

Report on Corporate Governance

1 Company's Philosophy on Code of Governance

The Company believes in transparency, professionalism and accountability, the guiding principles of corporate governance. The good corporate governance generates goodwill amongst all its stakeholders' including business partners, customers, employees and investors, earns respect from society and brings about a consistent sustainable growth for the Company and its investors.

Your Company is focused to operate within the well accepted parameters of ethics and integrity and constantly endeavors to adopt best practices of Corporate Governance and improve on these aspects on an ongoing basis. In order to achieve this objective, the Company is driven by the two guiding principles i.e. improving the effectiveness of the Board of Directors in supervising management; and improving the quality of information and communication with our stakeholders'.

The Company is in compliance with the Corporate Governance norms stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") for the period from 1st April, 2017 to 31st March, 2018.

2 Board of Directors

a. Composition of Board

The Board of Directors of the Company comprises of 8 (Eight) Directors, consisting of an optimum combination of Executive and Non-executive Directors. The Directors bring in a wide range of skills and experience to the Board. None of the Directors on the Board is a member on more than 10 (Ten) Committees and Chairman of more than 5 (five) committees as specified under Regulation 26 of SEBI LODR, across all the Public Companies in which they are Directors. The necessary disclosures regarding Committee positions have been made by the Directors.

Details of the Directorship, Membership and Chairmanship in other companies for each Director of the Company and their shareholdings and attendance at the Board meetings and the previous Annual General Meeting held on 10th August, 2017 are as follows:

Sr. No.	Director Name	Shares held	Category	Attendance Particulars		# Directorships in other Public Companies	Committee Positions across all Public Companies (including Aegis Logistics Limited)^	
				Board Meetings	AGM		Chairman	Member
1.	Mr. Raj K. Chandaria (Chairman & Managing Director) (DIN – 00037518)	—	ED–C	3	Yes	7	0	1
2.	Mr. Anish K. Chandaria (Vice-Chairman & Managing Director) (DIN – 00296538)	—	ED-VC	5	Yes	7	0	1
3.	Mr. Anil Kumar Chandaria (DIN – 00055797)	—	NED-NI	3	No	—	—	—
4.	Mr. Dineshchandra J. Khimasia* (DIN – 00011970)	—	NED-I	-	N.A.	N.A.	N.A.	N.A.
5.	Mr. Kanwaljit S. Nagpal (DIN – 00012201)	100	NED-I	5	Yes	7	2	—
6.	Mr. Rahul D. Asthana (DIN – 00234247)	—	NED-I	4	No	6	1	7

Sr. No.	Director Name	Shares held	Category	Attendance Particulars		# Directorships in other Public Companies	Committee Positions across all Public Companies (including Aegis Logistics Limited)^	
				Board Meetings	AGM		Chairman	Member
7.	Ms. Poonam Kumar** (DIN – 00212786)	—	NED-I	3	No	N.A.	N.A.	N.A.
8.	Mr. Raj Kishore Singh (DIN – 00071024)	—	NED-NI	5	Yes	1	—	1
9.	Mr. Jaideep D. Khimasia*** (DIN – 07744224)	—	NED-I	5	Yes	4	—	2
10.	Ms. Tanvir A. Koreishi**** (DIN – 08099172)	—	NED-I	—	N.A.	—	—	—

* Mr. Dineshchandra J. Khimasia resigned w.e.f. 4th May, 2017

** Ms. Poonam Kumar passed away on 23rd November, 2017

*** Mr. Jaideep D. Khimasia appointed w.e.f. 11th May, 2017

**** Ms. Tanvir A. Koreishi appointed w.e.f. 30th March, 2018

ED–C : Executive Director - Non Independent - Chairman

ED-VC : Executive Director - Non Independent - Vice Chairman

NED-NI : Non-Executive Director - Non Independent

NED–I : Non-Executive Director - Independent

Excludes Alternate Directorships and directorships in private companies, foreign companies and Section 8 companies.

^ Represents Memberships/Chairmanships of Audit Committee and Stakeholders' Relationship Committee of public companies.

Mr. Raj K. Chandaria, Mr. Anish K. Chandaria and Mr. Anil Kumar Chandaria, Directors of the Company are related to each other.

b. Board procedure and Access to information

The Board of Directors (the "Board") is responsible for the management of the business of the Company and meets regularly for discharging its role and functions.

The Board of the Company reviews all information provided periodically for discussion and consideration at its meetings as provided under the Companies Act, 2013 (including any amendment and re-enactment thereof) and Schedule II (Part A) of SEBI LODR. Further, the Board is also apprised of all the developments in the Company.

Detailed Agenda is circulated to the Directors in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussion at the meetings. Where it is not practicable to enclose any document to the agenda, the same is placed before the meeting. In special and exceptional circumstances, additional item(s) on the agenda are permitted to be discussed at the Meeting.

Board makes timely strategic decisions, to ensure operations are in line with strategy; to ensure the integrity of financial information and the robustness of financial and other controls; to oversee the management of risk and review the effectiveness of risk management processes; and to ensure that the right people are in place and coming through. Non-Executive Directors are expected to provide an effective monitoring role and to provide help and advice to the Executive Directors. This is in the long term interest of the Company and should be based on the optimum level of information, through smooth processes, by people with the right

skills mix and in a constructive manner. The Independent Directors play an important role in deliberations at the Board and Committee meetings and bring to the Company their expertise in the fields of business, commerce, finance, management and law.

The Board meets at least once in a quarter to review the quarterly results and other items on the agenda. Additional meetings are held, when necessary. The meetings of the Board are generally convened at the Company's Corporate Office at Mumbai. In case of urgency or when the Board Meeting is not practicable to be held, the matters are resolved via Circular Resolution, which is then noted by the Board in its next meeting.

Audio-Video conferencing facilities are also used to facilitate Directors travelling/ residing abroad or at other locations to participate in the meetings.

The Minutes of the Board Meetings are circulated in advance to all Directors and confirmed at subsequent Meeting.

The Board also reviews the declarations made by the Managing Directors/Chief Financial Officer/Unit Heads of the Company regarding compliance of all applicable laws on a quarterly basis.

c. **Board Meetings**

During the year ended 31st March, 2018, five Board Meetings were held. These were held on:

1. 30th May, 2017
2. 6th June, 2017
3. 5th September, 2017
4. 8th December, 2017
5. 2nd February, 2018

d. **Code of Business Conduct and Ethics for Board of Directors and Senior Management**

The Company has in place the Code of Business Conduct and Ethics for Board of Directors and Senior Management ("the Code") approved by the Board of Directors. The Code has been communicated to Directors and the members of the Senior Management. The Code of Conduct suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013.

The Code has been displayed on the Company's website www.aegisindia.com.

