

CONTAINERWAY INTERNATIONAL LIMITED

CIN: L60210WB1985PLC038478

Regd. Office: 2A, Ganesh Chandra Avenue, Commerce House,

9th Floor, Room No.8A, Kolkata 700013 Corp Off: B-402, Rishi Apartments, Alaknanda, Kalkaji, New Delhi- 110019, Email: containerwayinternational@gmail.com; Website: www.containerway.in

Contact: 011 – 26039925

NOTICE OF ANNUAL GENERAL MEETING

To
The Members,

Notice is hereby given that 31st Annual General Meeting of the members of Containerway International Limited is scheduled to be held on Monday, September 30, 2019 at 09:30 A.M. at **RJS tech Solutions, Unit 5B, Tirumala 22, East Topsia, Kolkata-700046** to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and Report of Board of Directors and the Auditor's thereon.
2. To appoint a Director in place of Ms. Jayashree Ganapathi (DIN: 01158489), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. Shifting of the Registered Office from the State of West Bengal to the State of Delhi and Alteration of Memorandum of Association.

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

“RESOLVED THAT pursuant to Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and relevant provisions of the Articles of Association of the Company, and subject to approval of the Central Government, shifting of the registered office of the Company from the State of West Bengal (i.e. from the jurisdiction of Registrar of Companies, Kolkata, West Bengal) to the State of Delhi (i.e. to the jurisdiction of Registrar of Companies, National Capital region of Delhi & Haryana) be and is hereby approved and Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following clause:

“II. The registered office of the Company will be situated in the NCT of Delhi & Haryana i.e. within the jurisdiction of Registrar of Companies of NCT of Delhi & Haryana”

RESOLVED FURTHER THAT the Directors and Company Secretary of the company, be and are hereby severally authorized to approach the relevant/ concerned authorities/ entities for their consent/ approvals, as required;

RESOLVED FURTHER THAT upon the confirmation from the Central Government the registered office of the Company be shifted from Room #9th Floor, Room No.8A, Commerce House, 2A, Ganesh

Chandra Avenue, Kolkata - 700013, West Bengal to such Place located in NCT of Delhi & Haryana as determined by the Board of Directors of the company

RESOLVED FURTHER THAT the Directors and Company Secretary of the company, be and are hereby severally authorized to do all such act(s), deed(s), things as they may deem necessary towards undertaking the shift in the registered office of the Company;

RESOLVED FURTHER THAT the Directors, and Company Secretary of the Company, be and are hereby severally authorised to provide a Certified True Copy of this Resolution to any entity and such entity be requested to rely upon the authority of the same.”

**By Order of the Board of Directors
For Containerway International Limited**

**Date: September 5, 2019
Place: New Delhi**

**Shivam Singhal
Company Secretary**

Notes:

1. Additional information, pursuant to the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, in respect of director seeking re-appointment at the Annual General Meeting forms part of the Notice.
2. PLEASE NOTE THAT THE MEMBERS OF THE COMPANY HOLDING PREFERENCE SHARES SHALL HAVE VOTING RIGHTS IN TERMS OF SECTION 47 (2) OF THE COMPANIES ACT, 2013.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty-eight (48) hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to Company.
4. Members/Proxies/authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting along with a valid ID Proof such as PAN card, AADHAR Card or Driving License to enter the AGM hall.
5. Only registered members of the Company holding shares as on the **Cut-off date** decided for the purpose, being **Monday, September 23, 2018**, or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
6. The Register of members and share transfer books of the Company will remain closed from **Friday, the 27th September, 2019 to Sunday, the 29th September, 2019** (both days inclusive).
7. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding.

8. Voting Through Electronic Means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise vote on resolutions proposed in the Annual General Meeting by electronic means through remote e-voting Services provided by Central Depository Services (India) Limited (CDSL). So, the business may be transacted through such e-voting.

9. The facility for voting through polling paper shall also be made available at the venue of the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.
10. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again in the meeting.
11. E-voting rights cannot be exercised by the Proxy.
12. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
13. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)	COMMENCEMENT OF E- VOTING	END OF E-VOTING
190905025	Friday, September 27, 2019 at 10.00 A.M	Sunday, September 29, 2019 at 5.00 P.M.

Note: Please read the instructions printed below before exercising your vote. The instructions for members for voting electronically are as under:

Process and Manner for members opting for e-voting is as under:-The instructions for shareholders voting electronically through CDSL are as under:

- (1) The voting period begins on Friday, September 27, 2019 at 10.00 A.M. and ends on Sunday, September 29, 2019 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 (record date) of Monday, September 23, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (2) The shareholders should log on to the e-voting website www.evotingindia.com.
- (3) Click on Shareholders.
- (4) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (5) Next enter the Image Verification as displayed and Click on Login.
- (6) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (7) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) •Members who have not updated their PAN with the Company/Depository

	<p>Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<p>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.</p> <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 as mentioned in instruction (iv).

