



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 first (31st) Annual General Meeting of the members of Cosmo Ferrites Limited will be held at its Registered Office at Jabli, District, Solan (Himachal Pradesh)-173209 on Monday, 25th day of September, 2017 at 03.00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance sheet as at 31st March, 2017 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on as at that date and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Anil Kumar Jain (DIN 00027911) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s. S.K. Mittal & Co., Chartered Accountants, as the statutory auditors of the Company and fix their remuneration.

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, as amended from time to time, M/s. S.K. Mittal & Co., Chartered Accountants (Firm Reg. No. 500063N) be and is here by appointed as statutory Auditors of the Company for a tenure of 5 years (from the conclusion of this Annual General Meeting to 36th Annual General Meeting to be held in calendar year 2022) subject to ratification by members in every general Meeting on such remuneration agreed by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT Mr. Anil Kumar Jain, Director and Mr. Amrish Jaipuria, Executive Director & CEO be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

4. To approve payment of managerial remuneration in case of no profit or inadequate profit and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:-

"RESOLVED THAT in supersession of the resolutions passed earlier by the Shareholders in this regard and pursuant to the provisions section 197 and 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the said act, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and subject to such other approvals as may be necessary, the Company hereby accords its approval for payment of minimum remuneration to managerial personnel in case of no profit or inadequate profit in any financial year, during the 3 financial years commencing from April 01, 2017 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.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Ravi Sahni & Co., Cost Accountants (Firm Registration Number 100193) appointed as the Cost Auditors of the Company by the Board for audit of the cost accounting records of the Company for the financial year ending March 31st, 2018, 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: August 11, 2017

Place: New Delhi

Head Office:

517, 5th Floor, DLF Tower-A

Jasola District Centre, New Delhi- 110025

CIN:- L27106HP1985PLC006378

e-mail:- investorservices@cosmoferrites.com

By order of the Board of Directors

Cosmo Ferrites Limited

Neha Pawar

Company Secretary

Membership No. A31773

NOTES:

1. As a measure of economy, copies of Annual Report shall not be distributed at the Meeting, therefore members are requested to bring their own copy at the Meeting.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. PROXY SHALL NOT BE ENTITLED TO SPEAK AT THE MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
3. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
5. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
6. **Voting through electronic means**
 - (a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its member the facility to exercise their right to vote on Resolutions proposed to be considered at the forthcoming Annual General Meeting by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL).
 - (b) That the facility for voting, through Ballot Paper shall also be made available at the Meeting & Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
 - (c) That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again. The instructions for electronic voting are attached separately with the notice of Annual General Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and share Transfer Books of the Company will be closed from Tuesday, September 19, 2017 to Monday, September 25, 2017 (Both days inclusive).
9. The Register of Directors and Key managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection by the members.
10. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
11. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
12. The Members are also requested to notify any change in their addresses immediately to the Company's Share Registrar and Transfer Agents **M/s. Alankit Assignments Limited, 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi 110 055.**
13. Members / Proxy holders are requested to produce at the entrance of the Meeting hall the enclosed admission slip duly completed and signed.
14. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are

being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

15. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
16. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the Registrar and Transfer Agents, M/s Alankit Assignments Limited.
17. 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.
18. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
19. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN Card to the Company for registration of transfer of securities.

Important Communication to Members

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

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

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

ITEM No. 4

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

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

Mr. Ambrish Jaipuria is interested in the resolutions set out respectively at Item No. 4 of the Notice, which pertains to the remuneration payable to Managing Personnel.

The relatives of Mr. Ambrish Jaipuria may be deemed to be interested in the resolutions set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Board accordingly recommends the resolution as set out in Item no. 4 of the accompanying notice for the approval of shareholders by way of Special Resolution.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to item no. 4 is as follows-

I. General Information :

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

4) Financial performance based on given indicators:

Particulars	2016-17	2015-16
Sales	7,053.42	6,333.16
Other Income	67.80	92.44
Profit /(Loss)before depreciation & tax	278.26	374.32
Depreciation	399.27	369.16
Exceptional Item		-
Profit/(Loss) before Tax	(121.02)	5.16
Provision for current Tax		-
Provision for earlier Year		2.44
Profit/(Loss) after current Tax	(121.02)	2.72
Provision for deferred tax	(39.45)	2.40
Profit/(Loss) After Deffered Tax	(81.57)	0.32
Add:-Mat Credit Entitlement		
Add: Balance brought forward	233.25	232.93
Less:-Transfer to Preference Share Capital		
Redemption Reserve		
Add:- Transfer from General Reserve		
Profit/(Loss) available for appropriation	151.68	233.25
Provision for arrears off Dividend on Cumulative Redeemable Preference Shares		
Proposed Dividend on Cumulative Redeemable Preference Shares		
Corporate Tax on Dividend		
Balance carried to Balance Sheet	151.68	233.25

