



## 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, Pin- 400614, Maharashtra, India. Telephone: +91 022 27566940/41/42  
Website: www.lancermarine.in; Email: secretarial@lancermarine.in  
CIN: L74990MH2011PLC214448

## Notice of Extra-Ordinary General Meeting

Dear Members,

**NOTICE** is hereby given that the Extra-Ordinary General Meeting of the members of **Lancer Container Lines Limited** will be held at the registered office at 26/27 Arenja Tower CHS Limited, Plot No.49/50/51, Sector 11, CBD Belapur, Navi Mumbai-400614 on Thursday, the **21st day of December 2017 at 11:00 A.M** to transact the following Special business:

### Resolution No.1 - Issue of Bonus Shares

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

**RESOLVED THAT** in accordance with Section 52, 63 and other applicable provisions, if any, of the Companies Act, 2013 and the recommendation of the Board of Directors and relevant provisions of the Articles of Association of the Company and subject to the guidelines/regulations issued by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect and subject to such approvals, consents, sanctions, permissions and provisions of other applicable laws, regulations, rules, directions, guidelines including those issued by Reserve Bank of India and such other regulatory authority(ies) concerned, from time to time, to the extent applicable and on such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested while granting such approvals and such approvals as may be required in this regard, the consent and approval of the members be and is hereby accorded to the Board of Directors of the Company, for capitalization of such an amount from the securities premium account or general reserves or both as may be considered necessary by the Board for the purpose of issue of bonus shares of face value of Rs. 10/- each, at par to be allotted, distributed and credited as fully paid up shares to the members of the Company whose names appear in the Register of Members on such date ( herein after referred to as Record date ) as may be fixed by the Board of Directors in this regard, in the proportion of three (3) equity shares for every five (5) equity shares held by them respectively as on the Record Date.

**RESOLVED FURTHER THAT** the issue and allotment of new fully paid-up Equity Shares as Bonus Shares to the extent that they relate to non-resident members of the Company shall be subject to the approval of the Reserve Bank of India and any other regulatory authority as may be necessary.



**RESOLVED FURTHER THAT** the Bonus Shares to be issued as fully paid up Equity Shares are subject to the Memorandum and the Articles of Association of the Company and shall rank in all respects pari-passu with the existing fully paid up Equity Shares of the company.

**RESOLVED FURTHER THAT** if as a result of computation of bonus entitlements, any member becomes entitled to a fraction of new Equity Shares to be allotted as Bonus Shares, the Company shall not issue any certificate in respect of such fractional shares but the total number of such new Equity Shares representing such fractions shall be allotted by the Board to a person(s) to be appointed by the Board who would hold them as trustee for the members who would have been entitled to such fractions in case the same were issued and such person(s) shall hold the said shares so allotted to them in trust and will as soon as possible sell such Equity Shares allotted at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and the expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective fractional entitlements.

**RESOLVED FURTHER THAT** no letter of allotment will be issued in respect of the Bonus Shares and in case of Members who hold shares in dematerialized form, the bonus shares shall be credited to the respective beneficiary accounts held by the Members with their respective Depository participants.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Rules and Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question or difficulty that may arise in relation thereto, decide the exact number of Bonus Shares to be issued based on the paid up capital of the Company as obtaining on the Record Date and to delegate all such powers granted hereunder to a Committee of Directors and / or Company Secretary or any other officer(s) of the Company, as may deem fit or desirable and their decision shall be final and binding.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary be and is hereby authorized to take all steps as may be necessary with regard to the issue, allotment and distribution of the new Equity Shares as bonus shares as they may in their absolute discretion deem fit.

Place: Mumbai

Date: 24.11.2017

By order of the Board of Directors,

Sd/-

Abdul Khalik Chataiwala  
Managing Director  
DIN Number - 01942246



**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
2. A statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
3. Documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
4. This Notice is being sent to all the Members whose names would appear in the Register of Members as on Friday, the 24<sup>th</sup> November, 2017 by courier to their communication addresses as recorded with the Depository Participants and electronically by email to those members who have registered their email IDs with the Depository Participants.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **14<sup>th</sup> December, 2017 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company as on the cut-off date will be entitled to cast their votes at the meeting or through e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.

