

CONTAINERWAY INTERNATIONAL LIMITED

CIN: L60210WB1985PLC038478

Reg. Off- 6th Floor, Room No 608, Saltee Plaza Cabin No M-11, Near ILS Hospital, Kolkata Mall Road Kolkata WB 700080 Corp Off- B 402 Rishi Apartment Alaknanda Kalkaji New Delhi South Delhi -110019

Email ID: containerwayinternational@gmail.com | Website: www.containerway.in; Contact: 011 - 26039925

26th April, 2024

To,

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

SCRIP CODE: 540597

Dear Sir(s),

Sub: Notice of the Extra-Ordinary General Meeting of the Company going to be held on Saturday, 18th May, 2024.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision. We are pleased to inform that the Extra-Ordinary General Meeting ("EGM") of the Members of **Containerway International Limited** ("the Company") will be held on **Saturday, 18th May, 2024 at 04:00 P.M.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The Extra-ordinary General Meeting Notice is also uploaded on the Company's website www.containerway.in

The remote e-voting will be available during the following period:

Commencement of remote e-voting	From Wednesday, 15 th May, 2024, 09:00 a.m.
End of remote e-voting	Till Friday, 17 th May, 2024, 05:00 p.m.

The remote e-voting module shall be disabled by CDSL for voting after Friday, 17th May, 2024 (05:00 P.M. IST).

Members, who are present at the EGM through VC / OAVM 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 during the EGM.

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Saturday, 11th May, 2024 will be entitled to cast their votes by remote e-voting or e-voting during the EGM. The voting right of members shall be in proportion to their shares of the paid-up equity share capital of the company as on cut-off date. Once the vote on a resolution is cast by the shareholder, the shareholder would not be allowed to change it subsequently.

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Road Kolkata WB 700080 Corp Off- B 402 Rishi Apartment Alaknanda Kalkaji New Delhi South
Delhi -110019**

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A person who is not a member on the cut-off date should accordingly treat the EGM Notice as for information purposes only.

We request you to kindly take the above on record and bring to the notice of all concerned.

Thanking You,
Yours Faithfully,

FOR, CONTAINERWAY INTERNATIONAL LIMITED

**SANKET SANJAY DEORA
DIRECTOR
DIN: 01417446**

Encl: Notice of the Extra-ordinary General Meeting

CONTAINERWAY INTERNATIONAL LIMITED

CIN: L60210WB1985PLC038478

Reg. off.: 6th Floor, R.No 608 , Saltee Plaza, Cabin No M-11, Near ILS Hospital, Kolkata - 700080

Email ID: containerwayinternational@gmail.com; Website: www.containerway.in; Contact: 011 6039925

NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS (THE "SHAREHOLDERS" OR THE "MEMBERS") OF CONTAINERWAY INTERNATIONAL LIMITED ("COMPANY") THAT AN EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE COMPANY WILL BE HELD ON SATURDAY, MAY 18, 2024 AT 04.00 P.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES.

SPECIAL BUSINESSES: -

ITEM NO. 1: TO APPOINT MS. ILA TRIVEDI (DIN: 10297697) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

To appoint Ms. Ila Trivedi (DIN: 10297697) as a Non-Executive Independent Director and in this regard to consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force Ms. Ila Trivedi (DIN: 10297697), who was appointed as an Additional Director and designated as Non-Executive Independent Director by the Board of Directors w.e.f. February 21, 2024 and who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that she meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of a Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from February 21, 2024 till February 20, 2029."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

ITEM NO. 2: TO APPOINT MS. SONU GUPTA (DIN: 07333591) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To appoint Ms. Sonu Gupta (DIN: 07333591) as a Non-Executive Independent Director and in this regard to consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force Ms. Sonu Gupta (DIN: 07333591), who was appointed as an Additional Director and designated as Non-Executive Independent Director by the Board of Directors w.e.f. February 21, 2024 and who has submitted a declaration under declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that she meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of a Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from February 21, 2024 till February 20, 2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

ITEM NO. 3: TO APPOINT MR. SANJAY DEORA (DIN: 01010427) AS NON- EXECUTIVE NON INDEPENDENT AS DIRECTOR OF THE COMPANY

To appoint Mr. Sanjay Deora (DIN: 01010427) as Non-Executive Non Independent Director and in this regard to consider, and if thought fit, to pass the following resolution as an **Ordinary** Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, as amended from time to time, Mr. Sanjay Deora (DIN: 01010427) who was

appointed as an Non-Executive Non Independent Additional Director of the Company based on the recommendation of the Nomination and Remuneration Committee w.e.f. February 21, 2024 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

