



**C O S B O A R D**  
INDUSTRIES LIMITED

THIRTY SIXTH ANNUAL REPORT  
2015-2016

**BOARD OF DIRECTORS**

Shiv Shankar Taparia

Managing Director

Anil Kumar Gilra

Whole-time Director

Chava Suresh Babu

Non Executive Director

Lalit Narayan Sarda

Independent Non Executive Director

Mahadev Rath

Independent Non Executive Director

Rekha Bhawsinka

Independent Non Executive Director

**AUDITORS**

BRR &amp; Associates

Chartered Accountants

Flat No.101,

Jayasree Sadan Apartments,

H.No.1-1-387/17,

Gandhi Nagar,

Hyderabad-500080.

**BANKERS:**

Cosmos Co-Operative Bank Ltd.

Hyderabad

**REGISTERED OFFICE & FACTORY:**

New Industrial Estate,

Phase-II, Jagatpur,

CUTTACK: 754021

(ODISHA)

**CORPORATE OFFICE**411/412 No.127/1, 2<sup>nd</sup> Flr.,

Saikrupa Market, Malakpet

Hyderabad: 500036 (A.P)

**REGISTRAR & SHARE****TRANSFER AGENTS:**

Big Share Services Pvt. Ltd.

E-2/3 Ansa Industrial Estate

Sakivihar Road, Sankinaka

Andheri (E)

MUMBAI: 400 072

CONTENTS	PAGE
Notice	1
Director's Report	16
Secretarial Report	47
Auditor's Report	54
Balance Sheet	60
Statement of Profit & Loss	61
Cash Flow Statement	62
Notes on Financial Statements	65

**NOTICE**

**NOTICE** is hereby given that the 36<sup>th</sup> **Annual General Meeting** of the members of **M/s. Cosboard Industries Limited** will be held at Regd. Office of the Company Situated At- New Industrial Estate, Phase- II, Jagatpur- 754021, Cuttack, Odisha on **Wednesday the 28<sup>th</sup> day of September, 2016**, at 11.30 a.m. to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2016 and Statement of Profit & Loss for the Year ended as on that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Suresh Babu Chava (DIN No.02161692), who retires by rotation at 36<sup>th</sup> Annual General Meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Auditors of the Company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Company's (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby appoints M/s. BRR & Associates, Chartered Accountants, Hyderabad (Registration No. 013012S), as Auditors of the Company from the conclusion of 36<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 38<sup>th</sup> Annual General Meeting (subject to the ratification by Members at every AGM) on a remuneration to be fixed by the Board of Directors.”

**Special Business**

4. To re-appoint Mr. Mahadev Rathi (DIN:03032635), as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Mahadev Rathi (DIN:03032635), an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to

hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2019, not liable to retire by rotation.”

5. To re-appoint Mr. Lalit Narayan Sarda(DIN: 03032610), as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Lalit Narayan Sarda (DIN: 03032610), an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2019, not liable to retire by rotation.”

6. To re-appoint Mrs. Rekha Bhawsinka (DIN: 06625873), as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mrs. Rekha Bhawsinka (DIN: 06625873), an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2019, not liable to retire by rotation.”

7. Re-appointment of Mr. Anil Kumar Gilra (DIN : 00883125), as Whole-time Director of the Company for further period of 5 years w.e.f. 01.07.2016 and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to recommendation of Nomination & Remuneration

Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 and Article 31&34 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Anil Kumar Gilra, as Whole-time Director of the Company for further period of 5 year with effect from July 01, 2016 to June 30, 2021 on the same terms and conditions including remunerations as already approved by the shareholders in their 31<sup>st</sup> Annual General Meeting held on 28.09.2011, which is reproduced in explanatory statement attached hereto and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Anil Kumar Gilra.

RESOLVED FURTHER THAT the remuneration payable to Mr. Anil Kumar Gilra, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

8. To adopt new Articles of Association (AoA) of the Company as per the provision of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and 15 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

“RESOLVED FURTHER THAT the Board of Directors/Company secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered to be necessary or desirable to give effect to this Resolution in this regard.”

**9.** To alter capital clause of Memorandum of Association of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 13,15, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 5,00,00,000 (Rupees Five Crore Only) divided into 50,00,000 equity shares of Rs. 10/- each to Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 equity shares of Rs. 10/- each by creation of additional 70,00,000 (Seventy Lacs) equity shares of Rs. 10/- each ranking paripassu in all respect with the existing Equity Shares of the Company.”

