



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: L74990MH2011PLC214448

Postal ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification and re-enactment(s) thereof for the time being in force), SEBI Listing Obligations and Disclosure Requirements (LODR) 2015 and the Listing agreement that the resolutions appended to this notice are proposed to be passed by the members as ordinary resolution through postal ballot / electronic voting (e-voting).

The proposed ordinary resolutions along with the Explanatory statement pursuant to Section 102(1) of the Companies Act setting out the material facts for the proposed resolutions are appended along with a Postal Ballot Form for your action.

Members have the option to vote either by means of physical Postal Ballot or through e-voting.

- (a) **Physical postal ballot:** Members desiring to exercise their vote by means of Physical postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self-addressed pre-paid business reply envelope so as to reach the scrutinizer (CS Geeta Canabar) at their address at CS Geeta Canabar, Geeta Canabar & Associates, 405, Suchita Business Park, Behind Neelyog Square, Near Patel Chowk, Ghatkopar East, Mumbai, Maharashtra - 400075, Contact no: 022 25016051 not later than 17.00hours IST on 18 July 2018. Postage will be borne and paid by the company. Postal ballot forms, if sent at the expense of the members will also be accepted. The postal ballot forms may also be deposited personally at the address given on the business reply envelope. Irrespective of the option chosen, please note that postal ballot forms received after 17.00 hours IST on 18 July 2018 shall be considered invalid.
- (b) **E Voting:** Pursuant to Section 108 of the Act read with Rule 20 of the Companies Management and Administration Rules 2014, the company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for e-voting as per the facilities arranged by the company are requested to read the instructions in the notes to this notice under the section “Voting through electronic means”. References to postal ballot(s) in this notice include votes received electronically.

Only members entitled to vote (Refer to Point 5 of the Notes attached with this notice) are entitled to fill in the postal ballot form and send it to the scrutinizer or vote through the e-voting facility offered by the Company.

The board of directors of the company has appointed M/s. Geeta Canabar and Associates, Practicing Company Secretary firm (Membership No. FCS 8702- & COP No. 8330) as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.



The scrutinizer will submit the report to the Chairman after the completion of scrutiny of postal ballots and the votes recorded through e voting. The results of voting by means of postal ballot and e-voting will be announced on or before 19 July 2018 at the Registered Office of the Company and also by placing the same on the company's website - www.lancermarine.in and communicated on the same day to stock exchanges, depository, registrar and share transfer agents.

**By order of the Board of Directors,
Lancer Container Lines Limited**

Sd/-

**Place: Navi Mumbai
Date: 14 June 2018**

**Abdul Khalik Abdul Kadar Chataiwala
Managing Director
DIN - 01942246**



RESOLUTIONS

Resolution No.1 - Appointment Of Mr. NARAYANAN MOOLANGHAT VARIYAM (Narayanan Variyam) as Independent Director (DIN: 08109682).

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

“RESOLVED THAT Mr. Narayanan Variyam who was appointed as additional director pursuant to provisions of Sections 161 of the Companies Act, 2013 with effect from 13 April 2018 and further as per Section 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. NARAYANAN MOOLANGHAT VARIYAM (DIN 08109682), being qualified and eligible for appointment as an Independent Director of the Company, and he has consented to act as an Independent Director of the Company and submitted a declaration that he meets the criteria for appointment of an Independent Director under the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years w.e.f. 13th April 2018 and whose term of office shall not be liable to retirement by rotation”.

RESOLVED FURTHER THAT any member of the Board and/ or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things as it may deem necessary, proper or desirable and to sign and execute all necessary documents, applications, letter and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary forms and returns with the appropriate authorities

Resolution No. 2 - Appointment of Statutory Auditor to fill the casual vacancy caused due to resignation of existing Statutory Auditor.

