



COSMO FERRITES LIMITED

Regd. Off: P.O. Jabli, Distt. Solan, H.P. – 173 209

CIN- L27106HP1985PLC006378

Tel: 01792-277231-32/35/36 Fax: 01792-277234

e-mail: investorservices@cosmoferrites.com

Website: www.cosmoferrites.com

NOTICE

Notice is hereby given that the Thirty Third (33rd) Annual General Meeting of the members of Cosmo Ferrites Limited will be held at its Registered Office at Jabli, District, Solan (Himachal Pradesh)-173209 on Friday, 27th September, 2019 at 03:00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the report of the Board of Directors and the Auditors of the Company thereon.

SPECIAL BUSINESS

2. To appoint Mrs. Abha Jaipuria (DIN: 00829053) as an Non Executive and Non-Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable Regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, Mrs. Abha Jaipuria (DIN: 00829053), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this 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 Non-Executive and Non-Independent Director of the Company, liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

3. To re-appoint Mr. Janardhan Pralhadrao Gupta (DIN: 07029205) as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company hereby accords its approval for the reappointment of Mr. Janardhan Pralhadrao Gupta (DIN 07029205) as Independent Non-Executive Director of the Company who meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, for a second term of five consecutive years with effect from 4th November, 2019 to 3rd November, 2024 and whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to do all other acts, deeds and things as may be necessary in this regard.”

4. To re-appoint Mr. Naresh Kumar Gupta (DIN 00214602) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company hereby accords its approval for the reappointment of Mr. Naresh Kumar Gupta (DIN 00214602), as Independent Non-Executive Director of the Company who meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, for a second term of five consecutive years with effect from 27th September, 2019 to 26th September, 2024 and whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the applicable provisions of the Companies Act, 2013, the Company hereby accords its approval for continuation of Mr. Naresh Kumar Gupta as an Independent Director on attaining the age of seventy-five years on the existing terms and conditions up to the expiry of his second term i.e. 26th September, 2024.”

RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to do all other acts, deeds and things as may be necessary in this regard."

5. To Reclassification of Mr. Ashok Jaipuria from Promoter to Public Category and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:-**

"RESOLVED THAT pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any re-enactment(s), modification(s), amendment(s) thereof for the time being in force and other applicable provisions, if any and subject to requisite approvals of the Stock Exchange and other appropriate statutory authorities, as may be necessary, approval of the members of the Company be and is hereby accorded for re-classification of Mr. Ashok Jaipuria (hereinafter referred to as "Persons Seeking Re-classification"), from "Promoter and Promoter Group" category shareholder to the "Public" category shareholder.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the officers authorized by the Board in this regard), be and are hereby authorized to take all necessary steps in relation to aforesaid re-classification, to do all such acts, deeds and things as they may, in their absolute discretion deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and to make & submit all requisite applications, representations, filings, undertakings and any other documents, to the Stock Exchange and other regulatory authorities for their approval, as may be required, in order to give effect to this resolution."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Ravi Sahni & Co., Cost Accountants (Firm Registration Number 100193) appointed as the Cost Auditors of the Company by the Board for audit of the cost accounting records of the Company for the financial year ending March 31, 2020 be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Date: August 13, 2019

Place: New Delhi

**By order of the Board of Directors
Cosmo Ferrites Limited**

Head Office:

517, 5th Floor, DLF Tower-A

Jasola District Centre,

New Delhi- 110025

CIN:- L27106HP1985PLC006378

e-mail:- investorservices@cosmoferrites.com

**Amrish Jaipuria
Chairman**

NOTES:

1. As a measure of economy, copies of Annual Report shall not be distributed at the Meeting, therefore members are requested to bring their own copy at the Meeting.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. PROXY SHALL NOT BE ENTITLED TO SPEAK AT THE MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
3. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
5. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.

