

COSCO (INDIA) LIMITED (CIN : L25199DL1980PLC010173)

Registered Office : 2/8, Roop Nagar, Delhi-110007
Website : www.cosco.in; Email : mail@cosco.in; Tel. : 91-11-23843000; Fax : 91-11-23846000

Sr. No.:

Registered Folio No/DP ID No/ Client ID No:

No of share(s) held:

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**Dear Member,
Subject: Voting through Electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Company (Management & Administration) Amendment Rules, 2015, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 38th Annual General Meeting of the company to be held on Friday, 29th September, 2017, at 10.30 A.M. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility. The details of e-voting are available in the Notice for the 38th Annual General Meeting. The e-voting instructions are printed on the overleaf. Please read the instructions printed overleaf before exercising the vote electronically.

E-voting facility is available at the link www.evoting.nsdl.com

The e-voting particulars are set out below:

EVEN(E-Voting Event Number.)	USER ID	PASSWORD/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	25 th September,2017 at 9.00 A.M.
End of e-voting	28 th September, 2017 at 5.00 P.M

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL thereafter. The cut-off date (i.e. the record date) for the purpose of e-voting is 22nd September, 2017.

The Company has appointed Mr. Ravi Sharma, Partner of M/s. RSM&Co, Practising Company Secretaries, D-63, JFF Complex, Jhandewalan, New Delhi-110055; as scrutinizer for conducting and scrutinizing the voting process (Ballot Paper as well as Remote E voting) in a fair and transparent manner.

Yours Faithfully

Registered Office :
2/8, Roop Nagar,
Delhi -110007
Place: Delhi
Date: 21st August, 2017

Devinder Kumar Jain
(DIN: 00191539)
Managing Director and CEO

The procedure and instructions for e-voting as given in the Notice of the 38th Annual General Meeting are again reproduced hereunder:-

E-Voting Facility: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as Amended by The Companies ((Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to all members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice of the Annual General Meeting (AGM). The Company has availed the remote e-voting services as provided by National Securities Depository Limited (NSDL).

The instructions for remote e-voting are as under:

- a) For Members whose email addresses are registered with the Company/Depository Participant(s)
The members who receive e-mail from NSDL should open the PDF file attached with the e-mail. The said PDF file contains his/her user ID/ Password for e-voting. Please note that the password is an initial password.
- b) For Members whose email addresses are not registered with the Company/Depository Participants
The members who receives AGM Notice in physical form, the "USER-ID" and initial "PASSWORD" for remote e-voting is provided on the covering letter enclosed with Notice of AGM.
- c) In case, any member does not receive 'User-ID' and 'Password' as mentioned in Sr. No. (a) and (b), then, they shall contact the NSDL on toll free no. 1800-222-990.
- d) The following steps should be followed for casting the vote through remote e-voting (In both the cases mentioned at Sr. No. (a) and (b) above:
 - (i) Open internet browser and type the following URL: <http://www.evoting.nsd.com>
 - (ii) Click on Shareholder Login.
 - (iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forget your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsd.com
 - (iv) If you are logging in for the first time, please enter the user ID and password provided through e-mail (as per Sr. No (a) above) or in covering letter enclosed with Notice of AGM (as per Sr. No (b) above), as the case may be.
 - (v) Password change menu will appear on your screen. Change to a new password of your choice; ensure that it contains a minimum of 8 digit or characters or a combination of both. Please keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active voting cycle.
 - (vii) Select "EVEN" (E-Voting Event Number) of "Cosco (India) Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) The voting rights of the shareholders shall be reckoned in proportion to their shares held in the total paid up equity share capital of the Company as on cut-off date i.e., 22nd September, 2017.
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and "Confirm" when prompted.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to change/modify your vote.
 - (xiii) Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF format) of the Board Resolution/Authority letter, etc. together with attested specimen signature(s) of duly authorized representative (s), to the Scrutinizer through e-mail at info@csrsm.com or admin@skylinerta.com with a copy marked to evoting@nsdl.co.in and a copy to sudha@cosco.in Company Secretary of the company.
 - (xiv) Members holding multiple folios/demat accounts shall vote separately for each of the folio /demat accounts.
- e) The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote.
- f) The remote e-voting period shall commence on Monday, 25th September, 2017 (9:00 A.M.) and ends on Thursday, 28th September, 2017 (5:00 P.M.). Thereafter, the remote e-voting facility will be blocked.
- g) Any person who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut-off date of 22nd September, 2017, may obtain their user ID and password for e-voting from the Company's Registrar & Share Transfer Agent or NSDL.
- h) In case of any queries, you may refer the Frequently Asked Question (FAQs) Shareholders and remote e-voting user manual Shareholders, available at the downloads section of www.evoting.nsd.com
- i) You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication.
- j) Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories/Share transfer agent as on cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through Ballot/Polling Paper.
- k) The Company has appointed Mr. Ravi Sharma, Partner of M/s. RSM&Co, Practising Company Secretaries, D-63, JFF Complex, Jhandewalan, New Delhi-110055; as scrutinizer for conducting and scrutinizing the voting process (Ballot Paper as well as Remote E voting) in a fair and transparent manner.
- l) The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Ballot Papers and thereafter unlock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make, within a period not exceeding three days from the conclusion of the AGM; a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of the meeting or a person authorized by him in writing.
- m) The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.cosco.in and on the website of NSDL, immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be communicated to the stock exchanges where the shares of the Company are listed.

