



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

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

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-First Annual General Meeting of the Members of Cosco (India) Limited (CIN: L25199DL1980PLC010173) will be held on Wednesday, the 30<sup>th</sup> September, 2020 at 02.30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS**

**Item 1**

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2020 which includes Balance Sheet as at 31<sup>st</sup> March, 2020, Statement of Profit and Loss, Cash Flow Statement of the Company and Statement of change in Equity for the year ended 31<sup>st</sup> March, 2020 along with Notes annexed thereto and the Reports of the Directors' and the Auditors' thereon.

**Item 2**

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**

To consider and, if thought fit, to pass the following Resolution(s), with or without modification(s), as an Ordinary 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 thereof for the time being in force) 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 1<sup>st</sup> October 2020 as per the terms, conditions and remuneration set forth herein.

**Remuneration**

- |     |                      |  |
|-----|----------------------|--|
| i.  | Salary               | ₹ 260,000 per month w.e.f. 01.04.2020 for the current year ending 31 <sup>st</sup> March 2021 and ₹ 290,000 per month w.e.f. 01.04.2021 and thereafter with an annual increment of ₹ 30,000 per month w.e.f. 01.04.2022. |
| 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 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 ₹ 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 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

To consider and, if thought fit, to pass the following Resolution(s), with or without modification(s), as an Ordinary 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 thereof for the time being in force) 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 1<sup>st</sup> October 2020 as per the terms, conditions and remuneration set forth herein.

#### Remuneration

- |     |                      |  |
|-----|----------------------|--|
| i.  | Salary               | ₹ 260,000 per month w.e.f. 01.04.2020 for the current year ending 31 <sup>st</sup> March 2021 and ₹ 290,000 per month w.e.f. 01.04.2021 and thereafter with an annual increment of ₹ 30,000 per month w.e.f. 01.04.2022. |
| 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 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 ₹ 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 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

To consider and, if thought fit, to pass the following Resolution(s), with or without modification(s), as an Ordinary 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 thereof for the time being in force) 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 1<sup>st</sup> October 2020 as per the terms, conditions and remuneration set forth herein.

#### Remuneration

- |     |                      |  |
|-----|----------------------|--|
| i.  | Salary               | ₹ 260,000 per month w.e.f. 01.04.2020 for the current year ending 31 <sup>st</sup> March 2021 and ₹ 290,000 per month w.e.f. 01.04.2021 and thereafter with an annual increment of ₹ 30,000 per month w.e.f. 01.04.2022. |
| 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 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 ₹ 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 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

To consider and, if thought fit, to pass the following Resolution(s), with or without modification(s), as an Ordinary 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 thereof for the time being in force) 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 1<sup>st</sup> October 2020 as per the terms, conditions and remuneration set forth herein.



#### Remuneration

- |     |                      |  |
|-----|----------------------|--|
| i.  | Salary               | ₹ 260,000 per month w.e.f. 01.04.2020 for the current year ending 31 <sup>st</sup> March 2021 and ₹ 290,000 per month w.e.f. 01.04.2021 and thereafter with an annual increment of ₹ 30,000 per month w.e.f. 01.04.2022. |
| 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 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 ₹ 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 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)."

#### Item 7

To ratify and approve the continuation of directorship of Shri. Mahavir Prasad Gupta (DIN: 00190550) as an Independent Director of the Company and for the purpose, to pass with or without modification(s) the following resolution, as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable law and ratifying the Special Resolution of the shareholders of the Company passed in the 38<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017, the appointment of Shri Mahavir Prasad Gupta (00190550) for the existing term of his office of 5 years from 1<sup>st</sup> October, 2017 to 30<sup>th</sup> September 2022 as an Independent Director, be and is hereby ratified and approved."

#### Item 8

To ratify and approve the continuation of directorship of Shri. Mohan Lal Mangla (DIN: 00311895) as an Independent Director of the Company and for the purpose, to pass with or without modification(s) the following resolution, as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable law and ratifying the Special Resolution of the shareholders of the Company passed in the 38<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017, the appointment of Shri Mohan Lal Mangla (00311895) for the existing term of his office of 5 years from 1<sup>st</sup> October, 2017 to 30<sup>th</sup> September 2022 as an Independent Director, be and is hereby ratified and approved."

