



Lancer Container Lines Ltd.

Date: November 21, 2025

To,
Listing Department,
BSE Limited ("BSE"),
P.J. Towers, Dalal Street,
Mumbai 400 001.

Subject: Notice of the 1st Extraordinary General Meeting ("Notice") of the Company for the financial year 2025-26 ("EGM") – Intimation under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015")

Ref: Scrip Code- 539841 - Lancer Container Lines Limited.

Dear Sir/Madam,

This is further to our intimation dated November 14, 2025, in respect of the outcome of the meeting of the Board of Directors of Lancer Container Lines Limited ("**Company**") held on the same day.

We would like to inform you that the EGM of the members of the Company will be held on Saturday, December 13, 2025, at 4:00 p.m. (IST) through Video Conferencing or Other Audio Visual Means.

In compliance with applicable provisions of the Companies Act, 2013 ("**Act**") and Listing Regulations, 2015, read with General Circular No. 3/2025 dated September 22, 2025 and all other applicable circulars issued by Ministry of Corporate Affairs ("**MCA**") in this regard and all applicable circulars issued by the Securities and Exchange Board of India ("**SEBI**") in this regard (collectively referred as "**MCA and SEBI Circulars**"), the EGM will be held without the physical presence of the members at a common venue.

In terms of the provisions of Regulation 30 of the Listing Regulations, 2015, the Notice is enclosed herewith as **Annexure I** and the same is available on the website of the Company i.e. www.lancerline.com.

Further, in accordance with the aforesaid MCA and SEBI Circulars, the Notice is dispatched to the members of the Company today i.e. November 21, 2025, by electronic mode to those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, November 14, 2025 and whose email addresses are registered with the Company / Depository Participants, for seeking approval of the members of the Company for the following matter:



Lancer Container Lines Ltd.

S. No.	Proposed Item to be transacted	Resolution to be passed	Manner of approval
1	Appointment of Ms. Heena Imran Shaikh (DIN: 08835188) as an Executive Director of the Company.	Ordinary Resolution	Voting through electronic means
2	Increase in Authorised Share Capital of the Company and consequent Alteration to the Capital Clause of the Memorandum of Association.	Ordinary Resolution	Voting through electronic means
3	Approval for Issue of Equity Shares of the Company on Preferential Basis for Consideration Other than Cash (Swap of Shares)	Special Resolution	Voting through electronic means

Please take the same on your records.

Thanking You,

Yours Faithfully

For Lancer Container Lines Limited

Jinal Thakkar

Company Secretary & Compliance Officer

(ACS 70547)

Place: Navi Mumbai



CIN: L74990MH2011PLC214448

Registered Office:- Mayuresh Chambers Premises, Co-Op. Society Ltd.

Unit No. H02-2, H02-3 & H02-4, Plot No.60, Sector-11 Belapur, Navi Mumbai, Maharashtra, PIN-400614, India.

Telephone: +91 022- 27566939/40/41/42/50

Website: www.lancerline.com; **Email:** secretarial@lancerline.com

NOTICE OF THE 1ST EXTRAORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2025-2026

The notice ("**Notice**") is hereby given that the 1st Extraordinary General Meeting for the financial year 2025-26 ("**EGM**") of the Members of Lancer Container Lines Limited ("**Company**") will be held on Saturday, December 13, 2025 at 4:00 p.m. (IST) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following business:

SPECIAL BUSINESS:

1. **APPOINTMENT OF MS. HEENA IMRAN SHAIKH (DIN: 08835188) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder ("**Companies Act, 2013**"), Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations, 2015**") and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), the Articles of Association of the Company, and in accordance with the approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Ms. Heena Imran Shaikh (DIN: 08835188), who was appointed as an Additional Executive Director of the Company by the Board of Directors with effect from October 20, 2025, and who has consented to act as a Director of the Company and who is eligible for appointment under the provisions of the Companies Act, 2013 and the Listing Regulations, 2015, be and is hereby appointed as an Executive Director, liable to retire by rotation, to hold office for a term of three consecutive years i.e. from October 20, 2025 up to October 19, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may, at its absolute discretion, deem necessary to give effect to the aforementioned resolution without being required to seek any further consent or approval of the Members and execute all such deeds, documents, instruments and writings as may be required and make all such filings as may be necessary, with powers on behalf of the Company to settle all such questions, difficulties or doubts whatsoever which may arise, and to give such directions and / or instructions as may be necessary or expedient in this regard."

2. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to:

1. the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“Companies Act, 2013”**),
2. enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and
3. such other laws, rules, regulations, notifications, guidelines etc. applicable in this regard, from time to time,

and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies including but not limited to the stock exchange(s), Securities and Exchange Board of India and / or the Reserve Bank of India and subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s) and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as **“Board”**, which expression shall deem to include a Committee of Directors authorized by the Board from time to time to exercise the powers conferred on the Board of Directors vide this resolution and / or such other persons who may be authorized in this regard by the Board of Directors or such Committee), the approval of the Members of the Company be and is hereby granted for increase in the authorised share capital of the Company from Rs. 150,00,00,000/- (Rupees one hundred and fifty crores only) to 10,00,00,00,000/- (Rupees one thousand crores only) divided into 2,00,00,00,000 (two hundred crore) equity shares of face value Rs. 5/- (Rupees five only) each, AND THAT the existing sub-clause (a) of Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following new sub-clause:

“V. (a) The Authorized Share Capital of the Company is Rs. 10,00,00,00,000/- (Rupees one thousand crores only) divided into 2,00,00,00,000 (two hundred crore) Equity Shares of Rs. 5/- (Rupees five) each.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as it may, in its absolute discretion deem necessary, expedient, usual or proper for the purpose of giving effect to this resolution and in relation to or in connection with or for the matters consequential to the aforesaid alteration of the Memorandum of Association of the Company, to appoint legal representatives, advocates, attorneys, to execute and file all the relevant applications, papers, documents, undertakings and other declarations with the Registrar & Share Transfer Agents, Registrar of Companies, Stock Exchange(s), Depositories and other appropriate authorities and entities in due compliance of the applicable rules and regulations, to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the aforesaid alteration of the Memorandum of Association of the Company in accordance with the statutory requirements as well as to delegate all or any of its powers herein conferred to any other Officer(s) / Authorised Representative(s) of the Company & to give such directions as may be necessary or desirable, and to settle any questions, doubts or difficulties that may arise in this respect without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. APPROVAL FOR ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SWAP OF SHARES):

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

“RESOLVED THAT pursuant to the extant applicable provisions of:

1. Section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules framed thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) (**“Companies Act, 2013”**);
2. Memorandum of Association and Articles of Association of the Company;
3. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with all circulars and notifications issued thereunder;
4. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended from time to time, read with all circulars and notifications issued thereunder (**“ICDR Regulations”**);
5. Foreign Exchange Management Act, 1999, read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder; and
6. such other laws, rules, regulations, circulars, guidelines, notifications, frequently asked questions issued thereunder, as amended from time to time by Government of India (**“GOI”**), Ministry of Corporate Affairs (**“MCA”**), Reserve Bank of India (**“RBI”**), Securities and Exchange Board of India (**“SEBI”**), stock exchange(s) where the equity shares of the Company are listed (**“Stock Exchange”**) and any other regulatory authority, as applicable;

and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies including but not limited to SEBI, Stock Exchange, and subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s) and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as **“Board”**, which expression shall deem to include a Committee of Directors authorized by the Board and / or such other persons who may be authorized in this regard by the Board or such Committee, from time to time to exercise the powers conferred on the Board of Directors including vide this resolution), the approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis, 10,28,69,409 (ten crore twenty-eight lakh sixty-nine thousand four hundred and nine) fully paid-up equity shares of the Company having face value of Re. 5/- (Rupees five only) each (**“Equity Shares”**) at a price of Rs. 19.77/- (Rupees nineteen and seventy-seven paise only) per equity share which is the price determined in accordance with the provisions of Chapter V of the ICDR Regulations (**“Floor Price”**), to the following allottees (**“Proposed Allottees”**), for consideration other than cash, being discharge of total consideration of Rs. 2,03,37,28,220/- (Rupees two hundred three crore thirty-seven lakh twenty-eight thousand two hundred and twenty only), payable *inter-alios* to the Proposed Allottees, for the acquisition of entire paid-up equity share capital of P K M General Trading L.L.C (**“P K M G T”**), on a fully diluted basis (**“Sale Shares”**) *inter-alios* from the Proposed Allottees (**“Acquisition”**), on such terms and conditions as may be determined by the Board in accordance with ICDR Regulations and set forth in the agreements, deeds, other documents and applicable laws.

