



# Lancer Container Lines Ltd.

## Lancer Container Lines Limited

### Code for Fair Disclosure and Conduct and for Prevention of Insider Trading

Lancer Container Lines Limited (the "Company") is a public company whose equity shares are listed on BSE Limited and subject to the rules and regulations issued by the Securities and Exchange Board of India (SEBI).

The SEBI (Prohibition of Insider Trading) Regulations, 2015 ["the Regulations"] and its vide amendment dated 21<sup>st</sup> January, 2019, has laid down a framework for prohibition of insider trading in securities and requires a Code for Fair Disclosure and Conduct ("the Code") be laid down by companies in order to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations, in adherence with principles set out in schedule A and adopting the minimum standards set out in schedule B. This code has been formulated to comply with the above requirements.

All capitalized terms used and not defined herein, shall bear the meaning as defined under the Regulations. This code shall come into force with immediate effect.

#### **A. Definitions:**

##### **1. Compliance Officer**

The Company has appointed a Company Secretary, who is designated as the Compliance Officer who shall be responsible for the administration of this code.

##### **2. Insider**

means any person who is:

(i) **connected person:** a connected person means

a) any person who is or has during the six months prior to the concerned act been associated with a 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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) **Deemed connected person** means who is deemed to be connected persons by law unless the contrary is established:

- An immediate relative of connected persons specified in clause (a); or
- A holding company or associate company or subsidiary company; or
- An intermediary as specified in Section 12 of the Act or an employee or director thereof or;



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- An investment company, trustee company, asset management company or an employee or director thereof; or
- An official of a stock exchange or of clearing house or corporation; or
- 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
- member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- An official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- A banker of the company; or
- A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest.

(II) Any person who is in possession of or having access to unpublished price sensitive information

### 3. Designated Person(s):

The term "designated person" as defined under regulation 9(4) of SEBI (PIT) (Amendment) Regulations, 2018 shall include:

- i) Promoters of the Company;
- ii) C.E.O and upto two level below C.E.O irrespective of their functional role or access to UPSI of the company.
- iii) Any support staff such as IT Staff or secretarial Staff who have access to UPSI.
- iv) Employees designated by board on the basis of their functional role or access to UPSI of the company.
- v) Employees of material subsidiaries on the basis of their functional role or access to UPSI of the company.

### 4. Immediate Relative:

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.

### 5. Unpublished Price Sensitive Information means (UPSI)

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:

- Financial results;
- Dividends;
- Change in capital structure;
- Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- Changes in key managerial personnel;



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## 6. Material Financial Relationship

shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

## B. Prohibition On Communicating or Procuring UPSI

1. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or its securities to any unauthorized person.

*The Unpublished price sensitive information cannot be shared except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations by an Insider as per the "Policy for determination of Legitimate Purposes" (Annexure 2), and provided it is not shared to evade or circumvent the prohibition under the SEBI (PIT) Regulation, 2015 (last amended on 21<sup>st</sup> January, 2019).*

2. Unpublished price sensitive information may be communicated, provided, allowed access to or procured for the following transactions:

- i) Transaction that creates an obligation to make an open offer under the takeover regulations or Substantial transaction such as takeovers, mergers, and acquisitions involving trading in securities and change of control to assess a potential investment and where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company; or
- ii) Transaction that do not entail an open offer obligation under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company. The board of director, however, would cause public disclosure of such unpublished price sensitive information well before the proposed transaction to rule out any information asymmetry in the market.

However, the company shall require to execute non-disclosure agreements with such parties to maintain confidentiality for information so provided during the aforesaid transactions and such party shall be restricted to trade in securities of the Company when in possession of unpublished price sensitive information.

## C. Mechanism on Internal Control

For ensuring adequate and effective system of internal controls in line with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, we undertake following steps:

### ➤ Identification of designated persons:

The compliance officer shall maintain the list of employees considered as insiders and notify or update the list for any addition/ removal thereof.



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➤ **Identification and control of UPSI:**

To limit the access of confidential information the company shall adopt following measures:

- ✓ Files containing confidential or Unpublished Price Sensitive Information shall be kept in a separate folder in the server with restricted access.
- ✓ Confidential files must have adequate security password.
- ✓ **Access to Accounting systems:** The financial information pertaining to the respective divisions shall be controlled by user access and only the information related to the division shall be shared with them.

