



## 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](http://www.lancermarine.in); Email: secretarial@lancermarine.in  
CIN: L74990MH2011PLC214448

## 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 Friday, the 18<sup>th</sup> day of August, 2017 at 11:00 A.M. to transact the following items of Special Business:

### RESOLUTIONS:

#### 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.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 to Rs.15,00,00,000 (Rupees fifteen Crore) divided into 1,50,00,000 (One crore fifty 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.15,00,00,000 (Rupees fifteen crore) divided into 1,50,00,000 (One Crore Fifty 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. Revision in the price of 570,000 warrants allotted on preferential basis on 3<sup>rd</sup> January, 2017

Pursuant to the Extra Ordinary General Meeting (EOGM) held on 10th December 2016 which approved the issuance of 20, 80,000 warrants to the proposed allottees on preferential basis, the company had allotted 570,000 warrants on 3rd January 2017 to the allottees at the price determined as per SEBI ICDR Chapter VII Regulation 76. I.e. Rs. 30.50. Since the allotment could not be completed within 15 days from the date of passing the resolution at the EOGM as required under SEBI ICDR Regulation 2009, Chapter VII Regulation 74(1), the approval of the members is required to revise the price of the 570,000 warrants so allotted as required under SEBI ICDR Regulation 2009, Chapter VII Regulation 74(2). In the light of this requirement the following resolution for approval of members is proposed. The Board of directors vide their meeting held on 18th July 2017 has recommended the passing of this resolution.

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 revise the price of 570,000 warrants allotted on a preferential basis on 3<sup>rd</sup> January,2017 at such revised price and on such terms and conditions as may be determined by board in accordance with SEBI ICDR Regulation 2009, Chapter VII Regulation 76 or other provision of law as may be prevailing at the time; provided that minimum re-computed price of the 570,000 warrants allotted shall not be less than the price arrived at in accordance with provisions of Chapter VII, Regulation 76 of SEBI ICDR Regulation, 2009; Provided further that the amount payable against each warrant by the allottees for the 570,000 warrants shall be the higher of (a) The revised price arrived at as per SEBI ICDR Regulation 2009 Chapter VII, Regulation 76 or (b) The existing price , whichever is higher.

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid 570,000 warrants shall **continue to** be on the following terms:

1. 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 amount of consideration payable (on the basis of revised price) 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 revised issue price of the resultant equity shares.
2. 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.
3. Upon receipt of the requisite money of the balance amount of consideration payable (on the basis of revised price) 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, Chapter VII Regulation 71 for determination of revised price of equity shares to be issued and allotted upon the exercise of the right attached to the warrant is 19<sup>th</sup> July, 2017 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:** 18.07.2017

**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 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059.
- 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](http://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:** 18.07.2017

**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 Share Capital of the Company is currently at Rs.11,00,00,000 (Rupees Eleven Crore) divided into divided 1,10,00,000 (One crore ten lakh) Equity shares of Rs.10/- (Rupees Ten) each.

Considering the need for expansion of capital base of the Company, it has been decided to increase the Authorized Share Capital to Rs.15,00,00,000 (Rupees fifteen Crore) divided into 1,50,00,000 (One crore fifty 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

Pursuant to the Extra Ordinary General Meeting (EOGM) held on 10th December 2016 which approved the issuance of 20, 80,000 warrants to the proposed allottees on preferential basis, the company had allotted 570,000 warrants on 3rd January 2017 to the allottees at the price determined as per SEBI ICDR Chapter VII Regulation 76. I.e. Rs. 30.50. Since the allotment could not be completed within 15 days from the date of passing the resolution at the EOGM as required under SEBI ICDR Regulation 2009, Chapter VII Regulation 74(1), the approval of the members is required to revise the price of the 570,000 warrants so allotted as required under SEBI ICDR Regulation 2009, Chapter VII Regulation 74(2). In the light of this requirement the following resolution for approval of members is proposed. The Board of Directors in its meeting held on 18th July, 2017 recommends the passing of this resolution subject to necessary approval(s) and has approved the revision in the pricing of 570,000 warrants allotted on preferential basis on 3rd January 2017 at the revised price determined as per Chapter VII, Regulation 76 of SEBI ICDR Regulation, 2009. Provided further that the amount payable against each warrant by the allottees for the 570,000 warrants shall be the higher of (a) The revised price arrived at as per SEBI ICDR Regulation 2009 Chapter VII, Regulation 76 or (b) The existing price, whichever is higher.

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:**

There will be no change in object of the issue; the object will remain the same i.e. Procurement of containers.

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

There is no fresh offer being made herein. The proposed resolution is for revision of the price for 570,000 warrants allotted on preferential basis on 3<sup>rd</sup> January, 2017 to the allottees mentioned below. The below is list of allottees from Promoter, Director, key managerial person for your reference:

Sr. No.	Name of Allottees	Number of warrants
	<b>Promoter and Promoter group</b>	
1	Abdul Khalik Chataiwala	305000
2	Tarannum Chataiwala	100000
3	Fauzan Abdul Khalik Chataiwala	100000
	<b>Total</b>	<b>505000</b>

**c) The Shareholding Pattern before and after the issue**

The Shareholding Pattern after allotment of 570,000 warrants on preferential basis on 3<sup>rd</sup> January, 2017 is stated below. The shareholding pattern is mentioned below for quick reference.

