

COSCO (INDIA) LIMITED (CIN: L25199DL1980PLC010173)
Registered Office: 2/8, Roop Nagar, Delhi-110 007;
Website: www.cosco.in; Email: mail@cosco.in; Tel: 91-11-23843000;
Fax: 91-11-23846000

NOTICE OF ANNUAL GENERAL MEETING
(Pursuant to Section 101 of the Companies Act, 2013)

Notice is hereby given that the Forty-Fourth Annual General Meeting of the Members of Cosco (India) Limited (CIN: L25199DL1980PLC010173) will be held on Saturday, the 30th September, 2023 at 12:00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

Item 1.

Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on 31st March, 2023 which includes Balance Sheet as at 31st March, 2023, Statement of Profit and Loss, Cash Flow Statement of the Company and Statement of changes in Equity for the year ended 31st March, 2023 along with Notes annexed thereto and the Reports of the Directors' and the Auditors' thereon.

Item 2.

Appointment of Mr Neeraj Jain (DIN:00190592) as a director, liable to retire by rotation

To appoint a Director in place of Mr. Neeraj Jain (DIN:00190592), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item 3.

Re-appointment of Mr. Arun Jain (DIN: 01054316) as Whole Time Director

To consider and, if thought fit, to pass the following Resolution(s), with or without modification(s), as Special Resolution(s);

"RESOLVED THAT pursuant to the provisions of Section 196,197,203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended for the time being in force, and in accordance with the Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and Board of Directors, the approval of the Company, be and is hereby accorded to the reappointment of Mr. Arun Jain (DIN: 01054316) as Whole Time Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 1st October 2023 as per the terms, conditions and remuneration set forth herein.

Remuneration

- i. Salary ₹ 350,000 per month w.e.f. 01.04.2023 for the current year ending 31st March 2024 and ₹ 380,000 per month w.e.f. 01.04.2024 and thereafter with an annual increment of ₹ 30,000 per month w.e.f 01.04.2025.
- ii. House Rent Allowance 50% of Salary.

Perquisites

Mr. Arun Jain shall also be eligible to the following perquisites:

Part A : (Not to be included in ceiling on remuneration):

- | | | |
|------|--|---|
| i. | Contribution to Provident Fund, Superannuation or Annuity Fund | Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 including any statutory modification(s) or re-enactment thereof |
| ii. | Gratuity | Gratuity payable at a rate not exceeding half month's salary for each completed year of service. |
| iii. | Leave encashment | As permissible under The Companies Act, 2013 and Schedule V and Rules framed thereunder |

Part B : (To be included in ceiling on remuneration):

- | | | |
|------|----------------------------|--|
| i. | Furniture & Furnishing | The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹1 Lakh per annum. |
| ii. | Medical & Hospitalization | Actual Medical expenses including hospitalization for self and dependent members of family. |
| iii. | Accident Insurance Premium | Annual Premium subject to ceiling of ₹ 10,000 per annum. |
| iv. | Leave Travel Concession | For self and family as permissible in the Income Tax Act, 1961 and Rules made thereunder. |
| v. | Car with Driver | Shall be provided for use for Company's Business.
In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver. |
| vi. | Telephone(s) | Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use. |
| vii. | Club(s) Fees & Expenses | Fees and expenses for self and family subject to a maximum of ₹ 50,000 per annum. |

The perquisite value of above perquisites if so specified, shall be computed as per provisions of the Companies Act, 2013 read with Rules framed there under. Otherwise the same shall be taken as per Income Tax Act, 1961 and Rules/Company Rules / other applicable Statutory provisions in force from time to time as the case may be.

Explanation: Family means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT in the event of inadequacy or absence of Profit in any financial year, the remuneration payable to Mr. Arun Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification(s) thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) in the Companies Act, 2013 and/or Schedule V of the Companies Act, 2013, the Board of Directors and/or Committee thereof be and is hereby authorized to alter and vary and/or restructure the remuneration including the Salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further Resolution or consent or reference to the members in General Meeting, subject however to the provisions of Section 197 of the Companies Act, 2013 and subject further to the same falling within the powers of the Nomination and Remuneration Committee and Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)."

Item 4

Re-appointment of Mr. Manish Jain (DIN: 00191593) as Whole Time Director

To consider and, if thought fit, to pass the following Resolution(s), with or without modification(s), as Special Resolution(s);

“RESOLVED THAT pursuant to the provisions of Section 196,197,203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended for the time being in force, and in accordance with the Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and Board of Directors, the approval of the Company, be and is hereby accorded to the reappointment of Mr. Manish Jain (DIN: 00191593) as Whole Time Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 1st October 2023 as per the terms, conditions and remuneration set forth herein.

Remuneration

- i. Salary ₹ 350,000 per month w.e.f. 01.04.2023 for the current year ending 31st March 2024 and ₹ 380,000 per month w.e.f. 01.04.2024 and thereafter with an annual increment of ₹ 30,000 per month w.e.f 01.04.2025.
- ii. House Rent Allowance 50% of Salary.

Perquisites

Mr. Manish Jain shall also be eligible to the following perquisites:

Part A : (Not to be included in ceiling on remuneration)

- i. Contribution to Provident Fund, Superannuation or Annuity Fund Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 including any statutory modification(s) or re-enactment thereof
- ii. Gratuity Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- iii. Leave encashment As permissible under The Companies Act, 2013 and Schedule V and Rules framed thereunder

Part B : (To be included in ceiling on remuneration):

- i. Furniture & Furnishing The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹1 Lakh per annum.
- ii. Medical & Hospitalization Actual Medical expenses including hospitalization for self and dependent members of family.
- iii. Accident Insurance Premium Annual Premium subject to ceiling of ₹ 10,000 per annum.
- iv. Leave Travel Concession For self and family as permissible in the Income Tax Act, 1961 and Rules made thereunder.
- v. Car with Driver Shall be provided for use for Company's Business. In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver.
- vi. Telephone(s) Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use.
- vii. Club(s) Fees & Expenses Fees and expenses for self and family subject to a maximum of ₹ 50,000 per annum.



