

कॉन/आइआरसी/SE/104/Vol.-V/

दिनांक : 20.02.2017

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: Issue of Bonus Shares

Ref: कॉन/आइआरसी/SE/104/Vol.-V/ दिनांक : 13.02.2017

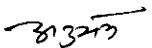
In continuation to our above letter in which the recommendation of Board of Directors of CONCOR to issue Bonus shares to the shareholders of the Company in proportion of 1 (One) Bonus share for every 4 (Four) existing equity shares held by them in the Company was communicated, a copy of the Postal Ballot Notice and Form issued are enclosed for your information and record please.

Thanking you,

Yours faithfully,
For Container Corporation of India Ltd.,



(Harish Chandra)
Executive Director (Finance) & Company Secretary





CONTAINER CORPORATION OF INDIA LIMITED

(A Govt. of India Navratna Undertaking)

CIN: L63011DL1988GOI030915

Regd. Office: CONCOR Bhawan, C-3, Mathura Road,

Opp.- Apollo Hospital, New Delhi – 110 076

Tel. No. (011) 41673093-96, Fax: (011) 41673112

Email: investorrelations@concorindia.com, Website: www.concorindia.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

To,

The Members of the Company

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), applicable Regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations that the resolution appended is proposed to be passed by way of E-voting/Postal Ballot.

The Explanatory Statement pertaining to the Resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration.

The postal ballot form and e-voting instructions are also enclosed to enable you to vote on the proposed ordinary resolution. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolutions.

The Board of Directors of the Company has appointed Mr. Rakesh Kumar, Practicing Company Secretary (C.P.: 8553, FCS: 7695) of M/s. R K & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 05.00 p.m. (IST) on 22nd March, 2017.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Instructions for e-voting' in this Notice.

The Scrutinizer will submit his report to the Chairman and Managing Director or the whole time Director of the Company on or before 24th March, 2017. The result of postal ballot (including e-voting) shall be declared on or before 24th March, 2017 at the company's registered office. In addition the results will be communicated to BSE Limited and the National Stock Exchange of India Limited, it shall also be displayed at the company's registered office and would also be posted on the Company's website at www.concorindia.com.

SPECIAL BUSINESS:

Item 1: Issue of Bonus shares by way of Capitalization of Reserves

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolutions as Ordinary Resolutions:

"RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder as may be amended from time to time and the relevant provisions of Memorandum & the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the Regulations") and subject to provisions of Foreign Exchange Management Act, 1999 and consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, the Board of Directors of the Company ("the Board or the Board of Directors" which term shall be deemed to include any Committee authorised to exercise powers) be and is hereby authorised to capitalize a sum not exceeding Rs.48,74,35,480/- out of the Company's free reserves/share premium account or other permissible accounts of the company in full or in part as may be deemed fit, as per the audited accounts of the Company for the Financial year ended 31st March, 2016 and that the said amount be utilised/transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 4,87,43,548 equity shares of Rs.10/- each as bonus shares credited as fully paid up, to the eligible members of the Company holding fully paid equity shares of Rs.10/- each whose

names appear in the Register of Members / Beneficial Owners' position of the Company on the Record date to be decided by the Board in the proportion of 1 (one) new fully paid up equity share of Rs.10/- each for 4 (four) existing fully paid up equity shares of Rs.10/- each held by the said member and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the company held by each such member and not as income or in lieu of dividend.

RESOLVED FURTHER THAT the new equity shares of Rs.10/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari-passu to the existing fully paid equity shares of the Company in all respects and shall carry the same rights as the existing fully paid equity shares of the Company as attributable to the shares as on the Record date.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus shares and the share certificate(s) for bonus shares be issued / dispatched to the shareholders who hold the existing shares in physical form or opt to receive as such and the respective beneficiary accounts be credited with the bonus shares, for such shareholders who hold the existing shares or opt to receive the bonus shares, in dematerialized form, within the prescribed period.

RESOLVED FURTHER THAT the allotment of the bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the bonus shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or the Committee authorized by the Board or other designated officers of the Company be and is hereby authorized jointly and/or severally to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient including settling any question, doubt or difficulties that may arise in this regard at any stage and to accept on behalf of the company any conditions, modifications, alterations, changes, variations in this regard as prescribed by any authority(ies) without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution."

