



COSMO FERRITES LIMITED

P. O. JABLI, DISTT. SOLAN, HIMACHAL PRADESH-173 209

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Cosmo Ferrites Limited will be held on Monday, 27th January, 2014 at 3:00 P.M. at the Registered Office of the Company at P. O. Jabli, Distt. Solan, H. P. 173 209, to transact the following business:-

SPECIAL BUSINESS

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

"RESOLVED THAT, pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Memorandum and Articles of Association of the Company, and subject to such conditions as may be prescribed by Board of Directors (including any committee appointed by the Board duly authorised in this behalf), consent of the members be and is hereby accorded and Board is hereby authorized to offer, issue and allot, Non-Convertible 10% Cumulative Redeemable Preference Shares of face value of Rs 100/- (Rupees Hundred only) up to a sum of Rs 2 crore (Rupees Two Crore only) on private placement basis in one or more tranches and on such further terms and conditions as the Board may decide from time to time in the best interest of the Company.

RESOLVED FURTHER THAT the aforesaid Preference shares be issued at par and be redeemed at the end of 10 (Ten) years from the date of allotment or earlier at the option of the Company.

RESOLVED FURTHER THAT for the purpose of issue and allotment of the said Preference shares, the Board of Directors/ Committee constituted for this purpose be and are hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary to give effect to this resolution in all respects and in particular to settle any difficulties or doubts that may arise with regard to the offering, issuing and allotting the Non Convertible 10% Cumulative Redeemable Preference Shares of the Company."

Place: Head Office
517, DLF Tower-A,
Jasola District Centre
New Delhi -110025

Date: 26th December, 2013

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

Sd/-

Neha Pawar
Company Secretary

NOTES

- A) The Explanatory Statement, pursuant to section 102(1) of the Companies Act, 2013, is annexed herewith.
- B) A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the Company. Proxy in order to be effective must be received by the company at its registered office, not less than 48 hours before the meeting.
- C) Members are requested to notify immediately any changes in their address.
- D) All documents referred in the notice are open for inspection at the registered office of the company between 11.00 A.M. to 1.00 P.M. on all working days up to the day of the Extra Ordinary General Meeting.
- E) Members are informed that in case of joint shareholders attending the meeting, only such joint

shareholder, who is higher in order of the names will be entitled to vote.

- F) Members/proxies should bring along with them the attendance slip duly filled in at the time of attending the meeting.
- G) 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.

Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013.

Issue of Preference Shares:

As a part of the Financial Assistance being provided by State Bank of India for capital expenditure programme and enhanced working capital facilities, the Company is required to raise fresh capital of INR 2 Crore by way of Non-Convertible Cumulative Redeemable Preference shares. It is proposed to issue the said shares on the following terms & conditions:

No. of shares	- up to 2,00,000
Face Value	- Rs 100 each
Issue Price	- at par
Dividend	- 10% cumulative
Redemption Price	- 10 years or earlier at the option of the Company
Mode of Issue	- Private Placement

The proposed resolution for further issue of capital is an enabling resolution entitling the Board or any duly constituted Committee thereof, to issue Non Convertible 10% Cumulative Redeemable Preference shares, as and when deemed fit.

In terms of provisions of the Companies Act, 1956, consent of the members is sought under Section 81(1A) of the Companies Act, 1956, for the offer, issue and allotment of the said Preference Shares, as detailed in the resolution. The Board may be authorized to issue the Preference shares, in accordance with the terms of offer, as detailed and to take necessary actions without any limitation for implementation of the resolution.

The Directors and their relatives are interested in the said resolution only to the extent of shares, if any to be subscribed by them and/or any constituents of Promoter group.

None of the Key Managerial Persons or their relatives are interested in the above resolutions.

The Board of Directors has recommended the resolution for the approval of the shareholders.

Place: Head Office
517, DLF Tower-A,
Jasola District Centre
New Delhi -110025

Date: 26th December, 2013

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

Sd/-

Neha Pawar
Company Secretary

COSMO FERRITES LIMITED

Regd office : P. O. JABLI, DISTT. SOLAN, H. P. 173 209

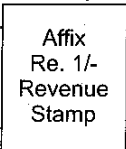
PROXY FORM

Extra-Ordinary General Meeting – 27th January, 2014

I/We.....
of.....being a member/ members of the above
named Company, hereby appoint.....of.....or failing
him/her.....of.....
as my/our proxy to vote for me/us on my/our behalf at the Extra-Ordinary General Meeting of the Company
to be held on Monday, the 27th day of January, 2014 at 3.00 P.M. at P.O. Jabli, Distt. Solan, H.P-173 209.

Signed this.....day of.....2014.

Signature.....



Regd. Folio No.....

DP. Id. No. *

Client Id. No. *

No. of Shares

Address.....

Note: This form, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Company's Registered Office not less than 48 hours before the time for holding the aforesaid meeting.

*Applicable for investors holding shares in electronic form.

COSMO FERRITES LIMITED

Regd office : P. O. JABLI, DISTT. SOLAN, H. P. 173 209

ATTENDANCE SLIP

Extra-Ordinary General Meeting – 27th January, 2014

Regd. Folio No. No. of shares.....

DP. Id. No. * Client Id. No. *

Mr./Ms.

Father's/Husband's Name

I certify that I am a registered Shareholder/Proxy for the registered Shareholder of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company on Monday, the 27th day of January, 2014 at 3.00 P.M. at P.O. Jabli, Distt. Solan, H.P-173 209.

Member's /Proxy's Name in Block Letters

Member's/Proxy's Signature

Notes : 1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
2) Member's Signature should be in accordance with the specimen signature registered with the Company.

*Applicable for investors holding shares in electronic form.

BOOK POST

If undelivered please return to :
Cosmo Ferrites Limited
517, DLF Tower - A,
Jasola District Centre
New Delhi 110 025