

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

23RD 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: Corrigendum of Notice of the 02/2024-25 Extra-Ordinary General Meeting of the
Company scheduled to be held on Thursday, 25th July 2024**

Ref: Notice of EGM submitted on 2nd July, 2024

This has reference to the Notice of the 02/2024-25 Extra-Ordinary General Meeting, issued by the Company for the purpose of seeking members approval by way of Special Resolution for “Issue of Equity Shares on preferential basis to the persons belonging to the non-promoter category which was already e-mailed to all the shareholders of the Company on July 2, 2024.

The Company through this corrigendum (“Corrigendum”) wishes to bring to the attention of the Shareholders, certain changes in Item No.2, 3 and its Explanatory Statement of the Notice, as detailed corrigendum is being enclosed herewith.

All other contents/information mentioned in the Notice save and except as modified or supplemented by the Corrigendum shall remain unchanged.

On and from the date hereof, this Corrigendum to the Notice form an integral part of the Notice which has already been circulated to shareholders of Company and shall always be read in conjunction with this Corrigendum which is also being uploaded on the website of the Company and Central Depository Services Limited (“e-voting agency”) at www.evotingindia.com.

This is for your information and records.

Yours Faithfully,

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

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

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CORRIGENDUM TO THE NOTICE OF THE 02/2024-25 EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY SCHEDULED TO BE HELD ON THURSDAY, 25TH JULY 2024

Containerway International Limited ("The Company") had issued a Notice of the Extra Ordinary General Meeting ("EGM") dated 2nd July, 2024 together with Explanatory Statement ("Notice") in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") thereto, for seeking approval of members of the Company by way of special resolution through EGM. The Notice has already been circulated to all the shareholders of the Company in due compliance with the provisions the Act and Listing Regulations on July 2, 2024.

The Company through this corrigendum ("Corrigendum") wishes to bring to the attention of the Shareholders, certain changes, as detailed below, in the Item No.2, 3 and its Explanatory Statement of the Notice as per suggestions/comments received from Stock Exchanges.

All other contents/information mentioned in the Notice save and except as modified or supplemented by the Corrigendum shall remain unchanged.

All other contents/information mentioned in the Notice save and except as modified or supplemented by the Corrigendum shall remain unchanged.

On and from the date hereof, this Corrigendum to the Notice form an integral part of the Notice which has already been circulated to shareholders of Company and shall always be read in conjunction with this Corrigendum which is also being uploaded on the website of the Company and Central Depository Services Limited ("e-voting agency") at www.evotingindia.com.

- 1. In Item No.2, paragraph No.2, by mistake we took the Relevant Date as Wednesday, 26th June, 2024 instead of Tuesday, 25th June, 2024. Considering the same, now Item No.2 read as under:**

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) 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

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("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 Tuesday, 25th 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.

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

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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.”

- 2. In an explanatory statement, Point no.iii of the Item No.2, the link of the valuation report not mentioned. Considering the same, now Point No.iii of Item No.2 read as under:**

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). The Valuation Report is available at the Company’s website at : www.containerway.co.in.

- 3. In an explanatory statement, Point no.v of the Item No.2, the Record date mentioned as Wednesday, 26th June, 2024 instead of Tuesday, 25th June, 2024. Considering the same, now Point No.v of Item No.2 read as under:**

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 Tuesday, 25th 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.

- 4. In an explanatory statement, Point No.x of the Item No.2, the Shareholding pattern of the Company before and after the preferential allotment, the total of the post preferential issue is incorrectly mentioned. Considering the same, now point No.xiii of Item No.2 read as under:**

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Shareholding pattern of the Company before and after the Preferential Allotment:

