



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

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

Website: www.cosco.in; Email: mail@cosco.in; Tel: 91-11-23843000; Fax: 91-11-23846000

**NOTICE OF ANNUAL GENERAL MEETING**

**(Pursuant to Section 101 of the Companies Act, 2013)**

Notice is hereby given that the Forty-Second Annual General Meeting of the Members of Cosco (India) Limited (CIN: L25199DL1980PLC010173) will be held on Thursday, the 30<sup>th</sup> September, 2021 at 12.00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS**

**Item 1**

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2021 which includes Balance Sheet as at 31<sup>st</sup> March, 2021, Statement of Profit and Loss, Cash Flow Statement of the Company and Statement of changes in Equity for the year ended 31<sup>st</sup> March, 2021 along with Notes annexed thereto and the Reports of the Directors' and the Auditors' thereon.

**Item 2**

To appoint a Director in place of Mr. Arun Jain (DIN: 01054316), who retires by rotation and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

**Item 3**

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

**"RESOLVED THAT** pursuant to the provisions of Section 164(4) of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including their modification or amendment thereof and in accordance with the Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee, and Board of Directors, the approval of the Company be and is hereby accorded to the appointment of Ms. Tejal Jain (DIN: 09219682) who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 as an Independent Director of the Company, not liable to retire by rotation to fill the casual vacancy caused by the death of Shri Vijay Kumar Sood, Independent Director.

**RESOLVED FURTHER THAT**, this term of the office of Ms. Tejal Jain shall be till 30<sup>th</sup> September, 2022 the date upto which Late Shri Vijay Kumar Sood would have held office.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)."

**Item 4**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force, and in accordance with the Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee, and Board of Directors, the approval of the Company, be and is hereby accorded to the reappointment of Shri Devinder Kumar Jain (DIN: 00191539) as Managing Director and Chief Executive Officer of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 16<sup>th</sup> March, 2022 till 15<sup>th</sup> March, 2025 as per the terms, conditions and remuneration set forth herein.

**Remuneration**

- |     |                      |   |
|-----|----------------------|---|
| i.  | Salary               | ₹3,75,000 per month w.e.f. 01.04.2021 for the current year ending 31 <sup>st</sup> March 2022 and ₹4,15,000 per month w.e.f. 01.04.2022 and thereafter with an annual increment of ₹40,000 per month w.e.f. 01.04.2023. |
| ii. | House Rent Allowance | 50% of Salary.  |

**Perquisites**

Shri Devinder Kumar Jain shall also be eligible to the following perquisites:

**Part A :** (Not to be included in ceiling on remuneration) :

- |      |  |  |
|------|--|--|
| i.   | Contribution to Provident Fund, Superannuation or Annuity Fund | Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 including any statutory modification(s) or re-enactment thereof and Rules framed thereunder. |
| ii.  | Gratuity   | Gratuity payable at a rate not exceeding half month's salary for each completed year of service.   |
| iii. | Leave Encashment   | As permissible under The Companies Act 2013 and Schedule V and Rules framed thereunder.  |

**Part B :** (To be included in ceiling on remuneration) :

- |    |                        |   |
|----|------------------------|---|
| i. | Furniture & Furnishing | The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹ 1 Lakh per annum. |
|----|------------------------|---|



ii.	Medical & Hospitalization	Actual Medical expenses including hospitalization for self and dependent members of family.
iii.	Accident Insurance Premium	Annual Premium subject to ceiling of ₹ 10,000 per annum.
iv.	Leave Travel Concession	For self and family as permissible in the Income Tax Act 1961 and Rules framed thereunder.
v.	Car with Driver	Shall be provided for use for Company's Business. In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver.
vi.	Telephone(s)	Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use.
vii.	Club(s) Fees & Expenses	Fees and expenses for self and family subject to a maximum of ₹ 50,000 per annum.
viii.	Leave encashment	As per Company rules/ terms of employment (not covered in PART A)

The perquisite value of above perquisites if so specified, shall be computed as per provisions of the Companies Act, 2013 read with Rules framed thereunder, otherwise the same shall be taken as per Income Tax Act, 1961 and Rules framed thereunder/Company Rules / other applicable Statutory provisions in force from time to time as the case may be.

Explanation: Family means the spouse, the dependent children and dependent parents of the appointee.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of Profit in any financial year, the remuneration payable to Shri Devinder Kumar Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification(s) thereof.

**RESOLVED FURTHER THAT** in the event of any statutory amendment(s) or modification(s) in the Companies Act, 2013 and/or Schedule V of the Companies Act, 2013, the Board of Directors and/or Committee thereof be and is hereby authorized to alter and vary and/or restructure the remuneration including the Salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further Resolution or consent or reference to the members in General Meeting, subject however to the provisions of Section 197 of the Companies Act, 2013 and subject further to the same falling within the powers of the Nomination and Remuneration Committee and Board.

**RESOLVED FURTHER THAT** his term of office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)."

#### Item 5

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force and in accordance with the Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee, and Board of Directors the approval of the Company, be and is hereby accorded to the reappointment of Shri Narinder Kumar Jain (DIN: 00195619) as Managing Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 16<sup>th</sup> March, 2022 till 15<sup>th</sup> March, 2025 as per the terms, conditions and remuneration set forth herein.

#### Remuneration

i.	Salary	₹3,75,000 per month w.e.f. 01.04.2021 for the current year ending 31 <sup>st</sup> March 2022 and ₹ 4,15,000 per month w.e.f. 01.04.2022 and thereafter with an annual increment of ₹ 40,000 per month w.e.f. 01.04.2023.
ii.	House Rent Allowance	50% of Salary.

#### Perquisites

Shri Narinder Kumar Jain shall also be eligible to the following perquisites:

#### Part A : (Not to be included in ceiling on remuneration) :

i.	Contribution to Provident Fund, Superannuation or Annuity Fund	Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 including any statutory modification(s) or re-enactment thereof and Rules framed thereunder.
ii.	Gratuity	Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
iii.	Leave Encashment	As permissible under The Companies Act 2013 and Schedule V and Rules framed thereunder.

#### Part B : (To be included in ceiling on remuneration) :

i.	Furniture & Furnishing	The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹ 1 Lakh per annum.
ii.	Medical & Hospitalization	Actual Medical expenses including hospitalization for self and dependent members of family.
iii.	Accident Insurance Premium	Annual Premium subject to ceiling of ₹ 10,000 per annum.
iv.	Leave Travel Concession	For self and family as permissible in the Income Tax Act 1961 and Rules framed thereunder.

v.	Car with Driver	Shall be provided for use for Company's Business. In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver.
vi.	Telephone(s)	Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use.
vii.	Club(s) Fees & Expenses	Fees and expenses for self and family subject to a maximum of ₹ 50,000 per annum.
viii.	Leave encashment	As per Company rules/ terms of employment (not covered in PART A)

The perquisite value of above perquisites if so specified, shall be computed as per provisions of the Companies Act, 2013 read with Rules framed there under. Otherwise the same shall be taken as per Income Tax Act, 1961 and Rules/Company Rules / other applicable Statutory provisions in force from time to time as the case may be.

Explanation: Family means the spouse, the dependent children and dependent parents of the appointee.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of Profit in any financial year, the remuneration payable to Shri Narinder Kumar Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification(s) thereof.

