



Lancer Container Lines Ltd.

Date: - August 29th , 2024

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Scrip code: 539841 i.e Lancer Container Lines Limited

Subject: Notice of the 13th Annual General Meeting

Dear Sir / Madam,

In accordance with Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we wish to inform you that the 13th Annual General Meeting of the Company will be held on Tuesday, 24th September 2024 at 12:00 P.M. at the venue of the meeting which shall be deemed to be the Registered Office of the Company situated at Mayuresh Chambers Premises, Co-Op. Society Ltd. Unit No.H02-2, H02-3 & H02-4, Plot No.60, Sector -11 Belapur, Navi Mumbai, Maharashtra, India, 400614 through Video Conferencing/Other Audio Visual Means organized by the Company as per MCA General Circular No. 09/2023 dated 25.09.2023. We enclose herewith the Notice of the 13th Annual General Meeting. The Notice along with E-Voting instructions is also available on the Company's Website: <https://www.lancerline.com/investor-relations.php#tp1-1>

You are requested to kindly take note of the same.

Thanking you,
Yours faithfully

On Behalf of Board of Directors
For Lancer Container Lines Limited

Miti Tailong
Company Secretary and Compliance Officer
Place: - Navi Mumbai

Registered Office: Lancer House, Mayuresh Chambers Premises Co-op.Society Ltd, H02,Plot No. - 60, Sec -11, CBD Belapur India 400614 CIN: L74990MH2011 PLC214448 | Website: www.lancerline.com | Email: info@lancerline.com Email: secretarial@lancerline.com | Telephone: +91 22 2756 6940 / 41 / 42 | Fax: +91 22 2756 6939

H.O. : Mumbai. Branch: Nhava Sheva, Mundra, Delhi, Ludhiana, Jaipur, Chennai, Tuticorin, Cochin, Coimbatore, Kolkata, Vizag, Hyderabad, Ahmedabad and Bangalore.



Lancer Container Lines Ltd.

National Securities Depository Limited

3rd Floor, Naman Chamber, Plot C-32, G-Block,
Bandra Kurla Complex, Bandra East,
Mumbai - 400051

Central Depository Services (India) Limited

Marathon Futurex, A-Wing 25th Floor, N.M.
Joshi Marg, Lower Parel, Mumbai - 400013

Bigshare Services Pvt Ltd

Pinnacle Business Park, Office No S6-2, 6th,
Mahakali Caves Rd, next to Ahura Centre,
Andheri East, Mumbai, Maharashtra 400093

**Registered Office: Lancer House, Mayuresh Chambers Premises Co-op.Society Ltd, H02,Plot No. - 60,
Sec -11, CBD Belapur India 400614 CIN: L74990MH2011 PLC214448 | Website: www.lancerline.com |
Email: info@lancerline.com Email: secretarial@lancerline.com | Telephone: +91 22 2756 6940 / 41 / 42 |
Fax: +91 22 2756 6939**

**H.O. : Mumbai. Branch: Nhava Sheva, Mundra, Delhi, Ludhiana, Jaipur, Chennai, Tuticorin, Cochin, Coimbatore,
Kolkata, Vizag, Hyderabad, Ahmedabad and Bangalore.**



LANCER CONTAINER LINES LIMITED

CIN: L74990MH2011PLC214448

Registered office: Mayuresh Chambers Premises Co-Op. Soc. Ltd, Unit No. H02-2, H02-3 & H02-4, Plot No. 60, Sector-11, CBD Belapur, Navi Mumbai - 400614 Maharashtra, India.

Telephone : +91 022 27566940/41/42, **Website:** www.lancerline.com;

Email: secretarial@lancerline.com

NOTICE

NOTICE is hereby given that the 13th Annual General Meeting (9th AGM - Post IPO) of the members of Lancer Container Lines Limited will be held on Tuesday, September 24, 2024 at 12:00 Noon through Video Conferencing/Other Audio Visual Means organized by the Company, to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Mayuresh Chambers Premises Co-Op. Soc. Ltd, Unit No. H02-2, H02-3 & H02-4, Plot No. 60, Sector-11, CBD Belapur, Navi Mumbai – 400614.

