



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 Thirty Eighth (38th) Annual General Meeting of the members of Cosmo Ferrites Limited will be held on August 09, 2024 at 03:00 pm through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 and the report of the Board of Directors and the Auditors of the Company thereon.
2. Re-appointment of Mr. Pankaj Poddar as Non-Executive Non-Independent Director.

SPECIAL BUSINESS

3. To re-appoint Mr. Rajesh Kumar Gupta (DIN 08615199) 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 **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149 and 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 Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company hereby accords its approval for the re-appointment of Mr. Rajesh Kumar Gupta (DIN: 08615199), as an Independent Non- Executive Director of the Company who meets the criteria for independence as provided in the Companies Act, 2013 and Listing Regulations and who is eligible for re-appointment, for a second term of five consecutive years with effect from November 19, 2024 and whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors (the term Board shall be deemed to include the Nomination and Remuneration Committee of the Board) be and are hereby authorized to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

4. To re-appoint Mr. Ambrish Jaipuria (DIN: 00214687) as Managing Director for a further Period of Five Years after the Completion of his current tenure 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 196, 197 and 203 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 re-enactment thereof for the time being in force), Articles of Association of the Company, the Company hereby accords its approval for the re-appointment of Mr. Ambrish Jaipuria (DIN: 00214687) as Managing Director of the Company, for a period of five years commencing from April 1, 2025.

RESOLVED FURTHER THAT the Company hereby approves the salary, perquisites, allowances and commission as per the existing terms and conditions as set out in the Statement annexed to the Notice convening this Meeting with liberty to the Board of Directors (the term Board shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ambrish Jaipuria within the overall limit specified under Section I of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment or substitution thereof from time to time.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profit in any financial year, the company do pay to Mr. Ambrish Jaipuria remuneration by way of salary, perquisites and allowances not exceeding the ceiling limit specified under section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors (the term Board shall be deemed to include the Nomination and Remuneration Committee of the Board) be and hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. 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 FURTHER 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 re-enactment 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, 2023 up to an amount as the Board of Directors (including its Committee thereof) 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.”
6. To approve remuneration payable to Cost Auditors for the FY 2024-25 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 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 31, 2025 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 authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

Date: May 17, 2024
Place: New Delhi

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

Ekta Verma
Company Secretary
Membership No. 54666

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated September 25, 2023, December 28, 2022, May 5, 2022, December 14, 2021, December 8, 2021, January 13, 2021 May 5, 2020, April 13, 2020 and April 08, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. 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.
3. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent via registered email of the shareholder to email of the Company—investorservices@cosmoferrites.com.
4. In compliance with the aforesaid MCA Circulars and relevant SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website www.cosmoferrites.com, websites of the Stock Exchanges i.e, BSE Limited and on the websites of CDSL <https://www.evotingindia.com>. Physical copies of Notice and Annual Report 2023-24 shall be sent to those who have not registered their email addresses with the Company/Depositories.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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. The relevant details as required under Regulation 36(3) of SEBI Listing Regulations and SS-2 Secretarial Standards on General Meeting of the person seeking appointment/ re-appointment as Director under Item No. 3 to 4 of the Notice, are also annexed as Annexure hereto.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. The Register of Members and share Transfer Books of the Company will be closed from Saturday, August 03, 2024 till Friday, August 09, 2024 (Both days inclusive).
9. Members who have not registered their email address with the Company or Depositories, may complete the email registration process as under:
 - i). The members of the Company holding equity shares of the Company in Demat Form and who have not registered their email addresses may temporarily get their email addresses registered with Alankit Assignments Limited by clicking the link: <https://mailupd.alankit.com> and follow the registration process as guided therein. The members are requested to provide details such as DPID, Client ID/Folio No/ PAN, mobile number and email id. In case of any query, a member may send an email to Alankit at rta@alankit.com.
 - ii). It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants by following the procedure prescribed by the Depository Participant.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the link at <https://www.cosmoferrites.com/investor-relations/updation-of-kyc-details>.
12. SEBI vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024, as amended from time to time, has mandated that shareholder(s) holding share(s) in physical form shall furnish a self-attested copy of PAN linked with Aadhaar, KYC details, choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, *inter alia*, furnish aforesaid details. The shareholder(s) whose folio(s) are not updated with aforesaid documents/ details, shall be eligible:

 - To lodge grievance or avail any service request from the RTA only after furnishing aforesaid documents/ details; and
 - To receive any payments including dividend in respect of such folios, only through electronic mode, effective from April 01, 2024.