**RESOLVED FURTHER THAT** in the event of any statutory amendment(s) or modification(s) in the Companies Act, 2013 and/or Schedule V of the Companies Act, 2013, the Board of Directors and/or Committee thereof be and is hereby authorized to alter and vary and/or restructure the remuneration including the Salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further Resolution or consent or reference to the members in General Meeting, subject however to the provisions of Section 197 of the Companies Act, 2013 and subject further to the same falling within the powers of the Nomination and Remuneration Committee and Board.

**RESOLVED FURTHER THAT** his term of office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)."

#### Item 6

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the time being in force, and in furtherance of Resolution passed in the 41<sup>st</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September 2020 and pursuant to the recommendations and or approvals of nomination and remuneration committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby re-accorded for the remuneration paid/payable to Mr. Arun Jain (DIN: 01054316) Whole Time Director of the Company, who was re-appointed at the 41<sup>st</sup> Annual General Meeting of the Company held on September 30, 2020 for a period of 3 years w.e.f October 1, 2020 as per the terms, conditions and remuneration set forth herein.

#### Remuneration

i.	Salary	₹ 2,60,000 per month w.e.f. 01.04.2020 for the previous year ended 31 <sup>st</sup> March 2021 and ₹ 2,90,000 per month w.e.f. 01.04.2021 and thereafter with an annual increment of ₹ 30,000 per month w.e.f. 01.04.2022.
ii.	House Rent Allowance	50% of Salary.

#### Perquisites

Mr. Arun Jain shall also be eligible to the following Perquisites:

#### Part A : (Not to be included in ceiling on remuneration) :

i.	Contribution to Provident Fund, Superannuation or Annuity Fund	Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 including any statutory modification(s) or re-enactment thereof and Rules framed thereunder.
ii.	Gratuity	Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
iii.	Leave Encashment	As permissible under The Companies Act 2013 and Schedule V and Rules framed thereunder.

#### Part B : (To be included in ceiling on remuneration) :

i.	Furniture & Furnishing	The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹ 1 Lakh per annum.
ii.	Medical & Hospitalization	Actual Medical expenses including hospitalization for self and dependent members of family.
iii.	Accident Insurance Premium	Annual Premium subject to ceiling of ₹ 10,000 per annum.
iv.	Leave Travel Concession	For self and family as permissible in the Income Tax Act 1961 and Rules framed thereunder.



v.	Car with Driver	Shall be provided for use for Company's Business. In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver.
vi.	Telephone(s)	Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use.
vii.	Club(s) Fees & Expenses	Fees and expenses for self and family subject to a maximum of ₹ 50,000 per annum.
viii.	Leave encashment	As per Company rules/ terms of employment (not covered in PART A)

The perquisite value of above perquisites if so specified, shall be computed as per provisions of the Companies Act, 2013 read with Rules framed there under. Otherwise the same shall be taken as per Income Tax Act, 1961 and Rules/Company Rules / other applicable Statutory provisions in force from time to time as the case may be.

Explanation: Family means the spouse, the dependent children and dependent parents of the appointee.

**RESOLVED FURTHER THAT** the remuneration paid to Mr. Arun Jain for the year ended 31<sup>st</sup> March, 2021 and for the period upto 30<sup>th</sup> September, 2021 be and is hereby ratified.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of Profit in any financial year, the remuneration payable to Mr. Arun Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification(s) thereof.

**RESOLVED FURTHER THAT** in the event of any statutory amendment(s) or modification(s) in the Companies Act, 2013 and/or Schedule V of the Companies Act, 2013 and or SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors and/or Committee thereof be and is hereby authorized to alter and vary and/or restructure the remuneration including the Salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further Resolution or consent or reference to the members in General Meeting, subject however to the provisions of Section 197 of the Companies Act, 2013 and subject further to the same falling within the powers of the Nomination and Remuneration Committee and Board.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)."

#### Item 7

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the time being in force, and in furtherance of Resolution passed in the 41<sup>st</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September 2020 and pursuant to the recommendations and or approvals of nomination and remuneration committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby re-accorded for the remuneration paid/payable to Mr. Manish Jain (DIN: 00191593) Whole Time Director of the Company, who was re-appointed at the 41<sup>st</sup> Annual General Meeting of the Company held on September 30, 2020 for a period of 3 years w.e.f October 1, 2020 as per the terms, conditions and remuneration set forth herein.

#### Remuneration

i.	Salary	₹2,60,000 per month w.e.f. 01.04.2020 for the previous year ended 31 <sup>st</sup> March 2021 and ₹2,90,000 per month w.e.f. 01.04.2021 and thereafter with an annual increment of ₹30,000 per month w.e.f. 01.04.2022.
ii.	House Rent Allowance	50% of Salary.

#### Perquisites

Mr. Manish Jain shall also be eligible to the following Perquisites:

**Part A :** (Not to be included in ceiling on remuneration) :

i.	Contribution to Provident Fund, Superannuation or Annuity Fund	Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 including any statutory modification(s) or re-enactment thereof and Rules framed thereunder.
ii.	Gratuity	Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
iii.	Leave Encashment	As permissible under The Companies Act 2013 and Schedule V and Rules framed thereunder.

**Part B :** (To be included in ceiling on remuneration) :

i.	Furniture & Furnishing	The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹1 Lakh per annum.
ii.	Medical & Hospitalization	Actual Medical expenses including hospitalization for self and dependent members of family.
iii.	Accident Insurance Premium	Annual Premium subject to ceiling of ₹ 10,000 per annum.
iv.	Leave Travel Concession	For self and family as permissible in the Income Tax Act, 1961 and Rules framed thereunder.

v.	Car with Driver	Shall be provided for use for Company's Business. In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver.
vi.	Telephone(s)	Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use.
vii.	Club(s) Fees & Expenses	Fees and expenses for self and family subject to a maximum of ₹ 50,000 per annum.
viii.	Leave encashment	As per Company rules/ terms of employment (not covered in PART A)

The perquisite value of above perquisites if so specified, shall be computed as per provisions of the Companies Act, 2013 read with Rules framed there under. Otherwise the same shall be taken as per Income Tax Act, 1961 and Rules/Company Rules / other applicable Statutory provisions in force from time to time as the case may be.

Explanation: Family means the spouse, the dependent children and dependent parents of the appointee.

**RESOLVED FURTHER THAT** the remuneration paid to Mr. Manish Jain for the year ended 31<sup>st</sup> March, 2021 and for the period upto 30<sup>th</sup> September, 2021 be and is hereby ratified.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of Profit in any financial year, the remuneration payable to Mr. Manish Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification(s) thereof.

**RESOLVED FURTHER THAT** in the event of any statutory amendment(s) or modification(s) in the Companies Act, 2013 and/or Schedule V of the Companies Act, 2013 and or SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors and/or Committee thereof be and is hereby authorized to alter and vary and/or restructure the remuneration including the Salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further Resolution or consent or reference to the members in General Meeting, subject however to the provisions of Section 197 of the Companies Act, 2013 and subject further to the same falling within the powers of the Nomination and Remuneration Committee and Board.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)."

#### Item 8

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the time being in force, and in furtherance of Resolution passed in the 41<sup>st</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September 2020 and pursuant to the recommendations and or approvals of nomination and remuneration committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby re-accorded for the remuneration paid/payable to Mr. Pankaj Jain (DIN: 00190414) Whole Time Director of the Company, who was re-appointed at the 41<sup>st</sup> Annual General Meeting of the Company held on September 30, 2020 for a period of 3 years w.e.f October 1, 2020 as per the terms, conditions and remuneration set forth herein.

