



C O S B O A R D
INDUSTRIES LIMITED

THIRTY SEVENTH ANNUAL REPORT
2016-2017

BOARD OF DIRECTORS

Shiv Shankar Taparia
Anil Kumar Gilra
Chava Suresh Babu
Inderpal singh Pasricha
Abu Akram
Rekha Bhawsinka

Managing Director
Whole-time Director
Non Executive Director
Independent Non Executive Director
Independent Non Executive Director
Independent Non Executive Director

AUDITORS

BRR & Associates
Chartered Accountants
Flat No.101,
Jayasree Sadan Appartments,
H.No.1-1-387/17,
Gandhi Nagar,
Hydrabad-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, 2nd Flr.,
Saikrupa Market, Malakpet
Hyderabad: 500036 (A.P)

REGISTRAR & SHARE TRANSFER AGENTS:

Big Share Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building
Opp. Vasant Oasis
Makwana Road
Marol, Andheri East
Mumbai: 400059

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NOTICE

NOTICE is hereby given that the **37th Annual General Meeting** of the Members of **M/s. Cosboard Industries Limited** will be held on **Thursday, the 28th day of September, 2017**, at-11.30 a.m, at the Regd. Office of the Company Situated At- New Industrial Estate, Phase- II, Jagatpur- 754021, Cuttack, Odisha, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2017 and Statement of Profit & Loss for the Year ended as on that date together with the Reports of Board of Directors and Auditors thereon and in this regard, pass the following resolution(s) as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Suresh Babu Chava (DIN : 02161692), who retires by rotation at 37th Annual General Meeting and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Suresh Babu Chava (DIN: 02161692), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To Declare dividend, if any

4. To appoint Auditors and fix their remuneration and in this regard, 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 37th Annual General Meeting (AGM) until the conclusion of the 38th Annual General Meeting of the Company (subject to the ratification by Members at every AGM) at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business:

5. To regularize appointment of Additional Director, Mr. Inderpal Singh Pasricha (DIN: 00016273), 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 statu-

tory 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. Inderpal Singh Pasricha (DIN: 00016273), who was appointed as Additional Independent Director of the Company in the Board Meeting held on 29.05.2017, 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 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 2022, who is not liable to retire by rotation.”

6. To regularize appointment of Additional Director, Mr. Akram Abu (DIN: 07823398), 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. Akram Abu (DIN: 07823398), who was appointed as Additional Independent Director of the Company in the Board Meeting held on 29.05.2017, 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 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 2022, who is not liable to retire by rotation.”

7. Increase in Managerial Remuneration of Whole time Director Mr. Anil Kumar Gilra (DIN : 00883125), of the Company 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 there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to increase the managerial remuneration of Mr. Anil Kumar Gilra, as Whole-time Director of the Company from Rs. 20000/- to Rs.100000/-, 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 enhancement 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. Managerial Remuneration of Managing Director Mr. Shiv Shankar Taparia (DIN: 00566650), of the Company 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 there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded the managerial remuneration of Managing Director Mr. Shiv Shankar Taparia (DIN: 00566650), of the Company at Rs.100000/-, 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 enhancement and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Shiv Shankar Taparia.

RESOLVED FURTHER THAT the remuneration payable to Mr. Shiv Shankar Taparia, 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."

9. 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 2018, be paid remuneration of '27,500/- (Rupees Twenty Seven Thousand five hundred 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."

10. Increasing in borrowing powers of the Board of Directors upto an amount not exceeding Rs. 100 Crores

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of all earlier resolutions passed in this regard by the Company in general meetings, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time all such sums of money for the purpose of the business of the Bank notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of moneys so borrowed by the Board of Directors and outstanding shall not at any time exceed the sum of Rs. 100 Crores (Rupees Hundred Crores Only).”

11. Alteration of object clause

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

“RESOLVED THAT pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013, Schedule ‘I’ made there under, 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) and subject to the approval of shareholders at Annual General Meeting of the Company by passing a Special Resolution the Main Object Clause of the Memorandum of Association of the Company be and is hereby altered.

Inserted New Sub Clause No. 3 after Sub-clause No-2 in Clause 3rd (A) of Main Object Clause of the Memorandum of Association as follows:

3. To carry on the business of production, cultivation, trading, marketing, buying, selling, storing, wholesale, retail, dealers, agents, distributors, importer, exporter of agricultural products including rice, wheat, seeds, vegetables, plants, medicine plants, fruits, and also act as an agent for sale and purchase of agricultural plant, machineries and equipments and to establish and maintain cold storage units, food processing units, storage chambers, refrigerators, room coolers and freezing house for storage and preserving of food and agricultural commodities.

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of Shareholders in Annual General Meeting, the main object of the Memorandum of Association of the Company be altered.

NOTES:

1. A Statement under Section 102(1) of the Companies Act, 2013, relating to the Special Business (from Item No. 5 to 11) 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 20.09.2017 to 28.09.2017 (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:

(i) Deletion of name of the deceased shareholder(s), where the shares are held in the names of two or more shareholders;

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

(iii) 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 37th 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 37th 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 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 37th 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 37th AGM and the Annual Report for 2017 will be available on the Company's website 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 work-

ing 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 37th 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 Secretaries, 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, 2017.

(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 2017 (9.00 am) and ends on 27th September, 2017 (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 21st September 2017, 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:-

(vi) In case of members receiving e-mail:

Log on to the e-voting website www.evotingindia.com

Click on "Shareholders" tab.

Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number

Registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

After entering these details appropriately, click on "SUBMIT" tab.

Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant <Company Name> on which you choose to vote. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same