

CONTAINERWAY INTERNATIONAL LIMITED
CIN: L60210WB1985PLC038478
Reg. Off- 6th Floor, Room No 608, Saltee Plaza Cabin No M-11, Near ILS Hospital,
Mall Road, Kolkata WB 700080

Email ID: containerwayinternational@gmail.com | Website: www.containerway.co.in | Contact: 9227210022

2nd July, 2024

To,
The Manager,
BSE Limited,
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Script Code: 540597

Dear Sir,

Subject: Notice of the 02/2024-25 Extra-Ordinary General Meeting of the Company scheduled to be held on Thursday, 25th July 2024

In compliance with the provisions of the Companies Act, 2013 & rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Circulars issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”), we wish to inform that the 02/2024-25 Extra-ordinary General Meeting (“EGM”) of the Members of Containerway International Limited (the ‘Company’) will be held on Thursday, 25th July, 2024 at 03:00 p.m. (IST) through Video Conference (‘VC’) / Other Audio Visual Means (‘OAVM’) only, to transact the businesses as set out in the Notice of EGM dated 2nd July, 2024

In reference to the above, we are submitting herewith the Notice of EGM, which is being sent to the Members only through electronic mode. The same is also available on Company's website at www.containerway.co.in.

Further to inform that the Company has fixed Thursday, 18th July, 2024 as the “**Cut-off date**” for the purpose of remote e-voting, for ascertaining the eligibility of the Shareholders to cast their votes electronically in respect of the businesses to be transacted at the EGM.

The remote e-Voting facility would be available during the following period:

Commencement of remote e-Voting	Monday, 22 nd July 2024 at 09:00 a.m.
Conclusion of remote e-Voting	Wednesday, 24 th July 2024 at 05:00 p.m.

By Order of the Board of Directors
FOR, CONTAINERWAY INTERNATIONAL LIMITED

ABHISHEK KHURSIJA
COMPANY SECRETARY & COMPLIANCE OFFICE
ICSI Mem. No: A60811
Date: 2nd July, 2024
Place: Kolkata

Registered Office:
6th Floor, Room No 608, Saltee Plaza, Cabin No M-11,
Near ILS Hospital, Mall Road, Kolkata, West Bengal- 700080

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NOTICE

NOTICE is hereby given that 02/2024-25 Extra Ordinary General Meeting of Containerway International Limited will be held on **Thursday, 25th July, 2024 at 03:00 p.m.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses.

SPECIAL BUSINESS:

1. INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to (i) the provisions of Section 13 and Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modifications or re-enactment thereof for the time being in force); (ii) the provisions of Articles of Association of the Company; and (iii) subject to such other rules framed thereunder, the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company,

From: Rs. 6,75,00,000/- (Rupees Six Crores Seventy-Five Thousand only) divided into:

(i) 69,00,000 (Sixty-Nine Lakh) equity shares of Rs. 5 (Rupees Five Only) each, amounting to Rs. 3,45,00,000 (Rupees Three Crores Forty-Five Lakh Only); and

(ii) 33,00,000 (Thirty-Three Lakh) 0.01% Non-Convertible Redeemable Preference Shares of Rs. 10 (Indian Rupees Ten Only) each, amounting to Rs. 3,30,00,000 (Rupees Three Crore Thirty Lakh Only).

To: Rs. 20,00,00,000 (Rupees Twenty Crores only) divided into:

(i) 3,34,00,000 [Three Crore Thirty-Four Lakhs] equity shares of Rs. 5/- (Rupees Five only) each, amounting to Rs. 16,70,00,000 (Rupees Sixteen Crores Seventy Lakhs Only); and

(ii) 33,00,000 (Thirty-Three Lakh) 0.01% Non-Convertible Redeemable Preference Shares of Rs. 10 (Rupees Ten Only) each, amounting to Rs. 3,30,00,000 (Rupees Three Crore Thirty Lakh Only).

“RESOLVED FURTHER THAT pursuant to section 13 read with section 61 (1) (a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the shareholders of the Company, in terms of section 13 and section 61 of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and replaced, be as under:

“Clause V.

The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 3,34,00,000 (Three Crore Thirty-Four Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each and 33,00,000 (Thirty-Three Lakh) Preference Shares of Rs. 10 (Rupees Ten Only) each” with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for time being, with the power to increase and/or decrease the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act; or provided by the Articles of Association of the Company for the time being.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.”

2. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE *NON-PROMOTER CATEGORY

Raising of funds through issuance of further equity shares to *Non-promoter/Public Category of the company (enclosed as Annexure - A) on preferential basis, and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules framed thereunder including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force); (the “Act”), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)

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Regulations, 2011, as amended (the “SEBI Takeover Regulations”) and the listing agreements entered into by the Company with the BSE Limited (“BSE”) (BSE shall be referred to as the “Stock Exchange”) on which the Equity Shares of the Company having face value of Rs.5 (Rupee Five) each (“Equity Shares”) is listed, the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) and or any other competent authority from time to time to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary or required, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept the consent and further approval of the Members be and is hereby accorded to create, issue, offer and allot up to 50,85,000 Equity Shares at a price of Rs.20.00 (Rupees Twenty) per Equity Share including a premium of Rs.15.00 (Rupees Fifteen) per Equity Share, aggregating to Rs.10,17,00,000 (Rupees Ten Crore Seventeen Lakhs Only), *Non-promoter/Public Category of the company (enclosed as Annexure - A) , in aggregate (“Proposed Allottee”), on a preferential and private placement basis and on such terms and considerations as may be determined by the Board in accordance with applicable laws, for cash consideration (“Preferential Allotment”):

RESOLVED FURTHER THAT in accordance with the provisions of Part II and IV of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the floor price for the Preferential Allotment of the Equity Shares to be allotted shall be considered as **Wednesday, 26th June 2024**, being the date thirty days prior to the deemed date of passing of resolution.

RESOLVED FURTHER THAT the Equity Shares shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company listed on the Stock Exchange bearing ISIN: INE319U01022 in all aspects (including with respect to dividend and voting powers) from the date of respective allotment thereof, in accordance with the applicable law.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable law:

- (i) the Equity Shares shall be allotted in dematerialized form by the Company to the Proposed Allottee within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions; and
- (ii) the Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Part V of Chapter V of the SEBI ICDR Regulations and such Equity Shares allotted will be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.

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RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issue of invitation to subscribe to the Equity Shares;

RESOLVED FURTHER THAT the Board took note that pursuant to Regulation 162A of the SEBI ICDR Regulations, the appointment of a credit rating agency for monitoring the proceeds of the Preferential Allotment does not applicable;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Allotment) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Allotment, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Allotment, apply to Stock Exchanges for obtaining of listing and trading approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

3. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE *NON-PROMOTER CATEGORY

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

“RESOLVED THAT pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “SAST Regulations”), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “PIT Regulations”), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) where the shares of the Company are listed (hereinafter jointly referred to as the “Stock Exchanges”) and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 (the “FEMA”) and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the Memorandum and Articles of Association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to issue and allot 36,13,882 convertible Equity warrants (“Warrants”) and each Warrants are convertible in to one equity shares of face value of Rs. 5/- each fully paid-up (“Equity Share”) of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, to three Buyers belong to *Non-Promoter Category (“Proposed Allottees”) on preferential issue basis at a Price of Rs. 20/- (Rupees Twenty Only) per Warrant (including a premium of Rs. 15 /- (Rupees Fifteen only) (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164(1) of the ICDR Regulations) at an

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aggregate consideration of Rs. 7,22,77,640/- (Rupees Seven Crores Twenty Two Lakhs Seventy Seven Thousand Six Hundred Forty Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in 5 accordance with Regulations 164 (1) for Preferential Issue contained in Chapter V of the ICDR Regulations to the following:

Sr. No	Name of Proposed Promoter Allottees	*Non-Category	Proposed No. of Warrants to be issued
1	*Sanket S. Deora	*Non- Promoter	568221
2	Yeshwant Bothra	Non- Promoter	2845661
3	Niranjan Jain	Non- Promoter	200000
	Total		3613882

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as **Wednesday, 26th June 2024**, (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. **Thursday, 25th July 2024**.

RESOLVED FURTHER THAT the issue and allotment of the Warrants shall be on the following terms and conditions:

i. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 5/- each to the Warrant holders.

ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).

iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

iv. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

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v. Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.

vi. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

vii. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.

viii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, RBI, SEBI, Stock Exchange(s) and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

****Mr. Sanket Deora and Mr. Sanjay Deora will become a Promoter of the Company pursuant to Open Offer given by Mr. Sanket Deora (Acquirer), Mr. Sanjay Deora (Acquirer) and Mr. Surendra Shah (PAC) as per Post Offer Report submitted to BSE Limited on 22nd December 2023. However, the Reclassification of Promoter application to BSE Limited is yet to be submitted.***

4. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded to alter and amend existing Clause III (A) [Main Object] of the Memorandum of Association of Company by inserting sub-clause No. 5 & 6 after existing sub-clause No. 4 as under:

5. To carry on the business of manufacturing, processing, Imports, Exports, Buying, Selling, Trading, dealers, packagers, repackages, consignor, consignee, distributors and agent of all kind descriptions, class of aluminum scrap and ingots, aluminum alloy scrap and of cold and hot rolling, rerolling, slitting, edge milling, sheeting, stamping, extruding, drawing, flatter, straightening, heat treatment of ferrous and nonferrous metal.

6. To carry on the business of various goods, services and merchandise and undertake to buying selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis and to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liasoner, job worker export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as wholesale basis.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary of the Company, be and are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit.”

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5. APPOINTMENT OF STATUTORY AUDITOR TO FILL THE CASUAL VACANCY

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Audit Committee and Board of Directors through resolution passed on 29.06.2024, Mr. Rajeshkumar P. Shah & Co., Chartered Accountants (ICAI Firm Registration No. FRN: 129110W), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. B. Agarwal & Co, Chartered Accountants.

