

CONTAINER CORPORATION OF INDIA LIMITED (CONCOR)
भारतीय कंटेनर निगम लिमिटेड (कॉनकॉर)

MINUTES OF 27th ANNUAL GENERAL MEETING, HELD ON 4th SEPTEMBER, 2015 AT 16:00 HRS., AT AUDITORIUM, NATIONAL RAIL MUSEUM, NYAYA MARG, NEAR BHUTAN EMBASSY, CHANAKYAPURI, NEW DELHI-110 021.

1. PRESENT

SHAREHOLDERS:

(i) Shareholders of the company participated in the e-voting process (maximum 407 in one resolution and minimum 400 in another resolution) which remained open during the period 9.00 a.m. on 01.09.2015 to 5.00 p.m. on 03.09.2015 at www.evoting.nsdl.com.

(ii) In person and proxies at AGM representing 177 folios/ accounts.

(ii) Shareholder (nominee of President of India) from Ministry of Railways

Shri A.S. Upadhyay Advisor TT (M), Railway Board (President's Nominee)

DIRECTORS/ AUDITORS/COMPANY SECRETARY/ OTHERS:

Shri Anil Kumar Gupta	Chairman and Managing Director
Shri Yash Vardhan	Director (International Mktg. & Opn.)
Dr. P. Alli Rani	Director (Finance) & CFO
Shri Arvind Bhatnagar	Director (Domestic)
Shri V. Kalyana Rama	Director (Projects & Services)
Shri M.K. Akhouri	EDTT(F)/Railway Board & Director/CONCOR and Chairman Shareholders' Relationship Committee
Shri N. Madhusudan Rao	EDTC (Rates)/Railway Board & Director/CONCOR
Shri Sudhir Mathur	Director and Chairman Audit & Ethics Committee
Shri Pradeep Bhatnagar	Director and Chairman Nomination & Remuneration Committee
Shri M.P. Shorawala	Director

Shri Pawan Garg	{ Statutory Auditors form M/s. Kumar Vijay Gupta & Co., Chartered accountants M/s SGS Associates, Company Secretaries (Scrutinizer for e-voting and poll at AGM)
Smt. Roopa Garg	
Shri D.P. Gupta	

Ms. Pragnya Parimita Pradhan	M/s Pragnya Pradhan & Associates, Company Secretaries (Alternate Scrutinizer)
Shri Akhil Rohatgi	Practicing Company Secretary
Shri Rakesh Kumar	Secretarial Auditor
Shri Harish Chandra	Group General Manager (Finance) & CS

2. REGISTERS/DOCUMENTS:

The applicable registers/documents of the company, including Financial Statements for the year 2014-15, Auditors' Report, Directors' Report, C&AG Comments, Register of Directors' and Key Managerial Personnel and their shareholding, etc. were accessible and remained open for inspection during the continuance of the meeting.

3. CHAIRMAN OF MEETING:

As per Article 49 of the Articles of Association of CONCOR, the Chairman of the Board shall be entitled to take the chair at every general meeting of the Company. Accordingly, Shri Anil Kumar Gupta being Chairman of the Board took the chair which was welcomed by all the shareholders.

4. QUORUM:

At the outset, GGM (Finance) & Company Secretary welcomed all the shareholders on behalf of the Company and introduced the directors and auditors present in the meeting. The businesses before the meeting were taken up as quorum was present. The quorum was present throughout the meeting. The shareholders were also briefed about the new provisions under the Companies Act 2013, including the provisions that when a company has provided e-voting facility, the businesses at the AGM are not to be carried out by show of hands.

5. CHAIRMAN'S SPEECH AND PROCEEDINGS:

Welcoming the shareholders, the Chairman in his speech briefly dwelled on the achievements of the Company during the financial year 2014-15. Further, he informed that Directors have recommended final dividend for FY 2014-15 @ 54% in addition to interim dividend @80% (already paid) on the paid up equity share capital of Rs.194.97 Crores.

The Notice of AGM, audited Financial Statements (standalone plus consolidated) for the year 2014-15, Reports of Directors', Auditors' and Comments of C&AG of India already circulated, were taken as read with the permission of the shareholders.

Thereafter, the Agenda Item no. 1 to Agenda Item no.7 along with the proposed resolution to be passed were read by the Chairman, except item no. 3 which was for his

re-appointment was read, with the permission of shareholders present, by Shri Yash Vardhan, Director (International Marketing & Operations).

The Chairman informed the shareholder that voting on the proposed resolutions can be done by way of poll for which Shri D.P. Gupta of M/s SGS Associates, Company Secretaries will be the scrutinizer and requisite arrangements for the same has been made. The shareholders may cast their votes in the two ballot boxes placed in the meeting. In addition e-voting facility was also provided at AGM. He also informed that the result of voting (both e-voting plus voting at AGM) will be declared within 3 days i.e. not later than 5 p.m. on 07.09.2015 and the same will be placed on company's website, NSDL website, on notice board at the registered office of the company and will be simultaneously intimated to the stock exchanges.

