

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 shareholder, employee, supplier, customer, investor community or policymaker. CONCOR's commitment to follow the good Corporate Governance practices is based upon transparency, fairness, conscience, team work, professionalism, equality and accountability paving the way for adhering to 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 Company's report on its Corporate Governance is 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 its conduct regularly.

The guiding principles of Corporate Governance framework at CONCOR are 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, implementing and updating various 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 & notices, e-filing for commercial systems, etc. All these initiatives, together with meaningful CSR activities and sustainable development policies followed by the Company, has enabled 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. **Our ethos is "Customer Value Creation"**. The Board of the Company constantly endeavors to set goals and targets aligned to the Company's Mission which are:

- To join its community partners and stake holders to make CONCOR a Company of outstanding quality.
- To provide responsive, cost effective, efficient and reliable logistics solutions to its customers through synergy with community partners and ensuring profitability and growth.
- To be the first choice for our customers, the Company remains firmly committed to its social responsibility and prove worthy of trust reposed in it.

Board of Directors provides vision, leadership and guidance and finalizes the long term strategic plans, reviews and monitors corporate performance, ensure regulatory compliances and safeguard the interests of the stakeholders of the Company. CONCOR is headed by an Executive Chairman and Managing Director (CMD) and four functional directors i.e. Director (Domestic Division), Director (International Marketing and Operations), Director (Projects and Services) and Director (Finance) & CFO.

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, Risk Management 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 31.03.2020, the constitution of Board of Directors of CONCOR was 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 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. During the year, one independent director namely Sh. Jayasankar M. K. was appointed on the Board of the Company for a period of three years w.e.f. 30.07.2019 and tenure of three years of two independent directors namely Sh. Kamlesh Shivji Vikamsey and Sh. Sanjeev S. Shah was completed on 31.03.2019, was extended w.e.f. 01.04.2019 for a period of one year vide orders dated 11.07.2019 of Ministry of Railways. With these appointments the Company was in compliance with the provisions of SEBI (LODR) Regulations and DPE Guidelines on Corporate Governance regarding composition of its Board as on 31.03.2020.

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/supplementary 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/Committee meeting. Whenever required the departmental heads/senior management officials/experts are also invited 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/Corporate Office of the Company. The Board meets at least once in a quarter to review the quarterly performance of the Company and other items on the agenda. Additional meetings of the Board are also held whenever necessary.

The quantum and quality of information supplied by the Management to the Board and its committees 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 & Ethics 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, Joint Working Group(s), etc.
- m. Quarterly Report on Investment of Funds.
- n. Appointment of Directors and KMPs.
- o. Compliance of various laws by the Company.
- p. Action taken report on matters desired by the Board.
- q. Changes in significant accounting policies and practices and reasons for the same.
- r. Disclosure of interests made by directors to the Company.
- s. Quarterly report on Corporate Governance filed with the Stock Exchanges.
- t. Quarterly report on investors Grievance redressal filed with the Stock Exchanges.
- u. 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, 2020, the Board of Directors of the Company consists of five Executive functional Directors, including a Chairman and Managing Director, two part-time Directors (Government Nominee) and seven part-time Non-Official (Independent) Directors including one women Director.

The directors on the Board are appointed by Government of India by following due procedure. The Board of Directors of the Company comprises of highly professional and competent persons with vast experience in different fields of management. The credentials of the Board of Directors have been given in the annual report of the Company and same have also been placed on the website of the Company.

DPE vide its OMs F. No.18 (17)/2005-GM, dated 24.05.2018 and 18.07.2018 had mandated to hold at least one or two Board Meeting(s)/Strategic Meet(s) or Conference(s) etc. at any of the prescribed locations to boost tourism sector of the country. In compliance of requirement of said DPE's OM, one meeting of the Board during the year 2019-20 was convened at Amritsar.