The prerequisite value of above perquisites if so specified, shall be computed as per provisions of the Companies Act, 2013 read with Rules framed there under. Otherwise the same shall be taken as per Income Tax Act, 1961 and Rules/Company Rules / other applicable Statutory provisions in force from time to time as the case may be.

Explanation: Family means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT in the event of inadequacy or absence of Profit in any financial year, the remuneration payable to Mr. Manish Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification(s) thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) in the Companies Act, 2013 and/or Schedule V of the Companies Act, 2013, the Board of Directors and/or Committee thereof be and is hereby authorized to alter and vary and/or restructure the remuneration including the Salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further Resolution or consent or reference to the members in General Meeting, subject however to the provisions of Section 197 of the Companies Act, 2013 and subject further to the same falling within the powers of the Nomination and Remuneration Committee and Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)."

Item 5

Re-appointment of Mr. Pankaj Jain (DIN: 00190414) as Whole Time Director

To consider and, if thought fit, to pass the following Resolution(s), with or without modification(s), as Special Resolution(s);

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended for the time being in force, and in accordance with the Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and Board of Directors, the approval of the Company, be and is hereby accorded to the reappointment of Mr. Pankaj Jain (DIN: 00190414) as Whole Time Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 1st October 2023 as per the terms, conditions and remuneration set forth herein.

Remuneration

- | | |
|--------------------------|--|
| i. Salary | ₹ 350,000 per month w.e.f. 01.04.2023 for the current year ending 31 st March 2024 and ₹ 380,000 per month w.e.f. 01.04.2024 and thereafter with an annual increment of ₹ 30,000 per month w.e.f. 01.04.2025. |
| ii. House Rent Allowance | 50% of Salary. |

Perquisites

Mr. Pankaj Jain shall also be eligible to the following perquisites:

Part A : (Not to be included in ceiling on remuneration):

- | | |
|---|--|
| i. Contribution to Provident Fund, Superannuation or Annuity Fund | Contribution to Provident Fund, Superannuation or Annuity fund to the Income Tax Act, 1961 including any statutory modification(s) or re-enactment thereof |
| ii. Gratuity | Gratuity payable at a rate not exceeding half month's salary for each completed year of service. |
| iii. Leave encashment | As permissible under The Companies Act, 2013 and Schedule V and Rules framed thereunder |

Part B : (To be included in ceiling on remuneration):

- | | |
|---------------------------------|---|
| i. Furniture & Furnishing | The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹ 1 Lakh per annum. |
| ii. Medical & Hospitalization | Actual Medical expenses including hospitalization for self and dependent members of family. |
| iii. Accident Insurance Premium | Annual Premium subject to ceiling of ₹10,000 per annum. |
| iv. Leave Travel Concession | For self and family as permissible in the Income Tax Act, 1961 and Rules made thereunder. |
| v. Car with Driver | Shall be provided for use for Company's Business.
In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver. |
| vi. Telephone(s) | shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use. |
| vii. Club(s) Fees & Expenses | Fees and expenses for self and family subject to a maximum of ₹ 50,000 per annum |

The perquisite value of above perquisites if so specified, shall be computed as per provisions of the Companies Act, 2013 read with Rules framed there under. Otherwise the same shall be taken as per Income Tax Act, 1961 and Rules/Company Rules / other applicable Statutory provisions in force from time to time as the case may be.

Explanation: Family means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT in the event of inadequacy or absence of Profit in any financial year, the remuneration payable to Mr. Pankaj Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification(s) thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) in the Companies Act, 2013 and/or Schedule V of the Companies Act, 2013, the Board of Directors and/or Committee thereof be and is hereby authorized to alter and vary and/or restructure the remuneration including the Salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further Resolution or consent or reference to the members in General Meeting, subject however to the provisions of Section 197 of the Companies Act, 2013 and subject further to the same falling within the powers of the Nomination and Remuneration Committee and Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)."

Item 6

Re-appointment of Mr. Neeraj Jain (DIN: 00190592) as Whole Time Director

To consider and, if thought fit, to pass the following Resolution(s), with or without modification(s), as Special Resolution(s);

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended including any statutory modification(s) or re-enactment(s) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended for the time being in force, and in accordance with the Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and Board of Directors, the approval of the Company, be and is hereby accorded to the reappointment of Mr. Neeraj Jain (DIN: 00190592) as Whole Time Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 1st October 2023 as per the terms, conditions and remuneration set forth herein.

Remuneration

- i. Salary ₹ 350,000 per month w.e.f. 01.04.2023 for the current year ending 31st March 2024 and ₹ 380,000 per month w.e.f. 01.04.2024 and thereafter with an annual increment of ₹ 30,000 per month w.e.f 01.04.2025.
- ii. House Rent Allowance 50% of Salary.

Perquisites

Mr. Neeraj Jain shall also be eligible to the following perquisites:

Part A : (Not to be included in ceiling on remuneration):

- i. Contribution to Provident Fund, Superannuation or Annuity Fund Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 including any statutory modification(s) or re-enactment thereof
- ii. Gratuity Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- iii. Leave encashment As permissible under The Companies Act, 2013 and Schedule V and Rules framed thereunder

Part B : (To be included in ceiling on remuneration):

- i. Furniture & Furnishing The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹ 1 Lakh per annum.
- ii. Medical & Hospitalization Actual Medical expenses including hospitalization for self and dependent members of family.
- iii. Accident Insurance Premium Annual Premium subject to ceiling of ₹ 10,000 per annum.
- iv. Leave Travel Concession For self and family as permissible in the Income Tax Act, 1961 and Rules made thereunder.
- v. Car with Driver Shall be provided for use for Company's Business.
In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver.
- vi. Telephone(s) Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use.
- vii. Club(s) Fees & Expenses Fees and expenses for self and family subject to a maximum of ₹ 50,000 per annum.

The perquisite value of above perquisites if so specified, shall be computed as per provisions of the Companies Act, 2013 read with Rules framed there under. Otherwise the same shall be taken as per Income Tax Act, 1961 and Rules/Company Rules / other applicable Statutory provisions in force from time to time as the case may be.

