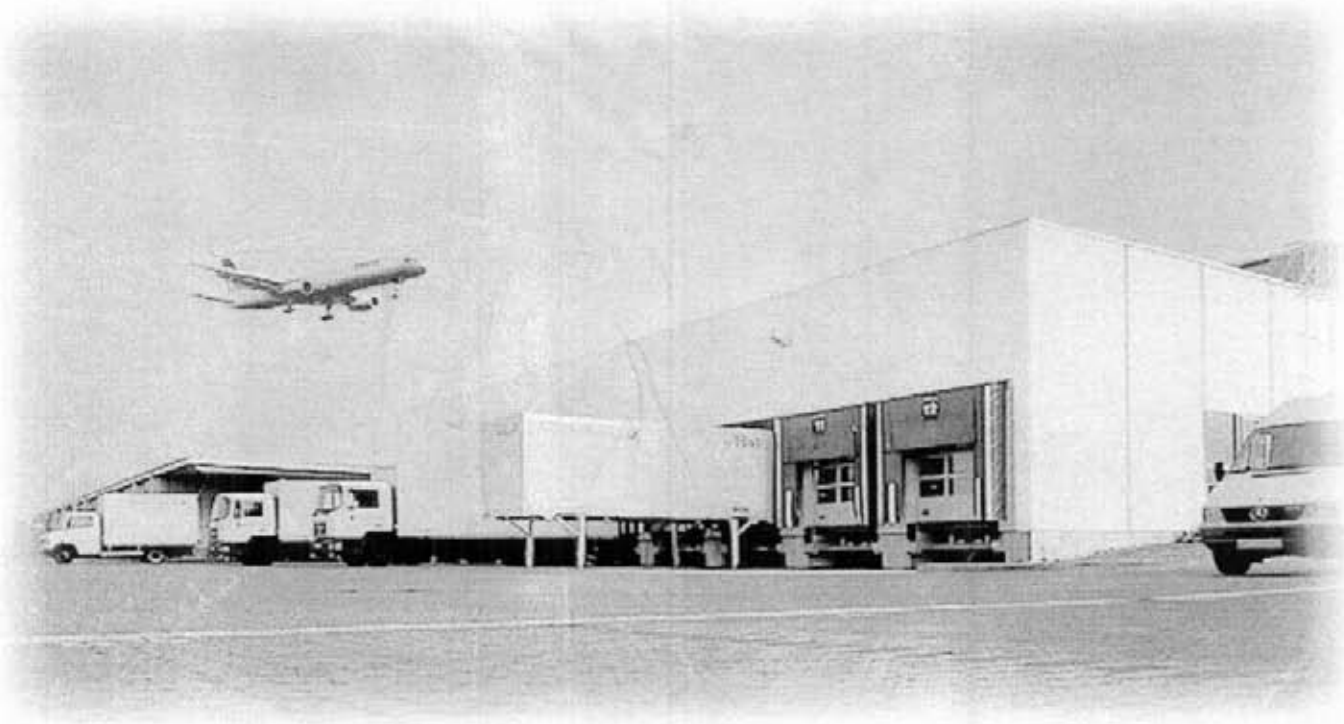


Annual Report 2014-2015



Containerway International Limited

CORPORATE INFORMATION

Board of Directors

1. Mr. Salem L. Ganapathi, Director
2. Ms. Jyoti Ganapathi, Additional Director,
3. Ms. Jayashree Ganapathi

Statutory Auditors

M/s. Batra Deepak Associates

Chartered Accountants

Address: 1-B1/17, Lalita Park, Vikas Marg,

Laxmi Nagar, Delhi-110092

Registered Office / Corporate Office

Chatterjee International Centre 16th Floor,

Suite No A/1, Ch. No. 933A,

Jawaharlal Nehru Road,

Park Street,

Kolkatta-700071

For Containerway International Ltd


Authorised Signatory

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For Containerway International Ltd


Authorised Signatory

NOTICE OF ANNUAL GENERAL MEETING

To

The Members

Notice is hereby given that the Annual General Meeting of the members of Containerway International Limited will be held on Wednesday, 30th day of September, 2015 at 11:00 A.M. at Aston International, 75 Harish Mukherji Road, Kolkata - 700 025, to transact the following business:

Ordinary Business

1. To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2015 and Report of Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. Salem Lakshmanan Ganapathi who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, pass with or without modification(s), the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof and pursuant to the recommendation of the Audit Committee and Board of Directors, the appointment of M/s. Batra & Associates, Chartered Accountants (Firm Registration No.005408C), as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting at such remuneration plus service tax, out of pocket expenses and travelling expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors for the financial year ending March 31, 2016."