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

Clause V:

The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each with powers to increase, reduce or subdivide or otherwise the capital structure for the time being into several classes of shares and attached thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being, and to verify, modify or abrogate any such rights, privileges, or conditions as may be permissible by the Act or provided in the Articles of the Company and may be deemed necessary and expedient by the Company subject to the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**10.** To alter Articles of Association and to consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 14,15 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Article No. 2 of the Articles of Association of the Company be altered and substituted by the following clause:

Article 2:

The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each with powers to increase, reduce or subdivide or otherwise the capital structure for the time being into several classes of shares and attached thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being, and to verify, modify or abrogate any such rights, privileges, or conditions as may be permissible by the Act or provided in the Articles of the Company and may be deemed necessary and expedient by the Company subject to the provisions of the Companies Act, 2013.

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Ray Nayak & Associates, Cost Accountants, (F.R.N No.000241) Bhubaneswar, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 2017, be paid remuneration of ‘25,000/- (Rupees Twenty Five Thousand only) plus service tax as applicable and reimbursement of actual travel and out-of-expenses.

**RESOLVED FURTHER THAT** Mr. Shiv Shankar Taparia, Managing Director and/or Mr. Anil Kumar Gilra, Directors of the Company be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**NOTES :**

- 1.** A Statement under Section 102(1) of the Companies Act, 2013, relating to the Special Business (from Item No. 4 to 12) mentioned above is annexed hereto.
- 2.** A member, entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing a proxy should, however, be deposited at the registered office of the company

not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person / shareholder.

3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No.18.

4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

5. Members / Proxy Holders / Authorised Representative are requested to produce at the entrance of the hall admission slips duly completed and signed, in accordance with the specimen signature registered with the Company for admission to the Meeting Hall.

6. The Register of Members and Share Transfer Books of the Company will remain closed from 20.09.2016 to 28.09.2016 (both days inclusive) for determining the names of members eligible for Dividend on Equity Shares, if declared at the meeting.

7. Members, who hold shares in De-materialized form, are requested to bring their Client ID and DP ID for easy identification of attendance at the meeting.

8. Members holding shares in Dematerialized Form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in Physical Form are requested to advise any change in their address or bank mandates immediately to the Company / M/s. Bigshare Services Pvt. Ltd. (Registrar & Share Transfer Agents).

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

10. SEBI vide circular dated January 7, 2010 has made it mandatory for legal heir(s) to furnish a copy of their PAN, duly self attested in the following cases in respect of shares of listed companies held in physical form:

- a) Deletion of name of the deceased shareholder(s), where the shares are held in



the names of two or more shareholders;

**b)** Transmission of shares in favour of legal heir(s), where deceased shareholder was the sole holder of shares; and

Transposition of shares, when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

**11.** Copies of the 36<sup>th</sup> Annual Report are being sent by electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the 36<sup>th</sup> Annual Report are being sent by the permitted mode.

However, in case a Member wishes to receive a physical copy of the said documents, he is requested to send an e-mail to [cosboardind@yahoo.co.in](mailto:cosboardind@yahoo.co.in) duly quoting his DP ID and Client ID or the Folio number, as the case may be.

Members holding shares in physical form are requested to submit their e-mail address to the Registrar, M/s. Bigshare Services Pvt. Ltd. / the Company, duly quoting their Folio number and Members holding shares in dematerialized form, who have not registered their e-mail address with their DP are requested to do so at the earliest, so as to enable the Company to send the said documents in electronic form, thereby supporting the green initiative of the MCA.

**12.** Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent of the Company.

**13.** Members desiring any information relating to the annual accounts of the Company are requested to write to the Management at least 10 (Ten) days before the meeting to enable to keep the information ready at the meeting.

**14.** The Notice of the 36<sup>th</sup> AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

**15.** Members may also note that the Notice of the 36<sup>th</sup> AGM and the Annual Report for 2016 will be available on the Company's website [www.cosboard.com](http://www.cosboard.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days (except Saturday and Sunday). Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same,

by post. For any communication, the shareholders may also send requests to the Company's email id: cosboardind@yahoo.co.in.

**16.** Members are requested to get the Shares transferred in joint names, if shares are held in a single name to avoid the inconvenience and also to send nomination form (available on request), if not sent earlier.

**17.** Documents relating to the items mentioned in the Notice and Explanatory Statement are available for inspection at the Registered Office of the Company on any working day (except Saturday & Sunday) during business hours from 10.30 a.m. to 12.30 p.m. up to the date of Meeting.

**18.** Voting through electronic means :

**i)** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules, 2015) and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting SERVICES. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited(CDSL).

**ii)** The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The shareholder who do not have access to e-voting or who do not wish to cast the vote electronically may request the Company for physical ballot paper duly filled in may be sent to the **Scrutinizer- S. Khan & Associates, Company Secretary, At: Flat No. 1E, Swastik Enclave, Mission Road, Cuttack- 753001, Odisha** so as to reach the scrutinizer on or before 5.00 p.m. 27th September, 2016.

**iii)** The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**iv)** The remote e-voting period commences on 25th September 2016 (9.00 am) and ends on 27th September, 2016 (5.00 pm). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date of 22nd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**v)** The instructions for members for voting electronically are as under:-