



Lancer Container Lines Ltd.

Date- February 17, 2025

To,
BSE Limited (BSE)
P.J. Towers
Dalal Street
Mumbai — 400001

Subject: Notice of the Postal Ballot.

Ref. Scrip Code- 539841 — Lancer Container Lines Limited

Dear Sir/Madam,

In continuation of our letter dated February 12, 2025 conveying Outcome of Board Meeting, and pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of Postal Ballot dated 17th February, 2025.

The Notice of Postal Ballot is also placed on the website of the Company i.e. www.lancerline.com.

Kindly take the same on your records and acknowledge the receipt of the same.

Thanking you,

Yours Faithfully

On Behalf of Board of Directors

For Lancer Container Lines Limited

**MITI
TAILONG** Digitally signed by
MITI TAILONG
Date: 2025.02.17
15:33:07 +05'30'

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**

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Lancer Container Lines Ltd.

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 9/2023 dated 25th September, 2023 and latest one being September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("ss-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and all other applicable provisions of the Act, law, rules, circulars, notifications and regulations issued thereunder [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the resolution(s) set out below are proposed to be passed by the Members of Lancer Container Lines Limited ("the Company") by way of Postal Ballot, only by way of remote e-voting ("e-voting") process.

SPECIAL BUSINESS:

Item No. 1:

APPROVAL FOR REGULARISATION OF MR. SUMIT SUNIL SADH (DIN: 02757766) AS WHOLE-TIME DIRECTOR:

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 152, 161, 179(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 including regulation 17, 26(A) and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), relevant circulars issued by SEBI, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sumit Sunil Sadh (DIN: 02757766) who was appointed as an Additional Director with effect from 12th February, 2025 by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and in terms of Section 161 of the Companies Act, 2013, the consent of the members be and is hereby accorded to regularise the appointment of Mr. Sumit Sunil Sadh (DIN: 02757766) as Whole- Time Director of the Company.

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RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby authorised severally, to file necessary e-form with the Registrar of Companies and to do all such act(s), deed(s) and things(s) connected with the aforesaid matters or any other matter incidental or ancillary thereto for giving effect to the above said resolution.”

Item No. 2:

STRATEGIC ALIGNMENT OF BUSINESS OPERATIONS THROUGH LANCIA SHIPPING LLC

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 3, Section 4, Section 179 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, the consent of the members of Lancer Container Lines Limited be and is hereby accorded to approve the operational and business changes of the Company through its 100% wholly owned subsidiary, Lancia Shipping LLC, (Lancia) based in Dubai, United Arab Emirates as per the terms and conditions set out in the Container Lease Agreement.

RESOLVED FURTHER THAT the said changes will lead Lancer Container Lines Limited acting as an agent by leasing of its NVOCC containers to Lancia Shipping LLC and by pursuing the said strategy, your company will generate major revenue through leasing of containers, enabling the Company to focus on expanding its business into new geographic locations, thereby enhancing its international reach as part of its long-term growth strategy;

RESOLVED FURTHER THAT in accordance with the Main Object Clause A(1) of the Memorandum of Association of Lancer Container Lines Limited, the Company is fully authorized to undertake the said strategic decision. The clause as reproduced below enables the Company to engage in a wide range of activities, including:

*“To carry on the business of Freight Forwarding, clearing shipping, NVOCC, Shipping Lines, trading of containers, **Leasing of Containers**, Manufacturing of Containers, porta Cabins, transportation, Fleet of trucks, trailers, container yards, CFS, Vessel operations, Rail siding, Empty Yard, Coastal Business and related Activities.”*

RESOLVED FURTHER THAT the capital structure of both Lancer Container Lines Limited and Lancia Shipping LLC shall remain unchanged and it is to be noted that the Lancia Shipping LLC has demonstrated exceptional financial performance, with a strong year-on-year growth trajectory as evidenced by the following:

(amount in AED)

Particulars	2023-24	2022-23	2021-22 – 6 months (since incorporation)
Turnover	4,77,70,349	2,22,63,554	46,34,621
Net profit	1,30,32,831	45,35,531.46	2,55,778