Subsequently, on the basis of the reports of the scrutinizer dated 5th September 2015 on e-voting and voting at the AGM, the following Ordinary Resolutions as set out in Agenda Item no. 1 to Agenda Item no.7 of the notice of 27th Annual General meeting of CONCOR were deemed to have been duly approved/passed by the shareholders with requisite majority in the said AGM.

ORDINARY BUSINESSES:

ITEM NO.1: TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2015, INCLUDING BALANCE SHEET AS AT 31ST MARCH, 2015, THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON.

"RESOLVED THAT the Financial Statements (Standalone and Consolidated) of the Company, including Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss for the year ended on that date along with the Reports of the Board of Directors and Auditors and Comments of Comptroller and Auditor General of India thereon, be and are hereby approved and adopted."

ITEM NO.2: TO CONFIRM THE PAYMENT OF INTERIM DIVIDEND AND TO DECLARE FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015.

"RESOLVED THAT the Final Dividend @ 54% on the paid up Equity Share Capital of Rs.194.97 crores of the Company for financial year 2014-15, be and is hereby approved.

FURTHER RESOLVED that the Interim Dividend for F/Y 2014-15 @ 80% (already paid) on the paid up Equity Share Capital of Rs.194.97 crores, be and is hereby confirmed and approved."

ITEM NO.3: TO APPOINT A DIRECTOR IN PLACE OF SHRI ANIL KUMAR GUPTA, CHAIRMAN & MANAGING DIRECTOR (DIN: 00066328), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.

"RESOLVED THAT Shri Anil Kumar Gupta, Chairman and Managing Director (DIN: 00066328), be and is hereby re-appointed as Director of the company."

ITEM NO.4: TO APPOINT A DIRECTOR IN PLACE OF DR. P. ALLI RANI (DIN: 02305257), DIRECTOR (FINANCE), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR REAPPOINTMENT

"RESOLVED THAT Dr. P. Alli Rani, Director (Finance) (DIN 02305257), be and is hereby re-appointed as Director of the company."

ITEM NO.5: TO TAKE NOTE OF THE APPOINTMENT OF M/S. KUMAR VIJAY GUPTA & CO., CHARTERED ACCOUNTANTS, NEW DELHI AS STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION

"RESOLVED that the appointment of M/s. Kumar Vijay Gupta & Co., Chartered Accountants, as Statutory Auditors of the Company for the financial year 2014-15 in terms of the order CA.V/COY/CENTRAL GOVERNMENT,CCIL(9)/276, dated 31.07.2014 of Comptroller & Auditor General of India be and is hereby noted. They may be paid such remuneration as may be fixed by the Board of Directors of the company from time to time. Further, the remuneration payable

to the branch auditors appointed by C&AG of India may also be fixed by the Board of Directors of the company from time to time."

SPECIAL BUSINESSES:

ITEM NO. 6: APPOINTMENT OF SHRI N. MADHUSUDANA RAO (DIN: 06993802) AS DIRECTOR (GOVERNMENT NOMINEE) OF THE COMPANY

"Resolved that pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder, Shri N. Madhusudana Rao (DIN: 06993802), who was appointed as a Director (Government Nominee) by the Ministry of Railways vide its order no. 2004/PL/51/3, dated 11.08.2014 and was accordingly appointed as Director of the company by the Board of Directors on 16.10.2014 and in respect of whom the Company has received a notice in writing from the director himself, be and is hereby appointed as a Director of the Company, liable to retire by rotation, on terms & conditions determined by the Govt. of India."

ITEM NO. 7: APPOINTMENT OF SHRI V. KALYANA RAMA AS DIRECTOR (PROJECTS & SERVICES) OF THE COMPANY

"Resolved that pursuant to applicable provisions of the Companies Act, 2013, and Rules made there under, Shri V. Kalyana Rama (DIN:07201556), who was appointed as Director (Projects & Services), by the Ministry of Railways vide its order no.2014/E(O)II/40/23, dated 02.06.2015 was accordingly appointed as Director (Projects & Services) by the Board of Directors on 03.06.2015 and in respect of whom the Company has received a notice in writing from the director himself, be and is hereby appointed as Director (Projects & Services) of the Company, liable to retire by rotation, on terms & conditions determined by the Govt. of India."

6. VOTE OF THANKS:

The AGM ended at 04.50 p.m. with a vote of thanks to the Chair.

दिनांक : 15.09.2015
सथान : नई दिल्ली

Sd/-
(अनिल कुमार गुप्ता)
अध्यक्ष एवं प्रबंध निदेशक