**ITEM NO. 4: TO APPOINT MR. SANKET DEORA (DIN: 01417446) AS NON- EXECUTIVE
NON INDEPENDENT DIRECTOR OF THE COMPANY**

To appoint Mr. Sanket Deora (DIN: 01417446) as a Non-Executive Non Independent Director and in this regard to consider, and if thought fit, to pass the following resolution as an **Ordinary** Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, as amended from time to time, Mr. Sanket Deora (DIN: 01417446) who was appointed as Non-Executive Non Independent Additional Director of the Company w.e.f. February 21, 2024 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

FOR CONTAINERWAY INTERNATIONAL LIMITED

Date: 21/02/2024

Place: Kolkata

**ABHISHEK KHURSIJA
COMPANY SECRETARY & COMPLIANCE OFFICE
ICSI Mem. No: A60811**

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 25th April, 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. 6 to 13 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
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 applicable provisions of the Companies Act, 2013 read with MCA & SEBI Circulars as stated above.
11. The voting period begins on **Wednesday, 15th May, 2024 at 9.00 a.m. and ends on Friday, 17th May, 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 Saturday, 11th May, 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 Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 11th May, 2024 to Saturday 18th May, 2024 (both days inclusive) for the purpose of Extra Ordinary General Meeting of the Company.
16. 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. Saturday, 11th May, 2024.**

Quorum

17. 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

18. 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.

Voting Result

19. 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

20. 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.
21. 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.

INSTRUCTIONS 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
Individual Shareholders holding securities in Demat mode with CDSL Depository.	<ol style="list-style-type: none"> <li data-bbox="539 1093 1430 1346">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. <li data-bbox="539 1402 1430 1794">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. <li data-bbox="539 1850 1430 1973">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.

	<ol style="list-style-type: none"> 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. 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>Individual Shareholders holding securities in Demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online” for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/Ideas DirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to eVoting 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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for eVoting 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. NSDL and CDSL.

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 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.
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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<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.

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.
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.
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.
7. 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**

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. Tel: + 91-11-2996 1281-83, Fax: + 91-11-2996 1284 E-MAIL: - beetal@beetalfinancial.com
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

FOR CONTAINERWAY INTERNATIONAL LIMITED

Date: 21/02/2024

Place: Kolkata

ABHISHEK KHURSIJA

COMPANY SECRETARY & COMPLIANCE OFFICE

ICSI Mem. No: A60811

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

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 1 to 4

ITEM NO 1: TO APPOINT MS. ILA TRIVEDI (DIN: 10297697) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 21 February, 2024 appointed Ms. Ila Trivedi (DIN: 10297697) as Non-Executive Independent Additional Director of the Company. Considering the skills, integrity, expertise and experience possessed by Ms. Ila Trivedi (DIN: 10297697), the Board was of the opinion that the association of Ms. Ila Trivedi would be beneficial to the Company and it is desirable to appoint her as an Independent Director on the Board of the Company. Accordingly, the Board decided to recommend to the members of the Company for their approval, for the appointment of Ms. Ila Trivedi as an Independent Director for a term of five (5) consecutive years with effect from 21st February, 2024 to 20th February, 2029.

In accordance with the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, pursuant to Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), appointment, re-appointment or removal of an Independent Director of a Listed Entity, shall be subject to the approval of shareholders by way of a Special resolution.

The Company has received a declaration from Ms. Ila Trivedi (DIN: 10297697) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. As required under Regulation 25(8) of Listing Regulations, Ms. Ila Trivedi has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties with an objective of independent judgement and without any external influence.

Ms. Ila Trivedi has given consent to act as Director of the Company and has provided a declaration that she is not disqualified to be appointed as a Director of the Company. In the opinion of the Board, Ms. Ila Trivedi fulfils the conditions specified in the Act and

Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Ms. Ila Trivedi does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are annexed to this Notice.

Name of Director	Ms. Ila Trivedi (DIN: 10297697)
Age (in completed years)	45 years
Brief Resume covering Expertise in specific functional areas and Experience	Ms. Ila Trivedi, Indian Citizen, completed Post Graduation Diploma in Business Management from ABE UK affiliated college in Singapore. Later she worked in the field of Accounts and Finance in Singapore based Company for more than 8 years. Her core areas include Accounting and Finance. She currently has an experience in the field of about 23 years.
Qualifications	Post-Graduation Diploma in Business Management from ABE UK affiliated college in Singapore.
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	The Board of Directors of the Company has identified the core skills/expertise and competencies required in the context of the Company's business in the area of Human Resource Management & Administrative Management as well as she is also expertise in the area of Accounts & Finance. Ms. Ila Trivedi meets with various requirements in Governance and compliance in legal.
Directorships held in Companies	3
Membership / Chairmanship of Committees of Public Companies	Chairperson & Member in 3 Committees of Jagjanani Textiles Limited
Names of listed entities from where resigned as a Director, in past three years	Nil

Shareholdings in the Company	Nil
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.
Remuneration received from the Company in the past	Not applicable
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	Terms and conditions are mentioned in the draft letter of appointment available for inspection by the Members at the Registered Office of the Company.
Date of first appointment on the Board	21 st February, 2024
The number of Meetings of the Board attended during the Financial Year 2023-24 and thereafter	Not applicable

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly, financially, or otherwise, concerned or interested in the Special Resolution set out under Item No. 1.