COSCO (INDIA) LIMITED (CIN: L25199DL1980PLC010173)

Registered Office: 2/8, Roop Nagar, Delhi-110007;

Website: www.cosco.in; Email: mail@cosco.in; Tel: 91-11-23843000; Fax: 91-11-23846000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Eighth Annual General Meeting of the Members of Cosco (India) Limited (CIN: L25199DL1980PLC010173) will be held on Friday, the 29th September, 2017 at 10.30 A.M. at AMITABH, E 23, Bungalow Road, Kamla Nagar, Delhi 110 007 to transact the following business: -

ORDINARY BUSINESS

Item 1.

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on 31st March, 2017 which includes Balance Sheet as at 31st March, 2017, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended 31st March, 2017 and the Reports of the Directors' and the Auditors' thereon.

Item 2.

To appoint a Director in place of Mr. Neeraj Jain (DIN: 00190592), who retires by rotation and, being eligible, offers himself for re-appointment.

Item 3.

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

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. V. P. Jain & Associates, Chartered Accountants (Firm registration number: 015260N) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring Auditors M/s. Madan & Associates, Chartered Accountants (Firm Registration No. 000185N), who shall hold office for a period of five consecutive years, from the conclusion of this annual general meeting until the conclusion of the Forty -Third annual general meeting of the Company, subject to ratification by shareholders at each annual general meeting to be held hereafter. Board of Directors be and are hereby authorized to fix their remuneration as may be recommended by Audit Committee in consultation with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS

Item 4.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 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) the approval of the Company, be and is hereby accorded to the reappointment of Mr. Arun Jain (DIN: 01054316) as Whole Time Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 1st October 2017 as per the terms, conditions and remuneration set forth herein.

Remuneration

- | | | |
|-----|----------------------|--|
| i. | Salary | ₹ 190,000 per month w.e.f. 01.04.2017 for the current year ending 31 st March 2018 and ₹ 2,30,000 per month w.e.f. 01.04.2018 and thereafter with annual increment of ₹ 30,000 per month w.e.f. 01.04.2019. |
| ii. | House Rent allowance | 50% of Salary. |

Perquisites

Mr. Arun Jain shall also be eligible to the following perquisites:

Part A: (Not to be included in ceiling on remuneration):

- | | | |
|------|--|---|
| i. | Contribution to Provident Fund, Superannuation or Annuity Fund | Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act including any statutory modification(s) or re-enactment thereof |
| ii. | Gratuity | Gratuity payable at a rate not exceeding half month's salary for each completed year of service. |
| iii. | Leave encashment | As permissible under The Companies Act 2013 and Schedule V and Rules framed thereunder |

Part B: (To be included in ceiling on remuneration):

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|----|------------------------|--|
| i. | Furniture & Furnishing | The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹ 1 lac per annum. |
|----|------------------------|--|

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|------|----------------------------|--|
| ii. | Medical & Hospitalization | Actual Medical expenses including hospitalization for self and dependent members of family. |
| iii. | Accident Insurance Premium | Annual premium subject to ceiling of ₹ 10,000 per annum. |
| iv. | Leave Travel Concession | For self and family as permissible in the Income Tax Act and Rules. |
| v. | Car with Driver | Shall be provided for use for Company's Business. In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver. |
| vi. | Telephone(s) | Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use. |
| vii. | Club(s) Fees & Expenses | Fees and expenses for self and family subject to a maximum of ₹ 50,000 per annum. |

The perquisite value of above perquisites if so specified, shall be computed as per provisions of the Companies Act, 2013 read with Rules framed there under. Otherwise the same shall be taken as per Income Tax Act and Rules/Company Rules / other applicable Statutory provisions in force from time to time as the case may be.

Explanation: Family means the spouse , the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT in the event of inadequacy or absence of Profit in any financial year, the remuneration payable to Mr. Arun Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification(s) thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) in the Companies Act, 2013 and/or Schedule V of the Companies Act, 2013, the Board of Directors and/or Committee thereof be and is hereby authorized to alter and vary and/or restructure the remuneration including the Salary, Perquisites, Allowances etc. within such prescribed limits or ceiling without any further Resolution or consent or reference to the members in General Meeting, subject however to the provisions of Section 197 of the Companies Act, 2013 and subject further to the same falling within the powers of the Nomination and Remuneration Committee and Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)".

Item 5.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 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) the approval of the Company, be and is hereby accorded to the reappointment of Mr. Manish Jain (DIN: 00191593) as Whole Time Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 1st October 2017 as per the terms, conditions and remuneration set forth herein.