Pre and Post Shareholding Pattern of the Company

	Category	Pre preferential issue		Post preferential issue	
		No of Shares	%	No of Shares	%
A(1)	Promoters and Promoter Group (A)	27,000	0.41	27,000	0.23
	Indian Individual:				
	Bodies Corporate	-	-	-	-
	Sub -Total	27,000	0.41	27,000	0.23
2	Foreign Promoter	-	-	-	-
	Sub-Total (A)	27,000	0.41	27,000	0.23
B	Non-Promoters' holding:				
1.	Institutional Investors	2,00,000	3.06	2,00,000	1.72
2.	Non-Institution:				
	Private Corporate Bodies	56,675	0.87	56,675	0.48
	Directors and Relatives	41,30,885	63.19	41,30,885	35.54
	** Mr. Sanket Deora	37,23,895	-	37,23,895	-
	** Mr. Sanjay Deora	4,06,990	-	406990	-
	Indian Public	16,80,096	25.70	64,80,096	55.77
	# Mr. Surendra Shah	217415	-	217415	-
	Others Including NRIs	4,42,544	6.77	7,27,544	6.26
	Subtotal (B)	65,10,200	96.53	1,15,95,200	99.77
	GRAND TOTAL	65,37,200	100.00	1,16,22,200	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.

5. In an explanatory statement, Point No.xiii of Item No.2, the details of Ultimate Beneficiary Owner of HUF does not mentioned. Considering the same, now point No.xiii of Item No.2 read as under:

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:

There is no change in control, if any, in the Company consequent to the Preferential Allotment.

All the allottees are the Natural persons except as stated hereunder:

SR.NO .	NAMES OF HUF	Category	Pre-Issue of Holding		Post-Issue of Holding		NAMES OF ULTIMATE BENEFICIAL OWNERSHIP (UBO)
			Pre Issue Holding	% of holding	Post Issue-Holding	% of holding	
1	Vijay Narayandas	Non-Promoter	-	-	1,50,000	1.04	1. Mr. Vijay Narainbhai Amlani, Karta – 50.00%

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	Amlani HUF						2. Mr. Karan Vijay Amlani -50.00%
2	Uday Ramesh Shah HUF	Non-Promoter	-	-	1,35,000	0.94	1. Uday Ramesh Shah, Karta – 33.34% 2. Mrs. Monika Uday Shah : 33.33% 3.Mr. Jainam Uday Shah – 33.33%

6. In Item No.3, paragraph No.3, by mistake we took the Relevant Date as Wednesday, 26th June, 2024 instead of Tuesday, 25th June, 2024.Considering the same, now Item No.3 read as under:

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

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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) 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 *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

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 **Tuesday, 25th 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.
- 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.

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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.***

7. In an explanatory statement, Point no.v of the Item No.3, the Record date mentioned as Wednesday, 26th June, 2024 instead of Tuesday, 25th June, 2024. Considering the same, now Point No.v of Item No.3 read as under:

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

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 Tuesday, 25th 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.

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8. In an explanatory statement, Point no.ix of the Item No.3, the post preferential allotment status of the allottee not mentioned. Considering the same, now Point No.v of Item No.3 read as under:

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

9. In an explanatory statement, Point No.x of the Item No.3, the Shareholding pattern of the Company before and after the preferential allotment, the total of the post preferential issue is incorrectly mentioned. Considering the same, now point No.xiii of Item No.3 read as under:

Shareholding pattern of the Company before and after the Preferential Allotment:

Pre and Post Shareholding Pattern of the Company

	Category	Pre preferential issue		Post preferential issue (considering the full conversion of warrants into Equity Shares)	
		No of Shares	%	No. of Shares	%
A(1)	Promoters and Promoter Group (A)	27,000	0.41	27,000	0.23
	Indian Individual:				
	Bodies Corporate	-	-	-	-
	Sub -Total	27,000	0.41	27,000	0.23
2	Foreign Promoter	-	-	-	-
	Sub-Total (A)	27,000	0.41	27,000	0.23
B	Non-Promoters' holding:				
1.	Institutional Investors	2,00,000	3.06	2,00,000	1.31
2.	Non-Institution:				
	Private Corporate Bodies	56,675	0.87	56,675	0.37

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	Directors and Relatives	41,30,885	63.19	46,99,106	30.84
	** Mr. Sanket Deora	3723895	-	37,23,895	-
	** Mr. Sanjay Deora	406990	-	4,06,990	-
	Indian Public	16,80,096	25.70	95,25,757	62.52
	# Mr. Surendra Shah	217415	-	2,17,415	-
	Others Including NRIs	4,42,544	6.77	7,27,544	4.78
	Subtotal (B)	65,10,200	96.53	1,52,09,082	99.82
	GRAND TOTAL	65,37,200	100.00	1,52,36,082	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.