RESOLVED FURTHER THAT Mr. Rajeshkumar P. Shah & Co., Chartered Accountants (ICAI Firm Registration No. FRN: 129110W), be and are hereby appointed as the Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2025 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with them.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

By Order of the Board of Directors

FOR, CONTAINERWAY INTERNATIONAL LIMITED

ABHISHEK KHURSIJA

COMPANY SECRETARY & COMPLIANCE OFFICE

ICSI Mem. No: A60811

Date: 2nd July 2024

Place: Kolkata

Registered Office:

6th Floor, Room No 608 , Saltee Plaza, Cabin No M-11,

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NOTES:

1. Pursuant To the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.

DISPATCH OF NOTICE THROUGH ELECTRONIC MEANS

2. In compliance with the MCA Circulars read with Circular No. SEBI/ HO/CFD/PoD2/P/CIR/2023/4 dated 5th January, 2023 and other earlier circulars issued in this regard by the Securities and Exchange Board of India (“SEBI Circulars”), Notice of the EGM is being sent only through electronic mode to those Members whose name is recorded in the Register of Members / Register of Beneficial Owners as on Friday, 28th June, 2024 and whose email addresses are registered with the Company / Registrar and Share Transfer Agent (“Beetal Financial & Computer Services Private Limited” / “RTA”) or with the respective Depository Participant(s) for communication purposes to the Members, unless any member has requested for a hard copy of the same.

3. The Notice can also be accessed at the Company’s website at www.containerway.co.in and at the website of the Stock Exchange BSE Limited www.bseindia.com and at the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.

4. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

PROXY FORM

5. In terms of the MCA Circulars, physical attendance of members has been dispensed with and as such, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Hence, the Proxy Form and Attendance Slip are not annexed to the Notice. However, Pursuant to Section 112 and Section 113 of the Companies Act, 2013, representatives of the President of India or the Governor of State or the Body Corporates are entitled to attend the EGM through VC/OAVM and cast their votes through e-voting.

6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, does form the part of the Notice of the Company

E-Voting facility and joining of EGM through VC / OAVM

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. Shareholders are requested to refer Page No. 13 to 19 for detailed procedure for e-Voting and participation in the EGM through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is also available at the Company’s website www.containerway.co.in

CONTAINERWAY INTERNATIONAL LIMITED

CIN: L60210WB1985PLC038478

Reg. Off- 6th Floor, Room No 608, Saltee Plaza Cabin No M-11, Near ILS Hospital,

Mall Road, Kolkata WB 700080

Email ID: containerwayinternational@gmail.com | Website: www.containerway.co.in | Contact: 9227210022

8. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

9. In view of MCA & SEBI Circulars, printed copy of the EGM Notice is not being sent to the Members.

10. EGM convened through VC/OAVM is in compliance with the applicable provisions of the Companies Act, 2013 read with MCA & SEBI Circulars as stated above.

11. The voting period begins on **Monday, 22nd July, 2024 at 9.00 a.m. and ends on Wednesday, 24th July, 2024 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date Thursday, 18th July, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

12. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

13. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

14. The helpline number regarding any query / assistance for participation in the EGM through VC/ OAVM is 022-23058542/43.

Cut-off Date for Voting

15. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date i.e. Thursday, 18th July, 2024.**

Quorum

16. The attendance of Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.

Scrutinizer for conducting E-Voting

17. The Company has appointed **Ms. Dhyanam Vyas** proprietor of **M/s. Dhyanam Vyas and Associates** (Membership No. A52500, COP: 21815), Practicing Company Secretary, Ahmedabad to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

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Voting Result

18. The voting results shall be declared within two working days from the conclusion time of the Meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company immediately after the result is declared by the Chairman or any other person authorised by the him in this regard and will simultaneously be sent to BSE Limited.

PREVENT FRAUDULENT TRANSACTIONS

19. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 Access through Depositories CDSL/NSDL e-Voting system in case of Individual Shareholders holding shares in demat mode.

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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 Access through Depositories CDSL/NSDL e-Voting system in case of **Individual Shareholders** holding shares in demat mode.

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.**

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/ NSDL** is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders Holding securities in Demat mode with CDSL Depository</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page.</p> <p>5) The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders Holding securities in demat mode with NSDL Depository</p>	<p>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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online" for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal</p>

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	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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.

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3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.

8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.

9. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential

10. For shareholders holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.

11. Click on the EVSN of **Containerway International Limited**.

12. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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13. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
14. After selecting the resolution, you have decided to vote on, click on “SUBMIT.” A confirmation box will be displayed. If you wish to confirm your vote, click on “OK,” else to change your vote, click on “CANCEL” and accordingly modify your vote.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
17. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
19. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz www.containerway.co.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

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5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at www.containerway.co.in.

