



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 Sixth (36th) Annual General Meeting of the members of Cosmo Ferrites Limited will be held on Thursday, June 30, 2022 at 05:00 p.m. 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, 2022 and the report of the Board of Directors and the Auditors of the Company thereon.**

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

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March, 2022 and the report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered adopted."

2. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Ms. Abha Jaipuria (DIN:0829053), a director liable to retire by rotation, who does not offer herself for re-appointment, be not re-appointed as a Director of the Company"

3. **To re-appoint M/s Suresh Kumar Mittal & Co., Chartered Accountants (Registration No. 500063N), as the statutory auditors of the Company, and to authorize the Board of Directors to fix the remuneration for the period.**

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

" RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Suresh Kumar Mittal & Co., Chartered Accountants, having registration No. 500063N be and are hereby re-appointed as statutory auditors of the Company for term of five consecutive years, who shall hold office the conclusion of this Annual General Meeting till the conclusion of 41st Annual General Meeting in the year 2027 on such remuneration as may be decided by the Board of Directors, in consultation with the statutory auditors of the Company"

SPECIAL BUSINESS

4. To appoint Mr. Pankaj Poddar (DIN: 02815660) as a Non-Executive and Non- 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 152, 161 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 the applicable Regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, Mr. Pankaj Poddar (DIN: 02815660), 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 his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all other acts, deeds and things as may be necessary in this regard."

5. To appoint Mrs. Himalyani Gupta (DIN: 00607140) 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, 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), Mrs. Himalyani Gupta (DIN: 00607140), 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 for a period up to May 12, 2027 and shall not be liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all other acts, deeds and things as may be necessary in this regard."

6. To appoint Mr. Neeraj Kumar Sharma (DIN:06861870) 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, 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), Mr. Neeraj Kumar Sharma (DIN: 06861870), 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 his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period up to May 12, 2027 and shall not be liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all other acts, deeds and things as may be necessary in this regard."

7. 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 31, 2023 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: 12 May, 2022

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

**Aditya Sharma
Company Secretary
Membership No. A60502**

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 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. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be available on first come first served basis.
 5. In compliance with the aforesaid MCA Circulars and relevant SEBI Circulars Notice of the AGM along with the Annual Report 2021-22 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 2021-22 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>.
 6. 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.
 7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 8. 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 e-mail addresses may temporarily get their e-mail 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 e-mail id. In case of any query, a member may send an e-mail 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.
 9. 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.
 10. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021. Attention of the Members holding shares of the Company in physical form is invited to go through the said important communication under the link at <https://www.cosmoferrites.com/investor-relations/updation-of-kyc-details>.
 11. Effective from January 1 2022, any service requests or complaints received from the member, will not be processed by RTA till the required details/ documents (i.e., Postal Address with Pin Code, email address, mobile number, bank account details etc.) are provided to RTA. On or after April 1 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.cosmoferrites.com/investor-relations/updation-of-kyc-details>.
 12. 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>.
 13. 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
 14. 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.
 15. 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 June 29, 2022 through email on investorservices@cosmoferrites.com. The same will be replied by the Company suitably.

16. Other Instructions:

- 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.
- The recorded transcript of the forthcoming AGM on June 30, 2022, shall also be made available on the website of the Company at www.cosmoferrites.com, as soon as possible after the Meeting is over.

17. 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 Monday, June 27, 2022 (IST 09:00 a.m.) and will end on Wednesday, June 29, 2022 (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., Thursday, June 23, 2022, 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 cut-off date i.e., Thursday, June 23, 2022.
 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 cut-off 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. Detail evoting instructions and instructions for attending the AGM through VC are given separately.
18. 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.
19. The Register of Members and share Transfer Books of the Company will be closed from Friday, June 24, 2022 to Thursday, June 30, 2022 (Both days inclusive).
20. Pursuant to the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), 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-3

The members of the Company had approved the appointment of M/s Suresh Kumar Mittal & Co., Chartered Accountants, having registration number 500063N as the Statutory Auditors at the 31st Annual General Meeting of the Company held on 25th September, 2017 to hold office for a period of 5 years till the conclusion of 36th Annual General Meeting.

Pursuant to Section 139(2) of the Act, the Company can appoint an audit firm for a second term of five consecutive years. Accordingly, M/s Suresh Kumar Mittal & Co., Chartered Accountants, are proposed to be re-appointed as Statutory Auditors of the Company for a second term of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 41st Annual General Meeting.

