

CORPORATE GOVERNANCE

CONCOR is a Navratna Company and has established a sound framework of Corporate Governance. We believe that Corporate Governance is about maintaining valuable relationship and trust with all Stakeholders with the commitment to maximize stakeholders' value be it a shareholders, employees, suppliers, customers, investors community or policymakers. CONCOR's commitment to following the good Corporate Governance practices is based upon transparency, fairness, conscience, team work, professionalism and accountability paving the way for following the best standards and building confidence among all the stakeholders which is necessary to achieve its objectives. In addition to adhering to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations], it is also following Guidelines on Corporate Governance issued by Department of Public Enterprises (DPE), Ministry of Heavy Industries and Public Enterprises, Government of India. The particulars of Company's report on Corporate Governance are as under:

CORPORATE PHILOSOPHY

The Corporate Governance in CONCOR is based upon transparency, full disclosure, independent monitoring & fairness to all. The Company conducts its activities in an ethical and responsible manner towards sustainable value creation for stakeholders within the prevalent regulatory framework. It has always believed in creating a framework of best policies, practices, structures and ethics in the organization. Team CONCOR subscribes to the corporate values and imbibes them in their conduct regularly.

The guiding principles of Corporate Governance framework at CONCOR is based upon compliance of law/regulations in letter and spirit, adopting transparent systems/ practices, to promote and safeguard the interests of all stakeholders, integrity and ethical behavior of all personnel and having a climate of trust and confidence by means of transparent and timely disclosure of information.

CONCOR is a competitive, customer-friendly and development-oriented organization whose objective is to provide efficient and reliable multimodal logistics support for the country's EXIM and domestic trade and commerce. It uses best of the technology to provide logistics services, adheres to highest level of safety in operations, maintains good health of its employees and provides a clean and green environment for a better tomorrow.

Corporate Governance in the company has been strengthened by formulating and implementing policies viz. Code of Conduct for Board Members and Senior Management Personnel, Code of Conduct for Regulating and Reporting Trading by Insiders and for Fair Disclosures 2015 and Whistle Blower Policy/Vigil Mechanism. The company regularly takes steps for furtherance of goals of Corporate Governance like e-tendering, online vigilance clearance, online application for recruitment, customer grievance redressal system, SMS based container query, emailing annual reports, e-filing for commercial systems, etc. All these initiatives, together with meaningful CSR activities and sustainable development policies followed by the Company has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates.

BOARD OF DIRECTORS

CONCOR's Governance Structure broadly comprises of the Board of Directors and the Committees of the Board at the apex level and the management structures at the operational level. The Board of the company constantly endeavors to set goals and targets aligned to the company's Mission – **"Our mission is to join with our community partners and stake holders to make CONCOR a company of outstanding quality. We do this by providing responsive, cost effective, efficient and reliable logistics solutions to our customers through synergy with our community partners and ensuring profitability and growth. We strive to be the first choice for our customers. We will be firmly committed to our social responsibility and prove worthy of trust reposed in us". Our ethos is "Customer Value Creation".**

Board of Directors provides vision, leadership and guidance and finalizes the long term strategic plans, reviews and monitors corporate performance, ensure regulatory compliances and safeguards the interests of the stakeholders of the company. CONCOR is headed by an Executive Chairman and Managing Director and four functional directors i.e. Director (Domestic Division), Director (International Marketing and Operations) and Director(Projects and Services) and Director (Finance), the position of Director (Finance) is lying vacant w.e.f. 04.10.2017.

Pursuant to Section 2(45) of the Companies Act, 2013 CONCOR is a Government Company as 54.80% of its total paid up share capital is held by President of India. Appointment/nomination of all the Directors in CONCOR is being done by the President of India, through the Ministry of Railways. The Articles of Association stipulates that the number of directors shall not be less than five and not more than fourteen.

All Part-time Non-official (Independent) Directors who are normally appointed for a period of three years have



adequate qualifications, expertise and experience which enable them to contribute effectively to the management of the Company. They play very important role in deliberations at Board and Committee meetings and effectively contribute to the decisions through their expertise in various fields. They are part of various committees constituted by the Board which are Audit & Ethics Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and CSR Committee. In terms of SEBI (LODR) Regulations, the Audit & Ethics Committee and Nomination & Remuneration Committee are chaired by an Independent Director.

As on 31.03.2018, the constitution of Board of Directors of CONCOR was not in conformity with the requirements of SEBI (LODR) Regulations as well as Guidelines on Corporate Governance issued by DPE as the number of independent directors were not 50% of the total strength of the Board.

The Company has been regularly requesting the Ministry of Railways, Government of India, for appointment of requisite number of independent directors on its Board. Three independent directors namely Ms. Vanita Seth, Shri Lov Verma and Shri Anjaneya Prasad Mocherla were appointed on the Board of the Company for a period of three years on 21.09.2017 and one more independent director, Shri Deepak Shetty was appointed w.e.f. 14.07.2018 in terms of notification of DoPT dated 14.07.2018. With regards to the board structure, after these appointments of independent directors as on the date of this report, CONCOR has in place requisite number of independent directors in accordance with SEBI (LODR) Regulations and DPE Guidelines. However, after the filling of the post of Director (Finance), the Company would need one more independent director for which request has already been made to the Ministry of Railways.

The Company has a well laid down procedure for decision making by the Board and its Committees. The Board/Committee meetings are convened by giving appropriate notice after securing approval of the Chairman of the Board/Committee as the case may be. The Agenda notes are given to the Directors well in advance for the meetings of the Board and Committees thereof for facilitating meaningful, informed and focused decision at the meetings. Sometime additional/supplemented agenda item(s) are also permitted. In order to address specific urgent needs, meetings are also convened at a shorter notice. In case of urgency sometimes, resolutions are also passed by circulation, which are later noted in the next Board meeting. Whenever required the departmental heads/senior management officials/experts are also called to provide additional inputs or give presentations on the matters being discussed in the meetings of the Board/ Committee of the Board. The Meetings of the Board of Directors are normally held at Registered Office of the Company. The Board meets at least once in a quarter to review the quarterly results and other items on the agenda. Additional meetings of the Board are also held when necessary.

