

ANNUAL REPORT

2022-23

**CONTAINERWAY
INTERNATIONAL LIMITED**

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ANNUAL REPORT 2022-23

CONTAINERWAY INTERNATIONAL LIMITED

CIN: L60210WB1985PLC038478

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

ISIN: INE319U01014

CORPORATE INFORMATION	
Board of Directors	
Mr. Salem LakshmananGanapathi (Director)	Ms. JayashreeGanapathi (Director)
Ms. JyotiGanapathi (Director)	Ms. Monika Awana (Non Executive Independent Director)
Mr. Shashi Kumar (Non Executive Independent Director)	Mr. SurajSinghal (Non Executive Independent Director)
Mr. AbhishekKhursija (Company Secretary & Compliance Officer) M.No: A60811	
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 HarsukhdasMandir, New Delhi- 110062 Phone: 91-11-29961281-83 Fax: 91-11-29961284 Email: beetal@beetalfinancial.com
Registered Office	
6th Floor, Room No 608 , Saltee Plaza Cabin No M-11, Near ILS Hospital, Kolkata Mall Road Kolkata WB-700080	
Corporate Office	
B-402, Rishi Apartments, Alaknanda, Kalkaji, New Delhi- 110019	

CONTAINERWAY INTERNATIONAL LIMITED**CIN: L60210WB1985PLC038478****Regd. Office:** 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 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 34th Annual General Meeting of the members of Containerway International Limited will be held on Thursday the 28th day of September 2023 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, 2023 and Report of Board of Directors and the Auditor's thereon.
2. To re- appoint a director in place of Mr. Salem Lakshmanan Ganapathi(DIN: [01151727](#)), who retires by rotation and being eligible offers herself for re-appointment.
3. To Ratify B. Aggarwal & Co., Chartered Accountants as the Statutory Auditors for a Financial Year 2023-24

Special Business:

4. **Shifting of the Registered Office from the State of West Bengal to the State of Gujarat 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 Gujarat (i.e. to the jurisdiction of

Registrar of Companies, Ahmedabad) 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 State of Gujarat, within the jurisdiction of Registrar of Companies of Ahmedabad”

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 6th Floor, Room No 608 , Saltee Plaza Cabin No M-11, Near ILS Hospital, Kolkata Mall Road Kolkata WB - 700080, to such Place located in State of Gujarat 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: 04th September, 2023
Place: New Delhi**

**Abhishek Khursija
(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 25, 2023**, 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 **Friday, the 22nd September, 2023 to Thursday, the 28th September, 2023** (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
230904060	Monday, September 25, 2023, at 10.00 A.M	Wednesday, September 27 2023, 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 Monday, September 25, 2023 at 10.00 A.M. and ends on Wednesday, September 27th 2023 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 Thursday, September 21, 2023 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 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 are 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 e-voting 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	<p>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.</p>

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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.
- (9) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (10) If you are a first-time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 as mentioned in instruction (iv).

- (11) After entering these details appropriately, click on “SUBMIT” tab.
- (12) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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. 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.
- (13) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (14) Click on the EVSN for the relevant <Company name> on which you choose to vote.
- (15) 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.
- (16) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (17) 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.
- (18) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (19) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (20) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (21) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.