#### Remuneration

i.	Salary	₹ 2,60,000 per month w.e.f. 01.04.2020 for the previous year ended 31 <sup>st</sup> March 2021 and ₹ 2,90,000 per month w.e.f. 01.04.2021 and thereafter with an annual increment of ₹ 30,000 per month w.e.f. 01.04.2022.
ii.	House Rent Allowance	50% of Salary.

#### Perquisites

Mr. Pankaj Jain shall also be eligible to the following Perquisites:

#### Part A : (Not to be included in ceiling on remuneration) :

i.	Contribution to Provident Fund, Superannuation or Annuity Fund	Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 including any statutory modification(s) or re-enactment thereof and Rules framed thereunder.
ii.	Gratuity	Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
iii.	Leave Encashment	As permissible under The Companies Act 2013 and Schedule V and Rules framed thereunder.

#### Part B : (To be included in ceiling on remuneration) :

i.	Furniture & Furnishing	The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹ 1 Lakh per annum.
ii.	Medical & Hospitalization	Actual Medical expenses including hospitalization for self and dependent members of family.
iii.	Accident Insurance Premium	Annual Premium subject to ceiling of ₹ 10,000 per annum.
iv.	Leave Travel Concession	For self and family as permissible in the Income Tax Act 1961 and Rules framed thereunder.



v.	Car with Driver	Shall be provided for use for Company's Business. In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver.
vi.	Telephone(s)	Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use.
vii.	Club(s) Fees & Expenses	Fees and expenses for self and family subject to a maximum of ₹ 50,000 per annum.
viii.	Leave encashment	As per Company rules/ terms of employment (not covered in PART A)

The perquisite value of above perquisites if so specified, shall be computed as per provisions of the Companies Act, 2013 read with Rules framed there under. Otherwise the same shall be taken as per Income Tax Act, 1961 and Rules/Company Rules / other applicable Statutory provisions in force from time to time as the case may be.

Explanation: Family means the spouse, the dependent children and dependent parents of the appointee.

**RESOLVED FURTHER THAT** the remuneration paid to Mr. Pankaj Jain for the year ended 31<sup>st</sup> March, 2021 and for the period upto 30<sup>th</sup> September, 2021 be and is hereby ratified.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of Profit in any financial year, the remuneration payable to Mr. Pankaj Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification(s) thereof.

**RESOLVED FURTHER THAT** in the event of any statutory amendment(s) or modification(s) in the Companies Act, 2013 and/or Schedule V of the Companies Act, 2013 and or SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors and/or Committee thereof be and is hereby authorized to alter and vary and/or restructure the remuneration including the Salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further Resolution or consent or reference to the members in General Meeting, subject however to the provisions of Section 197 of the Companies Act, 2013 and subject further to the same falling within the powers of the Nomination and Remuneration Committee and Board.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)."

#### Item 9

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the time being in force, and in furtherance of Resolution passed in the 41<sup>st</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September 2020 and pursuant to the recommendations and or approvals of nomination and remuneration committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby re-accorded for the remuneration paid/payable to Mr. Neeraj Jain (DIN: 00190592) Whole Time Director of the Company, who was re-appointed at the 41<sup>st</sup> Annual General Meeting of the Company held on September 30, 2020 for a period of 3 years w.e.f October 1, 2020 as per the terms, conditions and remuneration set forth herein.

#### Remuneration

i.	Salary	₹ 2,60,000 per month w.e.f. 01.04.2020 for the previous year ended 31 <sup>st</sup> March 2021 and ₹ 2,90,000 per month w.e.f. 01.04.2021 and thereafter with an annual increment of ₹ 30,000 per month w.e.f. 01.04.2022.
ii.	House Rent Allowance	50% of Salary.

#### Perquisites

Mr. Neeraj Jain shall also be eligible to the following Perquisites:

#### Part A : (Not to be included in ceiling on remuneration) :

i.	Contribution to Provident Fund, Superannuation or Annuity Fund	Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 including any statutory modification(s) or re-enactment thereof and Rules framed thereunder.
ii.	Gratuity	Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
iii.	Leave Encashment	As permissible under The Companies Act 2013 and Schedule V and Rules framed thereunder.

#### Part B : (To be included in ceiling on remuneration) :

i.	Furniture & Furnishing	The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹ 1 Lakh per annum.
ii.	Medical & Hospitalization	Actual Medical expenses including hospitalization for self and dependent members of family.
iii.	Accident Insurance Premium	Annual Premium subject to ceiling of ₹ 10,000 per annum.
iv.	Leave Travel Concession	For self and family as permissible in the Income Tax Act 1961 and Rules framed thereunder.



v.	Car with Driver	Shall be provided for use for Company's Business. In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver.
vi.	Telephone(s)	Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use.
vii.	Club(s) Fees & Expenses	Fees and expenses for self and family subject to a maximum of ₹ 50,000 per annum.
viii.	Leave encashment	As per Company rules/ terms of employment (not covered in PART A)

The perquisite value of above perquisites if so specified, shall be computed as per provisions of the Companies Act, 2013 read with Rules framed there under. Otherwise the same shall be taken as per Income Tax Act, 1961 and Rules/Company Rules / other applicable Statutory provisions in force from time to time as the case may be.

Explanation: Family means the spouse, the dependent children and dependent parents of the appointee.

**RESOLVED FURTHER THAT** the remuneration paid to Mr. Neeraj Jain for the year ended 31<sup>st</sup> March, 2021 and for the period upto 30<sup>th</sup> September, 2021 be and is hereby ratified.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of Profit in any financial year, the remuneration payable to Mr. Neeraj Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification(s) thereof.

**RESOLVED FURTHER THAT** in the event of any statutory amendment(s) or modification(s) in the Companies Act, 2013 and/or Schedule V of the Companies Act, 2013 and or SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors and/or Committee thereof be and is hereby authorized to alter and vary and/or restructure the remuneration including the Salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further Resolution or consent or reference to the members in General Meeting, subject however to the provisions of Section 197 of the Companies Act, 2013 and subject further to the same falling within the powers of the Nomination and Remuneration Committee and Board.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)."

#### Notes :

- In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 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 and Circular no. 02/2021 dated January 13, 2021 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no., SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the 42<sup>nd</sup> AGM of the Company is being convened and conducted through VC.  
The facility to attend the 42<sup>nd</sup> AGM of the company through Video Conference/Other Audio Visual means, in compliance with the provisions of MCA Circular Dated April 8, 2020, April 13, 2020 and May 5, 2020 by members/shareholders on the date of the AGM will be provided by Skyline Financial Services Private Limited.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities.  
In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, the members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agents, M/s Skyline Financial Services Private Limited for assistance in this regard.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.cosco.in](http://www.cosco.in), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>
- Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- At the Thirty-Eighth AGM held on September 29, 2017 the Members approved appointment of M/s. V. P. Jain & Associates, Chartered Accountants (Firm Registration No.015260N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Forty-Third AGM, subject to ratification of their appointment by Members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Forty-Second AGM.