The quantum and quality of information supplied by the Management to the Board goes well beyond the requirement stipulated in the SEBI (LODR) Regulations.

The information being provided to the Board inter-alia include the following:

- a. Capital and Revenue budgets and any updates.
- b. Quarterly results for the company, including segmental performance.
- c. Minutes of meetings of audit committee and other committees of the board.
- d. Minutes of the board meetings of the subsidiary companies.
- e. Status of on-going Arbitration cases.
- f. Quarterly status of risk management and mitigation plans.
- g. Status of major statutory and commercial claims on the Company.
- h. Particulars of Related Party transactions.
- i. Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order involving substantial amounts and which may have passed strictures on the conduct of the company.
- j. Status of joint ventures along with their performance.
- k. Sale of material nature of investments, subsidiaries, assets, which is not in normal course of business.
- l. Major investments, formation of subsidiaries and Joint Ventures, Strategic Alliances, etc.
- m. Quarterly Report on Investment of Funds.
- n. Compliance of various laws by the company.
- o. Action taken report on matters desired by the Board.
- p. Changes in significant accounting policies and practices and reasons for the same.
- q. Disclosure of interests made by directors to the Company.
- r. Quarterly report on Corporate Governance filed with the Stock Exchanges.

- s. Quarterly report on investors Grievance redressal filed with the Stock Exchanges.
t. All other information required to be presented to the Board for information or approval.

No Director of the Company holds office at the same time as director in more than twenty (20) Companies. No Director of the company is a member in more than ten (10) committees or is a Chairman of more than five (5) committees across all Companies in which he/she is a director.

As on 31st March, 2018, the Board of Directors of the Company consists of four Executive functional Directors, including a Chairman and Managing Director, two part-time Directors (Government Nominee) and five part-time Non-Official (Independent) Directors including one women Director.

The Board met 9 (Nine) times, on the dates mentioned below, for transacting various businesses during the financial year 2017-18:

Board Meeting No.	Board Meeting Dates
189	10.04.2017
190	25.05.2017
191	31.07.2017
192	08.09.2017
193	21.09.2017
194	31.10.2017
195	24.01.2018
196	06.03.2018
197	26.03.2018

The Composition of the Board, attendance of Directors at the Board Meetings during the year 2017-18 and the last Annual General Meeting and the number of other directorships, Chairmanships and committee memberships, as provided by the respective director(s) are given below:

Sl. No.	Category of Directorship	Name of Director	No. of Board Mtgs. (I)		Attendance at last AGM	No. of Other committee		No. of other	
			Held	Attended		Member ship	Chairman ship	Director ship	Chairman ship
(I) Executive Chairman/Directors									
1.	Chairman and Managing Director,	Shri V. Kalyana Rama (DIN: 07201556)	9	9	Yes	Nil	Nil	Three	Two
2.	Director (Finance)	Dr. P. Alli Rani (DIN:02305257) Tenure was upto 03.10.2017	5	5	Yes	Eleven	Four	Nine	Three
3.	Director (Domestic Division)	Shri P. K. Agrawal (DIN: 07557080)	9	9	Yes	Nil	Nil	Two	Nil
4.	Director (Intl. Marketing & Ops.)	Shri Sanjay Swarup (DIN: 05159435)	9	9	Yes	One	Nil	Three	Nil
5.	Director (Projects & Services)	Shri Rahul Mithal (DIN : 07610499) Appointed w.e.f. 29.09.2017	4	4	N.A.	Two	Nil	One	Nil
(II) Part-Time Govt. Directors (Ministry of Railways(MoR))									
6.	Director (Exe.Dir. TC(R), MoR)	Shri S.K. Sharma (DIN: 07522844) Tenure was upto 26.09.2017	5	3	No	Nil	Nil	Nil	Nil
7.	Director (Exe.Dir. T(Co-ord), MoR)	Shri Sanjay Bajpai (DIN: 07549036)	9	6	No	Nil	Nil	Nil	Nil



Sl. No.	Category of Directorship	Name of Director	No. of Board Mtgs. (!)		Attendance at last AGM	No. of Other committee		No. of other	
			Held	Atten ded		Member ship	Chairman ship	Director ship	Chairman ship
8.	Director (Exe.Dir. TT(S), MoR)	Shri Prabhas Dansana (DIN: 07973307) Appointed w.e.f. 27.10.2017	4	4	N.A.	Nil	Nil	Nil	Nil
(III) Part – time Non- Official Directors (Independent)									
9.	Director	Shri Kamlesh Shivji Vikamsey (DIN: 00059620)	9	9	Yes	Thirteen	Two	Eight	Nil
10.	Director	Late Maj. Gen. (Retd.) Raj Krishan Malhotra (DIN: 07483272) Tenure was upto 16.06.2017	2	2	N.A.	Ten	Seven	Four	Nil
11.	Director	Shri Sanjeev S. Shah (DIN: 00323163)	9	9	Yes	Six	Three	Four	Nil
12.	Director	Ms. Vanita Seth (DIN: 07944119) Appointed w.e.f. 21.09.2017	5	5	N.A.	One	Nil	One	Nil
13.	Director	Shri Lov Verma (DIN: 07560071) Appointed w.e.f 21.09.2017	5	4	N.A.	One	One	One	Nil
14.	Director	Shri Anjaneya Prasad Mocherla (DIN: 03645659) Appointed w.e.f. 21.09.2017	5	5	N.A.	Nil	Nil	Nil	Nil

! Held and attended during their period of Directorship in CONCOR during 2017-18.

Note: a) Directors are not inter se related to each other.

b) The information for number of other committee membership/chairmanship and number of other Directorship/Chairmanship is the position as per last disclosure given by the Director concerned.

