सत्यमेव जयते

भारत सरकार
रेल मंत्रालय, (रेलवे बोर्ड)
रेल भवन, नई दिल्ली-110001
GOVERNMENT OF INDIA
MINISTRY OF RAILWAYS
(RAILWAY BOARD)
RAIL BHAVAN, NEW DELHI-110001

Date: March 14, 2016

To:

Container Corporation of India Limited
CONCOR Bhawan,
C-3, Mathura Road,
New Delhi, India-110076

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai, India 400 001

The Managing Director
The National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai, India 400 051

Sub: Disclosure of change in shareholding under regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations")

Dear Sirs,

This is with reference to the Offer for Sale announced by the President of India, acting through the Ministry of Railways, Government of India on March 8, 2016 for sale of 97,48,710 equity shares of face value of Rs. 10 each representing 5% of the total paid up equity share capital of Container Corporation of India Limited ("**Target Company**") (which took place on March 9, 2016 and March 10, 2016). In this regard, we wish to inform you that the President of India, acting through the Ministry of Railways, Government of India, has sold 19,49,742 equity shares of the Company to Retail bidders on the basis of valid bids received on T+1 day (i.e. March 10, 2016) and non-Retail bidders who carry forwarded their bids from T day.

The above sale of shares took place on a separate, designated window of BSE Limited (the "**BSE**") and National Stock Exchange of India Limited (the "**NSE**" and together with BSE, the "**Stock Exchanges**"), and was undertaken in accordance with the "Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism" issued by the Securities and Exchange Board of India (the "**SEBI**") through its circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 (as amended up to February 15, 2016, pursuant to subsequent circulars issued by SEBI), and section 21 of chapter 1 of the "Master Circular for Stock Exchange and Clearing Corporation" issued by SEBI through its circular no. CIR/MRD/DP/9/2015 dated May 26, 2015.

As required under regulation 29(2) of the SEBI Takeover Regulations, we enclose with this letter, a disclosure of the change in our shareholding in the Target Company, pursuant to the above sale of shares. The enclosed disclosure is in the relevant format notified by SEBI in respect of regulation 29(2) of the SEBI Takeover Regulations. Please read this disclosure along with our disclosure dated March 9, 2016, since they form a part of the complete offer for sale transaction of 97,48,710 equity shares by the President of India, acting through the Ministry of Railways, Government of India (which resulted in a total dilution of 5% of the Government of India).

This letter is intended for the information and records of the Target Company and the Stock Exchanges.

Sincerely,

For and on behalf of the President of India:
Ministry of Railways, Government of India

Manoj K. Akhouri

Shri Manoj Krishna Akhouri (मनोज कृष्ण अखौरी)
Executive Director/ Traffic Transportation (F.)
Encl: a/a

(M. K. AKHOURI)
कार्यपालक निदेशक/याता. (एफ)
Executive Director Traffic Trans. (F.)
रेल मंत्रालय/Ministry of Railway
(रेलवे बोर्ड/Railway Board)
नई दिल्ली/New Delhi

DISCLOSURES UNDER REGULATION 29(2) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Name of the Target Company (or TC)	Container Corporation of India Limited (the "**Company**")		
Name(s) of the ~~acquirer~~/ seller ~~and persons acting in concert (PACs) with the acquirer/ seller~~	The President of India, acting through the Ministry of Railways, Government of India (the "**Seller**")		
Whether the ~~acquirer~~/ seller belongs to the promoter/ promoter group	Yes, the Seller is the promoter of the Company		
Name(s) of the stock exchange(s) where the shares of the TC are listed	BSE and NSE		
Details of the ~~acquisition~~/ disposal as follows:	**Number**	**% w.r.t. total share/ voting capital, wherever applicable**	**% w.r.t. total diluted share/ voting capital of the TC**
Before the ~~acquisition~~/ disposal under consideration, holding of:			
a) Shares carrying voting rights	11,26,83,527	57.79%	57.79%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/ convertible securities/ any other instrument that entitles the ~~acquirer~~/ seller to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) **Total (a+b+c+d)**	11,26,83,527	57.79%	57.79%
Details of ~~acquisition~~/ sale			