Remuneration

- | | | |
|-----|----------------------|--|
| i. | Salary | ₹ 1,90,000 per month w.e.f. 01.04.2017 for the current year ending 31 st March 2018 and ₹ 2,30,000 per month w.e.f. 01.04.2018 and thereafter with annual increment of ₹ 30,000 per month w.e.f. 01.04.2019 |
| ii. | House Rent allowance | 50% of Salary. |

Perquisites

Mr. Manish Jain shall also be eligible to the following perquisites:

Part A: (Not to be included in ceiling on remuneration):

- | | | |
|------|--|---|
| i. | Contribution to Provident Fund, Superannuation or Annuity Fund | Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act including any statutory modification(s) or re-enactment thereof |
| ii. | Gratuity | Gratuity payable at a rate not exceeding half month's salary for each completed year of service. |
| iii. | Leave encashment | As permissible under The Companies Act 2013 and Schedule V and Rules framed thereunder |

Part B: (To be included in ceiling on remuneration):

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|-----|---------------------------|--|
| i. | Furniture & Furnishing | The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹ 1 lac per annum. |
| ii. | Medical & Hospitalization | Actual Medical expenses including hospitalization for self and dependent members of family. |

- | | | |
|------|----------------------------|--|
| iii. | Accident Insurance Premium | Annual premium subject to ceiling of ₹ 10,000 per annum. |
| iv. | Leave Travel Concession | For self and family as permissible in the Income Tax Act and Rules. |
| v. | Car with Driver | Shall be provided for use for Company's Business. In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver. |
| vi. | Telephone(s) | Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use. |
| vii. | Club(s) Fees & Expenses | Fees and expenses for self and family subject to a maximum of ₹ 50,000 per annum. |

The perquisite value of above perquisites if so specified, shall be computed as per provisions of the Companies Act, 2013 read with Rules framed there under. Otherwise the same shall be taken as per Income Tax Act and Rules/Company Rules / other applicable Statutory provisions in force from time to time as the case may be.

Explanation: Family means the spouse , the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT in the event of inadequacy or absence of Profit in any financial year, the remuneration payable to Mr. Manish Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification(s) thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) in the Companies Act,2013 and/or Schedule V of the Companies Act, 2013, the Board of Directors and/or Committee thereof be and are hereby authorized to alter and vary and/or restructure the remuneration including the Salary, Perquisites, Allowances etc. within such prescribed limits or ceiling without any further Resolution or consent or reference to the members in General Meeting, subject however to the provisions of Section 197 of the Companies Act, 2013 and subject further to the same falling within the powers of the Nomination and Remuneration Committee and Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)".

Item 6.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 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) the approval of the Company, be and is hereby accorded to the reappointment of Mr. Pankaj Jain (DIN: 00190414) as Whole Time Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 1st October 2017 as per the terms, conditions and remuneration set forth herein..

Remuneration

- | | | |
|-----|----------------------|--|
| i. | Salary | ₹ 1,90,000 per month w.e.f. 01.04.2017 for the current year ending 31 st March 2018 and ₹ 2,30,000 per month w.e.f. 01.04.2018 and thereafter with annual increment of ₹ 30,000 per month w.e.f. 01.04.2019 |
| ii. | House Rent allowance | 50% of Salary. |

Perquisites

Mr. Pankaj Jain shall also be eligible to the following perquisites:

Part A: (Not to be included in ceiling on remuneration):

- | | | |
|------|--|---|
| i. | Contribution to Provident Fund, Superannuation or Annuity Fund | Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act including any statutory modification(s) or re-enactment thereof |
| ii. | Gratuity | Gratuity payable at a rate not exceeding half month's salary for each completed year of service. |
| iii. | Leave encashment | As permissible under The Companies Act 2013 and Schedule V and Rules framed thereunder |

Part B: (To be included in ceiling on remuneration):

- | | | |
|-----|---------------------------|--|
| i. | Furniture & Furnishing | The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹ 1 lac per annum. |
| ii. | Medical & Hospitalization | Actual Medical expenses including hospitalization for self and dependent members of family. |

iii.	Accident Insurance Premium	Annual premium subject to ceiling of ₹ 10,000 per annum.
iv.	Leave Travel Concession	For self and family as permissible in the Income Tax Act and Rules.
v.	Car with Driver	Shall be provided for use for Company's Business. In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver.
vi.	Telephone(s)	Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use.
vii.	Club(s) Fees & Expenses	Fees and expenses for self and family subject to a maximum of ₹ 50,000 per annum.

The perquisite value of above perquisites if so specified, shall be computed as per provisions of the Companies Act, 2013 read with Rules framed there under. Otherwise the same shall be taken as per Income Tax Act and Rules/Company Rules / other applicable Statutory provisions in force from time to time as the case may be.

Explanation: Family means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT in the event of inadequacy or absence of Profit in any financial year, the remuneration payable to Mr. Pankaj Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification(s) thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) in the Companies Act, 2013 and/or Schedule V of the Companies Act, 2013, the Board of Directors and/or Committee thereof be and are hereby authorized to alter and vary and/or restructure the remuneration including the Salary, Perquisites, Allowances etc. within such prescribed limits or ceiling without any further Resolution or consent or reference to the members in General Meeting, subject however to the provisions of Section 197 of the Companies Act, 2013 and subject further to the same falling within the powers of the Nomination and Remuneration Committee and Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)".

Item 7.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 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) the approval of the Company, be and is hereby accorded to the reappointment of Mr. Neeraj Jain (DIN: 00190592) as Whole Time Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 1st October 2017 as per the terms, conditions and remuneration set forth herein.

Remuneration

i.	Salary	₹ 1,90,000 per month w.e.f. 01.04.2017 for the current year ending 31 st March 2018 and ₹ 2,30,000 per month w.e.f. 01.04.2018 and thereafter with annual increment of ₹ 30,000 per month w.e.f. 01.04.2019
ii.	House Rent allowance	50% of Salary.