Explanation: Family means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT in the event of inadequacy or absence of Profit in any financial year, the remuneration payable to Mr. Neeraj Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification(s) thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) in the Companies Act, 2013 and/or Schedule V of the Companies Act, 2013, the Board of Directors and/or Committee thereof be and is hereby authorized to alter and vary and/or restructure the remuneration including the Salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further Resolution or consent or reference to the members in General Meeting, subject however to the provisions of Section 197 of the Companies Act, 2013 and subject further to the same falling within the powers of the Nomination and Remuneration Committee and Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)."

NOTES

1. Pursuant to General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs ("MCA") read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively and MCA General Circular No. 10/2022 dated 28th December, 2022 ("MCA Circulars"), and in compliance with these Circulars, provisions of the Act, Securities and Exchange Board of India ("SEBI") vide its circular no., SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively "SEBI Circulars") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 44th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 44th AGM shall be the registered office of the Company.

The facility to attend the 44th AGM of the Company through Video Conference/Other Audio Visual means by members/shareholders on the date of the AGM will be provided by Company's Registrars and Share Transfer Agents M/s. Skyline Financial Services Private Limited, in compliance with the provisions of MCA Circular as mentioned above.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Circular dated 25th January, 2022, has mandated that securities shall be issued only in dematerialised mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise their shares held in physical form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account. Members may also visit website of depositories viz. National Securities Depository Limited at <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited at <https://www.cdslindia.com/Investors/open-demat.html> for further understanding the demat procedure. Members can contact the Company or Company's Registrars and Share Transfer Agents, M/s Skyline Financial Services Private Limited for assistance in this regard.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
5. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.cosco.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.
6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/MIRSD_RTAMB /P/CIR/2021/655 and SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated November 3, 2021 and

December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA. The securities in the frozen folios shall be eligible:

- * To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- * To receive any payment including dividend (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website <https://www.cosco.in/investors/holder-of-physical-securities-shareholders-> In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

8. Brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provisions of the Companies Act, 2013 are annexed hereto read with the 'Report on Corporate Governance –Annexure C1 to the Directors' Report'. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/reappointment. A Statement pursuant to section 102 of the Act forms a part of this Notice.
9. Members who have not registered their e-mail address so far are requested to register their e-mail address (or change, if any therein) with your Depository Participant (where shares are held in dematerialized form) or by sending an email to the Registrar and Share Transfer Agents, M/s Skyline Financial Services Pvt Ltd. stating clearly their name, folio no. if they are holding shares in physical form / DP Id & Client Id if they are holding shares in dematerialized form for receiving all communications including Annual Report, Notices, etc. from the Company electronically.

Members are requested to note that the Company's shares are under compulsory electronic trading for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants.

10. All relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during normal office hours on all working days except Sundays and Holidays between 10.00 A.M. – 01.00 P.M. up to the date of the Annual General Meeting of the Company.
11. Register of Members and the Transfer Books for Equity Shares of the Company shall remain closed from 24th September, 2023 to 30th September, 2023 (Both days inclusive) for the purpose of ascertaining the names of Members.
12. Please send all correspondence including requests for transfer/transmission/Demat of Shares, change of address etc. to the Registrar and Share Transfer Agents, M/s Skyline Financial Services Pvt. Ltd., D – 153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020. Ph. 011-40450193 to 197 ,Fax: +91 11 26812682 E-mail ID:admin@skylinerta.com.
13. (i) Members seeking any information with regard to accounts or operations are requested to write to the Company latest by 20th September, 2023 through email on mail@cosco.in and sudha@cosco.in. The same will be replied by the Company suitably.
(ii) Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF): Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority

(Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”) read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (“IEPF”), constituted by the Central Government.

During the Financial Year 2015-16 an Interim Dividend was declared on 12th August, 2015 for FY 2015-16. The due date to transfer the unpaid/unclaimed dividend to the IEPF Authority as per the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”) was 17th September, 2022. 44,455 Equity Shares and an amount of ₹ 76,248 being unclaimed/unpaid dividend of the Company was transferred in October, 2022 to IEPF.

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), the Company has uploaded the details of unpaid and unclaimed dividend amounts and Shares transferred to the IEPF Authority on the website of the Company at <https://www.cosco.in> and also on the website of the MCA at <http://www.iepf.gov.in/>.

Members whose unclaimed dividends/shares are transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.

14. Voting Process :

The Company has appointed C.S Mr. Ravi Sharma, (Membership No. 4468) Partner of M/s. R S M & Co, Company Secretaries, 2E/207, 2nd floor, Caxton House Jhandewalan Extension, New Delhi 110055; As scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner. Members may note that the VC/OAVM facility provided by Skyline Financials Services Private Limited, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle. Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the meeting by following the procedure as mentioned in the notice.

14.1 E-Voting Facility:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as Amended by The Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), read with SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020, Members are provided with the facility to cast their vote electronically, through e-voting services provided by NSDL on all resolutions set forth in this Notice, through remote e-voting and e-voting at the AGM.

The Instructions for Members for Remote E-Voting and Joining Annual General Meeting are as under:-

The remote e-voting period begins on 26th September, 2023 at 09:00 A.M. and ends on 29th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2023.

Cast vote electronically using NSDL e-Voting system

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner icon under “Login” which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depositor site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 20px;">   </div>
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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at.: 022-4886 7000 and 022 -24997000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Log-in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical :	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **Process for those shareholders whose email IDs are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on [“Forgot User Details/Password?”](#) (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User [Reset Password?”](#) (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Annual General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by e-mail to contact@csrsm.com with a copy marked to evoting@nsdl.co.in and sudha@cosco.in. Institutional shareholders(i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on“upload Board Resolution/Authority Letter” displayed under “e-voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will go through the “Forget User Details/Password? Or “Physical User Reset Password? Option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Question(FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022-4886 7000 and 022-2499 7000 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre Senior Manager National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Contact No: 022 - 4886 7000 and 022 - 2499 7000 at the designated e-mail id evoting@nsdl.co.in, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's e-mail address mail@cosco.in; sudha@cosco.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mail@cosco.in; sudha@cosco.in .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to mail@cosco.in; sudha@cosco.in . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are

required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for Members for e-Voting on the day of the Annual General Meeting are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. Members who need assistance before or during the AGM can contact Ms. Pallavi Mhatre Senior Manager National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Contact No: 022 - 4886 7000 and 022 - 2499 7000 at the designated e-mail id- evoting@nsdl.co.in

Instructions for Members for attending the AGM Through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at sudha@cosco.in till September 28, 2023 (12:00 Noon IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The same will be replied by the company suitably. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 6. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date of 23rd September, 2023 may obtain the login ID and password by sending a request to Company's Registrar & Share Transfer Agent at admin@skylinerta.com or NSDL at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
 7. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication.
- 14.2 The Voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the AGM through e-voting.
- 14.3 The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.