1. **Chinese wall**

To prohibit the communication of UPSI, the Company has adopted "Chinese Wall" as an information barrier which separates those who have access to UPSI from those who don't have such access. The list of insiders and designated people as maintained by the compliance officer shall be considered as over the wall. However, in furtherance of legitimate purpose, employee considered as non-insider can be brought over the wall and given access to UPSI, provided that the proper procedure as stated below is adopted.

**Procedure for Crossing the Chinese wall**

The following is the procedure for crossing the Chinese Wall:

- i) The person seeking access to UPSI / who needs to be given access to UPSI shall request his reporting officer for approval. The approval from the reporting officer shall be raised to the Executive director on the board. Such approval shall be given only by one of the Executive Directors after evaluating the request on a need to know basis. Such approval shall be marked / provided to the Compliance officer.
- ii) Compliance officer shall approve provided the board has approved and can permit the Insider access to UPSI. The compliance officer shall permit the access only till such time as has been approved by the approvers. (from the board).
- iii) Prior to sharing the UPSI, the proposed insider shall be administered the code of conduct and given education about the sensitivity of information and restrictions on communication or providing or allowing access to UPSI to any non-insider directly or indirectly.
- iv) Only after the above 3 steps are done and the proposed insider has signed off on the code, the person will be brought over the wall and given access to UPSI.
- v) Compliance officer can permit such a person to obtain information by crossing the wall after execution of undertaking by such authorized person to abstain from trading of company



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securities till such UPSI become public and he will abide by company Code for Fair Disclosure and Conduct ("the Code").

- vi) Post the time period stated in the approval, the access (in all forms) of the person to UPSI shall be revoked, unless the approval is extended with approvals as stated in Point 1.
- vii) Trading restrictions as stated in the code shall continue for a period of 6 months from the date the person is taken outside the wall.

## **2. For Legitimate purposes**

The company has formulated the policy to identify the legitimate purpose for sharing the UPSI (as per Annexure 2).

The Unpublished price sensitive information can be shared for legitimate purposes, for performance of duties, discharge of legal obligations by an Insider as per following procedure:

- i) The insider shall identify whether the information proposed to be shared falls under the list of legitimate purposes as defined in the legitimate purpose policy.
- ii) The insider will inform compliance officer to serve due notice as per Schedule C to the PIT regulations to such party with whom UPSI is being shared.
- iii) The compliance officer after due diligence will serve the notice which restricts the party to trade in securities of the company till such UPSI become public and to adhere with Schedule C of SEBI (PIT) amended Regulation, 2018.
- iv) The Compliance officer will update the aforesaid information in the digital database.

## **3. Non-Disclosure & Confidentiality Agreement**

- i) For transactions involving external parties, the company shall execute Non-Disclosure Agreement with such parties with whom the Company intends to share Unpublished Price Sensitive information on account of substantial transactions such as mergers, and amalgamation involving trading in securities and change of control to assess a potential investment or where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company.
- ii) For insiders, the company shall administer the Code for Fair Disclosure and Conduct and for Prevention of Insider Trading and they have to mandatorily sign and acknowledge the code.



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#### 4. Digital Database:

The company has created a digital database as required under Regulation 3 (5) of SEBI PIT Regulation, 2015, containing the names of such persons or entities, with whom UPSI is shared along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available, date and time of such UPSI being shared. The compliance officer is authorized to access and update the digital database and the database shall be password protected through dual controls.

#### 5. Policy of inquiry in case of leak of Unpublished Price Sensitive Information ("UPSI")

The Board has formulated written policy for initiating inquiries on becoming aware of leak/suspected leak of unpublished price sensitive information.

#### 6. Periodical Review by Board of Directors and Audit Committee

The Compliance Officer shall report on insider trading to the Audit committee and Board of Directors of the Company on quarterly basis.

#### 7. Disclosures by Insiders

Insiders shall be required to disclose the details as specified in Point No. H of this Code for Fair Disclosure and Conduct and for Prevention of Insider Trading.

8. The Compliance officer will ensure that the gap between clearance of accounts by audit committee and board meeting should be as narrow as possible to avoid leakage of material information. By practice the company has endeavor to keep the audit committee meeting and the meeting of the Board of directors on the same day with as less time difference as possible.

#### D. Prohibition on Insider Trading when in possession of UPSI

An Insider shall not, directly or indirectly,

- i) Trade in securities of the company when in possession of UPSI.