For Containerway International Ltd.


Authorised Signatory

Special Business

Regularization of appointment of Ms. Jyoti Ganapathi as Director on the Board of company

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

“RESOLVED THAT pursuant to 160 & 161 of the Companies Act, 2013 and any other applicable provision (any modification or reenactment thereof), if any, of the Companies Act, 2013, Ms. Jyoti Ganapathi (holding DIN 01151680) who was appointed as an Additional Director in the meeting of the Board of Directors held on September 30, 2014 and whose term expires at the ensuing Annual General Meeting of the Company and for the Appointment of whom the Company has received a notice in writing proposing her candidature for the office of the director be and is hereby appointed as director of the Company.”

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Only registered members of the Company holding shares as on the Cut-off date decided for the purpose, being September 04, 2015, or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
3. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding and shareholders.

Other Instructions:

- A. Shareholders are requested to carefully read the instructions printed in the Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the

Scrutinizer so as to reach the Scrutinizer on or before 05:00 P.M. on September 28, 2015. The postage cost will be borne by the Company. However, envelopes containing Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.

- B. Ms. Neha Sethi, Practicing Company Secretary (COP No. 12908) has been appointed as scrutinizer to scrutinize the voting process in a fair and transparent manner.
- C. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through in the presence of at least two witnesses not in the employment of the Company and make not later than three days of the conclusion of the meeting, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the chairman or a person authorized by him in writing who shall countersign the same.
- D. The results declared along with the Scrutinizers report shall be placed on the website of the company within two days of passing of the resolution at Annual General Meeting on September 30, 2015 and will be communicated to the designated stock exchanges where the shares of the company are listed.
- E. All the documents referred to in the accompanying notice and Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 will be available at the registered office of the company during the business hours on all working days up to the date of declaration of the result of the Annual General Meeting of Company.
- F. The Register of Directors' shareholding maintained under Section 170 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), will be available for inspection by the members at the AGM.
- G. Members/Proxies should bring duly filled attendance slips attached herewith for attending the meeting.

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

**Sd/-
Salem Lakshmanan Ganpathi
(Director)
DIN: 01151727**

**Date: August 18, 2015
Place: Kolkata**

Explanatory Statement Pursuant to Section 102 (1) of The Companies Act, 2013

Ms. Jyoti Ganapathi, additional director of the company (appointed w.e.f. 30.09.2014) is proposed to be appointed as Director of the company.

Ms. Jyoti Ganapathi being eligible and offering herself for appointment is proposed to be appointed as Director of the company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The resolution seeks the approval of members for the appointment of Ms. Jyoti Ganapathi as Director of the Company.

Ms. Jyoti Ganapathi, aged 36 years, holds a Bachelor degree in Arts in economics and Psychology. She did her masters in Human Resource and Industrial Relations from University of Illinois at Urbana - Champaign, United States. She is the Founder and Chief Executive officer of Dosa Inc. One of the first fully mobile food trucks in the Delhi/NCR region. Dosa Inc serves the corporate customers during the week and a residential clientele over the weekend.

The Board recommends the passing of resolution set forth at item no. 4 for approval of the shareholders as an Ordinary Resolution

Mr. S. L. Ganapathi, Ms. Jayashree Ganapathi & Ms. Jyoti Ganapathi Directors are interested in passing of this resolution.

None of the Key Managerial Personnel of the Company and/or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution.

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

**Sd/-
Salem Lakshmanan Ganpathi
(Director)
DIN: 01151727**

**Date: August 18, 2015
Place: Kolkata**

Directors' Report

To
The Members

Your Directors are pleased to present the Annual report and Company's audited financial statements for the financial year ended March 31, 2015.

1. Financial Results

The Company's financial performance for the financial year ended March 31, 2015 is summarized below:

Particulars	As on March 31, 2015 (in Rs.)	As on March 31, 2014 (in Rs.)
Sales & other Income	915,000	68,750
Expenses	66,108	87,580
Gross Profit /Loss	848,892	(18,830)
Depreciation	-	-
Income tax	161,756	-
Profit /Loss brought forward	(47,190,657)	(4,71,71,827)
Transferred to General Reserve	-	-
Profit / Loss available for appropriation	-	-
Balance carried to Balance Sheet	(46,503,521)	(4,71,90,657)

Current Operations & Future Outlook (State of Company's affairs):

The company has been in-operative for the past few years and there being no business in the Company, the directors are mapping out to revive the business of the company.

