



**CONTAINER CORPORATION OF INDIA LIMITED
(A Govt. of India Navratna Undertaking)**

CIN: L63011DL1988GOI030915

Regd. Office: CONCOR Bhawan, C-3, Mathura Road,

Opp.- Apollo Hospital, New Delhi – 110 076

Tel. No. (011) 41673093-96, Fax: (011) 41673112

Email: investorrelations@concorindia.com, Website: www.concorindia.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

Dear Member(s),

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment thereof, for the time being in force, and other applicable laws and regulations, Container Corporation of India Limited (the "Company") seeks the consent of its Members for Special Businesses to be transacted through Postal Ballot, which includes voting by electronic means for the following items:

SPECIAL BUSINESSES:

ITEM 1: APPROVAL FOR SUB-DIVISION OF THE COMPANY'S ONE EQUITY SHARES OF RS.10/- (RUPEES TEN) EACH INTO TWO EQUITY SHARES OF FACE VALUE OF RS.5/- (RUPEES FIVE) EACH

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the shareholders be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having nominal value of Rs 10/- (Rupees ten) each be sub-divided into two Equity Shares having nominal value of Rs.5/- (Rupees five) each and the relevant Capital Clause V of Memorandum of Association of Company be altered for the same.

FURTHER RESOLVED THAT pursuant to the such sub-division of equity shares of the company, the authorized equity share capital of Rs.400 Crore comprised of 40,00,00,000 (Forty Crore) equity shares of nominal value of Rs.10/- (Rupees ten) each, shall stand sub-divided into 80,00,00,000 (Eighty Crore) equity shares of nominal value of Rs.5/- (Rupees five) each and issued, subscribed and paid up equity share capital of Rs. 243,71,77,390/- comprised of 24,37,17,739 equity shares of the nominal value of Rs.10/- (Rupees ten) each shall stand sub-divided into 48,74,35,478 equity shares of nominal value of Rs. 5/- (Rupees five) each, from the record date and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid-up Equity shares of Rs.10/- (Rupees ten) each of the company.

FURTHER RESOLVED THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs.10/- (Rupees ten) each both in the electronic and physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date of sub-division and the Company may without requiring the surrender of the old share certificates, directly issue and dispatch the new share certificate(s) of the Company, in lieu of the existing share certificates within the prescribed time period and give proportionate credit of shares to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares before sub-division.

FURTHER RESOLVED THAT the Board be and is hereby authorized to delegate all or any of the power(s) or authority required or necessary, which shall include the powers/authority already delegated for this purpose, as the board in its absolute discretion deem fit, to Chairman and Managing Director / any Director(s) / Officer(s) / Authorised Representative(s)/ Committee of Directors/Company Secretary of the Company in order to give effect to the aforesaid Resolutions, including but not limited to fixing record date, implementation of the proposal of sub-division of equity shares of the Company, timely completion of Sub-division etc., as may be required, in relation thereto.

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board and/or Committee of Directors and/or Chairman and Managing Director & Company Secretary be and are hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the Sub-division of shares including execution & filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM 2: APPROVAL TO AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, including any amendment or re-enactment thereon and the rules framed thereunder, the approval be and is hereby accorded for substituting clause V of the Memorandum of Association with the following clause:

V. The Authorized Share Capital of the Company is Rs 400,00,00,000/- (Rupees Four Hundred Crores) divided into 80,00,00,000 (Eighty Crore) Equity Shares of Rs.5/- (Rupees Five) each.

FURTHER RESOLVED THAT the Chairman and Managing Director and/or Company Secretary of the Company be and are hereby jointly/severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution."

**By order of the Board of Directors
For and on behalf of
Container Corporation of India Ltd.**

**Sd/-
(Harish Chandra)
ED (Finance) & Company Secretary**

**Place: New Delhi
Date: 04.05.2018**

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, stating reasons for the proposed Special Businesses is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended from time to time, the assent or dissent of the Members in respect of the resolutions contained in this postal Ballot Notice, is being obtained through postal ballot which includes e-voting by electronic means.
3. Mr. Rakesh Kumar, (Clo M/s R K & Associates), Practicing Company Secretary (FCS:7695, CP No. 8553) has been appointed as Scrutinizer for conducting the e-voting/Postal Ballot in accordance with the law in fair and transparent manner.
4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 04.05.2018 i.e. "the cut-off date". The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope.
5. Members whose names appear on the Register of Members/List of Beneficial Owners as on 04.05.2018 will be considered for the purpose of voting.
6. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. The Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to concor@beetalfinancial.com. The Company/Registrar and Transfer Agent shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on 04.05.2018.
10. In compliance with Sections 108 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by NSDL. **The e-voting period will commence on 14.05.2018 at 9:00 Hours IST and ends on 12.06.2018 at 17:00 Hours IST.** The instructions for electronic voting are annexed to this Notice.
11. A Member cannot exercise his/her vote by proxy on postal ballot.
12. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer (Mr. Rakesh Kumar, Scrutinizer, Unit : CONCOR c/o Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 3rd Floor 99, Madangir, Behind LSC, New Delhi – 110062) not later than close of working hours i.e. 17:00 Hours 1ST on 12.06.2018. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17:00 Hours IST on 12.06.2018, it will be considered that no reply from the Member has been received.
13. The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized on 14.06.2018 at the registered office and will be displayed on the website of the Company at www.concorindia.com and will also be communicated to the Stock Exchanges i.e. NSE & BSE.
14. All the material documents referred to in the statement pursuant to section 102 of the Companies Act, 2013 and rules related thereto will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 12.06.2018