However, the insider may trade in following circumstances:

- i) the transaction is an off-market inter-se transfer between insiders who were in possession of the same UPSI and both parties had made a conscious and informed trade decision; Provided further that such off-market trades shall be reported by the insiders to the company within two working days. The compliance officer within 2 trading days shall notify the particulars of such trades to the stock exchange .

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CIN : L74990MH2011PLC214448

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- ii) the transaction was carried out through block deal window mechanism between persons who were in possession of UPSI and both parties had made a conscious and informed trade decision.
- iii) The transaction is carried out pursuant to statutory or regulatory obligation to carry out bona fide transaction.
- iv) The transaction was carried out pursuant to ESOP.
- v) In the case of Non-insiders, the person to whom the UPSI was shared has to be different from the person taking the trading decisions.
- vi) The transaction was carried out pursuant to Trading Plan set up in accordance with SEBI (PIT) Regulations, 2015.

## **E. Trading Window**

- 1) Designated Persons and immediate relatives shall not trade in the Company's securities when the trading window is closed.
- 2) When the 'trading window' is opened the Designated Persons and immediate relatives may trade irrespective of the value in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules.
- 3) The trading window shall be closed for all Designated Persons and immediate relatives from first day of every quarter ending till 48 hours after financial results become generally available.
- 4) Additionally, the trading window shall be closed in particular for a Designated Person and immediate relatives or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer.
- 5) The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available

## **F. Pre- Clearance of Trading**

- 1) Designated Persons may trade in the securities of the Company when the trading window is open, after obtaining approval of the Compliance Officer by submitting an application in format (SEBI prescribed format) and an undertaking (Annexure 1).
- 2) The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.



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- 3) The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.
- 4) The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer in format. (Form D)
- 5) If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- 6) A Designated Person who is permitted to trade shall not within a period of 6 months execute a contra trade. The compliance officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing, provided that such relaxation does not violate these regulations. In case 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 SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act. Provide that this shall not be applicable for trades pursuant to exercise of stock option.
- 7) A Designated Person who trades in securities without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.
- 8) Any trade irrespective of the amount by a designated person should be pre-cleared and same will be approved only if Designated Person is not in possession of UPSI while executing the trade.

## **G. Trading Plan**

- 1) The Designated Person shall be entitled to formulate a Trading Plan that complies with the SEBI (PIT) Regulations, 2015 (a "Trading Plan") and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out in his behalf in accordance with such plan.
- 2) Such trading plan shall :-
  - not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
  - 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;
  - entail trading for a period of not less than twelve months;





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- not entail overlap of any period for which another trading plan is already in existence;
  - 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.
- 3) The Compliance Officer shall review and approve the Trading Plan if it complies with the SEBI (PIT) Regulations, 2015 and shall disclose the Trading Plan to the stock exchanges.
- 4) The Trading Plan once approved shall be irrevocable and the Designated Person 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 Designated Person is in possession of UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information. Further, the Designated Person shall also not be allowed Trade 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.

## **H. Disclosures of trading by insider & information by designated persons.**

### **I. Initial Disclosure**

- i) Every Promoter, member of promoter group, Key Managerial Personnel and director of the Company within 30 days, shall disclose his/her holding of securities of the company as on the date of these code taking effect in format FORM B (SEBI Prescribed format).
- ii) Every person on appointment as key managerial personnel or Director or upon becoming promoter or member of promoter group shall disclose his holding within 7 days of such appointment in format FORM B (SEBI Prescribed format).

### **II. Continual Disclosures**

- i) Every Promoter, member of promoter group, designated person and director of the Company shall disclose to the company the number of Securities acquired, disposed within 2 trading days of transaction if transaction or series of transactions in calendar quarter in excess of Rs.10 Lakhs or such value as may be specified.



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- ii) Every Promoter, Key Managerial Personnel, Director and Employee shall notify to the Compliance officer the details of every trade executed within 2 trading days to the Compliance Officer in format FORM C (SEBI prescribed format).
- iii) Compliance officer shall notify to stock exchange the particulars of trade (falling within the thresholds as defined under Point 1) within 2 trading days of receipt of such disclosure in said format.