The Board met 7 (Seven) times, on the dates mentioned below, for transacting various businesses during the financial year 2019-20:

Board Meeting No.	Board Meeting Dates
205	30.04.2019
206	03.07.2019
207	31.07.2019
208	12.09.2019
209	30.10.2019
210	27.12.2019
211	07.02.2020

The Composition of the Board, attendance of Directors at the Board Meetings during the year 2019-20 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 Mfngs. (!)		Attendance at last AGM	No. of Other committee		No. of other	
			Held	Attended		Memb ership	Chairm anship	Directo rship	Chairm anship
(I) Executive Chairman/Directors									
1.	Chairman and Managing Director	Shri V. Kalyana Rama (DIN: 07201556)	7	7	Yes	Nil	Nil	4	3
2.	Director (Domestic Division)	Shri P. K. Agrawal (DIN: 07557080)	7	7	Yes	Nil	Nil	2	Nil
3.	Director (Intl. Marketing & Ops.)	Shri Sanjay Swarup (DIN: 05159435)	7	7	Yes	1	Nil	4	Nil
4.	Director (Projects & Services)	Shri Rahul Mithal (DIN : 07610499)	7	6	Yes	2	Nil	1	Nil
5.	Director (Finance) & CFO	Shri. Manoj Kumar Dubey (DIN : 07518387)	7	7	Yes	Nil	Nil	Nil	Nil
(II) Part-Time Govt. Directors {Ministry of Railways(MoR)}									
6.	Additional Member (Planning), MOR	Shri Piyush Agarwal (DIN: 08305385) (Appointed w.e.f. 27.01.2020 upto 31.03.2020)	1	1	N.A.	Nil	Nil	3	Nil
7.	Director {Exe.Dir.TT(F), MoR}	Shri Manoj Kumar Srivastava (DIN: 06890877)	7	7	Yes	2	Nil	2	Nil
8.	Director {Exe.Dir.T(Co-ord), MoR}	Shri Sanjay Bajpai (DIN: 07549036) Tenure was upto 26.01.2020	6	2	Yes	Nil	Nil	Nil	Nil
(III) Part – time Non- Official Directors (Independent)									
9.	Director	Shri Kamlesh Shivji Vikamsey (DIN: 00059620) Tenure was upto 31.03.2020	5	4	Yes	16	4	9	Nil
10.	Director	Shri Sanjeev S. Shah (DIN: 00323163) Tenure was upto 31.03.2020	5	4	Yes	Nil	Nil	2	Nil
11.	Director	Ms. Vanita Seth (DIN: 07944119)	7	7	No	2	Nil	1	Nil
12.	Director	Shri Lov Verma	7	6	Yes	1	1	3	Nil

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	(DIN: 07560071)											
13.	Director	Shri Anjaneya Prasad Mocherla (DIN: 03645659)	7	7	Yes	Nil	Nil	Nil	Nil	Nil	Nil	Nil
14.	Director	Shri Deepak Shetty (DIN: 07089315)	7	7	No	10	5	4	Nil	Nil	Nil	Nil
15.	Director	Shri Jayasankar M. K. (DIN: 08523769) Appointed w.e.f.30.07.2019	5	5	Yes	Nil	Nil	Nil	Nil	Nil	Nil	Nil

! Held and attended during their period of Directorship during FY 2019-20.

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.

c) Particulars of Directorship in other listed companies:

i. Shri Piyush Agarwal, Govt. Nominee Director of the company was also on the Board of IRCON Limited as Govt. Nominee Director.

ii. Shri Deepak Shetty, Independent Director of the company was also on the Board of (i) Shreyas Shipping and Logistics Limited; and (ii) Seamec Limited, as Independent Director.

REMUNERATION OF DIRECTORS:

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 2019-20 are as under:

(Figures in Rs. Lakhs)

Name of the Director	Salary & Allowances	Perquisites	Contribution to PF & Benefits	Total
Shri V. Kalyana Rama, Chairman and Managing Director	66.21	4.78	7.55	78.54
Shri Pradeep K. Agrawal, Director (Domestic Division)	69.32	4.64	7.44	81.40
Shri Sanjay Swarup, Director (Int. Marketing & Operations)	45.24	3.36	6.89	55.49
Shri Rahul Mithal, Director (Projects & Services)	48.05	3.41	6.89	58.35
Shri Manoj Kumar Dubey, Director (Finance) & CFO	34.71	1.35	5.79	41.85

Note: The above remuneration does not include provision made on actuarial valuation of retirement benefit schemes, provision made towards post retirement benefits and 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 2019-20 the sitting fee being paid to Independent Directors was reviewed and the sitting fee being paid at present to part-time non-official Directors (Independent) is Rs.40,000/- per meeting of the Board and Audit & Ethics Committee and Rs.30,000/- per meeting for other Committee meeting, including separate meeting of Independent Director. In addition the incidental expenses related to their travel and stay, were 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:

(Figures in Rs. Lakhs*)

Name of the Directors	Amount
Ms. Vanita Seth	4.30
Shri Lov Verma	7.10
Shri Anjaneya Prasad Mocherla	5.50
Shri Deepak Shetty	7.50
Shri Kamlesh Shivji Vikamsey	3.00
Shri Sanjeev S. Shah	3.00
Shri Jayasankar M.K.	2.60

*excluding applicable tax.

