

PRE OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(7) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 2011, AS AMENDED AND CORRIGENDUM TO THE DETAILED PUBLIC ANNOUNCEMENT WITH RESPECT TO THE OPEN OFFER TO THE SHAREHOLDERS OF

Containerway International Limited

CIN: L60210WB1985PLC038478

REGISTERED OFFICE: 6th Floor, Room No 608, Saltee Plaza Cabin No M-11,

Near ILS Hospital, Kolkata Mall Road, Kolkata - 700080

Tel No. 011-26039925, **Website:** www.containerway.co.in **E Mail:** containerwayinternational@gmail.com

Open offer for acquisition of up to 16,99,672 (Sixteen Lakh Ninety Nine Thousand Six Hundred Seventy Two) fully paid-up equity shares of face value of ₹ 5.00 each (“Equity Shares”), representing 26.00% of the voting share capital of Containerway International Limited (“Target Company”) from the public shareholders of the Target Company by Mr. Sanket Deora, (Acquirer No. 1) and Mr. Sanjay Deora (Acquirer No. 2) and Mr. Surendra Shah, (PAC) at an offer price of ₹6.00/- (Rupees Six Only), with an intension to acquire control over the Target Company, pursuant to and in compliance with Regulations 3(2) and applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof (the “SEBI (SAST) Regulations”) (the “Open Offer” or “Offer”).

This advertisement (“Offer Opening Public Announcement”) in accordance with Regulation 18(7) of the SEBI (SAST) Regulations and Corrigendum to Detailed Public Statement is being issued by Interactive Financial Services Limited (The “Manager to the Offer”) on behalf of Mr. Sanket Deora, (Acquirer No. 1) , Mr. Sanjay Deora (Acquirer No. 2) and Mr. Surendra Shah, (PAC) in respect of the open offer to the Equity Shareholders of Containerway International Limited (hereinafter referred as the “Target Company”). This Pre Offer Advertisement cum Corrigendum should be read in conjunction with the (a) Public Announcement Dated August 7, 2023 (“PA”); (b) Detailed Public Statement (“DPS”) which was published in all editions of Financial Express (English and Gujarati), Jansatta (Hindi), Pratahkal (Marathi) (Maharashtra edition) and Arthik Lipi (Bengali) (Calcutta Edition) On August 14, 2023; (c) Draft Letter of Offer dated August 23, 2023 (DLOF); (d) Letter of Offer along with Form of Acceptance-Cum-Acknowledgement dated November 02, 2023 (LOF).

This Advertisement cum Corrigendum is being published in all newspaper in which the DPS was published.

The capitalised terms used in this Pre-Offer Advertisement cum Corrigendum have the meaning assigned to them in the LOF, unless otherwise specified.

1. The Offer Price is being ₹6.00/- (Rupees Six Only) per Equity share of the Target Company, payable in cash in accordance with Regulation 9(1) of SEBI (SAST) Regulations. There has been no revision in the Offer Price.
2. The Committee of the Independent Directors of the Target Company (“IDC”) published its recommendations on the Offer on November 08, 2023 in the same newspapers where the DPS was published. Based on the review, IDC Members believe that the Offer is fair and reasonable in line with the SEBI (SAST) Regulations, 2011.
3. The offer is not a competing offer in terms of the Regulation 20 of SEBI (SAST) Regulations, 2011. There was no competing offer to the Offer and the last date for making such competing offer has expired. The offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations, 2011.
4. The dispatch of the Letter of Offer to all the Public Shareholders of the Target Company holding Equity Share on the Identified Date i.e. Friday, November 01, 2023 has been completed through Speed post and registered post on November 06, 2023 and E-mail on November 04, 2023. The Identified Date was relevant only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer was to be sent. It is clarified that all the Holders (registered or unregistered) of Equity Shares (except the Acquirers, PAC and Promoters) are eligible to participate in the Offer any time during the Tendering Period.
5. Please note that a copy of Letter of Offer (including Form of Acceptance cum acknowledgement along with Form SH-4 Securities Transfer Form) is also available on website of SEBI at (www.sebi.gov.in).

Registered/unregistered shareholders if they may also apply on the form of acceptance download from the SEBI website. Further in case of non-receipt/non-availability of the Form of Acceptance cum acknowledgment, the application can be made on plain paper along with the following details and to be sent to Registrar to the offer: Name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in Point 8.1.15 and 8.1.16 of the LoF.