6. Voting through electronic means

- (a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its member the facility to exercise their right to vote on Resolutions proposed to be considered at the forthcoming Annual General Meeting by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL).
 - (b) That the facility for voting, through Ballot Paper shall also be made available at the Meeting & Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
 - (c) That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again. The instructions for electronic voting are attached separately with the notice of Annual General Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 8. The Register of Members and share Transfer Books of the Company will be closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (Both days inclusive).
 9. The Register of Directors and Key managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection by the members.
 10. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
 11. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
 12. The Members are also requested to notify any change in their addresses immediately to the Company's Share Registrar and Transfer Agents **M/s. Alankit Assignments Limited, 3E/7, Alankit Heights, Jhandewalan Extension, New Delhi 110 055**.
 13. Members / Proxy holders are requested to produce at the entrance of the Meeting hall the enclosed admission slip duly completed and signed.
 14. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
 15. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
 16. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the Registrar and Transfer Agents, M/s Alankit Assignments Limited.
 17. Pursuant to the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the information about the Directors proposed to be appointed/ re-appointed is given in the Annexure to the Corporate Governance Report.
 18. The Securities 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 Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.

Important Communication to Members

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

ITEM NO. 2

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. Abha Jaipuria as an Additional Director of the Company with effect from August 13, 2019.

In terms of the provisions of Section 161(1) of the Act, Mrs. Abha Jaipuria would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Abha Jaipuria for the office of Director of the Company.

Mrs. Abha Jaipuria is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The resolution seeks the approval of members for the appointment of Mrs. Abha Jaipuria as Director of the Company pursuant to provision of the Companies Act, 2013 and the Rules made thereunder. She will be liable to retire by rotation.

Brief resume of Mrs. Abha Jaipuria, nature of his expertise in specific areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure forming part of this notice.

This Statement may also be regarded as a disclosure with the Stock Exchanges. Save and except Mrs. Abha Jaipuria and Mr. Ambrish Jaipuria, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

ITEM No. 3

The Members of the Company in the 29th Annual General Meeting had appointed Mr. Janardhan Pralhadrao Gupta as Independent Director of the Company for a period of five consecutive years effective from 4th November, 2014.

The Board of Directors of the Company (on the recommendation of HR, Nomination and Remuneration Committee) in its meeting held on 13th May, 2019 subject to approval of members has recommended re-appointment of Mr. Janardhan Pralhadrao Gupta as Independent Director of the Company for second consecutive term of 5 years effective from 4th November, 2019 not being liable to retire by rotation.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the candidature of Mr. Janardhan Pralhadrao Gupta for the office of Independent Director of the Company.

Mr. Janardhan Pralhadrao Gupta is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received a declaration from Mr. Janardhan Pralhadrao Gupta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Listing Regulations.

In the opinion of the Board, Mr. Janardhan Pralhadrao Gupta fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Janardhan Pralhadrao Gupta is Independent of Management.

Brief resume of Mr. Janardhan Pralhadrao Gupta, nature of his expertise in specific areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations and SS-2 Secretarial Standards on General Meetings, are provided in the Annexure forming part of this notice.

In the opinion of the Board of Directors, Mr. Janardhan Pralhadrao Gupta is person of high repute, integrity and have rich and varied experience . The Board considers that his continued association would benefit the Company and it is desirable to continue to avail his services.

Copy of the draft letter for appointment of Mr. Janardhan Pralhadrao Gupta as an Independent Director setting out the terms and conditions and other relevant documents are available for inspection by members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting and is also available on the website of the Company at www.cosmoferrites.com

Except Mr. Janardhan Pralhadrao Gupta 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. 3 of the

accompanying Notice of the AGM. Mr. Janardhan Pralhadrao Gupta is not related to any Director of the Company. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No. 4

The Members of the Company in the 28th Annual General Meeting had appointed Mr. Naresh Kumar Gupta as Independent Director of the Company for a period of five consecutive years upto the conclusion of AGM to be held in 2019

The Board of Directors of the Company (on the recommendation of HR, Nomination and Remuneration Committee) in its meeting held on 13th May, 2019 subject to approval of members has recommended re-appointment of Mr. Naresh Kumar Gupta as Independent Director of the Company for consecutive term of 5 years effective from AGM 2019 not being liable to retire by rotation.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the candidature of Mr. Naresh Kumar Gupta for the office of Independent Director of the Company.