Perquisites

Mr. Neeraj Jain shall also be eligible to the following perquisites:

Part A: (Not to be included in ceiling on remuneration):

i.	Contribution to Provident Fund, Superannuation or Annuity Fund	Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act including any statutory modification(s) or re-enactment thereof
ii.	Gratuity	Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
iii.	Leave encashment	As permissible under The Companies Act 2013 and Schedule V and Rules framed thereunder

Part B: (To be included in ceiling on remuneration):

i.	Furniture & Furnishing	The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹ 1 lac per annum.
ii.	Medical & Hospitalization	Actual Medical expenses including hospitalization for self and dependent members of family.

- | | | |
|------|----------------------------|--|
| iii. | Accident Insurance Premium | Annual premium subject to ceiling of ₹ 10,000 per annum. |
| iv. | Leave Travel Concession | For self and family as permissible in the Income Tax Act and Rules. |
| v. | Car with Driver | Shall be provided for use for Company's Business. In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver. |
| vi. | Telephone(s) | Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use. |
| vii. | Club(s) Fees & Expenses | Fees and expenses for self and family subject to a maximum of ₹ 50,000 per annum. |

The perquisite value of above perquisites if so specified, shall be computed as per provisions of the Companies Act, 2013 read with Rules framed there under. Otherwise the same shall be taken as per Income Tax Act and Rules/Company Rules / other applicable Statutory provisions in force from time to time as the case may be.

Explanation: Family means the spouse , the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT in the event of inadequacy or absence of Profit in any financial year, the remuneration payable to Mr. Neeraj Jain shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory amendment/modification(s) thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) in the Companies Act,2013 and/or Schedule V of the Companies Act, 2013, the Board of Directors and/or Committee thereof be and is hereby authorized to alter and vary and/or restructure the remuneration including the Salary, Perquisites, Allowances etc. within such prescribed limits or ceiling without any further Resolution or consent or reference to the members in General Meeting, subject however to the provisions of Section 197 of the Companies Act, 2013 and subject further to the same falling within the powers of the Nomination and Remuneration Committee and Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above Resolution(s)".

Item 8.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Ms. Nisha Paul (DIN: 00325914), who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for reappointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby Re-appointed as an Independent Director of the Company w.e.f. 1st October, 2017 to hold office for Five (5) consecutive years for a term up to 30th September 2022."

Item 9.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Shri Mahavir Prasad Gupta (DIN: 00190550), who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for reappointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby Re-appointed as an Independent Director of the Company w.e.f. 1st October, 2017 to hold office for Five (5) consecutive years for a term up to 30th September 2022."

Item 10.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Shri Sunil Kumar Jain (DIN: 00387451), who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for reappointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby Re-appointed as an Independent Director of the Company w.e.f. 1st October, 2017 to hold office for Five (5) consecutive years for a term up to 30th September 2022."

Item 11.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Shri Mohan Lal Mangla (DIN: 00311895), who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for reappointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby Re-appointed as an Independent Director of the Company w.e.f. 1st October, 2017 to hold office for Five (5) consecutive years for a term up to 30th September 2022.”

Item 12.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Shri Vijender Kumar Jain (DIN: 06423328), who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for reappointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby Re-appointed as an Independent Director of the Company w.e.f. 1st October, 2017 to hold office for Five (5) consecutive years for a term up to 30th September 2022.”

Item 13.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Shri Vijay Kumar Sood (DIN: 01525607), who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for reappointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby Re-appointed as an Independent Director of the Company w.e.f. 1st October, 2017 to hold office for Five (5) consecutive years for a term up to 30th September 2022.”

NOTES

1. **Proxy : A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a Poll on his behalf.** A proxy need not be a member of the Company. Proxies in order to be effective must be received at the office of the Registrar and Share Transfer Agents of the Company M/s Skyline Financial Services Pvt. Ltd., D 153 A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi 110020. Duly completed and Signed, not less than Forty Eight hours before the commencement of the Annual General Meeting (on or before 27th September, 2017 10.30 A.M. IST).
A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies submitted on behalf of Limited Companies, Societies etc., must be supported by appropriate resolution(s)/ authority, as applicable.
Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
In case, of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
2. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No along with a valid identity proof such as the PAN card, passport, Aadhar card or driving license to enter the AGM hall. Corporate Members are requested to send a duly certified copy of the Board Resolution(s) authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provisions of the Companies Act, 2013 are annexed hereto read with the 'Report on Corporate Governance Annexure E1 to the Directors' Report' . The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/ reappointment.
4. In pursuance of the Circulars issued by the Ministry of Corporate Affairs, Government of India, the provisions of the Companies Act 2013 and the Rules made thereunder, electronic copy of the Annual Report for the Financial Year 2016-17 and Notice of the Thirty

Eighth Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Annual Report for the financial year 2016-17 and the Notice of the Thirty Eighth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the Thirty Eighth Annual General Meeting and the Annual Report for financial year 2016-17 will also be available on the Company's website i.e. www.cosco.in for their download.

5. Members who have not registered their e-mail address so far are requested to register their e-mail address (or change, if any therein) with your Depository Participant (where shares are held in dematerialized form) or by sending an email to the Registrar and Share Transfer Agents, M/s Skyline Financial Services Pvt Ltd. stating clearly their name, folio no. if they are holding shares in physical form/DP Id & Client Id if they are holding shares in dematerialized form.