8. Brief resume of Directors proposed to be appointed/ re-appointed, /ratification/approval of the remuneration/ nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provisions of the Companies Act, 2013 are annexed hereto read with the 'Report on Corporate Governance –Annexure D1 to the Directors' Report'. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/ reappointment. A Statement pursuant to section 102 of the Act forms a part of this Notice. The Board of Directors has decided that the special business set out under item nos.3, 4 ,5 ,6,7,8 and 9 being considered necessary, be transacted at the Forty-Second AGM of the Company.
9. Members who have not registered their e-mail address so far are requested to register their e-mail address (or change, if any therein) with your Depository Participant (where shares are held in dematerialized form) or by sending an email to the Registrar and Share Transfer Agents, M/s Skyline Financial Services Pvt Ltd. stating clearly their name, folio no. if they are holding shares in physical form / DP Id & Client Id if they are holding shares in dematerialized form for receiving all communications including Annual Report, Notices, etc. from the Company electronically.  
Members are requested to note that the Company's shares are under compulsory electronic trading for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants.  
The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated the submission of Permanent Account Number (PAN)/Bank Account details and Email-ID by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN/Bank Account details and Email-ID to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN/Bank Account details and Email-ID to the Company or to the Registrar and Share Transfer Agent.
10. All relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during normal office hours on all working days except Sundays and Holidays between 10.00 A.M. – 01.00 P.M. up to the date of the Annual General Meeting of the Company.
11. Register of Members and the Transfer Books for Equity Shares of the Company shall remain closed from 24<sup>th</sup> September, 2021 to 30<sup>th</sup> September, 2021 (Both days inclusive) for the purpose of ascertaining the names of Members.
12. Please send all correspondence including requests for transfer/transmission/Demat of Shares, change of address etc. to the Registrar and Share Transfer Agents, M/s Skyline Financial Services Pvt. Ltd., D – 153 A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020. Ph. 011-40450193 to 197, Fax: +91 11 26812682 E-mail ID:admin@skylinerta.com.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio to facilitate better service. A consolidated share certificate will be issued to such Members after making requisite changes.
- 14.(i) Members seeking any information with regard to accounts or operations are requested to write to the Company latest by 20<sup>th</sup> September, 2021 through email on mail@cosco.in. The same will be replied by the Company suitably.  
(ii) Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):  
Members wishing to claim dividends, which has remained unclaimed, are requested to correspond with Registrar and Share Transfer Agent or Company Secretary, at the Company's Registered Office. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid/Unclaimed Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The amount of unclaimed dividend for the financial year ended March 31, 2016 would be transferred to the IEPF in September 2022. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline.  
The Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the last Annual General Meeting (AGM) held on September 30<sup>th</sup>, 2020, on the website of the IEPF. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the Website of the Company [www.cosco.in](http://www.cosco.in).
15. Voting Process :  
The Company has appointed C.S Mr. Ravi Sharma, (Membership No. 4468) Partner of M/s. R S M & Co, Practising Company Secretaries, 2E/207, 2nd floor, Caxton House Jhandewalan Extension, New Delhi 110055; As scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner. Members may note that the VC / OAVM Facility, provided by Skyline Financials Services Private Limited, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
- 15.1 E-Voting Facility: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as Amended by The Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, April 13 and May 05, 2020, the Company is pleased to provide remote e-voting facility to all members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice of the Annual General Meeting (AGM). The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.



**The Instructions for Members for Remote E-Voting and Joining Annual General Meeting are as Under:-**

The remote e-voting period begins on 26<sup>th</sup> September, 2021 at 09:00 A.M. and ends on 29<sup>th</sup> September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September, 2021.

**Cast vote electronically using NSDL e-Voting system**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode  
In terms of SEBI circular 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. Login method for Individual shareholders holding securities in demat mode is given below:

**Type of shareholders**

**Login Method**

Individual Shareholders holding securities in demat mode with NSDL.

- Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal computer or on a mobile. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

## NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will be authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.



Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. NSDL and CDSL.**

#### Login type

#### Helpdesk details

Individual Shareholders holding securities in demat mode with NSDL.

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no. : 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 or 022-23058542-43

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

#### Log-in to NSDL e-Voting website

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a Mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in process **for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Annual General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Annual General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [contact@csrsm.com](mailto:contact@csrsm.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.: +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address [mail@cosco.in](mailto:mail@cosco.in); [sudha@cosco.in](mailto:sudha@cosco.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [mail@cosco.in](mailto:mail@cosco.in); [sudha@cosco.in](mailto:sudha@cosco.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [mail@cosco.in](mailto:mail@cosco.in); [sudha@cosco.in](mailto:sudha@cosco.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



**The Instructions for Members for e-Voting on the day of the Annual General Meeting are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. Members who need assistance before or during the AGM can contact Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559.

**Instructions for Members for attending the AGM through VC / OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [sudha@cosco.in](mailto:sudha@cosco.in) till September 20, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The same will be replied by the company suitably. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
  6. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date of 23<sup>rd</sup> September, 2021 may obtain the login ID and password by sending a request to Company's Registrar & Share Transfer Agent at [admin@skylinerta.com](mailto:admin@skylinerta.com) or NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
  7. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication.
- 15.2 The Voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the AGM through e-voting.
- 15.3 The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.
- 15.4 The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company [www.cosco.in](http://www.cosco.in) and on the website of NSDL, immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be communicated to the stock exchange BSE Ltd. where the shares of the Company are listed. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 30, 2021.
16. As per the provision of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.cosco.in](http://www.cosco.in) Members holding shares in physical form may submit the same to Registrar and Share Transfer Agent of the Company, viz. M/s Skyline Financial Services Pvt. Ltd., Add: D – 153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020. Members holding shares in electronic form may submit the same to their respective depository participants.

**By order of the Board of Directors**

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

**Devinder Kumar Jain**  
(DIN: 00191539)  
Managing Director and CEO

Place: Delhi  
Date: 27<sup>th</sup> August, 2021

## **Explanatory Statement**

### **Pursuant to Section 102(1) of the Companies Act, 2013**

#### **Item No. 3**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors appointed Ms. Tejal Jain (DIN: 09219682) as a Non-Executive, Independent Director w.e.f June 30<sup>th</sup>, 2021, subject to the approval of the Members.

Ms. Tejal Jain has been appointed by Board as an Independent Director of the Company, not liable to retire by rotation to fill the casual vacancy caused by the death of Shri Vijay Kumar Sood, Independent Director. This term of the office of Ms. Tejal Jain shall be till 30<sup>th</sup> September, 2022 the date upto which Late Shri Vijay Kumar Sood would have held office. She has given her declaration to the Board that she is not restrained from acting as a Director by virtue of any Order passed by the Securities and Exchange Board of India ('SEBI') or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director.

Ms. Tejal Jain, aged about 31 years, is a member of The Institute of Chartered Accountants of India having around 9 years of experience in practice. She has diversified knowledge of finance, taxation and corporate laws and has specialised experience for providing financial, taxation and legal consultancy and expertise in conducting Statutory Audits. Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Tejal Jain on the Board of the Company and accordingly the Board recommends the appointment of Ms. Tejal Jain as Independent Director as proposed in the resolution(s) set out at Item No. 3 for approval by the Members.

Further in the opinion of the Board, Ms. Tejal Jain proposed to be appointed as independent director fulfils the conditions specified in the Act and the rules made thereunder and that she is independent of the management.

Except for Ms. Tejal Jain and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution(s).

The Board recommends the Resolution(s) for your approval.

#### **Item No. 4**

Shri Devinder Kumar Jain Aged about 83 Years was re-appointed as Managing Director in the Annual General Meeting of the Shareholders held on 29<sup>th</sup> September, 2018 for a further period of 3 years w.e.f. 16<sup>th</sup> March, 2019. His term will expire on 15<sup>th</sup> March, 2022. Shri Devinder Kumar Jain has been managing the affairs of the Company effectively for the last many years. The Directors feel that the experience of Shri Devinder Kumar Jain will be of immense help to the Company.