The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance at least 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the 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 available during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL eVoting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. **1800 22 55 33**

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All grievances connected with the facility for voting by electronic means may be addressed to: -

Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013
or
send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

NAME	CONTACT DETAILS
COMPANY	Containerway International Limited 6th Floor, Room No 608 , Saltee Plaza, Cabin No M-11, Near ILS Hospital, Kolkata, Mall Road, Kolkata, Kolkata, West Bengal, India, 700080 Email: containerwayinternational@gmail.com
REGISTRAR AND TRANSFER AGENT ('RTA AGENT')	Beetal Financial & Computer Services (P) Limited Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062
E-VOTING AGENCY	Central Depository Services [India] Limited E-MAIL:- helpdesk.evoting@cdslindia.com
SCRUTINIZER	Ms. Dhyanam Vyas – Practicing Company Secretary M/s. DHYANAM VYAS AND ASSOCIATES E-MAIL – info@dhyanamcs.com

By Order of the Board of Directors
FOR, CONTAINERWAY INTERNATIONAL LIMITED

ABHISHEK KHURSIJA
COMPANY SECRETARY & COMPLIANCE OFFICE
ICSI Mem. No: A60811
Date: 2nd July, 2024
Place: Kolkata

Registered Office:
6th Floor, Room No 608 , Saltee Plaza, Cabin No M-11, Near ILS Hospital,
Mall Road, Kolkata, West Bengal, India, 700080

EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

THE issue of equity shares pursuant to exercise and allotment of Equity shares and warrants referred to at Item No. 2 and Item No. 3 of this Notice will result in the increase in the paid-up share capital of the Company. To accommodate the enhanced capital on account of issuance of equity shares, upon exercise and allotment of Equity shares and warrants, the Company proposes to increase its Authorised Share Capital,

From: Rs. 6,75,00,000/- (Rupees Six Crores Seventy-Five Thousand only) divided into:

(i) 69,00,000 (Sixty-Nine Lakh) equity shares of Rs. 5 (Rupees Five Only) each, amounting to Rs. 3,45,00,000 (Rupees Three Crores Forty-Five Lakh Only); and

(ii) 33,00,000 (Thirty-Three Lakh) 0.01% Non-Convertible Redeemable Preference Shares of Rs. 10 (Indian Rupees Ten Only) each, amounting to Rs. 3,30,00,000 (Rupees Three Crore Thirty Lakh Only).

To: Rs. 20,00,00,000 (Rupees Twenty Crores only) divided into:

(i) 3,34,00,000 [Three Crore Thirty-Four Lakhs] equity shares of Rs. 5/- (Rupees Five only) each, amounting to Rs. 16,70,00,000 (Rupees Sixteen Crores Seventy Lakhs Only); and

(ii) 33,00,000 (Thirty-Three Lakh) 0.01% Non-Convertible Redeemable Preference Shares of Rs. 10 (Rupees Ten Only) each, amounting to Rs. 3,30,00,000 (Rupees Three Crore Thirty Lakh Only).

The proposed increase in Authorised Share capital of the Company will require consequent alteration to Clause V of the Memorandum of Association of the Company relating to share capital.

The consent of the Members is required for (i) In terms of Section 61 and Section 64 of the Companies Act, 2013, for increasing the Authorized Share Capital of the Company; and (ii) in terms of Section 13 of the Companies Act, 2013 for consequent alteration in V of the Memorandum of Association of the Company.

Members who wish to inspect the current and draft of amended Memorandum of Association of the Company may write to the Company Secretary & Compliance Officer at containerwayinternational@gmail.com.

The Board accordingly recommends the Special Resolution set out at Item No.1 of the Notice for approval by the Members.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives, are in any way, concerned or interested, financial or otherwise, in the Resolution set out in Item No.1 of this Notice, except to the extent of their shareholding in the Company, if any.

ITEM NO.2 ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

In accordance with Sections 23(1)(b), 42, 62(1)(c), 188 and other applicable provisions of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to Non-promoter/Public Category of the company (enclosed as Annexure - A) on the date of passing of this resolution, (“Proposed Allottee”) on a preferential and private placement basis and on such terms and considerations as may be determined by the Board in accordance with applicable laws, for cash consideration (“Preferential Allotment”).

The Board of Directors of the Company (the “Board”) at its meeting held on 29th May 2024 had, subject to the approval of the Members and such other approvals as may be required, approved the proposal to issue, offer and allot on preferential and private placement basis to the Proposed Allottee.

Necessary information/ details in respect of the proposed Preferential Allotment in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

i. Particulars of the offer including date of passing of Board resolution

The Board of Directors at its meeting held on 29th May 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of such number of 50,85,000 Fully paid equity shares at a Rs.20.00/- per Share [(face value of Rs. 5 (Rupee Five) each and Premium of Rs.15.00 (Rupees Fifteen)] (“Equity Shares”), aggregating up to Rs.10,17,00,000/- to the Proposed Allottee, for cash consideration, by way of a preferential issue on a private placement basis. The Preferential Allotment to the Proposed Allottee will be subject to applicable transfer restrictions stipulated under Regulation 168 of the SEBI ICDR Regulations.

ii. Kind of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Up to 50,85,000 (Fifty Lakhs Eighty-Five Hundred) fully paid up Equity Shares of the Company, at a price of Rs. 20 (Rupees Twenty) per Equity Share (at a premium of Rs. 15 (Rupees Fifteen) per Equity Share), aggregating up to Rs. 10,17,00,000 (Rupees Ten Crore Seventeen Lakhs) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

iii. Basis or justification for the price (including premium, if any) at which offer or invitation is being made

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as the "Stock Exchange"). The Equity Shares are **NOT** frequently traded in terms of the SEBI ICDR Regulations.