The details of the Proposed Allottees and the number of equity shares of the Company proposed to be issued is set forth in the below table:

Sr. No.	Name of the Proposed Allottee	Category	No. of Shares to be issued
1.	Miju Kattukaran Antony Kattukaran Vareed Antony	Non-Promoter	2,46,88,658
2.	Prafulla Kumar Jha Someshwar Jha	Non-Promoter	2,46,88,658
3.	Muhammed Noufal Balliyod Master Abdullakunhi	Non-Promoter	2,46,88,658
4.	Naeema Cheruvathan Kandy Mahin Kottikkulam Moola	Non-Promoter	2,46,88,658
5.	Vijesh Astin Dsouza Wilfred Dsouza	Non-Promoter	41,14,776
Total			10,28,69,409

RESOLVED FURTHER THAT pursuant to the provisions of Chapter V of the ICDR Regulations, the “**Relevant Date**” for the purpose of determination of the Floor Price of the Equity Shares to be issued and allotted as above, is Thursday, November 13, 2025, being 30 (thirty) days prior to the date on which this special resolution by the shareholders is proposed to be passed i.e. Saturday, December 13, 2025.

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall *inter-alia* be subject to the following:

- The Equity Shares shall be issued and allotted to the Proposed Allottees only in dematerialised form, within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution by the shareholders of the Company; or (ii) receipt of last of the approval / permission required for acquisition of the Sale Shares and / or allotment of Equity Shares from the concerned regulatory or statutory authority (including but not limited to GOI, SEBI, Stock Exchange);
- The Equity Shares shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- The Equity Shares shall be subject to lock-in for such period as prescribed under Chapter V of ICDR Regulation;
- The Equity Shares shall be listed and traded on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be; and
- If the Proposed Allottees fail to transfer Sale Shares to the Company or is found not eligible for the aforesaid allotment or upon non-receipt of necessary approval(s) of the regulatory authority(ies), as may be required and / or in accordance with the provisions of the Agreement, the Company shall not allot any Equity Shares to the Proposed Allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the Proposed Allottees through private placement offer letter in Form PAS – 4 or such other form as prescribed under the Companies Act, 2013, after passing of this resolution and receiving the necessary approval(s) of the regulatory authority(ies).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as it may, in its absolute discretion deem necessary, expedient, usual or proper for the purpose of giving effect to this resolution and in relation to or in connection with or for the matters

consequential to the issuance, allotment, credit and listing of the Equity Shares, including but not limited to (a) appointment of legal representatives, advocates, attorneys and other service providers and agents, (b) execute and file all the relevant applications, papers, documents, undertakings, intimations and other declarations with the MCA / Registrar of Companies, RBI, SEBI, Stock Exchange, depositories, Registrar & Share Transfer Agents and other appropriate authorities and entities in due compliance of the applicable rules and regulations, (c) to decide, approve, vary, modify or alter all other terms and conditions of the preferential issue of the Equity Shares, subject to the provisions of the Companies Act, 2013, ICDR Regulations and / or any other laws and regulations, (d) to delegate all or any of its powers herein conferred to any Director(s), Officer(s) / Authorised Representative(s) of the Company & to give such directions as may be necessary or desirable, (e) to record the name and details of the Proposed Allottees in Form PAS-5, issue private placement offer letter in Form PAS-4 or such other form as prescribed under the Companies Act, 2013 and other documents to the Proposed Allottees in accordance with the Companies Act, 2013, (f) to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the Equity Shares, and (g) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

<p>Registered Office: Mayuresh Chambers Premises, Co-Op. Society Ltd. Unit No. H02-2, H02-3 & H02-4, Plot No.60, Sector 11 Belapur, Navi Mumbai, Maharashtra, 400614. Tel: +91 022- 27566939/40/41/42/50 E-mail: secretarial@lancerline.com Website: www.lancerline.com; Date: November 21, 2025 Place: Navi Mumbai</p>	<p>By Order of the Board of Directors For Lancer Container Lines Limited</p> <p style="text-align: right;">Sd/- Jinal Thakkar Company Secretary & Compliance Officer ACS:70547</p>
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IMPORTANT NOTES:

