



Lancer Container Lines Ltd.

CIN: L74990MH2011PLC214448

Dated 18.08.2017

To,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai - 400 001

Sub: Proceeding of Extraordinary General Meeting held on 18th August, 2017.

Ref: Company - Lancer Container Lines Limited, Security Code - 539841

Dear Sir,

This is to inform you that the Extraordinary General Meeting held on 18th day of August, 2017 at 11:00 A.M at the registered office at 26/27 Arenja Tower CHS Limited, Plot No.49/50/51, Sector 11, CBD Belapur, Navi Mumbai-400614.

In this regard please find attached the following:

1. Proceeding of Extraordinary General Meeting under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.
2. Voting result under Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.
3. Scrutinizer report

For Lancer Container Lines Limited


Anchal Gupta



Company Secretary and Compliance Officer



Lancer Container Lines Ltd.

CIN: L74990MH2011PLC214448

PROCEEDINGS OF EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF LANCER CONTAINER LINES LIMITED HELD ON FRIDAY 18TH AUGUST, 2017 AT 11:00 AM AT REGISTERED OFFICE SHOP NO. 26/27, ARENJA TOWER CHS LTD, PLOT NO. 49/50/51, SECTOR 11, CBD BELAPUR, NAVI MUMBAI-400614 AND CONCLUDED AT 12:00 P.M.

DIRECTORS PRESENT:

Mr. Abdul Khalik Chataiwala	Chairman & Managing Director
Mr. Fauzan Abdul Khalik Chataiwala	Director
Mr. Harish Parameswaran	Director
Mr. Suresh Babu Sankara	Independent Director
Mr. Vadakkath Sudhaakaran Manesh	Director

OTHER ATTENDEES:

Ms. Anchal Gupta, Company Secretary and Compliance Officer.
Ms. Geeta Canabar, Geeta Canabar & Associates, Practicing Company Secretary and Scrutinizer
Mr. Rajesh Mishra, Big share services Pvt. Limited, representative of Registrar and Share Transfer Agent.

PROCEEDING OF THE MEETING:

Mr. Abdul Khalik Chataiwala, Chairman & Managing Director of the Company took the chair and welcomed the members and introduced the directors and other invitees on the dais.

The requisite quorum being present the chairman called the meeting in order and commenced the meeting.

The pricing certificate and statutory auditor certificate for the revision in pricing of the 570,000 warrants allotted on Preferential basis (to be discussed under item no.2) as required under SEBI (ICDR) Regulation 2009 were placed before the meeting and kept open for inspection.

In addition to this statutory documents and registers required under the Companies Act, 2013 were kept open for inspection.

He then with the consent of members, took the notice and explanatory statement attached to the notice convening the meeting as read.

Thereafter he addressed the members with short statement and requested the members to cast their vote on the basis of poll.





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The following items of business as set out in notice calling the meeting were put to members approval

INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION: (SPECIAL RESOLUTION)

Mr. Fauzan Chataiwala, member of the company proposed the resolution which was seconded by Mr. P.N.Kutty , member of the company

"RESOLVED THAT pursuant to the provision of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under, the Authorized share capital of the Company be and is hereby increased from Rs.11,00,00,000 (Rupees Eleven Crore) divided into 1,10,00,000 (One crore ten lakh) Equity shares of Rs.10/- (Rupees Ten) each to Rs.15,00,00,000 (Rupees fifteen Crore) divided into 1,50,00,000 (One crore fifty lakh) Equity shares of Rs.10/- (Rupees Ten) each by creation of additional 40,00,000 (Forty Lakh) Equity shares of Rs.10/- (Rupees Ten) each aggregating to Rs.4,00,00,000/- (Rupees four Crore) ranking pari-passu in all respects with the existing Equity Shares of the Company."

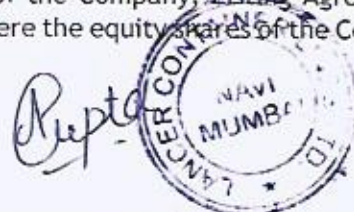
"RESOLVED FURTHER THAT the Memorandum of Association of the company be and is hereby altered by substituting the existing clause V thereof with the following clause V: "The Authorized share capital of the Company is Rs.15,00,00,000 (Rupees fifteen crore) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity shares of Rs.10/- (Rupees Ten) each."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents as may be necessary in this regard and to delegate all or any of the powers herein conferred, to any one or more Directors or the Company Secretary."

REVISION IN THE PRICE OF 570,000 WARRANTS ALLOTTED ON PREFERENTIAL BASIS ON 3RD JANUARY, 2017

Mr. Harish Parameswaran proposed the following resolution and Mr. P. N Kutty Seconded the resolution.