Shri Devinder Kumar Jain has been appointed as Chief Executive Officer of the Company w.e.f. 31.01.2015.

As per the approval granted by the Shareholders in the Annual General Meeting held on 29<sup>th</sup> September, 2018, Shri Devinder Kumar Jain is entitled to the remuneration comprising Salary of ₹ 3,75,000 per month and House Rent Allowance @ 50% of the Salary w.e.f. 01.04.2021. In addition to this he is also entitled to the specified perquisites.

The Board recommends the reappointment of Shri Devinder Kumar Jain as Managing Director & Chief Executive Officer of the Company for a further period of 3 years w.e.f. 16<sup>th</sup> March 2022 and approval of his remuneration w.e.f. 01.04.2021 and for the following year(s) with increment and the other terms & conditions of his appointment as set out in the Resolutions(s) and which Nomination & Remuneration Committee and Board of Directors has approved/recommended.

Shri Devinder Kumar Jain satisfies all the conditions set out in Part-1 of Schedule V and under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified for being appointed as Director in terms of section 164 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs in any way, concerned or interested, financially or otherwise, except Shri Narinder Kumar Jain-Managing Director, Shri Arun Jain- Whole Time Director, Shri Manish Jain -Whole Time Director (being relatives of Shri Devinder Kumar Jain) and their relatives (to the extent of their shareholding in the Company, if any) and Shri Devinder Kumar Jain himself are concerned or interested in the said Resolution(s).

The above may be treated as written memorandum setting out terms of re-appointment of Shri Devinder Kumar Jain under section 190 of The Companies Act, 2013 and same will be available for inspection by the Members, on all business days (i.e. except Sunday and Public holidays), from the date of sending this Notice till the last day of e-voting facility provided by the NSDL.

The Board recommends the Resolution(s) for your approval.

#### **Item No. 5**

Shri Narinder Kumar Jain Aged about 80 Years was re-appointed as Managing Director in the Annual General Meeting of the Shareholders held on 29<sup>th</sup> September, 2018 for a further period of 3 years w.e.f. 16<sup>th</sup> March, 2019. His term will expire on 15<sup>th</sup> March, 2022.

The Directors feel that the experience of Shri Narinder Kumar Jain in Management, Marketing and Finance will be of immense help to the Company.

As per the approval granted by the Shareholders in the Annual General Meeting held on 29<sup>th</sup> September, 2018, Shri Narinder Kumar Jain is entitled to the remuneration comprising Salary of ₹ 3,75,000 per month and House Rent Allowance @ 50% of the Salary w.e.f. 01.04.2021. In addition to this he is also entitled to the specified perquisites.

The Board recommends the reappointment of Shri Narinder Kumar Jain as Managing Director of the Company for a further period of 3 years w.e.f. 16<sup>th</sup> March 2022 and the approval of his remuneration w.e.f. 01.04.2021 and for the following year(s) with increment and the other terms & conditions of his appointment as set out in the Resolutions(s) and which Nomination & Remuneration Committee and Board of Directors has approved/recommended.





Shri Narinder Kumar Jain satisfies all the conditions set out in Part-1 of Schedule V and under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified for being appointed as Directors in terms of section 164 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs in any way, concerned or interested, financially or otherwise, except Shri Devinder Kumar Jain-Managing Director, Shri and Neeraj Jain- Whole Time Director (being relatives of Shri Narinder Kumar Jain) and their relatives (to the extent of their shareholding in the Company, if any) and Shri Narinder Kumar Jain himself are concerned or interested in the said Resolution(s).

The above may be treated as written memorandum setting out terms of re-appointment of Shri Narinder Kumar Jain under section 190 of The Companies Act, 2013 and same will be available for inspection by the Members, on all business days (i.e. except Sunday and Public holidays), from the date of sending this Notice till the last day of e-voting facility provided by the NSDL.

The Board recommends the Resolution(s) for your approval.

**Item No. 6, 7, 8 & 9**

Mr. Arun Jain (DIN:01054316), Mr. Manish Jain (DIN:00191593), Mr. Pankaj Jain (DIN:00190414) and Mr. Neeraj Jain (DIN:00190592) were re-appointed as Whole Time Director(s) of the Company under the Companies Act, 2013 for a term of 3 (three) years w.e.f. October 1<sup>st</sup>, 2020 at the 41<sup>st</sup> AGM (Annual General Meeting) held on September 30, 2020.

It is submitted that the outbreak of COVID-19 pandemic has slowed down economies around the world, including India. Lockdowns imposed to slow the spread of the infection have impacted most industries, resulting in loss of revenue. These developments have impacted the sales and profitability of the Company during last quarter of FY-20 and first quarter of FY-21. Having regard to the financial impact of Covid-19 all the Executives Directors voluntarily have not taken remuneration for the April month 2020 and also did forego the annual increment for the year 2020-21.

Further, pursuant to SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution(s) in General Meeting, if the annual remuneration payable to such Executive Director exceeds ₹ 5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. The approval of the members to the proposed special resolution(s) set out at Item No. 6, 7, 8 and 9 of this Notice shall also meet the requirements of SEBI LODR mentioned above.

In view of the above, ratification/approval of the Members is sought for remuneration paid to the Whole Time Director(s) during the financial year 2020-21 and for the current period till 30<sup>th</sup> September, 2021 as set out at Item nos. 6, 7, 8 and 9 of the Notice. It is clarified that the remuneration of the Whole Time Directors(s) proposed in terms of the resolutions set out at Item nos. 6, 7, 8 and 9 of this Notice is as per the remuneration already approved by the Members in the 41<sup>st</sup> AGM held on 30 September, 2020.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to any other secured financial creditor, and accordingly their prior approval is not required for approving the proposed special resolutions.

The Board of Directors at their meetings held on August 27, 2021, have considered this proposal and recommended/ approved the remuneration proposed to be paid to the managerial personnel, subject to approval of the Members by way of Special Resolution(s).

Shri Devinder Kumar Jain Managing Director and CEO of the Company being father of Mr. Arun Jain and Mr. Manish Jain and their relatives (to the extent of their shareholding in the Company, if any) are interested in the resolution set out at Item No. 6 and 7, of the Notice.

Except Mr. Pankaj Jain Whole Time Director and CFO of the Company and his relatives (to the extent of their shareholding in the Company, if any) are interested in the resolution set out at Item No. 8 of the Notice.

Shri Narinder Kumar Jain Managing Director of the Company being father of Mr. Neeraj Jain and their relatives (to the extent of their shareholding in the Company, if any) are interested in the resolution set out at Item No. 9 of the Notice.

Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 6, 7, 8 and 9 of the Notice.

The Written Memorandum under Section 190 of the Act setting out the terms of payment of remuneration of Mr. Arun Jain, Mr. Manish Jain, Mr. Pankaj Jain and Mr. Neeraj Jain as Whole Time Director(s) of the Company, are available for inspection by the Members, on all business days (i.e. except Sunday and Public holidays), from the date of sending this Notice till the last day of e-voting facility provided by the NSDL.

The Board of Directors recommends the Special Resolution(s) set out at Item nos. 6, 7, 8 & 9 of the Notice for approval by the Members.

**By order of the Board of Directors**

Registered Office :

2/8, Roop Nagar,  
Delhi - 110007

Place: Delhi

Date: 27<sup>th</sup> August, 2021

**Devinder Kumar Jain**  
(DIN: 00191539)  
Managing Director and CEO



Statement forming part of Notice of 42<sup>nd</sup> Annual General Meeting issued to the Shareholders of the Company pursuant to the requirements of Part II Section II of Schedule V to the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 for Re-appointment and approval of Managerial Remuneration payable to the Managing Directors/Whole Time Directors as per Agenda Items Nos. 4,5,6,7,8 & 9.