MEETING OF INDEPENDENT DIRECTORS:

In terms of provisions under the code of Independent Directors under Companies Act, 2013 and SEBI (LODR) Regulations, 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 13.03.2020 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 in person or through Audio Video means. In the said meeting, the

Independent Directors discussed the matters to be taken up at the separate meeting of Independent Directors in terms of applicable provisions of Companies Act 2013, SEBI (LODR) Regulations, 2015 and DPE Guidelines, including their roles and responsibilities, the board processes, the efficacy and quality & quantity of information being made available to Board, compliance of laws, training of Directors, etc. Further, the provision prevailing in Schedule IV of the Companies Act 2013 states that review of performance of Chairperson, non-independent directors and the Board as a whole shall be done by the Independent Directors in their separate meeting. It has also been provided in Schedule-IV that on the basis of performance evaluation of Independent Directors done by the board, it shall be determined whether to extend or continue their term of appointment. However, the above provisions of Schedule IV regarding performance of Chairperson, non-Independent Directors, Board and Independent Directors 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 meeting of independent Directors were 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'. However, CONCOR being a government Company, the provisions of Section 178 in respect of identifying persons who are eligible to become directors and formulating criteria for determining their qualification, etc. are not applicable to it. The Committee's terms of reference is to deal with matters 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 03.07.2019, 12.09.2019, 30.10.2019 and 27.12.2019. The necessary quorum was present for all the meetings. The membership of this committee and the attendance of members in the meetings during the year were as under:

Name of the Directors	Position	Number of Meetings *	
		Held	Attended
Ms. Vanita Seth	Chairperson	4	4
Shri. A. P. Mocherla	Member	4	4
Shri Sanjay Bajpai, upto 26.01.2020	Member	4	3
Shri Manoj Kumar Srivastava	Member	4	4
Shri Jayasankar M.K., w.e.f. 15.01.2020	Member	0	0

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

AUDIT & ETHICS COMMITTEE:

The Audit & Ethic Committee constituted by the Company is in accordance with the provisions of Companies Act, 2013 read with SEBI (LODR) Regulations. 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, effectiveness of audit process, review of the related party transactions, director's responsibility statement, 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 oversees financial reporting process and the disclosure of its financial information, 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. 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.

As on 31.03.2020, out of the five members of this Committee four were Independent Directors. Executive Director (Finance) & Company Secretary acts as Secretary to this Committee. The Audit & Ethics Committee met eight times during the financial year 2019-20 on 01.04.2019, 30.04.2019, 03.07.2019, 31.07.2019, 30.10.2019, 27.12.2019, 07.02.2020 and 13.03.2020. The necessary quorum was present for all the meetings of 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	No. of Meetings*	
		Held	Attended
Shri Lov Verma, Independent Director	Chairman/ Member	8	8
Shri Deepak Shetty, Independent Director,	Member/ Chairman	8	8
Shri Sanjay Swarup, Director (IM&O)	Member	8	8
Shri Kamlesh Shivji Vikamsey, Independent Director, upto 01.04.2019 and from 15.01.2020 to 31.03.2020.	Member	3	3
Shri Sanjeev S. Shah, Independent Director, upto 01.04.2019 and from 15.01.2020 to 31.03.2020.	Member	3	3
Shri Pradip Kumar Agrawal, Director (Domestic Division), upto 17.04.2019	Member	1	1

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

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

CONCOR has a Stakeholders' Relationship Committee which is in compliance with the provisions of section 178 of Companies Act, 2013 and SEBI (LODR) Regulations. The Committee periodically reviews the status of shareholders grievances and redressal of the same and various aspects of protecting interests of shareholders. The terms of reference of this committee inter-alia include resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc, review of measures taken for effective exercise of voting rights by shareholders, review of various measures and initiatives taken by the Company, etc.

