

कॉन/आइआरसी/SE/104/Vol.-VII/

दिनांक : 19.10.2023

**Sub: Minutes of 35<sup>th</sup> AGM of CONCOR held on 26.09.2023.**

A copy of the minutes of 35<sup>th</sup> Annual General Meeting of CONCOR held on 26.09.2023 are as per attachment.

This is for your information and record please.

Thanking you,

Encl: as above.

**CONTAINER CORPORATION OF INDIA LIMITED (CONCOR)**

**भारतीय कंटेनर निगम लिमिटेड**

**MINUTES OF 35<sup>th</sup> ANNUAL GENERAL MEETING OF CONTAINER CORPORATION OF INDIA LIMITED, HELD ON TUESDAY, 26<sup>th</sup> SEPTEMBER, 2023 AT 15:00 HRS., THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO VISUAL MEANS (OAVM).**

**1. PRESENT**

**SHAREHOLDERS:**

- (i) Shareholders of the company participated in the remote e-voting and voting at AGM process (maximum 1235 in one resolution and minimum 1225 in another resolution) which remained open during the period 9.00 a.m. on 22.09.2023 to 5.00 p.m. on 25.09.2023 at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and thereafter at AGM.
- (ii) Shareholder (nominee of President of India) from Ministry of Railways at AGM:  
Shri Satyam Prakash, Director, TT (S), Railway Board.
- (iii) Through VC/ OAVM: 146 at AGM representing in total 146 folios/accounts, including President of India Nominee above.

**DIRECTORS/ AUDITORS/COMPANY SECRETARY/ OTHERS:**

S. No.	Name	Designation
1.	Shri V. Kalyana Rama	Chairman and Managing Director
2.	Shri Sanjay Swarup	Director (Intl Mktg. & Operations)
3.	Shri Manoj Kumar Dubey	Director (Finance) & CFO
4.	Shri Mohammad Azhar Shams	Director (Domestic Division)
5.	Shri Ajit Kumar Panda	Director (Project & Services)
6.	Shri Amrendra K. Chandra	Principal Executive Director/WS&D, Railway Board & Govt. Nominee Director
7.	Shri Rajesh Pathak	Principal Executive Director/TT/M, Railway Board & Govt. Nominee Director
8.	Shri Satendra Kumar	Independent Director and Chairman of Audit and Ethics

		Committee
9.	Shri Kedarashish Bapat	Independent Director and Chairman of Stakeholders' Relationship Committee
10.	Shri Chesong Bikramsing Terang	Independent Director
11.	Smt. Chandra Rawat	Independent Director and Chairperson of Nomination and Remuneration Committee
12.	Shri R. C. Paul Kanagaraj	Independent Director
13.	Shri S. N. Nanda	Statutory Auditors, M/s. S. N. Nanda & Associates, Chartered Accountants
14.	Shri Kumar Naresh Sinha	Secretarial Auditor, M/S Kumar Naresh Sinha & Associates, Company Secretaries
15.	Shri Rakesh Kumar	Scrutinizer, M/s R K & Associates, Company Secretaries
16.	Shri Amit Agrawal	Alternate Scrutinizer, M/s Amit Agrawal & Associates
17.	Shri Harish Chandra	Executive Director (Finance) & Company Secretary

## 2. REGISTERS/ DOCUMENTS:

The applicable registers/documents of the company, including Financial Statements for the year 2022-23, Auditors' Report, Directors' Report, C&AG Comments, Secretarial Audit report, Register of Directors' and Key Managerial Personnel and their shareholding, Register of Contracts or arrangements in which directors are interested etc. were accessible and remained open for inspection at the Annual General Meeting.

## 3. MEETING THROUGH VC/ OAVM:

At the outset, ED (Finance) & Company Secretary informed that in terms of General Circular no(s) 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022 and December 25, 2022 respectively issued by the Ministry of Corporate Affairs and other applicable circular(s) of MCA and SEBI, this meeting has been convened through VC/OAVM for which

necessary arrangements have been made by the Company through M/s National Securities Depository Limited (NSDL).

#### **4. NOTICE OF MEETING:**

ED (Finance) & Company Secretary informed that notice for AGM dated 23.08.2023 along-with the Annual Report was sent to the shareholders through email on 30.08.2023. The notice with eight items has all the required particulars of the agenda and information about cut-off date, eVoting, instructions for eVoting, etc. It was also stated that Ministry of Railways, vide its order dated 11.09.2023 has communicated appointment of Shri Rajesh Pathak, Principal Executive Director/TT/M as Part Time Government Director with immediate effect. Accordingly, on the recommendation of Nomination and Remuneration Committee, he was appointed as Director of the Company by the Board on 16.09.2023.