MEETING OF INDEPENDENT DIRECTORS:

In terms of provisions under the code of Independent Directors under Companies Act, 2013 and SEBI (LODR) Regulations the independent directors are required to meet at least once in a financial year. Accordingly, a meeting of independent Directors of the Company was held on 23.01.2018 without the presence of Chairman & Managing Director, functional, Govt. Directors and the management team. The meeting was attended by all the independent Directors as existed on the date of the meeting except Shri A. P. Mocherla due to medical reasons. In the said meeting, the independent directors discussed the matters to be taken up at the separate meeting of Independent directors in terms of Companies Act 2013, SEBI (LODR) Regulations, 2015 and DPE Guidelines, including their roles and responsibilities, the board processes, the efficacy and quality of information being made available to Board, compliance of laws, training of Directors, etc. It also took note of the amendment in Schedule IV of the Companies Act 2013 about reviewing the performance of Chairperson and non-independent directors and the Board as a whole by the Board and by the Independent Directors in their separate meeting vide notification dated 05.07.2017, it has been provided that on the basis of performance evaluation of Independent Directors, it shall be determined whether to extend or continue their term of appointment shall not apply to a Government Company if the requirements in respect of same are specified by the concerned Ministries or Departments of the Central Government and such requirements are complied with by the Government companies. Since the appointment of all Directors in the Company is decided by the Govt. of India, the requirement related to evaluation of directors as stated in Schedule-IV are not applicable to CONCOR. The minutes of said meeting of independent directors was placed in the meeting of the Board of Directors.

NOMINATION & REMUNERATION COMMITTEE:

In terms of provisions of Section 178 of the Companies Act 2013 and provisions of SEBI (LODR) Regulations, your Company had a committee of the Board viz., 'Nomination & Remuneration Committee'. The Committee's terms of

reference is to deal with matters as specified under Section 178 of the Companies Act 2013, SEBI (LODR) Regulations and activities to be carried out by the HR & Remuneration Committee under the DPE guidelines. It inter-alia examines and provides inputs on HR policies and initiatives of the Company besides finalization of the annual variable pay and policy for its distribution across the Executives and Non-unionized Supervisors. During the year, four meetings of Nomination and Remuneration Committee were held on 25.05.2017, 08.09.2017, 21.09.2017 and 24.01.2018. The committee at present is headed by Shri A. P. Mocherla, Independent Director. The membership of this committee and the attendance of members in the meeting during the year was as under:

Name of the Directors	Tenure	Number of Meetings *	
		Held	Attended
Shri Sanjeev S. Shah	w.e.f. 05.04.2016 upto 31.10.2017	3	3
Late Maj. Gen. (Retd.) Raj Krishan Malhotra	w.e.f. 05.04.2016 upto 16.06.2017	1	1
Shri S. K. Sharma	w.e.f. 22.05.2016 upto 26.09.2017	3	1
Shri Kamlesh Shivji Vikamsey	w.e.f. 31.07.2017 upto 31.10.2017	2	2
Shri Prabhas Dansana	w.e.f. 31.10.2017 upto 18.04.2018	1	1
Sh. A. P. Mocherla	w.e.f. 31.10.2017	1	1
Ms. Vanita Seth	w.e.f. 31.10.2017	1	1

* Held and attended in their tenure in the committee during the year.

As a Government of India Undertaking, the functional Directors are appointed by the President of India through Ministry of Railways. Their remuneration is drawn as per Industrial Dearness Allowance (IDA) pay-scales and terms and conditions determined by the Government. The Payment made to the functional Directors of the company includes performance incentive, as per the policy of the company, which is applicable to all the employees of the company and is based upon performance parameters. The details of remuneration of functional Directors for the financial year 2017-18 are as under:

(Figures in ` Lakhs)

Name of the Director	Salary & Allowances	Perquisites	Contribution to PF & Benefits	Total
Shri V. Kalyana Rama, Chairman and Managing Director	39.05	2.92	6.36	48.33
Dr. P. Alli Rani, Director (Finance) (upto 03.10.2017)	28.62	1.16	4.51	34.29
Shri Pradeep K. Agrawal, Director (Domestic Division)	41.28	1.71	6.66	49.65
Shri Sanjay Swarup, Director (Int. Marketing & Operations)	39.82	2.61	5.91	48.34
Shri Rahul Mithal, Director (Projects & Services) (w.e.f. 29.09.2017)	23.42	1.19	3.65	28.26

Note: The above remuneration does not include (a) provision made on actuarial valuation of retirement benefits schemes (b) provision made during the year towards post retirement benefits; and (c) performance incentive benefits payable to the whole time Functional Directors as employees of the company as per the policy applicable to all employees of the company as per DPE Guidelines.

The Government Nominee Directors do not draw any remuneration from the company. During the year 2017-18, the part-time non-official Directors (Independent) were paid a sitting fee of ` 40,000/- per meeting of the Board and Audit & Ethics Committee. The fee paid during the year for attending other Committee meeting, including separate meeting of Independent director was ` 30,000/- per meeting. In addition the incidental expenses related to their travel and stay was also borne by the Company.

The details of sitting fee paid to part-time non-official (independent) Directors, for attending meetings of the Board of Directors and Committee(s) thereof, during the year are given below:



Name of the Directors	(Figures in ` Lakhs*)
Shri Kamlesh Shivji Vikamsey	8.60
Shri Sanjeev S. Shah	8.00
Ms. Vanita Seth	2.60
Shri Lov Verma	3.40
Shri Anjaneya Prasad Mocherla	2.60
Late Maj. Gen. (Retd.) Raj Krishan Malhotra	1.90

*excluding applicable tax.

During the year 2018-19 the sitting fee payable to non-official Directors (Independent) has been revised to `60,000/- per meeting of Board and Audit & Ethics Committee meetings and `45,000/- per meeting for other Committee meetings, including separate meeting of Independent Directors.

