



कॉनकॉर
CONCOR

कंटेनर की बात, कॉनकॉर के साथ
Think Container, Think CONCOR

भारतीय कंटेनर निगम लिमिटेड Container Corporation of India Ltd.

बहुविध संभारतंत्र कंपनी
A Multi-modal Logistics Company
(भारत सरकार का उपक्रम)
(A Govt. of India Undertaking)

दिनांक : 13.01.2015

कॉन/आइआरसी/SE/104/V-II/

Through Fax & Courier

1. The Bombay Stock Exchange Ltd., Mumbai
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai-400001
2. National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai-400 051

Code No.531344
Fax : 022-22723121/3719/2037/
2039/2041/2061/1072

Fax: 022-2659 8237/38

Dear Sir/Madam,

Sub: Shareholder's approval through Postal Ballot

For the purpose of increasing the shareholding limit of Foreign Institutional Investors (FIIs) in the company from present 30% to 34%, please find enclosed the specimen of "Postal Ballot Notice" and "Postal Ballot Form" being issued to the shareholders for seeking their approval through Postal ballot Route.

This is for your information and record please.

धन्यवाद।

भवदीय,

कृते भारतीय कंटेनर निगम लिमिटेड,

(हरीश चन्द्रा)

समूह महाप्रबंधक (वित्त) एवं क. स.

CC:

1. M/s Beetal Financial & Computer Services P. Ltd.
2. CS D.P. Gupta c/o M/s SGS Associates.



पंजीकृत कार्यालय : कॉनकॉर भवन, सी-3, मथुरा रोड, जसौला मेट्रो स्टेशन के पास, नई दिल्ली-110076 दूरभाष : 41673093, 94, 95, & 96, फैक्स : 41673112
Office : CONCOR Bhawan, C-3, Mathura Road, New Delhi-110076, CIN : L63011DL1988GOI030915
Tel. : 41673093, 94, 95 & 96, Fax : 41673112, ई-मेल/E-mail : co.pro@concorindia.com, वेबसाइट/Website : www.concorindia.com



CONTAINER CORPORATION OF INDIA LIMITED

(A Government of India Navratna Company Incorporated under the Companies Act, 1956)

Registered Office : CONCOR Bhawan, C-3, Mathura Road, Opposite Apollo Hospital, New Delhi-110076
website : www.concorindia.com, CIN : L63011DL1988GOI030915

Tel.: 011-41673093-96, Fax: 011-41673112, E-mail : investorrelations@concorindia.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made there-under)

Dear Member(s),

Sub: Passing of Resolution by Postal Ballot

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, that the Resolution appended below is proposed to be passed as Special Resolution by way of Postal Ballot including e-voting. A Statement setting out the material facts concerning the resolution mentioned in the Postal Ballot and reasons thereof is annexed to the Postal Ballot Notice along-with Postal Ballot Form (the "Form") for your consideration. For conducting the Postal Ballot and e-voting process in a fair and transparent manner, the Board of Directors ("Board") has appointed Shri D. P. Gupta of M/s SGS Associates, Company Secretaries (C.P. No. 1509), as Scrutinizer.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 05.30 p.m. **on Saturday, 21.02.2015**.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Postal Ballot Notice and instructions with the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman and Managing Director. The result of the Postal Ballot would be announced by the Chairman & Managing Director of the Company at 12:00 Noon on **Thursday, 26.02.2015** at the Registered Office of the Company. Members who wish to be present at the time of declaration of the results, may do so at the said venue. The date of declaration of postal ballot result will be taken to be the date of passing of the Special Resolution. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed alongwith the Scrutinizer's report on the Company's website viz. www.concorindia.com.

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as Special Resolution:-

Item No.1: Increase in Shareholding limit for Foreign Institutional Investors (FIIs) from 30% to 34% of the paid-up capital of Container Corporation of India Limited

"RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable Acts, Laws, Rules, Regulations, Circulars, Directions, Notifications, Press Notes and Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include a duly authorized Committee of Directors for the time being exercising the powers conferred by the Board), consent of the members of the Company be and is hereby accorded to the Board to permit Foreign Institutional Investors (FIIs) registered with The Securities and Exchange Board of India (SEBI) to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts or Foreign Portfolio Investors by whatever name called, to make investment in any manner in the equity shares of the Company upto an aggregate limit of 34% (Thirty Four percent) of the paid-up equity share capital of the Company, provided, that the shareholding of each FII on its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof from time to time).