As the appointment of a Director is to be approved by shareholders in next General Meeting, with the approval of Board of Directors, an addendum dated 17.09.2023 to the Notice of AGM was issued incorporating the agenda (Item No. 09) for appointment of Shri Rajesh Pathak as Part Time Government Director by the shareholders. A brief about the Notice of AGM and Addendum to the Notice of AGM was also published in the leading newspapers on 02.09.2023 and 19.09.2023 respectively.

#### **5. CHAIRMAN OF MEETING:**

ED (Finance) & Company Secretary apprised that as per Article 49 of the Articles of Association of CONCOR, the Chairman of the Board shall be entitled to take the chair at every general meeting of the Company. Accordingly, Shri V. Kalyana Rama being Chairman of the Board took the chair which was welcomed by the shareholders.

#### **6. QUORUM:**

ED (Finance) & Company Secretary welcomed all the shareholders, including the President of India nominee present at AGM. He also introduced the directors, auditors, scrutinizers, etc. present in the meeting. He declared that requisite quorum for the meeting was present. The quorum was present throughout the meeting. Further, the shareholders were briefed about the provisions under the Companies Act, 2013, including the provisions that when

a company has provided e-voting facility, the businesses at the AGM are not to be carried out by show of hands.

## **7. CHAIRMAN'S SPEECH AND PROCEEDINGS:**

Welcoming the shareholders, the Chairman in his speech briefly enumerated the economic scenario, performance of the Company during the financial year 2022-23 and its future plans, etc. He inter-alia also informed that Directors have recommended final dividend of Rs.2/- per equity share of Rs.5/- each for FY 2022-23 which was in addition to the three interim dividends of Rs.2/- per equity share, Rs.3/- per equity share and Rs.4/- per equity share paid during the year 2022-23.

The Notice of AGM, audited Financial Statements (standalone plus consolidated) for the year 2022-23, Reports of Directors, Statutory Auditors, Secretarial Auditor and Comments of C&AG of India, etc. already circulated, were taken as read.

Reference was drawn towards the report of the Statutory Auditors dated 18.05.2023 on the Stand-alone and Consolidated Financial Statements of the Company. It was confirmed that C&AG of India has conducted supplementary audit of Standalone and Consolidated Financial Statements of the Company for the year 2022-23 and has issued its comments on Financial Statements. It was informed that said comments of C&AG of India along-with management replies were forming part of the annual report sent to the shareholders vide email dated 30.08.2023. Reference was drawn towards the above information about C&AG of India's comments and management replies as provided in the annual report of the Company.

It was also informed that in the Auditors' Report there was no qualification and in respect of certain other observations in their report listed in emphasis of matter, key audit matters, items in Companies (Auditor's Report) Order, 2020, reference was drawn towards remarks of the management on the same as provided in annual report.

Regarding the observations of the Secretarial Auditors and the Auditor who had issued Corporate Governance Certificate, the management replies on the same were informed and reference was drawn toward said replies of the management included in annual report of the Company.

Thereafter, a brief of the agenda item no.1 to agenda item no.9 in the notice of the meeting (including addendum) was given to the shareholders.

It was informed in the meeting that in terms of section 108 of Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44(3) of SEBI (LODR) Regulations, 2015, Company had provided remote e-voting facility to its shareholders to cast their vote on resolutions proposed in the notice for convening 35<sup>th</sup> Annual General Meeting through NSDL. Remote e-voting was done by the shareholders during the period 22.09.2023 (9:00 a.m.) to 25.09.2023 (5:00 p.m.). The shareholders, who have not casted their votes through remote e-voting, may cast their votes through NSDL system during AGM for which necessary arrangements were made. Shri Rakesh Kumar of M/s R K & Associates, Company Secretaries was the Scrutinizer and Mr. Amit Agrawal of M/s Amit Agrawal & Associates, Practicing Company Secretaries was the alternate Scrutinizer for remote e-Voting and e-Voting at 35<sup>th</sup> AGM of the Company.

ED (Finance) & CS invited members who had pre-registered themselves as 'Speaker Shareholder' for the AGM to share their views with the management or raise their queries, if any. Further, queries posted in chat box were also noted. The shareholders submitted their observations about the performance and initiatives of the company. Further, some shareholders appreciated and congratulated Chairman & Managing Director, Board Members and the Management for the performance and achievements of the Company. The observations of the shareholders were noted and clarifications provided suitably. The Chairman thanked the shareholders for their continued support.