Therefore, the price of the Shares derived as per Regulation 165 of the SEBI ICDR Regulations and took the Valuation Report from the Registered Valuer CA Rohit Maloo (Reg. No. IBBI/RV/06/2019/11827).

iv. Purpose/Objects of the Preferential Allotment and aggregate amount proposed to be raised

The Board shall pursuant to this special resolution, proposes to utilize the proceeds of the proposed Preferential Issue in expansion of the Business and for working capital of the Company.

The proceeds of the Preferential Issue shall be utilized for any of the aforesaid purposes to the extent permitted by law. The Equity Shares allotted would be listed. The Preferential Issue and allotment would be subject to the availability of regulatory approvals, if any.

v. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Allotment is **Wednesday, 26th June 2024**, being the day 30 days preceding to the date of passing the resolution through Extra Ordinary General Meeting to be held on Thursday, 25th July, 2024.

vi. The class or classes of persons to whom the allotment is proposed to be made

The Preferential Allotment of Equity Shares is proposed to be made Non-promoter/Public Category of the company (enclosed as Annexure - A).

vii. Intent of the promoters, directors, key managerial personnel, or senior management of the Company to subscribe to the Preferential Allotment

The Preferential Allotment to the Proposed Allottee none of the promoters, directors, key managerial personnel, or senior management or their relatives intend to subscribe to any Equity Shares pursuant to the Preferential Allotment.

viii. Proposed time frame within which the Preferential Allotment shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

ix. Principal terms of assets charged as securities

Not applicable.

x. Shareholding pattern of the Company before and after the Preferential Allotment

Please refer Annexure - B to this Notice for details.

xi. Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

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

Not applicable

xiii. Identify of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Allotment capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Allotment

The allottees are the Natural persons. Therefore, there is no details ultimate beneficial owner is required. Further, there is no change in control of the management of the Company.

xiv. The change in control, if any, in the Company that would occur consequent to the Preferential Allotment

There will be no change in control in the Company consequent to the completion of the Preferential Allotment to the Proposed Allottee.

xv. Contribution being made by the promoters or directors either as part of the Preferential Allotment or separately in furtherance of objects

No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Allotment, apart as mentioned above.

xvi. Valuation and justification for the allotment proposed to be made for consideration other than cash

Not applicable, as the shares are being issued for cash consideration.

xvii. Lock-in Period

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

xviii. The current and proposed status of the allottee(s) post Preferential Allotment namely, promoter or non-promoter

*Non-Promoter.

xix. Undertakings

- a) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b) The Company is eligible to make the Preferential Allotment to its Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
- c) As the Equity Shares have been listed for a period of more than ninety 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.
- d) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- f) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

xx. Practicing Company Secretary's Certificate

The certificate from Mr. Utkarsh Shah, Practicing Company Secretary (Mem. No.12526, COP:26241) of M/s. Utkarsh Shah & Co., Ahmedabad, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://www.containerway.co.in/>

xxi. Disclosure pertaining to wilful defaulters and fugitive economic offender:

Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

xxii. Other disclosures

- a) Since the Equity Shares of the Company are listed on the stock exchanges and the Preferential Allotment is not more than 5%, report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment and under applicable provisions of SEBI ICDR Regulations.
- b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Allotment is for a cash consideration.
- c) The proposed allottees have confirmed that it has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.
- d) During the period from 01.04.2023 until the date of notice, the Company has not issued any Equity Shares of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 2 of the Notice. Issue of the Equity Shares pursuant to the Preferential Allotment would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Allotment is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the directors, key managerial personnel, senior management, or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at item no.2 of this notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

CONTAINERWAY INTERNATIONAL LIMITED

CIN: L60210WB1985PLC038478

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Mall Road, Kolkata WB 700080Email ID: containerwayinternational@gmail.com | Website: www.containerway.co.in | Contact: 9227210022

The pre-issue shareholding pattern of the Company as on 31.03.2024 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned hereinbelow:

Notes:

- The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottee would have subscribed to and been allotted all the equity shares. In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/ or is not allotted the equity shares, the shareholding pattern in the above table would undergo corresponding changes.

- It is further assumed that the shareholding of the Company in all other categories will remain unchanged.