Ordinary Business:

Item no. 1. To receive, consider and adopt:

- Audited Standalone Financial Statements of the Company for the financial year ended March 31st, 2024 together with the Reports of Board of Directors and Auditors thereon.
- Audited Consolidated Financial Statements of the Company for the financial year ended March 31st, 2024 together with the Report of Auditors thereon.

“RESOLVED THAT the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024, and the Report of the Auditors thereon be and the same are hereby received and adopted”.

Item no. 2. To appoint a Director in place of Mr. Amol Mohan Shirke (DIN: 08681663) – Whole time Executive Director, who retires by rotation and being eligible, offers himself for re-appointment :

To consider and if thought fit pass the following Resolution(s) as Ordinary Resolution(s):- (Annexure-1 attached)

“RESOLVED THAT pursuant to provisions of Section 152 (6) (a) of the Companies Act, 2013, Mr. Amol Mohan Shirke (DIN: 08681663) Whole time Executive Director, who retires by rotation, and being eligible, offers himself for re- appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation”.

SPECIAL BUSINESS:

Item no. 3. To accept unsecured loan from Mr. Abdul Khalik Chataiwala with an option to convert it into equity :

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

“RESOLVED THAT pursuant to section 62(3) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or 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, which the Board has constituted or may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the Members be and is hereby accorded to borrow a sum of Rs.75,00,00,000 (Rupees Seventy-Five Crores Only) from Mr. Abdul Khalik Chataiwala, Managing Director of the company, at such terms and Conditions mentioned in the Loan Agreement entered between the Company and Mr. Abdul Khalik Chataiwala with an option to convert the same into equity shares.

RESOLVED FURTHER THAT the amount to be received as an Unsecured loan from Mr. Abdul Khalik Chataiwala, Managing Director of the company, will be in multiple tranches on respective dates as may be decided by the Board of Directors.

RESOLVED FURTHER THAT as per Rule 2(1)(viii) of the Companies (Acceptance of Deposits) Rules, 2014, the Board shall take note of the declaration received from Mr. Abdul Khalik Chataiwla, Managing Director of the company, to the effect that the amount extended by him to the Company is not being given out of the funds acquired by him through borrowing or accepting any loans and deposits from others.

RESOLVED FURTHER THAT the issue and allotment of relevant number of Equity shares of face value of Rs.5/- each at a price as decided by the Board at the time of conversion in lieu of and against the loan taken by company shall take place at a future date and the new equity shares shall rank pari passu with the existing shares.

RESOLVED FURTHER THAT the allotment of relevant number of Equity shares of face value of Rs.5/- from the converted loan amount shall be done subject to the approval of Board of Directors at its meeting to be held on any future date. The allotment price of per equity share shall be done as per the price mentioned in the valuation certificate received from the Registered Valuer/Practicing Chartered Accountant.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorised to do all acts, deeds and things as deem necessary, proper or desirable and to sign and execute all necessary agreements, documents for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Ministry of Corporate Affairs.”

Item No. 4 Conversion of Loan amounting to USD 30 million given to Lancia Shipping LLC (a 100% WOS outside India) into equity :

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

“RESOLVED THAT pursuant to 186(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and read with rules made thereunder including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time and as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, Foreign Exchange Management (Overseas Investment) Regulations, 2022, consent of the members of the company be and is hereby accorded to convert loan given as per the terms and conditions of the Loan Agreement dated 1st August 2022 out of the proceeds received from the issue of FCCBs, as approved at the meeting of committee of Board held on 12th August 2022. The said loan amounting to USD 30 Million which is equivalent to approx. Rs. 250 Crore in Indian Rupee, was extended to M/s. Lancia Shipping LLC, a 100% Wholly Owned Subsidiary of Lancer Container Lines Limited be converted into such number of equity shares amounting to USD 30 Million (USD Thirty Million) determined as per the prevailing rate of currency-conversion on the date(s) of conversion at the option of the Board of directors or the legal advisors of the company.

RESOLVED FURTHER THAT the conversion shall be carried out at the prevailing exchange rate as determined by the Company's financial advisors or as agreed upon by the parties involved subject to the approval of Board.

RESOLVED FURTHER THAT the necessary actions and formalities required to effectuate the conversion, including any filings with regulatory authorities, shall be undertaken by the management of the Company in consultation with legal advisors.