Members are requested to note that the Company's shares are under compulsory electronic trading for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. The Securities and 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 Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

6. All relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during normal office hours on all working days except Sundays and Holidays between 10.00 A.M. 6.00 P.M. up to the date of the Annual General Meeting of the Company. The Register of Directors and Key Managerial Personnel and their Shareholding kept under section 170(1) of the Companies Act, 2013 shall be open for inspection at the Annual General Meeting of the Company. The Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. Register of Members and the Transfer Books for Equity Shares of the Company shall remain closed from 23rd September, 2017 to 29th September, 2017 (Both days inclusive) for the purpose of ascertaining the names of Members.
8. Please send all correspondence including requests for transfer/transmission/Demat of Shares, change of address etc. to the Registrar and Share Transfer Agents, M/s Skyline Financial Services Pvt. Ltd., D 153 A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi 110020. Ph. 26812682, 26812683. E-mail ID: admin@skylinerta.com.
9. Members holding shares in more than one folio in identical order of names are requested to write to the Registrar and Share Transfer Agents enclosing their share certificates to enable the Company to consolidate their holdings in one folio to facilitate better service.
10. (i) Members seeking any information with regard to accounts or operations are requested to write to the Company latest by 20th September, 2017 so as to enable the management to keep the information ready.

Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

(ii) Members wishing to claim dividends, which has remained unclaimed, are requested to correspond with Registrar and Share Transfer Agent and Company Secretary, at the Company's Registered Office. Members are requested to note that Dividends not claimed within Seven Years from the date of transfer to the Company's Unpaid/ Un Claimed Dividend Account, will be as per Section 124 of the Companies Act, 2013 (Section 205A of the Companies Act, 1956) be transferred to the Investor Education and Protection Fund established by the Central Government.

Pursuant to the provisions of Section 124 of the Companies Act, 2013, the amounts of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid/Unclaimed Dividend Accounts of the Company are required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The amount of unclaimed dividend for the financial year ended March 31, 2016 would be transferred to the IEPF in FY 2022. The Act has also provided that all shares in respect of which unpaid or unclaimed dividend has been transferred to IEPF is also required to be transferred to the IEPF Authority. The Ministry of Corporate Affairs has notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') on September 7, 2016 and further amendment and clarification on the same which provides for manner of transfer of unpaid and unclaimed dividends to IEPF and also the manner of transfer of shares in respect of which dividend has not been encashed by the Members for a continuous period of seven years to the IEPF Authority. The Rules also prescribe the procedures to be followed by an investor to claim the shares/amount transferred to IEPF. To enable such Members to verify the details of unencashed dividends and the shares liable to be transferred to the IEPF Authority.

The Ministry of Corporate Affairs ('MCA') on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends on the website of the Company under 'Investors' section viz. www.cosco.in

11. Voting Process :

The Company has appointed Mr. Ravi Sharma, Partner of M/s. RSM&Co, Practising Company Secretaries, D-63, JFF Complex, Jhandewalan, New Delhi-110055; as scrutinizer for conducting and scrutinizing the voting process (Ballot Paper as well as Remote E voting) in a fair and transparent manner.

11.1 E-Voting Facility: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as Amended by The Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to all members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice of the Annual General Meeting (AGM). The Company has availed the remote e-voting services as provided by National Securities Depository Limited (NSDL).

The instructions for remote e-voting are as under:

- a) For Members whose email addresses are registered with the Company/Depository Participant(s)

The members who receive e-mail from NSDL should open the PDF file attached with the e-mail with your Client ID or Folio No. The said PDF file contains his/her user ID/ Password for e-voting. Please note that the password is an initial password.
- b) For Members whose email addresses are not registered with the Company/Depository Participants

The members who receives AGM Notice in physical form, the "USER-ID" and initial "PASSWORD" for remote e-voting is provided on the covering letter enclosed with Notice of AGM.
- c) In case, any member does not receive 'User-ID' and 'Password' as mentioned in Sr. No. (a) and (b), then, they shall contact the NSDL on toll free no. 1800-222-990.
- d) The following steps should be followed for casting the vote through remote e-voting (In both the cases mentioned at Sr. No. (a) and (b) above:
 - (i) Open internet browser and type the following URL: <https://www.evoting.nsd.com/>
 - (ii) Click on Shareholder Login.
 - (iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forget your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsd.com Or contact NSDL at the following toll free no. 1800-222-990.
 - (iv) If you are logging in for the first time, please enter the user ID and password provided through e-mail (as per Sr. No (a) above) or in covering letter enclosed with Notice of AGM (as per Sr. No (b) above), as the case may be.
 - (v) Password change menu will appear on your screen. Change to a new password of your choice; ensure that it contains a minimum of 8 digit or characters or a combination of both. Please keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active voting cycle.
 - (vii) Select "EVEN" (E-Voting Event Number) of "Cosco (India) Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) The voting rights of the shareholders shall be reckoned in proportion to their shares held in the total paid up equity share capital of the Company as on cut -off date i.e., 22nd September, 2017.
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and "Confirm" when prompted.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to change/modify your vote.
 - (xiii) Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF format) of the Board Resolution/Authority letter, etc. together with attested specimen signature(s) of duly authorized representative (s), to the Scrutinizer through e-mail at info@csrms.com or admin@skylinerta.com with a copy marked to evoting@nsdl.co.in and a copy to sudha@cosco.in, Company Secretary of the company.
 - (xiv) Members holding multiple folios/demat accounts shall vote separately for each of the folio /demat accounts.
 - e) The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote.
 - f) The remote e-voting period shall commence on Monday, 25th September, 2017 (9:00 A.M.) and ends on Thursday, 28th September, 2017 (5:00 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 of 22nd September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Thereafter, the remote e-voting facility will be blocked.
 - g) Any person who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut-off date of 22nd September, 2017, may obtain their login ID and password for e-voting by sending a request to Company's Registrar & Share Transfer Agent at admin@skylinerta.com or NSDL evoting@nsdl.co.in.

