



COSMO FERRITES LIMITED

Regd. Off: P.O. Jabli, Distt. Solan, H.P. – 173 209

CIN- L27106HP1985PLC006378

Tel: 01792-277231-32/35/36 Fax: 01792-277234

e-mail: investorservices@cosmoferrites.com,

Website: www.cosmoferrites.com

NOTICE

Notice is hereby given that the Twenty – Eighth Annual General Meeting of the members of Cosmo Ferrites Limited will be held at its Registered Office at Jabli, Dist., Solan (HP)-173209 on Monday, September 22, 2014 at 03.30 P.M to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit & Loss Account for the year ended March 31, 2014, and the Balance Sheet as at that date and the report of the Board of Directors and the Auditors of the Company thereon.
2. To appoint a Director in place of Mr. Anil Kumar Jain (DIN 00027911) who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s B.K. Shroff & Co., Chartered Accountants, retiring Auditors, are eligible for reappointment and offers themselves for re-appointment.

SPECIAL BUSINESS

4. To appoint Mr. Naresh Kumar Gupta (DIN: 00214602) 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 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 Clause 49 of the Listing Agreement, Mr. Naresh Kumar Gupta (DIN: 00214602), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019.”
5. To appoint Mr. Shreekant Somany (DIN: 00021423) 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 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 Clause 49 of the Listing Agreement, Mr. Shreekant Somany (DIN: 00021423), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019.”
6. To appoint Mr. Rakesh Nangia (DIN: 00147386) 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 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 Clause 49 of the Listing Agreement, Mr. Rakesh Nangia (DIN: 00147386), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019.”
7. To appoint Ms. Jyoti Dixit (DIN: 06953089) 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 **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions 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 Clause 49 of the Listing Agreement, Ms. Jyoti Dixit (DIN: 06953089), who was appointed as an Additional Director pursuant to the provisions of

Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019."

8. To approve payment of managerial remuneration in case of no profit or inadequate profit 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 in supersession of the resolutions passed earlier by the Shareholders in this regard and pursuant to the provisions section 197 and 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the said act, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and subject to such other approvals as may be necessary, the Company hereby accords its approval for payment of minimum remuneration to managerial personnel in case of no profit or inadequate profit in any financial year, during the 3 financial years commencing from April 01, 2014 up to an amount as the Board of Directors (the term Board shall be deemed to include the Nomination and Remuneration Committee of the Board) may approve from time to time within the overall limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof.

9. To approve creation of Charge, Mortgage under 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 in supersession of the all the resolutions passed earlier by shareholders in this regard and pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and Articles of Association of the Company, the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorized by the Board or its Committee for such purposes) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, or the whole, or substantially the whole, of the undertaking or undertakings of the Company, and with such ranking as to priority and for such time and on such terms and in such manner as the Board may think fit, in favour of lenders, agents, trustees and other agencies to secure the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and/or working capital facilities and/or Securities issued/ to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 upto an amount not exceeding 75 crores (Rupees Seventy five crores), together with interests, compound/ additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Executive Director or Directors or any other officer of the Company to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolution."

10. To approve the borrowing limits of the Company 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 in supersession of all the resolution passed earlier by the shareholders in this regard, the consent of the Company be and is hereby accorded under the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, and Articles of Association of the Company, authorizing the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes), to borrow from time to time as it may think fit, by way of loans from, or issue of bonds, debentures or other securities whether convertible into equity/preference shares and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/preference shares to, bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by

the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 75 crores (Rupees Seventy five crores).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

11. To approve the remuneration of Cost Auditors for the Financial Year ending March 31, 2015 and in this regard 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 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. Ravi Sahni & Co., Cost Accountants (Firm Registration Number 100193) appointed as the Cost Auditors of the Company by the Board for audit of the cost accounting records of the Company for the Financial year ending March 31st, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. To adopt new Articles of Association of the Company and in this regard 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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

13. To approve the limits of contribution by the Company to any bonafide and Charitable funds etc. and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:-

"RESOLVED THAT the consent of the Company be and is hereby accorded under the provisions of section 181 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) authorizing the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes), to make contribution to any bonafide and Charitable Funds etc, provided that the total amount so contributed by the Board in any financial year shall not at any time exceed the limit of five per cent of its average net profits for the three immediately preceding financial years or Rs. 10 lakhs (Rupees Ten lakhs), whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions."