It was announced in the meeting that the voting would be kept open for another 15 minutes and the result for voting would be declared within two working days of the conclusion of AGM on receipt of the Scrutinizer's Report. The Results/Scrutinizer's Report will be placed on the Company's website and also forwarded to NSDL (e-Voting agency) and the Stock Exchanges in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There being no other business to transact, the Chairman announced closure of the business of the meeting. Executive Director (Finance) & Company Secretary presented a vote of thanks. Thereafter, the 35<sup>th</sup> Annual General Meeting concluded at 04:29 P.M. (including the time allowed for e-voting).

Subsequently, on the basis of the reports dated 27.09.2023 of Shri Rakesh Kumar, Scrutinizer for remote e-voting and e-voting at the AGM, the following Resolutions as set out in agenda item no. 01 to 09 of the notice of 35<sup>th</sup> Annual General meeting of CONCOR were deemed to have been duly approved/ passed by the shareholders with requisite majority in the said AGM held on 26.09.2023:

#### **ORDINARY BUSINESSES: ORDINARY RESOLUTIONS**

**ITEM NO.1: TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023, INCLUDING BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2023, THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF BOARD OF DIRECTORS, AUDITORS AND COMMENTS OF C&AG THEREON**

"RESOLVED THAT the Financial Statements (Standalone and Consolidated) of the Company, including Balance Sheet as at 31<sup>st</sup> March, 2023 and Statement of Profit & Loss for the year ended on that date along with the Reports of the Board of Directors, Auditors and Comments of Comptroller and Auditor General of India thereon, be and are hereby approved and adopted."

**ITEM NO.2: TO CONFIRM THE PAYMENT OF THREE INTERIM DIVIDENDS AND TO DECLARE FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

"RESOLVED THAT the three Interim Dividends of 40% (i.e. Rs.2.00 per equity share of face value of Rs.5.00 each), 60% (i.e. Rs.3.00 per equity share of face value of Rs.5.00 each) and 80% (i.e. Rs.4.00 per equity share of face value of Rs.5.00 each) already paid during the year 2022-23 and Final Dividend of 40% (i.e. Rs.2.00 per equity share of face value of Rs.5.00 each) on the paid up Equity Share Capital of Rs.304.65 crores of the Company for financial year 2022-23 be and are hereby approved."

**ITEM NO.3: TO APPOINT A DIRECTOR IN PLACE OF SHRI SANJAY SWARUP, DIRECTOR (INTERNATIONAL MARKETING & OPERATIONS) (DIN: 05159435), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT**

"RESOLVED THAT Shri Sanjay Swarup, Director (International Marketing & Operations) (DIN: 05159435), be and is hereby re-appointed as Director (International Marketing & Operations) of the company."

**ITEM NO.4: TO APPOINT A DIRECTOR IN PLACE OF SHRI MANOJ KUMAR DUBEY, DIRECTOR (FINANCE) (DIN: 07518387), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.**

"RESOLVED THAT Shri Manoj Kumar Dubey, Director (Finance) (DIN: 07518387), be and is hereby re-appointed as Director (Finance) of the company."

**ITEM NO.5: TO TAKE NOTE OF THE APPOINTMENT OF M/S S. N. NANDA & CO., CHARTERED ACCOUNTANTS, NEW DELHI AS STATUTORY AUDITORS OF THE COMPANY AND FIX AUDITORS' REMUNERATION**

"RESOLVED that the appointment of M/s. S. N. Nanda & Co., Chartered Accountants, as Statutory Auditors of the Company for the financial year 2022-23 in terms of the order No./CA.V/COY/CENTRAL GOVERNMENT, CCIL(1)/315 dated 29.08.2022 of Comptroller & Auditor General of India (C&AG) be and is hereby noted. The Statutory Auditors' of the Company, as appointed by C&AG of India from time to time, may be paid such remuneration as may be fixed by the Board of Directors of the Company."

**SPECIAL BUSINESSES: ORDINARY RESOLUTIONS**

**ITEM NO. 6: APPOINTMENT OF SHRI MOHAMMAD AZHAR SHAMS (DIN: 07627473), AS DIRECTOR (DOMESTIC DIVISION)**



"Resolved that pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder, Regulation 17(1C) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Shri Mohammad Azhar Shams (DIN: 07627473), who was appointed as Director (Domestic Division) by Ministry of Railways, Railway Board, Govt. of India, vide its order no.2021/E(O)II/40/29 dated 06.01.2023 and was accordingly appointed by the Board of Directors, on recommendation of the Nomination & Remuneration Committee, as Director (Domestic Division) on the Board of the Company with effect from 01.02.2023 and in respect of whom the Company has received a notice in writing from the Director himself, be and is hereby appointed as the Director (Domestic Division) of the Company till the date of his superannuation i.e. 28.02.2026 or until further orders, whichever is earlier and he shall be liable to retire by rotation."