Mr. Naresh Kumar Gupta is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received a declaration from Mr. Naresh Kumar Gupta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Listing Regulations.

In the opinion of the Board, Mr. Naresh Kumar Gupta fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Naresh Kumar Gupta is Independent of Management.

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1st April, 2019, continuation of an existing non-executive Director beyond the age of 75 years requires approval of shareholders via special resolution.

Since Mr. Gupta is already above the age of 75 years (Date of Birth 15th April, 1938), his appointment requires shareholders approval by special resolution.

Brief resume of Mr. Naresh Kumar Gupta, nature of his expertise in specific areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations and SS-2 Secretarial Standards on General Meetings, are provided in the Annexure forming part of this notice.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Naresh Kumar Gupta would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

Copy of the draft letter for appointment of Mr. Naresh Kumar Gupta as an Independent Director setting out the terms and conditions and other relevant documents are available for inspection by members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting and is also available on the website of the Company at www.cosmoferrites.com

Except Mr. Naresh Kumar Gupta, 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. 4 of the accompanying Notice of the AGM. Mr. Naresh Kumar Gupta is not related to any Director of the Company.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM No. 5

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification, variation or re-enactment thereof for the time being in force) has provided a regulatory mechanism for re classification of any Promoter/ Promoter group person as a Public Shareholder.

In this regard, the Company received application from Mr. Ashok Jaipuria pursuant to Regulation 31A of the Listing Regulations for classifying him under the Public Category.

The Board of Directors of the Company at their meeting held on November 10, 2018 and May 13, 2019 approved his application for reclassification from Promoter to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock exchanges based on declaration received from Mr. Ashok Jaipuria.

As the members are aware that Mr. Ashok Jaipuria, the past Chairman and Director of the Company resigned from Directorship on June 07, 2017 and handed over the responsibilities to his son, Mr. Ambrish Jaipuria.

Now, as a part of succession planning, Mr. Ashok Jaipuria feels that its opportune time for him to step down from the Promotership as well in the Company and has accordingly requested the Company to classify him as Non Promoter and as

such Mr. Ashok Jaipuria will not be promoter of the Company upon the passing of this resolution and upon receipt of requisite regulatory approvals.

Mr. Ashok Jaipuria, the proposed outgoing promoter, fulfills the conditions specified in SEBI (LODR) Regulations as under:

- a) He holds Nil shareholding in the total paid up capital of the Company.
- b) He does not exercise any control over the affairs of the Company directly or indirectly.
- c) He does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- d) He is not represented on the Board of Directors (including not having a nominee director) of the ~~listed entity~~ Company.
- e) He does not act as a key managerial person in the Company.
- f) He is not a 'wilful defaulter' as per the Reserve Bank of India Guidelines.
- g) He is not be a fugitive economic offender.

The Board of Directors is of the opinion that since his resignation from Directorship, Mr. Ashok Jaipuria has not been involved in the Company's management. Further, he holds Nil shareholding in the total paid up capital of the Company. Accordingly, it is not warranted to classify Mr. Ashok Jaipuria in the Promoter Category.

Shareholding Pattern of the Company before and after proposed Reclassification:

Category	Shareholding Pre-Reclassification		Shareholding Post Reclassification	
	No. of Shares	%	No of Shares	%
Promoter and Promoter Group	7637500	63.49	7637500	63.49
Public	4392500	36.51	4392500	36.51
Total	12030000	100	12030000	100

Further, in accordance with Regulation 31A of the Listing Regulations, the said reclassification requires the approval of the Stock Exchange, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchange for granting such approval, the Stock exchange, inter alia, require that the Company obtain the consent of the shareholders of the Company, for the said reclassification.