AUDIT & ETHICS COMMITTEE

The Audit & Ethics Committee constituted by the Company is in accordance with the provisions of Companies Act, 2013 read with SEBI (LODR) Regulations. Out of the four members of this Committee at present three are independent Directors. The Audit & Ethics Committee met eight times during the financial year 2017-18 on 10.04.2017, 24.05.2017, 30.06.2017, 31.07.2017, 30.10.2017, 24.01.2018, 13.02.2018 and 05.03.2018. The necessary quorum was present for all the meetings of the committee. Executive Director (Finance) & Company Secretary acts as Secretary to this Committee. The details of Audit & Ethics Committee meeting held and attendance of the Committee members, at the meetings conducted during the year, were as under:

Name of the Directors	Position	Number of Meetings *	
		Held	Attended
Shri Kamlesh Shivji Vikamsey, Independent Director	Chairman	8	8
Late Maj. Gen. (Retd.) Raj Krishan Malhotra, Independent Director (upto 16.06.2017)	Member	2	2
Shri Sanjeev S. Shah, Independent Director	Member	8	8
Shri Sanjay Swarup, Director (IM&O), w.e.f. 28.06.2017	Member	6	6
Shri Lov Verma, Independent Director, w.e.f. 31.10.2017	Member	3	3

* Held and attended in their tenure in the committee during the year.

The terms of reference of the Audit and Ethics committee are in accordance with the Companies Act, 2013, the guidelines set out in SEBI (LODR) Regulations and the DPE guidelines, which inter alia, include recommendation for appointment, remuneration and terms of appointment of auditors, review and monitor the auditor's independence and performance, and effectiveness of audit process, review of the related party transactions, quarterly and annual financial results before submission to the Board, scrutiny of inter-corporate loans and investments, evaluation of internal financial controls and risk management systems, etc. Further, the Committee reviews the adequacy of internal audit function and internal control systems and discusses with internal auditors any significant findings and follow-up thereon from time to time. In addition, it reviews the risk management framework in the Company. The Committee attempts to ensure that decision making in the company is objective and there are adequate internal controls to ensure efficient realization of revenue and due propriety of expenditure. The Committee invites the executives of the Company, as it considers appropriate, including Chairman & Managing Director, head of Finance, representative of Statutory Auditors, representative of Internal Auditors and others at its meetings.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

CONCOR has a Stakeholders' Relationship Committee which in compliance with the provisions of section 178 of Companies Act, 2013 and SEBI (LODR) Regulations. The Present constitution of the Committee is as under.

Executive Director Traffic (Co-ordination), Railway Board /	-	Member
Director nominated by Ministry of Railways		
Director (Intl. Marketing & Operations) / CONCOR	-	Member
Director (Domestic Division)/CONCOR	-	Member
Non-Official part-time (Independent) Director	-	Member

The Committee periodically reviews the status of shareholders grievances and redressal of the same. The Committee met three times in 2017-18 on 12.06.2017, 31.07.2017 and 24.01.2018 which was attended by all its members. The necessary quorum was present for all the meetings.

Executive Director (Finance) & Company Secretary acts as the Secretary of the Committee and is also the Compliance Officer in terms of Listing Agreements with the Stock Exchanges. During the year, the company has addressed its investor grievances expeditiously. No investor complaint was pending at the end of financial year 2017-18.

The company has taken various steps to ensure that the shareholders related matters/issues are given due priority and are resolved within a reasonable period. For this purpose the company has an exclusive designated e-mail address investorrelations@concorindia.com. Company's Registrar and Transfer Agent (R&TA) has designated an exclusive e-mail address viz. concor@beetalfinancial.com to facilitate investors to register their complaints, if any. Member(s) may also visit the website at www.concorindia.com, Investors Grievances Section for further reference.

SHARE TRANSFER COMMITTEE & SYSTEM

The Company has a Share Transfer Committee in place which considers the requests for transfer/transmission of shares, issue of duplicate share certificate, re-materialization etc. The constitution of the Share Transfer Committee of the company is as under:

Director (Domestic Division)	-	Chairman
Director (International Marketing & Operations)	-	Member
Executive Director (Finance) & Company Secretary	-	Member

The trading of shares of CONCOR is in compulsory demat form. The Company has appointed M/s. Beetal Financial & Computer Services (P) Ltd. as Registrar and Share Transfer Agents(R&TA), to effect the transfer of shares, depository connectivity and other related work. No request received, for transfer in respect of shares in physical mode during the financial year 2017-18, is pending.

CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY (CSR & S):

Your company has a two Tier System for management and implementation of CSR & S activities. Tier-I CSR committee is a Board level committee, the constitution of the same as on 31.03.2018 is as under:

Shri V. Kalyana Rama, Chairman & Managing Director	-	Chairman
Shri Pradip K. Agrawal, Director (Domestic Division)	-	Member
Shri Kamlesh Shivji Vikamsey, Independent Director	-	Member
Shri Lov Verma, Independent Director	-	Member

The constitution of the committee is in accordance with the provisions of Companies Act, 2013 and revised guidelines of DPE on this matter. The above Committee has met four times during the year on 25.05.2017, 31.07.2017, 30.10.2017 and 24.01.2018 to transact various businesses. The particulars of meeting held and attendance at those meetings of the committee members is as under:

Name of the Directors	Number of Meetings during their tenure	
	Held	Attended
Shri V. Kalyana Rama, Chairman & Managing Director	4	4
Shri P. K. Agrawal, Director (Domestic Division)	4	4
Shri Kamlesh Shivji Vikamsey, Independent Director	4	4
Shri Lov Verma, Independent Director	1	1

The company has a well laid down Board approved CSR policy in place, which was recommended by the CSR committee to the Board. The Committee inter-alia formulates and recommends to the Board the CSR policy and expenditure to be incurred on CSR activities and monitors the policy/activities from time to time. This Committee assists the Board in taking decisions on CSR and Sustainability related policies/activities and the minutes of its meeting providing therein its deliberations, recommendations, etc. are placed before the Board of Directors for information, noting, consideration and necessary directions and comply with the other regulatory requirements and Government Guidelines in this regard.