- 14.4 The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.cosco.in and on the website of NSDL, immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be communicated to the stock exchange BSE Ltd. where the shares of the Company are listed. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 30, 2023.
15. As per the provision of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.cosco.in Members holding shares in physical form may submit the same to Registrar and Share Transfer Agent of the Company, viz. M/s Skyline Financial Services Pvt. Ltd., Add: D – 153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020. Members holding shares in electronic form may submit the same to their respective depository participants.

Registered Office:
2/8, Roop Nagar,
Delhi -110007

Place: Delhi
Date: 14th August, 2023

By order of the Board of Directors

Devinder Kumar Jain
(DIN: 00191539)
Managing Director and CEO

I. Details in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 2

In terms of Section 152(6) of the Companies Act, 2013, Mr. Neeraj Jain (DIN: 00190592) shall retire by rotation at the forthcoming AGM and being eligible offers himself for re-appointment. Mr. Neeraj was appointed as a Whole-Time Director of the Company designated as “Executive Director—for a period of three consecutive years with effect from 1st October, 2020. As per the terms of his appointment, his re-appointment at the 44th AGM as a director retiring by rotation would not constitute break in his appointment as a Whole-time Director, designated as “Executive Director”.

Mr. Neeraj Jain aged 51 years, holds qualification of B.E., M.sc. and MBA and has over 29 years of rich and extensive experience in International Trade and vast experience in health and fitness products segment.

He joined Cosco (India) Limited in 1998 and held position of increasing responsibility in the Sourcing of New products.

Mr. Neeraj Jain is not debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority.

Shri Narinder Kumar Jain – Managing Director, Mr. Neeraj Jain and his relatives (to the extent of their shareholding in the Company, if any) are concerned or interested in the said Resolution(s). None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of the 44th AGM.

Upon his re-appointment as a director, Mr. Neeraj Jain shall continue to hold office as a Whole-time Director. Accordingly, the Board of Directors recommends his re-appointment to the members for their approval by way of an Ordinary Resolution as set out at Item No. 2 of the accompanying Notice of the 44th AGM.

II. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Arun Jain, aged 57 years, is B.E., M. Tech. He has vast experience of more than 31 years of Industrial Relation & Business Management, Financial Management and Research & Development of Rubber & Polymer Products. The Board of Directors feel that the experience of Mr. Arun Jain will be of immense help to the Company.

Mr. Arun Jain was re-appointed as Whole Time Director in the Annual General Meeting of the Shareholders held on 30th September, 2020 for a period of 3 years w.e.f. 1st October, 2020.

The Board recommends the reappointment of Mr. Arun Jain as Whole Time Director of the Company for the further period of Three (3) years w.e.f. 1st October 2023 upon the remuneration, terms & conditions as set out in the Resolutions(s) and which Nomination & Remuneration Committee has approved. The Board recommends the Resolution(s) for your approval.

Mr. Arun Jain satisfies all the conditions set out in Part-1 of Schedule V and under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified for being appointed as Directors in terms of section 164 of the Companies Act 2013.

Mr. Arun Jain is not debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority.

Further, pursuant to SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution(s) in General Meeting, if the annual

remuneration payable to such Executive Director exceeds ₹ 5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. The approval of the members to the proposed Special Resolution(s) set out at Item No. 3 of this Notice shall also meet the requirements of SEBI LODR mentioned above.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to any other secured financial creditor, and accordingly their prior approval is not required for approving the proposed Special Resolutions(s).

The Board of Directors at their meetings held on August 14th, 2023, have considered this proposal and recommended/ approved the remuneration proposed to be paid to the managerial personnel, subject to approval of the Members by way of Special Resolution(s).

Shri Devinder Kumar Jain –Managing Director and CEO, Mr. Manish Jain-Whole Time Director and Mr. Arun Jain and his relatives (to the extent of their shareholding in the Company, if any) are concerned or interested in the said Resolution(s). None of the Other Directors/ Key Management Person(s) or their relatives are in any way is concerned or interested in the Resolution(s) set out at Item No. 3.

The above may be treated as written memorandum setting out terms of re-appointment of Mr. Arun Jain under section 190 of the Companies Act, 2013.

Item No. 4

Mr. Manish Jain, aged 53 years, is a qualified Engineer and MBA having business experience of about 30 years. He is managing plant operations and is also actively associated with marketing operations and research & development of new products.

Mr. Manish Jain was re-appointed as Whole Time Director in the Annual General Meeting of the Shareholders held on 30th September, 2020 for a period of 3 years w.e.f. 1st October, 2020.

The Board recommends the reappointment of Mr. Manish Jain as Whole Time Director of the Company for the further period of Three (3) years w.e.f. 1st October 2023 upon the remuneration, terms & conditions as set out in the Resolutions(s) and which Nomination & Remuneration Committee has approved. The Board recommends the Resolution(s) for your approval.

Mr. Manish Jain satisfies all the conditions set out in Part-1 of Schedule V and under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified for being appointed as Directors in terms of section 164 of the Companies Act 2013.

Mr. Manish Jain is not debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority.

Further, pursuant to SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution(s) in General Meeting, if the annual remuneration payable to such Executive Director exceeds ₹ 5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. The approval of the members to the proposed Special Resolution(s) set out at Item No. 4 of this Notice shall also meet the requirements of SEBI LODR mentioned above.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to any other secured financial creditor, and accordingly their prior approval is not required for approving the proposed Special Resolutions(s).

The Board of Directors at their meetings held on August 14th, 2023, have considered this proposal and

recommended/ approved the remuneration proposed to be paid to the managerial personnel, subject to approval of the Members by way of Special Resolution(s).

