

कॉन/आइआरसी/SE/104/Vol-VII/
दिनांक: 29.05.2024

1. The Bombay Stock Exchange Ltd., Mumbai (Through BSE Listing Centre)
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai-400001
2. National Stock Exchange of India Ltd. (Through NEAPS)
Exchange Plaza, 5th Floor, Plot No. C/1,G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai-400 051

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024.

Ref: Regulation 24A of SEBI (LODR) Regulations, 2015.

In terms of regulation 24A of SEBI (LODR) Regulations, 2015, the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024, issued by Shri Amit Agrawal of M/s Amit Agrawal & Associates, Practicing Company Secretary, is as per enclosure.

This is for your information and record please.

धन्यवाद ।

भवदीय,
कृते भारतीय कंटेनर निगम लिमिटेड

(हरीश चन्द्रा)
कार्यकारी निदेशक (वित्त) एवं क. स.



संलग्नक : यथोपरि

पंजीकृत कार्यालय: कॉनकॉर भवन, सी-3, मथुरा रोड, नई दिल्ली-110076
Regd. Office : CONCOR Bhawan, C-3, Mathura Road, New Delhi-110076

दूरभाष/Tel.: 011-41673093, 49512150, 60
ई-मेल/E-mail : co.pro@concorindia.com

CIN: L63011DL1988GO1030915
Visit us at <http://www.concorindia.co.in>

**Secretarial Compliance report of Container Corporation Of India Limited for the year
ended on 31st March, 2024**

To,
Container Corporation of India Limited,
CONCOR Bhawan, C-3 Mathura Road,
Opposite Apollo Hospital, New Delhi-110076.
CIN: L63011DL1988GOI030915

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Container Corporation Of India Limited** (hereinafter referred as the "listed entity"), having its Registered Office at CONCOR Bhawan, C-3 Mathura Road, Opposite Apollo Hospital, New Delhi-110076. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **31st March, 2024**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, Amit Agrawal & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by **Container Corporation of India Limited** (the "listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification/ report,

for the year ended **31st March, 2024** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").



The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 - **Not applicable to the Company during the audit period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable to the Company during the audit period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable to the Company during the audit period;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2021 - **Not applicable to the Company during the audit period;**
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (j) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;
- (k) The Securities and Exchange Board of India (Registrar to an issue and share Transfer Agents) Regulations 1993 - regarding dealing with client to the extent of Securities issued.

and circulars/ guidelines issued there under;

and based on the above examination, we hereby report that, during the Review Period:



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:

| Sr No. | Compliance Requirement (Regulations/ circulars /guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|---|--------------------------|---|-----------------|----------------|---|---|---|--|--|
| 1 | Regulation 17(1) of SEBI (LODR) Regulations, 2015 | Regulation 17(1) | During the period under review the composition of Board was not in compliance of SEBI (LODR) Regulations, 2015 due to non-appointment of requisite number of Independent Directors on the Board of listed entity. | NSE and BSE | Fine imposed | Regulation 17(1) of SEBI (LODR) Regulations, 2015 provides that where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors. | BSE and NSE each imposed fine of Rs.21,59,400/- (including GST) for FY 2023-24. | During the period under review, the number of Independent Directors on the Board was less than half of the total strength of Board as required under regulation 17(1) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) | The Company has from time to time taken up the matter of appointment of requisite number of independent directors with administrative ministry i.e. Ministry of Railways and Company has no control on the appointment of Directors on its Board. In view of this, the Listed entity | The Company being a Government Company, the power to appoint Directors vests with the President of India through administrative ministry i.e., Ministry of Railways (MoR) and Company has no control on the appointment of Directors on its Board. |

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| | | | | | No. of Independent Directors on the board of listed entity was less than half of total Board members. | | Regulations, 2015. | has requested BSE & NSE to waive off all the fines imposed on the Company. Matter had been considered and Fines have been waived off by the BSE & NSE in the past. | |
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr No. | Observations/ Remarks of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 31.03.2023 | Compliance Requirement (Regulations/ circulars /guidelines including specific clause) | Details of Violations / deviations and actions taken / penalty imposed, if any on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity. |
|--------|---|--|---|---|--|--|
| 1 | During the period under review, the number of Independent Directors on the Board was less | During the period under review the composition of Board was not in | Regulation 17(1) of SEBI (LODR) Regulations, | Regulation 17(1) of SEBI (LODR) | The Company has from time to time taken up the matter of | The Company being a Government Company, the powers to appoint Directors (including |