**Item 9**

To ratify and approve the continuation of directorship of Shri. Vijay Kumar Sood (DIN: 01525607) as an Independent Director of the Company and for the purpose, to pass with or without modification(s) the following resolution, as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable law and ratifying the Special Resolution of the shareholders of the Company passed in the 38th Annual General Meeting held on 29<sup>th</sup> September, 2017, the appointment of Shri Vijay Kumar Sood (01525607) for the existing term of his office of 5 years from 1<sup>st</sup> October, 2017 to 30<sup>th</sup> September 2022 as an Independent Director, be and is hereby ratified and approved.”

**Notes :**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5<sup>th</sup>, 2020 read with circulars dated April 8<sup>th</sup>, 2020 and April 13<sup>th</sup>, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company has been convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020. The facility to attend the 41<sup>st</sup> AGM of the company through Video Conference/Other Audio Visual means, in compliance with the provisions of MCA Circular Dated April 8<sup>th</sup>, 2020, April 13<sup>th</sup>, 2020 and May 5<sup>th</sup>, 2020 by members/shareholders on the date of the AGM will be provided by 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 SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, the members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and 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 Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 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. At the Thirty-Eighth AGM held on September 29, 2017 the Members approved appointment of M/s. V. P. Jain & Associates, Chartered Accountants (Firm Registration No.015260N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Forty-Third AGM, subject to ratification of their appointment by Members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Forty-First AGM.
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 E1 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. The Board of Directors, at their meeting held on 31<sup>st</sup> July, 2020, has decided that the special business set out under item nos.3, 4,5,6,7,8 and 9 being considered necessary, be transacted at the Forty-First AGM of the Company.
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.



The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated the submission of Permanent Account Number (PAN)/Bank Account details and Email-ID by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN/Bank Account details and Email-ID to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN/Bank Account details and Email-ID to the Company or to the Registrar and Share Transfer Agent.

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, 2020 to 30<sup>th</sup> September, 2020 (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. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio to facilitate better service. A consolidated share certificate will be issued to such Members after making requisite changes.
- 14.(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, 2020 through email on mail@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):

Members wishing to claim dividends, which has remained unclaimed, are requested to correspond with Registrar and Share Transfer Agent and Company Secretary, at the Company's Registered Office. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid/Unclaimed Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The amount of unclaimed dividend for the financial year ended March 31, 2016 would be transferred to the IEPF in September 2022. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline.

The Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the last Annual General Meeting (AGM) held on September 30<sup>th</sup>, 2019, on the website of the IEPF. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the Website of the Company [www.cosco.in](http://www.cosco.in).

15. **Voting Process :**

The Company has appointed CS Mr. Ravi Sharma, (Membership No. 4468) Partner of M/s. R S M & Co, Practising Company Secretaries, 2E/207, 2nd floor, Caxton House Jhandewalan Extension, New Delhi 110055; As scrutinizer to scrutinize the 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 NSDL, allows participation of atleast 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.

- 15.1 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), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, April 13 and May 05, 2020, the Company is pleased to provide remote e-voting facility to all members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice of the Annual General Meeting (AGM). The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

The instructions for remote e-voting are as under:

The remote e-voting period begins on 26<sup>th</sup> September, 2020 at 09:00 A.M. and ends on 29<sup>th</sup> September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

- a) For Members whose email addresses are registered with the Company/Depository Participant(s)  
The members who receive e-mail from NSDL should open the PDF file attached with the e-mail with your Client ID or Folio No. The said PDF file contains his/her user ID/ Password for e-voting. Please note that the password is an initial password.
- b) In case, any member does not receive 'User-ID' and 'Password' as mentioned in Sr. No. (a) then, they shall contact the NSDL on toll free no. 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- c) The following steps should be followed for casting the vote through remote e-voting mentioned at Sr. No. (a) above:



The instructions for remote e-voting are as under:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nSDL.com/>**

- (i) 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.
- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
- (iii) A new screen will open. You will have to enter your User ID, your Password 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.nSDL.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.
- (iv) 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***

- (v) Your password details 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.**
- (vi) 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.nSDL.com](http://www.evoting.nSDL.com).
  - (b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.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](mailto:evoting@nSDL.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (vii) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- (viii) Now, you will have to click on “Login” button.
- (ix) After you click on the “Login” button, Home page of e-Voting will open.



