



# Lancer Container Lines Ltd.

## ANNEXURE I

### Compliance Report on Corporate Governance

Name of Listed Entity: Lancer Container Lines Limited

Quarter ending: 31<sup>st</sup> March, 2019

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive /independent/Non-ominee) &	Date of Appointment in the current term /cessation	Tenure* (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Abdul Khalik Abdul Kadar Chataiwala	01942246	Chairperson/ Executive director/ Managing Director	15/06/2015		1	0	0
Mr.	Manesh Sudhakaran Vadakkath	03153583	Executive director	09/05/2016		1	0	0
Mr.	Harish Parameswaran	05249722	Executive director	21/12/2015		1	0	0
Mr.	Suresh Babu Sankara	02154784	Independent Non - executive director	15/06/2015	45 months	1	2	2

Mr.	Gajanand Harivilas Ruia*	07184834	Independent Non - executive director	21/08/2015 (appointment) 28/03/2019 (cessation)	43 months	1	2	0
Mrs.	Vijayshri Krishnan Anup	07258233	Independent Non - executive director	21/08/2015	43 months	1	2	0
Mr.	Narayanan Moolanghat Variyam	08109682	Independent Non executive director	13/04/2018	11 months	1	1	0

#Date of appointment of Mr. Abdul Khalik Chatiwala as Managing Director of the company.

\*Date of cessation of Mr. Gajanand Harivilas Ruia from the post of Director (category: Independent director) of the company is 28/03/2019.

§PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
<b>1. Audit Committee</b>	1. Suresh Babu Sankara 2. Gajanand Harivilas Ruia*. 3. Vijayshri Anup Krishnan 4. Narayanan Moolanghat Variyam	Chairperson/ Non-Executive/independent Non-Executive/independent Non-Executive/independent Non-Executive/independent
<b>2. Nomination &amp; Remuneration Committee</b>	1.Suresh Babu Sankara 2. Gajanand Harivilas Ruia*. 3. Vijayshri Anup Krishnan 4. Narayanan Moolanghat Variyam	Chairperson /Non-Executive/independent Non-Executive/independent Non-Executive/independent Non-Executive/independent

<b>3. Risk Management Committee(if applicable)</b>	N.A	N.A
<b>4. Stakeholders Relationship Committee'</b>	1.Suresh Babu Sankara 2. Gajanand Harivilas Ruia*. 3. Vijayshri Anup Krishnan 4.Narayanan Moolanghat Variyam	Chairperson /Non-Executive/independent Non-Executive/independent Non-Executive/independent Non-Executive/independent
<b>5. Corporate Social Responsibility Committee'</b>	1. Abdul Khalik Abdul Kadar Chataiwala 2. Harish Parameswaran 3. Suresh Babu Sankara	Chairperson/Managing Director/ Executive Director Member / Executive Director Member/ Non- Executive Director

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

\*Mr. Gajanand Harivilas Ruia ceased to be the member of Audit committee w.e.f 28/03/2019

\*Mr. Gajanand Harivilas Ruia ceased to be the member of Nomination and Remuneration committee w.e.f 28/03/2019

\*Mr. Gajanand Harivilas Ruia ceased to be the member of Stakeholder Relationship Committee w.e.f 28/03/2019

<b>III. Meeting of Board of Directors</b>			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>		<i>Maximum gap between any two consecutive (in number of days)</i>
09.10.2018 and 14.11.2018	03.01.2019, 13.02.2019, 28.03.2019,29.03.2019		42 days
<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
13.02.2019 and 28.03.2019 (Audit Committee)	yes	13.11.2018 (Audit Committee)	91 days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained*	Yes
Whether shareholder approval obtained for material RPT	N.A

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A
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**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 \*Related party transaction were entered after obtaining the prior approval of Audit Committee
- 3 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. **Corporate Social Responsibility** Committee
  - e. Risk management committee (applicable to the top 100 listed entities)- N.A
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed before Board of Directors and no comments/ observations/ advice were received on the same from the Board of Directors.