The Company is in process of sending the individual letters/communications to all the shareholders holding shares of the Company in physical form for furnishing aforesaid details.

The formats for nomination and updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and relevant FAQs published by SEBI can be viewed at the following link on Company's website <https://www.cosmoferrites.com/investor-relations/updation-of-kyc-details>.
13. In the case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before August 08, 2024 through email on investorservices@cosmoferrites.com. The same will be replied by the Company suitably.

15. Voting through electronic means:

1. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited ("CDSL") on all the resolutions set forth in this Notice. Members who have cast their votes by remote e-voting prior to the AGM may also participate in the AGM through VC but shall not be entitled to cast their vote on such resolutions again. The manner and process of e-voting remotely by members is provided in the instructions for e-voting which forms part of this Notice.
2. The remote e-voting period will commence on Tuesday, August 06, 2024 (IST 09:00 a.m.) and will end on Thursday, August 08, 2024 (IST 05:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, August 02, 2024, 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. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cutoff date i.e., Friday, August 02, 2024.
3. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast 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 during the AGM.
4. Any person who becomes a member of the Company after sending the Notice and holding shares as on the cutoff date may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a member is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
5. Detailed e-voting instructions and instructions for attending the AGM through VC are given separately.

15. Other Instructions:

- The Board of Directors has appointed Ms. Monika Kohli, partner of DMK Associates, Practicing Company Secretaries (FCS No. 5480) as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.cosmoferrites.com and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

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.

ANNEXURE - A TO THE NOTICE OF 38th ANNUAL GENERAL MEETING

Details of Directors seeking appointment/Re-appointment at the AGM pursuant to Regulation 36(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Pankaj Poddar	Mr. Rajesh Kumar Gupta	Mr. Amrish Jaipuria
Date of Birth and Age	July 03, 1976, 48 years	July 5, 1954, 70 years	December 23, 1978, 46 Years
Qualifications	Chartered Accountant	Commerce Graduate	Commerce Graduate
Experience, Nature of Expertise and Skills and Capabilities	Experience of more than 20 years in finance and leadership and management roles.	Finance & Administration	Experience in Finance and Accounts and General Management functions.
Brief Resume	Mr. Pankaj Poddar's career spans over a period of more than two decades in finance, advisory, assurance and various leadership as well as management roles. Before joining Cosmo, Mr. Pankaj has worked with automotive & FMCG industries. He is a B. Com (H) from SRCC, qualified Chartered Accountant and holds a diploma in management. Awarded Indian CEO of the Year – 2016 by Brand Summit India.	Mr. Rajesh Kumar Gupta had experience in various functional areas of business – Manufacturing operations, Accounts & Finance, Taxation, Banking, Rehabilitation Scheme /implementation under BIFR, Capital Investment Negotiations, Projects Implementation/MIS etc. He joined Jay Engineering Works Ltd, Shriram Group Company in Sept 1979, (Brand owner USHA). Company renamed as Usha International Ltd. in 2007. He was Part of senior management team at corporate office.	Mr. Amrish Jaipuria's career span over a period of more than 15 years in Finance & Accounts and General Management functions in industrial enterprises in India. Mr. Jaipuria is a graduate in Business Administration from The Ohio State University, the USA.
Disclosure of inter-se relationship	Mr. Pankaj Poddar has no inter-se relationship with any Director(s) of the Company.	Mr. Rajesh Kumar Gupta has no inter-se relationship with any Director(s) of the Company	Mr. Amrish Jaipuria has no inter-se relationship with any Director(s) of the Company.
Terms and conditions of Re-Appointment	Re-appointment as Non-Executive Non-Independent Director subject to retirement by rotation.	Re-appointment as Non-Executive Independent Director for another term of five (5) consecutive years.	Re-appointment as Managing Director for another term of 5 years
Date of First Appointment	May 12, 2022	November 19, 2019	January 29, 2004
No. of Board Meeting attended during the year	6 (Six)	6 (Six)	6 (Six)
Name of other Companies in which he holds Directorship	<ol style="list-style-type: none"> 1. Cosmo Speciality Chemicals Private Ltd 2. Cosmo Speciality Polymers Private Ltd 3. Cosmo Global Films Private Limited 4. Organisation of Plastics Processors of India 5. ZIGLY Pet Ventures Limited 	<ol style="list-style-type: none"> 1. Astro Nidhi Limited 	<ol style="list-style-type: none"> 1. Modern Montessori International (India) Pvt Ltd.
Chairman/ Member of the Committee of the Board of Directors of the Company	<ol style="list-style-type: none"> 1. Audit Committee-Member 2. Stakeholders Relationship Committee – Member 	<ol style="list-style-type: none"> 1. Audit Committee-Chairman 2. Nomination and Remuneration Committee-Member 	<ol style="list-style-type: none"> 1. Nomination and Remuneration Committee-Member

