



**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**

Notice is hereby given that the Thirty-Fifth Annual General Meeting of the Members of Cosco (India) Limited (CIN: L25199DL1980PLC010173) will be held on Tuesday, the 30th September, 2014 at 10.30 A.M. at AMITABH, E – 23, 2nd Floor, Bungalow Road, Kamla Nagar, Delhi – 110 007 to transact the following business: -

#### **ORDINARY BUSINESS**

##### **Item 1**

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, Statement of Profit and Loss Account for the year ended on that date and the Reports of the Auditors' and Directors' thereon.

##### **Item 2**

To appoint a Director in place of Shri Darshan Kumar Jain (DIN: 00195789), who retires by rotation and, being eligible, offers himself for re-appointment.

##### **Item 3**

To appoint a Director in place of Shri Manish Jain (DIN: 00191593), who retires by rotation and, being eligible offers himself for re-appointment.

##### **Item 4**

To appoint Auditors and authorize Board of Directors to fix their remuneration and in this regard to consider, and if thought fit, to pass, the following resolution, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder M/s. Madan & Associates, Chartered Accountants (Firm Registration No. 000185N), the retiring Auditors of the Company, be and are hereby reappointed as Auditors of the Company for term of Three (3) consecutive years, to hold office from the conclusion of this being the Thirty Fifth Annual General Meeting until the conclusion of the Thirty Eighth Annual General Meeting subject to ratification of the Appointment by the members at every Annual General Meeting of the Company and the Board of Directors be and are hereby authorized to fix their remuneration as may be recommended by Audit Committee in consultation with the Auditors."

#### **SPECIAL BUSINESS**

##### **Item 5**

To consider and if thought fit to pass with or without modification(s) the following Resolution(s) as 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 Shri Arun Jain (DIN: 01054316) as Whole time Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 1st October 2014 as per the terms, conditions and remuneration set forth herein.

#### **Remuneration**

##### **i. Salary**

₹ 1,30,000 per month w.e.f. 01.04.2014 for the current year ending 31st March 2015 and ₹ 1,50,000 per month w.e.f. 01.04.2015 with annual increment of ₹ 20,000 per month.

##### **ii. House Rent allowance**

50% of Salary.

#### **Perquisites**

Shri 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 lac 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. 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 Shri Arun Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification 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 is 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 with or without modification(s) the following Resolution(s) as 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 Shri Manish Jain (DIN: 00191593) as Whole time Director of the

Company in the whole time employment of the Company for a period of Three (3) years with effect from 1st October 2014 as per the terms, conditions and remuneration set forth herein.

**Remuneration**

- i. Salary  
₹ 1,30,000 per month w.e.f. 01.04.2014 for the current year ending 31st March 2015 and ₹ 1,50,000 per month w.e.f. 01.04.2015 with annual increment of ₹ 20,000 per month.
- ii. House Rent allowance  
50% of Salary.

**Perquisites**

Shri 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 lac 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. 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 Shri Manish Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory



amendment/modification 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 is 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 consider and if thought fit to pass with or without modification(s) the following Resolution(s) as 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 Shri Pankaj Jain (DIN: 00190414) as Whole time Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 1st October 2014 as per the terms, conditions and remuneration set forth herein.

#### Remuneration

i. Salary

₹ 1,30,000 per month w.e.f. 01.04.2014 for the current year ending 31st March 2015 and ₹ 1,50,000 per month w.e.f. 01.04.2015 with annual increment of ₹ 20,000 per month.

ii. House Rent allowance

50% of Salary.

#### Perquisites

Shri 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 lac 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. 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 Shri Pankaj Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification 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 is hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)".

#### Item 8

To consider and if thought fit to pass with or without modification(s) the following Resolution(s) as 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 Shri Neeraj Jain (DIN: 00190592) as Whole time Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 1st October 2014 as per the terms, conditions and remuneration set forth herein.

#### Remuneration

i. Salary

₹ 1,30,000 per month w.e.f. 01.04.2014 for the current year ending 31st March 2015 and ₹ 1,50,000 per month w.e.f. 01.04.2015 with annual increment of ₹ 20,000 per month.

ii. House Rent allowance

50% of Salary.

#### Perquisites

Shri 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 lac 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. 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 Shri Neeraj Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification 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 is hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)".

**Item No. 9**

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

RESOLVED that pursuant to the provisions of Section 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Smt. Nisha Paul (DIN: 00325914), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f. 1st October,2014 to hold office for Three (3) consecutive years for a term up to 30th September 2017.