For any queries/grievances, in relation to voting through post or electronic means, members may contact Registrar and Transfer Agent (RTA) i.e. Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 3rd Floor 99, Madangir, Behind LSC, New Delhi – 110062, email:concor@beetalfinancial.com, Tel:011-29961281-83, Fax: 011-29961284..

Voting through electronic means:-

In compliance with Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules and other law as applicable, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

1. Members whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - a. Open email and open the PDF file titled (e-voting.pdf), using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
Note: If you are already registered with NSDL for e-voting then you can use your existing user ID and Password.
 - b. Launch the internet browser by typing the following URL: <https://www.evoting.nSDL.com>.
 - c. Click on Shareholders → Login.
 - d. Enter the User ID and Password (the Initial Password noted in step (a) above). Click on 'Login'.
 - e. The Password change menu appears. Change the Password with a new Password of your choice with minimum 8 digits / characters or combination thereof. Note the new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your password confidential.
 - f. The Home page of e-voting opens. Click on e-voting: Active Voting cycles.
 - g. Select EVEN (E-voting Event Number) of Container Corporation of India Ltd.
 - h. Now you are ready for e-voting as the "Cast Vote" page opens.
 - i. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your votes.

- I. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csrakeshkumar@gmail.com with a copy marked to evoting@nsdl.co.in.
2. For Members whose email IDs are not registered with the Company/Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
 - a. The initial password is provided at the bottom of the Postal Ballot Form.

EVEN (e-Voting Event Number)	USER ID	PASSWORD/ PIN

- b. Please follow all the steps from a to I, mentioned above, in order to successfully cast your vote.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com
4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
5. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
NOTE: Shareholders who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
In case shareholders are holding shares in demat mode, user ID is the combination of DP ID + Client ID.
In case shareholders are holding shares in physical mode, user ID is the combination of EVEN No+ Folio No.
6. **The e-voting period will commence on 14.05.2018 at 9:00 Hours IST and ends on 12.06.2018 at 17:00 Hours IST.** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. 04.05.2018 (cut-off date), 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 a Member, he or she will not be allowed to change it subsequently.
7. In case of any queries, please refer to the Frequently Asked Questions (FAQs) and the e-voting user manual for Members available in the 'Downloads' section of <https://www.evoting.nsdl.com>. You can also contact NSDL via e-mail at evoting@nsdl.co.in or call on the toll free number: 1800-222-990.

ANNEXURE TO THE NOTICE OF POSTAL BALLOT

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

ITEM 1 AND 2

Department of Investment and Public Asset Management (DIPAM), Ministry of Finance, Government of India (GOI), has issued an Office Memorandum dated 27th May, 2016 on the subject of "Guidelines on Capital Restructuring of CPSEs". These guidelines deal with adopting a comprehensive approach for efficient management of investment in CPSEs by the GOI. It is applicable to all corporate bodies where the GOI has a controlling interest. The guidelines on capital restructuring of the CPSEs provides for the criteria for payment of dividend, buyback of shares, issue of bonus shares and splitting of shares.

DIPAM Guidelines on splitting provides that where market price/ book value of share exceeds 50 times of its face value, CPSE should consider split off its shares appropriately provided the existing face value of share is equal to or more than Rs.1/-.

Based on provisions of the DIPAM guidelines for splitting of shares and taking into consideration other factors, the Board at its meeting dated 30.04.2018 have recommended the sub-division of one equity shares of face value of Rs.10/- each into two equity shares of Rs.5/- each fully paid up of the Company held by the shareholders on the Record Date and amendment in Capital Clause of Memorandum of Association of Company to enable the same. Consequently, the authorised share capital of the Company would be Rs. 400 crores (Rupees Four Hundred Crores) consisting of 80,00,00,000 (Eighty Crore) equity shares of Rs.5/- (Rupees Five) each.

The draft of the revised Memorandum of Association is available for inspection of the members at the registered office of the Company on all working days (except Saturdays, Sundays and public Holidays) upto the date of closing of e-voting or last date of receipt of Postal ballot Forms.

None of the Directors, Key Managerial Personnel of the company or their relative is in any way concerned or interested in the proposed resolution.

