



Lancer Container Lines Pvt. Ltd.

Date: 19th June, 2015

To,

Mr Suresh Babu Shankara

Flat No 403A, 4th Floor,

Jawahar Nagar, Chs Plot No 49/3

Sector 19A, Nerul

Navi Mumbai - 400706

Sub: Appointment as a Non-Executive Independent Director of Lancer Container Lines Private Limited

Dear Sir,

We are pleased to inform you that the shareholders of the Company at the Extra Ordinary General Meeting held on 15th June, 2015 have approved your appointment as an Independent Director of the Company ("Independent Director").

The terms of the appointment, which in any event shall be subject to Companies Act, 2013, Rules made there under and the Articles of Association of the Company are set out below:

1. Appointment

i. In accordance with the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules'), you are appointed as a Non-Executive Independent Director on the Board of Directors of the Company till 14th June, 2019.



Lancer Container Lines Pvt. Ltd.

- ii. As an Independent Director, you will not be liable to retire by rotation.
- iii. The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013. The Company is at liberty to disengage Non-Executive Independent Director earlier subject to compliance of relevant provisions of Companies Act, 2013
- iv. You may resign from your position at any time by serving a reasonable written notice on the Board. In terms of the provisions of Companies Act, 2013, you are required to file a copy of your resignation letter with the Registrar of Companies, Maharashtra, Mumbai.

2. Board Committees

Apart from the existing Committee Membership held by you, you may be nominated on one or more committees of the Board that may be set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations. The Board may reconstitute the composition of any/all Committees, from time to time, and any such change shall be promptly communicated to you.

3. Role & Duties & Liabilities

- i. The duties and liabilities that come with your appointment would be as per the provisions of Companies Act, 2013 (including Rules there under) and other laws applicable to the Company, Company's policies, Code of Ethics and the Articles of Association of the Company, as may be amended from time to time. You will follow the UTC Code of Ethics and the requirements under the Companies Act, 2013.
- ii. You will apply the highest standards of confidentiality, and not disclose to any person or company (whether during the course of the tenure as Non-Executive Independent Director or at any time after its cessation), any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Director, except as permitted by law or with prior clearance from the Board of Directors.



Lancer Container Lines Pvt. Ltd.

iii. As a Non-Executive Independent Director you have the same general legal responsibilities to the Company as any other Director, except that you shall be held liable only in respect of such acts of omission or commission by a company which had occurred with your knowledge, attributable through board processes and with your consent or connivance or where you had not acted diligently.

iv. You will adhere to the following duties of directors, which are more specifically stipulated in Section 166 of the Companies Act, 2013-

- a. To act in accordance with the Articles of the Company subject to the provisions of this Act
- b. To act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- c. To exercise the duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- d. Not to involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- e. Not to achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- f. Not to assign director's office and any assignment so made shall be void.

4. Sitting Fees

i. You shall be entitled to payment of fees for attending the Board and Committee meetings as decided by the Board of Directors, within limit prescribed under the Rules made under the Companies Act, 2013.



Lancer Container Lines Pvt. Ltd.

5. Reimbursement of Expenses

In addition to the fees described in point no.4 above, you will be entitled to the reimbursement of actual expenses in connection with attending the Board & Committee meetings including but not limited to travelling and lodging expenses on actual basis. In addition, the Company will reimburse you for all reasonable and properly documented expenses you may incur, in performing your role.

6. Code of Conduct & other compliances

i. During the appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code for Independent Directors, Insider Trading Code and such other requirements as the Board of Directors may from time to time specify.

ii. At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149(6) or any other applicable provisions of the Companies Act 2013 as may be amended from time to time.

7. Evaluation Processes

Your performance evaluation shall be done by the entire Board of Directors, without your participation.

8. Conflict of Interest:

i. It is accepted and acknowledged that you may have business interest other than those of the Company, as a condition to your appointment; you are required to declare any such directorships, appointments and interest to the Board in writing in the prescribed form, from time to time.