The Committee met four times in 2019-20 on 30.04.2019, 31.07.2019, 30.10.2019 and 07.02.2020. 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. The details of Stakeholders' Relationship Committee meeting held and attendance of the Committee members, at the meetings conducted during the year were as under:

Name of the Directors	Position	No. of Meetings*	
		Held	Attended
Shri Anjaneya Prasad Mocherla, Non-Official part-time Director	Chairman	4	4
Shri Sanjay Bajpai, Part-time Government Director upto 26.01.2020	Member	3	0
Shri Pradip K. Agrawal, Director (Domestic Division) upto 24.01.2020	Member	3	3
Shri Sanjay Swarup, Director (Intl. Marketing & Operations) upto 24.01.2020.	Member	3	3
Shri Jayasankar M.K. Non-Official part-time Director, w.e.f. 15.01.2020	Member	1	1
Shri Rahul Mithal Director (Projects & Services), w.e.f. 15.01.2020	Member	1	1

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

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. During the year, the Company has addressed its investor grievances expeditiously. No investor complaint was pending at the end of financial year 2019-20.

SHARE TRANSFER COMMITTEE & SYSTEM:

The Company has a Share Transfer Committee in place which considers the requests for transfer/transmission of shares wherever allowed, issue of duplicate share certificate, re-materialization etc. The composition 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 Agent (R&TA), to effect the transfer of shares, depository connectivity and other related work. No request was received for transfer of shares in physical mode during the financial year 2019-20.

CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY (CSR & S):

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

Your Company has a two Tier system for management and implementation of CSR & S activities. Tier-I CSR Committee is a Board level committee and Tier-II Committee is a below board level committee of Senior Executives of the Company headed by Executive Director (AIML & CSR), which assists the Board level committee (Tier-I) in carrying out their functions. The constitution of the committee is in accordance with the provisions of Companies Act, 2013 and revised guidelines of DPE on this matter. The Tier-I Committee has met four times during the year on 30.04.2019, 31.07.2019, 30.10.2019 and 07.02.2020 to transact various businesses. The particulars of Tier-I CSR committee meetings held and attendance at those meetings of the committee members is as under:

Name of the Directors	Position	Number of Meetings*	
		Held	Attended
Shri V. Kalyana Rama, Chairman & Managing Director	Chairman	4	4
Shri Pradip K. Agrawal, Director (Domestic Division)	Member	4	4
Shri Lov Verma, Independent Director	Member	4	4
Shri Kamlesh Shivji Vikamsey, Independent Director, w.e.f. 15.01.2020 upto 31.03.2020	Member	1	1

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

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 and independent Directors of the Company. The terms of reference of RMC inter-alia includes providing direction to the Risk Management initiative, laying down procedures about risk assessment and minimization, development and implementation of a risk management policy, review quality of mitigation plans, etc. The particulars of membership and meetings held during the year and attendance at those meetings of the committee members, is as under:

Name of the Directors	Position	Number of Meetings*	
		Held	Attended
Shri Pradip K. Agrawal, Director (Domestic Division)	Chairman	4	4
Shri Sanjay Swarup, Director (International Mktg. & Operations)	Member	4	4
Shri Manoj Kumar Dubey, Director (Finance)	Member	4	4
Shri Deepak Shetty, Non-Official part-time Director	Member	4	4
Shri Sanjeev S Shah, Non-Official part-time Director, w.e.f 15.01.2020 and upto 31.03.2020.	Member	1	1
Shri Rahul Mithal, Director (Projects & Services), w.e.f 24.01.2020	Member	1	1

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

The Committee met four times during the year on 30.04.2019, 31.07.2019, 30.10.2019 and 07.02.2020. This Committee furnishes its report to the Board of Directors.

GENERAL BODY MEETINGS:

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

AGM Date	Location	Time
27.08.2019	Auditorium National Railway Museum, Nyaya Marg, Near Bhutan Embassy, Chanakyapuri, New Delhi- 110021.	4.00 p.m.
20.09.2018	Air Force Auditorium Subroto Park, New Delhi- 110010.	4.00 p.m.
20.09.2017	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. Two Special Resolutions were passed by shareholders at AGM held on 27.08.2019 for the re-appointment of two (separate resolution for each) Independent Directors namely Shri Kamlesh Shivji Vikamsey (DIN: 00059620) and Shri Sanjeev S. Shah (DIN: 00323163). As per this resolution, these Directors were re-appointed as Independent Director w.e.f. 01.04.2019 to 31.03.2020.
- B. No special resolution was passed by shareholders at AGM held on 20.09.2018.
- C. No special resolution was passed by shareholders at AGM held on 20.09.2017.