RESOLVED FURTHER THAT on conversion of the said loan into fully paid equity shares the amount will be represented as investment made by the Company under Section 186 of Companies Act, 2013 in the books of the Lancer Container Lines Limited;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Abdul Khalik Chataiwala, Chairman and Managing Director (DIN: 01942246) and Mr. Praful Jain, Whole Time Director (DIN: 08000808) of the company jointly or severally be and is hereby authorized to do and perform all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, desirable and appropriate to settle any question, difficulty or doubt that may arise in regard to the new equity shares as they may think fit.”

**On Behalf of Board of Directors
For Lancer Container Lines Limited**

**Sd/-
Abdul Khalik Chataiwala
Chairman & Managing Director
(DIN-01942246)**

**Place: Maidenhead, UK
Date: 12th August 2024**

**NOTES:**

1. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Members whose shareholdings are in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP).
5. Members wishing to claim dividends that remain unclaimed since 2021 are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at secretarial@lancerline.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
6. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by Big Share Services Private Limited. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Geeta Canabar & Associates (Practicing Company Secretaries), as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
7. Members holding shares either in physical or dematerialized mode, as on cut-off date, i.e. 17th September, 2024, may cast their votes electronically. The e-voting period commences on Saturday, September 21, 2024 (9:00 a.m. IST) and ends on Monday, September 23, 2024 (5:00 p.m. IST). The e-voting module will be disabled by Big Share Services Private Limited thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. September 17, 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
8. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
9. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. September 17, 2024, may obtain the login ID and password by sending a request to ivote@bigshareonline.com. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.
10. In compliance with the Circulars, the Integrated Annual Report for 2023-24, the Notice of the 13th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).

11. Explanatory Statement as required under Section 102(1) of Companies Act, 2013 is annexed hereto.
12. Book Closure: Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rule, 2014, as amended, and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 18th September, 2024 to Tuesday, 24th September, 2024 (both days inclusive) for determining the Members of the Company for the purpose of AGM.

**On Behalf of Board of Directors
For Lancer Container Lines Limited**

**Sd/-
Abdul Khalik Chataiwala
Chairman & Managing Director
(DIN-01942246)**

**Place: Maidenhead, UK
Date: 12th August 2024**

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on Saturday, September 21, 2024 (9:00 a.m. IST) and ends on Monday, September 23, 2024 (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 17th September 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **‘EVENTS’** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“IN FAVOUR”, “NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET.**
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address)

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
 - o Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
 - o Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.

Note: The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID.)

- o Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select **“VOTE FILE UPLOAD”** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

Procedure for joining the AGM/EGM through VC/ OAVM:

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desired to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VC/OAVM"** link placed beside of **"VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM/EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

**ANNEXURE-1**

Details of Directors seeking appointment / reappointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable Secretarial Standard issued by the Institute of Company Secretaries of India.

Name of Director :- Mr. Amol Mohan Shirke	
DIN	08681663
Date of Birth	12-07-1983
Date of Initial Appointment	12-02-2020
Tenure of appointment	Retirement by rotation and being eligible, offers himself for re-appointment
Qualification	Bachelor in Commerce
Expertise in Specific functional area	<p>Mr. Amol Mohan Shirke, have rich experience in Shipping, Logistics and International Trade. He is instrumental in developing Shipping business and bringing up to a different level. He is well verse in International Trade Business Development having overseas exposure for more than a decade. He has covered regions Right from Middle East to South East Asia & Far East including Indian markets which are prime source of revenues for Company. Development of network into these areas is all done & managed by him independently.</p> <p>Mr. Amol Mohan Shirke is associated with Lancer Container Lines since 2016 and is part of the decision making body. He was earlier General Manager of Lancer Container Lines and now working as Director in Executive capacity to run Company function smoothly and with faster growth.</p>
Directorship held in other Listed Companies	None
Membership of Committee in other Listed Companies	None
Category	Executive Director- Whole Time Director
Relationship with other directors	Not related to any directors
Shareholding in the Company as on March 31, 2024	He does not hold any of shares in the company