"RESOLVED THAT pursuant to the provisions of Section 62(1)(C) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended the Takeover Regulations whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company





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are listed (the "Stock Exchanges") and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of members be and is hereby accorded to the Board to revise the price of 570,000 warrants allotted on a preferential basis on 3rd January, 2017 at such revised price and on such terms and conditions as may be determined by board in accordance with SEBI ICDR Regulation 2009, Chapter VII Regulation 76 or other provision of law as may be prevailing at the time; provided that minimum re-computed price of the 570,000 warrants allotted shall not be less than the price arrived at in accordance with provisions of Chapter VII, Regulation 76 of SEBI ICDR Regulation, 2009; Provided further that the amount payable against each warrant by the allottees for the 570,000 warrants shall be the higher of (a) The revised price arrived at as per SEBI ICDR Regulation 2009 Chapter VII, Regulation 76 or (b) The existing price, whichever is higher.

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid 570,000 warrants shall continue to be on the following terms: 1. The holder of each warrant will be entitled to apply for and obtain allotment of one equity share of face value of Rs.10 each of the company against each warrant at any time after the date of allotment but on or before the expiry of eighteen months from the date of allotment, in one and more tranches. At the time of exercise of entitlement, the warrant holder shall pay the balance amount of consideration payable (on the basis of revised price) in respect of warrants being so exercised to the company simultaneously with the allotment of equity shares by the company in pursuance to such exercise. The amount so paid will be adjusted/set off against the revised issue price of the resultant equity shares. 2. If the entitlement against the warrants to apply for the equity shares is not exercised within aforesaid period, the entitlement of the warrant holders to apply for equity shares of the company along with right attached thereto shall expire and any amount paid for such warrant shall stand forfeited. 3. Upon receipt of the requisite money of the balance amount of consideration payable (on the basis of revised price) in respect of the warrants, as and above, the board shall allot one equity share per warrant by appropriating Rs.10 towards equity share capital and balance amount paid against warrant, towards securities premium. The allotment shall only be made in dematerialized form.

"RESOLVED FURTHER THAT the board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted on exercise of option by warrant holders as may be necessary in terms of the offer.

"RESOLVED FURTHER THAT without prejudice to the generality of above, the relevant date as per SEBI ICDR Regulation 2009, Chapter VII Regulation 71 for determination of revised price of equity shares to be issued and allotted upon the exercise of the right attached to the warrant is 19th July, 2017 i.e. 30 days prior to the Extra Ordinary General Meeting date.

"RESOLVED FURTHER THAT the equity shares allotted on exercise of warrants shall rank pari-passu in all respects, with the existing fully paid up equity shares of face value of Rs.10 each of the company, as per the provisions contained in Article of Association of the Company.





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"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s), and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to do all such acts, deeds, matters and things and execute all documents as may be necessary in this regard and to delegate all or any of the power herein conferred, to any one or more Directors or the Company Secretary of the Company.

He further stated that Ms. Geeta Canabar, Practicing Company secretary is appointed as Scrutinizer to scrutinize the poll papers and requested members to cast their votes and drop the poll paper in the ballot box. The members having deposited the poll papers, the scrutinizer sealed the ballot box. After the completion of the poll, the scrutinizer reported the chairman that the poll was completed. The report of scrutinizer will be based on the results of the poll.

The Chairman thereafter invited comments /queries from the members.

One of the member Mr. Vimal G Modi raised the query regarding how the revise price is computed. The management clarified method for computing the revised price as per SEBI Guidelines and also explained that the pricing has been computed by an Independent Chartered Accountant as required under the guidelines.

The Chairman informed that the results along with the scrutinizer report would be intimated to the Bombay Stock Exchange and would be placed on the company website within 48 hours of conclusion of meeting.

The meeting then ended with a vote of thanks to Chair at 12:00 P.M

For Lancer Container Lines Limited

Anchal Gupta
Company Secretary and Compliance Officer





Lancer Container Lines Ltd.

CIN: L74990MH2011PLC214448

Dated 18.08.2017

To,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai - 400 001

Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

Ref: Company - Lancer Container Lines Limited, Security Code - 539841

Dear Sir,

Below are the details as required under Regulation 44(3) of SEBI (Listing Obligation and disclosure requirement) Regulation, 2015.

