

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

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

Website: www.cosco.in; Email: [mail@cosco.in](mailto:mail@cosco.in); Tel: 91-11-23843000; Fax: 91-11-23846000

### **NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS**

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies  
(Management and Administration) Rules, 2014]

Dear Member(s),

Sub: Passing of Special Resolutions

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), relating to passing of resolutions by postal ballot (the Postal Ballot Rules") Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolutions appended below are for the purpose of :-

- (1) To authorize Board of Directors of the company for creating charge on all or any of the Properties/Assets of the company by way of mortgage and/or hypothecation and/or pledge etc. pursuant to the provisions of Section 180(1)(a) of The Companies Act, 2013 ("Act") and
- (2) To authorize Board of Directors of the company to Borrow any sum of money upto a limit of Rs. 100 Crores pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act")

These Resolutions are proposed to be passed as Special Resolutions by the Members through postal ballot / electronic voting (e-voting). The proposed resolutions, along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form with Postage Prepaid Envelope is enclosed for your consideration.

#### **SPECIAL BUSINESS**

##### **PROPOSED RESOLUTIONS :**

###### **Item no. 1**

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

"RESOLVED THAT in supersession of all the resolutions passed by shareholders in the past under the applicable provisions of The Companies Act, 1956 and pursuant to the provisions of Section 180(1)(a) of The Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage and/or hypothecate and/or pledge and / or charge, in addition to the mortgages, hypothecation, pledge and / or charges already created which also stand ratified herewith, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, all or any of the movable and / or immovable properties of the Company (both present and/or future) and/or any other assets and/or properties, either tangible or intangible, of the Company and/or the whole or part of any of the undertaking(s) of the Company, in favor of Bank(s) and/or Financial Institution(s) and/or Lender(s) and/or Agent(s) and/or Trustee(s) of Debentures/Bonds /Security holders, for securing the borrowing availed or to be availed by the Company, by way of Term Loan(s) , Working Capital Loan(s)-Fund Based and/or Non Fund Based, Debentures (comprising fully / partly Convertible Debentures and / or Non- Convertible Debentures and/or any other securities or otherwise, in foreign currency and/or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the exchange rate(s) and the Board be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

###### **Item No. 2**

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

"RESOLVED THAT in supersession of all the resolutions passed by shareholders in the past under the applicable provisions of The Companies Act, 1956 and pursuant to the provisions of Section 180(1)(c) of The Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money including non-fund based facilities by way of Term Loan(s) , Working Capital Loan(s), cash credit(s), advance or deposits, loans or bill discounting whether unsecured or secured by mortgage, charge, hypothecation, lien and/or pledge of the Company's properties / assets-immovable or movable, tangible or

intangible, Inventories viz. raw materials, work in process, stock –in trade, stores and spares, tools etc.; receivables & bills, and/or all or any of the undertaking(s) of the Company, as may be required for the purpose of the business of the Company, from Bank(s) and/or Financial Institution(s) and/or NBFC(s) and/or other persons and/or Firms, and/or Bodies Corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 100 crores (Rupees One Hundred Crore only) and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing(s), at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.”

By Order of the Board of Directors  
For Cosco (India) Limited

(Sudha Singh)  
Company Secretary  
ACS – A33371

Place: Delhi

Date : 12<sup>th</sup> August, 2015

## Notes

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Postal Ballot Form for voting by you as a Member of the Company is enclosed.
3. The Board of Directors of the Company has appointed Mr. Ravi. Sharma, a Practising Company Secretary(FCS 4468) Partner of M/s. RSM&Co, Practising Company Secretaries, D-63, JFF Complex, Jhandewalan, New Delhi-110055; as scrutinizer for conducting this Postal Ballot Voting Process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on August 22, 2015 by post / courier and also electronically by Email to those members who have registered their email IDs with Company/ Depository Participants. The Notice has been also published on the website of the Company [www.cosco.in](http://www.cosco.in) .
5. As required by rule 22(3) of the Companies (Management and Administration) Rules, 2014 details of dispatch of Notice and Postal Ballot Paper to Members will be published in atleast one (1) English and one (1) vernacular language newspaper circulating in delhi.
6. Members are requested to read carefully the instructions printed on the postal ballot form and return the form duly completed, in the attached self address postage prepaid envelop, so as to reach the Scrutinizer on or before 28<sup>th</sup> September, 2015 . Please note that any Postal Ballot form(s) received after the said date will be treated as not having received. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman/ or any Director of the Company duly authorized, on or before October 1<sup>st</sup> , 2015 (Thursday), at the registered office of the Company and will also be displayed on the website of the Company ([www.cosco.in](http://www.cosco.in)), besides being communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agents on the said date.
7. The Company also offers E-Voting facility.  
In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
8. Members who wish to vote through Postal Ballot form (instead of E-voting) can download Postal Ballot Form from the Link <https://www.evoting.nsd.com> or <http://www.cosco.in> or seek duplicate form from R & T Agent M/s Skyline Financial Services Pvt. Ltd. D-153/A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New delhi-11 0020 Ph. 91-11- 26812682, Tele-Fax: 91-11- 26812683, E-mail ID:admin@skylinerta.com
9. The instructions for Members for voting Electronically. Are as under;
  - (a) In case of Members receiving an e-mail from NSDL
    - (i) Open the PDF file 'RHL e-voting.pdf' attached to the e-mail, using your client ID/Folio No. as password. The PDF file contains your User Id and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
    - (ii) Launch an internet browser and open <http://www.evoting.nsd.com/>
    - (iii) Click on Shareholder – Login
    - (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
    - (v) Password change menu will appear. Change the Password with a new password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your password with any person and take utmost care to keep in confidential.
    - (vi) Home page of e-voting will open. Click on e-voting –Active Voting Cycles.
    - (vii) Select 'EVEN' of Cosco (India) Limited.
    - (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
    - (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
    - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority Letter along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizier by an e-mail at [info@csrsm.com](mailto:info@csrsm.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - (b) In case of Shareholders receiving physical copy of the Notice of Postal Ballot
    - (i) Initial Password is provided, as follows, at the bottom of the Postal Ballot Form