**Item No. 10**

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

RESOLVED that pursuant to the provisions of Section 149,150,152 and any other applicable provisions of the Companies Act,

2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Mahavir Prasad Gupta (DIN 00190550), Director of the Company, who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f. 1st October, 2014 to hold office for Three (3) consecutive years for a term up to 30th September 2017.

**Item No. 11**

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

RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Sunil Jain (DIN 00387451), Director of the Company, who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice, under Section 160 of the Companies Act, 2013, in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f. 1st October, 2014 to hold office for Three (3) consecutive years for a term up to 30th September 2017.

**Item No. 12**

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

RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Gulshan Rai Jain (DIN 00737177), Director of the Company, who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f. 1st October, 2014 to hold office for Three (3) consecutive years for a term up to 30th September 2017.

**Item No. 13**

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

RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Mohan Lal Mangla (DIN 00311895), Director of the Company, whose Period of the office is liable to determination by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent of the Company w.e.f. 1st October, 2014 to hold office for Three (3) consecutive years for a term up to 30th September 2017.

**Item No. 14**

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

RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Vijender Jain (DIN 06423328), Director of the Company, whose Period of the office is liable to determination by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f. 1st October, 2014 to hold office for Three (3) consecutive years for a term up to 30th September 2017.

**Item No. 15**

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

RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Vijay Kumar Sood (DIN 01525607), Director of the Company, whose Period of the office is liable to determination by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his



candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f. 1st October, 2014 to hold office for Three (3) consecutive years for a term up to 30th September 2017.

#### NOTES

1. **Proxy** : A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on a Poll on his behalf. A proxy need not be a member of the Company. Proxies in order to be effective must be received at the office of the Registrar of the Company M/s Skyline Financial Services Pvt. Ltd., D – 153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020. Not less than Forty Eight hours before the commencement of the Annual General Meeting.

A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.

Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.

In case, of joint holders attending the meeting, only such joint holders who is higher in order of names will be entitled to vote

2. Members/Proxies should bring the duly filed attendance Slip at the Annual General Meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. The explanatory statement under section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting, setting out material facts in respect of the business under item Nos. 5 to 15 are annexed hereto.
4. 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 Clause 49 of the Listing Agreement with the Stock Exchanges are annexed hereto read with the 'Report on Corporate Governance –Annexure B1 to the Directors' Report' . The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/ reappointment.
5. In pursuance of the Circulars issued by the Ministry of Corporate Affairs, Government of India, the provisions of the Companies Act 2013 and the Rules made thereunder, electronic copy of the Annual Report for Financial Year 2013-14 and notice of the Thirty Fifth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Annual Report for the financial year 2013-14 and the Notice of the Thirty Fifth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the Thirty Fifth Annual General Meeting and the Annual Report for financial year 2013-14 will also be available on the Company's website i.e. [www.cosco.in](http://www.cosco.in) for their download.

6. 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 stating clearly your name, folio no. if you are holding shares in physical form/DP Id & Client Id if you are holding shares in dematerialized form.

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) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.



7. All relevant documents referred to in the accompanying Notice and the Explanatory statements 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. – 6.00 P.M. up to the date of the Annual General Meeting of the Company.
8. Register of Members and the Transfer Books for Equity Shares shall remain closed from 23rd September, 2014 to 30th September, 2014 (Both days inclusive) for the purpose of ascertaining the names of Members.
9. 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. 26812682, 26812683. E-mail ID: admin@skylinerta.com.
10. Members holding shares in more than one folio in identical order of names are requested to write to the Registrar and Share Transfer Agents enclosing their share certificates to enable the Company to consolidate their holdings in one folio to facilitate better service.
11. Members seeking any information with regard to accounts or operations are requested to write to the Company latest by 20th September, 2014 so as to enable the management to keep the information ready.

## 12. Voting Process :

- 12.1 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 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to all members of the Company to enable them to cast their votes electronically at the Annual General Meeting (AGM) on the items/resolutions mentioned in this notice. The Company has availed the e-voting services as provided by National Securities Depository Limited (NSDL).

The Company has appointed Mr. Ravi Sharma, Partner of M/s. RSM&Co, Practising Company Secretaries, D-63, JFF Complex, Jhandewalan, New Delhi-110055; as scrutinizer for conducting the e-voting process in a fair and transparent manner.