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including raising limit from 30% to aggregate limit of 34% in one or more tranches without requiring to secure any further consent or approval of the members of the Company and delegation of all or any of the powers conferred herein to any Committee of Directors or Chairman and Managing Director or any Director or Officer of the Company including of informing the concerned authorities or other regulatory bodies".

By order of the Board
for Container Corporation of India Ltd.

Date : 12.01.2015
Place : New Delhi

Sd/-
(Harish Chandra)
GGM (Finance) & Company Secretary

NOTES:

1. The Statement Annexed to the Postal Ballot Notice and reasons for the aforesaid Special Resolution pursuant to Section 102 of the Act setting out material facts are appended to the Postal Ballot Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on **Friday, 09.01.2015 (EOD)**.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Ordinary Share capital as on **Friday, 09.01.2015 (EOD)**.
4. The board of Directors of the Company has appointed Chairman and Managing Director and Group General Manager (Finance) & Company Secretary as the persons responsible for the entire postal ballot process.
5. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. The e-voting is optional.
6. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company for this purpose are being sent Postal Ballot Notice by e-mail and Members who have not registered their e-mail IDs will receive Postal Ballot Notice along with Postal Ballot Form through Registered post/Speed post/Courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form, may download the Postal Ballot Form from the link : <https://www.evoting.nsdl.com> or from Company's website <https://www.concorindia.com>

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 1

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors (FIIs)/SEBI approved sub-accounts of FIIs can, in aggregate, hold upto 24% of paid-up capital. The said Regulations further provide that the limit of 24% may be increased upto the Sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a Special Resolution to that effect by its General body. In this regard earlier in the year 1998-99 with the approval of Board of Directors of the Company and by passing of Special Resolution by the Shareholders of CONCOR, the said limit was increased to 30%.

Present holding of FIIs in CONCOR may reach the above threshold of 30% of paid up capital. To make more headroom for FIIs, it is proposed to increase the limit for FII shareholding in CONCOR from 30% to 34% of paid up capital. At present Government of India shareholding in CONCOR is 61.80% and balance 38.20% are held by others i.e. Foreign Institutional Investors (FIIs), NRIs, Banks, Institutions, Body Corporate, Individuals, etc.

The Resolution set out at Item No. 1 of the postal ballot notice will enable the FIIs to acquire shares of the Company within proposed limit of 34% of paid-up capital under the applicable guidelines in this regard.

None of the Directors or Managers or Key Managerial Personnel and/or their relatives are deemed to be concerned or interested, financially or otherwise in the resolution.

The Board accordingly recommends the resolution for approval by the members of the Company as Special Resolution through Postal Ballot.

All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days, excluding Saturday and Sunday at the Registered Office of the Company i.e. CONCOR Bhawan, C-3, Mathura Road, Opp.- Apollo Hospital, New Delhi-110 076 up to **Saturday, 21.02.2015**.

By order of the Board
for Container Corporation of India Ltd.

Date : 12.01.2015
Place : New Delhi

Sd/-
(Harish Chandra)
GGM (Finance) & Company Secretary



CONTAINER CORPORATION OF INDIA LIMITED

(A Government of India Navratna Company Incorporated under the Companies Act, 1956)

Registered Office : CONCOR Bhawan, C-3, Mathura Road, Opposite Apollo Hospital, New Delhi-110076
website : www.concorindia.com, CIN : L63011DL1988GOI030915
Tel.: 011-41673093-96, Fax: 011-41673112, E-mail : investorrelations@concorindia.com