**I. General Information:**

1. Nature of industry The Company manufactures Sports Balls and deals in Sports Goods and Fitness Equipments & allied items.
2. Date or expected date of commencement of commercial production Existing Company. Already in commercial production.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus Not Applicable

4	prospectus Financial performance based on given indicators	<b>FINANCIAL RESULTS</b> <b>Particulars</b>	<b>(₹ in Lakhs)</b> <b>Current Year</b> <b>ended</b> <b>31.03.2021</b>	<b>(₹ in Lakhs)</b> <b>Previous Year</b> <b>ended</b> <b>31.03.2020</b>
		Revenue from operations	14,799.28	13,382.01
		Other income	91.40	53.81
		Total Revenue	14,890.68	13,435.82
		Expenses :		
		(a) Cost of materials consumed	2,527.89	2,275.79
		(b) Purchase of stock-in-trade	7,834.71	6,197.37
		(c) Changes in inventories of finished goods, work-in- progress and stock-in-trade	(532.29)	159.76
		(d) Employee benefit expense	1,396.08	1,505.84
		(e) Financial costs	408.15	440.20
		(f) Depreciation & amortisation expenses	152.06	146.33
		(g) Other expenses	2,472.06	2,488.75
		Total Expenses	14,258.66	13,214.04
		Profit before tax	632.02	221.78
		Tax expenses :		
		Current tax	178.02	84.08
		Earlier year tax expenses	-	2.49
		Deferred tax	3.20	(45.51)
		Net Profit for the period	450.80	180.72
		Other Comprehensive Income net of Income Tax		
		i) Items that will not be reclassified to profit or (loss)	0.57	(1.25)
		ii) Income tax relating to items that will not be reclassified to profit or (loss)	(0.14)	0.34
			0.43	(091)
		Total Comprehensive Income for the year	451.23	179.81
		Shareholders Funds		
		a) Share capital	416.10	416.10
		b) Other equity	3,956.08	3,504.85
		Long term borrowings (unsecured)	1,438.00	1,413.00
		Short term borrowings from Banks (secured)		
		a) Working capital loan	1,439.12	1,267.66
		b) Others		
		(Current maturity of long term debt from NBFC)	-	-
		Short Term borrowings-unsecured	1,772.56	1,374.56
		Investments-non current	0.05	0.05
5.	Foreign Investments or collaborators, if any		NIL	NIL

## II. Information about the Appointees whose remuneration terms have been revised/approved/ratified.

### (i) Shri Devinder Kumar Jain –Managing Director and Chief Executive Officer

1. Background details :
  - 1.1 D.O.B. : 9<sup>th</sup> June, 1938
  - 1.2 Age : 83 years
  - 1.3 Qualification : B.Sc.
  - 1.4 Experience : 60 years of experience
2. Past Remuneration: : Remuneration paid during FY 2020-21 (Amount in ₹ )
 

Salary	: 36,85,000
HRA	: 18,43,500
PF (Employer's Contribution)	: 19,800
Medical Exp.	: 94,803
Car perk (Valued as per Income Tax Rules)	: 36,300

Other perks and allowances (not included above) :

  - i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
  - ii) Leave encashment;
  - iii) Telephones provided for official use.

Note: Remuneration for month of April, 2020 not taken by any executive Director due to outbreak of Covid-19
3. Recognition or awards : —
4. Job profile and his suitability : CEO of the Company, Operational Management, Business Planning, Development & Sourcing of the new products. Managing the affairs of the Company effectively for the last many years.
5. Remuneration proposed : As per details given in the main body of the Resolution(s)
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) : The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it commensurates with the nature and size of the Company. No Industry specific comparative data available.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. : Promoter Director Cum Shareholder of the Company. Related to Shri Narinder Kumar Jain - Managing Director, Mr. Arun Jain-Whole Time Director and Mr. Manish Jain –Whole Time Director of the Company.
8. Date of First appointment in the Board of the Company. : 25/01/1980
9. Details of other Directorships, Membership/ Chairmanship of Committees of Boards of Public Limited Company. : Member of Corporate Social Responsibility Committee of Cosco (India) Limited
10. No. of Meetings of the Board Attended During FY 2020-21. : 5
11. Number of Shares held in the Company : 1,46,820 Equity Shares held in his Individual capacity.

### (ii) Shri Narinder Kumar Jain – Managing Director

1. Background details :
  - 1.1 D.O.B. : 5<sup>th</sup> July, 1941
  - 1.2 Age : 80 years
  - 1.3 Qualification : Graduate and Diploma in International Marketing
  - 1.4 Experience : 55 years of experience
2. Past Remuneration: : Remuneration paid during FY 2020-21 (Amount in ₹ )
 

Salary	: 36,85,000
HRA	: 18,42,500
PF (Employer's Contribution)	: 19,800
Medical Exp.	: 1,00,231
Car perk (Valued as per Income Tax Rules)	: 36,300

Other perks and allowances (not included above) :

  - i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
  - ii) Leave encashment;
  - iii) Telephones provided for official use.

Note: Remuneration for month of April, 2020 not taken by any executive Director due to outbreak of Covid-19
3. Recognition or awards : —
4. Job profile and his suitability : Marketing and Financial Planning and Management, Formulating business Strategies , Public relation. Well Experienced in Management, Marketing and Finance
5. Remuneration proposed : As per details given in the main body of the Resolution(s)

- |     |  |   |  |
|-----|--|---|--|
| 6.  | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | : | The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it commensurates with the nature and size of the Company. No Industry specific comparative data available. |
| 7.  | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.   | : | Promoter Director Cum Shareholder of the Company. Related to Shri Devinder Kumar Jain - Managing Director and CEO and Mr. Neeraj Jain - Whole Time Director of the Company.                                      |
| 8.  | Date of First appointment in the Board of the Company.   | : | 29/09/1989   |
| 9.  | Details of other Directorships, Membership/ Chairmanship of Committees of Boards other Public Limited Company.   | : | NIL  |
| 10. | No. of Meetings of the Board Attended During FY 2020-21.   | : | 5  |
| 11. | Number of Shares held in the Company   | : | 1,53,707 Equity Shares held in his Individual capacity   |