Shri Devinder Kumar Jain –Managing Director & CEO, and Mr. Arun Jain- Whole Time Director and Mr. Manish Jain and his relatives (to the extent of their shareholding in the Company, if any) are concerned or interested in the said Resolution(s). None of the Other Directors/ Key Management Person(s) or their relatives are in any way is concerned or interested in the Resolution(s) set out at Item No. 4.

The above may be treated as written memorandum setting out terms of re-appointment of Mr. Manish Jain under section 190 of the Companies Act, 2013.

Item No. 5

Mr. Pankaj Jain, aged 52 years, is commerce graduate and holding Master Degree in Business Administration and has 30 years experience to his credit in Marketing, Management and Finance. Mr. Pankaj Jain has traveled abroad extensively for business point and thereby enriched with vast experience in the field of export.

Mr. Pankaj Jain was re-appointed as Whole Time Director in the Annual General Meeting of the Shareholders held on 30th September, 2020 for a period of 3 years w.e.f. 1st October, 2020.

The Board recommends the reappointment of Mr. Pankaj Jain as Whole Time Director of the Company for the further period of Three (3) years w.e.f. 1st October 2023 upon the remuneration, terms & conditions as set out in the Resolutions(s) and which Nomination & Remuneration Committee has approved. The Board recommends the Resolution(s) for your approval.

Mr. Pankaj Jain satisfies all the conditions set out in Part-1 of Schedule V and under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified for being appointed as Directors in terms of section 164 of the Companies Act 2013.

Mr. Pankaj Jain is not debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority.

Further, pursuant to SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution(s) in General Meeting, if the annual remuneration payable to such Executive Director exceeds ₹ 5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. The approval of the members to the proposed Special Resolution(s) set out at Item No. 5 of this Notice shall also meet the requirements of SEBI LODR mentioned above.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to any other secured financial creditor, and accordingly their prior approval is not required for approving the proposed Special Resolutions(s).

The Board of Directors at their meetings held on August 14th, 2023, have considered this proposal and recommended/ approved the remuneration proposed to be paid to the managerial personnel, subject to approval of the Members by way of Special Resolution.

Except Mr. Pankaj Jain and his relatives (to the extent of their shareholding in the Company, if any) are concerned or interested in the said Resolution(s). None of the Directors/ Key Management Person(s) or their relatives are in any way is concerned or interested in the Resolution(s) set out at Item No. 5.

The above may be treated as written memorandum setting out terms of re-appointment of Mr. Pankaj Jain under section 190 of the Companies Act, 2013.

Item No. 6

Mr. Neeraj Jain, aged 51 years, is qualified Engineer and M.B.A. with Master Degree in Polymer Science, Mr. Neeraj Jain is instrumental in introducing and development of product line of Health & Fitness Equipments which contributes significantly to Company's revenue. He has 29 years experience to his credit in looking after imports and procuring of new products.

Mr. Neeraj Jain was re-appointed as Whole Time Director in the Annual General Meeting of the Shareholders held on 30th September, 2020 for a period of 3 years w.e.f. 1st October, 2020.

The Board recommends the reappointment of Mr. Neeraj Jain as Whole Time Director of the Company for the further period of Three (3) years w.e.f. 1st October 2023 upon the remuneration, terms & conditions as set out in the Resolutions(s) and which Nomination & Remuneration Committee has approved. The Board recommends the Resolution(s) for your approval.

Mr. Neeraj Jain satisfies all the conditions set out in Part-1 of Schedule V and under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified for being appointed as Directors in terms of section 164 of the Companies Act 2013.

Mr. Neeraj Jain is not debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority.

Further, pursuant to SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution(s) in General Meeting, if the annual remuneration payable to such Executive Director exceeds ₹ 5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. The approval of the members to the proposed Special Resolution(s) set out at Item No. 6 of this Notice shall also meet the requirements of SEBI LODR mentioned above.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to any other secured financial creditor, and accordingly their prior approval is not required for approving the proposed Special Resolutions(s).

The Board of Directors at their meetings held on August 14th, 2023, have considered this proposal and recommended/ approved the remuneration proposed to be paid to the managerial personnel, subject to approval of the Members by way of Special Resolution(s).

Shri Narinder Kumar Jain – Managing Director, Mr. Neeraj Jain and his relatives (to the extent of their shareholding in the Company, if any) is concerned or interested in the said Resolution(s). None of the Other Directors/ Key Management Person(s) or their relatives are in any way is concerned or interested in the Resolution(s) set out at Item No. 6.

The above may be treated as written memorandum setting out terms of re-appointment of Mr. Neeraj Jain under section 190 of the Companies Act, 2013.

By order of the Board of Directors

Devinder Kumar Jain
(DIN: 00191539)
Managing Director and CEO

Registered Office:
2/8, Roop Nagar,
Delhi - 110007

Place: Delhi
Date: 14th August, 2023

Statement forming part of Notice of 44th Annual General Meeting issued to the Shareholders of the Company pursuant to the requirements of Part II Section II of Schedule V to the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 for Re-appointment and approval of Managerial Remuneration payable to the Whole Time Directors as per Agenda Items Nos. 3, 4, 5 & 6.