In accordance with the Act and on recommendation of the Audit Committee and in the best interest of the Company, the Board of Directors have considered and recommended the proposed re-appointment of M/s Suresh Kumar Mittal & Co. Chartered Accountants as Statutory Auditors of the Company for another term of five consecutive years from the conclusion of this Annual General Meeting to the conclusion of 41st Annual General Meeting. M/s Suresh Kumar Mittal & Co. have given their consent and confirmed that their appointment, if made, would be within the limits specified under section 141(3)(g) of the Act, and Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

The proposed remuneration to be paid to M/s Suresh Kumar Mittal & Co., Chartered Accountants for the financial year 2022-23 is Rs. 8 (eight) Lacs plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of the Audit Committee.

Brief Profile of the M/s Suresh Kumar Mittal & Co., Chartered Accountants is as given below:

M/s. S.K. Mittal & Co. is one of India's leading audit firms established in the year 1989 with a view to provide audit, accounting and allied services to client across India. The firm possess vast experience of over 28 years. The firm hold peer review certificate issued by Institute of Chartered Accountants of India valid up to 2024. The registered office of the firm is at 60, First Floor, Pocket H-3 Sector-18, Rohini, Delhi-110085.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board, on recommendation of the Audit Committee, recommends the resolution set forth in Item No.3 of the Notice for approval of the members.

ITEM-4

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Pankaj Poddar as an Additional Director of the Company with effect from May 12, 2022.

In terms of the provisions of Section 161(1) of the Act, Mr. Pankaj Poddar would hold office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a member under section 160 of the Act proposing the candidature of Mr. Pankaj Poddar for the office of Director of the Company.

Mr. Pankaj Poddar is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director.

The resolution seeks the approval of members for the appointment of Mr. Pankaj Poddar as Director of the Company pursuant to provision of the Companies Act, 2013 and rules made thereunder. He will be liable to retire by rotation.

Brief resume of Mr. Poddar, nature of his expertise in specific areas and names of companies in which he holds directorship and membership/ chairmanship of Board Committees, shareholding and relationships between Directors inter-se as stipulated under SEBI(Listing Obligations and Disclosures Requirements) Regulations, 2015 are provided in the Annexure forming part of this Notice.

This statement may also be regarded as a disclosure with Stock exchange. Except Mr. Pankaj Poddar being appointee, none of the other Director and key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the accompanying Notice of the AGM. Mr. Pankaj Poddar is not related to any Director of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM-5

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, Mrs. Himalyani Gupta as an Additional Director of the Company with effect from May 12, 2022.

In terms of the provisions of Section 161(1) of the Act, Mrs. Himalyani Gupta would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Himalyani Gupta for the office of Director of the Company.

Mrs. Himalyani Gupta 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 Mrs. Himalyani Gupta that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mrs. Himalyani Gupta fulfils the conditions for her appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Himalyani Gupta is Independent of Management.

The resolution seeks the approval of members for the appointment of Mrs. Himalyani Gupta as an Independent Director of the Company for a period up to May 12, 2027 pursuant to section 149 and other applicable provision of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

Brief resume of Mrs. Himalyani Gupta, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure forming part of this notice.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Himalyani Gupta be appointed as an Independent Director. Copy of the draft letter for appointment of Mrs. Himalyani 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 Mrs. Himalyani 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.5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM-6

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, Mr. Neeraj Kumar Sharma as an Additional Director of the Company with effect from May 12, 2022.

In terms of the provisions of Section 161(1) of the Act, Mr. Neeraj Kumar Sharma would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Neeraj Kumar Sharma for the office of Director of the Company.

Mr. Neeraj Kumar Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his 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 Mr. Neeraj Kumar Sharma that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Neeraj Kumar Sharma fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Neeraj Kumar Sharma is Independent of Management.

The resolution seeks the approval of members for the appointment of Mr. Neeraj Kumar Sharma as an Independent Director of the Company for a period up to May 12, 2027 pursuant to section 149 and other applicable provision of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

Brief resume of Mr. Neeraj Kumar Sharma, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure forming part of this notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Neeraj Kumar Sharma be appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Neeraj Kumar Sharma 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. Neeraj Kumar Sharma, 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.6 of the Notice.

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

ITEM -7

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, 2023 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 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. 7 of the Notice for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

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. 7 of the Notice.

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

Date: 12 May, 2022

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

**Aditya Sharma
Company Secretary
Membership No. A60502**

ANNEXURE - A TO THE NOTICE OF 36th ANNUAL GENERAL MEETING

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE 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
Date of Birth	03 rd July, 1976
Qualifications	Chartered Accountant
Nature of Expertise	Experience of more than 20 years in finance and leadership and management roles.
Date of Appointment/ Re-appointment	May 12, 2022
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, Pankaj has worked with automotive & FMCG industries. Mr. Pankaj Poddar 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.