1. The Ministry of Corporate Affairs ("**MCA**") vide its General Circular No. 03/2025 dated September 22, 2025 and all the other applicable circulars issued in this regard ("**MCA Circulars**"), has inter-alia allowed companies to conduct extraordinary general meetings through Video Conference ("**VC**") / Other Audio-Visual Means ("**OAVM**"), without the physical presence of Members at a common venue. Further, Securities and Exchange Board of India ("**SEBI**") vide its Circular and all the other applicable circulars issued in this regard ("**SEBI Circulars**") and collectively with MCA Circulars ("**MCA and SEBI Circulars**"), has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations, 2015**"). Accordingly, the EGM of the Company is being convened through VC / OAVM in compliance with the applicable provisions of the Companies Act, 2013, read with rules framed thereunder ("**Companies Act, 2013**") and applicable provisions of the Listing Regulations, 2015 and MCA and SEBI Circulars. Members of the Company are encouraged to attend and vote at the EGM through VC / OAVM.
2. A statement pursuant to Section 102 of the Companies Act, 2013 ("**Explanatory Statement**") read with Listing Regulations, 2015, and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as applicable, setting out material facts relating to the special business(es) to be transacted at the EGM, under Item No. 1 to 3 is annexed hereto and forms part of the Notice.
3. The business(es) set out in the Notice will be transacted through electronic voting system and the Company is providing facility of voting by electronic means ("**e-voting**"). For this purpose, necessary arrangements have been made by the Company with Bigshare Services Private Limited ("**Bigshare**") to facilitate electronic voting from a place other than the venue of the EGM viz. remote e-voting and e-voting during EGM in compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, 2015 and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020. In terms of provisions of Section 107 of the Companies Act, 2013, the resolution(s) as set out in the Notice are being proposed to be carried through e-voting and therefore the said resolution(s) will not be decided on a show of hands at the EGM. In terms of the applicable MCA and SEBI Circulars, the Board recommends the resolution(s) at Item No. 1 to 3 of the Notice for approval of the Members.
4. Pursuant to Section 113 of the Companies Act, 2013, the corporate members may appoint representatives for the purpose of voting through remote e-voting or for participation and e-voting in the EGM. Corporate members intending to attend the EGM through their representatives are requested to send a certified true copy of the board resolution and power of attorney (PDF/JPG format) if any, authorizing their representative to attend and vote on their behalf. The said resolution / authorization shall be sent to the Scrutinizer by its registered email ID to geetacs@hotmail.com with a copy marked to ivote@bigshareonline.com and secretarial@lancerline.com.

5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO THE AFORESAID MCA AND SEBI CIRCULARS AND OTHER APPLICABLE LAWS, SINCE THE EGM WILL BE HELD THROUGH VC / OAVM AND THE PHYSICAL ATTENDANCE OF MEMBERS IN ANY CASE IS DISPENSED WITH, THE PROXY FORM, ROUTE MAP AND ATTENDANCE SLIP ARE NOT ATTACHED TO THIS NOTICE AND THE VENUE OF THE EGM SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY.**

6. In compliance with the aforesaid MCA and SEBI Circulars, Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice will also be available on website of the Company at <https://www.lancerline.com/>, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Bigshare at <https://ivote.bigshareonline.com>. The physical copies of the Notice shall be sent to those members who request for the same.

The Notice is sent to those Members who hold shares as on the cut-off date i.e. Friday, November 14, 2025. In case a person has become a Member of the Company after the aforementioned cut-off date but on or before the cut-off date for e-voting, he / she may cast vote using remote e-voting or e-voting during the EGM in accordance with the 'Instructions for remote e-voting, joining EGM through VC / OAVM and e-voting during the EGM' section which forms part of the Notice and may contact the Company at secretarial@lancerline.com in case of any queries.

7. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP).
8. Only the Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Relevant document(s) referred to in the Notice and Explanatory Statement shall be available for inspection without any fee by the Members of the Company, on all working days between 2:00 p.m. (IST) to 5:00 p.m. (IST) at the registered office of the Company, from the date of circulation of the Notice up to the date of the EGM i.e. Saturday, December 13, 2025 (including during the EGM). The said document(s) would also be available for inspection through electronic mode on all working days. Members seeking to inspect the same can send an email to the Company at secretarial@lancerline.com mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
10. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email ID, mobile number at secretarial@lancerline.com on or before 3:00 p.m. (IST) of Friday, December 12, 2025. The same will be replied by the Company suitably. If any Member wish to express their views or ask questions at the EGM, they may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, email ID and mobile number at secretarial@lancerline.com. Only those speaker registration requests received till 3:00 p.m. (IST) on Friday, December 12, 2025, will be considered and responded to during the EGM. The Company reserves the right to restrict the number of questions and number of speakers, as

appropriate, for smooth conduct of the EGM. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EGM.