Annexure – B
Pre and Post Shareholding Pattern of the Company

Category	Pre preferential issue		***Post preferential issue	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)	27000	0.41	27,000	0.18%
Public				
** Mr. Sanket Deora	3723895	56.96	4292116	28.61
** Mr. Sanjay Deora	406990	6.23	406990	2.71
# Mr. Surendra Shah	217415	3.33	217415	1.45
Other public	2161900	33.07	10057561	67.05
Total Public (B)	6510200	99.59	1,49,74,082	99.82%
Total (A) + (B)	6537200	100.00	1,50,01,082	100.00%
Custodian (C)				
Grand Total (A) + (B) +(C)	6537200	100.00	1,50,01,082	100.00%

**** At present classified in Public Category, but pursuant to application of reclassification of Promoters and subject to approval of BSE Limited, Mr. Sanket Deora, Mr. Sanjay Deora will become promoter of the Company.**

At present classified in Public Category (Includes shares held by him as Person Acting in concert pursuant to the open offer) and will continue to be part of the Public Category.

*** The Post Preferential Issue details include Equity Warrants also.

ITEM NO.: 3 ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE NON-PROMOTER CATEGORY**I. Particulars of the Offer Including date of passing the Board Resolution and Kind of Securities offered and the price at which security is being offered, and the total/maximum number securities to be issued.**

The Board of Directors in its meeting held on Wednesday, May 29, 2024, had approved to raise the funds required by way of issuance of Equity Warrants on the preferential basis. The Board decided to issue, offer and allot 36,13,882 convertible Equity warrants (“Warrants”) and each Warrants are convertible in to one equity shares of face value of Rs.5/- each fully paid-up (“Equity Share”) of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, to three Buyers as mentioned below that belong to *Non-Promoter Category (“Proposed Allottees”) on preferential issue basis at a Price of Rs. 20/- (Rupees Twenty Only) per Warrant (including a premium of Rs. 15 /- (Rupees Fifteen only) (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164(1) of the ICDR Regulations) at an aggregate consideration of Rs. 7,22,77,640/- (Rupees Seven Crores Twenty-Two Lakhs Seventy-Seven Thousand Six Hundred Forty Only).

Sr. No	Name of Proposed *Non-Promoter Allottees	Category	Proposed No. of Warrants to be issued
1	*Sanket S. Deora	*Non- Promoter	568221
2	Yeshwant Bothra	Non- Promoter	2845661
3	Niranjan Jain	Non- Promoter	200000
	Total		3613882

The Equity Shares to be allotted on exercise of option by Warrant holders or proposed Allottees pursuant to the above Resolution shall rank pari- passu in all respects including dividend with the existing Equity Shares of the Company.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of Special Resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the “**Companies Act**”) further read with provisions of Chapter V – “Preferential Issue” of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

***Mr. Sanket Deora and Mr. Sanjay Deora will become a Promoter of the Company pursuant to Open Offer given by Mr. Sanket Deora (Acquirer), Mr. Sanjay Deora (Acquirer) and Mr. Surendra Shah (PAC) as per Post Offer Report submitted to BSE Limited on 22nd December 2023. However, the Reclassification of Promoter application to BSE Limited is yet to be submitted.**

On approval of the reclassification of promoter Mr. Sanket Deora holding 37,23,895 Equity Shares & Mr. Sanjay Deora holding 4,06,990 Equity Shares will be classified as Promoters of the company.

The following details of the proposed preferential issue of the Warrants are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

II. The objects of the preferential issue:

The Board shall pursuant to this special resolution, propose to utilize the proceeds of the proposed Preferential Issue of the Warrants in expansion of the Business and for working capital of the Company.

The proceeds of the Preferential Issue of the Equity Warrants shall be utilized for any of the aforesaid purposes to the extent permitted by law. The Preferential Issue of the Warrants and allotment would be subject to the availability of regulatory approvals, if any.

III. The total number of shares or other securities to be issued:

The Board of Directors, in their meeting held on Wednesday, May 29, 2024 had approved the preferential issue of Convertible Equity Warrants, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of 36,13,882 Convertible Equity Warrants to persons belonging to certain Non-Promoter Allottees, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Rs. 20/- (Rupees Twenty Only) (including a premium of Rs. 15/- (Rupees Fifteen only) per Warrant each payable in cash, aggregating up to Rs. 7,22,77,640/- (Rupees Seven Crores Twenty Two Lakhs Seventy Seven Thousand Six Hundred Forty Only) such price being not less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations.

IV. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:

The issue of warrants on preferential basis to the Non-Promoter Allottees will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with Regulation 165 of Chapter V of ICDR Regulations as the Shares are not frequently traded.

Considering that the allotment shall be not more than 5% of the post issue fully diluted share capital of the Company, to any of the *Non-Promoter Allottees, the issue price of Rs. 20/- (Rupees Twenty Only) per Warrants has been fixed taking into account the valuation report dated May 29, 2024, issued by FCA Rohit Maloo, a Chartered Accountant (Reg. No. IBBI/RV/06/2019/11827), having office at 403, Shaival Plaza, 4th Floor, Near Hope Neuro Care Hospital, Gujarat college Road, Ellisbridge, Ahmedabad-380006 that certified the floor price of Rs.19.56/- (Rupees Twenty only) in accordance with Regulation 165 of the ICDR Regulations ("**Valuation Report**"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link <https://www.containerway.co.in/>

Also, the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential issue.