The Board therefore, recommends the passing of the Resolutions as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution except that Mr. Ambrish Jaipuria may be deemed to be concerned or interested in the resolution being related to proposed outgoing Promoter.

ITEM No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 as per the following detail. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be determined by the shareholders of the Company.

Name of the Cost Auditor	Industry	Audit fees (Rs. in lakhs)
Mr. Ravi Sahni	Electricals or Electronic Machinery	1.50 lakhs

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

Date: August 13, 2019

Place: New Delhi

**By order of the Board of Directors
Cosmo Ferrites Limited**

Head Office:

517, 5th Floor, DLF Tower-A

Jasola District Centre,

New Delhi- 110025

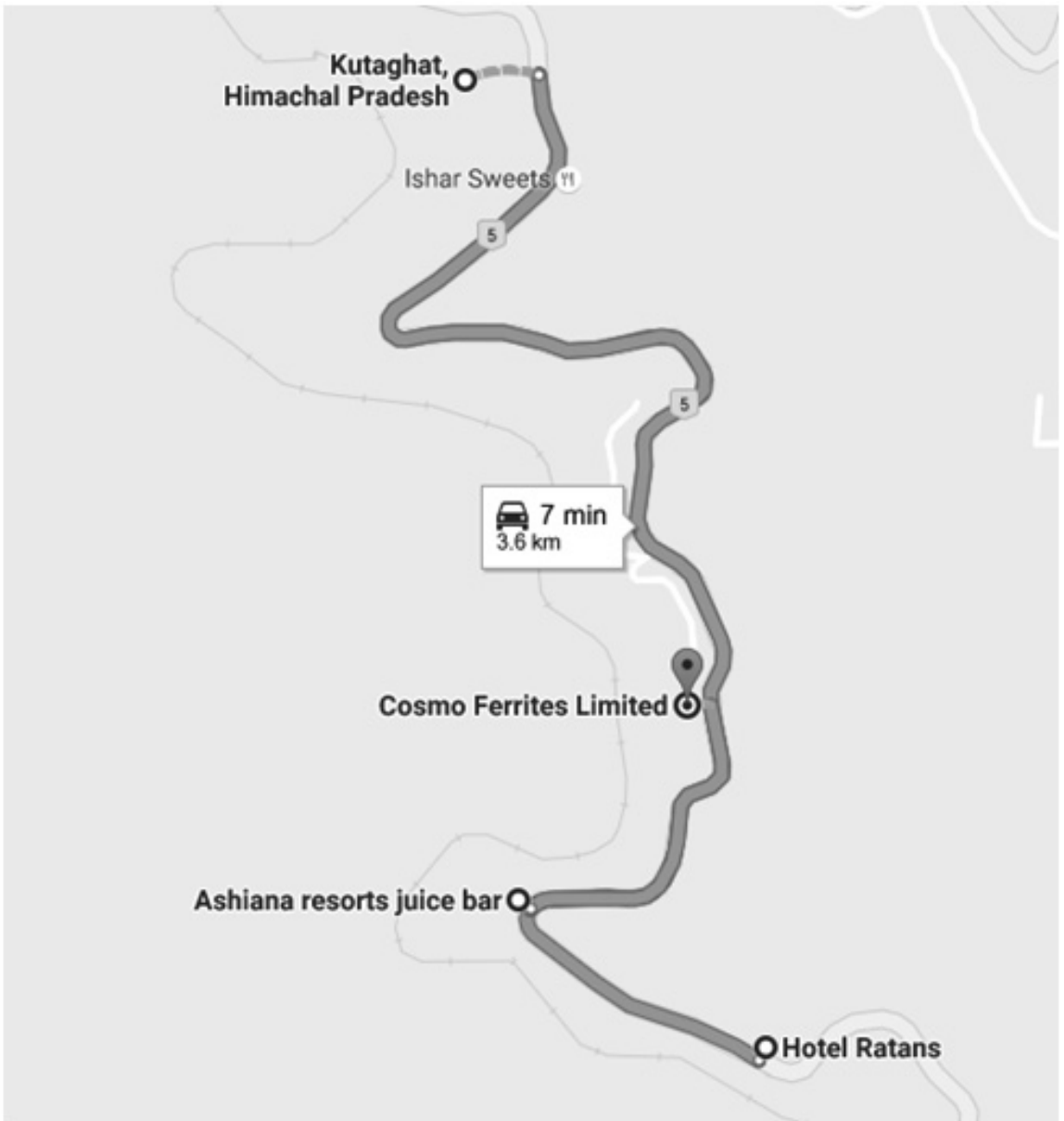
CIN:- L27106HP1985PLC006378

e-mail:- investorservices@cosmoferrites.com

**Ambrish Jaipuria
Chairman**

Route Map to the AGM Venue

Venue: Cosmo Ferrites Limited, Jabli, Distt Solan, H.P.-173209



Distance from **Kutaghat**, H.P. : 1.1 Km (Via NH5)

Distance from **Hotel Ratans** : 650 M (Via NH5)

Distance from **Ashiana Resorts Juice bar** : 350 M (Via NH5)

ANNEXURE - A TO THE NOTICE OF 33RD ANNUAL GENERAL MEETING**Details of the Directors seeking Appointment/Re- Appointment at the 33rd Annual General Meeting of Cosmo Ferrites Limited**

Name of the Director	Mrs. Abha Jaipuria	Mr. Janardhan Pralhadrao Gupta
Date of Birth	April 13, 1956	December 12, 1952
Qualifications	Commerce Graduate	Commerce Graduate from University of Rajasthan
Nature of Expertise	Experience in strategic planning, marketing and restructuring of business operation	Mr. Janardhan Pralhadrao Gupta has over three decades of experience in the field of Accounts, Finance, Secretarial, Purchase, Logistics, new Projects, HR, Legal and various Commercial functions.
Date of Appointment/ Re-appointment	August 13, 2019	November 04, 2019
Name of other Companies in which he holds Directorship	Savita Investment Company Limited	NIL
Name of the Committees of other Companies of which he holds Membership/Chairmanship	NIL	NIL