<p>Registered Office: Mayuresh Chambers Premises, Co-Op. Society Ltd. Unit No. H02-2, H02-3 & H02-4, Plot No.60, Sector 11 Belapur, Navi Mumbai, Maharashtra, 400614. Tel: +91 022- 27566939/40/41/42/50 E-mail: secretarial@lancerline.com Website: www.lancerline.com; Date: November 21, 2025 Place: Navi Mumbai</p>	<p>By Order of the Board of Directors For Lancer Container Lines Limited</p> <p style="text-align: right;">Sd/- Jinal Thakkar Company Secretary & Compliance Officer ACS:70547</p>
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VOTING INSTRUCTIONS

- i. The voting period begins on Wednesday, December 10, 2025 at 9:00 a.m. (IST) and ends on Friday, December 12, 2025 at 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 (record date) of Friday, December 5, 2025 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

	<p>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 are 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.</p> <ol style="list-style-type: none"> 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 ID 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. 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 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
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 above mentioned 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 shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- a. You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- b. Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- c. 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).*

- d. 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 email address).

Voting method for shareholders on i-Vote e-voting portal:

- a. After successful login, **Bigshare e-voting system** page will appear.
- b. Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- c. Select event for which you are desire to vote under the dropdown option.
- d. Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- e. 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.
- f. 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.
- g. 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 email 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.

- Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
- 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.)

- 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.

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

For shareholders 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 desire 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 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 TO NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, READ WITH RULES FRAMED THEREUNDER AND OTHER APPLICABLE LAWS, SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS(ES) TO BE TRANSACTED AT THE 1ST EXTRAORDINARY GENERAL MEETING (“EXPLANATORY STATEMENT”)

The following statement sets out all the material facts relating to Item No. 1 to 3 mentioned in the accompanying Notice.

ITEM NO. 1 - APPOINTMENT OF MS. HEENA IMRAN SHAIKH (DIN: 08835188) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

The Board of Directors of the Company at its meeting held on October 20, 2025, upon recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (“**Companies Act, 2013**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations, 2015**”) and the Articles of Association of the Company, appointed Ms. Heena Imran Shaikh (DIN: 08835188) as an Additional, Executive Director of the Company, with effect from October 20, 2025, for a term of three consecutive years i.e. from October 20, 2025 to October 19, 2028 (both days inclusive), who shall be liable to retire by rotation, with her appointment as an Executive Director being subject to the approval of Members of the Company by way of an ordinary resolution at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, as per the provisions of Regulation 17(1C) of the Listing Regulations, 2015.

Ms. Heena Shaikh has provided the consent for her appointment as a Director of the Company under the Companies Act, 2013. Further, she has confirmed that she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority, pursuant to circulars dated June 20, 2018, issued by the BSE Limited pertaining to the enforcement of SEBI orders regarding the appointment of directors by the listed companies.

Ms. Heena Shaikh as Executive Director shall devote attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and separately communicated to her and such powers as may be assigned to her, 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.

Details of Director as per provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name	Heena Imran Shaikh
DIN	08835188
Age	33 years

Nationality	Indian
Date of Appointment	October 20, 2025
Brief Profile / Resume	Ms. Heena Shaikh is a highly dynamic professional with having MBA's Degree in Finance Specialization. In her role as Director of Lancer's 100% owned subsidiary - Worldwide Container Trading Private Limited, Ms. Shaikh oversees and leads container trading services. Ms. Shaikh joined the Lancer's team as a fresher and since 2014, she has been an integral part of Lancer Container Lines Ltd. The operations of Lancer's Container Yard situated in Navi Mumbai, India is also headed by Heena Shaikh
Qualification(s)	MBA
No. Of Equity Shares held in the Company	Nil
Disclosure of Relationship between Director Inter-se	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
Listed entities from which the concerned Director has resigned in the past three years	Nil

Except Ms. Heena Shaikh and her relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 2- INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

Company's present Authorised Share Capital is Rs. 1,50,00,00,000/- (Rupees one hundred fifty crores only) divided into 30,00,00,000 (thirty crore) Equity Shares of Rs. 5/- each.

In connection with the proposed further issue of shares, as detailed in Item No. 3 of this Notice, the paid-up share capital of the Company is expected to increase. Considering the current scale of operations, growth plans and to facilitate any future capital raising, the Board of Directors, at its meeting held on November 14, 2025, approved an increase in the Authorised Share Capital of the Company to Rs. 10,00,00,00,000/- (Rupees one thousand crores only) by creation of an additional 1,70,00,00,000 (one hundred seventy crore) Equity Shares of Rs. 5/- each.