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

“ RESOLVED THAT pursuant to the provisions of section 139(8) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. Soman Uday & Co, Chartered Accountants, Mumbai (FRN: 110352W) who has given his consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Companies Act, 2013 be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy in the office of Company’s Statutory Auditor caused due to resignation of the existing Statutory Auditors M/s. SMD & Company, Chartered Accountants, Mumbai and the new auditor so appointed shall hold the office until the conclusion of the ensuing Annual General Meeting of the Company to be held for the financial year ending on 31st March, 2018.”

“RESOLVED FURTHER THAT any of the Directors of the company and / or the company secretary be and is hereby severally authorized to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to this resolution.”

By order of the Board of Directors,
Lancer Container Lines Limited

Sd/-

Abdul Khalik Abdul Kadar Chataiwala
Managing Director
DIN - 01942246

Place: Navi Mumbai
Date: 14 June 2018



Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013, an explanatory Statement setting out material facts relating to the proposed Ordinary resolutions is appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing agreement entered with the Stock Exchanges, the Company is pleased to offer e-voting facility to all members of the Company. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting.
3. The members have an option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by physical postal ballot and vice-versa., In case members cast their vote, via physical Postal Ballot and e-voting, then voting through E-voting shall prevail and voting done by physical Postal Ballot shall be treated as invalid irrespective of whichever is done first.
4. All documents referred to in the Notice are open for inspection at the Registered Office of the Company from 10:00 A.M to 2:00 P.M on all days except 2nd and 4th Saturday and public holidays up to the date, 18 July 2018.
5. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Thursday, 14th June 2018 by post / courier and electronically by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on 14 June, 2018.
6. The voting through Postal Ballot and e-voting will commence on 18 June, 2018 and end on 18 July, 2018.
7. Members exercising their votes through the Postal Ballot Form should ensure that the duly completed form in all respects, should reach the Scrutinizer before 18 July, 2018. The Postal Ballot forms received after the said date and time will be treated as not having been received.
8. Resolutions approved by the members through Postal Ballots / e-voting are deemed to have been passed effectively at a General Meeting of the Members.
9. The Board of Directors have appointed M/s. Geeta Canabar and Associates, Practicing Company Secretary firm (Membership No. FCS 8702- & COP No. 8330) as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner and to receive and scrutinize the completed postal ballot papers from the members. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
10. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the voting indicates that the requisite majority of the members as required under a ordinary resolution had assented to the Resolution. The result of the voting will be declared on or before 19 July, 2018 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.lancermarine.in besides communicating the same to the depository, registrar and share transfer agents and BSE Limited where the shares of the Company are listed.



11. The Postal Ballot form and the postage prepaid self-addressed business reply envelope are enclosed. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

**By order of the Board of Directors,
Lancer Container Lines Limited**

Sd/-

**Abdul Khalik Abdul Kadar Chataiwala
Managing Director
DIN - 01942246**

**Place: Navi Mumbai
Date: 14 June 2018**



Notes: Instructions for voting

PHYSICAL VOTING

Members are requested to refer to the instructions mentioned in the Postal Ballot Form for exercising their vote in physical form.

A) E-VOTING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial



- password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to geetacs@hotmail.com with a copy marked to evoting@nsdl.co.in.



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

B. In case of Members’ receiving Postal Ballot Notice by Post:

i) Initial password is provided at the bottom of Postal Ballot Form in a tabular format as shown below.

EVEN (E-Voting Event Number)	USER ID	Password

ii. If you are registered with NSDL for E-Voting then you can use your existing User ID and Password for casting your vote.

C. Member cannot exercise his / her vote by proxy on Postal Ballot.

D. The Scrutinizer’s decision on the validity or otherwise of Postal Ballot / E-Voting will be final.

E. Members may also note that the Postal Ballot Notice will also be available for download on the Company’s Website viz.www.lancermarine.in.

**By order of the Board of Directors,
Lancer Container Lines Limited**

Sd/-

**Abdul Khalik Abdul Kadar Chataiwala
Managing Director
DIN - 01942246**

**Place: Navi Mumbai
Date: 14 June 2018**



EXPLANATORY STATEMENT

(Pursuant to Sec.102(1) of the Companies Act, 2013)

ITEM NO.1

Mr. Narayanan Variyam was appointed by the Board in their meeting as Additional Director of the Company with effect from 13th April 2018.