Name of the Director	Mr. Pankaj Poddar	Mr. Rajesh Kumar Gupta	Mr. Ambrish Jaipuria
Membership/ Chairmanship of committees of other entities (includes only Audit Committee and Stakeholders Relationship committee)	NIL	NIL	NIL
Name of Listed entities from which the Director has resigned in the past three years	NIL	NIL	NIL
Shareholding in the Company	50131 Equity Shares	NIL	132625 Equity Shares

Note: Only Audit & Stakeholders Relationship Committee have been considered.

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

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

Item No 03

The Members of the Company in the 34th Annual General Meeting had regularized Mr. Rajesh Kumar Gupta as an Independent Director of the Company for a period of five consecutive years effective from November 19, 2019.

The Board of Directors of the Company (on the recommendation of Nomination and Remuneration Committee) in its meeting held on May 17, 2024 subject to approval of members has recommended re-appointment of Mr. Rajesh Kumar Gupta as an Independent Director of the Company for second consecutive term of 5 years effective from November 19, 2024 not being liable to retire by rotation.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the candidature of Mr. Rajesh Kumar Gupta for the office of Independent Director of the Company.

Mr. Rajesh Kumar Gupta is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received a declaration from Mr. Rajesh Kumar Gupta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Listing Regulations.

In the opinion of the Board, Mr. Rajesh Kumar Gupta fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Rajesh Kumar Gupta is Independent of Management.

Brief resume of Mr. Rajesh Kumar Gupta, nature of his expertise in specific areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations and SS-2 Secretarial Standards on General Meetings, are provided in the Annexure forming part of this notice.

In the opinion of the Board of Directors, Mr. Rajesh Kumar Gupta is a person of high repute, integrity and has rich and varied experience. The Board considers that his continued association would benefit the Company and it is desirable to continue to avail his services.

Copy of the draft letter for appointment of Mr. Rajesh Kumar Gupta 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 with the Stock Exchanges. Save and except Mr. Rajesh Kumar Gupta, 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.3 of the Notice.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No. 04

The term of Mr. Ambrish Jaipuria as Managing Director expired on March 31, 2025. The Board of Directors in its meeting held on May 17, 2024 subject to the approval of the shareholders and on the recommendation of the Nomination & Remuneration Committee re-appointed Mr. Ambrish Jaipuria for further period of five (5) years, effective from April 01, 2025 on the following terms and condition:

- a) **Salary:** Rs. 6400,000/- (Rupees Sixty Four lacs) per annum (same as existing).
- b) **Performance Bonus-** over and above the salary as per following Schedule-
 - (i) EBIDTA upto Rs. 6 crore : 3% of EBIDTA
 - (ii) EBIDTA 6 crores and above but upto 8 crores : 4% of EBIDTA
 - (iii) EBIDTA more than 8 crores : 5% of EBIDTA
- c) **Perquisites & Allowances-**
 - House Rent allowance @ 60% of the basic salary per month.
 - Medical allowance/ Re-imbursement: One month's basic salary or such allowance/ re-imbursement as decided by the Board from time to time.
 - Leave travel concession/allowance: One month's basic salary or as decided by the Board from time to time.
 - Club fees: Fees payable subject to a maximum of two clubs or as decided by the Board from time to time.
 - Provision for driver/ driver's salary allowance: As per rules of the Company

d) Other Benefits-

- Earned/ Privilege leave: as per rules of the Company.
- Company's contribution to provident fund and superannuation fund: As per rules of the Company.
- Gratuity: As per rules of the Company.
- Encashment of Leave: As per the rules of the Company.
- Company's car and telephone: Use of Company's car and telephone at the residence for official purposes, as per rules of the Company.

e) Other Terms:

- A. Minimum Remuneration:** In the event of absence or inadequacy of net profits in any financial year, the Company do pay to Mr. Ambrish Jaipuria, Managing Director remuneration by way to salary, perquisites, and allowance as per the provision of section II of part II of Schedule V to the Companies Act, 2013 or any statutory modification thereof.
- B. Reimbursement of expenses in connection with Company's business:** Mr. Ambrish Jaipuria, Managing Director shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as from time to time, be available to other senior executives of the Company.

The Board of Directors may in its absolute discretion and from time to time, fix the salary payable to the Managing Director and may vary the perquisites payable to the Managing Director.

The above remuneration is within the ceiling laid down in section 196 and 197 read with Schedule V to the Companies Act, 2013 as modified by the circulars issued by the Company Law Board/ Ministry of Corporate Affairs from time to time.

Mr. Ambrish Jaipuria satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of section 196 of the Act for being eligible for their re-appointment. He is not disqualified from being appointed as Managing Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ambrish Jaipuria under section 190 of the Act.

Brief resume of Mr. Ambrish Jaipuria, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Listing Regulations and Secretarial Standard-2 (Secretarial Standard on General Meeting) are provided in the Annexure-A forming part of this Notice.

The terms and conditions of re-appointment of Mr. Ambrish Jaipuria shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Mr. Ambrish Jaipuria is interested in the resolution set out respectively in Item No. 4 of the Notice, which pertains to the re-appointment of Mr. Ambrish Jaipuria and remuneration payable to him.

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 Special Resolutions set out in Item No. 4 of the Notice for approval by the shareholders.

Item No. 05

As per the provisions of Schedule V of Companies Act, 2013 remuneration payable by the Companies having no profit or inadequate profits will be governed by Section II Part II of Schedule V of Companies Act, 2013. The Company may pay above these limits with the approval of shareholders via Special Resolution.

The 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 is interested in the resolutions set out respectively at Item No. 5 of the Notice, which pertains to the remuneration payable to Managing Personnel.

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. 5 of the accompanying notice for the approval of shareholders by way of a 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. 5 is as follows:

I. General Information

- 1) Nature of Industry : Manufacturing and exporter of Soft Ferrites
- 2) Date or expected date of commencement : Existing Company already commenced from 1986 of 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 : Existing Company, Not applicable.
- 4) Financial performance based on given indicators: (Rs. in Lacs)

Particulars	2023-24	2022-23
Sales	9775.55	10,731.42
Other Income	294.13	261.35
Profit/(Loss) Before Depreciation & Tax	1013.00	1255.00
Depreciation	486.39	389.90
Exceptional Item	(35.76)	-
Profit/(Loss) Before Tax	(267.27)	315.03
Provision for Current Tax	-	85.07
Provision for earlier year	(0.69)	(4.74)
Profit/ Loss after current Tax	(266.58)	234.70
Provision for Deferred Tax	(68.60)	(6.99)
Other Comprehensive Income (Net of Tax)	(197.98)	241.69
Add:- Mat Credit Entitlement	-	-
Add:- Balance brought forward	(197.98)	241.69
Less:- Transfer to Preference Share Capital Redemption Reserve	-	-
Add:- Transfer from Other Equity	-	-
Balance carried to Balance Sheet	(197.98)	241.69

