



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 OF POSTAL BALLOT AND E-VOTING

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

To

The Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), (including any statutory modification or re-enactment thereof for the time being in force), to the members of Cosmo Ferrites Limited ('the Company') seeking consent for the Resolutions under Special Business by way of Postal Ballot (including remote e-voting).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons therefore, is appended along with the Postal Ballot Form (the 'Form').

The Board of Directors of Company at its meeting held on February 11, 2019 has appointed M/s. DMK Associates, Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed self-addressed, postage prepaid business reply envelope, so as to reach the Scrutinizer M/s DMK Associates, Company Secretaries, on or before 5.00 p.m. IST on Thursday, March 28, 2019. Postal Ballot Forms received after that date will be strictly treated as a reply from such Member has not been received. The postage expense will be borne and paid for by the Company.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and

Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The e-voting commences on Wednesday, February 27, 2019 from 10.00 a.m (IST) and ends on Thursday, March 28, 2019, 5.00 p.m. (IST). The e-voting module shall also be disabled by CDSL for voting thereafter.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman/Director of the Company. The results of the Postal Ballot will be announced, not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to the BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website: www.cosmoferrites.com and also available on CDSL e-voting website: e-voting@cdslindia.com

In the event the resolution is approved by requisite majority of Members, the date of passing the resolution shall be deemed to be March 28, 2019 viz. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

Special Business

ITEM NO.1: APPROVAL FOR CONTINUATION OF MR. NARESH KUMAR GUPTA (DIN: 00214602) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant the applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 approval of the Members of the Company be and is hereby accorded for continuation of the Mr. Naresh Kumar Gupta (DIN:00214602), who has already attained the age of seventy five years as an Independent Director on the existing terms and condition up to the expiry of his present term i.e. September 21, 2019.

ITEM NO.2: APPROVAL FOR CONTINUATION OF DR. RAM KANT DWIVEDI (DIN: 06922891) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant the applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 approval of the Members of the Company be and is hereby accorded for continuation of Dr. Rama Kant Dwivedi (DIN: 06922891), who has already attained the age of seventy five years as an Independent Director on the existing terms and condition up to the expiry of his present term i.e. November 03, 2019.

Place: Delhi **By order of the Board of Directors**

Date: 11.02.2019 For Cosmo Ferrites Limited

Head Office **Pawan Kumar Lakhota**
517, DLF Tower A Company Secretary
Jasola, New Delhi-110025

NOTES

1) The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts for the proposed resolution is annexed hereto.

2) The notice of the Postal Ballot is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as of Friday, February 15, 2019 i.e. “the cut-off date”.

Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on February 15, 2019.

3) Members who have registered their e-mail id either with the Depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through prescribed mode under the Act.

4) In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically instead of through Postal Ballot Form.

5) Voting Period commences on Wednesday February 27, 2019 from 10.00 a.m (IST) and ends on Thursday, March 28, 2019, 5.00 p.m. (IST) for the members exercising their voting either by Postal Ballot Form or through E-voting

6) Members desiring to exercise vote by Physical Postal Ballot are requested to read the instructions carefully mentioned in the notice and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed postage prepaid business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 pm on Thursday, March 28, 2019. The postage cost will be borne by the

Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 5.00 pm on March 28, 2019 would be strictly treated as if reply from the Members has not been received.

- 7) Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
- 8) The Members can also seek duplicate Postal Ballot Form from the company Share transfer agent, Alankit Assignments Limited, Unit: Cosmo Ferrites Limited, Alankit Heights, 3E/7 Jhandewalan Extension New Delhi-110055 or Head Office of the Company i.e. Cosmo Ferrites Limited, 517, 5th Floor, DLF Tower A, Jasola District Centre, New Delhi-110025, India.

INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT:

1. A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However envelopes containing Postal Ballots, if sent by any other mode at the expense of the registered shareholder will also be accepted.
2. The self-addressed envelope contains the address of the scrutinizer appointed by the Board of Directors.
3. The Postal Ballot form should be completed and signed by the shareholder. In case of joint holding, the form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. Unsigned postal ballot or incomplete postal ballot forms will be rejected.

5. Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than 5.00 PM, Hours (IST) on Thursday, March 28, 2019. All postal ballot forms received after this date will be strictly treated as if reply from such shareholder has not been received.
6. A shareholder may request for a duplicate postal ballot form from the company Share transfer agent, Alankit Assignments Limited, Unit: Cosmo Ferrites Limited, Alankit Heights, 3E/7 Jhandewalan Extension New Delhi-110055 or Head Office of the Company i.e. Cosmo Ferrites Limited. 517, 5th Floor, DLF Tower A, Jasola District Centre, New Delhi-110025, India, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at Point No. 5. (Above this point).
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cutoff date i.e. Friday, February 15, 2019.
8. In case of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
9. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.

INSTRUCTIONS FOR E-VOTING:-

- i) The remote e-voting facility begins on Wednesday, February 27, 2019 from 10:00 a.m. (IST) and ends on Thursday, March 28, 2019 at 05:00 p.m. 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. February 15, 2019 may cast their vote electronically. The remote e-voting facility shall be disabled by CDSL for voting thereafter

- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders/ Members" tab.
- iv) 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) Members holding shares in physical form should enter Folio Number registered with the Company
- v) Next enter the image verification code / captcha code as displayed and Click on Login.
- vi) 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.
- vii) 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)
- viii) 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 has been provided in the Postal Ballot Form) • In case the sequence number is less than 8 digits enter the
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	<p>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.</p>
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<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 (iv).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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.
- xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in Postal Ballot Notice.
- xii) Click on the relevant EVSN of "**Cosmo Ferrites Limited**" on which you choose to vote.
- xiii) 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.

- xiv) Click on the **“Resolutions File Link”** if you wish to view the entire Resolutions.
- xv) 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.
- xvi) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take print out of the voting done by you by clicking on **“Click here to print”** option on the Voting Page.
- xviii) 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.
- xix) 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 the Google Play Store. Apple and Windows phone users can download the app from the App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx) **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.
- xxi) 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 February 15, 2019.
 - xxii) The Board of Directors of the Company 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
 - xxiii) 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.
 - xxiv) 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

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013

Item Nos. 1 & 2

In terms of the amendment of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 vide notification dated on 09th May, 2018, continuation of an existing non-executive director beyond the age of 75 years is required to be approved by the shareholders through Special Resolution. This comes into effect from 01 April, 2019

Since, Mr. Naresh Kumar Gupta (Date of Birth April 15, 1938) and Dr. Rama Kant Dwivedi (Date of Birth January 09, 1942) are already above the age of 75 years, their continuation as Independent Directors beyond 01st April, 2019 will require shareholder approval by special resolution.

The brief resume of said Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding is set out in this Notice as Annexure A.

The Board of Directors is of the opinion that Mr. Naresh Kumar Gupta and Dr. Rama Kant Dwivedi are persons of integrity; possess relevant expertise and vast experience. Their association as Independent Directors will be beneficial and in the best interest of the Company.

The continuation of appointment of Mr. Naresh Kumar Gupta and Dr. Rama Kant Dwivedi as

Independent Director is recommended by the Nomination and Remuneration Committee at its meeting held on February 11, 2019 and approved by the Board of Directors subject to the approval of shareholders at their meeting held on February 11, 2019. The Board of Directors accordingly recommends the Special Resolutions as mentioned at item no. 1 & 2 of this Notice for approval of the Members of the Company.

Mr. Naresh Kumar Gupta and Rama Kant Dwivedi may be deemed to be interested in the resolutions as set out at item No. 1 & 2 of the Notice with regard to continuance of their respective Directorships.