POSTAL BALLOT FORM

SERIAL No. _____

1. **Name(s) of Member(s)** :
(Including joint holders, if any)
(in block letters)
2. **Registered address of the sole/first named Member** :
3. **Registered folio No./ DP ID No./Client ID No.*** :
(*Applicable to investors holding shares in dematerialized form)
4. **Number of shares held** :
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice and Explanatory Statement annexed thereto by sending my/our assent (**FOR**) or dissent (**AGAINST**) to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Increase in Shareholding limit for Foreign Institutional Investors (FIIs) from 30% to 34% of the paid-up capital of Container Corporation of India Ltd. (CONCOR)	Special Resolution			

Date :

(Signature of the Member)

Place :

ELECTRONIC VOTING PARTICULARS

EVEN (e-Voting Event Number)	USER ID	PASSWORD

Notes:

- (i) Last date for receipt of Postal Ballot Forms by Scrutinizer is Saturday, 21.02.2015.
- (ii) Please read the instructions carefully before exercising your vote.
Please follow steps for e-voting procedure as printed in the Instructions carefully before exercising your vote or login to <https://www.evoting.nsdl.com>

INSTRUCTIONS

- a) There will be one e-voting /Ballot Form for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by e-voting or through Ballot. In case you are opting for voting by e-voting, then please do not cast your vote by Ballot and vice versa. In case Members cast their votes both by e-voting and Ballot, the votes cast through e-voting shall prevail and the votes cast through Ballot form shall be considered invalid.
- c) Voting rights in the e-voting /Ballot cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorisation.
- d) For conducting the Postal Ballot and e-voting process in a fair and transparent manner Shri. D. P. Gupta of M/s SGS Associates, Company Secretaries (C.P. No.1509), has been appointed as Scrutinizer.

Process for members opting for voting by Postal Ballot

- a) Members desiring to cast their vote by Ballot should complete and sign this Ballot Form and send it to the Scrutinizer, Shri D.P. Gupta of M/s SGS Associates, Company Secretaries (C.P. No.1509), in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holding, this Ballot Form should be completed and signed by the First named Member and in his absence by the next named Member.
- c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution/ appropriate authorization, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- d) The signature of the Member on this Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- e) Completed Ballot Forms should reach the Scrutinizer no later than the close of working hours i.e 5.30 P.M. on Saturday, 21.02.2015. Ballot Forms received after this date will be considered invalid.
- f) Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- g) A Member seeking duplicate Ballot Form or having any grievance pertaining to the Ballot process can write to the Company's Registrar- M/s Beetal Financial & Computer Services Pvt. Ltd., BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi – 110062, e-mail: beetal@beetalfinancial.com. Duly completed and signed duplicate Ballot Forms should, however, reach the Scrutinizer no later than the close of working hours i.e. 5.30 P.M. on Saturday, 21.02.2015.
- h) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Ballot" point (c) above) alongwith the Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

Process for members opting for e-voting

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Postal Ballot Notice) and Clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the item of business given in the Postal Ballot Notice through electronic voting system, to members holding equity shares as on Friday, 09.01.2015 (EOD) being the Cut-off date (Cut-off date for the purpose of Rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

- a) Use the URL for e-voting: <https://www.evoting.nsdl.com>
- b) Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. Enter the login credentials i.e., User ID and Password mentioned in your email/ Ballot Form. However, if you are already registered with NSDL for e-voting, you can use your existing User ID and Password for casting your votes.
- c) After entering the details appropriately, click on "LOGIN".
- d) You will reach the Password change menu wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the EVENT i.e. Container Corporation of India Ltd.
- g) On the voting page, the number of shares (which represents the number of votes) as held by the member as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, then enter all shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date.
- h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- i) Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution. Once the shareholder exercises less no of votes, he/she can not vote for the remaining nos. through e-voting system.
- j) Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail : sgsdel@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name_EVENT No."
- k) The Portal will remain open for voting from: **Friday, 23.01.2015 (9.00 A.M.) till Saturday, 21.02.2015 (5.30 P.M.)**.
- l) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the "download" section of <https://www.evoting.nsdl.com> or contact by National Securities Depository Limited (NSDL) on 1800-222-990 (toll free).
- m) Members may alternatively cast their votes using the Ballot Form which is sent along with this Postal Ballot Notice and also available on the website of the Company.