For Lancer Container Lines Limited

Mr. Abdul Khaliq Abdul Kadar Chataiwala  
 Managing Director  
 DIN: 01942246





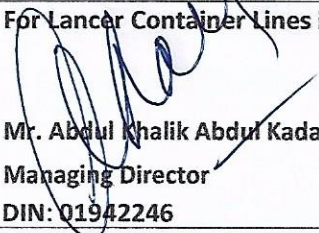
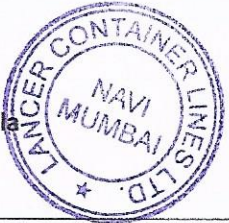
# Lancer Container Lines Ltd.

## ANNEXURE II

### Compliance report on Corporate Governance as on 10<sup>th</sup> April, 2019 as per Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Scrip Code	539841
ISIN	INE359U01010
Name of the entity	Lancer Container Lines Limited
Date of Report	11.04.2019
Risk Management Committee	Not Applicable

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Web address	
Details of business	Yes	<a href="http://www.lancermarine.in">www.lancermarine.in</a>	
Terms and conditions of appointment of independent directors	Yes	<a href="http://www.lancermarine.in">www.lancermarine.in</a>	
Composition of various committees of board of directors	Yes	<a href="http://www.lancermarine.in">www.lancermarine.in</a>	
Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.lancermarine.in">www.lancermarine.in</a>	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://www.lancermarine.in">www.lancermarine.in</a>	
Criteria of making payments to non-executive directors	Yes	<a href="http://www.lancermarine.in">www.lancermarine.in</a>	
Policy on dealing with related party transactions	Yes	<a href="http://www.lancermarine.in">www.lancermarine.in</a>	
Policy for determining 'material' subsidiaries	N.A	-----	
Details of familiarization programmes imparted to independent directors	Yes	<a href="http://www.lancermarine.in">www.lancermarine.in</a>	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.lancermarine.in">www.lancermarine.in</a>	
e-mail address for grievance redressal and other relevant details	Yes	<a href="http://www.lancermarine.in">www.lancermarine.in</a>	
Financial results	Yes	<a href="http://www.lancermarine.in">www.lancermarine.in</a>	
Shareholding pattern	Yes	<a href="http://www.lancermarine.in">www.lancermarine.in</a>	
Details of agreements entered into with the media companies and/or their associates	N.A	-----	
New name and the old name of the listed entity	N.A	-----	
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	If status is No, details of non-compliance may be given here
Independent director(s) have been appointed in terms of specified criteria of	16(1)(b) & 25(6)	Yes	-----

<i>'independence' and/or 'eligibility'</i>			
<i>Board composition</i>	17(1)	Yes	-----
<i>Meeting of Board of directors</i>	17(2)	Yes	-----
<i>Review of Compliance Reports</i>	17(3)	Yes	-----
<i>Plans for orderly succession for appointments</i>	17(4)	yes	-----
<i>Code of Conduct</i>	17(5)	Yes	-----
<i>Fees/compensation</i>	17(6)	Yes	-----
<i>Minimum Information</i>	17(7)	Yes	-----
<i>Compliance Certificate</i>	17(8)	Yes	-----
<i>Risk Assessment &amp; Management</i>	17(9)	NA	-----
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	-----
<i>Composition of Audit Committee</i>	18(1)	Yes	-----
<i>Meeting of Audit Committee</i>	18(2)	Yes	-----
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	-----
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	-----
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA	-----
<i>Vigil Mechanism</i>	22	Yes	-----
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes	-----
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA	-----
<i>Approval for material related party transactions</i>	23(4)	NA	-----
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA	-----
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA	-----
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes	-----
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	-----
<i>Familiarization of independent directors</i>	25(7)	Yes	-----
<i>Memberships in Committees</i>	26(1)	Yes	-----
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	-----
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	-----
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	-----
<b>For Lancer Container Lines Limited</b>			
 			
<b>Mr. Abdul Khalik Abdul Kadar Chataiwala</b> <b>Managing Director</b> <b>DIN: 01942246</b>			