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RESOLVED FURTHER THAT This robust growth underscores the strategic value of Lancia Shipping LLC as a key driver of Lancer Container Lines Limited's global expansion and long-term success thereby making it a cost-effective logistics Company;

RESOLVED FURTHER THAT in the opinion of the Board, the said strategy will be of advantage and be beneficial to the Company, its shareholders and other stakeholders and the term thereof are fair and reasonable and is not detrimental to the shareholders of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such further actions as they may deem necessary and expedient to give effect to this resolution, including but not limited to entering into agreements, finalizing the Terms & Conditions and handling any regulatory compliance and to file the disclosures with the concerned stock exchanges in terms of the provisions of the Listing Regulations, to file requisite forms, returns, other documents with the Registrar of the Companies in connection with the aforesaid resolution."

Place: Navi Mumbai
Date: 12/02/2025

For and On Behalf of

Lancer Container Lines Limited
Sd/-

Miti Tailong
Company Secretary & Compliance Officer

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NOTES:

1. Explanatory Statement as required under Section 102(1) of Companies Act, 2013 is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. The Postal Ballot Notice is being sent only by email to those members who have registered their email address with their Depository Participant(s) ("DPs") or with RTA and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, 14th February, 2025 ("Cut-off date") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed NSDL for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").
5. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.lancerline.com and the website of NSDL <https://www.evoting.nsdl.com/>
6. The relevant documents referred to in the postal ballot notice shall be made available for inspection electronically by the Members based on requests received at secretarial@lancerline.com mentioning their name, Folio No. /DP ID and Client ID, until the last date for receipt of votes through e-voting.
7. The Board of Directors has appointed Ms. Geeta Canabar (FCS No.: 8702, C.P. No.: 8330) of M/s. Geeta Canabar & Associates, Practicing Company Secretary to act as the Scrutinizer for conducting the entire postal ballot process in a fair and transparent manner in accordance with the applicable provisions of the Act & Rules; the Scrutinizer will submit its report after the conclusion of remote e-voting but not later than 2 (two) working days from the closing of remote e-voting on or before Friday, 21st March, 2025.

Place: Navi Mumbai

Date: 12/02/2025

For and On Behalf of

**Lancer Container Lines Limited
Sd/-**

**Miti Tailong
Company Secretary & Compliance Officer**

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The Instructions and other information relating to e-voting are as under:

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

The voting period begins on Tuesday, February 18, 2025 (9:00 a.m. IST) and ends on Wednesday, March 19, 2025 (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. 14th February 2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode. In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are 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.jspVisit 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

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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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user 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 the e-Voting service provider 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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by

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	providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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.
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use 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 to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

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- (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, please follow steps mentioned below in process for those shareholders whose email ids are not registered
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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.
3. 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 : 022 - 4886 7000 or send a request to Suketh Shetty at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@lancerline.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@lancerline.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 READ WITH THE RELEVANT RULES)

The following statement sets out all material facts relating to Item No. 1 mentioned in the accompanying Notice.

ITEM NO. 1

The Ordinary Resolution contained in Item No. 1 of the notice, has been proposed pursuant to the provisions of Section 152, 161 179(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 including regulation 17, 26(A) and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations:

The Nomination & Remuneration Committee at its Meeting held on 12th February 2025 has recommended the appointment of Mr. Sumit Sunil Sadha as a Whole-Time Director on the Board of the Company, to the Board that would be in the interest of the Company, subject to the approval of shareholders. Mr. Sumit Sunil Sadh shall hold office and whose office is liable to retire by rotation. He shall not be liable for any sitting fees or commission for attending the Board Meetings of the Board of Directors of the Company ("the Board") or committees thereof.

Mr. Sumit Sunil Sadh (DIN: 02757766) was appointed as an Additional Executive Director of the Company on 12th February, 2025, pursuant to the provisions of the Section 161, 152 read with other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

Further, pursuant to Regulation 17(1C) of Listing Regulations, the appointment of a Director on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, this resolution is being proposed to be passed by the members/shareholders of the Company by way of Postal Ballot.