**ITEM NO.7: APPOINTMENT OF SHRI AMRENDRA KUMAR CHANDRA (DIN: 10076614), AS PART TIME GOVERNMENT DIRECTOR.**

"Resolved that pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s), or re-enactment(s) thereof, for the time being in force), Shri Amrendra Kumar Chandra (DIN: 10076614), who was appointed as Part-time Government Director by Ministry of Railways, Railway Board, Govt. of India, vide its order no.2022/PL/57/10, dated 16.03.2023 and was accordingly appointed by the Board of Directors, on recommendation of the Nomination & Remuneration Committee, as Part time Government Director on the Board of the Company with effect from 16.03.2023 and in respect of whom the Company has received a notice in writing from the Director himself, be and is hereby appointed as the Part-time Government Director of the Company till he holds the post of Principal Executive Director/ WS&D, Railway Board or further orders, whichever is earlier."

## **SPECIAL BUSINESSES: SPECIAL RESOLUTION**

### **ITEM NO.8: APPOINTMENT OF SHRI R. C. PAUL KANAGARAJ (DIN: 10199485), AS NON-OFFICIAL INDEPENDENT DIRECTOR. (SPECIAL RESOLUTION)**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s), or re-enactment(s) thereof, for the time being in force), Shri R. C. Paul Kanagaraj (DIN: 10199485), who was appointed as Non-Official Independent Director by Ministry of Railways, Railway Board, Govt. of India, vide order no.2022/PL/57/12 (Pt.I), dated 05.06.2023 and was accordingly appointed by the Board of Directors, on recommendation of the Nomination & Remuneration Committee, as Non-official Independent Director on the Board of the Company with effect from 15.06.2023 and in respect of whom the Company has received a notice in writing from the Director himself, be and is hereby appointed as the Non-official Independent Director of the Company for a period of three years ending on 04.06.2026 or until further orders, whichever is earlier."

## **SPECIAL BUSINESSES: ORDINARY RESOLUTION**

### **ITEM NO.9: APPOINTMENT OF SHRI RAJESH PATHAK (DIN: 010259788), AS PART TIME GOVERNMENT DIRECTOR.**

"Resolved that pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s), or re-enactment(s) thereof, for the time being in force), Shri Rajesh Pathak (DIN: 010259788), who was appointed as Part-time Government Director by Ministry of Railways, Railway Board, Govt. of India, vide its order no.2022/PL/57/10, dated 11.09.2023 and was accordingly appointed by the Board of Directors, on recommendation of the Nomination & Remuneration Committee, as Part-time Government Director on the Board of the Company

with effect from 11.09.2023 and in respect of whom the Company has received a notice in writing from the Director himself, be and is hereby appointed as the Part-time Government Director of the Company till he holds the post of Principal Executive Director/ TT/M, Railway Board or further orders, whichever is earlier."

#### **8. RESULT OF E-VOTING AND VOTING AT AGM:**

Subsequently, the result of remote e-voting (conducted from 9 a.m. on 22.09.2023 to 5 p.m. on 25.09.2023) and the voting conducted at Annual General Meeting on 26.09.2023, as per the report of the Scrutinizer dated 27.09.2023, were intimated to the Stock Exchanges on 27.09.2023 and were simultaneously uploaded on the website of the Company and on the website of NSDL (e-Voting service provider agency). The result of voting and the consolidated report of the Scrutinizer are annexed as **Annexure-A** and **Annexure-B** respectively.

Accordingly, all the Resolutions for item no. 1 to item no. 9 of the notice of 35<sup>th</sup> Annual General Meeting of the Company held on 26.09.2023 were duly passed with requisite majority.