**By order of the Board of Directors
For and on behalf of
Container Corporation of India Ltd.**

**Place: New Delhi
Date: 15.02.2017**

**sd/-
(Harish Chandra)
ED (Finance) & Company Secretary**

Notes:

1. The Explanatory Statement as required under Section 102 of the Act, is annexed to this Notice. A Postal Ballot Form is also enclosed.
2. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as well as members holding shares physically as on the close of business hours on 15th February, 2017. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on 15th February, 2017 (EOD).
3. Resolution passed by the members through Postal Ballot and e-Voting are deemed to have been passed effectively at a general meeting of the Members.
4. As per Section 110 of the Act, read with applicable rules of the Companies (Management and Administration) Rules, 2014 (as amended), Notice of Postal Ballot may be served to the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company for communication purposes are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal ballot along with physical form through permitted means. The details of dispatch will be published in the newspaper.
5. Members may also note that the Notice of Postal Ballot will also be available on the Company's website: www.concorindia.com & the website of NSDL: www.evoting.nsdl.com.
6. A Member cannot exercise his / her vote through proxy.
7. Mr. Rakesh Kumar, Practicing Company Secretary (C.P. No. 8553, FCS: 7695) of M/s R K & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the Physical Ballot and the e-voting process in a fair and transparent manner.
8. In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and any amendments thereto and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Members are informed that the Company is offering 'e-voting' facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the company with NSDL to facilitate e-voting. E-voting is optional and Members shall have the option to vote either through e-voting or through Postal Ballot Form. The detailed procedure with respect to e-voting is mentioned below.
9. The voting will commence on **21st February, 2017, 09.00 a.m. (IST)**. The Members are requested to note that:
 - a) the e-voting period will commence from 21st February, 2017, 09.00 a.m. (IST) and end at 22nd March, 2017, 05.00 p.m. (IST). Please note that e-voting module will be disabled for Voting after the said time and date. Once the Vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. During the period, shareholders holding shares either in physical form or in dematerialized form as on the cut-off date, Wednesday, 15th February, 2017 (EOD) may cast their votes electronically.
 - b) Similarly, duly completed Postal Ballot Form should reach the Scrutinizer before 22nd March, 2017, 05.00 p.m. (IST). Postal Ballot Forms received after the said time and date will be strictly treated as if the reply from such Members has not been received.
 - c) Further please note that a person who is not a member of the Company as on the cut off date i.e. Wednesday, 15th February, 2017 (EOD) should treat this notice for information purpose only.
10. Any Member who has not received the Postal Ballot Form may write to the Registrar & Share Transfer Agents (RTA) of the Company i.e. Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 3rd Floor 99, Madangir, Behind LSC, New Delhi – 110062, email: concor@beetalfinancial.com, Tel: 011-29961281-83, Fax: 011-29961284 for obtaining a duplicate / additional form.
11. A member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both the modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
12. The Scrutinizer shall within two days of conclusion of Postal Ballot process i.e. by 24th March, 2017, submit the Consolidated Scrutinizer's Report to the Chairman & Managing Director of the Company or in his absence, to any one of the Whole- Time Directors of the Company authorized by the Board.
13. The resolution, if passed by requisite majority, shall be deemed to have been passed on the date of announcement of the result by the company.
14. Based on the Scrutinizer's Report, the results of the voting by Postal Ballot along with requisite details shall be announced forthwith at the Registered Office of the Company at CONCOR Bhawan, C-3, Mathura Road, Opp. Apollo Hospital, New Delhi - 110076 and the same would be available on the website of the Company www.concorindia.com and that of NSDL: www.evoting.nsdl.com and will also be intimated to the Stock Exchanges.
15. For any grievances connected to the Postal Ballot including voting by electronic means, members may please contact Mr. Puneet Mittal, at Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 3rd Floor 99, Madangir, Behind LSC, New Delhi – 110062, email: concor@beetalfinancial.com, Tel: 011-29961281-83, Fax: 011-29961284.