## Step 2: cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e- Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.  
General Guidelines for shareholders
9. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., with attested specimen signature of the duly authorized signatory(ies) authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [contact@csrsm.com](mailto:contact@csrsm.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
10. 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 "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
11. In case of any queries, you may refer the Frequently Asked Questions (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 toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).  
In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: [evoting@nsdl.co.in/pallavid@nsdl.co.in](mailto:evoting@nsdl.co.in/pallavid@nsdl.co.in), Tel: 91 22 2499 4545/ 1800-222-990
12. Members holding multiple folios / demat accounts shall vote separately for each of the folio / demat accounts.
- d) The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote.
- e) The remote e-voting period shall commence on Saturday, 26<sup>th</sup> September, 2020 (9:00 A.M.) and ends on Tuesday, 29<sup>th</sup> September, 2020 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Thereafter, the remote e-voting facility will be blocked.
- f) 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, 2020 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.co.in](mailto: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.
- g) 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.
- h) Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories/Share transfer agent as on cut-off date i.e 23<sup>rd</sup> September, 2020 only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM.

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this AGM 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 sending an email to the Registrar and Share Transfer Agents, M/s Skyline Financial Services Pvt. Ltd. at [info@skylinerta.com](mailto:info@skylinerta.com); [admin@skylinerta.com](mailto:admin@skylinerta.com) or [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) by sending an email to the Registrar and Share Transfer Agents, M/s Skyline Financial Services Pvt. Ltd. at [info@skylinerta.com](mailto:info@skylinerta.com); [admin@skylinerta.com](mailto:admin@skylinerta.com) or [sudha@cosco.in](mailto:sudha@cosco.in).



**The Instructions for Members for e-voting on the day of the AGM 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. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
  2. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  3. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
  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 20, 2020 (5:00 p.m. 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. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990 or contact Ms. Soni Singh, Assistant Manager- NSDL at email id-[SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone Nos.:- 022-24994545/ 022 24994559.
- 15.2 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.
- 15.3 The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- 15.4 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 where the shares of the Company are listed.
16. 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, 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.

**By order of the Board of Directors**

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

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

Place: Delhi  
Date: 1<sup>st</sup> September, 2020



## **Explanatory Statement**

### **Pursuant to Section 102(1) of the Companies Act, 2013**

#### **Item No. 3**

Mr. Arun Jain, aged 54 years, is B.E., M. Tech. He has vast experience of more than 28 years of industrial Relation & 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 29<sup>th</sup> September, 2017 for a period of 3 years w.e.f. 1<sup>st</sup> October, 2017. His term will expire on 30<sup>th</sup> September, 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. 1<sup>st</sup> October 2020 upon the remuneration, terms & condition(s) 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.

Shri Devinder Kumar Jain –Managing Director and CEO , and Mr. Manish Jain-Whole Time Director 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. 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 50 years, is a qualified Engineer and MBA having business experience of about 27 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 29<sup>th</sup> September, 2017 for a period of 3 years w.e.f. 1<sup>st</sup> October, 2017. His term will expire on 30<sup>th</sup> September, 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. 1<sup>st</sup> October 2020 upon the remuneration, terms & condition(s) 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.

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

#### **Item No. 5**

Mr. Pankaj Jain, aged 49 years, is commerce graduate and holding Master Degree in Business Administration and has 27 years experience to his credit in Marketing and Finance. Mr. Pankaj Jain has traveled abroad extensively 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 29<sup>th</sup> September, 2017 for a period of 3 years w.e.f. 1<sup>st</sup> October, 2017. His term will expire on 30<sup>th</sup> September, 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. 1<sup>st</sup> October 2020 upon the remuneration, terms & condition(s) 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.

None of the 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. 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 48 years, is qualified Engineer and M.B.A. with Master Degree in Polymer Science from U.K. Mr. Neeraj Jain is instrumental in introducing and development of new product line of Health & Fitness Equipments which contributes significantly to Company's revenue. He has 26 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 29<sup>th</sup> September, 2017 for a period of 3 years w.e.f. 1<sup>st</sup> October, 2017. His term will expire on 30<sup>th</sup> September, 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. 1<sup>st</sup> October 2020 upon the remuneration, terms & condition(s) 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.

Shri Narinder Kumar Jain – Managing Director, is 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. 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.

**Item No. 7, 8 and 9**

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018, notified on 9<sup>th</sup> May, 2018, approval of the shareholders by way of a special resolution is required for continuation of directorship of the non-executive directors of the Company who have attained the age of 75 years.