The instructions for e-voting are as under:

- (A). In case a member receives e-mail from NSDL, the member should open e-mail and also open PDF file. The said PDF file contains his/ her user ID and initial password for e-voting.
- (B). In case a member receives Notice of Postal Ballot and Postal Ballot Form in physical form, the user ID and initial password for e-voting are provided on the covering letter attached with the Postal Ballot Notice.
- (C). The following steps should be followed for casting the vote through e-voting (in both the cases mentioned at Sr. No. 12.1(A) & (B) above):
  - i) Open the internet browser and type the following URL: <https://www.evoting.nsd.com>
  - ii) Click on Shareholder – Login.
  - iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - iv) If you are logging in for the first time, please enter the user ID and password provided through e-mail (as per Sr. No. 12.1(A) above or in physical form (as per Sr. No. 12.1(B) above), as the case may be.
  - v) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please keep your password confidential.
  - vi) Home page of e-voting opens. Click on e-voting> Active Voting Cycles.
  - vii) Select "EVEN" (E-Voting Event Number) of Cosco (India) Limited for Postal Ballot. Now you are ready for e-voting as "Cast Vote" page opens.
  - viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - x) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - xi) In case of shares held by companies, societies, trusts etc., they are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at [info@csrsm.com](mailto:info@csrsm.com) or [admin@skylinerta.com](mailto:admin@skylinerta.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



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- D. The e-voting period shall commence on Wednesday, September 24, 2014 (0900 Hours) and ends on Friday, September 26, 2014 (1800 Hours). The e-voting module shall be disabled by NSDL for voting thereafter. The members who have cast their vote electronically shall not vote through postal ballot form.
- E. The scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of AGM.
- F. 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 downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 12.2. Physical Postal Ballot: The members have the option to cast their vote through physical postal ballot. The procedure for casting the vote through physical postal ballot is as under:
- A. The members who have received the Postal Ballot Notice along with Postal Ballot Form in physical form should return the Postal Ballot Form duly completed and signed by posting the same to the scrutinizer through pre-paid Business Reply Envelope (only for posting within India) being sent with the Postal Ballot Form.
- B. The Postal Ballot Form deposited in person or sent by courier or registered / speed post at the expense of the members will also be accepted.
- C. The completed Postal Ballot Forms should reach the scrutinizer on or before Friday, September 26, 2014 (upto 1800 Hours) and the Postal Ballot Forms received thereafter will be strictly treated as if the reply from the member has not been received.
- D. The members are requested to carefully read the instructions printed on the Postal Ballot Form.
- 12.3. A member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a member casts vote(s) by both modes, then voting done through Postal Ballot Form shall prevail and the voting done by electronic mode shall be treated as invalid.
- 12.4. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folio /demat accounts.
- 12.5. The results of e-voting and Postal Ballot Forms shall be aggregated and the Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny. The result of the Postal Ballot shall be announced in the Annual General Meeting of the Company to be held on Tuesday, September 30, 2014 at 1030 Hours at AMITABH, E-23, 2nd Floor, Bungalow Road, Kamla Nagar, Delhi – 110 007. The result of the Postal Ballot will also be hosted on the Company's website [www.cosco.in](http://www.cosco.in) and on the website of NSDL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchange where the shares of the Company are listed.

Registered Office:

2/8, Roop Nagar,

Delhi -110007

By order of the Board of Directors

Place: Delhi

Date: 31st July, 2014

**Devinder Kumar Jain**

(DIN: 00191539)

Chairman cum Managing Director

**Statement Pursuant to Section 102(1) of the Companies Act, 2013****Item No. 5**

Mr. Arun Jain, aged 48 years, is B.E., M. Tech. He has vast experience of more than 22 years of industrial Relation & Management and Research & Development of Rubber & Polymer Products. The Directors feel that the experience of Shri Arun Jain will be of immense help to the Company.

Shri Arun Jain was re-appointed as Whole time Director in the Annual General Meeting of the Shareholders held on 30th September, 2011 for a period of 3 years w.e.f. 1st October, 2011. His term will expire on 30th September, 2014.

The Board recommends the reappointment of Shri Arun Jain as Whole Time Director of the Company for the further period of Three (3) years w.e.f. 1st October 2014 upon the remuneration, terms & condition as set out in the Resolutions(s) and which Nomination & Remuneration Committee has approved. The Board recommends the Resolution(s) for your approval.

Shri 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 –Chairman & Managing Director, Shri Narinder Kumar Jain – Managing Director, Shri Darshan Kumar Jain – Director, Shri Manish Jain-Director and Shri Arun Jain 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. 5.

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

**Item No. 6**

Shri Manish Jain, aged 44, is a qualified engineer and MBA having business experience of about 21 years. He is managing plant operations and is also actively associated with research and development of new products.

Shri Manish Jain was re-appointed as Whole time Director in the Annual General Meeting of the Shareholders held on 30th September, 2011 for a period of 3 years w.e.f. 1st October, 2011. His term will expire on 30th September, 2014.