Instructions for E-Voting:

The Company is pleased to offer e-voting facility to its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- (A) In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company / Depository Participant(s)]:
- (i) Open the e-mail and open the PDF file viz, "postalballot.pdf" with your Client ID / Folio No. as password. The said PDF file contains your User ID and Password / PIN for e-voting. Please note that the Password provided in PDF is the 'Initial Password'.

Note: Shareholders already registered with NSDL for e-Voting will not receive the PDF file.

- (ii) Launch the internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on Shareholder – Login.
 - (iv) Put your User ID and Password as Initial Password / PIN noted in step (i) above. Click on 'Login'.
 - (v) The Password change menu appears. Change the Password / PIN with a new Password of your choice with minimum 8 digits / characters or combination thereof. Note the new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your password confidential.
 - (vi) The Home page of e-voting opens. Click on e-voting: Active Voting cycles.
 - (vii) Select EVEN (E-voting Event Number) of Container Corporation of India Ltd.
 - (viii) Now you are ready for e-voting as the "Cast Vote" page opens.
 - (ix) Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your votes.
 - (xii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csrakeshkumar@gmail.com with a copy marked to evoting@nsdl.co.in.
- (B) In case a Member receives a physical copy of the Notice of Postal Ballot [for members whose e-mail IDs are not registered with the Company / Depository Participant(s) or requesting a physical copy]:
- (i) EVEN (E-voting Event Number), User ID & Initial Password / PIN provided is in the enclosed Postal Ballot Form.
 - (ii) Please follow all the steps from Sr. No. A(ii) to Sr. No. A(xii) above to cast your vote.
- (C) If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password / PIN for casting your vote. **In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No.).**
- (D) **In case of any queries**, please refer to the Frequently Asked Questions (FAQs) and the e-voting user manual for Members available in the 'Downloads' section of <https://www.evoting.nsdl.com>. You can also contact NSDL via e-mail at evoting@nsdl.co.in or call on the toll free number: 1800-222-990.
- (E) **Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.**

**ANNEXURE TO THE NOTICE OF POSTAL BALLOT
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM 1

The present authorised share capital of the Company is Rs.400 Crores and the paid-up Share Capital is Rs.194.97 Crores. The Reserves and Surplus as per the Audited Financial Statements of the Company for the financial year ended March 31, 2016 was Rs.7,910.86 Crores.

Department of Investment and Public Asset Management (DIPAM), Ministry of Finance, Government of India (GOI), has issued an office memorandum dated 27th May, 2016 on the subject of "Guidelines on Capital Restructuring of CPSEs". These guidelines deal with adopting a comprehensive approach for efficient management of investment in CPSEs by the GOI. It is applicable to all corporate bodies where the GOI has a controlling interest. The guidelines on capital restructuring of the CPSEs provides for the criteria for payment of dividend, buyback of shares, issue of bonus shares and splitting of shares.

Based on provisions of the DIPAM guidelines for issue of bonus shares and taking into consideration other factors and in order to reward its shareholders, the Board at its meeting dated 13th February, 2017 have recommended the issue of bonus shares in the proportion of 1:4 i.e. 1 (one) new equity bonus shares of Rs.10/- each of the Company for every 4 (four) existing equity shares of Rs.10/- each fully paid up of the Company held by the shareholders on the Record Date, by capitalizing a sum of Rs. 48,74,35,480/- from the Reserves. The same is proposed to be applied in full by issuing at par 4,87,43,548 new equity shares of Rs.10/- each as bonus shares. Consequently, the paid up share capital of the Company would increase to Rs. 243,71,77,390/- consisting of 24,37,17,739 equity shares of Rs.10/- each.

The Directors recommend the Ordinary Resolution by the shareholders as set out in the accompanying Notice for approval of the Shareholders through postal ballot/ e-voting. None of the Directors / Key Managerial Personnel of the Company or their respective relatives are interested in the Resolution except to the extent they would be entitled for bonus shares in relation to their respective holding of equity shares, if any, in the Company.