दिनांक : 29.09.2023

स्थान: नई दिल्ली

sd/-

(वी. कल्याण रामा)

अध्यक्ष एवं प्रबंध निदेशक

## Annexure-A

CONTAINER CORPORATION OF INDIA LTD.  
Voting result of the 35th ANNUAL GENERAL MEETING of the Company Held on September 26, 2023

Date of AGM	26-Sep-23
Total No. of shareholders as on Record Date (19/09/2023)	133149
No of shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group Public	NA
No of shareholders attended the meeting through Video Conferencing Promoters and Promoters Group Public	146 1 145

## Detail of the Agenda:

Item No. 1	To receive, consider, approve and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2023, including Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors, Auditors and comments the Comptroller and Auditor General of India thereon.
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Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	333884975	333884975	100.00	333884975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		333884975	333884975	100.0000	333884975	0	100.0000
Public - Institutional holders	E-Voting	257069352	211326503	82.2060	210939358	387145	99.8168	0.1832
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		257069352	211326503	82.2060	210939358	387145	99.8168
Public - Non Institutional holders *	E-Voting	18340021	107621	0.5868	106850	771	99.2836	0.7164
	Poll		7879	0.0430	7879	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		18340021	115500	0.6298	114729	771	99.3325
G-TOTAL		609294348	545326978	89.5014	544939062	387916	99.9289	0.0711

\* Includes 3,134 shares transferred to IEPF Authority which have no voting rights.



Item No. 2	To confirm the payment of three Interim dividends and to declare Final dividend on equity shares for the financial year ended 31st March, 2023.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	333884975	333884975	100.00	333884975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	333884975	333884975	100.0000	333884975	0	100.0000	0.0000
Public - Institutional holders	E-Voting	257069352	211849666	82.4095	211472376	377290	99.8219	0.1781
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	257069352	211849666	82.4095	211472376	377290	99.8219	0.1781
Public - Non Institutional holders *	E-Voting	18340021	107446	0.5859	106836	610	99.4323	0.5677
	Poll		7879	0.0430	7879	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	18340021	115325	0.6288	114715	610	99.4711	0.5289
G-TOTAL		609294348	545849966	89.5872	545472066	377900	99.9308	0.0692

\* Includes 3,134 shares transferred to IEPF Authority which have no voting rights.



Item No. 3	To appoint a Director in place of Shri Sanjay Swarup, Director (International Marketing and Operations) (DIN: 05159435), who retires by rotation and being eligible, offers himself for reappointment.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	333884975	333884975	100.00	333884878	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		333884975	333884975	100.0000	0	100.0000	0.0000
Public - Institutional holders	E-Voting	257069352	211365902	82.2214	126330565	85035337	59.7687	40.2313
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		257069352	211365902	82.2214	126330565	59.7687	40.2313
Public - Non Institutional holders *	E-Voting	18340021	106789	0.5823	104129	2680	97.5091	2.4909
	Poll		7879	0.0430	7879	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		18340021	114668	0.6252	112008	97.6803	2.3197
G-TOTAL		609294348	545365545	89.5077	460327548	85037997	84.4072	15.5928

\* Includes 3,134 shares transferred to IEPFAuthority which have no voting rights.



Item No. 4	To appoint a Director in place of Shri Manoj Kumar Dubey, Director (Finance) (DIN: 07518387), who retires by rotation and being eligible, offers himself for reappointment.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	333884975	333884975	100.00	333884975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		333884975	333884975	100.0000	0	100.0000	0.0000
Public - Institutional holders	E-Voting	257069352	211769006	82.3782	145812528	65958478	68.8545	31.1455
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		257069352	211769006	82.3782	145812528	68.8545	31.1455
Public - Non Institutional holders *	E-Voting	18340021	107339	0.5853	105404	1936	98.1973	1.8027
	Poll		7869	0.0429	7868	1	99.9873	0.0127
	Postal Ballot (if Any)							
	TOTAL		18340021	115208	0.6282	113272	98.3196	1.6804
G-TOTAL		609294348	545769189	89.5740	479810775	65958414	87.9146	12.0854

\* Includes 3,134 shares transferred to IEPFAuthority which have no voting rights.





Item No. 5	To take note of the appointment of M/s. S. N. Nanda & Co., Chartered Accountants, New Delhi as Statutory Auditors of the Company and fix auditors' remuneration and to pass the following resolution as an Ordinary							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		333884975	100.00	333884975	0	100.0000	0.0000
	Poll	333884975	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If Any)							
	TOTAL	333884975	333884975	100.0000	333884975	0	100.0000	0.0000
Public - Institutional holders	E-Voting		211772933	82.3797	198055922	13717011	93.5228	6.4772
	Poll	257069352	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If Any)							
	TOTAL	257069352	211772933	82.3797	198055922	13717011	93.5228	6.4772
Public - Non Institutional holders *	E-Voting		106584	0.5812	108912	672	99.3695	0.6305
	Poll	18340021	7797	0.0425	7797	0	100.0000	0.0000
	Postal Ballot (If Any)							
	TOTAL	18340021	114381	0.6237	113709	672	99.4125	0.5875
G-TOTAL		609294348	54572289	89.5745	532054606	13717683	97.4866	2.5134

\* Includes 3,134 shares transferred to IEPFAuthority which have no voting rights.