(5) Foreign Investment of Collaborators : NIL

II. Information about the Appointee Mr. Ambrish Jaipuria, Whole Time 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 3200, 000/- (Rupees Thirty two lacs) Per annum with such annual increments as the board may decide.</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 p.m., Medical allowances/ re-imbursements: One month's basic salary or such as may be decided by the Board, Leave Travel concession/allowance: One month's basic salary or as decided by the Board, Club fees: Fees payable subject to maximum of two clubs or as may be decided by the Board, provision for drivers/ drivers salary as per rules of the Company.</p> <p>Other Benefits: Earned/privilege leaves, Company's 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.
(5)	Remuneration Proposed	No change in remuneration. same as mentioned in point 2 above.
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration proposed to be paid to Mr. Ambrish Jaipuria is in line with peers in comparable company, keeping in view his job profile, the size of operations and complexity of business of company
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Ambrish is a promoter director holding 52100 shares in the Company. Apart from receiving remuneration as stated above and dividend as a member of the Company (if any), he does not receive any emoluments form the Company.

III. Other Information

(1)	Reasons for loss or inadequate profits	Constrained demand in Europe Cheap import from China resulting into lower domestic demand Pressure on pricing High interest rates
(2)	Steps taken or proposed to be taken for	Launch of new products Better product mix Cost control Efficiency improvement
(3)	Expected increase in productivity and profits in measurable terms	The above step 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
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ITEM NO. 5

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, 2018 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	1.50 lakhs

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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. 5 of the Notice.

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

Date: August 11, 2017

Place: New Delhi

Head Office:

517, 5th Floor, DLF Tower-A

Jasola District Centre, New Delhi- 110025

CIN:- L27106HP1985PLC006378

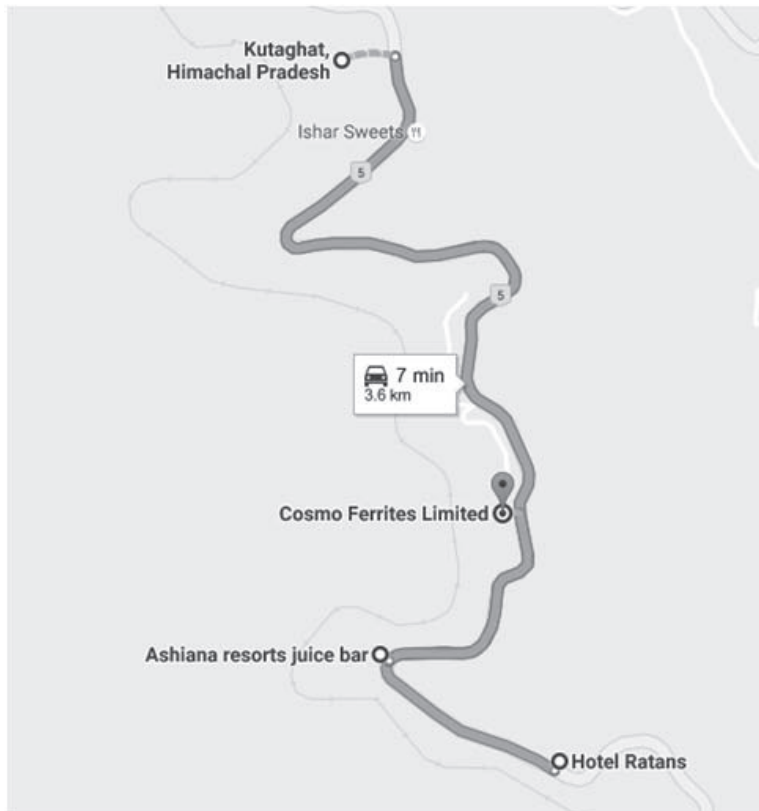
e-mail:- investorservices@cosmoferrites.com

By order of the Board of Directors
Cosmo Ferrites Limited

Neha Pawar
Company Secretary
Membership No. A31773

Route Map to the AGM Venue

Venue: Cosmo Ferrites Limited, Jabli, Distt Solan, H.P.-173209



Distance from Kutaghat, H.P. : 1.1 Km (Via NH5)

