

कॉन/आइआरसी/SE/104/Vol-VII/

दिनांक: 27.05.2019

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

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019.


Ref: SEBI circular no. CIR/CFD/CMD1/27/2019, dated February 08, 2019.

In terms of clause 3(b)(iii) of the above referred SEBI circular, the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by Shri Amit Agrawal, Practicing Company Secretary and the Secretarial Auditor of the Company, is as per enclosure.

This is for your information and record please.

धन्यवाद ।

भवदीय,
कृते भारतीय कंटेनर निगम लिमिटेड



(हरीश चन्द्रा)

कार्यकारी निदेशक (वित्त) एवं क. स.

27/5/19

संलग्नक : यथोपरि



Amit Agrawal & Associates

Company Secretaries

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Ph.: +91-11-22024525, 43019279, Mob.: +91-9811272307

E-mail: amitagcs@gmail.com, amit2kas@yahoo.com

Secretarial Compliance report of Container Corporation Of India Limited for the year ended on March 31, 2019

To,
Container Corporation of India Limited
CONCOR Bhawan, C-3, Mathura Road,
Opposite Apollo Hospital, New Delhi-110076
CIN: L63011DL1988GOI030915

I have examined:

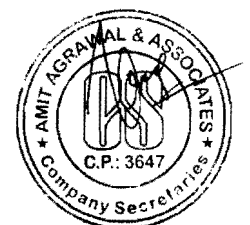
- (a) all the documents and records made available to me and explanation provided by Container Corporation of India Limited (the "listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & thereafter 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [Not applicable to the company during the Review Period];
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [Not applicable to the company during the Review Period];



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not applicable to the company during the Review Period];
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 [Not applicable to the company during the Review Period];
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and circulars/ guidelines issued there under;

and based on the above examination, I hereby report that, during the Review Period:

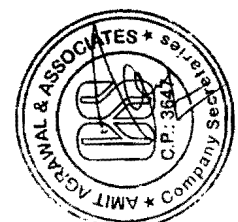
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under; except in respect of matters specified below:

S. No.	Compliance Requirement	Deviations	Observation/ Remark of the PCS
1.	Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Composition of the Board of Directors of the company is not having such number of Independent Directors as required under SEBI (LODR) Regulations	As per Articles of Association of Company, President of India is empowered to appoint Directors on the Board of Company and as informed to us by the management of the company. The Company has already written from time to time to its administrative ministry i.e. Ministry of railways for appointment of appropriate number of Independent Directors on its board.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.

- (c) The following are the details of action(s) taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

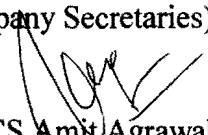
S.No.	Action Taken by	Details of Violation	Details of Action taken e.g. fines, warning letter, etc.	Observation/ Remark of the PCS
1.	BSE and NSE	Non-Composition of Board as per SEBI (LODR) Regulations for December 2018	Fine of Rs.365,800/- (incl. Rs.55,800 GST) by each BSE and NSE.	As per Articles of Association of Company, President of India is empowered to appoint Directors on the Board of Company and as informed



		quarter.		to us by the management of the company The company has already written from time to time to its administrative ministry i.e. Ministry of Railways for appointment of appropriate number of Independent Directors on its board.
2.	BSE and NSE	Non-Composition of Board as per SEBI (LODR) Regulations for March 2019 quarter.	Fine of Rs.531,000/- (incl. Rs.81,000 GST) by each BSE and NSE.	As per Articles of Association of Company, President of India is empowered to appoint Directors on the Board of Company and as informed to us by the management of the company.. The Company has already written from time to time to its administrative ministry i.e. Ministry of Railways for appointment of appropriate number of Independent Directors on its board.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable.

Date : 29/05/2019
Place: New Delhi

For ~~Amit~~ Agarwal & Associates
(Company Secretaries)

CS Amit Agrawal
Proprietor
CP No. 3647, M.No.5311