Item No. 6	To approve the appointment of Shri Mohammad Azhar Shams (DIN: 07627473) as Director (Domestic Division).							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		333884975	100.00	333884975	0	100.0000	0.0000
	Poll	333884975	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If Any)							
	TOTAL	333884975	333884975	100.0000	333884975	0	100.0000	0.0000
Public - Institutional holders	E-Voting		211769006	82.3782	141679054	70189952	66.8554	33.1446
	Poll	257069352	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If Any)							
	TOTAL	257069352	211769006	82.3782	141579054	70189952	66.8554	33.1446
Public - Non Institutional holders *	E-Voting		106792	0.5823	103988	2804	97.3743	2.6257
	Poll	18340021	7879	0.0430	7879	0	100.0000	0.0000
	Postal Ballot (If Any)							
	TOTAL	18340021	114671	0.6253	111867	2804	97.5547	2.4453
G-TOTAL		609294348	545768652	89.5739	475575896	70192756	87.1387	12.8613

\* Includes 3,134 shares transferred to IEPFAuthority which have no voting rights.



Item No. 7	To approve the appointment of Shri Anwendra Kumar Chandra (DIN: 10076614) as Part Time Government Director.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes In favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	333884975	333884975	100.00	333884975	0	100.0000	0.0000
	Poll	333884975	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	333884975	333884975	100.0000	333884975	0	100.0000	0.0000
Public - Institutional holders	E-Voting	257069352	211769006	82.3782	114157493	97611613	53.9066	46.0934
	Poll	257069352	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	257069352	211769006	82.3782	114157493	97611613	53.9066	46.0934
Public - Non Institutional holders *	E-Voting	18340021	107027	0.5836	105588	1439	98.6555	1.3445
	Poll	18340021	7879	0.0430	7879	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	18340021	114906	0.6265	113467	1439	98.7477	1.2523
G-TOTAL		609294348	545768887	89.5739	448155935	97612952	82.1146	17.8854

\* Includes 3,134 shares transferred to IEPFAuthority which have no voting rights.



Item No. 8	To approve the appointment of Shri R C Paul Kanagaraj (DIN: 10199485) as Non-Official Independent Director.							
Resolution required: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes In favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	333884975	333884975	100.00	333884975	0	100.0000	0.0000
	Poll	333884975	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	333884975	333884975	100.0000	333884975	0	100.0000	0.0000
Public - Institutional holders	E-Voting	257069352	211769006	82.3782	148100992	63668014	69.9352	30.0648
	Poll	257069352	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	257069352	211769006	82.3782	148100992	63668014	69.9352	30.0648
Public - Non Institutional holders *	E-Voting	18340021	106217	0.5792	104822	1395	98.6867	1.3133
	Poll	18340021	7879	0.0430	7807	72	99.0862	0.9138
	Postal Ballot (if Any)							
	TOTAL	18340021	114096	0.6221	112629	1467	98.7142	1.2858
G-TOTAL		609294348	545768077	89.5738	482098596	63669481	88.3340	11.6660

\* Includes 3,134 shares transferred to IEPFAuthority which have no voting rights.



Item No. 9	To approve the appointment of Shri Rajesh Pathak (DIN: 010259788), as Part Time Government Director.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		333884975	100.00	333884975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)	333884975						
	TOTAL	333884975	333884975	100.0000	333884975	0	100.0000	0.0000
Public - Institutional holders	E-Voting		211769006	82.3782	116002878	95766130	54.7780	45.2220
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)	257069352						
	TOTAL	257069352	211769006	82.3782	116002878	95766130	54.7780	45.2220
Public - Non Institutional holders *	E-Voting		107339	0.5853	105594	1745	98.3743	1.6257
	Poll		7879	0.0430	7879	0	100.0000	0.0000
	Postal Ballot (if Any)	18340021						
	TOTAL	18340021	115218	0.6282	113473	1745	98.4855	1.5145
G-TOTAL		609294348	545769199	89.5740	450001324	95767875	82.4527	17.5473

\* Includes 3,134 shares transferred to IEPFAuthority which have no voting rights.