**6. INSTRUCTIONS FOR E- VOTING**

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 is 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 login 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 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 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](http://www.evoting.nsdl.com).
  - b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 is 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](mailto:geetacs@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Other Instructions:**

- I. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
- II. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e 14<sup>th</sup> December, 2017** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the issuer at [secretarial@lancermarine.in](mailto:secretarial@lancermarine.in) or to the RTA at [upadhya@bigshareonline.com](mailto:upadhya@bigshareonline.com).
- III. The facility for voting through polling paper shall be made available at the Extraordinary General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- IV. The members who have cast their vote by remote e-voting prior to the Extraordinary General Meeting may also attend the Extraordinary General Meeting but shall not be entitled to cast their vote again.
- V. The remote e-voting period commences on **18<sup>th</sup> December, 2017 (9:00 am)** and ends on **20<sup>th</sup> December, 2017 (5:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14<sup>th</sup> December, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the member casts the vote on a resolution, the member shall not be allowed to change it subsequently.
- VI. A member may participate in the Extraordinary General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Extraordinary General Meeting.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Extraordinary General Meeting through polling paper.
- VIII. M/s. Geeta Canabar and Associates Practicing Company Secretary firm (Membership No.8702 COP No. 8330) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the Extraordinary General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by



use of Polling paper for all those members who are present at the Extraordinary General Meeting but have not cast their votes by availing the remote e-voting facility.

- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Extraordinary General Meeting , a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- A. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman & Managing Director of the Company. The result of the E-Voting will be declared on Friday, **22<sup>nd</sup> December, 2017 at 11.00 A.M.**, at the Registered Office of the Company. After declaration, the result of the E-voting and voting in Extra-Ordinary General Meeting will be posted on the Company's website [www.lancermarine.in](http://www.lancermarine.in) besides communicating the same to the Bombay Stock Exchange Limited (BSE) where the shares of the Company are listed.

Place: Mumbai  
Date: 24.11.2017

By order of the Board of Directors,

Sd/-

Abdul Khalik Chataiwala  
Managing Director  
DIN Number - 01942246



**EXPLANATORY STATEMENT**

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

As required by Section 102 of the Companies Act 2013, the following Explanatory statement sets out all material facts relating to the business mentioned in the notice.

**Issue of Bonus Shares by way of Capitalization of Reserves and Securities Premium:**

The equity shares of the Company are listed and traded since April 2016 on the SME platform of the Bombay Stock Exchange (BSE). The members have been updated about the operations and performance of the company through regular disclosures and compliances. The company has free distributable Reserves and Securities Premium amounting to Rs. 9.19 Crs. as on 30<sup>th</sup> September 2017 and the amount as required for capitalization for the Bonus Issue be applied from any or both of the above mentioned accounts for issuance of fully paid up bonus shares in the ratio 3:5. In order to reward the members, the Board of Directors of the Company at their meeting held on 24<sup>th</sup> November, 2017, has recommended the issue of Bonus shares in the ratio of 3:5 i.e. 3 bonus equity shares of Rs. 10 each at par fully paid up for every 5 fully paid up equity shares held by the Members subject to approval of the members and such other authorities as may be necessary. The issue of Bonus shares by capitalization of Reserves and Securities Premium is authorized by the Articles of Association of the Company.

The record date for determining the eligibility of the members to receive the said bonus shares will be fixed by the Board of directors.

The Board of Directors recommends the passing of Item No. 1 of the Notice as an Ordinary Resolution with the approval of the Members.

None of the promoters, directors, managers, key managerial personnel of the Company or their relatives are interested in the resolution(s) No. 1 of the accompanying Notice except to the extent of their shareholding in the Company, if any.

**Place: Mumbai**  
**Date: 24.11.2017**

**By order of the Board of Directors,**

**Sd/-**

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





**FORM NO MGT-11 - PROXY FORM**

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

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

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

Mr/Ms \_\_\_\_\_ residing at \_\_\_\_\_ having email-id \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on **Thursday, the 21<sup>st</sup> day of December, 2017 at 11:00 A.M.** at registered office, 26/27 Arenja Tower CHS Limited, Plot No.49/50/51, Sector 11, CBD Belapur, Navi Mumbai-400614 and any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolution
1.	To issue bonus shares in the ratio 3:5 by capitalizing the free Reserves and Securities Premium of the Company.

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

Revenue Stamp of Re. 1/-
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\_\_\_\_\_  
Signature of first proxy holder

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

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

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



### Notes:

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



**Lancer Container Lines Limited**

Registered Office: Shop No. 26/27, Arenja Tower CHS Ltd, Plot No. 49/50/51, Sector 11, CBD Belapur, Navi Mumbai - 400614, Maharashtra, India. Telephone: +91 022 27566940/41/42  
Website: [www.lancermarine.in](http://www.lancermarine.in); Email: [secretarial@lancermarine.in](mailto:secretarial@lancermarine.in)  
CIN: L74990MH2011PLC214448

**Road map to venue**