RESOLUTION PASSED THROUGH POSTAL BALLOT/ E-VOTING DURING THE YEAR:

No resolution was passed through postal ballot/ e-voting during the year 2019-20. 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 & 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 and Shri Manoj Kumar Dubey, Director (Finance) & CFO was placed before the Board of Directors in its 213th meeting held on 25.06.2020 while consideration of the Annual Financial Statements of the Company for the financial year ended on 31.03.2020.
- 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 31.03.2020. A declaration in this regard, confirming the above is enclosed. 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 behaviour, actual or suspected fraud(s), 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 updated from time to time and 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'.
- viii) The Company has laid down procedure to apprise the Risk Management Committee and the Board about the risk assessment and mitigation plans and procedures 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 has been 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 for the year 2019-20, except those relating to appointment of requisite number of independent Director(s) on the Board for the period 01.04.2019 to 29.07.2019.
- xi) No item of expenditure has been debited in books of accounts, which were not for the purposes of the business and no expenses, which were 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 unlisted 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 placed 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 familiarization 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, except fine imposed by NSE and BSE on the Company for not having requisite number of Independent Directors on the Board of the Company during the quarters ended (QE) 31.12.2018, 31.03.2019, 30.06.2019 and 30.09.2019. The total fine imposed by BSE and NSE for these quarters, including GST was Rs.32,09,600/-. Board of Directors (BOD) of the Company were apprised about the above and it was decided by BOD that as appointment of Independent Director(s) is done by the Government and the Company has been regularly requesting Government to appoint the requisite number of Independent Directors on its Board, therefore being a Government Company the fine is not payable by CONCOR. As per above decision of BOD, the fines imposed by BSE and NSE for above quarters were not

paid by the Company. The decision of BOD was informed to the Stock Exchanges. This matter was also informed to the administrative ministry i.e. Ministry of Railways. Subsequently, considering the Company's representation to the Stock Exchanges, NSE has waived the fines imposed by it amounting to Rs.16,04,800/-. The Company has requested BSE as well to waive the fines imposed and their decision on the same is awaited.

- xviii) During the year, half-yearly certificate(s), confirming due compliance of the share transfer formalities 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 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 & Ethics 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. On the basis of said confirmation, it is confirmed that these Directors are meeting the criteria of independence.
- xxiii) During the year 2019-20, total Fee on consolidated basis paid to M/s S. N. Nanda & Co., Statutory Auditor of the Company and all entities in the network of the firm/ network entity of which the Statutory Auditor is a part, if any, by the Company and its subsidiaries was Rs.15.65 lakhs, excluding GST. Further, an amount of Rs.1.50 lakhs, excluding GST towards limited review audit for the QE June, 2019 was paid to M/s Arun K. Agarwal & Associates, ex-Statutory Auditors of the Company prior to appointment of M/s S.N. Nanda & Co.
- xxiv) In relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, one complaint was received during the year 2019-20 for which inquiry was conducted and report has been submitted by the nominated Committee..

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 be the responsive website. Investor Relations page on CONCOR website provides various updated details related to investors in compliance with SEBI Guidelines.

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 provides 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 and for vendor payments as well.

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 shareholders' reach, the financial results of the Company during the year 2019-20 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, shareholding pattern and other disclosures are 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 being 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) & Business Responsibility 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 <http://www.concorindia.com>.

In respect of financial year 2019-20, in terms of exemption granted by MCA vide General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and by SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, due to spread of Covid-19 pandemic, Annual Reports have been circulated among the members whose email IDs are available with the Company through electronic mode. Accordingly, no physical copies of the Annual Reports are being circulated among the members of the Company.