The proposed increase in Authorised Share Capital requires a corresponding alteration in Clause V(a) of the Memorandum of Association of the Company. Pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the members is required for increasing the Authorised Share Capital and for altering the Memorandum of Association.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 2 of this Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 3 - APPROVAL FOR ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SWAP OF SHARES):

The Board of Directors ("**Board**") of Lancer Container Lines Limited ("**Company**") at its meeting held on November 14, 2025, has approved acquisition ("**Acquisition**") of the entire paid-up equity share capital of P K M General Trading L.L.C ("**P K M G T**") on a fully diluted basis ("**Sale Shares**") from its existing shareholders (collectively, "**Seller Group**"), wherein the total purchase consideration of Rs. 2,03,37,28,220/- (Rupees two hundred three crore thirty-seven lakh twenty-eight thousand two hundred and twenty only) ("**Total Consideration**") will be discharged subject to necessary approval(s) of the SEBI, stock exchange and other concerned regulatory authorities by issuance of equity shares for consideration other than cash i.e. by issuance and allotment of 10,28,69,409 (ten crore twenty-eight lakh sixty-nine thousand four hundred and nine) fully paid-up Equity Shares of the Company of face value Rs. 5/- each, at a price of Rs. 19.77/- (Rupees nineteen and seventy-seven paise only) per equity share, which is determined in accordance with the provisions of the Companies Act, 2013 and rules made thereunder and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), subject to necessary approval of the shareholders of the Company by way of a special resolution.

P K M G T is a diversified trading company engaged in general trading activities across multiple sectors. Established with a focus on providing comprehensive procurement, supply chain, and distribution solutions, P K M G T has developed a strong foothold in regional markets including the Middle East, India, and South Asia. The company's business operations span a wide range of products and services, catering to various industries through efficient sourcing and timely delivery.

Presently, entire paid-up share capital of P K M G T is held by Seller Group. Accordingly, for the purpose of the Acquisition, the Company is proposing to issue and allot Equity Shares to the Proposed Allottees.

The issue and allotment of the Equity Shares by the Company to the Proposed Allottees and purchase of the Sale Shares from the Seller Group by the Company shall be in accordance with the Companies Act, 2013 and rules thereunder, ICDR Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the receipt of necessary approvals from the statutory authorities, the Stock Exchange and the depositories.

Accordingly, approval of the shareholders of the Company by way of special resolution is being sought in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 ("**Companies Act, 2013**") and applicable provisions of the ICDR Regulations for the proposed issue of Equity Shares, as per details mentioned in the Resolution at Item no. 3 of this Notice.

Members may further note that consequent to the completion of the transaction, P K M G T will become a wholly owned subsidiary of the Company and such of its subsidiary, at the time of Acquisition, as may be agreed between the parties, will become the step down subsidiary of the Company.

Information required in respect of the proposed issue of Equity Shares pursuant to the applicable provisions of (a) the Companies Act, 2013, and rules framed thereunder and (b) ICDR Regulations, is as under:

I. Purpose or objects of the Preferential Issue:

The Company intends to acquire entire paid-up equity share capital of P K M G T from the Seller Group by proposed issuance and allotment of 10,28,69,409 (ten crore twenty-eight lakh sixty-nine thousand four hundred and nine) Equity Shares at a price of 19.77/- (Rupees nineteen and seventy-seven paise only) per Equity Share to the Proposed Allottees, being payment towards discharge of the Total Consideration payable *inter—alios* to the Proposed Allottees for the Acquisition. A total consideration of Rs. 2,03,37,28,220/- (Rupees two hundred three crore thirty-seven lakh twenty-eight thousand two hundred and twenty only) is being discharged by way of the proposed issue.

This acquisition is expected to strengthen the Company's global presence, particularly in Indonesia and the UAE. Post-acquisition, the Company will be able to strategically deploy its large inventory of containers in Indonesia, which is a major export hub for cashew nuts, palm oil, and spices. This enhanced geographic reach, and operational deployment is anticipated to contribute positively to the Company's turnover and margins.

II. Kinds of securities offered and maximum / total number of securities to be issued:

The Company proposes to issue and allot 10,28,69,409 (ten crore twenty-eight lakh sixty-nine thousand four hundred and nine) Equity Shares at a price of Rs. 19.77/- (Rupees nineteen and seventy-seven paise only) per Equity Share.