Tier-II Committee is a below board level committee of Senior Executives of the company headed by Executive Director (MIS & CSR), which assists the Board level committee (Tier-I) in carrying out their functions.

RISK MANAGEMENT COMMITTEE (RMC):

Risk evaluation and management is an ongoing process within the organization. CONCOR has a robust risk management system in place to identify, monitor and minimize risks. The Board of Director reviews the risk management mechanism in the company periodically. The Company had a Risk Management Committee (RMC) comprising of functional Directors of the Company. The members of the RMC of the company as at the end of the year comprises of:

1. Shri P. K. Agrawal, Director (Domestic Division)
2. Shri Sanjay Swarup, Director (International Mktg. & Operations)
3. Shri Rahul Mithal, Director (Projects & Services)

The Committee met four times during the year on 28.04.2017, 27.07.2017, 17.10.2017 and 20.01.2018. This Committee furnishes its report to the Board of Directors through the Audit & Ethics Committee on a quarterly basis. The particulars of meetings held and attendance at those meetings of the committee members is as under:

Name of the Directors	Number of Meetings during their tenure	
	Held	Attended
Shri P. K. Agrawal, Director (Domestic Division)	4	4
Dr. P. Alli Rani, Director (Finance)	2	2
Shri Sanjay Swarup, Director (International Mktg. & Operations)	4	4
Shri Rahul Mithal, Director (Projects & Services)	1	1

GENERAL BODY MEETINGS

Details of date, location and time of last three AGMs are as under:

AGM Date	Location	Time
20.09.2017	Auditorium National Railway Museum, Nyaya Marg, Near Bhutan Embassy, Chanakyapuri, New Delhi- 110021.	4.00 p.m.
13.09.2016	Auditorium National Railway Museum, Nyaya Marg, Near Bhutan Embassy, Chanakyapuri, New Delhi- 110021.	4.00 p.m.
04.09.2015	Auditorium National Railway Museum, Nyaya Marg, Near Bhutan Embassy, Chanakyapuri, New Delhi- 110021.	4.00 p.m.

Special Resolution(s) passed during previous three years:

- A. No special resolution was passed by shareholders at AGM held on 20.09.2017.
- B. The following special resolutions were passed by shareholders at AGM held on 13.09.2016:
 - i) Resolution was passed for alteration of Clause V of the Memorandum of Association of the Company whereby the authorized share capital of the Company was increased from ` 200 crores divided into 20 crores Equity Shares of ` 10/- each to ` 400 crores divided into 40 crores Equity Shares of ` 10/- each.
 - ii) Resolution was passed for alteration of Article 5 of the Articles of Association of the Company relating to authorized Share Capital whereby the said Article was substituted with "The Authorised Share Capital of the Company shall be as stated in clause V of Memorandum of Association of the Company."
- C. No special resolution was passes by shareholders at AGM held on 04.09.2015.

Resolution passed through Postal Ballot/e-voting during the year 2017-18:

No resolution was passed through Postal Ballot/ e-voting during 2017-18. Further, there is no proposal to be conducted through postal ballot at the ensuing AGM.

DISCLOSURES:

- (i) During the year, there was no transaction of material nature with the directors or their relatives that had potential

conflict with the interest of the company.

- (ii) The CEO and CFO of the company has certified the specified matters to the board and Audit and Ethics committee as required under the SEBI (LODR) Regulations. In terms of SEBI (LODR) Regulations, a Certificate duly signed by Shri V. Kalyana Rama, Chairman & Managing Director who is looking after charge of Director (Finance) also was placed before the Board of Directors in its 198th meeting held on 30.04.2018 while consideration of the Annual Financial Statements of the company for the financial year ended on 31.03.2018.
- (iii) CONCOR's Board framed the Code of Conduct for Board members and Senior Management Personnel, effective from first day of January, 2006. The code of conduct has been revised from time to time so as to incorporate the changes in framework and reporting formats. Further, it is hereby declared and certified that the Provisions of Code of Conduct have been affirmed to be complied with by the Board Members as well as by the Senior Management Personnel for the financial year ended 31.03.2018. The said Code of Conduct is available on the website of the Company at http://www.concorindia.com/assets/pdf/Code_of_conduct.pdf.
- (iv) Your company has filed report on Corporate Governance in specified format(s) to Stock Exchanges, Ministry of Railways & DPE within the stipulated time provided for the same.
- (v) Pursuant to Section 177 of the Companies Act, 2013 and the Listing Regulations, CONCOR has a Whistle-Blower Policy which establishes a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behavior, actual or suspected fraud, etc. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the Chairperson of the Audit & Ethics Committee in appropriate or exceptional cases. In this matter, the company affirms that no personnel have been denied access to the Audit & Ethics Committee. The said Whistle-Blower Policy has been hosted on the website of the Company at <http://www.concorindia.com/assets/pdf/WhistleBlowerPolicy.pdf>.
- (vi) In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992, (as amended from time to time) and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a Policy for Prohibition of Insider Trading for Directors and specified employees of the Company. This policy also provides for periodical disclosures from designated employees as well as pre-clearance of transactions by such persons. The said Policy has been hosted on the website of the Company at http://www.concorindia.com/assets/pdf/CONCOR_INSIDER_TRADING_DISCLOSURE_RULES.pdf.
- (vii) The Dividend Distribution Policy (DDP) of the company is provided separately in the Annual Report and is also available on website of the company under 'Investors Relations Section'. A copy of the DDP has been provided in the Annual Report.
- (viii) The Company has laid down procedure to apprise the Audit & Ethics Committee and the Board about the risk assessment and mitigation plans and procedure of the Company. The same are reviewed by them to ensure that the integrated risks are managed through a properly defined framework and reported from time to time.
- (ix) The Company has systems in place for monitoring statutory and procedural compliances. The Board is reported the status of the same so as to ensure proper compliances of all laws applicable to the company.
- (x) All mandatory requirements on Corporate Governance in DPE guidelines for CPSEs and SEBI (LODR) Regulations have been duly complied with by the Company, except those relating to appointment of required number of Independent Directors on the Board.
- (xi) No item of expenditure has been debited in books of accounts, which are not for the purposes of the business and no expenses, which are personal in nature, have been incurred for the Board of Directors and top Management.
- (xii) The Company has not entered into any material financial or commercial transactions with the directors or the management or their relatives or the Companies and firms, etc., in which they are either directly or through their relatives interested as directors and/or partners. Further, the transactions with related parties are in the ordinary course of business and at arm's length and the disclosure of the same has been made as per requirements of relevant Accounting Standards in Notes to the Financial Statements of the Company.
- (xiii) Your Company nominates its representatives on the Boards of its joint ventures and subsidiary Companies and monitors the performance of such Companies periodically. In terms of listing regulations and DPE guidelines, performance of the subsidiary Companies is inter-alia reviewed by the Audit & Ethics committee and the Board as under:
 - a) Financial Statements of the subsidiary companies are reviewed by the Board & Audit & Ethics Committee.
 - b) Minutes of the meetings of Audit Committee and Board of subsidiary Companies are placed before the Audit