- 5) Foreign Investment of Collaborators: NIL

II. Information about the Appointee Mr. Ambrish Jaipuria, Managing Director

1. Background Details	Mr. Ambrish Jaipuria is commerce graduate in Business Administration from Ohio State University, USA.
2. Past Remuneration	<p>Basic salary: Rs 64,00, 000/- (Rupees Sixty Four lacs Basic salary) Per annum.</p> <p>Performance Bonus –As per following Schedule-</p> <p>(i) EBIDTA upto Rs. 6 crores -3% of EBIDTA</p> <p>(ii) EBIDTA 6 crores and above but upto 8 crores- 4% of EBIDTA</p> <p>(iii) EBIDTA more than crores -5% EBIDTA</p> <p>Perquisites and allowance: HRA @ 60% of basic salary perquisites and allowance p.m., Medical allowances/ reimbursements:</p> <p>One month's basic salary or such as may be decided by the Board, Leave Travel concession/allowance:</p> <p>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.</p> <p>Other Benefits: Earned/privilege leaves, Company's Other Benefits contribution to Provident Fund and Super Annuation fund, Gratuity, Leave encashment, Company's Car & telephone facility</p>

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
Remuneration Proposed	No change in remuneration. same as mentioned in point 2 above
Comparative remuneration profile with respect to industry, size of the Company, profile of 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 Mr. Ambrish Jaipuria is in line with peers in comparable company, keeping view his job profile, the size of operations and complexity of business of company
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Ambrish Jaipuria is promoter director holding 132625 shares in the company. Apart from receiving remuneration as stated above and dividend as a member of Company (if any), he does not receive any emoluments from the company.

III. Other Information

1. Reasons for loss or inadequate profits	Low realization in domestic and export market. In domestic market pricing is less due to low value ferrites import from China. Export volume also reduced due to recession in Europe. Interest cost high in current year as compared to last year due to capacity enhancement.
2. Steps taken or proposed to be taken for	Launch of new products better product mix Cost control Efficiency improvement. Filed Anti-dumping duty application. And expected favorable results
3. Expected increase in productivity and profits in measurable terms	The above steps taken or proposed to be taken are expected to increase the productivity and profit of the Company However, in the present scenario it's difficult to predict the impact of above in measurable term.

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.
--	--

ITEM -6

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, 2025 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 must be determined by the shareholders of the Company.

Name of the Cost Auditor	Industry	Audit fees (Rs. in lakhs)
Mr. Ravi Sahni	Electricals or Electronic Machinery	1.65 lakhs

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

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. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

Date: May 17, 2024
Place: New Delhi

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

Ekta Verma
Company Secretary
Membership No. 54666

I. GENERAL INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC

- i) Members will be provided with a facility to attend the AGM through VC through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of the Company is displayed.
- ii) The facility for joining the AGM through VC will be opened 30 minutes before the time scheduled for the AGM. The facility of participation at the AGM through VC will be made available to at least 1000 members on first-come first-served basis.
- iii) Members can participate in the AGM through their desktops/smartphones/ laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops/laptops with high speed internet connectivity.
- iv) Please note that members connecting from mobile devices or tablets or through laptops 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.
- v) Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number PAN, email id, mobile number at investorsevices@cosmoferrites.com from August 05, 2024 (IST 09:00 A.M.) to August 07, 2024 (IST 05:00 P.M.)
- vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- vii) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance from their registered email address mentioning their name, demat account number/folio number, mobile number at investorservices@cosmoferrites.com. These queries will be replied to by the company suitably by email.

II. PROCESS AND MANNER FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL SHAREHOLDERS HOLDINGS SECURITIES IN DEMAT MODE:

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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/IdeasDirectReg.jsp</p> <p>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
--	--

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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 or contact at toll free no. 1800 22 55 33
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 or call at : 022 - 4886 7000 and 022 - 2499 7000

III. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES AND MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 1) For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
- 2) For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
- 3) For Individual Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

IV. PROCESS AND MANNER FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorservices@cosmoferrites.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

V. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.\
- iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33