Accordingly, the Board recommends passing of the resolutions set out at Item No. 1 & 2 for approval of the Members.

**By order of the Board of Directors
For and on behalf of
Container Corporation of India Ltd.**

**sd/-
(Harish Chandra)
ED (Finance) & Company Secretary**

**Place: New Delhi
Date: 04.05.2018**



CONTAINER CORPORATION OF INDIA LIMITED

(A Govt. of India Navratna Undertaking)

CIN: L63011DL1988GOI030915

Regd. Office: CONCOR Bhawan, C-3, Mathura Road,

Opp.- Apollo Hospital, New Delhi – 110 076

Tel. No. (011) 41673093-96, Fax: (011) 41673112

Email: investorrelations@concorindia.com, Website: www.concorindia.com

POSTAL BALLOT FORM

SERIAL No. _____

1. **Name(s) of Member(s)** :
(including joint holders, if any)
2. **Registered Address of the Sole/ First-named Member** :
as Registered with the Company
3. **Registered folio No./ DP ID No./Client ID No.** :
4. **Number of shares held** :

I/We hereby exercise my/our vote in respect of the Special Business to be passed through Postal Ballot/e-voting by conveying my/our assent (**FOR**) or dissent (**AGAINST**) to the said resolution(s) by placing the tick () mark at the appropriate box below:

Sl. No.	Description	Nature of Resolution	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval for sub-division of Company's one Equity Share of Rs.10/- (Rupees ten) each into two Equity Shares of face value of Rs.5/- (Rupees five) each	Ordinary Resolution			
2.	Approval to Amend the Capital Clause in the Memorandum of Association of the Company	Special Resolution			

Place:

Date :

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN (e-Voting Event Number)	USER ID	PASSWORD

Notes:

- (i) Last date for receipt of Postal Ballot Forms by Scrutinizer is Tuesday, 12.06.2018.
- (ii) Please return Postal Ballot form in the postage prepaid self-addressed envelope enclosed herewith.
- (iii) Please read the instructions carefully printed overleaf before exercising your vote.
- (iv) Please follow steps for e-voting procedure as printed in the Instructions carefully before exercising your vote or login to <https://www.evoting.nsdl.com>

INSTRUCTIONS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules") as amended, Members who have registered their e-mail IDs with depositories or with the Company for communication purposes are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal ballot along with physical form through permitted means along with a postage prepaid self addressed Business Reply Envelope. The details of dispatch will be published in the newspaper.
2. **The self addressed envelopes bears the address of the scrutinizer i.e. Mr. Rakesh Kumar, Scrutinizer, Unit: CONCOR, C/o M/s Beetal Financial & Computer Services Pvt. Ltd., BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi – 110062.**
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members or List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, 04.05.2018 i.e. "the cut-off date".
4. Members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 04.05.2018 will be considered for the purpose of voting.
5. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. In case a Member to whom Postal Ballot Notice is being sent in electronic form and is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to concor@beetalfinancial.com. The Company /Registrar and Transfer Agent shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Friday, 04.05.2018.
9. In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and any amendments thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Members are informed that the Company is offering 'e-voting' facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting. E-voting is optional and Members shall have the option to vote either through e-voting or through Postal Ballot Form. The detailed procedure with respect to e-voting is mentioned below. A Member cannot exercise his vote by proxy on postal ballot.
10. The Members are requested to note that: a) the e-voting period will commence **from 9:00 a.m. (IST) on Monday, 14.05.2018 and end at 05:00 p.m. (IST) on Tuesday, 12.06.2018**. Please note that e-voting module will be disabled for Voting after the said time and date. Once the Vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. During the period, shareholders holding shares either in physical form or in dematerialized form as on the cut-off date, Friday, 04.05.2018 (EOD) may cast their votes electronically. b) Similarly, duly completed Postal Ballot Form should reach the Scrutinizer before 5:00 p.m. (IST) on Tuesday, 12.06.2018. Postal Ballot Forms received after the said time and date will be strictly treated as if the reply from such Members has not been received. Further please note that a person who is not a member of the Company as on the cut-off date i.e. Friday, 04.05.2018 (EOD) should treat this notice for information purpose only.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized on or before Thursday, 14.06.2018 at the registered office and will be displayed on the website of the Company at www.concorindia.com and will also be communicated to the Stock Exchanges i.e. NSE & BSE.
12. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or e-voting.
13. All the material documents referred to in the statement pursuant to section 102 of the Companies Act, 2013 and rules related thereto will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till the last date for receiving of Postal Ballot.
14. For Any queries/grievances, in relation to voting through post or electronic means, members may contact Registrar and Transfer Agent (RTA) i.e. M/s Beetal Financial & Computer Services Pvt. Ltd., BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi –110 062, email: concor@beetalfinancial.com, Tel 011-29961281-83.