## Annexure-B



Flat No.-6A, LGF, Khasra No. 117/1/2,  
Gali No.-1, Rajpur Khurd Extn. Colony,  
Near Ramchander Mkt, New Delhi-68  
Mob: 9999301705, 9871220081  
Email : csrakeshkumar@gmail.com  
cs.rkassociates@gmail.com

Ref: SCRUTINIZER'S REPORT ON REMOTE E-VOTING FOR 35<sup>th</sup> AGM OF CONTAINER CORPORATION OF INDIA LIMITED Date .....

To,  
The Chairman  
Of the 35<sup>th</sup> Annual General Meeting of  
CONTAINER CORPORATION OF INDIA LIMITED  
C-3, CONCOR Bhawan, Mathura Road,  
Opp. Apollo Hospital, New Delhi-110076.

**Subject: Consolidated Scrutinizer Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 for the 35<sup>th</sup> Annual General Meeting of the Container Corporation of India Limited held on Tuesday, 26<sup>th</sup> September, 2023 at 3.00 p.m. (IST) through video conferencing (VC)/other audio visual means (OAVM).**

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of CONTAINER CORPORATION OF INDIA LIMITED (hereinafter referred to as the "Company") on 10.08.2023, I have been appointed as a Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner as mentioned under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and circulars issued by MCA.
2. The Company engaged NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL) as the eVoting Service Provider (ESP) for extending the facility of electronic voting to the shareholders of the Company. The ESP provided a system for recording the votes of the Shareholders electronically on all the items of business sought to be transacted in the 35<sup>th</sup> Annual General Meeting ("AGM") of the Company, which was held on Tuesday, the 26<sup>th</sup> September, 2023. NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL) had set up e-voting facility on their website: <https://www.evoting.nsdl.com>.
3. As on the cut-off date for dispatch of Notice of Annual General Meeting, there were 1,29,930 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email by NSDL to all eligible Shareholders whose email IDs were made available by the depositories and for those holding shares in physical form to the extent email ids were available with the RTA. Subsequently, addendum dated 17.09.2023 to notice of 35 AGM was also sent to all shareholders. All the shareholders who became members after the dispatch of notice upto the cut-off date of 19.09.2023 were eligible to vote as well and there were 1,33,149 shareholder as on cutoff date who were eligible to vote.
4. The Notice sent through email contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
5. The cut-off date for the purposes of identifying the shareholders who were entitled to vote on the resolutions placed for the approval of the shareholders was 19<sup>th</sup> September, 2023. The remote e-voting facility was kept open from 22<sup>nd</sup> September, 2023 (9.00 A.M.) to 25<sup>th</sup> September, 2023 (05.00 P.M.)
6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Rules, 2014 and relevant MCA Circulars, the Company released an advertisement, which was published on 02.09.2023 in Business Standard, Indian Express and Financial Express in English language (All India Editions) and JanSatta & Business Standard in Hindi language (All India Edition) newspapers. The notice published in the newspaper carried the required information as specified in the Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and in accordance with relevant MCA Circulars. Subsequently, newspaper publication of Addendum to Notice was published on 19.09.2023 in



Indian Express and Financial Express in English language (All India Editions) and Jansatta in Hindi language (All India Edition) newspapers.

7. At the end of the voting period on September 25, 2023 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On September 26<sup>th</sup>, 2023 after the conclusion of Annual General Meeting, the votes cast through remote e-voting facility and eVoting at AGM were duly unblocked by undersigned as a Scrutinizer in the presence of CS Ranjan Kumar Jha (FCS 8342) & CS Meenakshi B. Choudhary (ACS 44072) who acted as the witnesses and are not in the employment of the company, as prescribed in sub-rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Rules, 2014.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer, the report of the remote e-voting and e-voting at AGM carried by the shareholders, the detail of which were obtained from the e-voting agency, were duly compiled and found that all resolutions have been passed with requisite majority. The details for same are as follows:

**Resolution Number-1: To receive, consider, approve and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2023, including Balance Sheet as at 31<sup>st</sup> March, 2023, the Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors, Auditors and comments of the Comptroller & Auditor General of India thereon. (Ordinary Resolution)**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.5/- each. (Votes)	% age of the Total Votes received
Total Number of Votes in favour of Resolution	1203	544939062	99.9289
Total Number of Votes against the resolution	29	387916	0.0711
Total Number of Invalid Votes	-	-	-
Total Votes received by electronic mode	1232	545326978	100.0000

**Resolution Number-2: To confirm the payment of three Interim dividends and to declare Final dividend on equity shares for the financial year ended 31st March, 2023. (Ordinary Resolution)**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.5/- each. (Votes)	% age of the Total Votes received
Total Number of Votes in favour of Resolution	1201	545472066	99.9308
Total Number of Votes against the resolution	32	377900	0.0692
Total Number of Invalid Votes	-	-	-
Total Votes received by electronic mode	1233	545849966	100.0000