All the Board members and Senior Management have confirmed compliance with the Code for the year ended 31st March, 2018. A declaration to this effect signed by the Managing Directors forms part of this Annual Report.

e. **Brief Note on the Directors seeking appointment/re-appointment at the 61st Annual General Meeting**

In compliance with Regulation 36 (3) of SEBI LODR, brief resume, expertise and details of other directorships, membership in committees of Directors of other companies and shareholding in the Company of the Director proposed to be appointed/re-appointed are as under:

Name of the Director	Mr. Anil Kumar Chandaria	Mr. Kanwaljit S. Nagpal	Mr. Rahul D. Asthana	Ms. Tanvir A. Koreishi
DIN	00055797	00012201	00234247	08099172
Date of Birth	06/05/1935	21/11/1969	18/02/1953	15/09/1955
Date of Appointment as Director	01/09/1982	31/01/2003	29/05/2014	30/03/2018

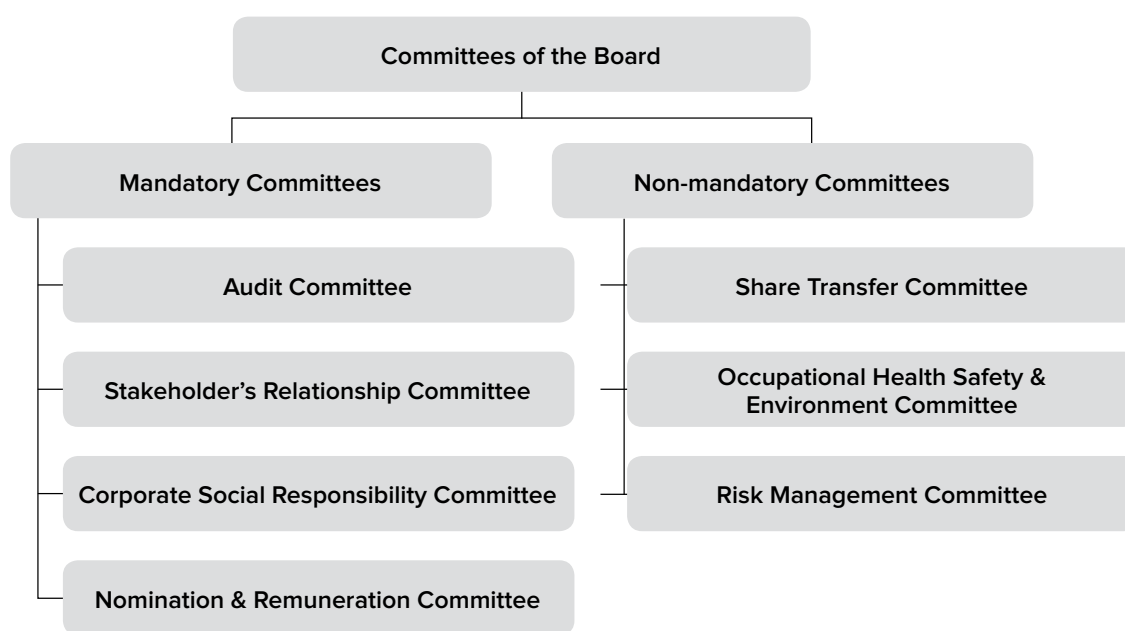
Name of the Director	Mr. Anil Kumar Chandaria	Mr. Kanwaljit S. Nagpal	Mr. Rahul D. Asthana	Ms. Tanvir A. Koreishi
Brief resume & Expertise in specific functional areas	Mr. Anil Kumar Chandaria, is a B.Sc. (Economics) from London School of Economics and MBA from Harvard Business School, Cambridge, U.S.A. He is a Director of the Company since 1982. Mr. Anil Kumar Chandaria has extensive work experience in Management Position for over four decades in Tanzania, Kenya, United Kingdom, Belgium, Thailand and India as well.	Mr. Kanwaljit S. Nagpal has been associated with the Company as Director since 1999. He is a Commerce Graduate from Mumbai. He has experience of over a decade in the business of Chemicals, Bulk Drugs, Solvents, different types of Oils etc. and is also into the business of plastic moulding.	Mr. Rahul D. Asthana belongs to the Indian Administrative Service and served in the Government of India and Government of Maharashtra for 35 years. He has extensive experience in the management and implementation of Infrastructure projects in the country. As Chairman of MbPT, he was instrumental in bringing about efficiency in port operations and implementation of PPP projects like the Offshore container Terminal. He retired from the IAS in 2013 and now works as an Independent Consultant and Advisor in the Infrastructure space.	Ms. Tanvir A. Koreishi is a Post Graduate in Mass Communication and has specialization in Advertising, Marketing and Public Relations. She has almost four decades work experience in the field of Corporate Communication and Affairs and worked in Senior Management positions in various Corporates. She is presently providing Management Consultancy services to the Corporates.
*Directorships in other Public Limited Companies	Nil	<ul style="list-style-type: none"> ➤ Sea Lord Containers Ltd. ➤ Hindustan Aegis LPG Ltd. ➤ Konkan Storage Systems (Kochi) Pvt. Ltd. ➤ Aegis Gas (LPG) Pvt. Ltd. ➤ Aegis Terminal (Pipavav) Limited ➤ Aegis LPG Logistics (Pipavav) Limited ➤ Eastern India LPG Company Private Limited 	<ul style="list-style-type: none"> ➤ Vadivarhe Speciality Chemicals Limited ➤ NBS International Limited ➤ Mahindra Vehicle Manufacturers Limited ➤ Mumbai Metro Rail Corporation Limited ➤ Sterlite Investment Managers Ltd. 	Nil
**Committee Positions held in Companies (including Aegis Logistics Limited)	<u>Audit Committee</u> Nil <u>Shareholder Grievance Committee</u>	<u>Audit Committee</u> ➤ Aegis Logistics Ltd. (C) <u>Shareholder Grievance Committee</u>	<u>Audit Committee</u> ➤ NBS International Ltd (C) ➤ Mumbai Metro Rai Corporation Ltd (M) ➤ Mahindra Vehicle Manufacturers Ltd. (M) ➤ Vadivarhe Speciality Chemicals Limited (M) ➤ Sterlite Investment Managers Ltd. (M) <u>Shareholder Grievance Committee</u> ➤ Mumbai Metro Rai Corporation Ltd. (M) ➤ Vadivarhe Speciality Chemicals Limited (M) ➤ Sterlite Investment Managers Ltd. (M)	<u>Audit Committee</u> Nil <u>Shareholder Grievance Committee</u> Nil
C - Chairman	Nil	➤ Aegis Logistics Ltd. (C)		
M - Member				
No. of shares held in the Company	Nil	100	Nil	Nil

* Excludes Alternate Directorships and Directorships in private companies, foreign companies and section 8 companies.

** Represents Memberships/Chairmanships of Audit Committee and Stakeholders' Relationship Committee of Public Companies.

f. **Board Committees**

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted a set of Committees with specific terms of reference/scope. The Board has established various Mandatory Committees such as Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee and Non-mandatory Committees such as Share Transfer Committee, Occupational Health Safety & Environment Committee and Risk Management Committee. The minutes of the meetings of all committees are placed before the Board from time to time for discussion/noting/ratification.



