Dear Sir/Madam,


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, 2020, 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.

श्रद्धांजलि।

भवदीय, 
कृपया भारतीय कंटेनर निगम लिमिटेड 
(हरिश चन्द्रा) 
कार्यकारी निदेशक (वित्त) एवं क. स.

संलग्न: यथोपरि
Secretarial Compliance report of Container Corporation Of India Limited
for the year ended on March 31, 2020

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,
(e) books, papers, minute books, form and returns filed,

for the year ended March 31, 2020 ("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, 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];
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
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:

<table>
<thead>
<tr>
<th>S. No.</th>
<th>Compliance Requirement</th>
<th>Deviations</th>
<th>Observation/ Remark of the PCS</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</td>
<td>Composition of the Board of Directors of the Company was not having such number of Independent Directors as required under Regulation 17 of SEBI (LODR) Regulations for the quarter ended June 30, 2019 and September 30, 2019</td>
<td>The Company did not have proper composition of the Independent Directors on Board as required under Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, as per Articles of Association of Company, President of India is empowered to appoint Directors on the Board of Company for which 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.</td>
</tr>
</tbody>
</table>

(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:

<table>
<thead>
<tr>
<th>S.No.</th>
<th>Action Taken by</th>
<th>Details of Violation</th>
<th>Details of Action taken e.g. fines, warning letter, etc.</th>
<th>Observation/ Remark of the PCS</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>BSE and NSE</td>
<td>Non-Composition of Board as per SEBI (LODR) Regulations for June 2019</td>
<td>Fine of Rs.5,36,900/- (incl. Rs.81,900 GST) by each BSE and NSE.</td>
<td>The Company was not having proper composition of the Independent Directors on Board as required under Regulation 17 of Securities and</td>
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<td>2.</td>
<td>BSE and NSE</td>
<td>Non-Composition of Board as per SEBI (LODR) Regulations for some part of September 2020 quarter.</td>
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<td></td>
<td></td>
<td>Fine of Rs.171,100/- (incl. Rs.26,100/- GST) by each BSE and NSE.</td>
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<tr>
<td></td>
<td></td>
<td>The Company was not having proper composition of Independent Directors on Board as required under Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*As per Articles of Association of Company, President of India is empowered to appoint Directors on the Board of Company. As appointment of these directors is not under the control of the Company, there is no pendency in this regard at Company's end.

The Company on its part 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.

Further, vide its letter no. NSE/LIST/SOP/103783, dated March 18, 2020, NSE has communicated waiver of fines imposed for Quarters ended on Dec-18, Mar-19, Jun-19 and Sep-19 for Rs.13,60,000/- + GST@18% Rs.2,44,800/- amounting to Rs.16,04,800/- and on similar lines, BSE has also been requested by the Company to waive the fines imposed.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: The actions taken in respect of board composition are stated above.

For Amit Agarwal & Associates
(Company Secretaries)

Date: 28.07.2020
Place: New Delhi