- (8) After entering these details appropriately, click on “SUBMIT” tab.
- (9) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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. 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 Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (11) Click on the EVSN for the relevant <Company name> on which you choose to vote.
- (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.
- (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 changed 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) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (19) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (20) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- A.** Since, the Company is required to provide the members the facility to cast their vote by electronic means, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 23, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting. Such shareholders not casting their votes electronically may cast their vote at the venue of Annual General Meeting.
- B.** M/s. Neha Seth & Associates, Company Secretaries, (CP No. 12908) has been appointed as scrutinizer to scrutinize the e-voting process and voting by Poll at the venue of AGM in a fair and transparent manner.
- C.** The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of the conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the chairman or a person authorized by him in writing who shall countersign the same.
- D.** The results declared by the Chairman of the meeting along with the Scrutinizers Report shall be placed on the website of the Company, notice board at the Registered office and Corporate Office premises and on the website of CDSL after the declaration of results by the Chairman and will be communicated to the designated stock exchanges as well where the shares of the Company are listed.
- E.** In terms of section 101 of the Companies Act 2013, read together with the rules made thereunder, the Company is forwarding soft copies of all the documents to be sent to the shareholders including the General Meeting notices along with Audited Accounts and requisite reports thereon to all those members who have registered their e-mail ids with their respective DPs or with the Share Transfer Agent of the Company. Please note that these documents are also be available on the Company’s Website at www.containerway.in. All the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants or by writing to the Company at containerwayinternational@gmail.com quoting their folio number(s) or their DP/ CLIENT IDs.
- F.** All the documents referred to in the accompanying notice and Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 will be available at the registered office of the

Company during the business hours on all working days upto the date of declaration of the result of the Annual General Meeting of Company.

- G.** The communication address of our Registrar and Share Transfer Agent (RTA) is Beetal Financial & Computer Services (P) Limited, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062.
- H.** The Register of Directors and their shareholding maintained and Contract or Arrangement in which Directors are interested maintained under Section 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at the venue of AGM.
- I.** Members/Proxies should bring duly filled attendance slips attached herewith for attending the meeting.
- J.** No person shall be entitled to attend and vote at the meeting as a duly authorized representative of any Body Corporate which is a shareholder of the Company, unless a duly certified copy of the Board resolution appointing him/her as a duly authorized representative, shall have been deposited at the Registered Office of the Company before the time fixed for the commencement of the meeting.
- K.** Members desirous of obtaining any information or clarification concerning the Annual Accounts or operations of the Company are requested to address their questions to the Company's Registered Office, so as to reach at least 7 days before the date of the meeting so that the information/ documents (for inspection) may be made available at the meeting to the best of extent possible.
- L.** The Company shall also provide facility for voting through Ballot/polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- M.** Persons who have acquired shares and became members of the Company after dispatch of the Notice of 31st Annual General Meeting but on or before the cut-off date of 23rd September, 2019, may obtain their user ID and password for e-voting from the Company's Registrar and Share Transfer Agent or CDSL.
- N.** Members are requested to update their correspondence address, bank account details, mail id, if any change has occurred in last updated details and their PAN details to Registrar and Share Transfer Agent of the Company or Depository as may be applicable.
- O.** Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, declared if any. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to their respective Depository Participants (DPs) with whom the Members have opened their Demat Account. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Company/Registrar & Share Transfer Agent (RTA) mentioning their Name, Folio number, address and contact no in the application.
- P.** The Company also requests & draws attention to those shareholders who are holding shares in physical mode, to recent amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to mandatory dematerialization for transfer of securities. Please note that with effect from December 5, 2018, no transfers in physical mode will be accepted and transfers shall be in dematerialized form only.

However, transmission and transposition shall be allowed in physical holding even after December 04, 2018. In view of the above you are requested to kindly convert your holding from Physical mode into demat mode.

- Q.** Non-resident Indian Members are requested to inform about the following to the Company or its RTA or the concerned DP as the case may be, immediately: **a.** the change in the residential status and **b.** the particulars of the NRE Account with a Bank in India with complete name, branch, account type, account number and address of the bank with pin code, if not furnished earlier.
- R.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their self-attested copy of PAN with the RTA of the Company.
- S.** The Route Map for the Thirtieth (31st) Annual General Meeting of the Company is enclosed herewith and forms part of this notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3: The Company was incorporated under Companies Act, 1956 in the State of West Bengal. As per Clause II of the Memorandum of Association of the Company, the registered office of the Company is at present in the State of West Bengal. Considering the fact that the operational and business activities of the Company are undertaken from its Corporate Office situated in Delhi and also that majority of the Directors of the Company are based in Delhi, it is proposed that the Registered Office of the Company be shifted to the State of Delhi. Such a change would enable the Directors to guide the Company more effectively and efficiently and also result in operational convenience. In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder shifting of the registered office from one State to another and alteration of the Memorandum of Association requires the approval of Members by way of Special Resolution.

After the proposal is approved by the Members, a petition is required to be made, under Section 13(4) of the Companies Act, 2013, to the Central Government for approval of the alteration to the Memorandum of Association of the Company pursuant to shift the Company's registered office from the State of West Bengal to the NCT of Delhi and Haryana.

None of the of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no. 3 of the notice except to the extent of their shareholding in the Company, if any. The Board recommends the resolution to the Members for their consideration and approval.

**By Order of the Board of Directors
For Containerway International Limited**

**Date: September 05, 2019
Place: New Delhi**

**Shivam Singhal
Company Secretary**