



**CONTAINER CORPORATION OF INDIA LIMITED
(भारतीय कंटेनर निगम लिमिटेड)**

DIVIDEND DISTRIBUTION POLICY

w.e.f. 15.11.2016

CONTAINER CORPORATION OF INDIA LIMITED (CONCOR)

DIVIDEND DISTRIBUTION POLICY

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

1. PREAMBLE:

As per Regulation 43A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 [SEBI LODR Regulations] the top five hundred listed entities based on market capitalization (calculated as on March 31 of every financial year) shall formulate a dividend distribution policy which shall be disclosed in their annual reports and on their website. Further, the listed entities other than top five hundred listed entities based on market capitalization may disclose their dividend distribution policies on a voluntary basis in their annual report and on their websites.

Considering the provisions of the aforesaid Regulation 43A and the fact that CONCOR (herein after referred to as 'Company') is amongst the top 500 listed entities as per the market capitalization criteria, the "Board" of the company recognizes the need to lay down a broad framework with regard to decision for distribution of dividend to its shareholders and/ or retaining or ploughing back of profits. Accordingly this dividend distribution policy of the company has been formulated.

The Policy is not an alternative to the decision of the Board for recommending dividend, which is made every year after taking into consideration all the relevant circumstances enumerated hereunder or other factors as may be decided as relevant by the Board. The purpose of the policy is to specify in broad terms the external and internal factors including financial parameters that will be considered while declaring dividend and the circumstances under which the shareholders of the company may or may not expect dividend, etc. This policy will be implemented by the company in line with the provisions of the SEBI LODR Regulations, Companies Act and also taking into consideration the guidelines issued by SEBI/ DPE/ DIPAM/ Govt. and other guidelines, to the extent applicable to the company.

2. EFFECTIVE DATE:

This Policy is effective from the date of its approval by the Board of Directors of the company i.e. 15.11.2016.

3. THE POLICY SHALL NOT APPLY TO:

- Distribution of dividend in kind, i.e. by issue of fully or partly paid bonus shares or other securities, subject to applicable law;
- Distribution of cash as an alternative to payment of dividend by way of buyback of equity shares.

4. FACTORS CONSIDERED WHILE DECLARING DIVIDEND:

The dividend declaration by the Company would depend upon the following external and internal factors.

- 4.1 The external factors that shall impact the decision to pay dividend will inter-alia include economic environment, market conditions, expectation of shareholders, statutory requirements & applicable Govt. directives/ guidelines as may be applicable from time to time.
- 4.2 The internal factors that shall be considered for dividend will be the profitability of the company, its net worth, its requirement for funds for its projects/expansion, investments needs in Subsidiaries/JVs, likely maturity of short-term investment to ensure maximum return & any other factors as may impact the decision to declare dividend. In case of Interim Dividend, the profits as per the unaudited results for/upto the last quarter (after providing depreciation as per Companies Act, 2013) which have been approved by the Board and the perception of the management with regard to likely profits in the remaining part of the financial year.
- 4.3 The Dividend Distribution Tax payable by the company on dividend paid to shareholders will also be considered as payment towards dividend.

5. CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND:

- 5.1 The dividend declaration decision of the company will be taken by the company after due consideration of all the factors. The company will adopt a balanced approach to declare dividend with the objective of rewarding the shareholders appropriately and at the same time retaining the profits for its future requirements.
- 5.2 The Company has been consistently paying dividends to its shareholders and can be reasonably expected to continue declaring it in future as well unless, it is restrained to declare dividend due to insufficient profits or the requirements to retain profits for its business needs or on account of any external or internal factors listed above.
- 5.3 The Company will endeavor to declare the dividend as per the guidelines issued by Govt. of India from time to time. However, the Company may propose lower dividend after analysis of various financial parameters, cash flow position and funds required for future growth, etc.

6. RETAINED EARNING UTILIZATION:

The Company is engaged into the business of providing logistics services to the industry and for this it has to create new infrastructure and maintain the existing one, acquire equipments and do regular investments for expansion of its business, including in new areas of relevance. The profits retained in the business shall be continued to be deployed in infrastructure creation and expansion of the business of the company. The decision of utilization of the retained earnings of the Company shall be based on the factors like Strategic and long term plans of the company, diversification, Government guidelines with regard to issue of bonus, buy-back and any other criteria which the Board of the company may consider appropriate. Therefore, retained earning shall be utilized in a manner which will enhance value of all its shareholders in a sustainable manner.

7. PARAMETERS WITH REGARD TO VARIOUS CLASSES OF SHARES:

Since the company has issued only one class of equity shares with equal voting rights, all the members of the Company are entitled to receive the same amount of dividend per share. The policy shall be suitably revisited at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

8. AMENDMENTS:

The Board of Directors of the Company reserves the rights to amend, modify or review this policy in whole or in part, at any point of time, as may be deemed necessary.

9. DISCLOSURE:

This policy shall be disclosed in the Annual Report and hosted on the website of the Company at www.concorindia.com.