The issue price is Rs. 20/- (Rupees Twenty only) per Convertible Equity Warrants the said issue price is higher than the minimum floor price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the ICDR Regulations.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

V. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is **Wednesday, 26th June 2024** ("Relevant Date") being 30 days prior to the date of the Extra Ordinary General Meeting ("EGM") i.e. Thursday, July 25, 2024.

VI. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees belonging to *non-promoter Category as detailed in point J below.

VII. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

Mr. Sanket Deora, Director of the Company subscribe the Shares. Except him none of the Directors, Promoters and Key Managerial Personnel intends to subscribe to the Preferential Issue of Convertible Equity Warrants except and to the extent of their shareholding in the Company.

VIII. Proposed time within which the allotment shall be completed:

The Company will issue and allot Convertible Warrants within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges, or other concerned authorities.

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IX. The identity of the proposed allottees, maximum number of Convertible Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

The Company proposes to issue Convertible Equity Warrants by way of preferential issue to the Non-Promoter Allottees for cash as per the details given herein below:

Sr. No.	Name of the Proposed Allottees	Category	Pre-Preferential Issue		Preferential Issue of Warrants (Preset Issue)	Post Preferential Issue	
			No of Shares held	% of Holding		No of shares held (assuming Full conversion of Warrants into Equity shares) and shares issued through this notice	% of Holding(**)
1	**Sanket S. Deora	*Non-Promoter	3723895	56.96	568221	4292116	28.61
2	Yeshwant Bothra	Non-Promoter	0	0	2845661	2845661	18.97
3	Niranjan Jain	Non-Promoter	0	0	200000	200000	1.76
	Total						

(**) Assuming full conversion of Warrants into Equity shares issued through this Notice.

X. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants is provided as **Annexure B** to the Notice.

XI. Change in control, if any, in the company that would occur consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

****Pursuant to Open Offer given by Mr. Sanket Deora (Acquirer), Mr. Sanjay Deora (Acquirer) and Mr. Surendra Shah (PAC) as per Post Offer Report submitted to BSE Limited on 22nd December 2023, the acquirers will become a promoter of the Company. However, the Reclassification of Promoter application to BSE Limited is yet to be submitted.***

XII. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

Not applicable

XIII. Principal terms of assets charged as Securities

Not applicable

XIV. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

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

The current status of the Proposed Allottees is *non-Promoter and after the proposed allotment also the status will remain same and there will be no change in the status of the Allottee.

XVI. Lock-in Period:

The Warrants and Equity Shares arising out of conversion of Warrants shall be subject to a Lock in for such period as specified under Regulation 167 of the ICDR Regulations.

XVII. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

XVIII. Practicing Company Secretary's Certificate:

The Company has obtained a certificate from Mr. Utkarsh shah of M/s. Utkarsh Shah & Co., (Membership No.F12526, COP: 26241), Practicing Company Secretary, Ahmedabad certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations and same shall be placed at the website of the Company <https://www.containerway.co.in> to facilitate online inspection of relevant documents until the end of EGM.

XIX. Material terms of the proposed Preferential Issue of the Warrants:

The material terms of the proposed preferential issue of the Warrants are stipulated in the Special Resolution as set out at Item No. 3 of this Notice.

XX. Disclosure pertaining to wilful defaulters and fugitive economic offender:

Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

Other Disclosures:

1. The Equity Shares arising out of conversion of Warrants into Equity Shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
2. The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.
3. The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

Accordingly, the approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 3 in the accompanying notice for your approval.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 3 of this Notice, except to their shareholding in the Company.

4. Alteration of the Object Clause of the Memorandum of Association of the Company

The Board of Directors proposed to alter the main object of the Company by inserting the Clause no. 5 & 6 of Article III (A) for expansion and diversification of the Business of the Company.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holiday).

Item No.4 proposed to be passed as a Special Resolution of the Company.

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None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested, financially or otherwise in this resolution.

5. APPOINTMENT OF STATUTORY AUDITOR TO FILL THE CASUAL VACANCY

M/s B. Agarwal & Co, Chartered Accountants have tendered their resignation as Statutory Auditors w.e.f. 15.05.2024 citing reasons that preoccupation in other assignments, they are unable to continue as auditors of the Company. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company recommended the appointment of M/s. Rajeshkumar P. Shah & Co., Chartered Accountants (ICAI Firm Registration No. FRN: 129110W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s B. Agarwal & Co, Chartered Accountants Accordingly, shareholders' approval by way of ordinary resolution is sought.