### III. Annual Disclosure

- i) Annual disclosure of number of shares and other securities held as on 31st March, including details of purchase/sale of shares and other securities during the financial year shall be made by designated persons within 30 days from the close of each financial year to the company.
- ii) The Compliance Officer shall maintain the records of all the declarations given in the appropriate form. As per regulation disclosure made must be maintained for at least 5 Years.
- iii) Designated person shall disclose on annual basis and as and when changes the name and PAN of immediate relatives, persons with whom such designated person shares a material financial relationship, Phone, mobile and cell numbers which are used by them.

### I. Penalty for contravention of Code of Conduct

Every person who trades in securities or communicates any information for trading in securities, in contravention of this Code of Conduct would be penalized and appropriate action against her/him would be taken by the Company such as wage freeze, suspension, etc. The compliance officer shall promptly report such violations to SEBI. The action taken by the Company against such person shall not preclude SEBI from taking any action, as it may deem fit, in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

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Reviewed and Approved on 28<sup>th</sup> March, 2019

**Schedule A**

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

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a 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. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. 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.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

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**ANNUAL DECLARATION FROM DESIGNATED PERSON**

To,  
The Compliance Officer  
Lancer Container Lines Limited

Dear Sir/Madam,

I hereby inform you that I / my \_\_\_\_\_ (Name of the immediate relative) have not/have bought/sold shares of the Lancer Container Lines Limited.

I further disclosed my statement of shareholding in Lancer Container Lines Limited as on 31<sup>st</sup> March, 2019. I along with my immediate relative hold the following securities of the Company, details of which are as under.

Sr.No	Name of Holder	PAN details	Total Holding	DP ID/ Client ID

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I declare that I have made full and true disclosure in the matter.

Yours truly,

Signature

Name:

**FORM FOR DISCLOSURE OF PARTICULARS BY DESIGNATED PERSONS**

*(Under Schedule-B, of SEBI (PIT) amended Regulation, 2018)*

To,  
The Compliance Officer  
Lancer Container Lines Limited

Dear Sir/Madam,

**Declaration**

I <...Name of designated person...> hereby declare the following information as required under Schedule B to the SEBI (PIT) Regulations 2018 :

No	Name of the Person	Relationship designated person	Permanent Account Number	phone/ mpbile number	Educational institution	Past employers

I hereby undertake to promptly inform you about any changes in the above details.

Sign: \_\_\_\_\_

Name: \_\_\_\_\_

Place: \_\_\_\_\_

Date: \_\_\_\_\_

ANNEXURE 1

PRE- CLEARANCE OF TRADES

*Application for Pre-clearance of trading in securities of the company by the directors and designated employees (in terms of clause 1 of the code of conduct pursuant to Regulation 7(1) (b) of the SEBI (Prohibition of Insider Trading) Regulations, 2015*

To,  
The Compliance Officer  
Lancer Container Lines Limited  
Mayuresh Chambers Premises Co-Operative Society Ltd.,  
Unit No.H02-2, H02-3 & H02-4,  
Plot No.60, Sector-11,  
CBD Belapur,  
Navi Mumbai - 400614

SUB: APPLICATION FOR TRADING IN SECURITIES OF THE COMPANY

Dear Sir,

With reference to above, I wish to inform you that I want to purchase / sale ..... equity shares of the company from market/off-market, details of the same are mentioned below:

Sr.No	Particulars	
1.	Name of the Directors/Designated Employee	
2.	Designation	
3.	DIN/ Employee Code	
4.	PAN	
5.	Address	
6.	No. and Value of securities held in the company as on date.	
7.	Folio/ DP Id. No. and Client Id.No.	
8.	Mode in which securities are held (i.e physical or Demat)	
9.	The proposal is for ----(Please tick proper option)	a) Acquisition in open market b) Acquisition out of open market c) Sale in the open market d) Sale out of open market e) Subscription of securities
10.	Proposed date of the deal	

11.	Estimate no. of securities proposed to be acquired / sold/ subscribed	
12.	Price at which the transaction is proposed	
13	Proposed mode of dealing in securities (Physical or demat)	
14.	Name and address of the broker ( if the details is to be in the open market) and his SEBI Regn. No	

I/We (my relatives) hereby confirm, declare and undertake as follow:

- i) That I/We do not have access or has not received any Unpublished Price Sensitive Information (UPSI) up to the time of signing the undertaking.
- ii) I/We have complied with the requirements of company's code of conduct to regulate, monitor and report trading in securities and fair disclosure of Unpublished Price Sensitive Information (UPSI) based on the SEBI (Prohibition of Insider Trading) Regulations, 2015 as notified by the company from time to time.
- iii) That incase I/we have access to or receive "Price-sensitive information" after the signing of the undertaking but before the execution of the transaction, I shall inform you the change in my position and I shall completely refrain from trading in the securities of the company till such information becomes public.
- iv) I/We shall execute the trade of Equity shares within 7 trading days of your approval (pre-clearance) failing which we shall apply again to you for your approval.
- v) I/We shall not within a period of 6 months execute a contra trade unless I obtain written approval from you.
- vi) I/we abide by the provisions of clause (1) of the Code of conduct with regard to time norms for execution and holding of securities.
- vii) I/we have made full and true disclosure in the matter to the best of my knowledge and belief.

I/We further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts done by me or my relatives including such penalties as may be imposed by the Company and as per SEBI Act.

Kindly provide the pre-clearance of trade for the above transaction.

Thanking you,  
Yours sincerely,

Signature :  
Name :

Place:  
Date:

To  
The Compliance Officer

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**Subject : Minimum Information to be submitted for the Trading Plan**

Dear Sir,

Sr.No	Particulars	Details
1.	Name of the Directors/Designated Employee	
2.	Designation	
3.	DIN/ Employee Code	
4.	PAN	
5.	Address	
6.	No. and Value of securities held in the company as on date.	
7.	Folio/ DP Id. No. and Client Id.No.	
8.	Mode in which securities are held (i.e physical or Demat)	
10.	Proposed date of the Trading	
11.	Mode of Trading (Market /Off-Market) *	
12.	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.	
13.	Name and address of the broker ( if the details is to be in the open market) and his SEBI Regn. No	

\* The SEBI vide Gazette notification dated June 8, 2018 under Regulation 40 of securities and Exchange 10 of Securities and Exchange Board of India (LODR) regulations, 2015 has mandated that transfer of securities would be carried out in dematerialized form only.



I/We (my relatives) hereby confirm, declare and undertake as follow:

- i) I/We have complied with the requirements of company's code of conduct to regulate, monitor and report trading in securities and fair disclosure of Unpublished Price Sensitive Information (UPSI) based on the SEBI (Prohibition of Insider Trading) Regulations, 2015 as notified by the company from time to time.
- ii) I/We shall not within a period of 6 months execute a contra trade unless I obtain written approval from you.
- iii) I/we abide by the provisions of clause (1) of the Code of conduct with regard to time norms for execution and holding of securities.
- iv) I/we have made full and true disclosure in the matter to the best of my knowledge and belief.
- v) The implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.
- vi) 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.

I/We further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts done by me or my relatives including such penalties as may be imposed by the Company and as per SEBI Act.

Thanking you,  
Yours sincerely,

Signature :  
Name :

Place:  
Date:

**FORM A**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 2)]

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director 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)	Securities held as on the date of regulation coming into force		% of Shareholding	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	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

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

Signature:

Designation:

Date:

Place:

**FORM B**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2)]

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 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	Open Interest of the Future contracts held at the time of becoming Promoter/appointme nt of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointme nt of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	5	6	7		

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

Signature:

Designation:

Date:

Place:

**FORM C**

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

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place:

**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**

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer/off market/Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Name:

Signature:

Date:

Place:



# Lancer Container Lines Ltd.

## Annexure 2

### POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES"

(Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018)

#### Introduction:

This Pursuant to Regulation 3(2A) of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment), 2018, the Board of Directors of Lancer Container Lines Limited has formulated a policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct and for prevention of insider trading".

#### Objective:

The objective of this policy is as follows

1. To identify 'Legitimate Purposes' for the purpose of SEBI (PIT) Regulation, 2015 (last amended 21<sup>st</sup> January, 2019)

#### DEFINITION

A) "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.

#### LIST OF LEGITIMATE PURPOSE

Legitimate purpose shall include the following:

1. Information shared with bankers while availing loans or renewal of loan from time to time.
2. Information shared with capital market intermediaries for availing services related to capital markets.
3. Information shared with auditors or any professionals to avail financial consultancy services.
4. Information shared with customer, vendors, leasing companies for possible procurement of any goods or services.
5. Information shared with any intermediary, fiduciaries or any other person in the process of due-diligence for any proposed transaction.