



LANCER CONTAINER LINES LIMITED

Registered Office

Shop No. 26/27, Arenja Tower CHS Ltd, Plot No. 49/50/51, Sector 11, CBD Belapur,
Navi Mumbai - 400614, Maharashtra, India. Telephone: +91 022 27566940/41/42
Website: www.lancermarine.in; Email: secretarial@lancermarine.in
CIN: U74990MH2011PLC214448

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of the members of **Lancer Container Lines Limited** will be held at the registered office at 26/27 Arenja Tower CHS Limited, Plot No.49/50/51, Sector 11, CBD Belapur, Navi Mumbai-400614 on Saturday, the 10th day of December, 2016 at 11:00 A.M. to transact the following items of Special Business:

1. Increase in Authorized Share Capital and alteration of Capital Clause of Memorandum of Association:

To consider and, if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under, the Authorized share capital of the Company be and is hereby increased from Rs.7,00,00,000 (Rupees Seven Crore) divided into 70,00,000 (Seventy lakh) Equity shares of Rs.10/- (Rupees Ten) each to Rs.11,00,00,000 (Rupees Eleven Crore) divided into 1,10,00,000 (One crore ten lakh) Equity shares of Rs.10/- (Rupees Ten) each by creation of additional 40,00,000 (Forty Lakh) Equity shares of Rs.10/- (Rupees Ten) each aggregating to Rs.4,00,00,000/- (Rupees four Crore) ranking pari-passu in all respects with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT the Memorandum of Association of the company be and is hereby altered by substituting the existing clause V thereof with the following clause V: “The Authorized share capital of the Company is Rs.11,00,00,000 (Rupees Eleven crore) divided into 1,10,00,000 (One Crore Ten Lakh) Equity shares of Rs.10/- (Rupees Ten) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents as may be necessary in this regard and to delegate all or any of the powers herein conferred, to any one or more Directors or the Company Secretary.”

2. Issue of 20,80,000 warrants entitling to allotment of 20,80,000 Equity Shares on Preferential Basis:

To consider and, if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(C) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended the Takeover



Regulations whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed (the "Stock Exchanges") and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of members be and is hereby accorded to the Board to create, issue, offer, and allot, on a preferential basis up to 20,80,000 (twenty lakhs eighty thousand) warrants on a preferential basis, entitling the holder of each warrant, from time to time to apply for and obtain allotment of one equity share of face value of Rs.10 each fully paid against each such warrant, in one or more tranches, in such manner, at such price and on such terms and conditions as may be determined by board in accordance with SEBI ICDR Regulation, 2009 or other provision of law as may be prevailing at the time; provided that minimum price of the warrant so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of SEBI ICDR Regulation, 2009.

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the warrants shall be on the following terms:

1. In accordance with Chapter VII of SEBI ICDR Regulation, 2009, an amount equivalent to at least 25% of the consideration payable for the warrants, shall be paid by the proposed allottees to company on the date of allotment of the warrants.
2. The holder of each warrant will be entitled to apply for and obtain allotment of one equity share of face value of Rs.10 each of the company against each warrant at any time after the date of allotment but on or before the expiry of eighteen months from the date of allotment, in one and more tranches. At the time of exercise of entitlement, the warrant holder shall pay the balance 75% of consideration payable in respect of warrants being so exercised to the company simultaneously with the allotment of equity shares by the company in pursuance to such exercise. The amount so paid will be adjusted/set off against the issue price of the resultant equity shares.
3. If the entitlement against the warrants to apply for the equity shares is not exercised within aforesaid period, the entitlement of the warrant holders to apply for equity shares of the company along with right attached thereto shall expire and any amount paid for such warrant shall stand forfeited.
4. Upon receipt of the requisite money of the remaining 75% of the consideration payable in respect of the warrants, as and above, the board shall allot one equity share per warrant by appropriating Rs.10 towards equity share capital and balance amount paid against warrant, towards securities premium. The allotment shall only be made in dematerialized form.

"RESOLVED FURTHER THAT the board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted on exercise of option by warrant holders as may be necessary in terms of the offer.

"RESOLVED FURTHER THAT without prejudice to the generality of above, the relevant date as per SEBI ICDR Regulation 2009, for determination of price of equity shares to be issued and allotted upon the exercise of the right attached to the warrant is 10th November, 2016 i.e. 30 days prior to the Extra Ordinary General Meeting date.

"RESOLVED FURTHER THAT the equity shares allotted on exercise of warrants shall rank *pari-passu* in all respects, with the existing fully paid up equity shares of face value of Rs.10 each of the company, as per the provisions contained in Article of Association of the Company.



"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s), and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to do all such acts, deeds, matters and things and execute all documents as may be necessary in this regard and to delegate all or any of the power herein conferred, to any one or more Directors or the Company Secretary of the Company.

Place: Mumbai

Date: 8th November, 2016

By order of the Board
For Lancer Container Lines Limited



Mr. Abdul Khalik Chataiwala

Managing Director

DIN 01942246