10. In an explanatory statement, Point no.xix of the Item No.3, the undertaking is not mentioned. Considering the same, new Point No.xxi inserted of Item No.3 read as under:

xxi: Undertaking:

- 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.
- The Company is eligible to make the Preferential Allotment to its Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
- 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.
- 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 and the power to re-compute the price be given to the Board/Committee
- 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.
- 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.

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Annexure – A

Annexure A: Showing details of Equity Shares as below:

Sr. No.	Name of the Proposed Allottee	Category (Promoter/ Non - Promoter) Pre and Post	Pre-preferential shareholding (No. of shares)	No. of securities to be allotted	Pre-Issue (%)	Post-preferential shareholding (No. of shares)	Post-Issue (%)
1	Arjavi Hemant Bhoot	Non-Promoter	10000	2,00,000.00	0.15	2,10,000.00	1.46%
2	Arun Gupta	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
3	Ashish Chugh	Non-Promoter	0	2,00,000.00	0	2,00,000.00	1.39%
4	B Rakesh Chordia	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
5	Bosco Armando Menezes	Non-Promoter	0	1,00,000.00	0	1,00,000.00	0.69%
6	Devi Salecha	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
7	Divick Kishore	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
8	Divya Aggarwal	Non-Promoter	0	1,25,000.00	0	1,25,000.00	0.87%
9	Puneet Agarwal	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
10	Emily Bosco Menezes	Non-Promoter	0	1,00,000.00	0	1,00,000.00	0.69%
11	Gladis Menezes	Non-Promoter	96	1,50,000.00	0	1,50,096.00	1.04%
12	Chintan Bharatbhai Rupapara	Non-Promoter	0	2,00,000.00	0	2,00,000.00	1.39%
13	Jagdish Prasad Choudhary	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
14	Jalpaben Nikunjibhai Bhuva	Non-Promoter	0	55,000.00	0	55,000.00	0.38%
15	Kamatbhai Sureshbhai Songara	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
16	Kanchan Sharma	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
17	Kejal Bhavin Jain	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
18	Madhu Rungta	Non-Promoter	800	25,000.00	0	25,800.00	0.17%

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19	Mahendra Girdharilal Wadhwani	Non-Promoter	0	2,00,000.00	0	2,00,000.00	1.39%
20	Mahesh Dhamjibhai Bhuva	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
21	Manoj Hansaria	Non-Promoter	0	75,000.00	0	75,000.00	0.52%
22	Megha Jain	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
23	Mukta Jain	Non-Promoter	2395	25,000.00	0	27,395.00	0.17%
24	Nitin Kumar Agarwal	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
25	Nitin Pukhraj Shah	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
26	Deepa Gupta	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
27	Pardeep Gupta	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
28	Payalben Hareshbhai Bhuva	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
29	Rahul Ishwarlal Velani	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
30	Ramaben Yogeshbhai Bhuva	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
31	Ratanben R Jain	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
32	Rishabh Kothari	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
33	Rohan Jain	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
34	SagarKumar Dhirajlal Ghetia	Non-Promoter	0	1,10,000.00	0	1,10,000.00	0.76%
35	Satish Kumar	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
36	Shipra Bathla	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
37	Siddharth Jain	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
38	Some Nath Paul	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
39	Subhi Soni	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
40	Sudhanshu Kanda	Non-Promoter	0	1,75,000.00	0	1,75,000.00	1.21%

