

**COSCO (INDIA) LIMITED (CIN: L25199DL1980PLC010173)**

Registered Office: 2/8, Roop Nagar, Delhi-110 007;

Website: www.cosco.in; Email: [mail@cosco.in](mailto: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-Fifth Annual General Meeting of the Members of Cosco (India) Limited (CIN: L25199DL1980PLC010173) will be held on Monday, the 30<sup>th</sup> September, 2024 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 31<sup>st</sup> March, 2024 which includes Balance Sheet as at 31<sup>st</sup> March, 2024, Statement of Profit and Loss, Cash Flow Statement of the Company and Statement of changes in Equity for the year ended 31<sup>st</sup> March, 2024 along with Notes annexed thereto and the Reports of the Directors' and the Auditors' thereon.

**Item 2**

Appointment of Mr. Arun Jain (DIN: 01054316) as a director, liable to retire by rotation

To appoint a Director in place of Mr. Arun Jain (DIN: 01054316), who retires by rotation and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

**Item 3**

Reappointment of Shri Devinder Kumar Jain as Managing 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Shri Devinder Kumar Jain (DIN: 00191539) as Managing Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 16<sup>th</sup> March, 2025 till 15<sup>th</sup> March, 2028 as per the terms, conditions and remuneration set forth herein.

**Remuneration**

- i. Salary ₹ 4,95,000 per month w.e.f. 01.04.2024 for the current year ending 31<sup>st</sup> March 2025 and ₹ 5,35,000 per month w.e.f. 01.04.2025 and thereafter with an annual increment of ₹ 40,000 per month w.e.f. 01.04.2026.
- ii. House Rent Allowance 50% of Salary.

**Perquisites**

Shri Devinder Kumar Jain shall also be eligible to the following perquisites:

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

- i. Contribution to Provident Fund, Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable under the

Superannuation or Annuity Fund	Income Tax Act 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 subject to ceiling of ₹ 10,000 per annum.
iv. Leave Travel Concession	For self and family as permissible in the Income Tax Act and Rules.
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 ₹ 1Lakh 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 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 Shri Devinder Kumar 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** his term of office shall not be liable to retire by rotation.

**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**

Reappointment of Shri Narinder Kumar Jain as Managing 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 and SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, including any statutory modification(s) or re-enactment(s) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Shri Narinder Kumar Jain (DIN: 00195619) as Managing Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 16<sup>th</sup> March, 2025 till 15<sup>th</sup> March, 2028 as per the terms, conditions and remuneration set forth herein.

#### Remuneration

- |                          |  |
|--------------------------|--|
| i. Salary                | ₹ 4,95,000 per month w.e.f. 01.04.2024 for the current year ending 31 <sup>st</sup> March 2025 and ₹ 5,35,000 per month w.e.f. 01.04.2025 and thereafter with an annual increment of ₹ 40,000 per month w.e.f. 01.04.2026. |
| ii. House Rent Allowance | 50% of Salary.   |

#### Perquisites

Shri Narinder Kumar 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 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 and Rules.  |
| v. Car with Driver              | Shall be provided for use for Company's Business.<br>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 ₹ 1 Lakh 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 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 Shri Narinder Kumar 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** his term of office shall not be liable to retire by rotation.

**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 the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 45<sup>th</sup> AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the 45<sup>th</sup> AGM of the Company is being held through VC/OAVM on Monday, September 30, 2024 at 12:00 Noon IST.

The facility to attend the 45<sup>th</sup> AGM of the Company through Video Conference/Other Audio Visual means, in compliance with the provisions of MCA Circular as mentioned above 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.

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 1<sup>st</sup> April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Circular dated 25<sup>th</sup> 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 2023-24 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 2023-24 will also be available on the Company's website [www.cosco.in](http://www.cosco.in), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc. ;:
  - (a) For shares held in electronic form: to their Dps.
  - (b) For shares held in physical form: The following details/documents should be sent to the Company's RTA
    - (i) Form ISR-1 along with supporting documents.

