

## NOTICE

CONTAINER CORPORATION OF INDIA LIMITED  
Regd Office: C-3, CONCOR Bhawan, Mathura Road, Opp. Apollo Hospital, New Delhi 110076  
CIN : L63011DL1988GOI030915, Email: investorrelations@concorindia.com,  
Website: www.concorindia.com, Phone: 011-41673093-96, Fax: 011-41673112

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held as under:

Day : Wednesday  
Date : 3<sup>rd</sup> September, 2014  
Time : 3:30 P.M. IST  
Venue : Zorawar Auditorium, Manekshaw Centre, Parade Road, Delhi Cantt, New Delhi-110010

to transact, with or without modifications, as may be permissible, the following business :

### ORDINARY BUSINESS:

To consider, and if thought fit, to pass the following resolutions as Ordinary Resolutions:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014, including Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend and to declare final dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2014.
3. To appoint a Director in place of Shri Harpreet Singh, Director (Projects & Services), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Yash Vardhan, Director (International Marketing & Operations), who retires by rotation and being eligible, offers himself for reappointment.
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 and to pass the following resolution as an Ordinary Resolution:

"RESOLVED that the appointment of M/s. Kumar Vijay Gupta & Co., Chartered Accountants, as Statutory Auditors of the Company for the financial year 2013-14 in terms of the order No./CA.V/COY/CENTRAL GOVERNMENT, CCIL(9)/179, dated 2<sup>nd</sup> August, 2013 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 BUSINESS:

6. To consider, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED that Shri Arvind Bhatnagar, Director (Domestic Division), be and is hereby appointed as Director of the Company w.e.f. 9<sup>th</sup> September, 2013 in terms of Railway Board's order no. 2012/E(O)II/40/6, dated 9<sup>th</sup> September, 2013 and shall be liable to retire by rotation."

By order of Board of  
CONTAINER CORPORATION OF INDIA LIMITED

Date : 24<sup>th</sup> July, 2014  
Place : New Delhi

(HARISH CHANDRA)  
Group General Manager (Finance) & Company Secretary.