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41	Sujata Piliñja Rao	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
42	Atul Kumar Mangal	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
43	Vandana Sachdeva	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
44	Ashvin Ranchhodbhai Varsani	Non-Promoter	0	55,000.00	0	55,000.00	0.38%
45	Nitin Kumar Agarwal	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
46	Vijay Narayandas Amlani HUF	Non-Promoter	0	1,50,000.00	0	1,50,000.00	1.04%
47	Vishal Sanjay Mehta	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
48	Yash Vinodbhai Doshi	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
49	Shalini Juneja	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
50	Hitesh Ramesh Rambhia	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
51	Anand Gupta	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
52	Mahek Aggarwal	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
53	Sonika Aggarwal	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
54	Manav Aggarwal	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
55	Nischal Mittal	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
56	Sachin Kumar	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
57	Shikha Aggarwal	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
58	Shweta Singhal	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
59	Ratilal D Satodiya	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
60	Ajit Talakchand Dalal	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
61	Deepak BharatKumar Trivedi	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
62	Drashti Ajay Mehta	Non-Promoter	0	25,000.00	0	25,000.00	0.17%

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63	Hetal Manish Shah	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
64	Isha Ketan Anandpara	Non-Promoter	0	40,000.00	0	40,000.00	0.28%
65	Jainam Uday Shah	Non-Promoter	0	1,35,000.00	0	1,35,000.00	0.94%
66	Jayshree Paresh Jogi	Non-Promoter	0	40,000.00	0	40,000.00	0.28%
67	Jignesh Madhukant Mehta	Non-Promoter	0	4,05,000.00	0	4,05,000.00	2.81%
68	Manish Navnit Lal Shah	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
69	Monika Uday Shah	Non-Promoter	0	1,35,000.00	0	1,35,000.00	0.94%
70	Mukesh Bherulal Jain	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
71	Pankaj DhansukhLal Dani	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
72	Prerana Vadan Shah	Non-Promoter	0	20,000.00	0	20,000.00	0.14%
73	Reshma Rahul Shah	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
74	Sandhya Kiran Shah	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
75	Sushila IshvarLal Shah	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
76	Uday Ramesh Shah HUF	Non-Promoter	0	1,35,000.00	0	1,35,000.00	0.94%
77	Vadan Chhabildas Shah	Non-Promoter	0	20,000.00	0	20,000.00	0.14%
78	Varsha Ashok Desai	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
79	Vibha P Shethiya	Non-Promoter	0	40,000.00	0	40,000.00	0.28%
80	Vineet Pravin Mehta	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
81	Sudha Pandey	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
82	Mohammed Farooque Khan Mehmudkhan Pathan	Non-Promoter	0	10,000.00	0	10,000.00	0.07%
83	Shashank Shekhar Chaturvedi	Non-Promoter	0	50,000.00	0	50,000.00	0.35%

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84	Bansi Lal Jain	Non-Promoter	0	1,00,000.00	0	1,00,000.00	0.69%
85	Jinal vijay Shah	Non-Promoter	0	80,000.00	0	80,000.00	0.55%
86	Manju Jain	Non-Promoter	0	50,000.00	0	50,000.00	0.35%
87	Bhavik VijayKumar Shah	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
88	Harshita Kothari	Non-Promoter	0	25,000.00	0	25,000.00	0.17%
89	Viraj Rajiv Shah	Non-Promoter	0	55,000.00	0	55,000.00	0.38%
	TOTAL NO. OF SECURITIES			50,85,000.00		50,85,000.00	

Annexure A: Showing Details of Warrants as below:

Sr. No.	Name of the Proposed Allottee	Category (Promoter/ Non - Promoter) Pre and Post	Pre-preferential shareholdin g (No. of shares)	No. of securities to be allotted	Pre-Issue (%)	Post-preferential shareholdin g (No. of shares)	Post-Issue (%)
1	Sanket S Deora	*Non-Promoter	37,23,895	5,68,221.00	56.96	42,92,116	28.61
2	Yeshwant Bothra	Non-Promoter	0	28,45,661.00	0	28,45,661	18.97
3	Niranjan Jain	Non-Promoter	0	2,00,000.00	0	2,00,000	1.76
TOTAL NO. OF WARRANTS				3613882		73,37,777	49.34

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

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