I. General Information:

1	Nature of industry	The Company manufactures Sports Balls and deals in Sports Goods and Fitness Equipments & allied items.																																																																																																																																																														
2	Date or expected date of commencement of commercial production	Existing Company. Already in commercial production.																																																																																																																																																														
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																																																																																																																																																														
4	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th colspan="4">FINANCIAL RESULTS</th> </tr> <tr> <th>Particulars</th> <th>(₹ in Lakhs)</th> <th colspan="2">(₹ in Lakhs)</th> </tr> <tr> <th></th> <th>Current Year ended 31.03.2023</th> <th colspan="2">Previous Year ended 31.03.2022</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations</td> <td>15,251.52</td> <td colspan="2">13,611.82</td> </tr> <tr> <td>Other income</td> <td>66.79</td> <td colspan="2">89.25</td> </tr> <tr> <td>Total revenue</td> <td>15,318.31</td> <td colspan="2">13,701.07</td> </tr> <tr> <td>Expenses :</td> <td></td> <td colspan="2"></td> </tr> <tr> <td>(a) Cost of materials consumed</td> <td>3,251.29</td> <td colspan="2">2,257.24</td> </tr> <tr> <td>(b) Purchase of stock-in-trade</td> <td>6,934.96</td> <td colspan="2">7,748.21</td> </tr> <tr> <td>(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade</td> <td>(688.45)</td> <td colspan="2">(1,156.66)</td> </tr> <tr> <td>(d) Employee benefit expense</td> <td>1,826.29</td> <td colspan="2">1,534.60</td> </tr> <tr> <td>(e) Financial costs</td> <td>514.78</td> <td colspan="2">467.77</td> </tr> <tr> <td>(f) Depreciation and amortisation expenses</td> <td>191.95</td> <td colspan="2">165.54</td> </tr> <tr> <td>(g) Other expenses</td> <td>3,196.99</td> <td colspan="2">2,433.46</td> </tr> <tr> <td>Total expenses</td> <td>15,227.81</td> <td colspan="2">13,450.16</td> </tr> <tr> <td>Profit before tax</td> <td>90.50</td> <td colspan="2">250.91</td> </tr> <tr> <td>Tax expenses:</td> <td></td> <td colspan="2"></td> </tr> <tr> <td>Current tax</td> <td>36.98</td> <td colspan="2">78.35</td> </tr> <tr> <td>Earlier year tax expenses</td> <td>2.40</td> <td colspan="2">0.15</td> </tr> <tr> <td>Deferred tax</td> <td>(16.93)</td> <td colspan="2">(19.60)</td> </tr> <tr> <td>Profit after tax for the period</td> <td>68.05</td> <td colspan="2">192.01</td> </tr> <tr> <td>Other Comprehensive Income net of Income tax</td> <td></td> <td colspan="2"></td> </tr> <tr> <td>i) Items that will not be reclassified to profit or (loss)</td> <td>4.00</td> <td colspan="2">27.12</td> </tr> <tr> <td>ii) Income tax relating to items that will not be reclassified to profit or (loss)</td> <td>(1.01)</td> <td colspan="2">(6.82)</td> </tr> <tr> <td>Other Comprehensive Income for the year net of Tax</td> <td>2.99</td> <td colspan="2">20.30</td> </tr> <tr> <td>Total Comprehensive income for the year</td> <td>71.04</td> <td colspan="2">212.31</td> </tr> <tr> <td>Shareholders funds</td> <td></td> <td colspan="2"></td> </tr> <tr> <td>a) Share capital</td> <td>416.10</td> <td colspan="2">416.10</td> </tr> <tr> <td>b) Other equity</td> <td>4,239.43</td> <td colspan="2">4,168.39</td> </tr> <tr> <td>Total Equity</td> <td>4,655.53</td> <td colspan="2">4,584.49</td> </tr> <tr> <td>Long term borrowings (unsecured)</td> <td>1,450.00</td> <td colspan="2">1,438.00</td> </tr> <tr> <td>Long term borrowings from Bank (secured)</td> <td>93.96</td> <td colspan="2">-</td> </tr> <tr> <td>Short term borrowings from Banks (secured)</td> <td></td> <td colspan="2"></td> </tr> <tr> <td>a) Working capital loans</td> <td>1,780.56</td> <td colspan="2">1,620.51</td> </tr> <tr> <td>b) Others</td> <td></td> <td colspan="2"></td> </tr> <tr> <td>(Current maturity of long term borrowings from Banks)</td> <td>44.79</td> <td colspan="2">-</td> </tr> <tr> <td>Short term borrowings - Unsecured</td> <td>1,874.56</td> <td colspan="2">1,913.06</td> </tr> <tr> <td>Investments-non current</td> <td>0.05</td> <td colspan="2">0.05</td> </tr> <tr> <td></td> <td>Nil</td> <td colspan="2">Nil</td> </tr> </tbody> </table>			FINANCIAL RESULTS				Particulars	(₹ in Lakhs)	(₹ in Lakhs)			Current Year ended 31.03.2023	Previous Year ended 31.03.2022		Revenue from operations	15,251.52	13,611.82		Other income	66.79	89.25		Total revenue	15,318.31	13,701.07		Expenses :				(a) Cost of materials consumed	3,251.29	2,257.24		(b) Purchase of stock-in-trade	6,934.96	7,748.21		(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(688.45)	(1,156.66)		(d) Employee benefit expense	1,826.29	1,534.60		(e) Financial costs	514.78	467.77		(f) Depreciation and amortisation expenses	191.95	165.54		(g) Other expenses	3,196.99	2,433.46		Total expenses	15,227.81	13,450.16		Profit before tax	90.50	250.91		Tax expenses:				Current tax	36.98	78.35		Earlier year tax expenses	2.40	0.15		Deferred tax	(16.93)	(19.60)		Profit after tax for the period	68.05	192.01		Other Comprehensive Income net of Income tax				i) Items that will not be reclassified to profit or (loss)	4.00	27.12		ii) Income tax relating to items that will not be reclassified to profit or (loss)	(1.01)	(6.82)		Other Comprehensive Income for the year net of Tax	2.99	20.30		Total Comprehensive income for the year	71.04	212.31		Shareholders funds				a) Share capital	416.10	416.10		b) Other equity	4,239.43	4,168.39		Total Equity	4,655.53	4,584.49		Long term borrowings (unsecured)	1,450.00	1,438.00		Long term borrowings from Bank (secured)	93.96	-		Short term borrowings from Banks (secured)				a) Working capital loans	1,780.56	1,620.51		b) Others				(Current maturity of long term borrowings from Banks)	44.79	-		Short term borrowings - 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II. Information about the Appointees whose remuneration terms have been revised.