The Board recommends the reappointment of Shri Manish Jain as Whole Time Director of the Company for the further period of Three (3) years w.e.f. 1st October 2014 upon the remuneration, terms & condition as set out in the Resolutions(s) and which Nomination & Remuneration Committee has approved. The Board recommends the Resolution(s) for your approval.

Shri 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 –Chairman & Managing Director, Shri Narinder Kumar Jain – Managing Director, Shri Darshan Kumar Jain – Director, Shri Arun Jain- Director and Shri Manish Jain 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. 6.

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

**Item No. 7**

Shri Pankaj Jain, aged 43, is commerce graduate and holding Master Degree in Business Administration and has 21 years experience to his credit in marketing and finance. Shri Pankaj Jain has traveled abroad extensively and thereby enriched with vast experience in the field of export.

Shri Pankaj Jain was re-appointed as Whole time Director in the Annual General Meeting of the Shareholders held on 30th September, 2011 for a period of 3 years w.e.f. 1st October, 2011. His term will expire on 30th September, 2014.

The Board recommends the reappointment of Shri Pankaj Jain as Whole Time Director of the Company for the further period of Three (3) years w.e.f. 1st October 2014 upon the remuneration, terms & condition as set out in the Resolutions(s) and which Nomination & Remuneration Committee has approved. The Board recommends the Resolution(s) for your approval.

Shri 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.

Shri Darshan Kumar Jain – Director, Shri Devinder Kumar Jain –Chairman & Managing Director, Shri Narinder Kumar Jain – Managing Director and Shri Pankaj Jain 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. 7.

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



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**Item No. 8**

Shri Neeraj Jain, aged 42, is qualified Engineer and M.B.A. with Master Degree in Polymer Science from U.K. Shri Neeraj Jain is instrumental introducing new product line of Health & Fitness Equipments which contributes significantly to Company's revenue. He has 20 years experience to his credit in looking after imports and procuring of new products.

Shri Neeraj Jain was re-appointed as Whole time Director in the Annual General Meeting of the Shareholders held on 30th September, 2011 for a period of 3 years w.e.f. 1st October, 2011. His term will expire on 30th September, 2014.

The Board recommends the reappointment of Shri Neeraj Jain as Whole Time Director of the Company for the further period of Three (3) years w.e.f. 1st October 2014 upon the remuneration, terms & condition as set out in the Resolutions(s) and which Nomination & Remuneration Committee has approved. The Board recommends the Resolution(s) for your approval.

Shri 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, Shri Devinder Kumar Jain –Chairman & Managing Director, Shri Darshan Kumar Jain – Director and Shri Neeraj Jain 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. 8

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

**Item No. 9**

Smt. Nisha Paul (DIN: 00325914) is Graduate. She is experienced in tour & travel, human resource and public relations. Smt. Nisha Paul holds Directorship in Paul Air Transport Private Limited.

Smt. Nisha Paul does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

In accordance with the provisions of section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 every Listed Company is required to appoint one Woman Director. At Present there is no Woman Director in the Company.

It is proposed that Smt. Nisha Paul may be appointed as an Independent Woman Director, not liable to retire by rotation, w.e.f. 1st October, 2014 for term of Three (3) consecutive years upto 30th September, 2017. The Company has received notice from a member under section 160 of the Companies Act, 2013 proposing Smt. Nisha Paul as a candidate for the office of Director of the Company. Smt. Nisha Paul is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given her consent in writing to act as Director in Form DIR-2.

In the opinion of the Board, Smt. Nisha Paul fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. The Company has also received a declaration to the effect that she meets the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreement.

The Board considers that her association with the Company would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to the appointment of Smt. Nisha Paul as an Independent Director, for the approval by the shareholders of the Company.

Except Smt. Nisha Paul, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

This Explanatory Statement together with particulars of Director(s) given in the annexed statement be also regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**Item No. 10**

Shri Mahavir Prasad Gupta is a Non- Executive Independent Director of the Company. He Joined the Board of Directors of the Company w.e.f. 30th March, 2003. Shri Mahavir Prasad Gupta is member of Audit Committee, and Remuneration Committee of the Board of Directors of the Company.

Shri Mahavir Prasad Gupta is Former Head and Dean of Delhi School of Management Studies. He is Post Graduate-Educationist having vast knowledge in the areas of Business and Management.