Lancer Container Lines Pvt. Ltd.

ii. In the event that your circumstances seem likely to change and might give rise to conflict of interest or when applicable, circumstances that might lead the Board to reverse its judgement that you are independent, this should be disclosed to the Board of Directors of the Company.

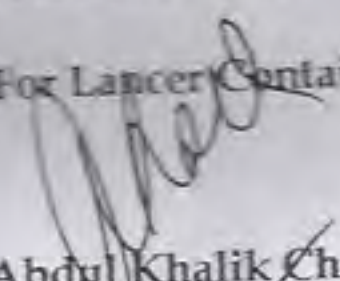
9. General:

This letter and any non-contractual obligations arising out of or in connection with this Letter are governed by, and shall be construed in accordance with, the laws of India, and the parties agree to submit to the exclusive jurisdiction of the courts of Mumbai, India.

Please confirm your agreement to the above by signing and returning the enclosed duplicate copy of this Letter.

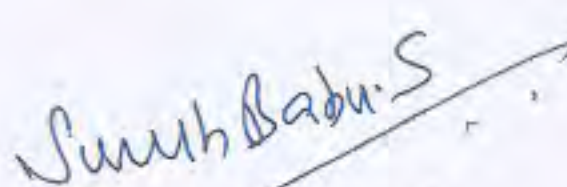
Yours Sincerely,

For Lancer Container Lines Pvt Ltd


Abdul Khalik Chataiwala

Director

Din: 01942246


Suresh Babu Sankara

Agreed and Accepted

Suresh Babu Sankara

Din : 02154784



Lancer Container Lines Pvt. Ltd.

Date: 22nd August, 2015

Gajanand Harivilas Ruia
Ruia House, C D Barfiwala Marg,
Andheri East, Mumbai 400058

Sub: Appointment as a Non-Executive Independent Director of Lancer Container Lines Private Limited

Dear Sir,

We are pleased to inform you that the shareholders of the Company at the Extra Ordinary General Meeting held on 21st August, 2015 have approved your appointment as an Independent Director of the Company ("Independent Director").

The terms of the appointment, which in any event shall be subject to Companies Act, 2013, Rules made there under and the Articles of Association of the Company are set out below:

1. Appointment

i. In accordance with the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules'), you are appointed as a Non-Executive Independent Director on the Board of Directors of the Company till 14th June, 2019.

ii. As an Independent Director, you will not be liable to retire by rotation.

iii. The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013. The Company is at liberty to disengage Non-Executive Independent Director earlier subject to compliance of relevant provisions of Companies Act, 2013.



Lancer Container Lines Pvt. Ltd.

iv. You may resign from your position at any time by serving a reasonable written notice on the Board. In terms of the provisions of Companies Act, 2013, you are required to file a copy of your resignation letter with the Registrar of Companies, Maharashtra, Mumbai.

2. Board Committees

Apart from the existing Committee Membership held by you, you may be nominated on one or more committees of the Board that may be set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations. The Board may reconstitute the composition of any/all Committees, from time to time, and any such change shall be promptly communicated to you.

3. Role & Duties & Liabilities

i. The duties and liabilities that come with your appointment would be as per the provisions of Companies Act, 2013 (including Rules there under) and other laws applicable to the Company, Company's policies, Code of Ethics and the Articles of Association of the Company, as may be amended from time to time. You will follow the UTC Code of Ethics and the requirements under the Companies Act, 2013.

ii. You will apply the highest standards of confidentiality, and not disclose to any person or company (whether during the course of the tenure as Non-Executive Independent Director or at any time after its cessation), any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Director, except as permitted by law or with prior clearance from the Board of Directors.

iii. As a Non-Executive Independent Director you have the same general legal responsibilities to the Company as any other Director, except that you shall be held liable only in respect of such acts of omission or commission by a company which had occurred with your knowledge, attributable through board processes and with your consent or connivance or where you had not acted diligently.

iv. You will adhere to the following duties of directors, which are more specifically stipulated in Section 166 of the Companies Act, 2013-



Lancer Container Lines Pvt. Ltd.