(i) Mr. Arun Jain –Whole Time Director and CFO

1	Background details	1.1	D.O.B	25 th January, 1966,		
		1.2	Age	57 years		
		1.3	Qualification	B.E. & M. Tech		
		1.4	Experience	31 years of experience		
2	Past Remuneration	Remuneration paid during FY 2022–23:				Amount in (₹)
		Salary	HRA	PF (Employer's Contribution)	Medical Exp.	Car Perk (Valued as per Income Tax Rules)
		38,40,000	19,20,000	21,600	1,53,037	39,600
		Other Perks and Allowances (not included above) :				
		i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service				
		ii) Leave encashment;				
		iii) Telephones provided for official use.				
3	Recognition or awards	---				
4	Job profile and his suitability	He has vast experience of Industrial Relation & Management, Financial Management and Research & Development of Rubber & Polymer Products.				
5	Remuneration proposed	As per details given in the main body of the Resolution(s)				
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it commensurates with the nature and size of the Company. No Industry specific comparative data available				
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Promoter Director Cum Shareholder of the Company. Related to Shri Devinder Kumar Jain - Managing Director and CEO and Mr. Manish Jain - Whole Time Director of the Company.				
8	Date of First appointment in the Board of the Company	01/05/2007				
9	Details of Other Directorships, Membership/ Chairmanship of Committees of Boards/ other Public Limited Company	Nil				
10	No. of Meetings of the Board Attended During FY 2022-23.	5				
11	Number of Shares held in the Company	84,400 Equity Shares in his Individual capacity and 500 Equity Shares as Karta of Arun Jain H.U.F.				

(ii) Mr. Manish Jain – Whole Time Director

1	Background details	1.1	D.O.B	17 th November, 1970												
		1.2	Age	53 Years												
		1.3	Qualification	Qualified Engineer and MBA												
		1.4	Experience	30 years of experience												
2	Past Remuneration	Remuneration paid during FY 2022–23: <p style="text-align: right;">Amount in (₹)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">Salary</th> <th style="width: 20%;">HRA</th> <th style="width: 20%;">PF (Employer's Contribution)</th> <th style="width: 20%;">Medical Exp.</th> <th style="width: 20%;">Car Perk (Valued as per Income Tax Rules)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">38,40,000</td> <td style="text-align: center;">19,20,000</td> <td style="text-align: center;">21,600</td> <td style="text-align: center;">1,00,322</td> <td style="text-align: center;">32,400</td> </tr> </tbody> </table> <p>Other Perks and Allowances (not included above) :</p> <ul style="list-style-type: none"> i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service ii) Leave encashment; iii) Telephones provided for official use. 					Salary	HRA	PF (Employer's Contribution)	Medical Exp.	Car Perk (Valued as per Income Tax Rules)	38,40,000	19,20,000	21,600	1,00,322	32,400
Salary	HRA	PF (Employer's Contribution)	Medical Exp.	Car Perk (Valued as per Income Tax Rules)												
38,40,000	19,20,000	21,600	1,00,322	32,400												
3	Recognition or awards	---														
4	Job profile and his suitability	He is managing plant operations and is also actively associated with marketing operations and research & development of new products.														
5	Remuneration proposed	As per details given in the main body of the Resolution(s).														
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it commensurates with the nature and size of the Company. No Industry specific comparative data available.														
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Promoter Director Cum Shareholder of the Company. Related to Shri Devinder Kumar Jain –Managing Director and CEO, and Mr. Arun Jain-Whole Time Director of the Company.														
8	Date of First appointment in the Board of the Company	01/04/1998														
9	Details of Other Directorships, Membership/ Chairmanship of Committees of Boards / other Public Limited Companies	Nil														
10	Number of Meetings of the Board Attended during FY 2022-23	7														
11	Number of Shares held in the Company	91,400 Equity Shares in his Individual capacity and 12,700 Equity Shares as Karta of Manish Jain H.U.F.														

(iii) Mr. Pankaj Jain – Whole Time Director

1	Background details	1.1	D.O.B	7 th August, 1971,																
		1.2	Age	52 Years																
		1.3	Qualification	B.Com and MBA																
		1.4	Experience	30 years of experience																
2	Past Remuneration	Remuneration paid during FY 2022–23: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="5" style="text-align: right;">Amount in (₹)</th> </tr> <tr> <th>Salary</th> <th>HRA</th> <th>PF (Employer's Contribution)</th> <th>Medical Exp.</th> <th>Car Perk (Valued as per Income Tax Rules)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">38,40,000</td> <td style="text-align: center;">19,20,000</td> <td style="text-align: center;">21,600</td> <td style="text-align: center;">1,50,415</td> <td style="text-align: center;">32,400</td> </tr> </tbody> </table> <p>Other Perks and Allowances (not included above) :</p> <ul style="list-style-type: none"> i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service ii) Leave encashment; iii) Telephones provided for official use. 				Amount in (₹)					Salary	HRA	PF (Employer's Contribution)	Medical Exp.	Car Perk (Valued as per Income Tax Rules)	38,40,000	19,20,000	21,600	1,50,415	32,400
Amount in (₹)																				
Salary	HRA	PF (Employer's Contribution)	Medical Exp.	Car Perk (Valued as per Income Tax Rules)																
38,40,000	19,20,000	21,600	1,50,415	32,400																
3	Recognition or awards	---																		
4	Job profile and his suitability	He has 30 years experience to his credit in Marketing, Management and Finance. Mr. Pankaj Jain has traveled abroad extensively and thereby enriched with vast experience in the field of export.																		
5	Remuneration proposed	As per details given in the main body of the Resolution(s).																		
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it commensurates with the nature and size of the No Industry specific comparative data available.																		
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Promoter Director Cum Shareholder of the Company. Not related with any other Managerial personnel.																		
8	Date of First appointment in the Board of the Company	01/04/1998																		
9	Details of Other Directorships, Membership/ Chairmanship of Committees of Boards / other Public Limited Companies	Member of Stakeholder's Relationship Committee and Audit Committee in Cosco (India) Limited																		
10	Number of Meetings of the Board Attended during FY 2022-23	7																		
11	Number of Shares held in the Company	3,14,140 Equity Shares in his Individual capacity and 17,700 Equity Shares as Karta of Pankaj Jain H.U.F.																		

