

**Sub.: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with sub-para 1.2 of Para A.1 of Annexure I of SEBI's Circular bearing number CIR/CFD/CMD/4/2015 dated September 09, 2015.**

With reference to the above cited subject, we would like to inform that the Board of Directors at its meeting held today i.e. 21.05.2021 considered and approved the Scheme of Arrangement for Amalgamation of wholly owned unlisted subsidiary namely, CONCOR Air Limited ("Transferor Company") with Container Corporation of India Limited ("Transferee Company") under the provisions of Section 230-232 of the Companies Act, 2013 read with Ministry of Corporate Affairs, Notification No. G.S.R. 582 (E), Dated 13th June, 2017 ("Scheme").

The above Scheme of Arrangement shall be subject to the approval of Ministry of Corporate Affairs (MCA), Shareholders and Creditors of both the Companies.

As Transferor Company is a wholly owned subsidiary of the company, hence the company is neither required to comply with the requirements laid under circular no. CFD/DIL3/CIR/2017/21 dated, March 10, 2017 nor required to obtain no objection letter from the stock exchanges before filing of the Scheme with the MCA.

The detailed disclosure as required under Regulation 30 of the Listing Regulations, 2015 read with Circular CIR/CFD/CMD/4/2015 dated September 09, 2015 is enclosed as Annexure.

Please treat this information as compliance under Regulation 30 and other applicable regulations of the SEBI (LODR) Regulations, 2015 and kindly take the same on records.

Board Meeting ended on 21.05.2021 at 17.40 hours.

## Annexure

- a) **Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.:**

The Scheme of Arrangement provides for Amalgamation of CONCOR Air Limited ('Transferor Company') with Container Corporation of India Limited ('Transferee Company') under Section 230 - 232 of the Companies Act, 2013.

CONCOR Air Limited ('Transferor Company') is the wholly owned subsidiary of Container Corporation of India Limited ('Transferee Company').

**Brief details of the entities forming part of scheme of arrangement as on 31<sup>st</sup> March, 2021 are as follows -**

(Rs. In Crores)		
Name of the Company	Revenue	Net Worth
CONCOR Air Limited	33.70	33.91
Container Corporation of India Limited	6,670.44	10,203.74

- b) **Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".**

The Transferor Company is wholly owned subsidiary of Transferee Company. The proposed amalgamation does fall within preview of related party transaction in terms of Circular No. 30/2014 dated 17.07.2014 issued by Ministry of Corporate Affairs. Further, pursuant to regulation 23(5) of the LODR Regulation, the related party provisions are not applicable to the proposed Scheme.

- c) **Area of business of the entity(ies)**

Name of the Company	Area of Business
CONCOR Air Limited ('Transferor Company')	Transferor Company provides services for air cargo operations at SantaCruz Air Cargo Terminal (SACT), Mumbai in terms of concessionaire agreement with Mumbai International Airport Limited (MIAL).
Container Corporation of India Limited ('Transferee Company')	Transferee Company is the market leader in handling & transportation of cargo & containers, having the largest network of 60 ICDs/CFSs in India (57 terminals and 3 strategic tie-ups). It is providing inland transport by rail for containers and has also expanded to cover management of Ports, air cargo complexes and establishing cold-chain to provide responsive, cost effective, efficient and reliable logistics solutions to its customers through synergy with community partners and ensuring profitability and growth.

**d) Rationale for Amalgamation:**

- The Transferor Company is wholly owned subsidiary of Transferee Company and engaged in air cargo business in logistics sector which is of similar nature of business of Transferee Company. In order to consolidate the businesses at one place and effectively manage the Transferor Company and Transferee Company as a single entity, which will provide several benefits including streamlined group structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances, rationalizing costs, it is intended that the Transferor Company be amalgamated with Transferee Company.
- The independent operations of the Transferor Company and Transferee Company leads to incurrance of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses.
- The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of both the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Company and Transferee Company.
- The synergies created by scheme of arrangement would increase operational efficiency and integrate business functions.
- The other benefits that the proposed amalgamation include:
  - (a) Optimum and efficient utilization and rationalization of capital, resources, assets and facilities;
  - (b) Enhancement of competitive strengths including financial resources;
  - (c) Obtaining synergy benefits;
  - (d) Better management and focus on growing the businesses;
  - (e) Reduction of overheads, administrative, managerial and other expenditure.

**e) Consideration:**

Upon the Scheme coming into effect, all the equity shares of the Transferor Company held by the Transferee Company (either directly or through nominees) shall stand cancelled without any further application, act or deed. It is clarified that no new shares shall be issued or payment be made in cash whatsoever by the Transferee Company in lieu of shares of the Transferor Company.

**f) Pre-Post Shareholding Pattern:**

There shall be no change in shareholding Pattern of the Listed Company.

\*\*\*\*\*