The said form is available on the website of the Company at <https://www.cosco.in/investors/holder-of-physical-securities> and on the website of the Company RTA Skyline Financial Services Pvt. Ltd. [https://www.skylinerta.com/downloads\\_page.php](https://www.skylinerta.com/downloads_page.php)
    - (ii) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly.
    - (iii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
    - (iv) Self-attested copy of the PAN Card of all the holders; and
    - (v) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details. Further, Members are requested to refer to process detailed on [https://www.skylinerta.com/downloads\\_page.php](https://www.skylinerta.com/downloads_page.php) and proceed accordingly.

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 Card.

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD 1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD- 1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login> .

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 24<sup>th</sup> September, 2024 to 30<sup>th</sup> September, 2024 (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, 1<sup>st</sup> 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 20<sup>th</sup> September, 2024 through email on [mail@cosco.in](mailto:mail@cosco.in) and [sudha@cosco.in](mailto: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 2022-23 as per the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") 44,455 Equity Shares and an amount of Rs. 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 mentioned in 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, Practising Company Secretaries, Add :- 2E/207, 2<sup>nd</sup> floor, Caxton House Jhandewalan Extension, New Delhi 110 055; 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 9<sup>th</sup> 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 26<sup>th</sup> September, 2024 at 09:00 A.M. and ends on 29<sup>th</sup> September, 2024 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. 23<sup>rd</sup> September, 2024, 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 23<sup>rd</sup> September, 2024.

### **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
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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.

Type of shareholders	Login Method
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com_Select">https://eservices.nsdl.com_Select</a> “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository 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 &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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 &amp; 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>



<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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> <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 &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at.: 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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**

<ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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 <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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.</li> </ol>
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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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-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.**

- 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.
- 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](mailto:contact@csrsm.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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" display 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 need to go through the "Forget User Details/Password? Or "Physical User Reset Password? Option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on :: 022-4886 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre Senior Manager National Securities Depository Limited, Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Contact No: 022 - 4886 7000 at the designated e-mail id- [evoting@nsdl.com](mailto:evoting@nsdl.com), 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](mailto:mail@cosco.in); [sudha@cosco.in](mailto: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](mailto:mail@cosco.in); [sudha@cosco.in](mailto: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](mailto:mail@cosco.in); [sudha@cosco.in](mailto: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.com](mailto:evoting@nsdl.com) 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, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Contact No: 022 - 4886 7000 at the designated e-mail id- [evoting@nsdl.com](mailto:evoting@nsdl.com) .

**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](mailto:sudha@cosco.in) till September 28, 2024 (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 23<sup>rd</sup> September, 2024 may obtain the login ID and password by sending a request to Company's Registrar & Share Transfer Agent at [admin@skylinerta.com](mailto:admin@skylinerta.com) or NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) 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](http://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, 2024.

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](http://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, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020. Members holding shares in electronic form may submit the same to their respective depository participants.

**By order of the Board of Directors**

**Devinder Kumar Jain**

(DIN: 00191539)

Managing Director and CEO

Registered Office:  
2/8, Roop Nagar,  
Delhi -110 007

Place: Delhi  
Date: 30<sup>th</sup> May, 2024

**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. Arun Jain (DIN: 01054316) shall retire by rotation at the forthcoming AGM and being eligible offers himself for re-appointment. Mr. Arun Jain was appointed as a Whole-time Director of the Company designated as "Executive Director" for a period of three consecutive years with effect from 1<sup>st</sup> October, 2023. As per the terms of his appointment, his re-appointment at the 45<sup>th</sup> AGM as a director retiring by rotation would not constitute break in his appointment as a Whole-time Director, designated as "Executive Director".

Mr. Arun Jain aged 58 years, holds qualification of B.E., and M. Tech. and has vast experience of more than 32 years of Industrial Relation & Management, Financial Management and Research & Development of Rubber & Polymer Products.

He has held senior management position during his career. He joined Cosco (India) Limited in 2007 and held position of responsibility as CFO, streamlining Production Process and carrying on R&D activities.

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.

Shri Devinder Kumar Jain – Managing Director and CEO, Mr. Manish Jain Whole Time Director, 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 and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of the 45<sup>th</sup> AGM.