III. Intention of the promoters / promoter group / directors / key managerial personnel / senior management of the Company to subscribe to the offer:

None of the promoters / promoter group / directors / key managerial personnel / senior management of the Company intend to subscribe to the Equity Shares. Further, the promoters / promoter group / directors do not intend to contribute to the proposed preferential issue of Equity Shares.

IV. The Shareholding Pattern of the issuer before and after the preferential issue:

Category	Pre-Issue Shareholding Structure		Equity Shares to be allotted (pursuant to swap of shares)	Post issue Shareholding Structure	
	No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	10,34,49,945	41.31	-	10,34,49,945	29.28

(b) Bodies Corporate	-	-	-	-	-
Sub Total (A)(1)	10,34,49,945	41.31	-	10,34,49,945	29.28
(2) Foreign Promoters					
Bodies Corporate	84,13,200	3.36	-	84,13,200	2.38
Sub Total (A)(2)	84,13,200	3.36	-	84,13,200	2.38
Total Promoter shareholding A=A1 +A2	11,18,63,145	44.67	-	11,18,63,145	31.67
(B) Public Shareholding					
(B1) Institutional Investors					
(a) Indian	57,80,096	2.31	-		1.67
(b) Foreign	18,45,509	0.74	-		0.52
B2) Central Govt./Stat Govt./POI	-	-	-	-	-
B3) Non-Institutional Investors					
(a) Individuals	118868142	47.47	10,28,69,409	22,17,37,551	62.77
(b) Body Corporate	5882484	2.35	-	58,82,484	1.67
Others (Including NRI)	6154933	2.46	-	61,54,933	1.74
Total Public Shareholding B=B1+B2+B3	138531164	55.33	10,28,69,409	24,14,00,573	68.33
C) Non-Promoter - Non-Public	-	-		-	-
Grand Total (A+B+C)	25,03,94,309	100	10,28,69,409	35,32,63,718	100

Notes:

1. The pre-issue shareholding pattern is as on Friday, November 14, 2025.
2. Post-shareholding structure may change depending upon any other corporate action in between.

V. Proposed time / time schedule within which the preferential issue or allotment of equity shares shall be completed:

As required under the SEBI (ICDR) Regulations, 2018, the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

VI. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made preferential issue of any security during the financial year 2025-2026.

VII. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No.	Name of the Proposed Allottees	Category	Name of Ultimate Beneficial Owners
1.	Miju Kattukaran Antony Kattukaran Vareed Antony	Non-Promoter	Not Applicable, allottees being Individuals
2.	Prafulla Kumar Jha Someshwar Jha	Non-Promoter	
3.	Muhammed Noufal Balliyod Master	Non-Promoter	

	Abdullakunhi		
4.	Naeema Cheruvathan Kandy Mahin Kottikkulam Moola	Non-Promoter	
5.	Vijesh Astin Dsouza Wilfred Dsouza	Non-Promoter	

VIII. The name of the proposed allottee and the percentage of post preferential offer capital that may be held by them:

S. No.	Name of Allottee	Pre-Issue Shareholding Structure		Equity Shares to be allotted (pursuant to swap of shares)	Post issue Shareholding	
		No. of Shares	% age*		No. of Shares	% age
1.	Miju Kattukaran Antony Kattukaran Vareed Antony	Nil	Nil	2,46,88,658	2,46,88,658	6.99
2.	Prafulla Kumar Jha Someshwar Jha	Nil	Nil	2,46,88,658	2,46,88,658	6.99
3.	Muhammed Noufal Balliyod Master Abdullakunhi	Nil	Nil	2,46,88,658	2,46,88,658	6.99
4.	Naeema Cheruvathan Kandy Mahin Kottikkulam Moola	Nil	Nil	2,46,88,658	2,46,88,658	6.99
5.	Vijesh Astin Dsouza Wilfred Dsouza	Nil	Nil	41,14,776	41,14,776	1.16

IX. Changes in control, if any, in the Company consequent to the issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company.

X. Lock-in Period:

- Equity Shares being allotted to the Proposed Allottee(s) shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI (ICDR) Regulations.
- There is no pre-preferential shareholding, of the Proposed Allottees, in the Company.

XI. Issue price and Relevant Date:

Pursuant to Regulation 161 of the SEBI (ICDR) Regulations, 2018, the Relevant Date for determining the floor price for the proposed preferential issue of Equity Shares has been fixed as Thursday, November 13, 2025, being 30 days prior to the date of the shareholders' meeting scheduled to be held on December 13, 2025.