& Ethics Committee and Board of the Company respectively.

- (xiv) Your Company does not have material listed or non-listed Indian subsidiary Companies in terms of SEBI (LODR) Regulations and DPE guidelines on Corporate Governance.
- (xv) As required under Regulation 16(1)(c) of the SEBI (LODR) Regulations, the Company has a Policy for determining 'material' subsidiaries which has been put up on the website of the Company at http://www.concorindia.com/assets/pdf/CONCOR_Policy_MRPT.pdf.
- (xvi) The Board members, based on their requirements, attended various seminars, conferences, training programmes from time to time. Further, as per the requirement of Corporate Governance Guidelines issued by Department of Public Enterprises (DPE), for imparting training to directors, the Company takes initiatives and directors are being nominated on training programmes organized by DPE, SCOPE and other reputed agencies from time to time. The Company also conducts familiarisation program for its new Independent Directors. Company's policy in this regard has been hosted on its website at <http://www.concorindia.com/assets/pdf/Policy%20on%20Familiarisation%20program.pdf>. The particulars of training imparted to the directors during the year has been disclosed on the website of the Company at <http://www.concorindia.com/assets/pdf/DetailsoftrainingImpartedtoIndependentDirectors.pdf>.
- (xvii) There were no instances of penalties / strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority due to non compliance on any matter related to capital markets during the last three years.
- (xviii) During the year, half-yearly certificate(s), confirming due compliance of the share transfer responsibilities by the Company [under Regulation 40 of SEBI (LODR) Regulations, 2015]; and quarterly Reconciliation of Share Capital Audit Report [under SEBI (Depositories and Participants) Regulations, 1996] were obtained from practicing Company Secretary and the same were also submitted to the Stock Exchanges within the stipulated time.
- (xix) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- (xx) No fraud has been reported by the Auditors to the Audit Committee or the Board.
- (xxi) The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.
- (xxii) The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under the Act and the Listing Regulations.
- (xxiii) With reference to Right to Information Act, 2005, during the year 2017-18, a total 197 applications were dealt out of which information was provided in 154 applications, 28 applications were transferred under the RTI Act and disclosure was denied for 15 cases under section 8 of the RTI Act, 2005.

MEANS OF COMMUNICATION

Website Updation

Regarding Electronic means of communications, the Quarterly Un-audited financial results, shareholding pattern and Annual Report are uploaded on CONCOR website www.concorindia.com and these are updated based on information provided from time to time. Tenders of various Regions/Departments are uploaded on CONCOR's website and also on Central Public Procurement Portal (CPPP) <http://eprocure.gov.in> for giving wide publicity and ensuring transparency in tendering process. CONCOR has re-designed its Corporate website to the responsive webiste.

Auto Mails

Auto mails from all commercial systems and other online systems are being sent to customers / stakeholders as per the requirement.

SMS based Container query

CONCOR has recently started SMS based Container Tracking facility to its customers. This is in line with website query of track and trace of containers. This is a facility by which any customer can track their container by sending a SMS through their mobile phone. The query can be made by typing "ci (single space) container no." for EXIM containers and type "cd (single space) container no." for domestic containers and sending it to 56677.

Auto SMS

CONCOR has introduced SMS alert system for PDA Credit of its customer and salary and reimbursement credits for employees.

Financial Information

Timely disclosure of consistent, relevant and reliable financial information on financial performance is at the core of good governance. Towards this end and in order to attain maximum shareholder reach, the financial results of the company during the year 2016-17 were communicated to the Stock Exchanges and were published in leading dailies having wide circulation across the country. In addition the updated information relating to financial results and shareholding pattern is available on the website of the Company.

Further, the Company communicates with its shareholders through its Annual Report, General Meetings and disclosures through website. All important information pertaining to the Company is mentioned in the Annual Report for each financial year containing inter- alia Audited Financial Statements (Standalone & Consolidated), Directors' Report, Auditors' Report, Report on Corporate Governance, etc. which is circulated to the members and others entitled thereto.

Investors / analysts meetings:

Post results conference calls conducted to investors' and analysts on the Company's quarterly, half – yearly as well as annual financial results. The presentations and schedule of analyst or investors meet are also put on the Company's website as well as sent to the Stock Exchanges. No unpublished price sensitive information is discussed in meeting / presentation with institutional investors and financial analysts.

Website:

The Company's website (www.concorindia.com) contains a separate dedicated section 'Investor Relations' where shareholders' information is available.

Annual Report:

The Annual Report containing, inter alia, Audited Financial Statements, Audited Consolidated Financial Statements, Board's Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report. The Company's Annual Report is also available in downloadable form on the Company's website and can be accessed at www.concorindia.com.

