



## COSMO FERRITES LIMITED

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

CIN- L27106HP1985PLC006378

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Website: [www.cosmoferrites.com](http://www.cosmoferrites.com)

### NOTICE OF POSTAL BALLOT

*(Pursuant to Section 110 of The Companies Act, 2013 read with Rule 22 of The Companies (Management & Administration) Rules, 2014*

Dear Member(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) as amended from time to time read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations, the resolution appended below for **Extension of Redemption Period of Unlisted Non-Convertible 10% Cumulative Redeemable Preference Shares** is proposed for approval of the equity shareholders of the Company through postal ballot by remote e-voting process.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts for the aforesaid approvals and the reasons thereof is annexed hereto for your consideration.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. The remote e-voting process commences from 9:00 a.m (IST) on Thursday, January 25, 2024 and ends at 5.00 p.m (IST) on Friday, February 23, 2024. Shareholders are requested to read the instructions in the Notes under the section “Instructions relating to e-voting” in this postal ballot notice (“**Postal Ballot Notice**”) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 pm IST on Friday, February 23, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Board of Directors of the Company, at its meeting held on January 19, 2024 appointed Ms. Monika Kohli, Partner DMK Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot only through remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Sunday, February 25, 2024 and communicated to BSE Limited (“BSE”), and Central Depository Services (India) Limited (“CDSL”) and will also be displayed on the Company’s website [www.cosmoferrites.com](http://www.cosmoferrites.com)

#### **Resolution:**

#### **EXTENSION OF REDEMPTION PERIOD OF UNLISTED NON-CONVERTIBLE 10% CUMULATIVE REDEEMABLE PREFERENCE SHARES**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 48 and 55 and other applicable provisions of the Companies Act, 2013 read with the all applicable Rules made there-under (including any amendment/modifications thereto or re-enactment thereof for the time being in force), and in accordance with the relevant provisions of the Articles of the Company and subject to such other approvals, permissions and sanctions, as may be necessary, the consent of the members be and is hereby accorded to enhance the redemption period of 200000, Non- Convertible 10% Cumulative Redeemable Preference Shares of Rs. 100/- each allotted in two equal tranches on January 29, 2014 and August 22, 2014 to 20 (twenty) years from their respective date of allotment or earlier at the option of the Company.

**RESOLVED FURTHER THAT** all other terms and conditions of the said Preference Shares shall remain same.

**RESOLVED FURTHER THAT** the Board is hereby authorised to do all such acts, deeds, matters and things, as may be necessary and expedient to give effect to this resolution."

New Delhi  
January 19, 2024

By order of the Board of Directors  
Cosmo Ferrites Limited

Head office:  
517, 5<sup>th</sup> Floor, DLF Tower-A,  
Jasola District Centre,  
New Delhi-110025

Sd/-  
Rajesh Kumar Gupta  
Director  
DIN: 08615199

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the Special Business is annexed hereto.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, January 19, 2024.
3. The relevant details, pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director being appointed are also annexed to this Notice.
4. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to participate for the E - voting. Corporate Shareholders intending to authorize their representatives to vote are requested to send a certified copy of the Board resolution / authorization letter via Email at [investorservices@cosmoferrites.com](mailto:investorservices@cosmoferrites.com)
5. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.cosmoferrites.com](http://www.cosmoferrites.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
6. Members who have not registered their email address with the Company or Depositories, may complete the email registration process as under:
  - (i) The members of the Company holding equity shares of the Company in Physical and Demat Form and who have not registered their e-mail addresses may send an e-mail to Alankit at [rta@alankit.com](mailto:rta@alankit.com)
  - (ii) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants by following the procedure prescribed by the Depository Participant.
7. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, January 19, 2024 will be considered for the purpose of e-voting.
8. Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended, and Regulation 44 of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed companies, the Company is pleased to provide e-voting facility to its Members, to exercise their right to vote on the proposed resolution by electronic means. The Company has engaged the services of CDSL as the Authorised Agency to provide e-voting facilities.
9. The e-voting period begins from 9:00 a.m (IST) on Thursday, January 25, 2024 and ends at 5.00 p.m (IST) on Friday, February 23, 2024. 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. Friday, January 19 2024, may cast their vote electronically. The e-voting facility shall be disabled by CDSL for voting thereafter. The instructions for e-voting are provided as part of this Postal Ballot Notice ("Instructions relating to E-voting").
10. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Friday, February 23, 2024 i.e., the last date specified for receipt of votes through the e-voting process and the said resolution shall deemed to have been passed as if it is passed at a General Meeting of the Members.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly

authorised, on or before Sunday, February 25, 2024 and will also be displayed on the website of the Company at [www.cosmoferrites.com](http://www.cosmoferrites.com), besides being communicated to the Stock Exchanges and Depository.

New Delhi  
January 19, 2024

By order of the Board of Directors  
Cosmo Ferrites Limited

Head office:  
517, 5<sup>th</sup> Floor, DLF Tower-A,  
Jasola District Centre,  
New Delhi-110025

Sd/-  
Rajesh Kumar Gupta  
Director  
DIN: 08615199

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013**

#### **Extension of Redemption Period of Unlisted Non-Convertible 10% Cumulative Redeemable Preference Shares**

The Board of Directors allotted 200000 (Two Lakh) Non-Convertible 10% Cumulative Redeemable Preference Shares Rs. 100/- (Rupees One Hundred) each aggregating to Rs. 2,00,00,000/- (Rupees Two Crore) to promoter and promoter group entities of the Company as under-

| <b>Date of Allotment</b> | <b>No. of Shares</b> | <b>Face Value</b> | <b>Amount</b>    |
|--------------------------|----------------------|-------------------|------------------|
| January 29, 2014         | 100000               | Rs.100            | Rs.1,00,00,000/- |
| August 22, 2014          | 100000               | Rs.100            | Rs.1,00,00,000/- |

As per the terms and conditions of allotment, the said preference shares were due for redemption on completion of 10 years from the date of respective allotment or earlier at the option of the Company.

Section 55 of the Companies Act, 2013 provides that redeemable preference shares can be issued for a maximum period of 20 years. Further pursuant to Section 48 of the Companies Act, 2013 and other applicable provisions, if any, since the share capital of company is divided into different classes of shares, the rights attached to the shares of any class may be varied with the consent in writing of not less than three -fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class.

In view of present constrained profitability and cashflow position of the Company, the Board of Directors in their meeting held on 19<sup>th</sup> January 2024 have decided that subject to the approval of the shareholders of the Company, the redemption period of said preference shares be extended to 20 (twenty) years from the date of their allotment or earlier at the option of the Company. The approval of the Preference Shareholders is being sought separately by means of written consent.\*

As the above proposal may be considered as affecting the rights of the existing equity shareholders of the Company, their consent is being sought by way of this Special Resolution. The Board recommend the Special Resolution for approval of the Members, in the best interest of the Company.

Except Mr. Ambrish Jaipuria, Managing Director and / or his relatives and/or promoter group entities none of the other Directors and Key Managerial Personnel (KMP) or their relatives is concerned or interested, financially or otherwise in the resolution.

\* As on the date of dispatch of this postal ballot notice, the preference shareholders have duly accorded their consent for extending the redemption period.

### **INSTRUCTIONS RELATING TO E-VOTING:**

#### **I. PROCESS AND MANNER FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE**

- (i) The voting period begins on from 9:00 a.m (IST) on Thursday, January 25, 2024 and ends at 5.00 p.m (IST) on Friday, February 23, 2024. 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 Friday, January 19, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**STEP-1 Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b> | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/Id easDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/Id easDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon</li> </ol>  |

“Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

|  |   |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
|--|---|

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type  | Helpdesk details   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000         |

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|   | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>  |
|---|---|
| PAN   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend Bank Details <b>OR</b> Date of Birth (DOB) | 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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>                 |

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investorservices@cosmoferrites.com](mailto:investorservices@cosmoferrites.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [rta@alankit.com](mailto:rta@alankit.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.**

**All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.**