EVEN (E-Voting Event Number)	USER ID	PASSWORD

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- (c). In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and e-voting user manual available in the downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) .
- (d). If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- (e). Login to e-voting website will be disabled upon five unsuccessful attempts to key-in correct password. In such an event, you will need to go through 'Forgot Password' option available to the site to reset the same.
- (f). Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are shareholder.
- (g). The voting rights shall be as per the number of equity share held by the member(s) as on 22.08.2015. Members are eligible to cast vote electronically only if they are holding shares as on that date.
10. The voting period begins on August 30, 2015 (Sunday) (09:00 Hours (IST)) and ends on September 28, 2015 (Monday) (17:00 Hours (IST)). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 22, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter
11. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
12. Kindly Take note that vote once cast cannot be modified.
13. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), and [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
14. If you are already registered with NSDL for e-voting than you can use your existing user ID and password for casting your vote.

**Annexure to the Notice**

**Statement pursuant to Sections 102 of The Companies Act, 2013**

Item nos. 1 & 2

The members of the Company in the past had approved resolutions for mortgaging the properties of the company in favour of the lenders and also for exercising the borrowing limits for the purpose of business of the company.

Pursuant to provisions of Section 180, 180(1)(a), 180(1)(c) of the Companies Act, 2013 and Rules framed thereunder, consent of the Shareholders by a special resolution is required to enable the Board of Directors to exercise borrowing powers which, in aggregate, may exceed the Paid-up Capital and Free Reserves of the Company and to create charge on movable/immovable Properties /Assets of the Company in favor of the lender(s) since for securing the borrowings, the Company may need to create Charge/Mortgage over all or any of the movable and/or immovable properties of the Company, both present and future, wherever situated in favour of Banker(s)/Financial Institutions/ lenders/trustee(s)/agent(s) in addition to charges/mortgages already created in favour of lender(s).

The mortgage and/or charge by the Company on its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustee(s) may be regarded as disposal of the Company undertaking(s) within the meaning of section 180 (1)(a) of the Companies Act, 2013.

It is imperative that such an authority is required to be delegated to the Board of Directors or its Committee for carrying on the business of the Company in the ordinary course and the Board is of the view that borrowing limits of up to Rs. 100 Crores would be sufficient to carry on the business in future.

It is, therefore, necessary for the members to pass Special Resolutions under Section 180 (1)(a) and 180 (1)(c) and other applicable provisions of the Companies Act 2013 as set out at Item No. 1 and 2 of the Notice.

The Board of Directors of the company at its meeting held on 12.08.2015 had approved these proposals subject to your approval.

None of the Directors / Key Managerial Personnel and their relatives are interested or concerned, financially or otherwise in the special resolution(s) set out under Item No: 1 & 2 of the Notice.

The Board recommends the Special Resolutions set out at Item No. 1 and 2 of the Notice for approval by the shareholders

By Order of the Board of Directors  
For Cosco(India)Limited

(Sudha Singh)  
Company Secretary  
ACS – A33371

Place: Delhi

Date : 12<sup>th</sup> August, 2015

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

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

Website: www.cosco.in; Email: [mail@cosco.in](mailto:mail@cosco.in);

Tel: 91-11-23843000; Fax: 91-11-23846000

Serial No.....