None of the other Directors and key managerial personnel are deemed to be concerned or interested, financially or otherwise in the proposed special resolution, except to the extent of their shareholding in the company.

Place: Delhi **By order of the Board of Directors**
Date: 11.02.2019 For Cosmo Ferrites Limited

Head Office
517, DLF Tower A
Jasola, New Delhi-110025

Pawan Kumar Lakhotia
Company Secretary

ANNEXURE - A TO THE NOTICE

DETAILS OF THE DIRECTORS SEEKING CONTINUATION OF PRESENT TERM

Name of the Director	Mr. Naresh Kumar Gupta	Dr. Rama Kant Dwivedi
Date of Birth	15 April, 1938	09 January, 1942
Qualifications	B.E. (Electrical), B. Sc	MBA (University of Delhi), Ph.D. (Management)
Nature of Expertise	General , Strategic & Project MGT, Turnaround Strategy etc.	Dr. Rama Kant Dwivedi has about 40 years of experience in techno commercial, academic and administrative in large and reputed organisations
Date of Appointment	22 September, 2014	04 November 2014
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	1. Reliable Data Services Limited
Name of the Committees of other Companies of which he holds Membership/ Chairmanship	NIL	Reliable Data Services Limited Stakeholder Relationship Committee - Chairman
Shareholding in the Company	NIL	NIL

Note: Only Audit & Stakeholders Relationship Committee have been considered



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POSTAL BALLOT FORM

Sr. No. :

Name & Address
Name(s) of the Joint Holder(s) if any
Registered Folio No. / DP ID No. / Client ID No.* (*Applicable to investors holding shares in the dematerialized form)
No. of shares held

I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the notice dated February 11, 2019 of the Company by sending my/our consent or dissent to the said **Special Resolutions by placing tick (✓) mark at the appropriate box below.**

Item No	Item Description	Number of Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent from the resolution (AGAINST)
1.	Approval for continuation of Mr. Naresh Kumar Gupta (DIN: 00214602) as an Independent Director. (Special Resolution)			
2.	Approval for continuation of Dr. Rama Kant Dwivedi (DIN: 06922891) as an Independent Director. (Special Resolution)			

Place: _____
Date: _____
Signature of the Equity Shareholder
(must be as per specimen signature registered with the Company/RTA/Depository)

E-VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	User ID	*PAN/Sequence Number

*Members who have not updated their PAN with the Company/Depository Participant shall use Sequence No. printed above

Note: Please read the instructions mentioned overleaf carefully before exercising the vote

Notes:

1. Please read the instructions printed below carefully before filling this form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Thursday, March 28, 2019 up to 5:00 P.M., (IST).

Instructions

1. A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However envelopes containing Postal Ballots, if sent by any other mode at the expense of the registered shareholder will also be accepted.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. The Postal Ballot form should be completed and signed by the shareholder. In case of joint holding, the form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
5. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'
6. The votes of a member will be considered invalid on any of the following grounds:
 - a) if the Postal Ballot form has not been signed by or on behalf of the member;
 - b) if the member's signature does not tally;
 - c) if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
 - d) if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
 - e) if the Postal Ballot Form is incomplete or incorrectly filled;
 - f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
7. Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than 5:00 P.M., (IST) on Thursday, March 28, 2019. All postal ballot forms received after this date will be strictly treated as if reply from such shareholder has not been received.
8. A shareholder may request for a duplicate postal ballot form from the company Share transfer agent, Alankit Assignments Limited, Unit: Cosmo Ferrites Limited, Alankit Heights, 3E/7 Jhandewalan Extension New Delhi-110055 or Head Office of the Company i.e. Cosmo Ferrites Limited. 517, 5th Floor, DLF Tower A, Jasola District Centre, New Delhi-110025, India if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at Point No. 7. (Above this point).
9. In case of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cutoff date i.e. Friday, February 15, 2019.
11. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. A member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.