Sr.No	Category	Pre Issue#		Post Issue*	
		No. of Shares	Percentage of Holding	No. of Shares	Percentage of holding
<b>A</b>	<b>Shareholding of Promoter and Promoter Group</b>				
	Individuals/ Hindu Undivided Family	3105945	54.40	3610945	57.50
	Bodies Corporate	771330	13.51	771330	12.28
	Financial Institutions/ Banks	0	0	0	0
	Any Others	0	0	0	0
	<b>Sub Total(A)(1)</b>	<b>3877275</b>	<b>67.91</b>	<b>4382275</b>	<b>69.78</b>
	<b>Foreign</b>				
	Any other (specify)	292125	5.12	292125	4.65
	<b>Sub Total(A)(2)</b>	<b>292125</b>	<b>5.12</b>	<b>292125</b>	<b>4.65</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>4169400</b>	<b>73.03</b>	<b>4674400</b>	<b>74.44</b>
<b>B</b>	<b>Public shareholding</b>				
	Institutions	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0
	<b>Non-institutions</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Bodies Corporate	0	0	0	0
	Individuals				
	Individuals -i. Individual shareholders holding nominal share capital up to Rs. 2 lakh	690000	12.08	705000	11.22
	ii. Individual shareholders holding nominal share capital excess of Rs.2 lakh.	609011	10.67	659011	10.49
	Any other( Specify):				
	Body Corporate	170000	2.98	170000	2.71
	Clearing Member	40989	0.72	40989	0.65
	NRI	30000	0.52	30000	0.48
	Sub-Total (B)(2)	<b>1540000</b>	<b>26.97</b>	<b>1605000</b>	<b>25.56</b>
	Total Public Shareholding (B)= (B)(1)+(B)(2)	<b>1540000</b>	<b>26.97</b>	<b>1605000</b>	<b>25.56</b>
<b>C</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>				
	Promoter and Promoter Group	0	0	0	0
	Public	0	0	0	0
	Sub-Total (C )	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>5709400</b>	<b>100</b>	<b>6279400</b>	<b>100</b>

\* Assuming full conversion of 570,000 allotted warrants at the revised price determined as per SEBI ICDR Regulations 2009, Chapter VII Regulation 76 and Public shareholding classification is disclosed on the basis of latest Registrar and Transfer Agent statement of 14th July 2017.

# Pre-Issue share holding pattern is as per 10<sup>th</sup> December 2016 EOGM Notice. I.e. prior to the Issue of warrants on preferential basis.

**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.*

**d) Completion of Allotment:**

This resolution proposed is for revision of the price of the 570,000 warrants allotted on 3<sup>rd</sup> January, 2017. There is no fresh allotment of warrants.

**e) Identity of the allottees:**

The allottees to which 570,000 warrants have been allotted on preferential basis on 3<sup>rd</sup> January, 2017 is given below:

Name of Allottees	Number of warrants allotted	Pre- Allotment Holding		Post Allotment Holding	
		Total No. of shares	% of total voting rights	Total No. of shares	% of total voting rights
<b>Promoter and Promoter group</b>					
Abdul Khalik Chataiwala	305000	2147575	37.61	2452575	39.06
Tarannum Chataiwala	100000	551250	9.66	651250	10.37
Fauzan Abdul Khalik Chataiwala	100000	65	0.00	100065	1.59
<b>Public</b>					
Asia Trading	50000	0	0.00	50000	0.79
Heena Salim Shaikh	15000	20000	0.35	35000	0.55
	5,70,000				

*\*Assuming full conversion of all warrants allotted.*

**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 is required to do so.
2. If amount payable on account of revision 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 revision of the price of the 570,000 warrants issued on 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 revised price of the 570,000 warrants entitling the holder to equity shares on preferential basis shall be 19<sup>th</sup> July, 2017 i.e. 30 days before Extraordinary General Meeting. This is in accordance with the guidelines stated under Regulation 71, Chapter VII of SEBI ICDR Regulation 2009.



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

There are no fresh warrants being issued. The approval of the members is sought for the revision in the price of the 570,000 warrants allotted. The aforesaid 570,000 warrants shall **continue to** be on the following terms:

- a) 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 amount of consideration payable (on the basis of revised price) 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 revised issue price of the resultant equity shares.
- b) 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.
- c) Upon receipt of the requisite money of the balance amount of consideration payable (on the basis of revised price) 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 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, Regulation 72 of 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 / Promoter group.

**Place:** Mumbai

**Date:** 18.07.2017

**By order of the Board**

**For Lancer Container Lines Limited**

s/d

**Mr. Abdul Khalik Chataiwala**

**Managing Director**

**DIN 01942246**



**LANCER CONTAINER LINES LIMITED**

**Registered Office**

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Website: [www.lancermarine.in](http://www.lancermarine.in); Email: secretarial@lancermarine.in  
CIN: L74990MH2011PLC214448

**Attendance Slip**

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

I hereby record my presence at the Extra Ordinary General Meeting of the Company being held on **Friday, the 18<sup>th</sup> day of August, 2017 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.

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

\* Applicable for Members holding Shares in electronic form.

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**LANCER CONTAINER LINES LIMITED**

**Registered Office:**

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Website: [www.lancermarine.in](http://www.lancermarine.in); Email: [secretarial@lancermarine.in](mailto:secretarial@lancermarine.in)

**CIN: L74990MH2011PLC214448**

**FORM NO MGT-11 - 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 Friday, the **18<sup>th</sup> day of August, 2017** 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.	Revision in the price of 570,000 warrants allotted on preferential basis on 3 <sup>rd</sup> January, 2017.

\_\_\_\_\_  
Signature of Shareholder

Revenue  
Stamp of  
Re. 1/-

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

Date: \_\_\_\_\_, 2017

**Note:**

- The Proxy form 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.



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### Road map to venue.