New Delhi
07 August, 2014

Head Office:
517, 5th Floor, DLF Tower-A
Jasola District Centre,
New Delhi- 110025
CIN:- L27106HP1985PLC006378
e-mail:- investorservices@cosmoferrites.com

By order of the Board of Directors
Cosmo Ferrites Limited

Neha Pawar
Company Secretary
Membership No. A31773

NOTES:

1. As a measure of economy, copies of Annual Report shall not be distributed at the Meeting, therefore members are requested to bring their own copy at the Meeting.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. PROXY SHALL NOT BE ENTITLED TO SPEAK AT THE MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
3. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
5. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
6. The Company is pleased to provide its members the facility of voting through electronic means. The instructions for electronic voting are attached separately with the notice of Annual General Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and share Transfer Books of the Company will remain closed from Tuesday, September 16, 2014 to Monday, September 22, 2014 (Both days inclusive).
9. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
10. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
11. The Members are also requested to notify any change in their addresses immediately to the Company's Share Registrar and Transfer Agents M/s. Alankit Assignments Limited, Alankit House, 2E/21, Jhandewalan Extension, New Delhi 110 055.
12. Members / Proxy holders are requested to produce at the entrance of the Meeting hall the enclosed admission slip duly completed and signed.
13. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
14. Consequent upon the introduction of Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the Registrar and Transfer Agents, M/s Alankit Assignments Limited. The said Form SH 13 can also be downloaded from the Company's web site www.cosmoferrites.com.
15. Pursuant to the requirements of the Listing agreement of Stock Exchanges, on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed is given in the Annexure to the Corporate Governance Report.

Important Communication to Members

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

ITEM NO. 4, 5 and 6

Mr. Naresh Kumar Gupta, Mr. Shreekant Somany and Mr. Rakesh Nangia are Independent Directors of the Company and have held the positions as such for more than 5 (five) years. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a listed company.

It is proposed to appoint Mr. Naresh Kumar Gupta, Mr. Shreekant Somany and Mr. Rakesh Nangia as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019.

Mr. Naresh Kumar Gupta, Mr. Shreekant Somany and Mr. Rakesh Nangia are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Mr. Naresh Kumar Gupta, Mr. Shreekant Somany and Mr. Rakesh Nangia for the office of Directors of the Company. The Company has also received declarations from Mr. Naresh Kumar Gupta, Mr. Shreekant Somany and Mr. Rakesh Nangia that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Naresh Kumar Gupta, Mr. Shreekant Somany and Mr. Rakesh Nangia fulfills the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Naresh Kumar Gupta, Mr. Shreekant Somany and Mr. Rakesh Nangia are independent of the management.

Brief resumes of Mr. Naresh Kumar Gupta, Mr. Shreekant Somany and Mr. Rakesh Nangia, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Mr. Naresh Kumar Gupta, Mr. Shreekant Somany and Mr. Rakesh Nangia as Independent Directors setting out the terms and conditions and other relevant documents are available for inspection by members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting and is also available on the website of the Company at www.cosmoferrites.com

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. Mr. Naresh Kumar Gupta, Mr. Shreekant Somany and Mr. Rakesh Nangia are interested in the resolutions set out respectively at Item No. 4, 5 & 6 of the Notice with regard to his appointment. The relatives of Mr. Naresh Kumar Gupta, Mr. Shreekant Somany and Mr. Rakesh Nangia may be deemed to be interested in the resolutions set out respectively at Item No. 4, 5 & 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 4, 5 & 6 of the Notice for approval by the shareholders.

ITEM No. 7

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Ms. Jyoti Dixit as an Additional Director of the Company with effect from 07 August, 2014.

In terms of the provisions of Section 161(1) of the Act, Ms. Jyoti Dixit would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Jyoti Dixit for the office of Director of the Company.

Ms. Jyoti Dixit is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence to be adopted to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a company and shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Ms. Jyoti Dixit that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Ms. Jyoti Dixit possesses appropriate skills, experience and knowledge; inter alia, in the field of Corporate Governance, Secretarial & legal.