Our non-executive Independent Directors, Shri Mahavir Prasad Gupta, Shri Mohal Lal Mangla and Shri Vijay Kumar Sood have attained the age of 75 years.

Company has already taken members approval by Special Resolution(s) passed in the 38<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017 for their Reappointment as Independent Director(s) for second term of office from 1<sup>st</sup> October, 2017 to 30<sup>th</sup> September, 2022. Respective intimation had been given to BSE Ltd and required forms were filed to Registrar of Companies .

Further the proposed Special Resolution(s) at Item No. 7, 8 and 9 are for endorsement /ratification of the earlier Special Resolution(s) passed in the 38<sup>th</sup> Annual General Meeting of the Company.

Board confirmed that all incumbents are in good physical condition and of sound and alert mind and the Board is confident about them being able to function and discharge their duties in an able and competent manner. Considering their seniority, expertise and vast experience in their respective fields, which has benefited the Company immensely, the Board recommends their continuation as directors till their 2<sup>nd</sup> terms ends on 30<sup>th</sup> September, 2022.

Except Shri Mahavir Prasad Gupta, Shri Mohan Lal Mangla and Shri Vijay Kumar Sood, being appointee(s), none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution(s) set out at Item No. 7,8 and 9.

**By order of the Board of Directors**

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

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

Place: Delhi  
Date: 1<sup>st</sup> September, 2020



Statement forming part of Notice of 41<sup>st</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 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

<b>FINANCIAL RESULTS</b>	(₹ in Lakhs)	(₹ in Lakhs)
<b>Particulars</b>	<b>Current Year ended 31.03.2020</b>	<b>Previous Year ended 31.03.2019</b>
<b>Revenue from operations</b>	<b>13,382.01</b>	13,288.42
<b>Other income</b>	<b>53.81</b>	73.93
<b>Total Revenue</b>	<b>13,435.82</b>	13,362.35
<b>Expenses :</b>		
(a) <b>Cost of materials consumed</b>	<b>2,275.79</b>	1,928.76
(b) <b>Purchase of stock-in-trade</b>	<b>6,197.37</b>	6,914.70
(c) <b>Changes in inventories of finished goods, work-in-progress and stock-in-trade</b>	<b>159.76</b>	(369.95)
(d) <b>Employee benefit expense</b>	<b>1,505.84</b>	1,388.36
(e) <b>Financial costs</b>	<b>440.20</b>	424.27
(f) <b>Depreciation &amp; amortisation expenses</b>	<b>146.33</b>	97.86
(g) <b>Other expenses</b>	<b>2,488.75</b>	2,508.63
<b>Total Expenses</b>	<b>13,214.04</b>	12,892.63
<b>Profit before tax</b>	<b>221.78</b>	469.72
<b>Tax expenses :</b>		
<b>Current tax</b>	<b>84.08</b>	137.52
<b>Earlier year tax expenses</b>	<b>2.49</b>	(6.71)
<b>Deferred tax</b>	<b>(45.51)</b>	37.13
<b>Net Profit for the period</b>	<b>180.72</b>	301.78
<b>Other Comprehensive Income net of Income Tax</b>		
i) <b>Items that will not be reclassified to profit or (loss)</b>	<b>(1.25)</b>	(8.45)
ii) <b>Income tax relating to items that will not be reclassified to profit or (loss)</b>	<b>0.34</b>	2.33
<b>Total Comprehensive Income for the year</b>	<b>179.81</b>	295.66
<b>Shareholders Funds</b>		
a) <b>Share capital</b>	<b>416.10</b>	416.10
b) <b>Other equity (Reserve &amp; Surplus)</b>	<b>3,504.85</b>	3,325.04
<b>Long term borrowings (unsecured)</b>	<b>1,413.00</b>	1,500.00
<b>Long term borrowings from NBFC (secured)</b>	<b>-</b>	-
<b>Short term borrowings from Banks (secured)</b>		
a) <b>Working capital loan</b>	<b>1,267.66</b>	1,703.38
b) <b>Others</b>		
<b>(Current maturity of long term debt from NBFC)</b>	<b>--</b>	-
<b>Short Term borrowings-unsecured</b>	<b>1,374.56</b>	1,321.07
<b>Investments-non current</b>	<b>0.05</b>	0.05
5. Foreign Investments or collaborators, if any	NIL	NIL

