



**UTKARSH SHAH**

**COMPLIANCE CERTIFICATE**

**(Pursuant to Regulation 163(2), PART III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements Regulations 2018 including any amendment/modification thereof)**

To,  
The Board of Directors  
Containerway International Limited  
6th Floor, Room No 608 , Saltee Plaza,  
Cabin No M-11, Near ILS Hospital,  
Kolkata, West Bengal, India, 700080

I, Utkarsh Shah & Co., Practicing Company Secretary has been appointed vide Letter dated 1<sup>st</sup> June, 2024, by Containerway International Limited (hereinafter referred to as "Company"), having CIN L60210WB1985PLC038478 having its registered office at 6th Floor, Room No 608 , Saltee Plaza, Cabin No M-11, Near ILS Hospital, Kolkata, Mall Road, Kolkata, Kolkata, West Bengal - 700080 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

The Board of Directors of the Company in their meeting held on 29<sup>th</sup> May, 2024 approved to create issue, offer and allot upto 50,85,000 equity shares aggregating upto face value of Rs.5/- per share and Rs.15/- per shares as Premium Amount and in total Rs.20/- per shares and 36,13,882 convertible Equity warrants ("Warrants") and each Warrants are convertible in to one equity shares of face value of Rs. 5/- each fully paid-up ("Equity Share") of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, to three Buyers belong to Non-Promoter Category ("Proposed Allottees") on preferential issue basis at a Price of Rs. 20/- (Rupees Twenty Only) per Warrant (including a premium of Rs. 15 /- (Rupees Fifteen only), to the proposed allottee enclosed as Annexure - A to non-promoter group/Public Category of the Company on preferential and private placement basis in accordance with the applicable laws. Accordingly, in accordance with the Regulations.

**UTKARSH SHAH & CO.**

Practicing Company Secretary

FCS, LLB, B.Com

302-303, Sakar-1, Near Gandhigram Railway Station, Ellisbridge Ahmedabad 380005

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## UTKARSH SHAH

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company ("Management"), as required under the aforesaid Regulations, I have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue.

Based on the procedures performed as mentioned above and information, explanations and representation provided by the Company, nothing has come to our attention that causes us to believe that the proposed preferential issue of equity shares being made would not be in accordance with Chapter V of the Regulations.

### Certification:

Based on my examination of such information/documents and explanation furnished to me by the management and employees of the Company and to the best of my knowledge and belief, I hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations as applicable to the preferential issue.

FOR UTKARSH SHAH & CO.,

(Utkarsh Shah)

PRACTICING COMPANY SECRETARY  
PROPRIETOR

MEM. NO.: F12526, COP: 26241

UDIN: F012526F000636237

Peer Review:5116/2023

Date: 29.06.2024

Place: Ahmedabad



**UTKARSH SHAH & CO.**

Practicing Company Secretary

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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	1.38%
2	Arun Gupta	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
3	Ashish Chugh	Non-Promoter	0	2,00,000.00	0	2,00,000.00	1.31%
4	B Rakesh Chordia	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
5	Bosco Armando Menezes	Non-Promoter	0	1,00,000.00	0	1,00,000.00	0.66%
6	Devi Salecha	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
7	Divick Kishore	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
8	Divya Aggarwal	Non-Promoter	0	1,25,000.00	0	1,25,000.00	0.82%
9	Puneet Agarwal	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
10	Emily Bosco Menezes	Non-Promoter	0	1,00,000.00	0	1,00,000.00	0.66%
11	Gladis Menezes	Non-Promoter	96	1,50,000.00	0	1,50,096.00	0.99%
12	Chintan Bharatbhai Rupapara	Non-Promoter	0	2,00,000.00	0	2,00,000.00	1.31%
13	Jagdish Prasad Choudhary	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
14	Jalpaben Nikunjibhai Bhuvra	Non-Promoter	0	55,000.00	0	55,000.00	0.36%
15	Kamalbhai Sureshbhai Songara	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
16	Kanchan Sharma	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
17	Kejal Bhavin Jain	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
18	Madhu Rungta	Non-Promoter	800	25,000.00	0	25,800.00	0.17%
19	Mahendra Giridharilal Wadhwani	Non-Promoter	0	2,00,000.00	0	2,00,000.00	1.31%
20	Mahesh Dhamjibhai Bhuvra	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
21	Manoj Hansaria	Non-Promoter	0	75,000.00	0	75,000.00	0.49%
22	Megha Jain	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
23	Mukta Jain	Non-Promoter	2395	25,000.00	0	27,395.00	0.18%
24	Nitin Kumar Agarwal	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
25	Nitin Pukhraj Shah	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
26	Deepa Gupta	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
27	Pardeep Gupta	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
28	Payalben Hareeshbhai Bhuvra	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
29	Rahul Ishwarlal Velani	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
30	Ramaben Yogeshbhai Bhuvra	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
31	Ratanben R Jain	Non-Promoter	0	25,000.00	0	25,000.00	0.16%