Shareholding in the Company	7500 Equity Shares	NIL

Name of the Director	Mr. Naresh Kumar Gupta	
Date of Birth	April 15, 1938	
Qualifications	B.E. (Electrical), B. Sc	
Nature of Expertise	General, Strategic & Project MGT, Turnaround Strategy etc.	
Date of Appointment/Re -appointment	September 27, 2019	
Name of other Companies in which he holds Directorship	1. Lohia Corp Limited 2. Threads (India) Limited 3. Blue Circle Medi Services Private Limited 4. Atura Financial Services Private Limited	
Name of the Committees of other Companies of which he holds Membership/Chairmanship	NIL	
Shareholding in the Company	NIL	

Note: Only Audit & Stakeholders Relationship Committee have been considered

The instructions for members for voting electronically are as under:-

- (i) The remote e-voting facility begins on Tuesday, 24th September, 2019 from 10.00 A.M. (IST) and ends on Thursday, 26th September, 2019 at 05:00 P.M. (IST). During the e-voting period, shareholders' of the Company holding shares either in physical form or dematerialized form, as on the cut off date i.e. 20th September, 2019 may cast their vote electronically. The remote e-voting facility shall be disabled by CDSL for voting thereafter
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders/Members
- (v) Now enter your User ID:-s
 - (a) For CDSL : 16 digits beneficiary ID
 - (b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID
 - (c) Members holding shares in physical form should enter Folio Number registered with the Company
- (vi) Next enter the image verification code / captcha code as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below. (Applicable for the Members holding shares in demat form and in physical form)
- (ix) Now, fill up the following details in the appropriate boxes:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xiii) Click on the relevant EVSN of "**Cosmo Ferrites Limited**" on which you choose to vote.
- (xiv) On the voting page, you will see "**Resolution Description**" and against the same the option "**YES/NO**" for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.