**(iii) Mr. Arun Jain –Whole Time Director**

- |     |  |   |  |
|-----|--|---|--|
| 1.  | Background details :   | : |  |
| 1.1 | D.O.B.   | : | 25 <sup>th</sup> January, 1966   |
| 1.2 | Age  | : | 55 years   |
| 1.3 | Qualification  | : | B.E. & M. Tech   |
| 1.4 | Experience   | : | 29 years of experience   |
| 2.  | Past Remuneration:   | : | Remuneration paid during FY 2020-21 (Amount in ₹)  |
|     | Salary   | : | 28,60,000  |
|     | HRA  | : | 14,30,000  |
|     | PF (Employer's Contribution)   | : | 19,800   |
|     | Medical Exp.   | : | 1,10,923   |
|     | Car perk (Valued as per Income Tax Rules)  | : | 36,300   |
|     |  | : | Other perks and allowances (not included above) :  |
|     |  | : | i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.  |
|     |  | : | ii) Leave encashment;  |
|     |  | : | iii) Telephones provided for official use.   |
|     |  | : | Note: Remuneration for month of April, 2020 not taken by any executive Director due to outbreak of Covid-19  |
| 3.  | Recognition or awards  | : | —  |
| 4.  | Job profile and his suitability  | : | He has vast experience of industrial Relation & Management and Research & Development of Rubber & Polymer Products.  |
| 5.  | Remuneration proposed  | : | As per details given in the main body of the Resolution(s)   |
| 6.  | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | : | The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it commensurates with the nature and size of the Company. No Industry specific comparative data available. |
| 7.  | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.   | : | Promoter Director Cum Shareholder of the Company. Related to Shri Devinder Kumar Jain - Managing Director and CEO and Mr. Manish Jain - Whole Time Director of the Company.                                      |
| 8.  | Date of First appointment in the Board of the Company.   | : | 01/05/2007   |
| 9.  | Details of other Directorships, Membership/ Chairmanship of Committees of Boards of Public Limited Company.  | : | Nil  |
| 10. | No. of Meetings of the Board Attended During FY 2020-21.   | : | 5  |
| 11. | Number of Shares held in the Company   | : | 84,400 Equity Shares held in his Individual capacity and 500 Equity shares as Karta of Arun Jain H.U.F.  |

**(iv) Mr. Manish Jain - Whole Time Director**

- |     |                      |   |                                 |
|-----|----------------------|---|---------------------------------|
| 1.  | Background details : | : |                                 |
| 1.1 | D.O.B.               | : | 17 <sup>th</sup> November, 1970 |
| 1.2 | Age                  | : | 51 years                        |
| 1.3 | Qualification        | : | Qualified Engineer and MBA      |
| 1.4 | Experience           | : | 28 years of experience          |

2.	Past Remuneration:	:	Remuneration paid during FY 2020-21 (Amount in ₹)
	Salary	:	28,60,000
	HRA	:	14,30,000
	PF (Employer's Contribution)	:	19,800
	Medical Exp.	:	1,40,807
	Car perk (Valued as per Income Tax Rules)	:	29,700
		:	Other perks and allowances (not included above) :
		:	i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
		:	ii) Leave encashment;
		:	iii) Telephones provided for official use.
		:	Note: Remuneration for month of April, 2020 not taken by any executive Director due to outbreak of Covid-19
3.	Recognition or awards	:	—
4.	Job profile and his suitability	:	He is managing plant operations and is also actively associated with marketing operations and research & development of new products.
5.	Remuneration proposed	:	As per details given in the main body of the Resolution(s)
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	:	The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it commensurates with the nature and size of the Company. No Industry specific comparative data available.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the	:	Promoter Director Cum Shareholder of the Company. Related to Shri Devinder Kumar Jain - Managing Director and CEO and Mr. Arun Jain-Whole Time Director of the Company.
8.	Date of First appointment in the Board of the Company.	:	01/04/1998
9.	Details of other Directorships, Membership/ Chairmanship of Committees of Boards other Public Limited Company.	:	Nil
10.	No. of Meetings of the Board Attended During FY 2020-21.	:	4
11.	Number of Shares held in the Company	:	91,400 Equity Shares held in his Individual capacity and 12,700 Equity Shares as Karta of Manish Jain H.U.F.
<b>(v) Mr. Pankaj Jain – Whole Time Director and CFO</b>			
1.	Background details :		
	1.1 D.O.B.	:	7 <sup>th</sup> August, 1971
	1.2 Age	:	50 years
	1.3 Qualification	:	B.Com and MBA
	1.4 Experience	:	28 years of experience
2.	Past Remuneration:	:	Remuneration paid during FY 2020-21 (Amount in ₹)
	Salary	:	28,60,000
	HRA	:	14,30,000
	PF (Employer's Contribution)	:	19,800
	Medical Exp.	:	1,45,457
	Car perk (Valued as per Income Tax Rules)	:	29,700
		:	Other perks and allowances (not included above) :
		:	i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
		:	ii) Leave encashment;
		:	iii) Telephones provided for official use.
		:	Note: Remuneration for month of April, 2020 not taken by any executive Director due to outbreak of Covid-19
3.	Recognition or awards	:	—
4.	Job profile and his suitability	:	He has 28 years experience to his credit in Marketing and Finance. Mr. Pankaj Jain has traveled abroad extensively and thereby enriched with vast experience in the field of export.
5.	Remuneration proposed	:	As per details given in the main body of the Resolution(s)
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	:	The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it commensurates with the nature and size of the Company. No Industry specific comparative data available.

7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	: Promoter Director Cum Shareholder of the Company. Not Related with any other Managerial personnel.
8.	Date of First appointment in the Board of the Company.	: 01/04/1998
9.	Details of other Directorships, Membership/ Chairmanship of Committees of Boards of Public Limited Company.	: Member of Stakeholder's Relationship Committee and Corporate Social responsibility Committee in Cosco (India) Limited
10.	No. of Meetings of the Board Attended During FY 2020-21.	: 5
11.	Number of Shares held in the Company	: 3,14,140 Equity Shares held in his Individual capacity and 17,700 Equity shares as Karta of Pankaj Jain H.U.F.
<b>(vi) Mr. Neeraj Jain – Whole Time Director</b>		
1.	Background details :	
1.1	D.O.B.	: 3 <sup>rd</sup> October, 1972
1.2	Age	: 49 years
1.3	Qualification	: B.E., M.Sc., and MBA
1.4	Experience	: 27 years of experience
2.	Past Remuneration:	: Remuneration paid during FY 2020-21 (Amount in ₹)
	Salary	: 28,60,000
	HRA	: 14,30,000
	PF (Employer's Contribution)	: 19,800
	Medical Exp.	: 1,51,709
	Car perk (Valued as per Income Tax Rules)	: 29,700
	Other perks and allowances (not included above) :	
	i)	Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
	ii)	Leave encashment;
	iii)	Telephones provided for official use.
	Note: Remuneration for month of April, 2020 not taken by any executive Director due to outbreak of Covid-19	
3.	Recognition or awards	: —
4.	Job profile and his suitability	: He has 27 years experience to his credit in looking after imports and procuring of new products. He is managing health & fitness product segment.
5.	Remuneration proposed	: As per details given in the main body of the Resolution(s)
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	: The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it commensurates with the nature and size of the Company. No Industry specific comparative data available.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	: Promoter Director Cum Shareholder of the Company. Related to Shri Narinder Kumar Jain -Managing Director of the Company.
8.	Date of First appointment in the Board of the Company.	: 01/04/1998
9.	Details of other Directorships, Membership/ Chairmanship of Committees of Boards of Public Limited Company.	: Member of Stakeholder's Relationship Committee and Corporate Social responsibility Committee in Cosco (India) Limited
10.	No. of Meetings of the Board Attended During FY 2020-21.	: 5
11.	Number of Shares held in the Company	: 98,566 Equity Shares held in his Individual capacity and 12,500 Equity shares as Karta of Neeraj Jain H.U.F.

### III Other Information :

1. Reasons of inadequate profits:
  - > Competition in Domestic Markets;
  - > Stagnancy in Exports;
  - > Covid-19 pandemic and lock down in March & April, 2020 resulted in loss of revenue.
2. Steps taken or proposed to be taken for improvement. :
  - i. Cost control & Cost cutting in respect of manufactured products, product re-engineering and sourcing good quality products range at competitive prices ;
  - ii. Development and addition of new products & designs and to scale up new product lines;
  - iii. Strengthening marketing network and expanding business of health equipments and allied products;
  - iv. Working on strategies to capitalize on Cosco' Brand;
  - v. Initiated steps for production of some products for Import substitution under Aatma Nirbhar Bharat Abhiyaan.
3. Expected increase in productivity and profit in measurable terms. : Sales Turnover during the current year is likely to be at previous year level inspite of Covid-19 pandemic due to market demand of "Cosco" products. Portal of the Company for Online marketing of products has been set in place which will help to increase sales in future. The Company expects to earn about 3% net profit before Tax.