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| <p>than half of the total strength of Board as required under regulation 17(1) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.</p> | <p>compliance of SEBI (LODR) Regulations, 2015 due to non-appointment of requisite number of Independent Directors on the Board of listed entity.</p> | <p>2015</p> | <p>Regulations, 2015 provides that where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors.</p> <p>No. of Independent Directors on the board of listed entity was less than half of total Board members.</p> <p>NSE and BSE had imposed fine on the listed entity.</p> | <p>appointment of requisite number of independent directors with administrative ministry i.e. Ministry Railways and Company has no control on the appointment of Directors on its Board.</p> <p>In view of this, the Listed entity has requested BSE & NSE to waive off all the fines imposed on the Company.</p> <p>Matter had been considered and Fines have been waived off by the BSE & NSE from time to time.</p> | <p>Independent Directors) vests with the President of India through administrative ministry i.e., Ministry of Railways (MoR) and Company has no control on the appointment of Directors on its Board.</p> |
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(c) We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements, is appended below;

| Sl. No. | Particulars | Compliance status (Yes/ No/ NA) | Observations/ Remarks by PCS* |
|---------|---|---------------------------------|---|
| 1. | Secretarial Standards: The Compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) | Yes | No Remarks. |
| 2. | Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI. | Yes Yes | No Remarks. No Remarks. |
| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes Yes Yes | No Remarks. No Remarks. No Remarks. |
| 4. | Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 | Yes | None of the Directors are disqualified. |
| 5. | Details related to Subsidiaries of listed entity: (a) Identification of material subsidiary companies | NA | a) The listed entity does not have any material |

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| | (b) Requirements with respect to disclosure of material as well as other subsidiaries | Yes | <p>subsidiary company.</p> <p>b) Listed entity has complied with the disclosure requirement with respect to other subsidiary companies.</p> |
| 6. | <p>Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.</p> | Yes | No remarks. |
| 7. | <p>Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p> | N.A. | <p>MCA vide its notification dated 05.06.2015, has inter-alia, exempted Government companies from the evaluation of performance of Directors, in case the Directors are evaluated by the Ministry or Department of the Central Government which is administratively in charge of the company, as per its own evaluation methodology.</p> <p>Further, MCA vide notification dated 05.07.2017, also prescribed that the</p> |

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| | | | provisions relating to review of performance of Independent Directors and evaluation mechanism prescribed in Schedule IV of the Companies Act, 2013, is not applicable to Government Companies. |
| 8. | <p>Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.</p> | <p>Yes</p> <p>Yes</p> | <p>No Remarks.</p> <p>No Remarks.</p> |
| 9. | <p>Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> | <p>Yes</p> | <p>No Remarks.</p> |
| 10. | <p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p> | <p>Yes</p> | <p>The Company has proper software in place to maintain Structured Digital Database.</p> |
| 11. | <p>Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI</p> | <p>Yes (refer to the remarks)</p> | <p>There were cases of fines imposed by Stock Exchanges for Board Composition, status of same has</p> |

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| | through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges are specified in the last column. | | been stated in para (a) and (b) above. |
| 12. | Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed and/or its material subsidiaries has/ have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | N.A. | There has been no resignation of the Statutory Auditors from the listed entity and it has no material subsidiaries. |
| 13. | No Additional Non-compliances observed No additional non-compliance observed for any of the SEBI regulation/ circular/guidance note etc. except as reported above. | Yes | No non-compliance of any SEBI Regulations / Circular / Guidance Note, however after the change in status of Company from "Active" to "UNDER CIRP", the Company was not able to file e-forms MGT-14, with the Registrar of Companies / MCA. However, as advised by MCA, INC-28 was filed to restore the "Active" status, but the same is pending at ROC/ MCA/ IBBI. Listed Entity has apprised the matter to its Board of Directors and the administrative ministry and it is |

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| | | | being regularly followed up with the concerned officials of MCA/ IBBI so that the issue can be resolved. |
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Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'.

Assumptions & Limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 28.05.2024

Place: New Delhi

For Amit Agrawal & Associates
(Company Secretaries)



CS Amit Agrawal
Partner

CP No. 3647, M.No.5311

UDIN: F005311F000466365

Peer Review No.:853/2020