3 **Audit Committee**

a. **Composition, Meetings & Attendance**

Audit Committee for the year ended 31st March, 2018 comprised of Three Directors, out of which two are Non-Executive Independent Directors and one is Executive Director. Mr. Kanwaljit S. Nagpal, Chairman of the Committee is an Independent Non-Executive Director. All the members of the Audit Committee have adequate accounting and financial knowledge and the composition of the Committee is in compliance with the requirements of section 177 of the Companies Act, 2013 and Regulation 18 of SEBI LODR.

The Managing Directors, Statutory Auditors, Chief Financial Officer are invited to attend meetings of the Audit Committee. The Internal Auditor and other executives are also invited, as may be considered appropriate, at the meetings of the Audit Committee.

The Company Secretary acts as the Secretary to the Audit Committee.

Details of the Committee meetings, Composition and attendance by the members of the committee during the financial year ended 31st March, 2018 are given in the table below:

Members	Category	Number of meetings during the year 2017-18	
		Held on	Attended by Members
Mr. Kanwaljit S. Nagpal (Chairman)	NED – I	30/05/2017	3
Mr. Dineshchandra J. Khimasia	NED – I	05/09/2017	3
Mr. Anish K. Chandaria	ED	08/12/2017	3
Mr. Jaideep D. Khimasia*	NED – I	02/02/2018	2

* Mr. Jaideep D. Khimasia appointed w.e.f. 11th May, 2017

NED-I : Non Executive Director – Independent

ED : Executive Director

b. Terms of Reference

The terms of reference, role and scope of the Audit Committee covers the matters specified under Regulation 18 read with Schedule II (Part C) of SEBI LODR read with section 177 of the Companies Act, 2013 such as overseeing of the Company's financial reporting process, recommending the appointment/re-appointment of Statutory Auditors and fixation of their fees, reviewing quarterly, half yearly and annual financial statements, changes in accounting policies & practices, compliances with the accounting standards, major accounting entries involving estimates based on the exercise of judgment by management, compliance with listing and other legal requirements relating to financial statements, scrutiny of inter-corporate loans and investments, disclosures of related party transactions, if any, scrutiny of inter-corporate loans and investments, evaluation of internal financial controls, review of uses/application of funds raised through an issue i.e. public issue, rights issue, preferential issue, etc., before they are submitted to the Board of Directors. The Committee also reviews Management Discussion and Analysis of financial condition and results of operations and statement of significant related party transactions submitted by Management.

The Audit Committee's functions include reviewing the internal audit reports, adequacy of the internal audit functions, its structure, reporting process, audit coverage and frequency of internal audits. The responsibility of the Committee is to also review the findings of any internal investigation by the internal auditors in matters relating to suspected fraud or irregularity or failure of internal control systems of material nature, if any and report the same to the Board.

4 Nomination and Remuneration Committee

a. Composition, Meetings and Attendance

The Nomination and Remuneration (N&R) Committee during the year ended 31st March, 2018 comprised of the following members:

Members	Category	No. of meetings during the year 2017-18	
		Held on	Attended by Members
Mr. Kanwaljit S. Nagpal (Chairman)	NED – I	30/05/2017	3
Mr. Raj Kishore Singh	NED – NI	02/02/2018	3
Mr. Rahul Asthana	NED – I		

NED-I : Non Executive Director – Independent

NED-NI : Non Executive Director – Non Independent

The Company Secretary acts as the Secretary to the N&R Committee.

b. Terms of Reference

The Nomination & Remuneration Committee is constituted under the provisions of Companies Act, 2013 read alongwith the rules made thereunder and Regulation 19 read with Schedule II (Part D) of SEBI LODR.

The terms of reference of the Committee, inter alia, include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who qualify to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.
- To review the performance of the Managing Directors and recommend to the Board the overall compensation/commission payable to Managerial Personnel viz. Managing Director/Executive Director/CEO/Manager within the overall limits prescribed under the Companies Act, 2013, subject to other necessary approvals.

c. Executive Director's Compensation

There is no remuneration being paid to the Managing Directors under schedule V of the Companies Act, 2013 except Commission which is approved by the Board of Directors and the Shareholders. The commission payable to the Managing Directors is considered and recommended by the Nomination and Remuneration Committee of the Board of Directors.

The Shareholders had approved payment of commission @ not exceeding 5% of the profits to each Managing Director under section 197 of the Companies Act, 2013. The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, have approved the payment of Rs. 400 lakhs to each of the Managing Directors, which is within the limit of 5% each of the profit u/s. 197 of the Companies Act, 2013 for the year ended 31st March, 2018.

Mr. Raj K. Chandaria, Chairman & Managing Director	Rs. 400 lakhs
Mr. Anish K. Chandaria, Vice-Chairman & Managing Director	Rs. 400 lakhs

d. Non-Executive Directors' Compensation and disclosures

With changes in the corporate governance norms brought by the Companies Act, 2013 as well as SEBI LODR, the role of Non-Executive Directors (NED) and the degree and quality of their engagement with the Board and the Company has undergone significant changes over a period of time. The Company is being hugely benefited from the expertise, advice and inputs provided by the NEDs. They devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee Meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company from time to time. The Nomination and Remuneration Committee and/or Board of Directors carry out performance review of each of the NED atleast once a year.

Apart from sitting fees that are paid to the NED for attending Board/Committee Meetings, no other fees/ commission was paid during the year ended 31st March, 2018.

Sitting fees payable to the Directors for attending each meeting of the Board is Rs. 17,500/-. The sitting fees paid for attending the meetings of the Audit Committee, Stakeholders' Relationship Committee and Share Transfer Committee is Rs. 1,000/- each. The sitting fees paid to Non-Executive Director for attending the meeting of the Occupational Health Safety & Environment Committee is Rs. 20,000/-.

The total amount of sitting fees paid during the financial year 2017-18 to Non-Executive Directors is as under:

Name of the Director	Sitting fees (Rs.)	Remuneration (Rs.)	Total (Rs.)
Mr. Anil Kumar Chandaria	52,500	–	52,500
Mr. Dineshchandra J. Khimasia*	4,000	–	4,000
Mr. Kanwaljit S. Nagpal	4,36,500	–	4,36,500
Mr. Rahul D. Asthana	70,000	–	70,000
Ms. Poonam Kumar**	2,12,500	–	2,12,500
Mr. Raj Kishore Singh	1,09,500	–	1,09,500
Mr. Jaideep D. Khimasia	1,22,500	–	1,22,500
Ms. Tanvir A. Koreishi	N.A.	–	N.A.

* Mr. Dineshchandra J. Khimasia resigned w.e.f. 4th May, 2017

** Ms. Poonam Kumar passed away on 23rd November, 2017

5 Corporate Social Responsibility Committee

Composition, Meetings & Attendance

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprises:

- Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- Recommend the amount of expenditure to be incurred on the activities referred above;
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

The composition of the Corporate Social Responsibility Committee as on 31st March, 2018 and the details of Members' participation at the Meetings of the Committee are as under:

Members	Category	No. of meetings during the year 2017-18	
		Held on	Attended by Members
Mr. Anish K. Chandaria	ED	30/05/2017	3
Mr. Kanwaljit S. Nagpal	NED – I		
Mr. Jaideep D. Khimasia	NED – I		

ED : Executive Director - Non Independent

NED-I : Non-Executive Director - Independent

The details of the Corporate Social Responsibility Committee are separately provided in the Director's Report.