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

ITEM NO 2: TO APPOINT MS. SONU GUPTA (DIN: 07333591) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 21st February, 2024 appointed Ms. Sonu Gupta (DIN: 07333591) as Non-Executive Independent Additional Director of the Company. Considering the skills, integrity, expertise, and experience possessed by Ms. Sonu Gupta (DIN: 07333591), the Board was of the opinion that the association of Ms. Sonu Gupta would be beneficial to the Company and it is desirable to appoint him as an Independent Director on the Board of the Company. Accordingly, the Board decided to recommend to the Members of the Company for their approval, for the appointment Sonu Gupta as an Independent Director for a term of five (5) consecutive years with effect from 21st February, 2024 till 20th February, 2029.

In accordance with the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, pursuant to Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), appointment, re-appointment or removal of an Independent Director of a Listed Entity, shall be subject to the approval of shareholders by way of a Special resolution.

The Company has received a declaration from Ms. Sonu Gupta (DIN: 07333591) to the effect that he meets the criteria of independence provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. As required under Regulation 25(8) of Listing Regulations, Ms. Sonu Gupta (DIN: 07333591) has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties with an objective of independent judgement and without any external influence.

Ms. Sonu Gupta has given consent to act as Director of the Company and has provided a declaration that she is not disqualified to be appointed as a Director of the Company.

In the opinion of the Board, Ms. Sonu Gupta fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Ms. Sonu Gupta does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are annexed to this Notice.

Name of Director	Ms. Sonu Gupta (DIN: 07333591)
Age (in completed years)	48 years
Brief Resume covering Expertise in specific functional areas and Experience	Ms. Sonu Gupta, Indian Citizen is a Mumbai based Practicing Advocate and an Insolvency Resolution Professional empanelled with IBBI (Insolvency and Bankruptcy Board of India) having a vast experience of more than 14 years in the Legal field of providing consultation to her clients. Her core areas of practice include providing legal resolution to various clients and has appeared before various Regulatory Bodies such as NCLT, SAT, High court and Supreme Court as well

Qualifications	LLB
The Skills and capabilities required for the role and way the proposed person meets such requirements	The Board of Directors of the Company has identified the core skills/expertise and competencies required in the context of the Company's business in the area of Legal and Financial Advisor. Ms. Sonu Gupta meets with various requirements in Governance and compliance in legal.
Directorships held in Companies	3
Membership / Chairmanship of Committees of Public Companies	Member in 3 Committees of Jagjanani Textiles Limited
Names of listed entities from where resigned as a Director, in past three years	Nil
Shareholdings in the Company	Nil
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.
Remuneration received from the Company in the past	Not applicable
Terms and Conditions of appointment / re- appointment along with details of remuneration sought to be paid	Terms and conditions are mentioned in the draft letter of appointment available for inspection by the Members at the Registered Office of the Company.
Date of first appointment on the Board	21 st February, 2024
The number of Meetings of the Board attended during the Financial Year 2023-24 and thereafter	Not applicable

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly, financially or otherwise, concerned or interested in the Special Resolution set out under Item No. 2.

The Board recommends the Special Resolution as set out at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

ITEM NO. 3: TO APPOINT MR. SANJAY DEORA (DIN: 01010427) AS NON-EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY

In order to utilize the expertise of the proposed appointee, the Board of Directors of the Company decided to appoint Mr. Sanjay Deora as a Non-Executive Non Independent Additional Director of the Company with effect from 21 February, 2024 based on the recommendation by Nomination and Remuneration Committee.

In terms of the provisions of Section 161 of the Companies Act, 2013, they hold office up to the next Annual General Meeting (AGM) and as such the approval of the shareholders is required to be taken at the next AGM only to be held in the year 2024 in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Since it would be necessary to obtain approval of the shareholders on or before 21st May, 2024 in terms of the provisions of the Listing Regulations, it is, proposed to obtain approval of the shareholders for their appointment by way of EGM. The Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on 21st February, 2024, have recommended appointment of Mr. Sanjay Deora as Director in the capacity of a Non-Executive Non Independent Director of the Company with effect from 21st February, 2024.

The Company has received

- (i) consent in in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act
- (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that they have not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority
- (iv) A notice in writing by a member proposing their candidature under Section 160(1) of the Act.