Upon his re-appointment as a director, Mr. Arun 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 45<sup>th</sup> AGM.

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

### Item No. 3

Shri Devinder Kumar Jain, aged about 86 years, is B.Sc. Graduate. He has vast experience of more than 63 years in Operational Management, Production Process, Business Planning, Development and Sourcing of new products. The Board of Directors feel that the experience of Shri Devinder Kumar Jain will be of immense help to the Company.

Shri Devinder Kumar Jain was re-appointed as Managing Director in the Annual General Meeting of the Shareholders held on 30<sup>th</sup> September, 2021 for a period of 3 years w.e.f. 16<sup>th</sup> March, 2022.

The Board at their meeting held on 30.05.2024 recommends the reappointment of Shri Devinder Kumar Jain as Managing Director of the Company for the further period of Three (3) years w.e.f. 16<sup>th</sup> March, 2025 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.

Shri Devinder Kumar 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.

Shri Devinder Kumar 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 May 30<sup>th</sup>, 2024, 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).

Mr. Arun Jain, Mr. Manish Jain-Whole Time Director(s), Shri Narinder Kumar Jain- Managing Director and Shri Devinder Kumar Jain –Managing Director and CEO, 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 Shri Devinder Kumar Jain under section 190 of the Companies Act, 2013.

### Item No. 4

Shri Narinder Kumar Jain, aged about 83 years, is Graduate and Diploma in International Marketing. He has vast experience of more than 58 years in Marketing and Financial Planning and Management, Formulating Business Strategies and Public relation. The Board of Directors feel that the rich experience of Shri Narinder Kumar Jain will be of immense help to the Company.



Shri Narinder Kumar Jain was re-appointed as Managing Director in the Annual General Meeting of the Shareholders held on 30<sup>th</sup> September, 2021 for a period of 3 years w.e.f. 16<sup>th</sup> March, 2022.

The Board at their meeting held on 30.05.2024 recommends the reappointment of Shri Narinder Kumar Jain as Managing Director of the Company for the further period of Three (3) years w.e.f. 16<sup>th</sup> March, 2025 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.

Shri Narinder Kumar 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.

Shri Narinder Kumar 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 May 30<sup>th</sup>, 2024, 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, Mr. Neeraj Jain-Whole Time Director, and Shri Narinder Kumar Jain –Managing Director, 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 his 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 Shri Narinder Kumar 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 -110 007

Place: Delhi  
Date: 30<sup>th</sup> May, 2024

Statement forming part of Notice of 45<sup>th</sup> 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 Managing Director(s) as per Agenda Items Nos. 3 & 4.

#### I. General Information:

1	Nature of industry	The Company manufactures Sports Balls and deals in Sports Goods and Fitness Equipment's & 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	NotApplicable																																																																																																																																																										
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5	Foreign investments or collaborators, if any																																																																																																																																																											

## II. Information about the Appointees whose remuneration terms have been revised.

### (i) Shri Devinder Kumar Jain –Managing Director and CEO

1	Background details		<p>1.1 D.O.B 9<sup>th</sup> June, 1938,  1.2 Age 86 years  1.3 Qualification B.Sc.  1.4 Experience 63 years of experience</p>															
2	Past Remuneration		<p><b>Remuneration paid during FY 2023–24:</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="5" style="text-align: right;">Amount in (₹)</th> </tr> <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: right;">54,60,000</td> <td style="text-align: right;">27,30,000</td> <td style="text-align: right;">21,600</td> <td style="text-align: right;">2,04,633</td> <td style="text-align: right;">39,600</td> </tr> </tbody> </table> <p><b>Other Perks and Allowances</b> (not included above) :</p> <p>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.</p>	Amount in (₹)					Salary	HRA	PF (Employer's Contribution)	Medical Exp.	Car Perk (Valued as per Income Tax Rules)	54,60,000	27,30,000	21,600	2,04,633	39,600
Amount in (₹)																		
Salary	HRA	PF (Employer's Contribution)	Medical Exp.	Car Perk (Valued as per Income Tax Rules)														
54,60,000	27,30,000	21,600	2,04,633	39,600														
3	Recognition or awards		---															
4	Job profile and his suitability		Managing Director and CEO of the Company, Operational Management, Business Planning, Development and Sourcing of new products. Managing the affairs of the Company effectively for the last many years.															
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, Mr. Manish Jain and Mr. Arun Jain Whole Time Director(s) of the Company.															
8	Date of First appointment in the Board of the Company		25/01/1980															
9	Details of Other Directorships, Membership/ Chairmanship of Committees of Boards/ other Public Limited Company		None in any other Public Limited Company.															
10	No. of Meetings of the Board Attended During FY 2023-24.		4															
11	Number of Shares held in the Company		1,46,820 Equity Shares held in his Individual capacity.															