14/3/16

(मनोज कृष्ण अखौरी)
(M. K. AKHOURI)
कार्यपालक निदेशक या.प्रे. (एफ)
Executive Director Traffic Trans. (F)
रेल मंत्रालय /Ministry of Railways
(रेलवे बोर्ड /Railway Board)
नई दिल्ली/New Delhi

a) Shares carrying voting rights ~~acquired~~/ sold	19,49,742 equity shares	1%[1]	1%
b) VRs ~~acquired~~/ sold otherwise than by shares	-	-	-
c) Warrants/ convertible securities/ any other instrument that entitles the ~~acquirer~~/ seller to receive shares carrying voting rights in the TC (specify holding in each category) ~~acquired~~/ sold	-	-	-
d) Shares encumbered/ invoked/ released by the ~~acquirer~~/ seller	-	-	-
e) **Total (a+b+c+d)**	19,49,742 equity shares	1%	1%
After the ~~acquisition~~/ sale, holding of:			
a) Shares carrying voting rights	11,07,33,785 equity shares	56.79%	56.79%
b) Shares encumbered with the ~~acquirer~~/ seller	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer/ seller to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) **Total (a+b+c+d)**	11,07,33,785 equity shares	56.79%	56.79%
Mode of ~~acquisition~~/ sale (e.g. open market/ off-market/ public issue/ rights	The Seller sold shares of the Company on a separate,		

[1] The Offer for Sale that was conducted on March 9, 2016 and March 10, 2016 was announced on March 8, 2016 for sale of 97,48,710 equity shares of face value of INR 10 each representing 5% of the total paid up equity share capital of the Company. This is the remaining disclosure of the shares allotted on the basis of the valid bids received from Retail bidders on T+1 day (i.e. March 10, 2016) and non-Retail bidders who carry forwarded their bids from T day (*as defined in the Notice given to the Stock Exchanges on March 8, 2016*). Please read both disclosures dated March 11, 2016 and March 14, 2016 together, since they form a part of the complete offer for sale transaction of 97,48,710 equity shares by the President of India, acting through the Ministry of Railways, Government of India (which resulted in a total dilution of 5% of the Government of India).

(एम. के. अखौरी)
(M. K. AKHOURI)
कार्यपालक निदेशक या.परि. (एक)
Executive Director Traffic Trans. (F)
रेल मंत्रालय / Ministry of Railways
(रेलवे बोर्ड / Railway Board)
भारत सरकार / Govt. of India

issue/ preferential allotment/ inter-se transfer, etc.)	designated window of the Stock Exchanges. This sale was undertaken in accordance with the "Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism" issued by the Securities and Exchange Board of India ("**SEBI**") through its circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 (as amended up to February 15, 2016, pursuant to subsequent circulars issued by SEBI), and section 21 of chapter 1 of the "Master Circular for Stock Exchange and Clearing Corporation" issued by SEBI through its circular no. CIR/MRD/DP/9/2015 dated May 26, 2015.
Date of ~~acquisition~~/ sale of shares/ ~~VR~~, or date of receipt of intimation of allotment of shares, whichever is applicable	March 10, 2016*
Equity share capital/ total voting capital of the TC before the said ~~acquisition~~/ sale	INR 1,94,97,41,910 (comprising 19,49,74,191 shares having a face value of INR 10 each)**
Equity share capital/ total voting capital of the TC after the said ~~acquisition~~/ sale	INR 1,94,97,41,910 (comprising 19,49,74,191 shares having a face value of INR 10 each)**
Total diluted share/ voting capital of the TC after the said ~~acquisition~~/ sale	INR 1,94,97,41,910 (comprising 19,49,74,191 shares having a face value of INR 10 each)**

** The OFS took place on a separate window of the Stock Exchanges on March 9, 2016 and March 10, 2016: Unallotted bidders who carry forwarded their bids from T day (i.e. March 9, 2016) and Retail bidders who participated in the OFS on T+1 day (i.e. March 10, 2016).*

***There is no change in the paid up share capital of the Target Company on account of sale of shares by the Promoter (i.e. the President of India acting through the Ministry of Railways) through the OFS mechanism as per SEBI Guidelines and Circulars, as the said sale is secondary in nature.*

For and on Behalf of the President of India
Ministry of Railways, Government of India

Manoj K. Akhouri

Shri Manoj Krishna Akhouri
Executive Director/ Traffic Transportation (E)
Date: March 14, 2016
Place: New Delhi

(M. K. AKHOURI)
कार्यकारी निदेशक यातायात (वि.)
Executive Director Traffic Trans. (E)
रेल मंत्रालय / Ministry of Railways
(रेलवे बोर्ड / Railway Board)
नई दिल्ली / New Delhi

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