### NOTES:

1. A brief resume of the Directors seeking re-appointment and appointed since last Annual General Meeting, as required under Clause 49 of the Listing Agreement executed with the Stock Exchanges is annexed hereto and forms part of Notice.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a Member of the Company. The proxy form duly completed and signed must be deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Annual General Meeting. Proxy so appointed shall not have any right to speak at the meeting.
4. As per the SEBI Notification, the equity shares of the Company have been compulsorily dematerialized and sale/purchase of the same is required to take place in dematerialized form only.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send/attach a duly certified copy of the Board Resolution & Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting, along with the Proxy Form/ Attendance Slip.
6. The Register of Members and Share Transfer Books will remain close from 30<sup>th</sup> August, 2014 to 3<sup>rd</sup> September, 2014 (both days inclusive).
7. SEBI has made it mandatory for the transferee(s) to furnish a copy of PAN card to the Company or M/s Beetal Financial & Computer Services (P) Ltd., Registrar and Transfer Agent (RTA) of the Company for registration of transfers and for securities market transactions and off-market/private transactions involving transfer of shares in physical form of listed companies. Accordingly, members holding shares in physical mode should attach a copy of their PAN card for every transfer request sent to Company/RTA.
8. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or RTA along with relevant Share Certificates.
9. Members who hold shares in physical form are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other shares related matter and / or registration of email address, change in address and bank account, email address to RTA of the Company and in case of shares are held in electronic mode, to their respective Depository Participants.
10. Dividend on Equity shares as recommended by the Directors for the year ended on 31<sup>st</sup> March, 2014, if approved by the Members at the Annual General Meeting, will be paid:
  - (i) to those Members whose names appear in the Register of Members of the Company, after giving effect to all valid Share Transfers in Physical form lodged with the Company and its Registrar on or before 29<sup>th</sup> August, 2014.
  - (ii) in respect of Shares held in electronic form, to those "deemed members" whose names appear on the Statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on 29<sup>th</sup> August, 2014.
11. As SEBI has made usage of electronic payment modes for making payments (like Dividend) to the investors mandatory, therefore members are advised to submit their National Electronic Clearing System (NECS)/NEFT/Direct Credit mandates, to enable the Company to make payment of dividend by means of NECS/NEFT/Direct Credit. Those holding shares in physical form may obtain and send the NECS/NEFT/Direct Credit mandate form to RTA of the Company. Those holding shares in Electronic Form may obtain and send the NECS/NEFT/Direct Credit Mandate Form directly to their Depository Participant (DP). Those who have already furnished the NECS/NEFT/Direct Credit Mandate Form to the Company/RTA/DP with complete details need not send it again.
12. In order to avoid the incidence of fraudulent encashment of dividend warrants, the Members who do not wish to opt for NECS/NEFT/Direct Credit facility are advised to submit particulars of their bank account, viz., name and address of the branch of the bank, Bank Account Number, 9 digit MICR code of the branch, IFSC Code, type of account, etc. to RTA of the Company to enable them to print these details on the Dividend Warrant.
13. Shareholders who have not encashed their dividend warrant(s) so far for the financial year ended 2006-2007 or any subsequent financial years, are requested to make their claim to the Company or RTA of the company. Shareholders are requested to note that in terms of provisions of Section 124 of the Companies Act 2013, any dividend, which remains un-paid/un-claimed for a period of seven years from the date of its transfer to the unpaid/unclaimed dividend account, will be transferred to Investor Education and Protection Fund established by Central Government. Thereafter, no claim shall be entertained in respect of dividend transferred to the said Fund.
14. Pursuant to Section 619(2) of Companies Act, 1956, the Auditors of a Government Company are to be appointed/re-appointed by the Comptroller and Auditor General (C&AG) of India and, in terms of provisions contained in Companies Act 2013, their remuneration shall be fixed by the company in a General Meeting or in such manner as the company in a General Meeting may



- determine. In pursuance of the same, C&AG of India had appointed M/s. Kumar Vijay Gupta & Co., Chartered Accountants, as Statutory Auditors of the Company for the Financial Year 2013-14. C&AG of India has also appointed Branch Auditors for carrying out audit of Branches of the Company. Accordingly, the Members are requested to authorize the Board of Directors of the Company to fix the remuneration for the Statutory Auditors/ Branch Auditors of the Company.
15. The Ministry of Corporate Affairs, Government of India vide its General Circular dated April 21, 2011 and April 29, 2011 has taken "Green Initiative in Corporate Governance" allowing paperless compliances of law through electronic mode. These Circulars, inter-alia, permit the Companies to send various Notices/ Documents to its shareholders through electronic mode to the registered e-mail addresses of the shareholders. This move by the Ministry is welcome since it benefits society at large on account of reduction in consumption of paper and it also contributes towards greener planet. It will facilitate prompt receipt of communications and thereby reducing postal transit losses. Similarly now under the provisions contained in the Companies Act 2013, the delivery of notices and documents may be done through electronic mode. Accordingly, copy of the Annual Report is being sent to all the members on their email IDs registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
  16. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with the RTA of the Company / Depository Participant (DP) of respective Member and take part in the Green Initiative of the Company.
  17. All documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company on all working days (except Saturday and Sunday) between 11.00 A.M. to 1.00 P.M. upto the date of Annual General Meeting and the same along with other documents as required under the applicable law will also be available for inspection at the time of AGM of the Company at the venue of the meeting.
  18. Members desiring any information as regards the Accounts are requested to write to the Company at least 15 days before the date of the meeting to enable the management to keep the information ready.
  19. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to RTA of the Company in prescribed form in the Companies (Share Capital and Debentures) Rules 2014. In case of shares held in dematerialized form, the nomination form has to be lodged directly with the respective Depository Participant (DP).
  20. Members are requested to:
    - i) Note that copies of Annual Report will not be distributed at the Annual General Meeting and they will have to bring their copies of Annual Report;
    - ii) Produce Attendance Slip, as sent herewith, at the venue duly filled-in and signed for attending the meeting as entry to the meeting venue will be strictly on the basis of the Entry Slip, which is available at the counters at the meeting venue in exchange of the Attendance Slip;
    - iii) Quote their Folio / Client ID & DP ID Nos. in all correspondence;
    - iv) Note that due to security reasons briefcases, eatables and other belongings are not allowed inside the Auditorium; and
    - v) Note that no gifts / coupons will be distributed at the Annual General Meeting.
  21. The Annual Report of the company is also available on the company's website [www.concorindia.com](http://www.concorindia.com).
  22. In terms of the provisions of Section 108 of the Companies Act 2013 read with relevant rules thereto, the business at General Meetings may be transacted through electronic voting (e-voting) and the company is providing e-voting facility to the members.
  23. Kindly note that the members can opt for only one mode of voting i.e., either e-voting or exercising this right in the meeting. Once the vote on a resolution is cast by member, he shall not be allowed to change it subsequently.
  24. Members desiring to exercise their vote by e-voting are requested to carefully read the enclosed instructions which inter-alia provide the process and manner for e-voting, login ID, generating password and time schedule, including the time period during which the votes may be cast, etc.
  25. In order to scrutinize the e-voting process in a fair and transparent manner and to carry out the required activities, the Board of Directors has appointed Mr. D. P. Gupta of M/s. SGS Associates, Company Secretaries (Membership No. F2411), as the Scrutinizer. Ms. Pragnya Parimita Pradhan of M/s. Pragnya Pradhan & Associates, Practicing Company Secretaries (Membership No. A32778) has been appointed as alternate Scrutinizer.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No.6