- a. To act in accordance with the Articles of the Company subject to the provisions of this Act
- b. To act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- c. To exercise the duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- d. Not to involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- e. Not to achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- f. Not to assign director's office and any assignment so made shall be void.

4. Sitting Fees

- i. You shall be entitled to payment of fees for attending the Board and Committee meetings as decided by the Board of Directors, within limit prescribed under the Rules made under the Companies Act, 2013.

5. Reimbursement of Expenses

In addition to the fees described in point no.4 above, you will be entitled to the reimbursement of actual expenses in connection with attending the Board & Committee meetings including but not limited to travelling and lodging expenses on actual basis. In addition, the Company will reimburse you for all reasonable and properly documented expenses you may incur, in performing your role.



Lancer Container Lines Pvt. Ltd.

6. Code of Conduct & other compliances

- i. During the appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code for Independent Directors, Insider Trading Code and such other requirements as the Board of Directors may from time to time specify.
- ii. At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149(6) or any other applicable provisions of the Companies Act 2013 as may be amended from time to time.

7. Evaluation Processes

Your performance evaluation shall be done by the entire Board of Directors, without your participation.

8. Conflict of Interest:

- i. It is accepted and acknowledged that you may have business interest other than those of the Company, as a condition to your appointment; you are required to declare any such directorships, appointments and interest to the Board in writing in the prescribed form, from time to time.
- ii. In the event that your circumstances seem likely to change and might give rise to conflict of interest or when applicable, circumstances that might lead the Board to reverse its judgement that you are independent, this should be disclosed to the Board of Directors of the Company.



Lancer Container Lines Pvt. Ltd.

9. General:

This letter and any non-contractual obligations arising out of or in connection with this Letter are governed by, and shall be construed in accordance with, the laws of India, and the parties agree to submit to the exclusive jurisdiction of the courts of Mumbai, India.

Please confirm your agreement to the above by signing and returning the enclosed duplicate copy of this Letter.

Yours Sincerely,

For Lancer Container Lines Pvt Ltd

Abdul Khalik Shaikh
Director

Din: 01942246



Agreed and Accepted

Gajmand Ruia
Din : 07184834



Lancer Container Lines Ltd.

Date: 22nd August, 2015

To,

Ms Vijayshri Anup Krishnan

P 58/13, Baird Place Delhi

Delhi Cantt, Delhi 110010

Sub: Appointment as a Non-Executive Independent Director of Lancer Container Lines Limited

Dear Madam,

We are pleased to inform you that the shareholders of the Company at the Extra Ordinary General Meeting held on 21st August, 2015 have approved your appointment as an Independent Director of the Company ("Independent Director").

The terms of the appointment, which in any event shall be subject to Companies Act, 2013, Rules made there under and the Articles of Association of the Company are set out below:

1. Appointment

i. In accordance with the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules'), you are appointed as a Non-Executive Independent Director on the Board of Directors of the Company till 14th June, 2019.

ii. As an Independent Director, you will not be liable to retire by rotation.

iii. The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013. The Company



Lancer Container Lines Ltd.

is at liberty to disengage Non-Executive Independent Director earlier subject to compliance of relevant provisions of Companies Act, 2013

iv. You may resign from your position at any time by serving a reasonable written notice on the Board. In terms of the provisions of Companies Act, 2013, you are required to file a copy of your resignation letter with the Registrar of Companies, Maharashtra, Mumbai.

2. Board Committees

Apart from the existing Committee Membership held by you, you may be nominated on one or more committees of the Board that may be set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations. The Board may reconstitute the composition of any/all Committees, from time to time, and any such change shall be promptly communicated to you.