Date of Extraordinary General Meeting	18 th August, 2017
Total Number of shareholder on record date	100
Number of person present either in person or through proxy:	
Promoter and Promoter group in person	7
Public in person or proxy	7
Number of shareholder attend meeting through video conferencing :	
Promoter and Promoter group	NA
Public:	NA

Agenda:

1. To approve Increase in Authorized Share Capital and alteration of Capital Clause of Memorandum of Association.
2. To approve Revision in the price of 570,000 warrants allotted on preferential basis on 3rd January, 2017.

Above mentioned resolution were passed with requisite majority. Scrutinizer report is enclosed herewith.

For Lancer Container Lines Limited


Anchal Gupta


Company Secretary and Compliance Officer



Form No. MGT-13
Report of Scrutinizer(s)
[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)
of the Companies (Management and Administration) Rules, 2014 read with
amendments thereon]

To,
Mr Abdul Khalik Chataiwala
The Chairman
Lancer Container Lines Limited
Regd Off: 26/27, Arenja Tower CHS Ltd, Plot No: 4,
Sector -11, CBD Belapur,
Navi Mumbai-400614

Meeting	Extra Ordinary General Meeting of the Members of the Company
Date and Time	Friday, 18 th August, 2017 at 11:00 am
Venue	26/27, Arenja Tower CHS Ltd, Plot No: 4, Sector -11, CBD Belapur, Navi Mumbai-400614

Dear Sir,

1. I, Geeta Canabar, Proprietor of Geeta Canabar & Associates, Practicing Company Secretaries, Mumbai, (M. No : 8702/CP No : 8330) have been appointed as scrutinizer for the purpose of voting through Ballot Form for the resolutions proposed in the notice of Extra Ordinary General Meeting of the Members of **Lancer Container Lines Limited** (hereinafter referred to as "the Company"), held on Friday, 18th August, 2017 at 11:00 am at 26/27, Arenja Tower CHS Ltd, Plot No: 4, Sector -11, CBD Belapur, Navi Mumbai-400614
2. The Management of the Company is responsible to ensure the compliances with requirements of the Companies Act, 2013, and Rules made there under relating to voting by the shareholders through Ballot Form on the resolutions proposed in the notice of Extra Ordinary General Meeting of the Company. My responsibility as a scrutinizer is to ensure that the voting process through Ballot Form at the meeting be conducted in a fair and transparent manner and



render scrutinizer report of the vote cast in 'FAVOUR' or 'AGAINST' if any to the Chairman of the Meeting.

3. Further to above, I submit my report as under

3.1 At the Extra Ordinary General Meeting, the Chairman after discussing all the matters included in the said notice, announced that the members present at the Extra Ordinary General Meeting can exercise their voting rights through ballot form.

3.2 After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

3.3 The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinised. The poll papers were reconciled with the records maintained by Registrar and Transfer Agents of the Company and the authorization/ proxies lodged with the Company.

3.4 No poll papers were incomplete or invalid.

3.5 The result of voting through Ballot Form is summarised herein below;

(A) Resolution 1 - Increase in Authorized Share Capital of the Company from 11,00,00,000 (Rupees Eleven Crore) divided into 1,10,00,000 (One crore ten lakh) Equity shares of Rs.10/- (Rupees Ten) each to Rs.15,00,00,000 (Rupees fifteen Crore) divided into 1,50,00,000 (One crore fifty lakh) Equity shares of Rs.10/- (Rupees Ten) each by creation of additional 40,00,000 (Forty Lakh) Equity shares of Rs.10/- (Rupees Ten) each aggregating to Rs.4,00,00,000/- (Rupees four Crore) and alteration of Capital Clause of Memorandum of Association. (Special Resolution).



number of members present and voting (in person or by proxy)	number of votes cast	number of votes in Favour	number of votes Against	% of votes		no of Invalid votes
				Favour	Against	
14	4264395	4264395	--	100	--	--

(B) Resolution 2 - Revision in the price of 570,000 warrants allotted on preferential basis on 3rd January, 2017. (Special Resolution)

number of members present and voting (in person or by proxy)	number of votes cast	number of votes in Favour	number of votes Against	% of votes		no of Invalid votes
				Favour	Against	
14	4264395	4264395	--	100	--	--

4. Soft copy of the list of equity shareholders who voted "FOR","AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for keeping in safe records.



6. Based on the foregoing resolution number 1 and 2 shall be deemed to have been passed with the requisite majority on 18th August, 2017 at the Extra Ordinary General Meeting

Thanking you,

Yours faithfully,

For Geeta Canabar & Associates
Company Secretary

GEETA.T
Geeta Canabar
Proprietor
CP No. 8330



(Scrutinizer for voting
at the EOGM venue)
Date: 18th August, 2017
Place: Navi Mumbai