The details of Mr. Sanjay Deora (DIN: 01010427) as required to be given in terms of Regulation 26 and 36 of the Listing Regulations and Secretarial Standard-2 on General meeting are mentioned below:

DETAILS OF DIRECTORS

[Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings]

Full Name	Mr. Sanjay Deora
DIN	01010427
AGE	59 years
Original Date of Appointment	With effect from February 21st, 2024, subject to approval of the Shareholders.
Qualification	B.E. Mechanical
Experience	He is having Sound experience for production & planning of AAC, AAAC, ACSR conductors & G.I. wire, earth wire & cables & conductors' machineries & aluminium rods rolling mills & manufacturer of aluminium wire rods beside taking keen interest and motivation for achieving sales target.
Expertise	Putting innovative ideas for motivating for super-fast production and continuous development in machinery design and new products year by year to cover the entire spectrum of manufacturing activities covering the total requirement of cables and conductors and its machineries.
Last Remuneration	Nil
Shareholding	4,06,990 Equity Shares
Relationship with other directors and KMP	Mr. Sanket Deora is Son of Mr. Sanjay Deora.
Member/ Chairperson of committees of the Company	No
Directorships held in other companies	<ol style="list-style-type: none"> 1. BWE India Limited 2. Deora Wires N Machines Private Limited 3. Sampat Aluminium Private Limited 4. Sampat Heavy Engineering Limited
Membership of committees held in other Indian companies	-
Chairpersonship of committees held in other Indian companies	-

The Board accordingly, recommends the members for passing of the resolutions as set out at item No: 3 of the accompanying Notice as an Ordinary resolution.

Mr. Sanjay Deora & Mr. Sanket Deora are Father & Son.

Except the above, none of the Directors or Key Managerial Personnel of the Company or their relatives has any concern or interest, financially or otherwise, in the proposed resolutions except to their shareholding in the Company in their individual capacity or through family members.

ITEM NO. 4: TO APPOINT MR. SANKET SANJAY DEORA (DIN: 01417446) AS NON-EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY

In order to utilize the expertise of the proposed appointee, the Board of Directors of the Company decided to appoint Mr. Sanket Sanjay Deora (DIN: 01417446) as a Non-Executive Non Independent Additional Director of the Company with effect from 21 February, 2024 based on the recommendation by Nomination and Remuneration Committee.

In terms of the provisions of Section 161 of the Companies Act, 2013, they hold office up to the next Annual General Meeting (AGM) and as such the approval of the shareholders is required to be taken at the next AGM only to be held in the year 2024 in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Since it would be necessary to obtain approval of the shareholders on or before 21st May, 2024 in terms of the provisions of the Listing Regulations, it is, proposed to obtain approval of the shareholders for their appointment by way of EGM. The Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on 21st February, 2024, have recommended appointment of Mr. Sanket Sanjay Deora (DIN: 01417446) as Director in the capacity of a Non-Executive Non Independent Director of the Company with effect from 21st February, 2024.

The Company has received

- (v) consent in in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014
- (vi) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act
- (vii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that

they have not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority

- (viii) A notice in writing by a member proposing their candidature under Section 160(1) of the Act.

The details of Mr. Sanket Deora (DIN: 01417446) as required to be given in terms of Regulation 26 and 36 of the Listing Regulations and Secretarial Standard-2 on General meeting are mentioned below:

DETAILS OF DIRECTORS

[Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings]

Full Name	Mr. Sanket Deora
DIN	01417446
AGE	34 years
Original Date of Appointment	With effect from February 21 st , 2024, subject to approval of the Shareholders
Qualification	B.E. Mechanical
Experience	He is the key person and is involved in planning of AAC, AAAC, ACSR conductors & G.I. wire, earth wire & cables & conductors' machineries.
Expertise	Putting innovative ideas for motivating for super-fast production and continuous development in machinery design and new products year by year to cover the entire spectrum of manufacturing activities covering the total requirement of cables and conductors and its machineries
Last Remuneration	Nil
Shareholding	37,23,895 Equity Shares
Relationship with other directors and KMP	Mr. Sanjay Deora is father of Mr. Sanket Deora.
Member/ Chairperson of committees of the Company	No
Directorships held in other companies	1. Deora Wires N Machines Private Limited 2. Sampat Aluminium Private Limited
Membership of committees held in other Indian companies	Nil

Chairpersonship of committees held in other Indian companies	Nil
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The Board accordingly, recommends the members for passing of the resolutions as set out at item No: 4 of the accompanying Notice as an Ordinary resolution.

Mr. Sanjay Deora & Mr. Sanket Deora are Father & Son.

Except the above, none of the Directors or Key Managerial Personnel of the Company or their relatives has any concern or interest, financially or otherwise, in the proposed resolutions except to their shareholding in the Company in their individual capacity or through family members.

FOR CONTAINERWAY INTERNATIONAL LIMITED

Date: 21/02/2024

Place: Kolkata

ABHISHEK KHURSIJA

COMPANY SECRETARY & COMPLIANCE OFFICE

ICSI Mem. No: A60811