32	Rishabh Kothari	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
33	Rohan Jain	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
34	SagarKumar Dhirajlal Ghetia	Non-Promoter	0	1,10,000.00	0	1,10,000.00	0.72%
35	Satish Kumar	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
36	Shipra Bathla	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
37	Siddharth Jain	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
38	Some Nath Paul	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
39	Subhi Soni	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
40	Sudhanshu Kanda	Non-Promoter	0	1,75,000.00	0	1,75,000.00	1.15%
41	Sujata Piliinja Rao	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
42	Atul Kumar Mangal	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
43	Vandana Sachdeva	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
44	Ashvin Ranchhodbhai Varsani	Non-Promoter	0	55,000.00	0	55,000.00	0.36%
45	Nitin Kumar Agarwal	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
46	Vijay Narayandas Amlani HUF	Non-Promoter	0	1,50,000.00	0	1,50,000.00	0.98%
47	Vishal Sanjay Mehta	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
48	Yash Vinodbhai Doshi	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
49	Shalini Juneja	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
50	Hitesh Ramesh Rambhia	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
51	Anand Gupta	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
52	Mahek Aggarwal	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
53	Sonika Aggarwal	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
54	Manav Aggarwal	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
55	Nischal Mittal	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
56	Sachin Kumar	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
57	Shikha Aggarwal	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
58	Shweta Singhal	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
59	Ratilal D Satodiya	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
60	Ajit Talakchand Dalal	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
61	Deepak BharatKumar Trivedi	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
62	Drashti Ajay Mehta	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
63	Hetal Manish Shah	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
64	Isha Ketan Anandpara	Non-Promoter	0	40,000.00	0	40,000.00	0.26%
65	Jainam Uday Shah	Non-Promoter	0	1,35,000.00	0	1,35,000.00	0.89%



66	Jayshree Paresh Jogi	Non-Promoter	0	40,000.00	0	40,000.00	0.26%
67	Jignesh Madhukant Mehta	Non-Promoter	0	4,05,000.00	0	4,05,000.00	2.66%
68	Manish Navnit Lal Shah	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
69	Monika Uday Shah	Non-Promoter	0	1,35,000.00	0	1,35,000.00	0.89%
70	Mukesh Bherulal Jain	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
71	Pankaj Dhansukhlal Dani	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
72	Prerana Vadan Shah	Non-Promoter	0	20,000.00	0	20,000.00	0.13%
73	Reshma Rahul Shah	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
74	Sandhya Kiran Shah	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
75	Sushila Ishvarlal Shah	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
76	Uday Ramesh Shah HUF	Non-Promoter	0	1,35,000.00	0	1,35,000.00	0.89%
77	Vadan Chhabildas Shah	Non-Promoter	0	20,000.00	0	20,000.00	0.13%
78	Varsha Ashok Desai	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
79	Vibha P Shethiya	Non-Promoter	0	40,000.00	0	40,000.00	0.26%
80	Vineet Pravin Mehta	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
81	Sudha Pandey	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
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	0.33%
84	Bansi Lal Jain	Non-Promoter	0	1,00,000.00	0	1,00,000.00	0.66%
85	Jinal vijay Shah	Non-Promoter	0	80,000.00	0	80,000.00	0.53%
86	Manju Jain	Non-Promoter	0	50,000.00	0	50,000.00	0.33%
87	Bhavik VijayKumar Shah	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
88	Harshita Kothari	Non-Promoter	0	25,000.00	0	25,000.00	0.16%
89	Viraj Rajiv Shah	Non-Promoter	0	55,000.00	0	55,000.00	0.36%
<b>TOTAL NO. OF SECURITIES</b>				<b>50,85,000.00</b>		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 shareholding (No. of shares)	No. of securities to be allotted	Pre-Issue (%)	Post- preferential shareholding (No. of shares)	Post-Issue (%)
1	Sanket S Deora	*Non-Promoter	37,23,895	5,68,221.00	56.96	42,92,116	28.17%
2	Yeshwant Bothra	Non-Promoter	0	28,45,661.00	0	28,45,661	18.68%
3	Niranjan Jain	Non-Promoter	0	2,00,000.00	0	2,00,000	1.31%
<b>TOTAL NO. OF WARRANTS</b>				<b>3613882</b>		<b>73,37,777</b>	