The above may be treated as an abstract as required under the Companies Act, 2013, setting out the terms, conditions and limits of remuneration for managerial personnel and may also be regarded as a disclosure under Secretarial Standard on General Meetings ("SS-2") of the Institute of Companies Secretaries of India.


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Lancer Container Lines Ltd.

Details of Director seeking re-appointment/ Regularisation in this General Meeting as per provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015: Ref :- SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023)

	<p>Name :- Sumit Sunil Sadh DIN:- 02757766 DOB:- 20/04/1966 Expertise:- Mr. Sumit Sadh holds a Bachelor's degree in Commerce, he has more than 40 years of experience in field of finance and accounting. He has worked with A M Bhatkal & Co, Chartered Accountant firm for over 9 years. He holds expertise in finance and investment banking. Mr. Sadh was also appointed as CEO of Sunchan Securities Limited, a stock broking Company. Mr. Sadh has also been into Investment Banking before been part of Lancer. He has been on his entrepreneurial journey of exporting garments for 10 years. Previously he had also served as Director of Funitory Trading Private Limited, Yudhisthir Developers Private Limited and Macoll Securities Private Limited.</p>
Date and Tenure of Appointment	For 2 years from the date of appointment i.e 12 th February, 2025 till 11 th February 2027
No. Of Equity Shares held in the Company	Nil
Disclosure of Relationship between Director Inter-se	NA
Qualifications	Mr. Sumit Sadh holds a Bachelor's degree in Commerce
List of Directorship held in Public Company	Nil
Chairman/Member of the committee of the Board of Directors of the Company	Nil
Chairman/member of the Committee of the Board of Directors of the Other Companies	Nil
Comparative remuneration profile with respect to industry	Remuneration to be paid is as per Companies Act, 2013
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel	Not Applicable
Reasons of loss or inadequate profits	Not Applicable

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Lancer Container Lines Ltd.

Nature Of Duties:-

The Whole-Time Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated Companies and/ or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated Companies and/or subsidiaries or any other executive body or any committee of such a Company.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Companies Act 2013, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Sumit Sunil Sadh require approval of members by passing **Ordinary Resolution**. Hence, the members are requested to pass the Ordinary Resolution accordingly. The Board recommends the Resolution at Item No. 1 for approval of the members. None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mr. Sumit Sunil Sadh.

ITEM NO. 2

The Special Resolution contained in Item No. 2 of the notice, has been proposed pursuant to the provisions of Section 3, 4 and 179 and such other applicable provisions, if any, of the Companies Act, 2013.

Your Company with this important shift in Company's business operations, aims to enhance its operational efficiency, reducing logistics costs and further strengthening the market presence. Lancer Container Lines Limited (Lancer), currently involved in the NVOCC (Non-Vessel Operating Common Carrier) container logistics business, desires to realign its operations and to leverage the potential of its 100% wholly owned subsidiary, Lancia Shipping LLC based in Dubai. The aim of these proposed changes is to streamline our operations for better operational efficiency and to focus on growth and value creation. The Aforesaid transactions shall be as per the terms and conditions set out in Container Lease Agreement.

Background:

Lancia Shipping LLC, established as a 100% wholly owned subsidiary of Lancer Container Lines Limited, has shown significant potential for growth and profitability. It has emerged as a material subsidiary in the financial year 2023-24, demonstrating strong financial performance and operational capabilities. As a result, your company has identified a strategic opportunity to capitalize on the logistics advantages offered by Dubai, particularly in relation to the global shipping hub of Jebel Ali, one of the world's largest and busiest port.

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Lancer Container Lines Ltd.

New Business Model:

In line with our long-term strategic goals, Lancer plans to shift the bulk of its logistics operations to Dubai. Specifically, Lancer will purchase NVOCC containers and lease them to the Lancia Shipping LLC. Lancia Shipping LLC will then rotate these containers through various ports, including Jebel Ali, facilitating more efficient and cost-effective container management and shipment handling. The said port provides cutting-edge container handling capabilities.