**By order of the Board of Directors
For and on behalf of
Container Corporation of India Ltd.**

sd/-

(Harish Chandra)
ED (Finance) & Company Secretary

Place: New Delhi
Date: 15.02.2017



CONTAINER CORPORATION OF INDIA LIMITED

(A Govt. of India Navratna Undertaking)

CIN: L63011DL1988GOI030915. Regd. Office : CONCOR Bhawan, C-3, Mathura Road,
Opp.- Apollo Hospital, New Delhi - 110076, Tel. No. (011)41673093-96, Fax: (011) 41673112
Email: investorrelations@concorindia.com, Website: www.concorindia.com

POSTAL BALLOT FORM

SERIAL No. _____

1. **Name(s) of Member(s)** :
(Including joint holders, if any)
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 Ordinary Resolution to be passed through Postal Ballot/e-voting 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.	Issue of Bonus shares in the ratio of one new equity share for four existing fully paid equity shares by way of Capitalization of Reserves.	Ordinary Resolution			

Date :

Place :

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (e-Voting Event Number)	USER ID	PASSWORD

Notes:

- (i). Last date for receipt of Postal Ballot Forms by Scrutinizer is Wednesday, 22nd March, 2017.
- (ii). Please read the instructions carefully printed overleaf before exercising your vote.
- (iii). Please follow steps for e-voting procedure as printed in the Instructions carefully before exercising your vote or login to <https://www.evotingnsdl.com>

INSTRUCTIONS

1. The Member desiring to exercise vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer, Mr. Rakesh Kumar of M/s R K & Associates, Company Secretaries (C. P. No.8553, FCS : 7695), appointed by the Board of Directors of the Company, in the attached pre-paid self-addressed business reply envelope ("envelope"). Postage will be borne and paid by the Company. However, envelope containing Postal Ballot, if deposited in person or sent through courier / post at the expense of the Member will also be accepted. Member(s) residing outside India should stamp the envelope appropriately.
2. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent the Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through postal ballot form can download postal ballot form from the Company's website or seek duplicate postal ballot form from the Registrar & Share Transfer Agent, M/s Beetal Financial & Computer Services Pvt. Ltd., BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi – 110062, fill in the details and send the same to the Scrutinizer not later than 5.00 p.m. on 22nd March, 2017.
3. A Member may vote through electronic mode as per the instructions for e-voting provided in the Notice. The Members can opt for only one mode of voting i.e. either through postal ballot form or e-voting. In case of receipt of vote by both the modes, vote cast through e-voting shall prevail and vote cast through postal ballot form shall be treated as invalid.
4. There shall be one Postal Ballot for each Folio / DP ID - Client ID irrespective of the number of joint holders. Members cannot appoint a proxy to exercise their voting powers through Postal Ballot.
5. The postal ballot form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in physical form or dematerialized form respectively) by the first named Member and failing him/ her by the next named Member and so on. Where an authorized representative of a body corporate/trusts/societies, etc. has signed the postal ballot form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form. A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
6. Duly completed postal ballot form should be received by the Scrutinizer not later than 5.00 p.m. on 22nd March, 2017. Postal ballot forms received after this date will be treated as if no reply has been received from the Member. Incomplete, unsigned or incorrect postal ballot forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
7. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal ballot form bearing tick marks in both the columns will render the Form invalid. The consent or otherwise received in any other manner will be rejected.
8. Members are requested not to send any other paper along with postal ballot form in the enclosed self-addressed envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
9. The item of business covered by this Postal Ballot will not be transacted at any General Meeting.
10. A Member need not use all the votes / cast the votes in the same way.
11. Only a Member entitled to vote is entitled to fill in the postal ballot form and send it to the Scrutinizer and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.
12. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the shareholder(s) as on the cut-off date i.e. 15th February, 2017.
13. The vote of a Member will be considered invalid on any of the following grounds:
 - a. if the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above;
 - b. if the Member has marked his / her / its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds the total number of shares held;
 - c. A form other than one issued by the company has been used.
 - d. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member.
 - e. The envelope containing the Postal Ballot form is received after the last date prescribed.
 - f. The Postal Ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
 - g. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - h. if the ballot paper is received, torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the identity of the Member or the number of votes or as to identify whether the votes cast are in favour or against or inability of the signature to be verified or on one or more of the above grounds.