Shri Mahavir Prasad Gupta does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Mahavir Prasad Gupta retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 (as amended) of Listing Agreement, Shri Mahavir Prasad Gupta being eligible and offering himself for reappointment, is proposed to be appointed as Independent Director, not liable to retire by rotation, w.e.f. 1st October, 2014 for term of Three (3) consecutive years upto 30th September, 2017,

The Company has received notice from a member under section 160 of the Companies Act, 2013 proposing Shri Mahavir Prasad Gupta as a candidate for the office of Director of the Company. Shri Mahavir Prasad Gupta is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given his consent in writing to act as

Director in Form DIR-2.

In the opinion of the Board, Shri Mahavir Prasad Gupta fulfills the conditions specified both in the Companies Act, 2013 and rules made thereunder and clause 49 of the Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Mahavir Prasad Gupta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Mahavir Prasad Gupta as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Mahavir Prasad Gupta, being an appointee, 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. 10. This Explanatory Statement together with particulars of Director(s) given in the annexed statement be also regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**Item No. 11**

Shri Sunil Jain is a Non- Executive Independent Director of the Company. He Joined the Board of Directors of the Company w.e.f. 30th March, 2003. Shri Sunil Jain is member of Audit Committee, and Remuneration Committee of the Board of Directors of the Company.

He is Director in H B Velvet Pvt. Limited. He is a Graduate having vast knowledge in Industrial Management.

Shri Sunil Jain does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Sunil Jain retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 (as amended) of Listing Agreement, Shri Sunil Jain being eligible and offering himself for reappointment, is proposed to be appointed as Independent Director, not liable to retire by rotation, w.e.f. 1st October, 2014 for term of Three (3) consecutive years upto 30th September, 2017,

The Company has received notice from a member under section 160 of the Companies Act, 2013 proposing Shri Sunil Jain as a candidate for the office of Director of the Company. Shri Sunil Jain is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2.

In the opinion of the Board, Shri Sunil Jain fulfills the conditions specified both in the Companies Act, 2013 and rules made thereunder and clause 49 of the Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Sunil Jain as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Sunil Jain as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Sunil Jain, being an appointee, 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. 11 This Explanatory Statement together with particulars of Director(s) given in the annexed statement be also regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**Item No. 12**

Shri Gulshan Rai Jain is a Non- Executive Independent Director of the Company. He Joined the Board of Directors of the Company w.e.f. 30th March, 2003. Shri Gulshan Rai Jain is member of Audit Committee, and Remuneration Committee of the Board of Directors of the Company.

Shri Gulshan Rai Jain is Director in Jainson Rubber Pvt. Limited. He is a Graduate having vast Experience in Industrial Management.

Shri Gulsahn Rai Jain holds 2000 shares. He does not hold shares on behalf of any other person on a beneficial basis.

Shri Gulsahn Rai Jain retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 (as amended) of Listing Agreement, Shri Gulsahn Rai Jain being eligible and offering himself for reappointment, is proposed to be appointed as Independent Director, not liable to retire by rotation, w.e.f. 1st October, 2014 for term of Three (3) consecutive years upto 30th September, 2017,

The Company has received notice from a member under section 160 of the Companies Act, 2013 proposing Shri Gulsahn Rai Jain as a candidate for the office of Director of the Company. Shri Gulsahn Rai Jain is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2.



In the opinion of the Board, Shri Gulsahn Rai Jain fulfills the conditions specified both in the Companies Act, 2013 and rules made thereunder and clause 49 of the Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Gulsahn Rai Jain as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Gulsahn Rai Jain as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Gulsahn Rai Jain, being an appointee, 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. 12. This Explanatory Statement together with particulars of Director(s) given in the annexed statement be also regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**Item No. 13**

Shri Mohan Lal Mangla is a Non- Executive Independent Director of the Company. He Joined the Board of Directors of the Company w.e.f. 7th October, 1997.

Shri Mangla is member of Remuneration Committee of the Board of Directors of the Company.

Shri Mangla is a Law Graduate having vast Legal Experience including Intellectual Property Rights.

Shri Mangla holds 1000 shares (As Second Joint Holder with Shri Aman Mangla the First Holder). He does not hold shares on behalf of any other person on a beneficial basis.

Shri Mangla is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 (as amended) of Listing Agreement, Shri Mohan Lal Mangla being eligible and offering himself for appointment, is proposed to be appointed as Independent Director, not liable to retire by rotation, w.e.f. 1st October, 2014 for term of Three (3) consecutive years upto 30th September, 2017.

The Company has received notice from a member under section 160 of the Companies Act, 2013 proposing Shri Mohan Lal Mangla as a candidate for the office of Director of the Company. Shri Mohan Lal Mangla is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2.