**Resolution Number-3: To appoint a Director in place of Shri Sanjay Swarup, Director (International Marketing & Operations) (DIN: 05159435), who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.5/- each. (Votes)	% age of the Total Votes received
Total Number of Votes in favour of Resolution	764	460327548	84.4072





Total Number of Votes against the resolution	461	85037997	15.5928
Total Number of Invalid Votes	-	-	-
Total Votes received by electronic mode	1225	545365545	100.0000

**Resolution Number-4: To appoint a Director in place of Shri Manoj Kumar Dubey, Director (Finance) (DIN: 07518387), who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.5/- each. (Votes)	% age of the Total Votes received
Total Number of Votes in favour of Resolution	854	479810775	87.9146
Total Number of Votes against the resolution	379	65958414	12.0854
Total Number of Invalid Votes	-	-	-
Total Votes received by electronic mode	1233	545769189	100.0000

**Resolution Number-5 : To take note of the appointment of M/s. S. N. Nanda & Co., Chartered Accountants, New Delhi as Statutory Auditors of the Company and fix auditors' remuneration. (Ordinary Resolution)**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 5/- each. (Votes)	% age of the Total Votes received
Total Number of Votes in favour of Resolution	1115	532054606	97.4866
Total Number of Votes against the resolution	120	13717683	2.5134
Total Number of Invalid Votes	-	-	-
Total Votes received by electronic mode	1235	545772289	100.0000

**Resolution Number-6: To approve the appointment of Shri Mohammad Azhar Shams (DIN: 07627473), as Director (Domestic Division). (Ordinary Resolution)**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.5/- each. (Votes)	% age of the Total Votes received
Total Number of Votes in favour of Resolution	842	475575896	87.1387
Total Number of Votes against the resolution	390	70192756	12.8613
Total Number of Invalid Votes	-	-	-
Total Votes received by electronic mode	1232	545768652	100.0000

**Resolution Number-7: To approve the appointment of Shri Amrendra Kumar Chandra (DIN: 10076614), as Part Time Government Director. (Ordinary Resolution)**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 5/- each. (Votes)	% age of the Total Votes received
Total Number of Votes in favour of Resolution	795	448155935	82.1146
Total Number of Votes against the	437	97612952	17.8854



resolution			
Total Number of Invalid Votes	-	-	-
Total Votes received by electronic mode	1232	545768887	100.0000

**Resolution Number-8 : To approve the appointment of Shri R C Paul Kanagaraj (DIN: 10199485), as Non-Official Independent Director. (Special Resolution)**


Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.5/- each. (Votes)	% age of the Total Votes received
Total Number of Votes in favour of Resolution	1047	482098596	88.3340
Total Number of Votes against the resolution	181	63669481	11.6660
Total Number of Invalid Votes	-	-	-
Total Votes received by electronic mode	1228	545768077	100.0000

**Resolution Number-9: To approve the appointment of Shri Rajesh Pathak (DIN: 10259788), as Part Time Government Director. (Ordinary Resolution)**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.5/- each. (Votes)	% age of the Total Votes received
Total Number of Votes in favour of Resolution	797	450001324	82.4527
Total Number of Votes against the resolution	436	95767875	17.5473
Total Number of Invalid Votes	-	-	-
Total Votes received by electronic mode	1233	545769199	100.0000

I hereby confirm that I am maintaining the registers received from the e-voting service provider both electronically and manually in respect of the votes cast through remote e-voting and eVoting at AGM by the shareholders of the Company. All the relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and sign the minutes of the 35<sup>th</sup> AGM and the same shall thereafter be handed over to the Company Secretary of the Company for safe keeping.

Thanking you,  
Yours Sincerely

  
**CS RAKESH KUMAR**  
(SCRUTINIZER)  
(C. P. No. 8553, M.NO. F 7695)


Place: New Delhi  
UDIN: F007695E001094121  
Date: 27<sup>th</sup> September, 2023

**Witness :**

1. CS Ranjan Kumar Jha  
Membership No. FCS 8342
2. CS Meenakshi B. Choudhary  
Membership No. ACS 44072



Accepted

  
(V. Kalyana Rama, CMD/CONCOR)

**वी. कल्याण रामा / V. KALYANA RAMA**  
अध्यक्ष एवं प्रबंध निदेशक / Chairman & Managing Director  
भारतीय कंटेनर निगम लिमिटेड  
Container Corporation of India Ltd.