### IV Disclosures:

1. All the elements of remuneration package such as salary, benefits, bonuses, stock Options, pension, etc. of all the directors : Details of Remuneration packages of Shri Devinder Kumar Jain, Shri Narinder Kumar Jain, Mr. Arun Jain, Mr. Manish Jain , Mr. Pankaj Jain and Mr. Neeraj Jain requiring Shareholders approval/ratification by Special Resolution(s) as given in the Resolutions under Agenda items No. 4,5,6,7,8 & 9.
2. Details of Fixed Component and performance linked incentives along with the performance criteria; : No performance linked incentives.
3. Service contracts, notice period, severance fees; : Shri Devinder Kumar Jain and Shri Narinder Kumar Jain being reappointed for 3 years as given in the Resolutions under Agenda items No. 4 & 5. No Notice Period; No severance fees; Mr. Arun Jain, Mr. Manish Jain , Mr. Pankaj Jain and Mr. Neeraj Jain appointed for 3 years in the 41<sup>st</sup> AGM held on 30<sup>th</sup> September, 2020. Ratification of shareholders by Special Resolution(s) as given in the Agenda items No. 6,7,8 & 9. No Notice Period; No severance fees;
4. Stock options details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable. : NIL / N.A.



**Details of the Directors retiring by rotation seeking Appointment/Re-appointment at the forthcoming Annual General Meeting in pursuance of the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provisions of the Companies Act, 2013 and Secretarial Standard-2 of ICSI.**

<b>Name of Director</b>	<b>Shri Devinder Kumar Jain (DIN:00191539)</b>	<b>Shri Narinder Kumar Jain (DIN: 00195619)</b>
Date of Birth & Age	9 <sup>th</sup> June, 1938, 83 years	5 <sup>th</sup> July, 1941, 80 years
Date of Appointment	25 <sup>th</sup> January, 1980	29 <sup>th</sup> September, 1989
Expertise in specific Functional/ Professional areas	Coprrorate Management, Production Process. Business Planning Development & Sourcing of the New Products..	Marketing, Financial Planning and Management, Formulating Business Strategies, Public Relations..
Qualifications	B.Sc.	Graduate & Diploma in International Marketing
Details of Directorships held in other Companies	Cosco International Private Limited DDN Polymers Pvt. Ltd. Navendu Investment Company Private Limited Radhaphool Fin-Investments Pvt. Ltd. Cosco Polymer Lanka (Private) Limited Company under Liquidation.	Cosco International Private Limited DDN Polymers Pvt. Ltd. Navendu Investment Company Private Limited Radhaphool Fin-Investments Pvt. Ltd. Cosco Polymer Lanka (Private) Limited Company under Liquidation.
Chairman/Member of the Committee of Board other Public Limited Companies	Member of Corporate Social Responsibility Committee in Cosco (India) Limited	-
Number of Meetings of the Board Attended during FY 20-21	5	5
Number of Shares held in the Company	1,46,820 Equity Shares in his individual capacity.	1,53,707 Equity Shares in his individual capacity.
Disclosure of relationships between Directors inter-se	Promoter Director Cum Shareholder of the Company. Related to Shri Narinder Kumar Jain – Managing Director, Mr. Arun Jain – Jain – Whole Time Director and Mr. Manish Jain - Whole Time Director of the Company.	Promoter Director Cum Shareholder of the Company. Related to Shri Devinder Kumar Jain – Managing Director and CEO, Mr. Neeraj Jain - Whole Time Director of the Company.
<b>Name of Director</b>	<b>Mr. Arun Jain (DIN: 01054316)</b>	<b>Mr. Manish Jain (DIN: 00191593)</b>
Date of Birth & Age	25 <sup>th</sup> January, 1966, 55 years	17 <sup>th</sup> November, 1970, 51 years
Date of Appointment	1 <sup>st</sup> May, 2007	1 <sup>st</sup> April, 1998
Expertise in specific Functional/ Professional areas	Vast experience in industrial relations & Management and research and development of Rubber and Polymer products.	Managing Plant operations and production and associated with research and development of new products and marketing operations.
Qualifications	B.E. and M. Tech.	Qualified Engineer and MBA
Details of Directorships held in other Companies	Cosco Polymer Lanka (Private Limited) Company under Liquidation.	-
Chairman/Member of the Committee of Board other Public Limited Companies	Nil	Nil
Number of Meetings of the Board Attended during FY 20-21	5	4
Number of Shares held in the Company	84,400 Equity Shares in his individual capacity and 500 Equity Shares as Karta of Arun Jain H.U.F.	91,400 Equity Shares as an individual capacity and 12,700 Equity Shares as Karta of Manish Jain H.U.F.
Disclosure of relationships between Directors inter-se	Shri Devinder Kumar Jain (Father), Mr. Manish Jain (Brother)	Shri Devinder Kumar Jain (Father), Mr. Arun Jain (Brother)

Name of Director	Mr. Pankaj Jain (DIN: 00190414)	Mr. Neeraj Jain (DIN: 00190592)
Date of Birth & Age	7 <sup>th</sup> August, 1971, 50 years	3 <sup>rd</sup> October, 1972, 49 years
Date of Appointment	1 <sup>st</sup> April, 1998	1 <sup>st</sup> April, 1998
Expertise in specific Functional/ Professional areas	Finance and Marketing and development of new products for Domestic and International markets.	International Trade and Sourcing of New Products. Vast experience in health and fitness products segment.
Qualifications	B.Com and MBA	B.E., M.Sc., and MBA
Details of Directorships held in other Companies	The Sports Goods Export Promotion Council.	Sportscom Industry Confederation
Chairman/Member of the Committee of Board other Public Limited Companies	Member of Stakeholder's Relationship Committee and Corporate Social Responsibility Committee in Cosco (India) Limited.	Member of Stakeholder's Relationship Committee and Corporate Social Responsibility Committee in Cosco (India) Limited.
Number of Meetings of the Board Attended during FY 20-21	5	5
Number of Shares held in the Company	3,14,140 Equity Shares in his individual capacity and 17,700 Equity Shares as Karta of Pankaj Jain H.U.F.	98,566 Equity Shares as an individual capacity and 12,500 Equity Shares as Karta of Neeraj Jain H.U.F.
Disclosure of relationships between Directors inter-se	N.A.	Shri Narinder Kumar Jain (Father)

Name of Director	Ms. Tejal Jain (DIN: 09219682)
Date of Birth & Age	9 <sup>th</sup> October, 1990, 31 years
Date of Appointment	30 <sup>th</sup> June, 2021
Expertise in specific Functional/ Professional areas	Diversified knowledge of finance, taxation and corporate laws and has specialised experience for providing financial, taxation and legal consultancy. Expertise in conducting Statutory Audit.
Qualifications	Member of the Institute of Chartered Accountants of India (ICAI)
Details of Directorships held in other Companies	-
Chairman/Member of the Committee of Board other Public Limited Companies	-
Number of Meetings of the Board Attended during FY 20-21	-
Number of Shares held in the Company	-
Disclosure of relationships between Directors inter-se	-