Name of the Director	Mr. Pankaj Poddar
Disclosure of inter-se relationship	Mr. Pankaj Poddar has no inter-se relationship with any Director(s) of the Company
Name of other Companies in which he holds Directorship	Cosmo Speciality Chemicals Private Limited Cosmo Speciality Polymers Private Limited Organisation of Plastics Processors of India
Name of the Committees of other Companies of which he holds Membership/Chairmanship	NIL
Shareholding in the Company	50131 Equity Shares

Name of the Director	Mr. Neeraj Kumar Sharma	Mrs. Himalyani Gupta
Date of Birth	27 th August, 1971	26 th July, 1954
Qualifications	Chartered Accountant	Advocate
Nature of Expertise	Experience of 20 years in Finance and Taxation.	Experience of more than 30 years in legal practice and pleadings.
Date of Appointment/ Re-appointment	May 12, 2022	May 12, 2022
Brief Resume	<p>Mr. Neeraj Sharma has uninterrupted professional career of over two decades, Neeraj has advised several domestic and multinational companies from various sectors, on a range of issues including International/ Domestic Tax, Transfer Pricing, Regulatory & Policy matters. Some of the core sectors, where he has extensively worked are Oil & Gas, Healthcare, Hospitality and E-commerce. He has advised medium to large multinational companies on cross border taxation, Indian tax and regulatory regime both on inbound and outbound investment.</p> <p>Mr. Sharma is a regular speaker at various forums like Chambers of Commerce, trade bodies and tax events organized by International Tax Review etc.</p>	<p>Mrs. Himalyani Gupta is a Senior Founding Partner in U H V International Partners which is a leading Delhi based law firm established in 2001. She has been practicing law since 1991 and has been Standing Counsel for Union of India in the Supreme Court. She leads a team of Lawyers in advising and representing various Indian and Foreign corporate clients rendering legal and advisory services on a wide spectrum of areas. Her Law firm has over the years handled over 15000 litigations all across India some of which were sensational and of national importance. Some of the cases have led to passing of Landmark judgments in the field of Constitutional Law. She is on the recommended lawyer list for the Embassy of Argentina in India.</p>
Disclosure of inter-se relationship	Mr. Neeraj Kumar Sharma has no inter-se relationship with any Director(s) of the Company	Mrs. Himalyani Gupta has no inter-se relationship with any Director(s) of the Company
Name of other Companies in which he/she holds Directorship	NIL	Dewarworld Design Private Limited; HSR Legal & Accounting Services Pvt Ltd; AGI Greenpac Limited;
Name of the Committees of other Companies of which she holds Membership/ Chairmanship	NIL	Audit Committee- AGI Greenpac Limited
Shareholding in the Company	500 Equity Shares	NIL

Note: Only Audit & Stakeholders Relationship Committee have been considered

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

- i. Member 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 investorservices@cosmoferrites.com from June 25, 2022 (IST 09:00 A.M.) to June 27, 2022 (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	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 company. On clicking the evoting 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 are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit thee-Voting service providers website directly.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN 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	<ol style="list-style-type: none"> 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 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. 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 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
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Individual Shareholders (holding securities in demat mode) login through their	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 one-Voting option,
Depository Participants	you will be redirected to NSDL/CDSL Depository site after successful authentication, where in 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 Forgot User ID and Forgot Password option available at above mentioned 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 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 toll free no.: 1800 10209 90 and 1800 2244 30

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:

- (i) 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), mobile number by email to RTA of the Company at rta@alankit.com.
- (ii) For demat shareholders - Shareholders shall update their email addresses and mobile numbers in respect of electronic holdings with their concerned Depository Participants by following due procedure as advised by them.

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

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders/Members” tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below

	For Shareholders holding shares in Demat Form <u>other than Individual and Physical Form</u>
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 the Registrar of the Company or contact the Registrar/Company.
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 as mentioned in instruction as stated above (iii)

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach 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.
- (ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Cosmo Ferrites Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.

- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If DEMAT account holder has forgotten the changed 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.

(xvii) Facility for Non-Individual Shareholders and Custodians-Remote Voting

- a. 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.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. 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.
- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. 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.
- f. Alternatively, Non-Individual shareholders are required 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 (designated email address by the Company), 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 THROUGH VC AND E-VOTING DURING MEETING

- i. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. The link for VC to attend the meeting will be available where the EVSN of Company is displayed after successful login as per the instructions mentioned above for remote e-voting.

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 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 on 1800 22 55 33