Revocation of suspension of securities of the company on Calcutta Stock Exchange Limited ('CSE')

As the members are aware that the securities of the Company are listed on CSE and which are suspended from dealing on the exchange, we wish to apprise the members in this regard that the company has

initiated the process of revocation and submitted all the requisite documents with the exchange. Further, the revocation of matter is in the process. We hope that the company will be able to get its suspension revoked from the exchange soon.

Performance and financial position of each of the subsidiaries

As on the date of this director's report, the Company has no subsidiary.

Details of change in the nature of business, if any; Not Applicable

Dividend

Since there are no profits during the year, the directors regret their inability to recommend any dividend for the Financial Year beginning on April 1, 2014 and ending on March 31, 2015.

Extracts of Annual Return in accordance with Section 92(3)

A separate annexure in Form MBP 9 containing extracts of Annual Return forms part of this Directors Report at Annexure A.

Directors

During the year under review, there has been some change in the directorship of the company. Mr. Zueb Fazleabbas Raniwala resigned from directorship of the Company w.e.f 31.05.2014.

Mr. Gulshan Batra was appointed as an additional director w.e.f. 30th September, 2014 resigned from the Board of the Company w.e.f. 10th October, 2014 .

Ms. Jyoti Ganapathi, who was appointed as an additional director w.e.f. 29th May, 2014 vacated from the directorship of company w.e.f. 30.09.2014, joined the Board of the company again w.e.f. 30.09.2014 the same date as an additional director on the Board. However, her appointment seeks the confirmation from the members for being re-appointed as a Director on the Board.

Mr. Salem Lakshmanan Ganapathi, Ms. Jayashree Ganapathi and Ms. Jyoti Ganapathi are the existing directors of the Company.

Meetings of Board of Directors

During the year under review the Board of Directors of the Company met Seven times on May 29, 2014, July 14, 2014, August 21, 2014 September 30, 2014, October 10, 2014, November 14, 2014, , February 08, 2015.

Audit Committee and Vigil Mechanism

Your Directors wish to inform that in Compliance with Section 177 of the Companies Act, 2013 an audit committee has been duly constituted. However, the Composition of the committee is not in compliance with the provisions of Companies act due to non availability of adequate personnel i.e. independent

director on the Board of the Company. As on the date, the Audit Committee as on March 31, 2015 comprises of the following non-independent Directors:

Mr. Salem Lakshmanan Ganapathi	Non-Independent Director, Chairman
Ms. Jayashree Ganapathi	Non-Independent Director, Member
Ms. Jyoti Ganapathi	Non-Independent Director, Member

The Audit Committee has constituted a vigil mechanism named Whistle Blower Policy ("Policy") to deal with instance of unethical practices, fraud and mismanagement or gross misconduct by the employees of the Company, if any, that can lead to financial loss or reputational risk to the organization. It is hereby confirmed that no personnel has been denied access to the Audit Committee. A copy of the same is annexed with the Director Report as **Annexure B**.

Nomination & Remuneration Committee

The Board of the Company has constituted a policy on the nomination and remuneration of the KMP's and senior management of the Company. A copy of the same is annexed herewith the Directors' Report as **Annexure C**. In terms of the provisions of Companies Act, 2013, the Nomination & Remuneration Committee as on March 31, 2015 comprises of the following Directors:

Mr. Salem Lakshmanan Ganapathi	Non-Independent, Non-Executive Director, Chairman
Ms. Jayashree Ganapathi	Non-Independent Director, Non-Executive Member
Ms. Jyoti Ganapathi	Non-Independent Director, Non-Executive Member

Shareholders Grievance Committee

The Company has constituted Shareholders Grievance Committee with following composition:-

Mr. Salem Lakshmanan Ganapathi	Non-Independent, Non-Executive Director, Chairman
Ms. Jayashree Ganapathi	Non-Independent Director, Non-Executive Member
Ms. Jyoti Ganapathi	Non-Independent Director, Non-Executive Member

Directors Responsibility Statement

1. The annual accounts for the financial year ended March 31, 2015 were prepared as per the applicable Accounting Standards along with proper explanations relating to material departures;