The Government of India has appointed Shri Arvind Bhatnagar as Director (Domestic Division) of the Company w.e.f. 9<sup>th</sup> September, 2013 in terms of Railway Board's order no. 2012/E(O)11/40/6, dated 9<sup>th</sup> September, 2013.

Accordingly, the Company has filed the requisite particulars of Shri Arvind Bhatnagar, Director (Domestic Division), in the prescribed forms with the Registrar of Companies, New Delhi.

In terms of Section 152 of the Companies Act, 2013, the above appointment is required to be confirmed in this Annual General Meeting.

None of the Directors or Managers or key managerial personnel and/or their relatives, except Shri Arvind Bhatnagar, Director (Domestic Division) are deemed to be concerned or interested, financially or otherwise in the resolution.

By order of Board of  
CONTAINER CORPORATION OF INDIA LIMITED

Date : 24<sup>th</sup> July, 2014

Place : New Delhi

(HARISH CHANDRA)

Group General Manager (Finance) & Company Secretary

Details of directors seeking re-appointment / appointment at the forthcoming Annual General Meeting (Refer Point (1) of Notes to Notice)

Name & Designation	Date of Birth	Date of Appointment	Qualifications	Expertise in specific functional areas	List of other companies in which Directorship held (as per their last declaration)	Details of Other Committee Membership
Shri Harpreet Singh, Director (Projects & Services) DIN: 00659703	24.11.1957	20.07.2006	Grad.I. Mech. E. (London), AMIE (Mech. Engg.), Institution of Engineers India, AMIE (Elect. Engg.) Institution of Engineers India, MBA (Finance)	Ex IRSME officer with professional experience in Mechanical engg. services and management of Projects & Services.	Three @	Two @@
Shri Yash Vardhan, Director (International Marketing & Operations) DIN: 01842119	24.08.1956	28.09.2007	M.Sc. & M. Phil	Ex IRTS officer with professional experience in Railway Operations Commercial, Safety and Planning. Setting up & management of container terminals.	Six#	Two ##
Shri Arvind Bhatnagar, Director, Domestic Division DIN: 03564703	17.06.1956	09.09.2013	BE (HONS) Electrical & Electronics and MBA.	Ex IRTS officer with varied experience in Operations and Commercial working of IR. Also gained Multimodal Logistics experience including Port Terminal Management.	One*	One**

Name of the Companies :

@ 1. Fresh & Healthy Enterprises Ltd. 2. Star Track Terminals Private Ltd. 3. Punjab Logistics Infrastructure Ltd.