- h) In case of any queries, you may refer the Frequently Asked Question (FAQs) Shareholders and remote e-voting user manual Shareholders, available at the downloads section of www.evoting.nsdl.com.
 - i) You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication.
 - j) Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories/Share transfer agent as on cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through ballot/polling Paper.
- 11.2 The facility for voting, through ballot/ polling paper shall also be made available at the meeting and 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.
- 11.3 The Voting rights of members shall be in proportion to their shares in the paid up equity shares capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting through ballot/polling paper.
- 11.4 The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Ballot/Polling Papers and thereafter unlock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The results of remote e-voting and votes casted at the meeting shall be aggregated. The Scrutinizer shall make, within a period not exceeding three days from the conclusion of the AGM; a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of the meeting or a person authorized by him in writing.
- 11.5 The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.cosco.in and on the website of NSDL, immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be communicated to the stock exchange where the shares of the Company are listed.
12. As per the provision of Section 72 of the Companies act, 2013, the facility for making nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.cosco.in Members holding shares in physical form may submit the same to Registrar and Share Transfer Agent of the Company, viz. M/s Skyline Financial Services Pvt. Ltd., Add: D 153 A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi 110020. Members holding shares in electronic form may submit the same to their respective depository participants.
13. Pursuant to the provisions of Secretarial Standard -2 of the Institute of Company Secretaries of India The route map along with prominent land mark for easy location of the 38th Annual General Meeting venue printed on the last page of the Annual report.

Registered Office:
2/8, Roop Nagar,
Delhi -110007

By order of the Board of Directors

Place: Delhi
Date: 21st August, 2017

Devinder Kumar Jain
(DIN: 00191539)
Managing Director and CEO

Explanatory Statement

Item No. 3.

Explanation : The relevant provisions of The Companies Act, 2013 ('the Act') were notified effective April 1, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of Statutory Auditors.

Pursuant to these provisions the current Statutory Auditors, viz M/s. Madan & Associates , Chartered Accountants (Firm Registration No. 000185N), were last re-appointed by the members at their annual general meeting held on 30th September, 2014 to hold the office of auditor from the conclusion of the Thirty-fifth annual general meeting till the conclusion of this Thirty Eighth Annual General Meeting. The incumbent auditors, M/s. Madan & Associates, Chartered Accountants (Firm registration number: 000185N) will be completing the permissible transitional period of three years at the ensuing 38th AGM. Hence, on their completing the transition period of three years provided under the Act, the term of the current auditors expires at the conclusion of the ensuing annual general meeting.

The Board of Directors at its meeting held on 21st August 2017, based on the recommendation of the Audit Committee has recommended the appointment of M/s. V. P. Jain & Associates, Chartered Accountants (Firm registration number: 015260N), as the Statutory Auditors of the Company for approval by the members. M/s. V. P. Jain & Associates, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under section 141(3) (g) of the Act and that they are not disqualified to be appointed as Statutory Auditors, in terms of section 141 of the Act. M/s. V. P. Jain & Associates, Chartered Accountants will be appointed as the Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 38th Annual General Meeting of the Company till the conclusion of the 43rd Annual General Meeting to be held in 2022 subject to ratification of their appointment by the members at every intervening annual general meeting on a remuneration, out-of-pocket expenses etc., incurred in connection with the Audit as may be decided by the Board in consultation with the auditors from year to year.

Brief profile of the Auditors is as under:

M/s. V. P. Jain & Associates, Chartered Accountants (Firm registration number: 015260N) is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The audit firm was established in the year 1998 and is a partnership firm constituted in India. It has registered office at Ambika Bhawan, F-1, 4658-A/21, Ansari Road, Darya Ganj, New Delhi 110002. It has valid Peer Review certificate. It is primarily engaged in providing audit and assurance services to its clients. None of the directors or key managerial personnel or their relatives are concerned or interested in the said resolution.

The Board commends the resolution for approval.

Statement Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4.

Mr. Arun Jain, aged 51 years, is B.E., M. Tech. He has vast experience of more than 25 years of industrial Relation & Management and Research & Development of Rubber & Polymer Products. The Board of Directors feel that the experience of Mr. Arun Jain will be of immense help to the Company.

Mr. Arun Jain was re-appointed as Whole Time Director in the Annual General Meeting of the Shareholders held on 30th September, 2014 for a period of 3 years w.e.f. 1st October, 2014. His term will expire on 30th September, 2017.

