale/ Pledge /Revoke /Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives 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)	
15	16	17	18	19	20	21

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

Name:

Signature:

Place:

Annual Disclosure of holdings by Designated Personnel's

To,
The Compliance Officer
Dolphin Offshore Ent.(I)Ltd.
Lakhani Centrium,
CBD Belapur
Navi Mumbai 400 614.

Date _____

Dear Sir,

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and Dolphin Offshore Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, I hereby submit the following details for your records-

Sr. No.	Details Required	Particulars
1.	Name	
2.	Folio No./ DP ID/ Client ID	
3.	Number of shares/ securities held	
4.	PAN	
5.	Date of joining	
6.	Mobile Number	
7.	Telephone Number	
8.	E-mail id	
9.	Immediate Relatives* and contact details of immediate relatives	
10.	Persons with whom material financial relationship is shared**	
11.	Educational Institute#	
12.	Details of past employment#	

Note-

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

** **“Material Financial Relationship”** Includes a relationship where one person is a recipient of any kind of payment during the preceding 12 months equivalent to at least 25% of such payer’s annual income; Excludes - payment based on arm’s length transactions

to be disclosed on One time basis.

Above disclosure to be made to Company on an Annual basis or as and when the information changes.

Signature

Name

Employee Code

Date

Place