6 Stakeholders Relationship Committee

a. Composition, Meetings & Attendance

The details of Committee Meetings, Composition and attendance by the members of the Committee during the financial year ended 31st March, 2018 are given in the table below:

Members	Category	No. of meetings during the year 2017-18	
		Held on	Attended by Members
Mr. Kanwaljit S. Nagpal (Chairman)	NED – I	30/05/2017	3
Mr. Raj K. Chandaria	ED	05/09/2017	2
Mr. Jaideep D. Khimasia	NED – I	08/12/2017 02/02/2018	3 2

ED : Executive Director – Non Independent

NED-I : Non Executive Director – Independent

b. Terms of Reference

The Stakeholders' Relationship Committee is constituted to oversee Stakeholders' Grievance and its redressal and to overview the functions of Registrar & Share Transfer Agents.

c. Name & Designation of the Compliance Officer

Ms. Monica T. Gandhi, Company Secretary of the Company acts as Compliance Officer of the Company.

d. Stakeholders' complaints

The total number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up is provided as under:

Type of Complaints	No. of Complaints		
	Received	Resolved	Pending
Non receipts of Demat Credit	1	1	0
Non receipt of ECS Advise	0	0	0
Non receipt of Share Certificate(s)	4	4	0
Non receipt of Annual Report	1	1	0
Non receipt of Dividend on Shares	3	3	0
Transfer of Shares	1	1	0
Total	10	10	0

As on 31st March, 2018, no investor grievance remained unattended for more than thirty days.

7 Risk Management Committee

Your Company has constituted a Risk Management Committee comprising of Mr. Raj K. Chandaria (Chairman), Mr. Kanwaljit S. Nagpal, Directors and Mr. Rajiv M. Chohan, President (Business Development) of the Company. The Committee meets on a periodical basis to review the risk management framework and discuss on risk mitigation plans. The Committee has laid down procedure for risk assessment and minimization which are presented to the Board of Directors on a periodical basis.

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also to identify business opportunities. The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the Business Risk Management policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.
- Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, potential impact analysis and mitigation plan.

8 Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) and 25 (4) of SEBI LODR, the Board has carried out the annual performance evaluation of its own performance, the Directors individually, as well as the evaluation of the working of its Audit and Nomination and Remuneration Committees. A detailed discussion is done considering the inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

For the board and committees, the process seems usually to involve questionnaires devised in house. The process is led by the Chairman or the senior Independent Director who analyses the completed questionnaires. The results are then reported to the Chairman of the Board.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors on the basis of the set questionnaire was carried out by the entire Board (excluding the director being evaluated). The performance evaluation of the Chairman, Non Independent Directors and the Board as a whole was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

9 Familiarization Programme

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the compliances required from him under the Companies Act 2013, Regulation 25 of SEBI LODR and other relevant regulations and his/her affirmation taken with respect to the same.

Familiarization Programme is conducted on "need-basis" during the year. A brief extract of the familiarization programme is as follows:

- i. The Company shall through its Executive Directors/Senior Managerial Personnel apprise/brief periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;
- ii. Such briefings provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time;
- iii. The programs/presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities;

- iv. The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and

Familiarization Programme during the year alongwith details of attendance of Independent Directors in Familiarization Sessions as placed on the website of the company is http://www.aegisindia.com/Corporate_Governances.aspx.

10 Other Committees

In addition to the above Committees, the Board has constituted 3 more non-mandatory Committees, viz. Share Transfer Committee, Occupational Health Safety & Environment Committee and Risk Management Committee, wherein the terms of reference/scope have been prescribed by the Board of Directors of the Company. The meetings of the said committees are held as and when necessary and the minutes of the same are placed at meeting of the Board of Directors for its noting.

11 Information on Shareholders' Meetings

- a. Location and time where the Annual General Meetings were held in last 3 years:

Year	Date	Location	Time
31/03/2015	11/08/2015	Hotel Fortune Park Galaxy, National Highway No.8, G.I.D.C., Vapi - 396 195, Dist. Valsad, Gujarat	11.30 a.m.
31/03/2016	05/08/2016	Same as above	11.30 a.m.
31/03/2017	10/08/2017	Same as above	10.30 a.m.

- b. Following Special Resolutions were passed at the Annual General Meetings (AGM) of the members during the previous three years. No Special Resolution was passed last year through Postal Ballot:

Sr. No.	Particulars	Date of the AGM
1.	Amendment to Article 3 (1) of Articles of Association post sub-division of equity shares of the Company from face value of Rs. 10 to Re. 1 each.	11/08/2015
2.	Adoption of new set of Articles of Association of the Company incorporating the provisions of Companies Act, 2013 and the Rules made thereunder	10/08/2017

- c. No Special Resolution, at present, is proposed to be passed through Postal Ballot.

12 Subsidiary Companies

The Company has following subsidiaries:

1. Sea Lord Containers Limited
2. Konkan Storage Systems (Kochi) Private Limited
3. Aegis Gas (LPG) Private Limited
4. Hindustan Aegis LPG Limited
5. Aegis Terminal (Pipavav) Limited
6. Aegis LPG Logistics (Pipavav) Limited
7. Eastern India LPG Company Private Limited
8. Aegis Group International PTE Limited, Singapore
9. Aegis International Marine Services PTE Limited, Singapore

The Company is in compliance with Corporate Governance Regulation 24 of SEBI LODR with regard to its subsidiary companies. The Board of Directors of the Company regularly reviews the minutes of the Board Meetings, financial statements (in particular investments made) and significant transactions and arrangements entered into by the unlisted subsidiary companies. The Audit Committee reviews the financial statements, in particular, the investments made by the unlisted Subsidiary Companies. The Company has duly formulated

a policy for determining 'material' subsidiaries. The main objective of the policy is to ensure governance of material subsidiary companies. The web link for the same as placed on the website of the company is http://www.aegisindia.com/Corporate_Governances.aspx.

13 Disclosures

a. Related party Transactions

There were no materially significant related party transactions with its Promoters, Directors, the Management or relatives that have a potential conflict with the interests of the Company at large.

The transactions with the related parties as per requirements of Indian Accounting Standards (IND-AS 24) "Related Party Disclosures" are disclosed in the Notes to the Accounts in the Annual Report.

