

ANNUAL REPORT

2020-21

**CONTAINERWAY
INTERNATIONAL LIMITED**

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CONTAINERWAY INTERNATIONAL LIMITED

CIN: L60210WB1985PLC038478

Email: containerwayinternational@gmail.com; Website: www.containerway.in

ISIN: INE319U01014

CORPORATE INFORMATION		
Board of Directors		
Mr. Salem Lakshmanan Ganapathi (Director)	Mr. Kamal Kumar (Non-Executive Independent Director)	Ms. Jayashree Ganapathi (Director)
Ms. Jyoti Ganapathi (Director)		Mr. PrayasHuria (Company Secretary & Compliance Officer) M.No: A41948
Statutory Auditors		Registrar and Share Transfer Agent
B Aggarwal & Company (Chartered Accountants) Address: 8/19, GF, Smile Chamber, WEA, Karol Bagh, New Delhi-110005 Phone: 91-11-41451520 Fax: 91-11-28751685 Email: info@bac.firm.in		Beetal Financial & Computer Services (P) Limited Address: Beetal House, 3 rd Floor,99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062 Phone: 91-11-29961281-83 Fax: 91-11-29961284 Email: beetal@beetalfinancial.com
Registered Office		
2A, Ganesh Chandra Avenue, Commerce House, 9th Floor, Room No.8A, Kolkata-700013		
Corporate Office		
B-402, Rishi Apartments, Alaknanda, Kalkaji, New Delhi- 110019		

CONTAINERWAY INTERNATIONAL LIMITED**CIN: L60210WB1985PLC038478****Regd. Office: 2A, Ganesh Chandra Avenue, Commerce House,****9th Floor, Room No.8A, Kolkata 700013****Corp Off: B-402, Rishi Apartments, Alaknanda, Kalkaji, New Delhi- 110019****Email: containerwayinternational@gmail.com; Website: www.containerway.in****Contact: 011 – 26039925****NOTICE OF ANNUAL GENERAL MEETING**

To
The Members,

Notice is hereby given that 33rd Annual General Meeting of the members of Containerway International Limited will be held on Friday the 24th day of September 2021 at 11:00 a.m. IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), 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, 2021 and Report of Board of Directors and the Auditor's thereon.
2. To re- appoint a director in place of Mr. Jayashree Ganapathi (DIN: 01158489), who retires by rotation and being eligible offers herself for re-appointment.
3. To Re-appoint B. Aggarwal & Co., Chartered Accountants as the Statutory Auditors for a period of next 5 years i.e., till the conclusion of 38th Annual General Meeting (Annual General Meeting for the financial year ended on March 31, 2026) subject to the ratification by the shareholder in every Annual General Meeting.

Special Business:

4. Subdivision of Equity shares from face value of Rs. 10 each to Face Value of Rs. 5 each

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authority(ies), approval of the members of the Company be and is hereby accorded for sub-division of Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each fully paid up into 2 equity shares having a face value of Rs. 5/- (Rupees Five only) each fully paid up on such date as may be fixed by the Board of Directors of the Company (hereinafter referred to as the “Board”

which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) for this purpose (hereinafter referred to as “Record Date”).

RESOLVED FURTHER THAT pursuant to the Sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of 1(One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each shall stand sub-divided into 2 (Two) equity shares having a face value of Rs. 5/- (Rupees Five only) each from the Record Date and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up Equity Share of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the Existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in case of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, papers and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to above resolutions.”

5. Alteration of Clause V i.e. Capital Clause of the Memorandum of Association of the Company

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, and rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approval(s)/consent(s) from the concerned Statutory/Regulatory Authority(ies) the approval of the members of the Company is hereby accorded to alter the existing Clause V of the Memorandum of Association of the Company relating to Capital by substituting with the following Clause V:

“V. The Authorized Share Capital of the Company is Rs. 6,75,00,000/- (Rupees Six Crore Seventy-Five Lakh Only) divided into 69,00,000 Equity Shares of Rs. 5/- each and 33,00,000 0.01% Non-Convertible Redeemable Preference Shares of Rs. 10/- each with power to increase, reduce or reorganize the same in accordance with the provisions of Companies Act, 2013.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred by the Board and as may be authorized by the Board in that behalf), be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

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

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

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

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

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

RESOLVED FURTHER THAT upon the confirmation from the Central Government the registered office of the Company be shifted from Room #9th Floor, Room No.8A, Commerce House, 2A, Ganesh Chandra Avenue, Kolkata - 700013, West Bengal to such Place located in NCT of Delhi & Haryana as determined by the Board of Directors of the company;

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

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

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

Date: 27th August, 2021
Place: New Delhi

Prayas Huria
(Company Secretary & Compliance Officer)

Notes:

1. Additional information, pursuant to the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, in respect of director seeking re-appointment at the Annual General Meeting forms part of the Notice.
2. PLEASE NOTE THAT THE MEMBERS OF THE COMPANY HOLDING PREFERENCE SHARES SHALL HAVE VOTING RIGHTS IN TERMS OF SECTION 47 (2) OF THE COMPANIES ACT, 2013.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty-eight (48) hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to Company.
4. Members/Proxies/authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting along with a valid ID Proof such as PAN card, AADHAR Card or Driving License to enter the AGM hall.
5. Only registered members of the Company holding shares as on the **Cut-off date** decided for the purpose, being **Friday, August 20, 2021**, or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
6. The Register of members and share transfer books of the Company will remain closed from **Saturday, the 18th September, 2021 to Friday, the 24th September, 2021** (both days inclusive).
7. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding.

8. Voting Through Electronic Means

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

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

EVS (ELECTRONIC VOTING SEQUENCE NUMBER)	COMMENCEMENT OF E- VOTING	END OF E-VOTING
210827066	Tuesday, September 21, 2021, at 10.00 A.M	Thursday, September 23 2021, at 5.00 P.M.

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

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

- (1) The voting period begins on Tuesday, September 21, 2021 at 10.00 A.M. and ends on Thursday, September 23rd 2021 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 Friday, September 17, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
- (3) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (4) 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 abovesaid 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	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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 e-Voting 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.
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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. CDSL and NSDL

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 022- 23058738 and 22-23058542-43.
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

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- (5) The shareholders should log on to the e-voting website www.evotingindia.com.
- (6) Click on Shareholders.
- (7) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (8) Next enter the Image Verification as displayed and Click on Login.