In the opinion of the Board, Shri Mohan Lal Mangla fulfills the conditions specified both in the Companies Act, 2013 and rules made thereunder and clause 49 of the Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Mohan Lal Mangla as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Mohan Lal Mangla as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Mohan Lal Mangla, being an appointee, 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. 13 This Explanatory Statement together with particulars of Director(s) given in the annexed statement be also regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**Item No. 14**

Shri Vijender Kumar Jain is a Non- Executive Independent Director of the Company. He Joined the Board of Directors of the Company w.e.f. 31st October, 2012. He is member of Audit Committee of the Board of Directors of the Company. Shri Vijender Kumar Jain is a Chartered Accountant having vast Experience as practicing in Finance Accounts, Audit, Taxation and Company Law Matters.

Shri Vijender Kumar Jain does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Vijender Kumar Jain is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 (as amended) of Listing Agreement, Shri Vijender Kumar Jain being eligible and offering himself for appointment, is proposed to be appointed as Independent Director, not liable to retire by rotation, w.e.f. 1st October, 2014 for term of Three (3) consecutive years upto 30th September, 2017.

The Company has received notice from a member under section 160 of the Companies Act, 2013 proposing Shri Vijender Kumar Jain as a candidate for the office of Director of the Company. Shri Vijender Kumar Jain is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director

in Form DIR-2.

In the opinion of the Board, Shri Vijender Kumar Jain fulfills the conditions specified both in the Companies Act, 2013 and rules made thereunder and clause 49 of the Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreement

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Vijender Kumar Jain as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Vijender Kumar Jain as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Vijender Kumar Jain, being an appointee, 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. 14. This Explanatory Statement together with particulars of Director(s) given in the annexed statement be also regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**Item No. 15**

Shri Vijay Kumar Sood is a Non- Executive Independent Director of the Company. He Joined the Board of Directors of the Company w.e.f. 01st May, 2007.

Shri Vijay Kumar Sood is Director in Vijay Vallabh Securities Limited. He is a Graduate having 32 years experiences in Armed Forces (Retired as Lt. Col.) and 19 year in event management and Sports Goods Promotion.

Shri Vijay Kumar Sood does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Vijay Kumar Sood is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 (as amended) of Listing Agreement, Shri Vijay Kumar Sood being eligible and offering himself for appointment, is proposed to be appointed as Independent Director, not liable to retire by rotation, w.e.f. 1st October, 2014 for term of Three (3) consecutive years upto 30th September, 2017.

The Company has received notice from a member under section 160 of the Companies Act, 2013 proposing Shri Vijay Kumar Sood as a candidate for the office of Director of the Company. Shri Vijay Kumar Sood is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2.

In the opinion of the Board, Shri Vijay Kumar Sood fulfills the conditions specified both in the Companies Act, 2013 and rules made thereunder and clause 49 of the Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Vijay Kumar Sood as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Vijay Kumar Sood as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Vijay Kumar Sood, being an appointee, 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. 15 This Explanatory Statement together with particulars of Director(s) given in the annexed statement be also regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Registered Office:

2/8, Roop Nagar,  
Delhi -110007

By order of the Board of Directors

Place: Delhi

Date: 31st July, 2014

**Devinder Kumar Jain**

(DIN: 00191539)

Chairman cum Managing Director



Statement forming part of Notice of 35th Annual General Meeting issued to the Shareholders of the Company pursuant to the requirements of Section II of Schedule V to the Companies Act, 2013 for appointment and approval of Managerial Remuneration payable to Whole time Directors as per Agenda Items Nos. 5 to 8 and Clause 49 of the Listing Agreement.