Chairman's Communiqué:

The printed copy of the Chairman's speech is made available 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/ event based 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/ event based compliance filings like shareholding pattern, corporate governance report, media releases and statement of investor complaints, among others are filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralised web-based complaints redressal 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 2019-20, the Board of Directors recommended the payment of dividend, for which the 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	15% (Rs.0.75 per share of Rs.5/- each)	20.02.2020	27.02.2020
2.	Final Dividend	57% (Rs.2.85 per share of Rs.5/- each)	23.09.2020 to 29.09.2020	04.10.2020 Onwards

The Company has proposed a Final dividend of 57% (Rs.2.85 per equity share of Rs.5/- each) on the paid-up equity share capital, for the year ended on 31.03.2020, which shall be paid after its 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 –

- i) if shares are held in physical mode, to the Company/R&TA of the Company.
- ii) 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 permitted electronic modes, 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 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 your 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 Rs.57,396/- in the Investor Education and Protection Fund (IEPF) for unclaimed/unpaid final dividend for FY 2011-12. The unclaimed/unpaid interim dividend for the FY 2012-13 for an amount of Rs.62,448/- was also due for transfer in the Investor Education and Protection Fund (IEPF) and the same was transferred on 17.04.2020. The particulars in respect of unclaimed/unpaid dividend, indicating name of shareholder, amount of dividend, etc. as on last AGM date 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 2012-13 which is due for transfer to IEPF, should be claimed by the members before 02.10.2020. 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	2012-13	Final	95	02.10.2020	01.11.2020
2	2013-14	Interim	70	08.03.2021	07.04.2021
		Final	53	09.10.2021	08.11.2021

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.

Transfer of shares to Investor Education and Protection Fund:

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 effective September 7, 2016 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 such 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 342 such equity shares of Rs.5/- each in November 2019 in respect of which dividend was not claimed by members for seven consecutive years or more 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 mandated to transfer such 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. 27.08.2019) and details of shares transferred to IEPF and the same can be accessed from www.concorindia.com.

GENERAL SHAREHOLDER INFORMATION:

- | | | |
|-------|--|---|
| (i) | Number of Annual General Meeting | 32 nd AGM |
| | Date | 29.09.2020 |
| | Time | 03.30 P.M. IST |
| | Venue | Through Video Conference/
Other Audio Visual means. |
| (ii) | Financial Calendar | |
| | The unaudited financial results of 1st, 2nd and 3rd 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, except for the year 2019-20 in which due to spread of Covid-19 pandemic the same was done on 25.06.2020. |
| | Adoption of audited Annual Accounts by Shareholders | Before 30th September, 2020 |
| (iii) | Date of Book Closure | 23.09.2020 to 29.09.2020 (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 Rs.)

Month	NSE		BSE	
	High	Low	High	Low
April'19	543.40	480.00	543.35	480.30
May'19	537.65	462.70	537.45	460.00
June'19	574.00	521.35	573.50	521.40
July'19	582.75	500.65	582.80	500.70
Aug'19	520.00	460.00	519.85	460.50
Sep'19	633.60	489.50	633.25	489.85
Oct'19	666.00	559.00	665.05	558.60
Nov'19	603.00	547.70	605.00	548.75
Dec'19	588.60	550.25	588.70	547.50
Jan'20	584.65	543.85	584.90	544.00
Feb'20	602.20	492.20	601.95	492.95
Mar'20	523.55	263.40	539.90	263.20

- (viii) Stock Exchange Index

Month	NSE		BSE	
	High	Low	High	Low
April'19	11,856.15	11,549.10	39,487.45	38,460.25
May'19	12,041.15	11,108.30	40,124.96	36,956.10
June'19	12,103.05	11,625.10	40,312.07	38,870.96
July'19	11,981.75	10,999.40	40,032.41	37,128.26
Aug'19	11,181.45	10,637.15	37,807.55	36,102.35
Sep'19	11,694.85	10,670.25	39,441.12	35,987.80
Oct'19	11,945.00	11,090.15	40,392.22	37,415.83
Nov'19	12,158.80	11,802.65	41,163.79	40,014.23
Dec'19	12,293.90	11,832.30	41,809.96	40,135.37
Jan'20	12,430.50	11,929.60	42,273.87	40,476.55
Feb'20	12,246.70	11,175.05	41,709.30	38,219.97
Mar'20	11,433.00	7,511.10	39,083.17	25,638.90

(ix) Registrar and Share Transfer Agents

M/s Beetal Financial & Computer Services Pvt. Ltd.
BEETAL HOUSE, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
New Delhi - 110055.
Phone No.011-29961281-83
E-mail id: beetal@beetalfinancial.com