3. Role & Duties & Liabilities

i. The duties and liabilities that come with your appointment would be as per the provisions of Companies Act, 2013 (including Rules there under) and other laws applicable to the Company, Company's policies, Code of Ethics and the Articles of Association of the Company, as may be amended from time to time. You will follow the UTC Code of Ethics and the requirements under the Companies Act, 2013.

ii. You will apply the highest standards of confidentiality, and not disclose to any person or company (whether during the course of the tenure as Non-Executive Independent Director or at any time after its cessation), any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Director, except as permitted by law or with prior clearance from the Board of Directors.

iii. As a Non-Executive Independent Director you have the same general legal responsibilities to the Company as any other Director, except that you shall be held liable only in respect of such acts of omission or commission by a company which had occurred with your knowledge, attributable through board processes and with your consent or connivance or where you had not acted diligently.



Lancer Container Lines Ltd.

iv. You will adhere to the following duties of directors, which are more specifically stipulated in Section 166 of the Companies Act, 2013-

- a. To act in accordance with the Articles of the Company subject to the provisions of this Act
- b. To act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- c. To exercise the duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- d. Not to involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- e. Not to achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- f. Not to assign director's office and any assignment so made shall be void.

4. Sitting Fees

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5. Reimbursement of Expenses

In addition to the fees described in point no.4 above, you will be entitled to the reimbursement of actual expenses in connection with attending the Board & Committee meetings including but not limited to travelling and lodging expenses on actual basis. In addition, the Company will reimburse you for all reasonable and properly documented expenses you may incur, in performing your role.



Lancer Container Lines Ltd.

6. Code of Conduct & other compliances

i. During the appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code for Independent Directors, Insider Trading Code and such other requirements as the Board of Directors may from time to time specify.

ii. At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149(6) or any other applicable provisions of the Companies Act 2013 as may be amended from time to time.

7. Evaluation Processes

Your performance evaluation shall be done by the entire Board of Directors, without your participation.

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i. It is accepted and acknowledged that you may have business interest other than those of the Company, as a condition to your appointment; you are required to declare any such directorships, appointments and interest to the Board in writing in the prescribed form, from time to time.

ii. In the event that your circumstances seem likely to change and might give rise to conflict of interest or when applicable, circumstances that might lead the Board to reverse its judgement that you are independent, this should be disclosed to the Board of Directors of the Company.

9. General:

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Lancer Container Lines Ltd.

and the parties agree to submit to the exclusive jurisdiction of the courts of Mumbai, India.

Please confirm your agreement to the above by signing and returning the enclosed duplicate copy of this Letter.

Yours Sincerely,

For Lancer Container Lines Limited



Abdul Khalik Chataiwala

Director

Din: 01942246

Agreed and Accepted



Vijayshri Anup Krishnan

Din: 07258233



Lancer Container Lines Ltd.

Date: 13th April 2018

To,
Mr Narayanan Variyam
Warrier, Bhavika Estate, 1st Floor,
Plot No.4, Sector -16 A, Nerul West,
Near Gaondevi Mandir, Navi Mumbai
Thane - 400706.

Dear Sir / Madam,

Sub: APPOINTMENT

We are pleased to offer you a position of Additional Director (Category: Non Executive & Independent) in our organization pursuant to provision of section 161(1) of the Companies Act, 2013.

We take this opportunity to welcome you and hope that your association with us proves to be of mutual benefit.

Please sign the duplicate copy of this letter in token of your having accepted to act as an Additional Independent Director in our organization and return the same to us so that we can file requisite form DIR-12 with the Registrar of Companies (ROC) and confirm your acceptance.

Yours Faithfully,
For LANCER CONTAINER LINES LIMITED

HARISH PARAMESWARAN
DIRECTOR
DIN: 05249722



CIN : L74990MH2011PLC214448

26/27, Arenja Tower CHS. Ltd., Plot No. 49/50/51, Sector - 11, CBD Belapur, Navi Mumbai - 400 614.

Tel. : +91 22 2756 6940/41/42 Fax : +91 22 2756 6939 Web.: www.lancermarine.in

H.O. : Mumbai Branch : Delhi • Chennai • Mundra • Kolkata • Tuticorin • Ludhiana • Visakhapatnam • Ahmedabad • Jaipur



Lancer Container Lines Ltd.

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Lancer Container Lines Ltd.

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Lancer Container Lines Ltd.

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