This change will see your Company act as an agent, managing the lease and overseeing the container operations in Dubai, while Lancia Shipping LLC handles the physical logistics, leveraging the advantages of its location and port access. Furthermore, Lancer Container Lines Limited can focus on acquiring additional containers to enhance its overall capacity.

It is further clarified that while this arrangement is expected to result in a reduction in the standalone turnover and profit of Lancer Container Lines Ltd, but it will have no material impact on the consolidated financials of the group. On the consolidated basis, the financial performance may show improvement due to the expected synergies from this operational changes.

Rationale and Benefits:

1. **Cost and Time Efficiency:** A significant portion of your Company's shipments currently pass through Jebel Ali, a hub for international trade. By centralizing container operations in Dubai, significant reduction in logistics costs and transit times. This move will allow us to capitalize on the port's strategic position and access to a global network of shipping routes.
2. **Better Transaction Flow & Ease of Fund Management:** The foreign jurisdiction provides enhanced accessibility to operational transaction flows, facilitates a broader financial system, and ensures a more seamless and expansive international payment mechanism. This will significantly enhance our ability to manage cross-border transactions with ease and at reduced costs, which is expected to result in a more efficient flow of funds for our operations.
3. **Fast and Transparent Customs:** Dubai has a highly efficient and transparent customs clearance process. This allows your business to import and export goods without delays, ensuring better turnaround times for shipments. With Dubai's logistics infrastructure, it is easier to manage a seamless supply chain, reducing the risk of bottlenecks and improving overall efficiency.
4. **Increased Export Opportunities:** Dubai's status as a re-export hub is well-known. As a logistics provider in Dubai, its an advantage for your Company as its established network to re-export goods, especially to countries in the GCC (Gulf Cooperation Council), Africa, and Asia, tapping into markets with rising demand. Dubai has a wide range of free trade agreements with various regions and countries, making it easier and more profitable to export goods internationally.

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Lancer Container Lines Ltd.

5. **Profitability and Growth:** Lancia Shipping LLC has proven to be a highly profitable entity with substantial growth potential. By leasing containers to the Lancia, Your Company will benefit from a steady stream of income on consolidation basis, as container leasing is a core activity already outlined in our Memorandum of Association (MOA) of the Company.
6. **Growing Demand for Logistics and Container Services:** With the rise in e-commerce and international trade, demand for logistics services is growing. Dubai is home to many multinational companies and with increasing global supply chains, there is high demand for NVOCC services, which allow businesses to arrange containerized shipping without owning ships. This makes Dubai an excellent location for the trading of NVOCC containers.
7. **Streamlined Operations:** This operational shift enables streamlined processes, enhancing both the efficiency and profitability of our logistics chain. Lancia Shipping LLC's operational expertise will be fully utilized, while your Company can focus on managing the leasing aspect and maximizing returns from this model.
8. **Strategic Alignment:** The leasing of containers in Dubai aligns perfectly with the objectives outlined in Lancer Container Lines Limited's MOA, reinforcing our business model and providing a solid foundation for future growth.

This strategic move will optimize our operations in the logistics sector. By centralizing container leasing in Dubai and utilizing the world-class infrastructure of Jebel Ali port, your Company anticipate significant cost savings and operational efficiencies, which will ultimately benefit our shareholders and stakeholders.

We remain committed to ensuring a smooth transition and will continue to keep you updated on the progress of this new operational model. We are committed to follow the prescribed rules and regulations during this process and to work for the best interests of our shareholders and stakeholders.

In view the above, it is proposed to seek approval of the members of the Company through **Special Resolution** for the above business transaction on the resolution as set out at Item No. 2.

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Lancer Container Lines Ltd.

The aforesaid transaction between Lancer Container Lines Limited and Lancia Shipping LLC, Wholly Owned Subsidiary is an exempted Related Party Transaction under Section 188 of The Companies Act, 2013 and Regulation 2 (zb), 2(zc) and 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested or concerned in the aforesaid resolution.

Place: Navi Mumbai
Date: 12/02/2025

For and On Behalf of

Lancer Container Lines Limited
Sd/-

Miti Tailong
Company Secretary & Compliance Officer

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