(ii) Shri Narinder Kumar Jain – Managing Director

1	Background details	<p>1.1 D.O.B 5<sup>th</sup> July, 1941  1.2 Age 83 Years  1.3 Qualification Graduate and Diploma in International Marketing  1.4 Experience 58 years of experience</p>										
2	Past Remuneration	<p><b>Remuneration paid during FY 2023–24:</b></p> <p style="text-align: right;"><b>Amount in (₹)</b></p> <table border="1" data-bbox="596 510 1228 713"> <thead> <tr> <th data-bbox="596 510 720 691">Salary</th> <th data-bbox="720 510 835 691">HRA</th> <th data-bbox="835 510 999 691">PF (Employer's Contribution)</th> <th data-bbox="999 510 1115 691">Medical Exp.</th> <th data-bbox="1115 510 1228 691">Car Perk (Valued as per Income Tax Rules)</th> </tr> </thead> <tbody> <tr> <td data-bbox="596 691 720 713">54,60,000</td> <td data-bbox="720 691 835 713">27,30,000</td> <td data-bbox="835 691 999 713">21,600</td> <td data-bbox="999 691 1115 713">2,78,836</td> <td data-bbox="1115 691 1228 713">39,600</td> </tr> </tbody> </table> <p><b>Other Perks and Allowances</b> (not included above ) :</p> <p>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.</p>	Salary	HRA	PF (Employer's Contribution)	Medical Exp.	Car Perk (Valued as per Income Tax Rules)	54,60,000	27,30,000	21,600	2,78,836	39,600
Salary	HRA	PF (Employer's Contribution)	Medical Exp.	Car Perk (Valued as per Income Tax Rules)								
54,60,000	27,30,000	21,600	2,78,836	39,600								
3	Recognition or awards	---										
4	Job profile and his suitability	Marketing and Financial Planning and Management, Formulating Business Strategies, Public relation. Well experienced in Management, Marketing and Finance.										
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. Neeraj Jain- Whole Time Director of the Company.										
8	Date of First appointment in the Board of the Company	29/09/1989										
9	Details of Other Directorships, Membership/ Chairmanship of Committees of Boards /other Public Limited Companies	None in any other Public Limited Company.										
10	Number of Meetings of the Board Attended during FY 2023-24	4										
11	Number of Shares held in the Company	1,53,707 Equity Shares held in his Individual capacity.										

### III. OTHER INFORMATION

1	Reasons of inadequate profits	<p>Though the performance of the company during the year ended 31.03.2024 was progressive with better profitability, the Profits remained inadequate due to the following reasons :</p> <ul style="list-style-type: none"> <li>&gt; Competition in Domestic Markets;</li> <li>&gt; Stagnancy in Exports;</li> <li>&gt; Significant Increase in Employee Benefit Expense;</li> <li>&gt; Brand infringement by grey market operator;</li> </ul>
2	Steps taken or proposed to be taken for improvement.	<ul style="list-style-type: none"> <li>i. Forming strategies to expand and Strengthen the Marketing network to capitalize on 'Cosco' Brand name;</li> <li>ii. Development and expansion through addition of new products &amp; designs to scale up new product lines;</li> <li>iii. Cost control &amp; Cost cutting in respect of manufactured products, product re-engineering and sourcing good quality products range at competitive prices ;</li> <li>iv. Remedial measures to check grey market by changing packing and designs .</li> <li>v. Steps taken for domestic production of some products for Import substitution;</li> <li>vi. Carrying Research and Development in continuity for better and new product(s) development;</li> </ul>
3	Expected increase in productivity and profit in measurable terms.	<p>Sales Turnover during the current year 2024-25 is expected to increase by about 10% and profits likely to rise by more than 25%.</p> <p>Online marketing of products will also help to increase sales in future. The Company expects to earn more than 3% net profit before Tax.</p>