Chairman's Communiqué:

The printed copy of the Chairman's speech is distributed to shareholders at Annual General Meeting. The document is also put on the Company's website and sent to the Stock Exchanges.

Reminder to Investors:

Reminders for unclaimed/ unpaid dividend amount on equity shares are sent to the shareholders / debenture holders as per records every year.

NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre (Listing Centre):

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

DIVIDEND**Book closure and Dividend payment dates**

For the financial year 2017-18, the Board of Directors approved the payment of dividend, for which the respective Record Date/Book Closure and dividend payment dates are as under:



S.no.	Dividend Declared	Dividend	Record Date/ Book Closure	Dividend Payment Date
1.	Interim Dividend	96% (₹ 9.60 per share of ₹ 10/- each)	07.02.2018	14.02.2018
2.	Final Dividend	75% (₹ 7.50 per share of ₹ 10/- each)	14.09.2018 to 20.09.2018	25.09.2018 onwards

With this, the Company has proposed a total dividend of 171% (₹ 17.10 per equity share of ₹ 10/- each) on the paid-up equity share capital, for the year ended on 31.03.2018. The final dividend, recommended by the board @75% (₹ 7.50 per equity share of ₹ 10/- each) after the Sub-division of one equity share of ₹ 10/- each into two equity shares of ₹ 5/- each, it shall now be paid @ ₹ 3.75 per equity share of ₹ 5/- each after the approval by the shareholders in AGM.

Change of Address/Bank Details/NECS Mandate/E-mail ID

For change of address/bank details/dividend mandate/E-mail ID, Members may approach –

- if shares are held in physical mode, to the Company/R&TA of the Company.
- if shares are held in electronic mode, to their Depository Participant (DP). The Company/R&TA will not entertain such requests, if any.

Bank Account details and 9-digit MICR Code of their Bankers, as noted in the records of their DP is used for the purpose of overprinting on Dividend Warrants or remittance of dividend through National Electronic Clearing Service (NECS), wherever applicable. It is, therefore, necessary that the members holding shares in electronic mode should ensure their correct bank details and/or 9-digit MICR Code number are noted in the records of the DP so that no NECS rejection takes place. As per the dividend mandate noted in the records of DP, the amount of dividend will be credited directly to bank account of the shareholder. The credit of dividend amount can also be confirmed from pass book/bank statement.

Transfer of unpaid/unclaimed amounts to Investor Education and Protection Fund

Pursuant to the applicable law, dividend amount(s) remaining unclaimed and unpaid for a period of seven years is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government in this behalf.

During the year, your Company had transferred an amount of ₹ 90,040/- and ₹ 54,038/- in the Investor Education and Protection Fund (IEPF) for unclaimed/unpaid final dividend for FY 2009-10 and interim dividend for FY 2010-11 respectively. The particulars in respect of unclaimed/unpaid dividend, indicating name of shareholder, amount of dividend, etc. are also available on the website of the company at http://www.concorindia.co.in/assets/pdf/unpaid_note.PDF.

The unclaimed/unpaid final dividend for the FY 2010-11 which is due for transfer to IEPF, should be claimed by the members before 25.10.2018. After that date, no claim shall lie against the Company, in respect of the said amount. The due dates of transfer of unpaid/unclaimed dividend to IEPF for the imminent financial years are as under:

S. No.	Financial Year	Dividend Type	Dividend (%)	Last date for claiming Unpaid Dividend	Due date for transfer to IEPF
1	2010-11	Final	80	25.10.2018	24.11.2018
2	2011-12	Interim	75	10.03.2019	09.04.2019
		Final	90	24.10.2019	23.11.2019

Since after the transfer of unpaid/unclaimed amount of IEPF, no claim shall lie against the company/R&TA, members who have not yet encashed their Dividend Warrant may approach the R&TA/Company for issuance of demand draft(s) upon completion of necessary formalities in the said behalf in lieu of such warrant.

The shareholders may note that pursuant to the applicable provisions of the Companies Act, 2013 and the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") notified by the Ministry of Corporate affairs, as amended from time to time, all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government, after completion of seven years. The Rules, inter alia, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more with IEPF Authority. In accordance with the provisions of Companies Act, 2013, company has transferred 219 such shares of ₹ 10/- each on 30.11.2017 in respect of which dividend has not been paid or claimed by members for seven consecutive years or more as on the due date i.e. 31.10.2017 to IEPF Authority as per the prevailing provisions under these rules. Therefore, the shareholders are advised to claim their dividend which has remained unpaid/unclaimed from the Company or its Registrar and Share transfer Agent as the Company is required to transfer the shares to IEPF in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more. The company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company as on the last AGM (i.e. 20.09.2017) and details of shares transferred to IEPF during 2017-18 and the same can be accessed from www.concorindia.com.

GENERAL SHAREHOLDER INFORMATION

(i)	Number of Annual General Meeting	30 th AGM
	Date	20 th September, 2018
	Time	4:00 P.M. IST
	Venue	Air Force Auditorium, Subroto Park, New Delhi - 110010.
(ii)	Financial Calendar	
	The unaudited financial results of 1 st , 2 nd and 3 rd quarter	Within 45 days of close of quarter.
	Limited Review Report for above Quarterly un-audited financial Results	Within 45 days of close of quarter
	Approval and authentication of annual accounts by Board of Directors	Within 60 days of Close of Financial year
	Adoption of audited Annual Accounts by Shareholders	Before 30 th September, 2018
(iii)	Date of Book Closure	14.09.2018 to 20.09.2018 (both days inclusive)
(iv)	Dividend Payment Date	Within 30 days of Declaration
(v)	Listing on Stock Exchanges	(a) The Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai – 400001. (b) National Stock Exchange of India Ltd., "Exchange Plaza" Bandra - Kurla Complex, Bandra (E), Mumbai – 400051.
(vi)	Security Code and ISIN No.	
	NSE	CONCOR
	BSE	531344
	ISIN	INE111A01025