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

**(i) Mr. Arun Jain –Whole Time Director.**

1. Background details :
  - 1.1 D.O.B. : 25<sup>th</sup> January, 1966
  - 1.2 Age : 54 years
  - 1.3 Qualification : B.E. & M. Tech
  - 1.4 Experience : 28 years of experience
2. Past Remuneration: : Remuneration paid during FY 2019-20 (Amount in ₹)
 

Salary	: 3,120,000
HRA	: 1,560,000
PF (Employer's Contribution)	: 21,600
Medical Exp.	: 175,041
Car perk (Valued as per Income Tax Rules)	: 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 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 of Public Limited Company. : NIL
10. No. of Meetings of the Board Attended During FY 2019-20. : 5
11. Number of Shares held in the Company : 84,400 Equity Shares as an 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<sup>th</sup> November, 1970
  - 1.2 Age : 50 years
  - 1.3 Qualification : Qualified Engineer and MBA
  - 1.4 Experience : 27 years of experience
2. Past Remuneration: : Remuneration paid during FY 2019-20 (Amount in ₹)
 

Salary	: 3,120,000
HRA	: 1,560,000
PF (Employer's Contribution)	: 21,600
Medical Exp.	: 62,204
Car perk (Valued as per Income Tax Rules)	: 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 is managing plant operations and is also actively associated with marketing operation 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 Company. : NIL
10. No. of Meetings of the Board Attended During FY 2019-20. : 5
11. Number of Shares held in the Company : 91,400 Equity Shares as an Individual capacity and 12,700 Equity Shares as Karta of Manish Jain H.U.F.

**(iii) Mr. Pankaj Jain –Whole Time Director and CFO**

1. Background details :
- 1.1 D.O.B. : 7<sup>th</sup> August, 1971
- 1.2 Age : 49 years
- 1.3 Qualification : B.Com and MBA
- 1.4 Experience : 27 years of experience
2. Past Remuneration: : Remuneration paid during FY 2019-20 (Amount in ₹)
- Salary : 3,120,000
- HRA : 1,560,000
- PF (Employer's Contribution) : 21,600
- Medical Exp. : 164,499
- Car perk (Valued as per Income Tax Rules) : 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 27 years experience to his credit in Marketing 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 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. 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 of Public Limited Company. : 2 (Two) member of Stakeholder's Relationship Committee and Corporate Social Responsibility Committee in Cosco (India) Limited.
10. No. of Meetings of the Board Attended During FY 2019-20. : 6
11. Number of Shares held in the Company : 2,34,140 Equity Shares as an 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<sup>rd</sup> October, 1972
- 1.2 Age : 48 years
- 1.3 Qualification : B.E., M.Sc., and MBA
- 1.4 Experience : 26 years of experience



2. Past Remuneration: : Remuneration paid during FY 2019-20 (Amount in ₹)
- |   |             |
|---|-------------|
| Salary                                    | : 3,120,000 |
| HRA                                       | : 1,560,000 |
| PF (Employer's Contribution)              | : 21,600    |
| Medical Exp.                              | : 63,903    |
| Car perk (Valued as per Income Tax Rules) | : 32,400    |
- Other perks and allowances (not included above) :
- Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
  - Leave encashment;
  - Telephones provided for official use.
3. Recognition or awards : ---
4. Job profile and his suitability : He has 26 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 Company. : 2 (Two) member of Stakeholder's Relationship Committee and Corporate Social Responsibility Committee in Cosco (India) Limited.
10. No. of Meetings of the Board Attended During FY 2019-20. : 6
11. Number of Shares held in the Company : 98,566 Equity Shares as an Individual capacity and 12,500 Equity Shares as Karta of Neeraj Jain H.U.F.
- III Other Information :**
1. Reasons of inadequate profits: : > Competition in Domestic Markets;  
> Stagnancy in Exports;  
> Significant Increase in Employee Benefit Expense.  
> Increases in Depreciation and amortization expenses due to adoption of Ind As-116.  
> Covid-19 pandemic and lock down in March, 2020 resulted in loss of revenue
2. Steps taken or proposed to be taken for improvement. : <ol type="i"><li>Strengthening marketing network and expanding business of health equipments and allied products and to capitalize on 'Cosco' Brand name ;</li><li>Development and addition of new products & designs and to scale up new product lines;</li><li>Cost control & Cost cutting in respect of manufactured products, product re-engineering and sourcing good quality products range at competitive prices ;</li><li>Changing packing and designs to check duplication and Remedial measures to check grey market operators who are producing duplicate products by using company's brand;</li><li>Planning for Import substitution of some products under Aatma Nirbhar Bharat Abhiyaan</li></ol>
3. Expected increase in productivity and profit in measurable terms. : Sales Turnover during the current year is likely to be at previous year level inspite of Covid-19 pandemic due to market demand of "Cosco" products. 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 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 Ordinary Resolutions 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 <sup>th</sup> January, 1966, 54 years	17 <sup>th</sup> November, 1970, 50 years
Date of Appointment	1 <sup>st</sup> May, 2007	1 <sup>st</sup> April, 1998
Expertise in specific Functional/ Professional areas	Vast experience in industrial relations & Management and research and development of Rubber and Polymer products.	Managing Plant operations and production and associated with research and development of new products and marketing operations.
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 19-20	5	5
Number of Shares held in the Company	84,400 Equity Shares as an individual capacity and 500 Equity Shares as Karta of Arunj Jain H.U.F.	91,400 Equity Shares as an 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. Manish Jain (Brother)	Shri Devinder Kumar Jain (Father), Mr. Arun Jain (Brother)