The Company has formulated a Policy on dealing with Related Party transactions. The Company recognizes that certain transactions present a heightened risk of conflicts of interest or the perception thereof and therefore has adopted this Policy to ensure that all Related Party Transactions with Related Parties shall be subject to this policy and approval or ratification in accordance with Applicable Law. This Policy contains the policies and procedures governing the review, determination of materiality, approval and reporting of such Related Party Transactions. The link for the same as placed on the website of the company is http://www.aegisindia.com/Corporate_Governances.aspx.

b. Compliances by the Company

The Company has generally complied with all the requirements of the Stock Exchange(s)/SEBI LODR or any Statutory Authority on matters related to capital markets, as applicable from time to time.

c. No penalty was imposed or strictures passed against the Company by the Stock Exchanges or SEBI or any statutory authorities on any matter related to capital markets during last three years.

d. The Company places before the Audit Committee the statement of utilization of funds raised through preferential issue on quarterly/annual basis, as & when applicable.

e. The Company follows the Indian Accounting Standards (IND-AS) specified under section 133 of the Companies Act, 2013 read along with Rule 7 of the Companies (Accounts) Rules, 2014. The Company has not adopted a treatment different from that prescribed in the aforesaid Indian Accounting Standards, in the preparation of financial statements.

f. The Managing Director and Chief Financial Officer of the Company have certified to the Board on financial and other matters in accordance with Schedule II (Part B) of SEBI LODR for the financial year ended 31st March, 2018.

g. The Company has adopted a Vigil Mechanism Policy (also known as Whistle Blower Policy) for its Directors and Employees and no person has been denied access to the Audit Committee.

h. The Board of Directors of the Company evaluates and assesses the major risks and the risk minimization procedures and its implementation, from time to time.

i. The Company during the year ended 31st March, 2018 has fulfilled the following non-mandatory/discretionary requirements as prescribed in Schedule II (Part E) of SEBI LODR:

- The Company continues to have a regime of financial statements with unmodified audit opinion.
- The Internal Auditors of the Company report directly to the Audit Committee.

14 Means of Communication

- a. Stock Exchange Intimation : The unaudited quarterly financial results are announced within 45 days from the end of each quarter and the audited annual results are announced within 60 days from the end of the last quarter. As per SEBI circular dated July 5, 2016 the Company have availed extension (for the first year) to adopt quarterly and half yearly results prepared under new Indian Accounting Standard (IND-AS). The aforesaid financial results, after being taken on record by the Audit Committee and Board of Directors, are communicated to the Stock Exchanges where the shares of the Company are listed. Any news, updates, or vital/useful information to shareholders are being intimated to Stock Exchanges and are being displayed on the Company's website : www.aegisindia.com.
- b. Newspapers : During the financial year 2017-18, financial results (Quarterly & Annual) were published in newspapers viz. The Financial Express (English edition) and Daman Ganga Times (Regional Gujarati edition) in the format prescribed under Regulation 33 of SEBI LODR.
- c. Website : The financial results are also posted on the Company's website www.aegisindia.com. The Company's website provides information about its business and the section on "Investor Relations" serves to inform and service the Shareholders allowing them to access information at their convenience.
- d. Annual Report : Annual Report is circulated to all the members within the required time frame, physically through post/courier and via E-mail, wherever the E-mail ID is available in accordance with the "Green Initiative Circular" issued by MCA. The shareholders have been provided e-voting option for the resolutions passed at the general meeting to vote as per their convenience.
- e. E-mail ID of the Registrar & Share Transfer Agents: All the share related requests/queries/correspondence, if any, are to be forwarded by the investors to the Registrar and Transfer Agents of the Company, Link Intime India Private Limited and/or e-mail them to rnt.helpdesk@linkintime.co.in.
- f. Designated E-mail ID for Complaints/Redressal : In compliance of Regulation 46 (2) (j) of SEBI LODR entered into with the Stock Exchanges, the Company has designated an e-mail ID secretarial@aegisindia.com exclusively for the purpose of registering complaints/grievances by investors. Investors whose requests/queries/correspondence remain unresolved can send their complaints/grievances to the above referred e-mail ID and the same would be attended to promptly by the Company.
- g. NSE Electronic Application Processing System (NEAPS): The NEAPS is a web based application designed by National Stock Exchange of India Ltd. (NSE) for Corporates. The Shareholding Pattern, Corporate Governance Report, Financial Results and Board Meeting/Corporate Action Announcements are filed electronically on NEAPS.
- h. BSE Corporate Compliance & Listing Centre: The Listing Centre is a web based application designed by BSE Ltd. (BSE) for Corporates. The Shareholding Pattern, Corporate Governance Report, Financial Results, Analyst Presentations, Press Release and other intimations are filed electronically on BSE's Listing Centre.
- i. SEBI Complaints Redress System (SCORES) : The investor complaints are processed in a centralized web based complaints redressal system through SCORES. The Action Taken Reports are uploaded online by the Company for any complaints received on SCORES platform, thereby making it convenient for the investors to view their status online.
- j. News releases/Investor Updates and Investor presentations made to Institutional Investors and analysts are regularly uploaded on the Company's website www.aegisindia.com under the 'Investor Presentations' section, after its submission to the Stock Exchanges viz. BSE & NSE.

15 General Shareholders Information

- a. Annual General Meeting proposed to be held for the financial year 2017-18:

Day, Date & Time: Thursday, 9th August, 2018 at 11.15 a.m.
 Venue: Fortune Park Galaxy,
 National Highway No. 8,
 G.I.D.C., Vapi 396195, Gujarat.

- b. Calendar for the Financial year 2018-19 (Tentative):

Accounting Year: 1st April, 2018 to 31st March, 2019
 Financial Calendar: (Tentative)

Unaudited Financial Results for the quarter ended 30 th June, 2018	By 14 th August, 2018
Unaudited Financial Results for the quarter & half year ended 30 th September, 2018	By 14 th November, 2018
Unaudited Financial Results for the quarter & nine months ended 31 st December, 2018	By 14 th February, 2019
Audited Financial Results for the year ended 31 st March, 2019	Within 60 days from the year ended 31 st March, 2019

- c. Book closure date: Friday, 3rd August, 2018 to Thursday, 9th August, 2018 (both days inclusive)

Cut-off date for e-voting: Thursday, 2nd August, 2018

- d. E-voting dates: Sunday, 5th August, 2018 (9.00 a.m.) to Wednesday, 8th August, 2018 (5.00 p.m.)

- e. Dividend Payment date: on or before 4th September, 2018

- f. i. Listing of equity shares on the Stock Exchange:

1. BSE Ltd. (BSE)
 P. J. Towers, Dalal Street,
 Mumbai – 400 023.
 Scrip Code - 500003
2. National Stock Exchange of India Ltd. (NSE)
 Exchange Plaza, Bandra Kurla Complex, Bandra (East),
 Mumbai – 400 051.
 Stock Code – AEGISCHEM

ii. ISIN No. for the Company's Equity Shares in Demat form: INE208C01025

iii. Depositories connectivity: NSDL and CDSL

- g. 10.20% 250 Redeemable Non-Convertible Debentures of Rs. 10,00,000/- each are listed on the Wholesale Debt Market Segment of NSE website under ISIN No. INE208C07022.