(vii) Market Price Data (In `)

Month	NSE		BSE	
	High	Low	High	Low
April'17	1288.25	984.40	1286.80	984.55
May '17	1251.60	1145.80	1250.45	1147.95
June'17	1213.30	1120.00	1210.85	1121.45
July'17	1213.95	1135.85	1212.00	1080.00
Aug'17	1344.00	1096.10	1344.00	1095.55
Sep'17	1413.00	1250.85	1414.90	1250.00
Oct'17	1399.20	1305.00	1397.85	1296.90
Nov'17	1418.00	1301.00	1418.90	1291.45
Dec'17	1419.00	1261.10	1418.05	1260.90
Jan'18	1500.00	1345.00	1500.00	1349.20
Feb'18	1406.85	1274.10	1405.50	1277.60
Mar'18	1320.05	1167.65	1319.90	1163.20

(viii) Stock Exchange Index

Month	NSE		BSE	
	High	Low	High	Low
April'16	9367.15	9075.15	30184.22	29241.48
May '16	9649.60	9269.90	31255.28	29804.12
June'16	9709.30	9448.75	31522.87	30680.66
July'16	10114.85	9543.55	32672.66	31017.11
Aug'16	10137.85	9685.55	32686.48	31128.02
Sep'16	10178.95	9687.55	32524.11	31081.83
Oct'16	10384.50	9831.05	33340.17	31440.48
Nov'16	10490.45	10094.00	33865.95	32683.59
Dec'16	10552.40	10033.35	34137.97	32565.16
Jan'17	11171.55	10404.65	36443.98	33703.37
Feb'17	11117.35	10276.30	36256.83	33482.81
Mar'17	10525.50	9951.90	34278.63	32483.84

(ix) Registrar and Share Transfer Agents

M/s Beetal Financial & Computer Services (P) Ltd.
 BEETAL HOUSE, 3rd Floor, 99,
 Madangir, Behind Local Shopping Centre, New Delhi-110055.
 Phone No.011-29961282-83
 E-mail id: beetal@beetalfinancial.com

(x) Distribution of Shareholding as on 31.03.2018

No. of equity shares held	No. of Shareholders	% of total	No. of Shares	% of total
01	1,893	3.54	1,893	0.00
02-10	9,479	17.72	57,719	0.02
11-50	19,546	36.53	5,34,651	0.22
51-100	11,303	21.12	8,14,069	0.33
101-200	5,761	10.77	8,04,141	0.33
201-750	3,884	7.26	13,80,161	0.57
751-5000	1,066	1.99	19,67,415	0.81
5001-10000	155	0.29	11,00,697	0.45
10001-15000	59	0.11	6,96,132	0.29
15001 & Above*	361	0.67	23,63,60,861	96.98
Total	53,507	100.00	24,37,17,739	100.00

*includes President of India holding of 13,35,53,990 equity shares.

(xi) Geographical Distribution of Shareholding as on 31.03.2018

Name of city	No. of Shareholders	% of total	No. of Shares	% of total
Ahmedabad	2,038	3.81	1,78,609	0.07
Bangalore	3,316	6.20	2,67,130	0.11
Chennai	2,108	3.94	2,23,704	0.09
Kolkata	2,276	4.25	10,59,417	0.43
Mumbai	16,173	30.23	10,52,17,338	43.17
New Delhi*	4,248	7.94	13,45,96,591	55.23
Pune	2,985	5.58	6,05,026	0.25
Others	20,363	38.05	15,69,924	0.65
Total	53,507	100.00	24,37,17,739	100.00

*includes President of India holding of 13,35,53,990 equity shares.

(xii) Shareholding Pattern as on 31.03.2018

	Particulars	No. of Shares	% of total
(a)	Government of India	13,35,53,990	54.80
(b)	Banks, Financial Institutions	1,33,40,164	5.47
(c)	Foreign Institutional Investors	6,13,13,082	25.16
(d)	Mutual Funds and UTI	2,56,83,487	10.54
(e)	Bodies Corporate	35,01,096	1.44
(f)	Indian Public	51,23,716	2.10
(g)	NRIs / OCBs	4,51,975	0.19
(h)	Others	7,50,229	0.30
	Total	24,37,17,739	100.00

The above was the position as on 31.03.2018.

(xiii) Dematerialization of Shares and liquidity:

For electronic trading of shares, CONCOR has an agreement with NSDL & CDSL. Out of 24,37,17,739 Shares listed on Stock Exchanges 24,37,15,124 Shares were in demat mode as on 31.03.2018.

(xiv) Outstanding GDRs/ADRs/Warrants or any convertible instruments: N. A.

(xv) **Plant locations:** The Company has as on 31.03.2018 total 72 Terminals, of which 14 are pure Exim Terminals, 36 are Combined Container Terminals, 22 are pure Domestic Terminals.

(xvi) Address for Correspondence

Executive Director (Finance) & Company Secretary
 Container Corporation of India Ltd.,
 CONCOR Bhawan, C-3, Mathura Road,
 New Delhi – 110076.
 Ph. No. 011-41673149
 Email: investorrelations@concorindia.com

(xvii) As part of its 'Green Initiatives', now Companies can provide various documents to its Shareholders in electronic form i.e. through e-mail. Your Company is fully committed towards such an initiative and has accordingly requested its Shareholders to provide or update their e-mail addresses with their respective DPs/Company Registrar, as the case may be, and give their option for receiving documents in electronic form. The shareholders whose email addresses were already registered with the respective Depository Participants (DPs) and downloaded from the depositories i.e. NSDL/CDSL and who have not opted for receiving Annual Report in physical form are being furnished information in electronic form.

For and on behalf of the Board of Directors

Date: 21.08.2018
 Place : New Delhi

Sd/-
(V. Kalyana Rama)
Chairman & Managing Director