M/s. Rajeshkumar P. Shah & Co., Chartered Accountants (ICAI Firm Registration No. FRN: 129110W), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013 and

The Board of Directors of the Company recommends the passing of the resolution in Item No. 05 of the notice as an ordinary resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

**By Order of the Board of Directors
FOR, CONTAINERWAY INTERNATIONAL LIMITED**

**ABHISHEK KHURSIJA
COMPANY SECRETARY & COMPLIANCE OFFICE
ICSI Mem. No: A60811
Date: 2nd July 2024
Place: Kolkata**

Registered Office:

**6th Floor, Room No 608 , Saltee Plaza, Cabin No M-11,
Near ILS Hospital, Mall Road, Kolkata, West Bengal- 700080**

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Annexure-A		
S.No	Names	No of Shares
1	Arjavi Hemantbhai Bhoot	2,00,000.00
2	Arun Gupta	25,000.00
3	Ashish Chugh	2,00,000.00
4	B Rakesh Chordia	25,000.00
5	Bosco Armando Menezes	1,00,000.00
6	Devi Salecha	25,000.00
7	Divick Kishore	25,000.00
8	Divya Aggarwal	1,25,000.00
9	Puneet Kumar Agarwal	50,000.00
10	Emily Bosco Menezes	1,00,000.00
11	Gladis Menezes	1,50,000.00
12	Chintan Bharat Rupapara	2,00,000.00
13	Jagdish Prasad Choudhary	25,000.00
14	Jalpa Bhuva	55,000.00
15	Kamal Songara	25,000.00
16	Kanchan Sharma	25,000.00
17	Kejal Bhavin Jain	25,000.00
18	Madhu Rungta	25,000.00
19	Mahendra G Wadhvani	2,00,000.00
20	Mahesh Bhuva	25,000.00
21	Manoj Hansaria	75,000.00
22	Megha Jain	50,000.00
23	Mukta Jain	25,000.00
24	Nitin Kumar Agarwal	50,000.00
25	Nitin Shah	50,000.00
26	Deepa Gupta	50,000.00
27	Pardeep Gupta	50,000.00
28	Payalben Bhuva	25,000.00
29	Rahul Ishwarlal Velani	25,000.00
30	Ramaben Bhuva	25,000.00
31	Ratanben Rameshkumar Jain	25,000.00
32	Rishabh Kothari	25,000.00
33	Rohan Jain	25,000.00
34	Sagarkumar D Ghetia	1,10,000.00
35	Satish Goyal	25,000.00
36	Shipra Bathla	50,000.00
37	Siddharth Jain	25,000.00
38	Some Nath Paul	25,000.00
39	Subhi Soni	25,000.00
40	Sudhanshu Kanda	1,75,000.00
41	Sujata Pulinja Rao	25,000.00
42	Atul Kumar Mangal	25,000.00
43	Vandana Sachdeva	25,000.00
44	Ashvin Ranchhodhbhai Varsani	55,000.00
45	Nitin Kumar Agarwal	50,000.00
46	Vijay Narayandas Amlani HUF	1,50,000.00
47	Vishal Sanjay Mehta	25,000.00
48	Yash Vinodbhai Doshi	25,000.00
49	Shalini Juneja	25,000.00
50	Hitesh Ramesh Rambhia	50,000.00

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Sr. No.	Names	No of Shares
51	Anand Gupta	25,000.00
52	Mahek Aggarwal	25,000.00
53	Sonika Aggarwal	25,000.00
54	Manav Aggarwal	25,000.00
55	Nischal Mittal	50,000.00
56	Sachin Kumar	25,000.00
57	Shikha Aggarwal	25,000.00
58	Shweta Singhal	50,000.00
59	Ratilal D Satodiya	50,000.00
60	Ajit Talakchand Dalal	25,000.00
61	Deepak BharatKumar Trivedi	25,000.00
62	Drashti Ajay Mehta	25,000.00
63	Hetal Manishbhai Shah	25,000.00
64	Isha Ketan Anandpara	40,000.00
65	Jainam Uday Shah	1,35,000.00
66	Jayshree Paresch Jogi	40,000.00
67	Jignesh Madhukant Mehta	4,05,000.00
68	Manish Navnitlal Shah	25,000.00
69	Monika U Shah	1,35,000.00
70	Mukesh Bherulal Jain	25,000.00
71	Pankaj Dhanshukhlal Dani	25,000.00
72	Prerana Vadan Shah	20,000.00
73	Reshma Rahul Shah	25,000.00
74	Sandhya Kiran Shah	25,000.00
75	Sushila Ishvarlal Shah	50,000.00
76	Uday R Shah HUF	1,35,000.00
77	Vadan Chhabildas Shah	20,000.00
78	Varsha Ashok Desai	25,000.00
79	Vibha P Shethiya	40,000.00
80	Vineet Pravin Mehta	50,000.00
81	Sudha Pandey	50,000.00
82	Mohammed Farooque Mehmudkhan Pathan	10,000.00
83	Shashank Shekhar Chaturvedi	50,000.00
84	Bansilal Jain	1,00,000.00
85	Jinal Vijay Shah	80,000.00
86	Manju Jain	50,000.00
87	Bhavik Vijaykumar Shah	25,000.00
88	Harshita Kothari	25,000.00
89	Viraj Rajiv Shah	55,000.00
	Total No. of shares	50,85,000.00