(x) Distribution of Shareholding as on 31.03.2020

No. of equity shares held	No. of Shareholders	% of total	No. of Shares	% of total
01	2,026	2.48	2,026	0.00
02-10	10,783	13.22	64,460	0.01
11-50	19,779	24.26	5,77,271	0.09
51-100	11,464	14.06	9,01,059	0.15
101-200	20,387	25.00	30,24,312	0.50
201-750	13,294	16.30	47,03,154	0.77
751-5000	2,878	3.53	46,30,279	0.76
5001-10000	235	0.29	16,89,460	0.28
10001-15000	96	0.12	11,64,597	0.19
15001 & Above*	602	0.74	59,25,37,730	97.25
Total	81,544	100.00	60,92,94,348	100.00

*includes President of India holding of 33,38,84,975 equity shares.

(xi) Geographical Distribution of Shareholding as on 31.03.2020

Name of city	No. of Shareholders	% of total	No. of Shares	% of total
Ahmedabad	2,781	3.41	5,04,185	0.08
Bangalore	5,008	6.14	9,90,158	0.16
Chennai	2,970	3.64	7,20,087	0.12
Kolkata	2,877	3.53	18,26,690	0.30
Mumbai	24,725	30.32	26,10,81,182	42.85
New Delhi*	5,999	7.36	33,71,44,339	55.33
Pune	3,743	4.59	19,06,209	0.31
Others	33,441	41.01	51,21,498	0.84
Total	81,544	100.00	60,92,94,348	100.00

(xii) Shareholding Pattern as on 31.03.2020

Particulars	No. of Shares	% of total
Government of India	33,38,84,975	54.80
Banks, Financial Institutions	3,00,34,667	4.93
Foreign Institutional Investors	16,35,08,417	26.84
Mutual Funds and UTI	5,23,05,307	8.58
Bodies Corporate	61,87,288	1.02
Indian Public	1,49,78,795	2.46
NRIs / OCBs	12,58,711	0.21
Others	71,36,188	1.16
Total	60,92,94,348	100.00

The above was the position as on 31.03.2020.

(xiii) Dematerialization of Shares and liquidity:

For electronic trading of shares, CONCOR has an agreement with NSDL & CDSL. Out of 60,92,94,348 Shares listed on Stock Exchanges 60,92,92,976 equity Shares were in demat mode as on 31.03.2020.

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

(xv) Plant locations: Presently, the Company has total 63 Terminals from which it is operating. Out of which 59 are Company's own terminals comprising of 9 pure Exim Terminals, 33 Combined Container Terminals, 17 pure Domestic Terminals and balance 4 are the terminals for which it has strategic tie up with others. Apart from these terminals, One Distribution Node is also operating.

(xvi) Address for Correspondence : Executive Director (Finance) & Company Secretary
Container Corporation of India Ltd.,
NSIC New MDBP Building, 3rd Floor,
Okhla Industrial Estate, New Delhi – 110020.
Ph. No. 011-41222500, 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 a welcome initiative and is accordingly requesting its Shareholders to provide or update their e-mail ids with their respective DPs/Company Registrar, as the case may be, and give their option for receiving documents in electronic form. Normally, the shareholders whose email ids 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 were being furnished information in electronic form. However, in respect of current financial year 2019-20 in view of exemption granted due to Covid-19 pandemic, the Annual Reports have been circulated among the members in electronic form only. In addition, other communications with the shareholders are also being done in the electronic form.

For and on behalf of the Board of Directors

Date: 07.08.2020
Place: New Delhi.

sd/-
(V. Kalyana Rama)
Chairman and Managing Director

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS
AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its Board and Senior Management personnel which comprises the Board of Directors, all Executive Directors, Chief Vigilance Officer (CVO), Chief General Managers (CGMs), Regional General Managers (RGMs) Group General Managers (GGMs). This code is available on the Company's website at http://concorindia.co.in/assets/pdf/Code_of_conduct.pdf.

I confirm that the Company has in respect of the year ended March 31, 2020, received from the Members of the Board and Senior Management Personnel of the Company, a declaration of compliance with the Code of Conduct as applicable to them.

Date: 07.08.2020
Place: New Delhi.

sd/-
(V. Kalyana Rama)
Chairman and Managing Director