<b>Name of Director</b>	<b>Mr. Pankaj Jain (DIN: 00190414)</b>	<b>Mr. Neeraj Jain (DIN: 00190592)</b>
Date of Birth & Age	7 <sup>th</sup> August, 1971, 49 years	3 <sup>rd</sup> October, 1972, 48 years
Date of Appointment	1 <sup>st</sup> April, 1998	1 <sup>st</sup> April, 1998
Expertise in specific Functional/ Professional areas	Finance and Marketing and development of new products for Domestic and International markets.	International Trade and Sourcing of New Products. Vast experience in health and fitness products 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	2 (Two) Member of Stakeholder's Relationship Committee and Corporate Social Responsibility Committee in Cosco (India) Limited.	2 (Two) Member of Stakeholder's Relationship Committee and Corporate Social Responsibility Committee in Cosco (India) Limited.
Number of Meetings of the Board Attended during FY 19-20	6	6
Number of Shares held in the Company	2,34,140 Equity Shares as an individual capacity and 17,700 Equity Shares as Karta of Pankaj Jain H.U.F.	98,566 Equity Shares as an individual capacity and 12,500 Equity Shares as Karta of Neeraj Jain H.U.F.
Disclosure of relationships between Directors inter-se	N.A.	Shri Narinder Kumar Jain (Father)

<b>Name of Director</b>	<b>Shri Mahavir Prasad Gupta (DIN: 00190550)</b>	<b>Shri Mohan Lal Mangla (DIN: 00311895)</b>
Date of Birth & Age	15 <sup>th</sup> October, 1940, 80 years	10 <sup>th</sup> September, 1940, 80 years
Date of Appointment	30 <sup>th</sup> March, 2003	7 <sup>th</sup> October, 1997
Expertise in specific Functional/ Professional areas	Vast Knowledge in the area of Business and Management	Vast Legal experience including Intellectual Property Rights.
Qualifications	Post Graduate-Educationist, Former head and Dean of Delhi School of Management Studies.	Law Graduate and Advocate
Details of Directorships held in other Companies	Nil	Nil
Chairman/Member of the Committee of Board other Public Limited Companies	1 (One) Member of Audit Committee in Cosco (India) Limited.	1 (One) Chairman of Nomination and Remuneration Committee in Cosco (India) Limited.
Number of Meetings of the Board Attended during FY 19-20	4	4
Number of Shares held in the Company	Nil	Nil
Disclosure of relationships between Directors inter-se	N.A.	N.A.



<b>Name of Director</b>	<b>Shri Vijay Kumar Sood (DIN: 01525607)</b>
Date of Birth & Age	17 <sup>th</sup> June, 1943, 77 years
Date of Appointment	1 <sup>st</sup> May, 2007
Expertise in specific Functional/ Professional areas	Vast experience in Administration, Event Management and Sports Goods Promotion
Qualifications	Graduate
Details of Directorships held in other Companies	Vijay Vallabh Securities Limited
Chairman/Member of the Committee of Board other Public Limited Companies	1 (One) Member of Nomination and Remuneration Committee in Cosco (India) Limited.
Number of Meetings of the Board Attended during FY 19-20	4
Number of Shares held in the Company	Nil
Disclosure of relationships between Directors inter-se	N.A.