@@ Audit Committees of 1. Fresh & Healthy Enterprises Ltd. 2. Star Track Terminals Private Ltd.

# 1. Fresh & Healthy Enterprises Ltd. 2. Hind CONCOR Terminals (Dadri) Pvt. Ltd. 3. Container Gateway Ltd. 4. Gateway Terminals India Pvt. Ltd. 5. India Gateway Terminals Pvt. Ltd. 6. CONCOR Air Ltd.

## Audit Committees of 1. Gateway Terminals India Pvt. Ltd. 2. India Gateway Terminals Pvt. Ltd.

\* 1. TCI-CONCOR Multimodal Solutions Pvt. Ltd.

\*\* Appointment committee of TCI-CONCOR Multimodal Solutions Pvt. Ltd.

**General Instructions:**

- a. In case of any queries, you may refer the **Frequently Asked Questions (FAQs)** for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The e-voting period commences on 28<sup>th</sup> August, 2014 (9:00 A.M. IST) and ends on 30<sup>th</sup> August, 2014 (6:00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28<sup>th</sup> July, 2014 (end of the day), may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- d. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 28<sup>th</sup> July, 2014 (end of the day).
- e. For fair and transparent e-voting process Mr. D. P. Gupta, Practicing Company Secretary have been appointed as the Scrutinizer to scrutinize the same and Ms. Pragnya Parimlta Pradhan of M/s. Pragnya Pradhan & Associates, Practicing Company Secretaries has been appointed as alternate Scrutinizer.
- f. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- g. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.concorindia.com](http://www.concorindia.com) and on the website of NSDL within two(2) days of passing of the resolutions at the 26<sup>th</sup> AGM of the Company on 3<sup>rd</sup> September, 2014 and communicated to the stock exchanges.

By order of the Board of Directors  
For Container Corporation of India Ltd.

Date : 24<sup>th</sup> July, 2014  
Place : New Delhi

(Harish Chandra)  
Group General Manager (Finance) & Company Secretary

CONTAINER CORPORATION OF INDIA LIMITED  
Regd Office: C-3, CONCOR Bhawan, Mathura Road, Opp. Apollo Hospital, New Delhi 110076  
CIN : L63011DL1988GOI030915, Email: investorrelations@concorindia.com,  
Website: www.concorindia.com, Phone: 011-41673093-96, Fax: 011-41673112

Dear Member,

**Sub: INSTRUCTIONS FOR e-VOTING**

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote on all resolution(s) set forth in the Notice convening the 26<sup>th</sup> Annual General Meeting (AGM) to be held on 03<sup>rd</sup> September, 2014 by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The e-voting facility is available at the link <https://www.evoting.nsd.com>.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
28 <sup>th</sup> August, 2014 at 9.00 A.M. IST	30 <sup>th</sup> August, 2014 at 6.00 P.M. IST

Please read the following instructions for e-voting before exercising your vote:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:

- (i) Open email and open PDF file viz; "**CONCOR e-Voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password. If you are already registered you will not receive the PDF file containing user ID and password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
- (iii) Click on Shareholder – Login.
- (iv) 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.
- (v) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (viii) Select "**EVEN**" of Container Corporation of India Ltd.
- (ix) Now you are ready for e-voting as Cast Vote page opens.
- (x) Cast your vote by selecting appropriate option and click on "**Submit**" and also "**Confirm**" when prompted.
- (xi) Upon confirmation, the message "**Vote cast successfully**" will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional shareholders (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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sgsdel@gmail.com](mailto:sgsdel@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

- (i) Initial password has been provided at the bottom of the Attendance Slip for the AGM under the heading "**Particulars for e-voting**".
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

NOTES