**POSTAL BALLOT FORM**

(Please read the instructions before filling the form)

1. Name(s) & Registered Address of the Sole/First Named Member (s) /Beneficial Owner(s) (in Block Letters) :
2. Name(s) of the Joint Holders(s), If Any :
3. Registered Folio No./DP ID No./Client ID No\* :  
(\* Applicable to investors holding shares in demat form)
4. Number of Equity Share(s) held :
5. I/We hereby exercise my/our vote(s) in respect of the Special Resolutions to be passed through postal ballot e-voting, by conveying my /our assent or dissent to the said Resolutions by placing tick ('✓') mark in the appropriate box below:

Resolution No/	Description	No. of Shares Shares	I/We assent to the Resolution (for)	I/We dissent to the Resolution (Against)
1.	To authorize Board of Directors of the company for creating charge on all or any of the Properties/Assets of the company by way of mortgage, hypothecation and/or pledge etc. pursuant to the provisions of Section 180(1)(a) of The Companies Act, 2013 ("Act").			
2.	To authorize Board of Directors of the company to Borrow any sum of money upto a limit of Rs. 100 Crores pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act")			

Place : .....

Date: .....

Signature of the Member

#Email.....# Tel. No.....

**ELECTRONIC VOTING PARTICULARS**

Company's EVSN	User ID	Password

**Last date for receipt of the Postal Ballot form by the Scrutinizer is 28<sup>th</sup> September 2015** (before the close of the working Hours i.e 5.00 P.M) Please note that any Postal Ballot forms(s) received after this date will be treated as not having been received.

**Note : Please read the instructions printed overleaf carefully before exercising your vote**

**INSTRUCTIONS**

Member(s) can opt only one mode for voting i.e. either by Physical ballot or e-voting . In case you are availing both modes, then voting done through Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

**PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT**

- 1) A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
- 2) The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- 3) This Postal Ballot Form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per Specimen Signature registered with the Company) by the first name member and in his absence by the next named member. In case Postal Ballot Form is Signed through delegate, a copy of Power of attorney attested by the member shall be annexed to the ballot.
- 4) There will be one Postal Ballot form for every Folio /Client Id irrespective of number of Joint holders.
- 5) The Signature of the Member on this Postal Ballot Form should be as per the Specimen signature furnished by NSDL/CDSL or registered with the Company, in respect of Shares held in dematerialised form or in physical form , respectively . In complete, unsigned or incorrect Postal Ballot form will be rejected. However, the Scrutinizer decision in this regard shall be final and binding.
- 6) In case of Shares held by Companies, Trusts, Societies, etc. , the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution/ authority.
- 7) The votes should be cast either in favour or against by putting the tick ("")mark in the column provided for assent or dissent . Postal Ballot form bearing tick marks in both the columns will render the Postal Ballot Form invalid.
- 8) Duly Completed and Signed Postal Ballot forms should reach the Company / Scrutinizer not later than the Close of working hours (05.00 P.M) on 28<sup>th</sup> September , 2015 .Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member(s) has not been received.
- 9) Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the Member(s) /Beneficial Owner(s) on the date of dispatch of the Notice.
- 10) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed envelop (except the Board Resolution/Authority specified in point no. (6) herein above) as all such envelopes will be sent to the Scrutinizer and any extraneous papers found in such envelope would be destroyed by the Scrutinizer.
- 11) A member may requires for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in point no. (8) herein above.
- 12) Company is pleased to offer e-voting facility as an alternative, for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot form. E-voting is optional.
- 13) The scrutinizer's decision on the validity of a Postal Ballot will be final.
- 14) The Postal Ballot shall not be exercised by a Proxy

**PROCESS FOR MEMBERS OPTING FOR E-VOTING**

- (a) In case of Members receiving an e-mail from NSDL
  - (i) Open the PDF file 'RHL e-voting.pdf' attached to the e-mail, using your client ID/Folio No. as password. The PDF file contains your User Id and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
  - (ii) Launch an internet browser and open <http://www.evoting.nsd.com/>
  - (iii) Click on Shareholder – Login
  - (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
  - (v) Password change menu will appear. Change the Password with a new password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your password with any person and take utmost care to keep in confidential.
  - (vi) Home page of e-voting will open. Click on e-voting –Active Voting Cycles.
  - (vii) Select 'EVEN' of Cosco (India) Limited.
  - (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
  - (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
  - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutitizer by an e-mail at [info@csrsm.com](mailto:info@csrsm.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- (b) In case of Shareholders receiving physical copy of the Notice of Postal Ballot.
  - (i) Initial Password is provided, as follows, at the bottom of the Postal Ballot Form

EVEN (E-Voting Event Number)	USER ID	PASSWORD

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- (c) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and e-voting user manual available in the downloads section of NSDL's e-voting website [www.evoting.nsd.com](http://www.evoting.nsd.com) .
- (d) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- (e) Login to e-voting website will be disabled upon five unsuccessful attempts to key-in correct password. In such an event, you will need to go through 'Forgot Password' option available to the site to reset the same.
- (f) Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are shareholder.
- (g) The voting rights shall be as per the number of equity share held by the member(s) as on 22.08.2015. Members are eligible to cast vote electronically only if they are holding shares as on that date.