The Procedure for tendering Equity Shares in the Offer are as below:

a) In case the shares are held in physical form :

Public Shareholders holding Equity Shares in physical form may participate in the Open Offer through their respective Selling Broker by providing the relevant information and documents as mentioned in paragraph 8.1.16 (page 27) of the LoF.

b) In case the shares are held in demat form

Public Shareholders who desire to tender their Equity Shares in the electronic / dematerialized form under the Offer would have to do so through their respective Selling Brokers by giving the details of Equity Shares they intend to tender under the Offer and as per the procedure specified in paragraph 8.1.15 (page 26) of the LoF.

Public Shareholders can send/deliver the Form of Acceptance cum acknowledgement duly signed along with all the relevant documents at registered office of the Registrar (Beetal Financial & Computer Services Private Limited) at 99, Madangir, B/4, Local Shopping Centre, Near Dada Harsukh Das Mandir New Delhi DI 110062 India. during the working hours on or before the date of closure of the Tendering period in accordance with the procedure as set out in Letter of Offer. For further details, the Public Shareholders are requested to refer to Part 8 titled "Procedure for Acceptance and Settlement" on page 25 of the LoF.

6. In accordance with Regulation 16(1) of the SEBI (SAST) Regulations, 2011 the draft Letter of Offer was filed to SEBI on August 23, 2023. The Final Observations received from SEBI dated October 30, 2023 bearing reference no SEBI/HO/CFD/RAC/DCR-2/P/OW/43843/2023 in terms of Regulation 16(4) of the SEBI (SAST) Regulation.

7. Material updates since the date of the Public Announcement:

There are no material updates in relation to this open offer since the date of Public Announcement

8. As on the date of the Letter of Offer, to the best of the knowledge and belief of the Acquirers and PAC, there are no statutory or other approvals required to acquire the Equity Shares by the Acquirers along with the PAC validly tendered pursuant to this Open Offer. However, in case of any statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such statutory approvals.

9. Revised Schedule of Activity is as follow:

Activity	Tentative Schedule		Revised Schedule	
	Day	Date	Day	Date
Date of Public Announcement	Monday	August 7, 2023	Monday	August 7, 2023
Date of publishing of Detailed Public Statement	Monday	August 14, 2023	Monday	August 14, 2023
Last date of filing Draft Letter of Offer with SEBI	Wednesday	August 23, 2023	Wednesday	August 23, 2023
Last date for public announcement for competing offer(s)	Wednesday	September 6, 2023	Wednesday	September 6, 2023
Last date for receipt of comments from SEBI on the Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager)	Wednesday	September 13, 2023	Monday	October 30, 2023

Identified Date	Friday	September 15, 2023	Wednesday	November 01, 2023
Date by which Letter of Offer to be dispatched to the Shareholders	Monday	September 25, 2023	Wednesday	November 08, 2023
Last date for upward revision of the Offer Price and/or the Offer Size	Friday	September 29, 2023	Wednesday	November 15, 2023
Last date by which the committee of Independent Directors of the Target Company shall give its recommendations	Friday	September 29, 2023	Monday	November 13, 2023
Advertisement of schedule of activities for Open Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company at its registered office	Tuesday	October 3, 2023	Wednesday	November 15, 2023
Date of Commencement of Tendering Period (Offer Opening Date)	Wednesday	October 4, 2023	Thursday	November 16, 2023
Date of Expiration of Tendering Period (Offer Closing Date)	Tuesday	October 17, 2023	Thursday	November 30, 2023
Last date of communicating of rejection / acceptance and payment of consideration for accepted tenders / return of unaccepted shares	Wednesday	November 1, 2023	Thursday	December 14, 2023
Issue of post offer advertisement	Wednesday	October 25, 2023	Thursday	December 07, 2023
Last date for filing of final report with SEBI	Wednesday	November 8, 2023	Thursday	December 21, 2023

10. Other Information:

- The Acquirers and PAC accept full responsibility for the information contained in this Pre Offer Advertisement cum Corrigendum and also for the fulfillment of their obligations laid down in the SEBI SAST Regulations.
- A copy of this Offer Opening Public Announcement cum Corrigendum shall also be available on the SEBI website at www.sebi.gov.in.

ISSUED BY THE MANAGER TO THE OFFER:



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SEBI Reg No : INM000012856

FOR AND ON BEHALF OF ACQUIRERS AND THE PAC: Mr. Sanket Deora, (Acquirer No. 1) , Mr. Sanjay Deora (Acquirer No. 2) and Mr. Surendra Shah (PAC)

Place: Ahmedabad

Date: November 10, 2023