The Equity Shares of the Company are listed on BSE Limited (“**BSE**”), which is the stock exchange having nationwide trading terminals, and are classified as frequently traded in terms of Regulation 164(5) of the SEBI (ICDR) Regulations, 2018. Accordingly, the price data of BSE has been considered for determining the minimum issue price in accordance with Regulation 164 of the SEBI (ICDR) Regulations.

In compliance with Regulation 166A of the ICDR Regulations as this preferential issue include issuance of more than five per cent of the post issue fully diluted share capital of the Company to some allottees, therefore, the minimum issue price per Equity Shares shall be the higher of the price determined through following methods:

- i. Price determined in accordance with Regulation 164 of the SEBI (ICDR) Regulations, 2018

Based on the pricing formula prescribed under Regulation 164, the minimum price is calculated as Rs. 18.71/- per Equity Share, being the higher of:

- a) Rs. 16.13/- the volume-weighted average price of the Equity Shares quoted on BSE for the 90 trading days immediately preceding the Relevant Date; and
- b) Rs. 18.71/- the volume-weighted average price of the Equity Shares quoted on BSE for the 10 trading days immediately preceding the Relevant Date.

- ii. Price determined in accordance with the Valuation Report

The valuer has determined the minimum issue price as Rs. 19.77/- per Equity Share.

Accordingly, the minimum issue price for the proposed preferential allotment shall be Rs. 19.77/- per Equity Share, being the higher of the prices determined under the aforementioned methods.

The Board of Directors has approved the issue of Equity Shares at Rs. 19.77/- per Equity Share..

XII. Justification for Allotment Proposed to be Made for Consideration Other Than Cash Together with the Valuation Report of the Registered Valuer

The Company intends to acquire the entire equity paid-up capital of **P K M G T** from the Seller Group. In connection with this acquisition, the Company proposes to discharge the Total Consideration payable to the Proposed Allottees by issuing Equity Shares of the Company, in accordance with applicable laws. Pursuant to Regulation 163(3) of the ICDR Regulations, whenever securities are issued on a preferential basis for consideration other than cash, an independent valuation is required.

For this purpose, the valuation of the Sale Shares has been carried out by CA Aman Bansal, an independent registered valuer under the provisions of the Companies Act, 2013, registration no. IBBI/RV/06/2025/15829, having office at A-23, Sector 16, Noida – 201301, India.

The valuation report dated November 14, 2025, considers the valuation of P K M G T along with its subsidiary, PT Map Trans Logistics, as an integral part of determining the enterprise value and the price of the Equity Shares proposed to be issued.

The said valuation report is available for inspection by Members upon request. Members may send their request to secretarial@lancerline.com. The valuation report is also made available on the Company's website at <https://www.lancerline.com/>.

XIII. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI (ICDR) Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XIV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of Allottees	Current Status	Post Status
1.	Miju Kattukaran Antony Kattukaran Vareed Antony	Non-Promoter	Non-Promoter
2.	Prafulla Kumar Jha Someshwar Jha	Non-Promoter	Non-Promoter
3.	Muhammed Noufal Balliyod Master Abdullakunhi	Non-Promoter	Non-Promoter
4.	Naeema Cheruvathan Kandy Mahin Kottikkulam Moola	Non-Promoter	Non-Promoter
5.	Vijesh Astin Dsouza Wilfred Dsouza	Non-Promoter	Non-Promoter

XV. Practicing Company Secretary's Certificate:

The certificate from Ms. Geeta Canabar, COP No. 8330, Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website viz; www.lancerline.com.

XVI. Details of the Directors, Key Managerial Personnel or their relatives, in any way concerned or interested in the said resolution:

No Director, Key Managerial Personnel or their relatives, in any way are concerned or interested, financially or otherwise, in the resolutions set out at item no. 3 of this Notice.

The Board of Directors recommends the resolution as set out at Item No. 3 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of **Special Resolution**.

<p>Registered Office: Mayuresh Chambers Premises, Co-Op. Society Ltd. Unit No. H02-2, H02-3 & H02-4, Plot No.60, Sector 11 Belapur, Navi Mumbai, Maharashtra, 400614. Tel: +91 022- 27566939/40/41/42/50 E-mail: secretarial@lancerline.com Website: www.lancerline.com; Date: November 21, 2025 Place: Navi Mumbai</p>	<p>By Order of the Board of Directors For Lancer Container Lines Limited</p> <p style="text-align: right;">Sd/- Jinal Thakkar Company Secretary & Compliance Officer ACS:70547</p>
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