**I. General Information:**

1.	Nature of industry	The Company manufactures Sports Balls & Sports Ball Bladders and markets 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>Particulars</b>		
		<b>FINANCIAL RESULTS</b>	Current Year ended 31.03.2014 (₹ in Lacs)	Previous Year ended 31.03.2013 (₹ in Lacs)
		<b>Revenue from operations</b>	<b>10500.40</b>	9280.72
		<b>Other Income</b>	<b>53.56</b>	22.85
		<b>Total Revenue</b>	<b>10553.96</b>	9303.57
		<b>Expenses :</b>		
		(a) Cost of Materials Consumed	<b>2010.75</b>	1764.58
		(b) Purchase of Stock-in-Trade	<b>4826.78</b>	3842.16
		(c) Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	<b>(200.28)</b>	(4.14)
		(d) Employee Benefit Expense	<b>966.85</b>	915.96
		(e) Financial Costs	<b>276.74</b>	267.63
		(f) Depreciation	<b>76.18</b>	72.63
		(g) Other expenses	<b>2066.25</b>	1952.10
		<b>Total Expenses</b>	<b>10023.27</b>	8810.92
		<b>Profit before Prior Period, exceptional and extraordinary items and Tax</b>	<b>530.69</b>	492.65
		Prior Period Adjustments -Charge	<b>4.78</b>	6.40
		Exceptional Items- Charge/(Income)	<b>129.57</b>	263.68
		<b>Profit before extraordinary item and Tax</b>	<b>396.34</b>	222.57
		Extraordinary Items	----	----
		<b>Profit before Tax</b>	<b>396.34</b>	222.57
		<b>Tax Expenses/(Income) :</b>		
		Current Tax	<b>78.16</b>	76.89
		Deferred Tax	<b>44.66</b>	134.17
		<b>Profit for the period from continuing operations</b>	<b>273.52</b>	11.51
		<b>Shareholders Funds</b>		
		a) Share Capital	<b>416.10</b>	416.10
		b) Reserves and Surplus	<b>1437.83</b>	1164.32
		Long Term Borrowings (unsecured)	<b>1400.00</b>	1400.00
		Short Term Borrowings from Banks (Secured )		
		a) Working Capital Loans	<b>1561.05</b>	727.75
		b) Others		
		Short Term Borrowings - Unsecured	<b>648.33</b>	469.92
		Investments-Non Current	<b>0.05</b>	0.05
5.	Foreign investments or collaborations, if any		<b>NIL</b>	NIL



## II. Information about the Appointees ( Whole Time Directors)

### (iv) Shri Arun Jain - Whole Time Director

1.	Background details	1.1 Date of Birth 1.2 Age 1.3 Qualification 1.4 Experience 1.5 Date of appointment	25th January, 1966 48 years B.E., M. Tech 22 years of experience 1st May, 2007
2.	Past Remuneration	Remuneration paid to Shri Arun Jain during 2013–14 has been provided in the report on corporate governance forming part of the Annual Report.	
3.	Recognition or awards	-----	
4.	Job profile and his suitability	He has vast experience in Industrial Relations & 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)	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 – Chairman, cum Managing Director, Shri Narinder Kumar Jain-Managing Director, Shri Darshan Kumar Jain-Whole Time Director and Shri Manish Jain -Whole Time Director. Number of Shares held by him in the Company are 84,300 plus 500 as Karta of H.U.F.	
8.	List of other Indian Public Limited Companies in which Directorship held	NIL	
9.	Chairman/Member of the Committee of Board of other Public Limited Companies	NIL	

### (v) Shri Manish Jain – Whole Time Director

1.	Background details	1.1 Date of Birth 1.2 Age 1.3 Qualification 1.4 Experience 1.5 Date of appointment	17th November, 1970 44 years Qualified Engineer and MBA 21 years of experience 1st April, 1998
2.	Past Remuneration	Remuneration paid to Shri Manish Jain during 2013-14 has been provided in the report on corporate governance forming part of the Annual Report.	
3.	Recognition or awards	-----	
4.	Job profile and his suitability	Managing Plant Operations and Associated with research and Development of new Products.	
5.	Remuneration proposed	As per detail 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)	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 – Chairman cum Managing Director, Shri Narinder Kumar Jain-Managing Director, Shri Darshan Kumar Jain-Whole Time Director and Shri Arun Jain-Whole Time Director. Numbers of Shares held by him in the Company are 91300 plus 12700 as Karta of H.U.F.
8.	List of other Indian Public Limited Companies in which Directorship held	NIL
9.	Chairman/Member of the Committee of Board of other Public Limited Companies	NIL

**(vi) Shri Pankaj Jain – Whole Time Director**

1.	Background details	1.1 Date of Birth 7th August, 1971 1.2 Age 43 years 1.3 Qualification B.Com and MBA 1.4 Experience 21 years of experience 1.5 Date of appointment 1st April, 1998
2.	Past Remuneration	Remuneration paid to Shri PankajJain during 2013-14 has been provided in the report on corporate governance forming part of the Annual Report.
3.	Recognition or awards	----
4.	Job profile and his suitability	Finance and Marketing and Development of new Products.
5.	Remuneration proposed	As per detail 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)	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 Darshan Kumar Jain-Whole Time Director, Shri Devinder Kumar Jain – Chairman cum Managing Director and Shri Narinder Kumar Jain-Managing Director. Numbers of Shares held by him in the Company are 86300 plus 17700 as Karta of H.U.F.
8.	List of other Indian Public Limited Companies in which Directorship held	NIL
9.	Chairman/Member of the Committee of Board of other Public Limited Companies	NIL