Distance from Hotel Ratans : 650 M (Via NH5)

Distance from Ashiana Resorts Juice bar : 350 M (Via NH5)

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

- (i) The remote e-voting facility begins on Friday, 22nd September, 2017 from 10:00 a.m. (IST) and ends on Sunday, 24th September, 2017 at 05:00 p.m. During the e-voting period, shareholders' of the Company holding shares either in physical form or dematerialized form, as on the cut off date i.e. 18th September, 2017, may cast their vote electronically. The remote e-voting facility shall be disabled by CDSL for voting thereafter
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) Now enter your User ID:-
(a) For CDSL : 16 digits beneficiary ID
(b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID
 (c) Members holding shares in physical form should enter Folio Number registered with the Company
- (vi) Next enter the image verification code / captcha code as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below. (Applicable for the Members holding shares in demat form and in physical form)
- (ix) Now, fill up the following details in the appropriate boxes:

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 (v).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xiii) Click on the relevant EVSN of "**Cosmo Ferrites Limited**" on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "**Resolutions File Link**" if you wish to view the entire Resolutions.

- (xvi) 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.
- (xvii) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take print out of the voting done by you by clicking on **"Click here to print"** option on the Voting Page.
- (xix) If Demat account holder has forgotten the changed password then enter the User ID and image verification code/captcha code and click on **Forgot Password** & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from the Google Play Store. Apple and Windows phone users can download the app from the App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) **Note for Institutional Shareholders :**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xxii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18th September, 2017 may follow the same instructions as mentioned above for e-Voting.
- (xxiii) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on cut-off date of 18th September, 2017.
- (xxiv) The Board of Directors of the Company has appointed DMK & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner whose e-mail is deepak.kukreja@dmkassociates.in.
- (xxv) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.cosmoferrites.com** and on the website of CDSL and simultaneously communicated to the Stock Exchanges.
- (xxvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.



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

ATTENDANCE SLIP

31st Annual General Meeting – 25th September, 2017

Serial No.	:		No. of Shares	:	
Name & Address of the Shareholder	:		EVEN No.	:	
Folio No./ *DP ID. & Client ID	:		User ID	:	
(*Applicable for investors holding shares in electronic form)					
E-Voting Sequence No.	:				

I certify that I am member/ proxy/authorized representative for the member of the Company.

I hereby record my presence at the 31st Annual General Meeting of the Company held on Monday, September 25, 2017 at 3:00 P.M at Registered Office, Jabli, Distt. Solan, (H.P.)-173209 or any adjournment thereof.

Further, please register/update my/our under mentioned E-mail Id for sending all future Company's correspondence:

Email ID:

.....
Signature of Shareholder(s)

.....
Signature of Proxy/ Authorised Representative

- Notes: 1. Members/Proxy holders are requested to bring this slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall duly signed.
2. Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.

COSMO FERRITES LIMITED

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

CIN- L27106HP1985PLC006378

PROXY FORM [Form No. MGT-11]

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

Name of the members:	
Registered Address:	
E-mail Id:	Folio No/ *Client Id:*DP id:

I/ We, being the member(s) of shares of Cosmo Ferrites limited, hereby appoint:

- 1).....ofhaving e-mail idor failing him
- 2).....ofhaving e-mail idor failing him
- 3).....ofhaving e-mail id

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Monday, September 25, 2017 at 3:00 P.M. at Registered Office, Jabli, Distt. Solan, (H.P.)-173209 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	For	Against
1.	Consider and adopt audited Balance Sheet, Profit & loss Account, Reports of the Board of Directors and Auditors for the year ended March 31, 2017.		
2.	Re-appointment of Mr. Anil Kumar Jain who retires by rotation.		
3.	Appointment of M/s. S.K. Mittal & Co., Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration for the F.Y. 2017-18		
4.	Approval of payment of Managerial Remuneration in case of no profit or inadequate profit.		
5.	Appointment and approval of the remuneration payable to Cost Auditors for the Financial Year 2017-18.		

*Applicable fo investor holding shares in electronic form.

Signed thisday of 2017 Signature of shareholder(s)

Signature of First Proxy holder(s)..... Signature of Second Proxy holder(s).....

**Affix
Revenue
Stamp**

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (3) Please complete all details including details of member(s) in above box before submission.
- (4) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 31st Annual General Meeting.