



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 though 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 atleast 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

s/d

Mr. Abdul Khalik Chataiwala

Managing Director

DIN 01942246



NOTES:

- 1.Explanatory Statement as required under Section 102(1) of Companies Act, 2013 is annexed hereto.
- 2.A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself/herself and the proxy need not be a member of the company. A single proxy can be appointed for not more than 50 members and not exceeding 10% holding in aggregate. The instrument appointing proxy should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
- 3.Members are requested to notify immediately any change in their address / bank mandate to their respective Depository Participant (DP) in respect of their demat accounts. Members are requested to send all their documents and communication pertaining to shares to Company's Registrar & Share Transfer Agent at Bigshare Services Private Limited at E-2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai-400 072.
- 4.Electronic copy of the notice of Extraordinary General Meeting is being sent to all the members whose email IDs are registered with the Depository Participant(s) for communication purpose unless any member has requested for a physical copy of the same. Members may also note that the Notice of Extraordinary General Meeting will also be available on the Company's website www.lancermarine.in
- 5.To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 6.The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN (if not already done) to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent of the Company.
- 7.As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB as per SEBI (ICDR) Regulations, 2009 are exempted from e-voting provisions. The company is listed on SME platform of BSE Limited and hence, covered under Chapter XB as per SEBI (ICDR) Regulations, 2009. In the light of above, there is no provision for E-Voting facility for the shareholders.
- 8.Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Extra - Ordinary General Meeting.
- 9.Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Companies Act, 2013.
10. Relevant documents are open for inspection at the Registered Office of the Company between 12.00 p.m. to 2.00 p.m. on all days except 2nd and 4th Saturday, Sunday & Public holidays up to the date of Extraordinary General Meeting.



11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. on the Attendance slip and Proxy form.
12. For the convenience of the members and for proper conduct of the meeting, members are requested to bring their copy/ printout of notice along with the attendance slips to the meeting and hand over the slips at the entrance duly signed by them.

Place: Mumbai

Date: 8th November, 2016

By order of the Board

For Lancer Container Lines Limited

s/d

Mr. Abdul Khalik Chataiwala

Managing Director

DIN 01942246



Annexure to notice

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item no.1

The Authorized Capital of the Company is currently at Rs.7,00,00,000 (Rupees Seven Crore) divided into divided into 70,00,000 (Seventy lakh) Equity shares of Rs.10/- (Rupees Ten).

Considering the need for expansion of capital base of the Company, it has been decided to increase the Authorized Share Capital 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. Consequently, the capital clause as appearing in the Memorandum of Association of the Company would need to be altered to reflect the increased Authorized Share Capital.

The Board of Directors recommends the passing of this Resolution by Special resolution.

None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

Item no.2

The Board of Directors in its meeting held on 8th November, 2016, subject to necessary approval(s), has approved the proposal for issuance of 20,80,000 warrants entitling to allotment of equity shares on preferential basis.

The price at which such warrants may be exercised within period of eighteen months from the date of allotment shall be at the price determined as per Regulation 76 of SEBI ICDR Regulation, 2009.

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of six months or more as on the relevant date, the equity shares shall be allotted at a price not less than higher of the following:

- (a) The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognized stock exchange during the six months preceding the relevant date; or
- (b) The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The Information as required under Chapter VII Regulation 73(1) of the SEBI (ICDR) Regulations, 2009 in relation to above said special resolution are given as under:

1. a) Object of the issue:

Procurement of containers.

b) The proposal of the Promoter, Directors or Key managerial person to subscribe to the offer

The proposal from the promoter, promoter group, Director and KMP to subscribe the portion of equity warrants as stated below:

Sr. No.	Name of Proposed Allottee	Number of warrants
	Promoter and Promoter group	
1	Abdul khalik Chataiwala	965000
2	Tarannum Chataiwala	205000
3	Fauzan Abdul Khalik Chataiwala	345000
4	P N Kutty (KMP - CEO)	10000
	Director	
5	V S Manesh	50000
	Total	1575000



c) The Shareholding Pattern before and after the issue

Sr.No	Category	Pre Issue		Post Issue	
		No. of Shares	Percentage of Holding	No. of Share	Percentage of holding
A	Shareholding of Promoter and Promoter Group				
	Individuals/ Hindu Undivided Family	3105945	54.40	4630945	59.45
	Bodies Corporate	771330	13.51	771330	9.90
	Financial Institutions/ Banks	0	0	0	0
	Any Others	0	0	0	0
	Sub Total(A)(1)	3877275	67.91	5402275	69.35
	Foreign				
	Any other (specify)	292125	5.12	292125	3.75
	Sub Total(A)(2)	292125	5.12	292125	3.75
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	4169400	73.03	5694400	73.1
B	Public shareholding				
	Institutions	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0
	Non-institutions	0	0	0	0
	Bodies Corporate	0	0	0	0
	Individuals				
	Individuals	690000	12.08	700000	8.99
	-i. Individual shareholders holding nominal share capital up to Rs. 2 lakh				
	ii. Individual shareholders holding nominal share capital excess of Rs.2 lakh.	609011	10.67	1079011	13.85
	Any other(Specify):				
	Body Corporate	170000	2.98	170000	2.18
	Clearing Member	40989	0.72	40989	0.53
	NRI	30000	0.52	105000	1.35
	Sub-Total (B)(2)	1540000	26.97	2095000	26.90
	Total Public Shareholding (B)= (B)(1)+(B)(2)	1540000	26.97	2095000	26.90
C	Shares held by Custodians and against which Depository Receipts have been issued				
	Promoter and Promoter Group	0	0	0	0
	Public	0	0	0	0
	Sub-Total (C)	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	5709400	100	7789400	100

Consequential Changes in voting Rights and Change in Control:

Voting rights will change in tandem with the shareholding pattern. There will be no change in control of the Company, pursuant to the Preferential Allotment.