The Board recommends the reappointment of Mr. Arun Jain as Whole Time Director of the Company for the further period of Three (3) years w.e.f. 1st October 2017 upon the remuneration, terms & condition as set out in the Resolutions(s) and which Nomination & Remuneration Committee has approved. The Board recommends the Resolution(s) for your approval.

Mr. Arun Jain satisfies all the conditions set out in Part-1 of Schedule V and under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified for being appointed as Directors in terms of section 164 of the Companies Act 2013.

Shri Devinder Kumar Jain Managing Director and CEO , and Mr. Manish Jain-Whole Time Director are concerned or interested in the said Resolution(s).None of the Other Directors/ Key Management Person(s) or his relatives are in any way is concerned or interested in the Resolution(s) set out at Item No. 4.

The above may be treated as written memorandum setting out terms of re-appointment of Mr. Arun Jain under section 190 of the Companies Act, 2013.

Item No. 5.

Mr. Manish Jain, aged 47, is a qualified Engineer and MBA having business experience of about 24 years. He is managing plant operations and is also actively associated with research and development of new products.

Mr. Manish Jain was re-appointed as Whole time Director in the Annual General Meeting of the Shareholders held on 30th September, 2014 for a period of 3 years w.e.f. 1st October, 2014. His term will expire on 30th September, 2017.

The Board recommends the reappointment of Mr. Manish Jain as Whole Time Director of the Company for the further period of Three (3) years w.e.f. 1st October 2017 upon the remuneration, terms & condition as set out in the Resolutions(s) and which Nomination & Remuneration Committee has approved. The Board recommends the Resolution(s) for your approval.

Mr. Manish Jain satisfies all the conditions set out in Part-1 of Schedule V and under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified for being appointed as Directors in terms of section 164 of the Companies Act 2013.

Shri Devinder Kumar Jain Managing Director & CEO, and Mr. Arun Jain- Whole Time Director are concerned or interested in the said Resolution(s). None of the Other Directors/ Key Management Person(s) or his relatives are in any way is concerned or interested in the Resolution(s) set out at Item No. 5.

The above may be treated as written memorandum setting out terms of re-appointment of Mr. Manish Jain under section 190 of the Companies Act, 2013.

Item No. 6

Mr. Pankaj Jain, aged 46, is commerce graduate and holding Master Degree in Business Administration and has 24 years experience to his credit in Marketing and Finance. Mr. Pankaj Jain has traveled abroad extensively and thereby enriched with vast experience in the field of export.

Mr. Pankaj Jain was re-appointed as Whole Time Director in the Annual General Meeting of the Shareholders held on 30th September, 2014 for a period of 3 years w.e.f. 1st October, 2014. His term will expire on 30th September, 2017.

The Board recommends the reappointment of Mr. Pankaj Jain as Whole Time Director of the Company for the further period of Three (3) years w.e.f. 1st October 2017 upon the remuneration, terms & condition as set out in the Resolutions(s) and which Nomination & Remuneration Committee has approved. The Board recommends the Resolution(s) for your approval.

Mr. Pankaj Jain satisfies all the conditions set out in Part-1 of Schedule V and under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified for being appointed as Directors in terms of section 164 of the Companies Act 2013.

None of the Directors/ Key Management Person(s) or his relatives are in any way is concerned or interested in the Resolution(s) set out at Item No. 6.

The above may be treated as written memorandum setting out terms of re-appointment of Mr. Pankaj Jain under section 190 of the Companies Act, 2013.

Item No. 7

Mr. Neeraj Jain, aged 45, is qualified Engineer and M.B.A. with Master Degree in Polymer Science from U.K. Mr. Neeraj Jain is instrumental in introducing new products and Health & Fitness Equipments which contributes significantly to Company's revenue. He has 23 years experience to his credit in looking after imports and procuring of new products.

Mr. Neeraj Jain was re-appointed as Whole time Director in the Annual General Meeting of the Shareholders held on 30th September, 2014 for a period of 3 years w.e.f. 1st October, 2014. His term will expire on 30th September, 2017.

The Board recommends the reappointment of Mr. Neeraj Jain as Whole Time Director of the Company for the further period of Three (3) years w.e.f. 1st October 2017 upon the remuneration, terms & condition as set out in the Resolutions(s) and which Nomination & Remuneration Committee has approved. The Board recommends the Resolution(s) for your approval.

Mr. Neeraj Jain satisfies all the conditions set out in Part-1 of Schedule V and under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified for being appointed as Directors in terms of section 164 of the Companies Act 2013.

Shri Narinder Kumar Jain Managing Director, is concerned or interested in the said Resolution(s). None of the Other Directors/ Key Management Person(s) or his relatives are in any way is concerned or interested in the Resolution(s) set out at Item No. 7.

The above may be treated as written memorandum setting out terms of re-appointment of Mr. Neeraj Jain under section 190 of the Companies Act, 2013.

Item No. 8

Ms. Nisha Paul aged 57 is Graduate. She Joined the Board of Directors of the Company w.e.f. 1st October, 2014. She is experienced in tour & travel, human resource and public relations. Ms. Nisha Paul holds Directorship in Paul Air Transport Private Limited. Ms. Nisha Paul is Chairman of Corporate Social Responsibility Committee of the Board of Directors of the Company

Ms. Nisha Paul holds by herself, 200 Equity shares in the Company.

Ms. Nisha Paul was appointed as an Independent Woman Director, not liable to retire by rotation, w.e.f. 1st October, 2014 for term of Three (3) consecutive years upto 30th September, 2017.