- (xv) Click on the **"Resolutions File Link"** if you wish to view the entire Resolutions.
- (xvi) After selecting the resolution you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take print out of the voting done by you by clicking on **"Click here to print"** option on the Voting Page.
- (xix) If Demat account holder has forgotten the changed login password then enter the User ID and image verification code/ captcha code and click on **Forgot Password** & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) **Note for Institutional Shareholders :**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 20th September, 2019 may follow the same instructions as mentioned above for e-Voting.
- (xxiii) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on cut-off date of 20th September, 2019.
- (xxiv) The Board of Directors of the Company at their meeting held on 13th May, 2019 has appointed DMK Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner whose e-mail is deepak.kukreja@dmkassociates.in.
- (xxv) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cosmoferrites.com and on the website of CDSL e-Voting and simultaneously communicated to the Stock Exchanges.
- (xxvi) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.



COSMO FERRITES LIMITED

Regd. Off: P.O. Jabli, Distt. Solan, H.P. – 173 209

CIN- L27106HP1985PLC006378

Tel: 01792-277231-32/35/36 Fax: 01792-277234

e-mail: investorservices@cosmoferrites.com, Website: www.cosmoferrites.com

ATTENDANCE SLIP

33rd Annual General Meeting – 27th September, 2019

Serial No.	:	
Name & Address of the Shareholder	:	
User ID/ Folio No./ *DP ID. & Client ID <small>(*Applicable for investors holding shares in electronic form)</small>	:	No. of Shares : EVSN No. :
PAN/ E-Voting Sequence No.	:	

I certify that I am member/ proxy/authorized representative for the member of the Company.

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Friday, September 27, 2019 at 3:00 PM at Registered Office, Jabli, Distt. Solan, (H.P.)-173209 or any adjournment thereof.

Further, please register/update my/our under mentioned E-mail Id for sending all future Company's correspondence:

Email ID:

.....
Signature of Shareholder(s)

.....
Signature of Proxy/ Authorised Representative

- Notes:
- Members/Proxy holders are requested to bring this slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall duly signed.
 - Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

Name of the members:	
Registered Address:	
E-mail Id:	Folio No/ *Client Id: *DP id:

I/ We, being the member(s) of shares of Cosmo Ferrites limited, hereby appoint:

- of having e-mail id or failing him
 - of having e-mail id or failing him
 - of having e-mail id or failing him
- and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Friday, September 27, 2019 at 3:00 P.M. at Registered Office, Jabli, Distt. Solan, (H.P.)-173209 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	For	Against
1.	Consider and adopt audited financial statement of the Company and the Reports of the Board of Directors and Auditors for the financial year ended March 31, 2019.		
2.	Appointment of Mrs. Abha Jaipuria (DIN: 00829053) as an Non-Independent and Non-Executive Director of the Company		
3.	Re-appointment of Mr. Janardhan Pralhadrao Gupta (DIN: 07029205) as an Independent Director of the Company		
4.	Re-appointment of Mr. Naresh Kumar Gupta (DIN 00214602) as an Independent Director of the Company		
5.	Re-classification of Mr. Ashok Jaipuria from Promoter to Public Category		
6.	Approval of the remuneration payable to Cost Auditors for the Financial Year 2019-20.		

(*Applicable for investors holding shares in electronic form)

Signed this day of 2019 Signature of shareholder(s)

Signature of first Proxy holder Signature of Second Proxy holder(s).....

**Affix
Revenue
Stamp**

- Notes:
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
 - It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
 - Please complete all details including details of member(s) in above box before submission.
 - For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33rd Annual General Meeting.