In the opinion of the Board, Ms. Jyoti Dixit fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Ms. Jyoti Dixit is independent of the management.

Brief resume of Ms. Jyoti Dixit, nature of her expertise in specific areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view her expertise and knowledge, it will be in the interest of the Company that Ms. Jyoti Dixit is appointed as an Independent Director. Copy of the draft letter for appointment of Ms. Jyoti Dixit as an Independent Director setting out the terms and conditions and other relevant documents are available for inspection by members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting and is also available on the website of the Company at www.cosmoferrites.com

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. Save and except Ms. Jyoti Dixit, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

ITEM No.8

As per the provisions of Schedule V of Companies Act, 2013 remuneration payable by the Companies having no profit or inadequate profits without Central Government approval will be governed by Section II Part II of Schedule V of Companies Act, 2013. The limits specified in Part II of Schedule V of the Act are required to be approved via Special Resolution.

Board hereby accords the approval of the members to pay remuneration to Managing Personnel as per the above limits provided under Section 196 and 197 read with Schedule V of the Companies Act, 2013.

Mr. Ambrish Jaipuria & Mr. Ashok Jaipuria are interested in the resolutions set out respectively at Item No. 8 of the Notice, which pertains to the remuneration payable to Managing Personnel.

The relatives of Mr. Ambrish Jaipuria may be deemed to be interested in the resolutions set out at Item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board accordingly recommends the resolution as set out in Item no. 8 of the accompanying notice for the approval of shareholders by way of Special Resolution.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to item no. 8 is as follows-

I. General Information :

- 1) Nature of Industry : Manufacturer and exporter of Soft Ferrites
- 2) Date or expected date of commencement of commercial production : Existing Company, already commenced from 1986.
- 3) In case of new Companies, Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Existing Company, Not applicable.

4) Financial performance based on given indicators:

(Rs. in lacs)

Particulars	Year ended 31.03.2014	Year ended 31.03.2013
Income from Operations		
Net sales/ Income from Operations (Net of excise duty)	5677	4862
Other Operating Income	69	51
Total	5746	4913
Expenses	5417	4913
Profit from operation before other income, interest & Exceptional item	329	-
Other Income	103	28
Profit before finance costs & Exceptional item	432	28
Finance cost	272	287
Profit/ (loss) after interest but before Exceptional items	160	(259)
Exceptional items	50	-
Profit before tax	110	(259)
Tax expenses	5	(93)
Profit after Tax	105	(166)

(5) Foreign Investment of Collaborators : NIL

II. Information about the Appointee Mr. Ambrish Jaipuria

(1) Background Details	:	Mr. Ambrish Jaipuria is commerce graduate in Business Administration from Ohio State University, USA.
(2) Past Remuneration	:	Basic salary: Rs 1,75,000/- p.m. with such annual increments as the board may decide. Perquisites and allowance: HRA @ 50% of basic salary p.m., Medical allowances/ re-imbursements: One month's basic salary or such as may be decided by the Board, Leave Travel concession/allowance: One month's basic salary or as decided by the Board, Club fees: Fees payable subject to maximum of two clubs or as may be decided by the Board, provision for drivers/ drivers salary as per rules of the Company. Other Benefits: Earned/ privilege leaves, Company's contribution to Provident Fund and Super Annuation fund, Gratuity, Leave encashment, Company's Car & telephone facility.
(3) Recognition or awards	:	-
(4) Job Profile and his suitability	:	Mr. Ambrish Jaipuria has experience in Finance and Accounts and General Management functions in industrial enterprises in India.
(5) Remuneration Proposed	:	Payment of the salary, perquisites, allowances, commissions etc. to Mr. Ambrish as per the terms and conditions as may be decided by the Board of Directors (the term Board shall be deemed to include the Nomination and Remuneration Committee of the Board), within over all limit specified under Schedule V to the Companies Act, 2013

(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin).	:	The remuneration proposed to be paid to Mr. Ambrish Jaipuria is in line with peers in comparable company, keeping in view his job profile, the size of operations and complexity of business of company
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	:	Mr. Ambrish is a promoter director holding 52100 shares in the Company. Apart from receiving remuneration as stated above and dividend as a member of the Company (if any), he does not receive any emoluments from the Company. Mr. Ashok Jaipuria Non Executive- Chairman of Cosmo Ferrites is father of Mr. Ambrish Jaipuria. No other managerial personnel have any relationship with Mr. Ambrish Jaipuria.