Notes:

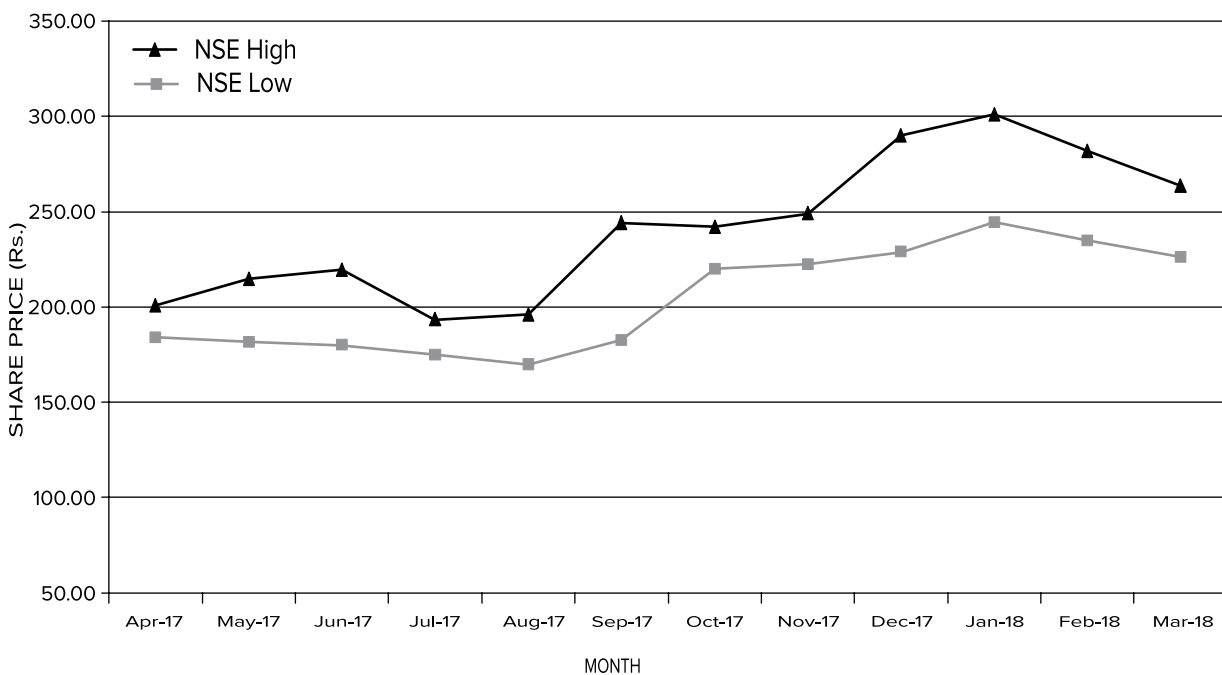
1. Listing Fees of the Equity Shares and Non Convertible Debentures for the year 2018-19 has been paid to Stock Exchanges viz., BSE and NSE, as may be applicable.
2. Custodial Fees of the Equity Shares and Non Convertible Debentures for the year 2018-19 has been paid to the depositories viz. NSDL and CDSL.
3. Stock Price Data: Monthly High/Low of market price of the Company's shares traded on the BSE and NSE during the year is furnished below:

Market Price Data (High & Low) : The price of the Company's Share – High, Low during each month in the last financial year on the BSE & NSE was as under:

Month	NSE – High	NSE – Low	BSE – High	BSE – Low
April 2017	200.80	184.05	200.70	184.65
May 2017	214.70	181.65	214.00	181.95
June 2017	219.45	180.00	219.50	180.20
July 2017	193.55	175.00	195.00	175.00
August 2017	196.00	170.00	196.00	170.10
September 2017	244.10	182.60	243.80	182.85
October 2017	242.20	220.00	242.45	220.00
November 2017	249.00	222.55	249.40	223.00
December 2017	290.00	229.00	289.70	229.70
January 2018	300.80	244.50	300.00	244.40
February 2018	282.00	235.00	281.00	228.85
March 2018	263.80	226.10	265.00	226.70

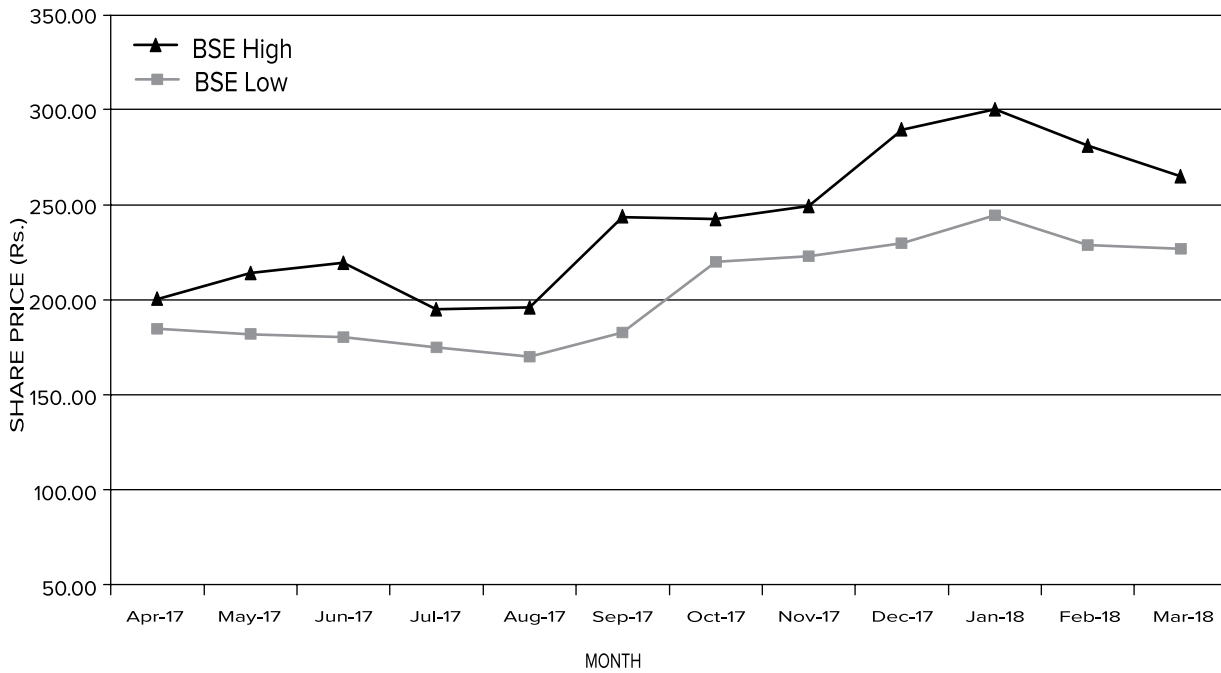
Share Price – NSE High & Low – Year 2017–18

Market Price Data (Rs.)



Share Price – BSE High & Low – Year 2017–18

Market Price Data (Rs.)