**On Behalf of Board of Directors
For Lancer Container Lines Limited**

**Sd/-
Abdul Khalik Chataiwala
Chairman & Managing Director
(DIN-01942246)**

**Place: Maidenhead, UK
Date: 12th August 2024**

Explanatory statement

Item No. 3 of the Notice

Pursuant to section 62(3) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or 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, which the Board has constituted or may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the company is required to obtain approval of the members by way of passing Special Resolution to borrow a sum of Rs. 75,00,00,000 (Rupees Seventy-Five Crores Only) from Mr. Abdul Khalik Chataiwala, Managing Director of the company, at such terms and Conditions as mentioned in the Loan Agreement entered between the Company and Mr. Abdul Khalik Chataiwala with an option to convert the same into equity shares at a future date at a price decided by the Board of Directors of the company on the basis of price mentioned in the valuation certificate received from the Registered Valuer/Practicing Chartered Accountant. The said loan amount can be received in multiple tranches on respective dates as may be decided by the Board of Directors and which is approved and within the power of the board and complied with section 186 of companies act 2013 . The Board shall take note of the declaration from Mr. Abdul Khalik chataiwala to the effect that the amount extended by him to the Company is not being given out of the funds acquired by him by borrowing or accepting loans and deposits from others. If the borrower fails to meet the obligation the lender may immediately declare the principle and interest amount to be due and payable. The terms and conditions as mentioned in the Loan agreement has been mutually entered by the parties and shall be binding on both the parties.

The allotment of relevant number of Equity shares of face value of Rs.5/- from the converted loan amount shall be done subject to the approval of Board of Directors at its meeting to be held on any future date and the new equity shares shall rank pari passu with the existing shares. Additionally, the approval of the shareholders will be sought in a general meeting before the actual allotment of shares if required as per the laws.

In view the above, it is proposed to seek approval of the members of the Company through **Special Resolution** for the above transactions and the related parties are abstained from voting on the resolution as set out at Item No. 3.

Except Mr. Abdul Khalik Chataiwala, None of the Directors or Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above, are concerned or interested in the aforesaid resolution.

Item No. 4

The Company extended a Loan of USD 30 Million equivalent to approx. INR 250 crore which is raised through FCCB (Foreign Currency Convertible Bonds) issuance by Lancer Container Lines limited as mentioned in the offering circular which was used for investment in 100% Wholly Owned Subsidiary Lancia Shipping LLC for expansion of overseas business and any other use, as may be permitted under applicable law or regulations, from time to time. The said amount of Loan will be converted into such number of equity shares amounting to USD30 Million (USD Thirty Million) at the predetermined rate as per the terms and conditions mentioned in the agreement entered between the parties & this shall be subject to the approval of shareholders meeting to be held on 24th September 2024.

In terms of the provisions of Section 186(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and read with rules made thereunder including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time and as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, Foreign Exchange Management (Overseas Investment) Regulations, 2022 and with the prior approval of members Company will convert the loan amounting to USD 30 million given to M/s. Lancia Shipping LLC, a 100% Wholly Owned Subsidiary of Lancer Container Lines Limited into fully paid equity shares as per the prevailing rate of currency-conversion on the date(s) of conversion at the option of the Board of directors or the legal advisors of the company subject to this the conversion may occur in one or more tranches.



The loan given to M/s. Lancia Shipping LLC was out the proceeds received from the issue of the FCCBs by Lancer Container Lines Limited which was duly approved at the meeting of committee held on 12th August 2022.

The amount of loan converted into fully paid equity shares will be represented as the investment done under Section 186 of Companies Act, 2013 in the books of Lancer Container Lines Limited. M/s. Lancia Shipping LLC will be utilizing the said amount to deploy the containers and for expansion of business.

The meeting of board of directors held on 12th August 2024 approved the conversion of the loan amount into equity investment as per the Loan Agreement dated 1st August 2022

In view the above, it is proposed to seek approval of the members of the Company through Special Resolution for the above transactions and the related parties are abstained from voting on the resolution as set out at Item No. 4.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above, are concerned or interested in the on behalf of Board of Directors has to be added.

**On Behalf of Board of Directors
For Lancer Container Lines Limited**

**Sd/-
Abdul Khalik Chataiwala
Chairman & Managing Director
(DIN-01942246)**

**Place: Maidenhead, UK
Date: 12th August 2024**