III. Other Information

(1)	Reasons for loss or inadequate profits	:	Not applicable
(2)	Steps taken or proposed to be taken for improvement	:	Not applicable
(3)	Expected increase in productivity and profits in measurable terms	:	Not applicable

IV. Disclosures

(1)	The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any attached to the financial statement:- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors; (ii) Details of fixed components and performance linked incentives along with the performance criteria (iii) Service contracts, notice period severance fees; (iv) Stock option 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;	:	The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Company
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ITEM NO. 9

Members of the Company had approved creation of charge, Mortgage on the assets of the Company by passing an Ordinary Resolution. Under section 180 of Companies Act, 2013 the same is required to be approved by shareholders by passing Special Resolution.

The Board commends the Special Resolution set out in Item no. 9 for the approval by the shareholders.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 9

ITEM NO. 10

Members of the Company had approved the borrowing powers of the Company by passing an Ordinary Resolution. Companies Act 2013 requires the limits to be approved via Special Resolution.

The Board accordingly recommends the resolution as set out in Item no. 10 of the accompanying notice for the approval of shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 10

ITEM NO. 11

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 as per the following detail. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Name of the Cost Auditor	Industry	Audit fees (in lakhs)
Mr. Ravi Sahni	Engineering Machinery (Including electrical & electronic product)	1.25 lakhs

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

ITEM No. 12

The existing Articles of Association (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The New Act is now largely in force. However, substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 12 of the Notice.

The Board commends the Special Resolution set out at Item No. 12 of the Notice for approval by the shareholders.

ITEM No. 13

As per the provisions of Companies Act, 2013 the Board may contribute to bona fide charitable and other funds upto five per cent of its average net profits for the three immediately preceding financial years. For making contribution over & above this limit, shareholder's approval is required.

In order to sustain minimum contribution to committed charitable purposes in the years of lower profit, it is proposed to obtain members approval for contributing amount upto Rs 10 lakhs, in a financial year.

Accordingly, it is proposed to obtain members approval by way of Ordinary resolution for contributing upto five percent of the average net profits of the company for the three immediately preceding financial years or Rs 10 lakhs whichever is higher.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 13 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 13 of the Notice for approval by the shareholders.

**New Delhi
07 August, 2014**

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

Head Office:
517, 5th Floor, DLF Tower-A
Jasola District Centre,
New Delhi- 110025
CIN:- L27106HP1985PLC006378
e-mail:- investorservices@cosmoferrites.com

**Neha Pawar
Company Secretary
Membership No. A31773**

The instructions for members for voting electronically are as under:-

- (i) The Voting period begins on Monday, 15th September, 2014 from 10:00 a.m. (IST) and ends on Tuesday, 16th September, 2014 06:00 p.m. During the period shareholders of the Company holding shares either in physical form or dematerialized form, as on the cut off date i.e. Friday, 22nd August, 2014, may cast their vote electronically. The e voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website **www.evotingindia.com** during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now enter your User ID:-
 - (a) **For CDSL** : 16 digits beneficiary ID
 - (b) **For NSDL** : 8 Character DP ID followed by 8 Digits Client ID
 - (c) Members holding shares in physical form should enter Folio Number registered with the Company
- (v) Next enter the image verification code / captcha code as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below. (Applicable for the Members holding shares in demat form and in physical form)
- (viii) Now, fill up the following details in the appropriate boxes:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the demat account / folio no. in the PAN field. In case the folio no. 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 Ram Kumar with folio no. 100 then enter RA00000100 in the PAN field.
DOB	<p>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.</p>
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> <ul style="list-style-type: none"> 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 number of shares held by you as on Friday, 22nd August, 2014 in the Dividend Bank Details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xii) Click on the relevant EVSN of **"Cosmo Ferrites Limited"** on which you choose to vote.
- (xiii) On the voting page, you will see **Resolution Description** and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.