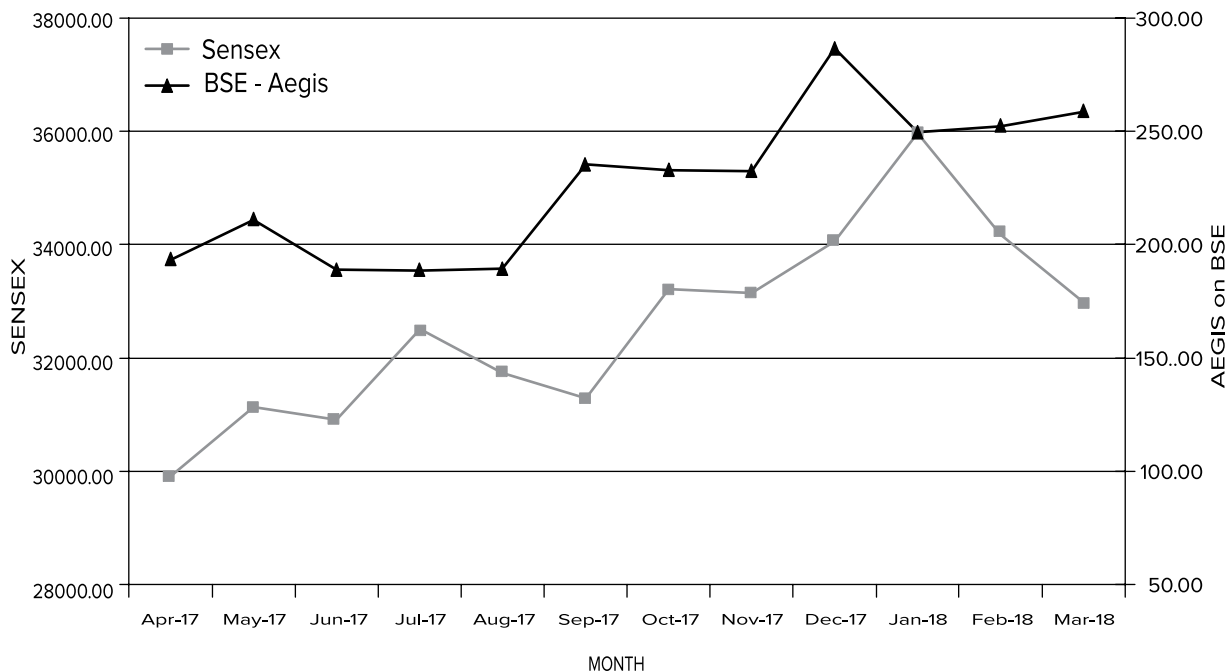


Market Price Data (comparison) : The price of the Company's Share – Closing during each month in the last financial year on the BSE & NSE was as under:

Month	BSE – Closing	Sensex	NSE – Closing	Nifty
April 2017	193.45	29918.40	194.40	9304.05
May 2017	211.20	31145.80	211.80	9621.25
June 2017	188.90	30921.61	189.15	9520.90
July 2017	188.65	32514.94	189.65	10077.10
August 2017	189.25	31730.49	189.65	9917.90
September 2017	235.35	31283.72	235.95	9788.60
October 2017	232.85	33213.13	232.50	10335.30
November 2017	232.35	33149.35	232.40	10226.55
December 2017	286.35	34056.83	286.80	10530.70
January 2018	249.65	35965.02	249.00	11027.70
February 2018	252.30	34184.04	252.60	10492.85
March 2018	258.85	32968.68	259.60	10113.70

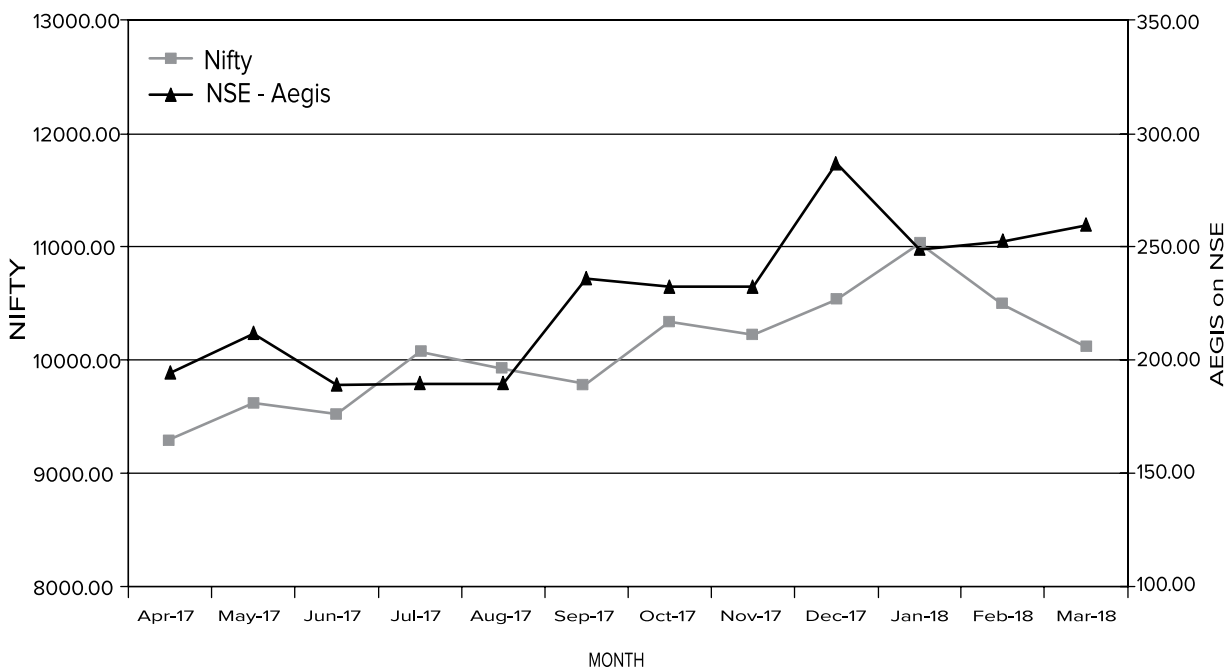
Comparison — Aegis: SENSEX — Year 2017-18

Performance in comparison to broad-based indices (AEGIS on BSE: BSE Sensex)



Comparison — Aegis : NIFTY 50 — Year 2017-18

Performance in comparison to broad-based indices (AEGIS on NSE : NSE NIFTY 50)



h. Share Transfer System, Dematerialisation and liquidity:

The Board has delegated the authority for approving transfer, transmission, remat, if any etc. of company’s securities to the Share Transfer Committee comprising of 3 (three) Non-Executive Directors viz. Mr. Kanwaljit S. Nagpal, Mr. Raj Kishore Singh and Mr. Jaideep D. Khimasia. The Share Transfer System is summed up briefly as under:

1. The Registrar & Share Transfer Agent, after processing valid Share Transfer Forms, forwards the Transfer Register for the approval of the Share Transfer Committee;

2. The said Committee meets weekly and approves the Share Transfers;
3. The Share Transfer Register duly signed by Committee Members is forwarded to the Registrar;
4. The Registrar thereafter dispatches the Share Certificates duly endorsed to the Transferee;
5. The Company obtains from a Practicing Company Secretary, half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40 (9) of the SEBI LODR and files a copy of the certificate with the Stock Exchange(s).

i. Equity shares in suspense account:

The Company has complied with the necessary procedure in accordance with Schedule VI of SEBI LODR with respect to unclaimed share certificates.