### 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 Shri Devinder Kumar Jain and Shri Narinder Kumar Jain requiring Shareholders approval by Special Resolution(s) is given in the Resolutions under Agenda items No. 3 & 4.
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, 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	<b>Shri Devinder Kumar Jain (DIN:00191539)</b>	<b>Shri Narinder Kumar Jain (DIN:00195619)</b>
Date of Birth & Age	9 <sup>th</sup> June, 1938, 86 Years	5 <sup>th</sup> July, 1941 , 83 Years
Designation / Category of Director	Managing Director and CEO	Managing Director
Date of Appointment	25 <sup>th</sup> January, 1980	29 <sup>th</sup> September, 1989
Expertise in specific Functional/Professional areas	Corporate Management, Production Process, Business Planning Development & Sourcing of the New Products.	Marketing, Financial Planning and Management. Formulating Business Strategies, Public Relations.
Qualifications	B. Sc.	Graduate and Diploma in International Marketing
Details of Directorships held in other Companies	Cosco International Private Limited DDN Polymers Pvt. Ltd. Navendu Investment Company Private Limited Radhaphool Fin-Investments Pvt. Ltd. *Cosco Polymer Lanka (Private) Ltd. (*Company under Liquidation)	Cosco International Private Limited DDN Polymers Pvt. Ltd. Navendu Investment Company Private Limited Radhaphool Fin-Investments Pvt. Ltd. *Cosco Polymer Lanka (Private) Ltd. (*Company under Liquidation)
Memberships/ Chairmanships of committees of other companies (excluding foreign companies)	-	-
Name of listed entities from which the person has resigned in the past three years	Nil	Nil
Number of Meetings of the Board Attended during FY 23-24	4	4
Number of Shares held in the Company	1,46,820 Equity Shares held in his Individual capacity	1,53,707 Equity Shares held in his Individual capacity
Relationship with other Directors, Managers, and other Key Managerial	Promoter Director Cum Shareholder of the Company Related to Shri Narinder Kumar Jain – Managing Director, Mr. Arun Jain –Whole Time Director and Mr. Manish Jain –Whole Time Director of the Company.	Promoter Director Cum Shareholder of the Company. Related to Shri Devinder Kumar Jain –Managing Director and CEO, and Mr. Neeraj Jain-Whole Time Director of the Company.
Terms and Conditions of appointment /reappointment	Reappointment as Managing Director w.e.f 16 <sup>th</sup> March, 2025 with remuneration as stated in Item No. 3 of the Notice.	Reappointment as Managing Director w.e.f 16 <sup>th</sup> March, 2025 with remuneration as stated in Item No. 4 of the Notice.



Name of Director	<b>Mr. Arun Jain (DIN:01054316)</b>
Date of Birth & Age	25 <sup>th</sup> January, 1966, 58 Years
Designation / Category of Director	Whole Time Director and CFO
Date of Appointment	1 <sup>st</sup> May, 2007
Expertise in specific Functional/Professional areas	Vast experience in Industrial Relationship & Management, Financial Management and Research and Development of Rubber and Polymer products.
Qualifications	B.E and M. Tech.
Details of Directorships held in other Companies	Cosco Polymer Lanka (Private Limited) Company under Liquidation.
Memberships/ Chairmanships of committees of other companies (excluding foreign companies)	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Number of Meetings of the Board Attended during FY 23-24	5
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.
Disclosure of relationships between Directors inter-se	Promoter Director Cum Shareholder of the Company. Related to Shri Devinder Kumar Jain – Managing Director and Mr. Manish Jain–Whole Time Director of the Company.
Terms and Conditions of appointment / reappointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Arun Jain (DIN: 01054316) shall retire by rotation at the ensuing AGM and being eligible offers himself for re-appointment.