**Assuming full conversion of all warrants being issued*



d) **Completion of Allotment:**

As per chapter VII of SEBI ICDR Regulation, 2009 the company shall complete the allotment of warrants as aforesaid within 15 days from the date of passing of the resolution at the Extraordinary general meeting, or in the event of allotment of warrant would require any approval by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval.

e) **Identity of the proposed allottees:** The allotment of the equity shares will be made to the following person -

Name of Proposed Allottee	Number of shares to be allotted	Pre- Allotment Holding		Post Allotment Holding	
		Total No. of shares	% of total voting rights	Total No. of shares	% of total voting rights
Promoter and Promoter group					
Abdul khalik Chataiwala	965000	2147575	37.61%	3112575	39.96%
Tarannum Chataiwala	205000	551250	9.66%	756250	9.71%
Fauzan Abdul Khalik Chataiwala	345000	65	0.0%	345065	4.43%
P N Kutty (KMP - CEO)	10000	5	0.0%	10005	0.13%
Director					
V S Manesh	50000	0	0 %	50000	0.64%
Public					
Asia Trading	330000	0	0%	330000	4.24%
Zafar Iqbal	50000	0	0%	50000	0.64%
Mohammed Ilyas	25000	0	0%	25000	0.32%
Ahamed Ansar M S	25000	0	0%	25000	0.32%
Rajesh Patil	25000	0	0%	25000	0.32%
Amir Abubakker	25000	0	0%	25000	0.32%
Manjula B Kothari	10000	10000	0.18%	20000	0.26%
Heena Shaikh	15000	20000	0.35%	35000	0.45%
Total	2080000				

**Assuming full conversion of all warrants being issued*

f) **Undertaking**

The Company hereby undertakes that:

1. It would re-compute the price of the securities specified above in terms of the provisions of SEBI ICDR Regulation 2009 where it required to do so.
2. If amount payable on account of re-computation of the price is not paid within time stipulated in the SEBI ICDR Regulation, 2009, the above securities will be locked in till the time such amount is paid by the allottees.

2. **Auditors' Certificate:**

SMD & Company, Chartered Accountants, the Statutory Auditors of the Company has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.

**3. Relevant Date:**

The relevant date for the purpose of determining the price of the warrants entitling the holder to equity shares on preferential basis shall be 10th November, 2016 i.e. 30 days before Extraordinary General Meeting. This is in accordance with pricing method given in Chapter VII of SEBI ICDR Regulation 2009.

4. Terms of issue of warrants to Promoter and Non Promoter:

1. In accordance with Chapter VII of SEBI ICDR Regulation, 2009, an amount equivalent to atleast 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.

Others

As it is proposed to issue warrants, a special resolution is required to be approved by the members pursuant to the provisions of Sections 62 (1) (c) read with Section 42 of the Companies Act, 2013 and in terms of the provisions of the Chapter VII SEBI (ICDR) Regulations 2009 and the listing agreements executed by the Company with the Stock Exchange and Article of Association of the company.

The members are, therefore, requested to accord their approval for the resolution set out in this notice.

None of the Directors, and Key Managerial Person(s) of the Company and their relatives are, in any way, interested except Mr. Abdul Khalik Chataiwala, Mr. Fauzan Abdul Khalik Chataiwala and Mrs. Tarannum Chataiwala being promoter and their relatives, Mr. V S Manesh being Director and Mr. P N Kutty being KMP and part of promoter group are interested in the said resolution.

Place: Mumbai

Date: 8th November, 2016

By order of the Board

For Lancer Container Lines Limited

s/d

Mr. Abdul Khalik Chataiwala

Managing Director

DIN 01942246

**Registered Office**

Shop No. 26/27, Arenja Tower CHS Ltd, Plot No. 49/50/51, Sector 11, CBD Belapur,
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Website: www.lancermarine.in; Email: secretarial@lancermarine.in
CIN: U74990MH2011PLC214448

Attendance Slip

(Please fill in attendance slip and hand it over at the entrance of the meeting all.)

I hereby record my presence at the Extra Ordinary General Meeting of the Company being held on **Saturday, the 10th day of December, 2016 at 11:00 A.M.** at the registered office 26/27, Arenja Tower CHS Ltd, Plot No.49/50/51, Sector-11, CBD Belapur, Navi Mumbai-400614 and at any adjournment thereof.

DP-ID*	
No. of shares held	Client ID*
Member / Proxy Name <i>(Please mention in block letters)</i>	Member / Proxy Signature

* Applicable for Members holding Shares in electronic form.

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FORM NO MGT-11

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
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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the member(s)			
Registered Address			
E-mail id			
Registered Folio No.			
DP-ID		Client ID	

I/We, being the member(s) holding _____ equity shares of Lancer Container Lines Limited hereby appoint:

Mr. _____ residing at _____ having email-id _____ as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on Saturday, the 10th day of December, 2016 at registered office, 26/27 Arenja Towers CHS Limited, Plot No.49/50/51, Sector 11, CBD Belapur, Navi Mumbai-400614 and any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolution
1.	Increase in Authorized Share Capital and alteration of Capital Clause of Memorandum of Association.
2.	Issue of 20,80,000 warrants entitling to 20,80,000 Equity Shares on Preferential Basis.

Signature of Shareholder

Revenue
Stamp of
Re. 1/-

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Date: _____, 2016



Note:

- The Proxy duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting



Registered Office

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Road map to venue.