The status of shares transferred to the demat unclaimed suspense A/c. of the Company is as under:

Sr. No.	Particulars	No. of Shareholders	No. of Shares
1.	Aggregate no. of shareholders and outstanding shares in the Unclaimed Suspense A/c	1002	1486630
2.	Number of claims received till 31st March, 2018	8	19190
3.	Number of claims processed	8	19190
4.	Number of shares transferred to IEPF demat account held with NSDL	54	36040
5.	Balance shares standing in the Unclaimed Suspense A/c. as on 31st March, 2018	990	1431400

The voting rights on the aforesaid shares shall remain frozen till the rightful owner claims the shares.

j. Distribution of Shareholding as on 31st March, 2018:

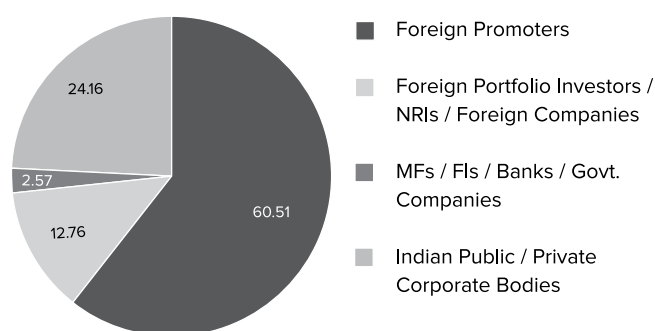
Range	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to 500	26361	50.07	5914282	1.77
501 – 1000	13896	26.39	10100331	3.02
1001 – 2000	6314	11.99	9194842	2.75
2001 – 3000	1817	3.45	4531811	1.36
3001 – 4000	1195	2.27	4120982	1.23
4001 – 5000	745	1.42	3427273	1.03
5001 – 10000	1278	2.43	9255215	2.77
10001 – 33400000	1045	1.98	287455264	86.07
	52651	100.00	334000000	100.00

k. Categories of Shareholding as on 31st March, 2018:

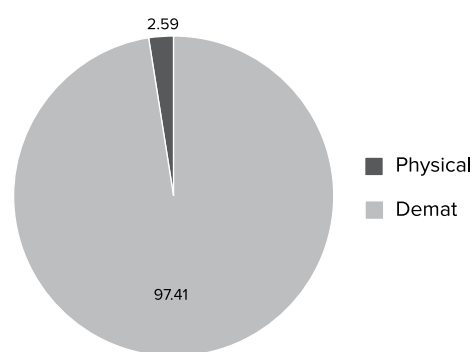
Categories	No. of shares held	Percentage Shareholding
Foreign Promoters	202096090	60.51
Foreign Portfolio Investors/NRIs/Foreign Companies	42605122	12.76
MFs/FIs/Banks/Govt. Companies	8583497	2.57
Indian Public/Private Corporate Bodies	80715291	24.16
TOTAL	334000000	100.00

As on 31st March, 2018, 32,53,54,885 shares being 97.41% of the Share Capital of the Company are in dematerialized form.

SHAREHOLDING PATTERN AS ON 31/03/2018



SHAREHOLDING STATUS AS ON 31/03/2018



l. There are no Outstanding GDRs/Warrants or any Convertible Instruments as on date.

m. Transfer of unclaimed dividend/ application money to Investor Education and Protection Fund:

Pursuant to the provisions of the Companies Act, 1956/Companies Act, 2013 the dividend, Matured Deposits and interest thereon which remains unclaimed/unpaid for a period of seven years from its due date is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

The last date(s) for claiming payment of the unclaimed/ unpaid dividend are provided hereunder:

Sr. No	Account title	Date of dividend declaration	Rate of dividend	Face value	Last date for claiming the unclaimed Dividend
1	2010-11 Final Dividend	29/07/2011	20%	10	03/09/2018
2	2011-12 Dividend	31/07/2012	20%	10	05/09/2019
3	2012-13 Interim Dividend	07/02/2013	17.50%	10	12/03/2020
4	2012-13 Final Dividend	31/07/2013	22.50%	10	05/09/2020
5	2013-14 Interim Dividend	30/10/2013	25%	10	05/12/2020
6	2013-14 Final Dividend	31/07/2014	27.50%	10	05/09/2021
7	2014-15 Interim Dividend	14/11/2014	25%	10	20/12/2021
8	2014-15 2nd Interim Dividend	30/01/2015	25%	10	07/03/2022
9	2014-15 3rd Interim Dividend	05/03/2015	25%	10	10/04/2022
10	2015-16 Interim Dividend	03/11/2015	30%	1	09/12/2022
11	2015-16 2nd Interim Dividend	28/01/2016	30%	1	04/03/2023
12	2015-16 3rd Interim Dividend	10/03/2016	30%	1	15/04/2023
13	2016-17 Interim Dividend	07/11/2016	35%	1	13/12/2023
14	2016-17 2nd Interim Dividend	02/02/2017	35%	1	12/03/2024
15	2016-17 Final Dividend	10/08/2017	35%	1	11/09/2024
16	2017-18 Interim Dividend	02/02/2018	50%	1	12/03/2025

Members are requested to get in touch with the Registrar & Share Transfer Agents for encashing the unclaimed amounts, if any, standing to the credit of their account.

After transfer of the said amounts to the IEPF, you can claim the said unclaimed dividend from IEPF Authority by filing E-form IEPF-5 once in a financial year, available on the website www.iepf.gov.in along with fees as specified by the IEPF Authority.

n. Commodity price risk or foreign exchange risk and hedging activities:

The Company uses derivative instruments (Forward Cover) to hedge its risks associated with foreign currency fluctuations. The use of derivative instruments is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such derivative instruments consistent with the Company's Risk Management Policy. The Company does not use derivative instruments for speculative purposes.

o. Terminal Locations:

Plot No. 72, Mahul Village,
Trombay, Mumbai - 400 074

Haldia Dock Complex, Mouza
Chiranjibpur, Dist. Purba Medinipur,
West Bengal

Port of Pipavav, Post Ucchaiya,
Via Rajula, Dist. Amreli, Gujarat – 365560

Kandla Port Trust, Near Jawaharlal Road,
Gandhidham, Kutch, Gujarat

p. Name and Contact information of Debenture Trustee:

IDBI Trusteeship Services Limited
#1105, Arunachal Building, Barakhamba Road,
New Delhi – 110 001, India.
Regd. Office : Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001.
Contact Person : Mr. Rajesh Chandra (Asst. Vice President)/Mr. Deepak Kumar (Sr. Manager)
Tel. : 011-45708885/011-40349599
E-mail : delhiitsl@idbitsutee.com

q. Share related queries/ communications may be addressed to the Registrar & Share Agents:

Link Intime India Pvt. Ltd.
Unit : Aegis Logistics Ltd.
C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083
Tel. : 91-022-49186270 Fax : 91-022-49186060
Email : rnt.helpdesk@linkintime.co.in

For and on behalf of the Board

Raj K. Chandaria
Chairman & Managing Director
DIN: 00037518

Place : Mumbai
Dated : 30th May, 2018