Mr. Narayanan Variyam, aged approximately 61 years, is a graduate in Commerce (B.Com) specializing in Cost Accounting as elective subject from the University of Calicut and has done his post-graduation (Master of Commerce-M.Com) from University of Rajasthan, Jaipur. He has over 25 years of experience in Finance and Administration in companies within India and internationally as well. His areas of keen interest and expertise are Banking and Life and General insurance.

Brief resume and disclosure of information of Mr. Narayanan Variyam, nature of his expertise in specific functional areas and names of Companies in which he hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationship between directors pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standard - 2 on General Meetings issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government are given in the Annexure to the Notice.

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given consent to act as Director. The Company has also received declaration from him that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of Directors liable to retire by rotation.

Accordingly, it is proposed to appoint Mr Narayanan Variyam as independent Director under Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for 5 (five) consecutive years upto April 12th, 2023 and he shall not be included in the total number of Directors liable to retire by rotation.

In the opinion of the Board and as recommended by the Audit committee Mr. Narayanan Variyam fulfils the conditions for appointment as Independent Director specified in the Companies Act, 2013, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is Independent to the management.

The appointment of Mr Narayanan Variyam would be of immense benefit to the Company and it is desirable to avail services of Mr. Narayanan Variyam as Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Narayanan Variyam as Independent Director, for the approval of the Members of the Company.

Mr. Narayanan Variyam, Independent Director, is concerned or interested in the resolution as set out at Item No. 1 of the Notice, since it relates to his appointment. None of the other Directors and Key Management Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No 1.



ITEM No.2

M/s. SMD & Company, FRN:138592W, Chartered Accountant, Mumbai, has tendered his resignation as Statutory Auditor of the Company due to pre-occupation in other assignments and personal commitments . The resignation is effective from April 21st, 2018 and has resulted in a casual vacancy in the office of Statutory Auditors of the Company.

The Board of Directors have received consent from Soman Uday & Co, FRN:110352W, Chartered Accountants, Mumbai to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act and they are not disqualified and are eligible for appointment as Statutory Auditors of the Company.

As per the provisions of Section 139(8) and other applicable provisions, if any of the Companies Act, 2013, and the rules framed thereunder, any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Audit Committee and Board of Directors. The Audit Committee and the Board of Directors at their meeting held on 21st April 2018 have considered and recommended appointment of M/s. Soman Uday & Co, FRN: 110352W, Chartered Accountants, Mumbai as Statutory Auditors of the Company. If appointed, they shall hold office as Statutory Auditors until the conclusion of the Annual General Meeting of the Company to be held for Financial year ended March 2018.

Accordingly, Ordinary Resolution is submitted to the members for the consideration and approval of members.

None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution.

**By order of the Board of Directors,
Lancer Container Lines Limited**

Sd/-

**Abdul Khalik Abdul Kadar Chataiwala
Managing Director
DIN - 01942246**

**Place: Navi Mumbai
Date: 14 June 2018**



Annexure I to the notice

Pursuant To Regulation 17 Of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 And Secretarial Standard - 2

Particulars	Mr. Narayanan Variyam
Date of Birth	02 June 1957
Date of Appointment	13 April 2018
Qualifications	Graduate in Commerce (B.Com) specializing in Cost Accounting as elective subject from the University of Calicut and has done his post-graduation (Master of Commerce-M.Com) from University of Rajasthan, Jaipur
Expertise in specific functional areas	1. Finance and Administration 2. Areas of keen interest and expertise are Banking and Life and General insurance
Name of the other Companies in which holds Directorship	NIL
Name of Committee of the other Companies in which holds Membership/ Chairmanship	NIL
Number of shares held in the Company [in his own name or on behalf of other person on beneficial basis]	NIL
Relationship with Other Director(s)	NIL