(iv) Mr. Neeraj Jain – Whole Time Director

1	Background details	1.1	D.O.B	3 rd October, 1972		
		1.2	Age	51 Years		
		1.3	Qualification	B.E., M.Sc., and MBA		
		1.4	Experience	29 years of experience		
2	Past Remuneration	Remuneration paid during FY 2022–23:				
		Amount in (₹)				
		Salary	HRA	PF (Employer's Contribution)	Medical Exp.	Car Perk (Valued as per Income Tax Rules)
		38,40,000	19,20,000	21,600	3,04,401	32,400
		Other Perks and Allowances (not included above) :				
		i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service				
		ii) Leave encashment;				
		iii) Telephones provided for official use.				
3	Recognition or awards	---				
4	Job profile and his suitability	He has 29 years experience to his credit in looking after imports and procuring of new products. He is managing health & fitness product segment.				
5	Remuneration proposed	As per details given in the main body of the Resolution(s).				
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it commensurates with the nature and size of the Company. No Industry specific comparative data available.				
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Promoter Director Cum Shareholder of the Company. Related to Shri Narinder Kumar Jain-Managing Director of the Company.				
8	Date of First appointment in the Board of the Company	01/04/1998				
9	Details of Other Directorships, Membership/ Chairmanship of Committees of Boards / other Public Limited Companies	Member of Stakeholder's Relationship Committee in Cosco (India) Limited				
10	Number of Meetings of the Board Attended during FY 2022-23	7				
11	Number of Shares held in the Company	98,566 Equity Shares in his individual capacity and 12,500 Equity Shares as Karta of Neeraj Jain H.U.F.				

III. OTHER INFORMATION

1	Reasons of inadequate profits	<ul style="list-style-type: none"> > Competition in Domestic Markets; > Stagnancy in Exports; > Significant Increase in Employee Benefit Expense. > Higher Expenditure for Advertisement, Publicity and Brand building to increase and retain market share > Higher Interest cost
2.	Steps taken or proposed to be taken for improvement.	<ul style="list-style-type: none"> • Marketing expansion and strengthening marketing network to capitalize on 'Cosco' Brand, and expenditure on Brand building to retain and increase the market share with a long term perspective; • Increasing product range by addition of new products. • Cost control & Cost cutting in respect of manufactured products, product re-engineering and sourcing good quality products range at competitive prices. • Remedial measures to check grey market by changing packing and designs. • Planning for Import substitution of some products under Aatma Nirbhar Bharat Abhiyaan. • Research and Development for new designs and scaling up new product lines.
3.	Expected increase in productivity and profit in measurable terms.	Sales Turnover during the current year is projected to grow by 10%. Portal of the Company for online marketing of products has been set in place which will help to increase sales in future. The Company expects to earn about 2.5% to 3% net profit before Tax.

IV. DISCLOSURES:

1	All the elements of remuneration package such as salary, benefits, bonuses, stock Options, pension, etc. of all the directors;	Details of Remuneration packages of Mr. Arun Jain, Mr. Manish Jain, Mr. Pankaj Jain and Mr. Neeraj Jain requiring Shareholders approval by Special Resolution(s) is given in the Resolutions under Agenda items No. 3,4,5 & 6.
2	Details of Fixed Component and performance linked incentives along with the performance criteria;	No performance linked incentives.
3	Service contracts, notice period, severance fees;	Being reappointed for 3 years as given in the Resolutions under Agenda items No. 3,4,5 & 6, No Notice Period; No severance fees;
4.	Stock options details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	NIL /N.A.

Details of the Directors retiring by rotation, seeking Appointment/Reappointment at the forthcoming Annual General Meeting in pursuance of the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provisions of the Companies Act, 2013 and Secretarial Standard-2 of ICSI.

Name of Director	Mr. Arun Jain (DIN:01054316)	Mr. Manish Jain (DIN:00191593)
Date of Birth & Age	25 th January, 1966, 57 Years	17 th November, 1970, 53 Years
Date of Appointment	1 st May, 2007	1 st April, 1998
Expertise in specific Functional /Professional areas	Vast experience in industrial relationship & Financial Management and research and development of Rubber and Polymer products.	Managing Plant operations and production and associated with research and developments of new products
Qualifications	B.E and M. Tech.	Qualified Engineer and MBA
Details of Directorships held in other Companies	Cosco Polymer Lanka (Private Limited) Company under Liquidation.	-
Chairman/Member of the Committee of Board other Public Limited Companies	Nil	Nil
Number of Meetings of the Board Attended during FY 22-23	5	7
Number of Shares held in the Company	84,400 Equity Shares in his Individual capacity and 500 Equity Shares as Karta of Arun Jain H.U.F.	91,400 Equity Shares in his Individual capacity and 12,700 Equity Shares as Karta of Manish Jain H.U.F.
Disclosure of relationships between Directors inter-se	Shri Devinder Kumar Jain (Father), Mr. Mr. Manish Jain (Brother)	Shri Devinder Kumar Jain (Father), Mr. Arun Jain (Brother)

Name of Director	Mr. Pankaj Jain (DIN:00190414)	Mr. Neeraj Jain (DIN: 00190592)
Date of Birth & Age	7 th August, 1971, 52 Years	3 rd October, 1972, 51 Years
Date of Appointment	1 st April, 1998	1 st April, 1998
Expertise in specific Functional /Professional areas	Finance, Management and Marketing and development of new products for International market.	International Trade and Sourcing of New products. Vast Experience in health and fitness product segment.
Qualifications	B.Com and MBA	B.E., M.Sc., and MBA
Details of Directorships held in other Companies	The Sports Goods Export Promotion Council	Sportscom Industry Confederation-
Chairman/Member of the Committee of Board other Public Limited Companies	Member of Stakeholder's Relationship Committee and Audit Committee in Cosco (India) Limited	Member of Stakeholder's Relationship Committee in Cosco (India) Limited
Number of Meetings of the Board Attended during FY 22-23	7	7
Number of Shares held in the Company	3,14,140 Equity Shares in his individual capacity and 17,700 Equity Shares as Karta of Pankaj Jain H.U.F.	98,566 Equity Shares in his Individual capacity and 12,500 Equity Shares as Karta of Neeraj Jain H.U.F.
Disclosure of relationships between Directors inter-se	Not related to any Director or KMP	Shri Narinder Kumar Jain (Father)