**(vii) Shri Neeraj Jain – Whole Time Director**

1.	Background details	1.1 Date of Birth 1.2 Age 1.3 Qualification 1.4 Experience 1.5 Date of appointment	3rd October, 1972 42 years B.E. M.Sc. (Polymer Science) & MBA 20 years of experience 1st April, 1998
2.	Past Remuneration	Remuneration paid to Shri Neeraj Jain during 2013-14 has been provided in the report on corporate governance forming part of the Annual Report.	
3.	Recognition or awards	----	
4.	Job profile and his suitability	International Trade and Sourcing of the new product.	
5.	Remuneration proposed	As per detail 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)	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, Shri Devinder Kumar Jain – Chairman cum Managing Director and Shri Darshan Kumar Jain-Whole Time Director . Numbers of Shares held by him in the Company are 91500 plus 12500 as Karta of H.U.F.	
8.	List of other Indian Public Limited Companies in which Directorship held	NIL	
9.	Chairman/Member of the Committee of Board of other Public Limited Companies	NIL	

**III. OTHER INFORMATION**

1.	Reasons of loss or inadequate profits	> Competition in Domestic and International Markets; > Increase in input costs; > Recognition and Payment of Corporate Guarantee Liability;
2.	Steps taken or proposed to be taken for improvement.	Taking following measures on continuous basis: - i. Strengthening marketing network to capitalize on 'Cosco' Brand name; ii. Expanding Product range of Sports goods and Health equipments and allied products; iii. Development of new products & designs & product re-engineering; iv. Focusing on Cost control & Cost cutting measures;
3.	Expected increase in productivity and profit in measurable terms.	Barring unforeseen circumstances Sales Turnover during the current year is likely to increase by about 15% and the Company expects to earn about 4.5% Net Profits.

**IV. DISCLOSURES:**

1.	Remuneration packages of the managerial person.	Details of Remuneration packages of Shri Arun Jain, Shri Manish Jain, Sh. Pankaj Jain and Sh. Neeraj Jain requiring Shareholders approval by Special Resolutions is given in the Resolutions under Agenda items No. 5 to 8.
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**Details of the Other Directors seeking Appointment/Reappointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the listing Agreement)**

<b>Name of Director</b>	<b>Shri Darshan Kumar Jain</b>	<b>Smt. Nisha Paul</b>	<b>Shri Mahvir Prasad Gupta</b>
Date of Birth	18th July, 1932	17th August, 1960	15th October, 1940
Date of Appointment	1st July, 1989	To be appointed w.e.f. 1st October, 2014.	30th March, 2003
Expertise in specific Professional areas	Trade especially in the marketing of sports products	Experienced in Tour & Travel, Human Resource and Public Relations.	Vast knowledge in the areas of Business and Management.
Qualifications	Matriculate	Graduate	Post Graduate
List of other Indian Public Limited Companies in which Directorship held	Nil	Nil	Nil
Chairman/Member of the Committee of Board of other Public Limited Companies	Nil	Nil	Nil
Number of Shares held in the Company	250,800	Nil	Nil
<b>Name of Director</b>	<b>Shri Sunil Jain</b>	<b>Shri Gulshan Rai Jain</b>	<b>Shri Mohan Lal Mangla</b>
Date of Birth	1st January, 1956	9th June, 1950	10th September, 1940
Date of Appointment	30th March, 2003	30th March, 2003	7th October, 1997
Expertise in specific Professional areas	Well experienced in Industrial Management.	Experienced in Running and Managing Industry.	Vast legal experience including Intellectual Property Rights.
Qualifications	Graduate	Graduate	Law Graduate and Advocate
List of other Indian Public Limited Companies in which Directorship held	Nil	Nil	Nil
Chairman/Member of the Committee of Board of other Public Limited Companies	Nil	Nil	Nil
Number of Shares held in the Company	Nil	2000 Shares	1000 Shares (Jointly with Aman Mangla)
<b>Name of Director</b>	<b>Shri Vijender Kumar Jain</b>	<b>Shri Vijay Kumar Sood</b>	
Date of Birth	18th June, 1955	17th June, 1943	
Date of Appointment	31st October, 2012	1st May, 2007	
Expertise in specific Professional areas	Vast experience as practicing Chartered Accountant in Finance, Accounts, Audit, Taxation and Company Law Matters.	Event Management and Sports Goods Promotion	
Qualifications	Chartered Accountant	Graduate	
List of other Indian Public Limited Companies in which Directorship held	Nil	Nil	
Chairman/Member of the Committee of Board of other Public Limited Companies	Nil	Nil	
Number of Shares held in the Company	Nil	Nil	