The Board recommends the reappointment of Ms. Nisha Paul as Independent Woman Director of the Company for the further period of Five (5) years w.e.f. 1st October 2017 and which Nomination & Remuneration Committee has approved. The Board recommends the Special Resolution(s) for your approval.

The Company has received notice from a member under section 160 of the Companies Act, 2013 proposing Ms. Nisha Paul as a candidate for the office of Director of the Company. Ms. Nisha Paul is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given her consent in writing to act as Director in Form DIR-2.

In the opinion of the Board, Ms. Nisha Paul fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. The Company has also received a declaration to the effect that she meets the criteria of independence as prescribed both under sub-section (6) of section 149 and Schedule IV of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the draft letter of appointment of Ms. Nisha Paul as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

The Board considers that her association with the Company would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to the Re-appointment of Ms. Nisha Paul as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. Nisha Paul, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

Item No. 9

Shri Mahavir Prasad Gupta aged 76 is a Non- Executive Independent Director of the Company. He Joined the Board of Directors of the Company w.e.f. 30th March, 2003. Shri Mahavir Prasad Gupta is member of Audit Committee, of the Board of Directors of the Company.

Shri Mahavir Prasad Gupta is Former Head and Dean of Delhi School of Management Studies. He is Post Graduate-Educationist having vast knowledge in the areas of Business and Management.

Shri Mahavir Prasad Gupta does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Mahavir Prasad Gupta was appointed as an Independent Director, not liable to retire by rotation, w.e.f. 1st October, 2014 for term of Three (3) consecutive years upto 30th September, 2017.

The Board recommends the reappointment of Shri Mahavir Prasad Gupta as Independent Director of the Company for the further period of Five (5) years w.e.f. 1st October 2017 and which Nomination & Remuneration Committee has approved. The Board recommends the Special Resolution(s) for your approval.

The Company has received notice from a member under section 160 of the Companies Act, 2013 proposing Shri Mahavir Prasad Gupta as a candidate for the office of Director of the Company. Shri Mahavir Prasad Gupta is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2.

In the opinion of the Board, Shri Mahavir Prasad Gupta fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of section 149 and Schedule IV of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the draft letter of appointment of Shri Mahavir Prasad Gupta as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

The Board considers that his association with the Company would be of immense benefit to the Company. Accordingly, the Board recommends the Special resolution in relation to the Re-appointment of Shri Mahavir Prasad Gupta as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Mahavir Prasad Gupta, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution(s) set out at Item No. 9.

Item No. 10

Shri Sunil Kumar Jain aged 61 is a Non- Executive Independent Director of the Company. He Joined the Board of Directors of the Company w.e.f. 30th March, 2003. Shri Sunil Kumar Jain is Chairman of Stakeholders Relationship Committee and member of Audit and Nomination and Remuneration Committee of the Board of Directors of the Company.

He is Director in Vijay Vallabh Securities Limited, H.B. Velvets Private Limited and Jain Cord Industries Private Limited. He is a Graduate having vast knowledge in Industrial Management.

Shri Sunil Kumar Jain does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Sunil Kumar Jain was appointed as an Independent Director, not liable to retire by rotation, w.e.f. 1st October, 2014 for term of Three (3) consecutive years upto 30th September, 2017.

The Board recommends the reappointment of Shri Sunil Kumar Jain as Independent Director of the Company for the further period of Five (5) years w.e.f. 1st October 2017 and which Nomination & Remuneration Committee has approved. The Board recommends the Special Resolution(s) for your approval.

The Company has received notice from a member under section 160 of the Companies Act, 2013 proposing Shri Sunil Kumar Jain as a candidate for the office of Director of the Company. Shri Sunil Kumar Jain is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2.

In the opinion of the Board, Shri Sunil Kumar Jain fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of section 149 and Schedule IV of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the draft letter of appointment of Shri Sunil Kumar Jain as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

The Board considers that his association with the Company would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to the Re-appointment of Shri Sunil Kumar Jain as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Sunil Kumar Jain, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution(s) set out at Item No. 10.

Item No. 11

Shri Mohan Lal Mangla aged 77 is a Non- Executive Independent Director of the Company. He Joined the Board of Directors of the Company w.e.f. 7th October, 1997. Shri Mohan Lal Mangla is Chairman of Nomination and Remuneration Committee of the Board of Directors of the Company.

Shri Mohan Lal Mangla is a Law Graduate having vast Legal Experience including Intellectual Property Rights.

Shri Mohan Lal Mangla does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Mohan Lal Mangla was appointed as an Independent Director, not liable to retire by rotation, w.e.f. 1st October, 2014 for term of Three (3) consecutive years upto 30th September, 2017.

The Board recommends the reappointment of Shri Mohan Lal Mangla as Independent Director of the Company for the further period of Five (5) years w.e.f. 1st October 2017 and which Nomination & Remuneration Committee has approved. The Board recommends the Special Resolution(s) for your approval.

The Company has received notice from a member under section 160 of the Companies Act, 2013 proposing Shri Mohan Lal Mangla as a candidate for the office of Director of the Company. Shri Mohan Lal Mangla is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2.

In the opinion of the Board, Shri Mohan Lal Mangla fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of section 149 and Schedule IV of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the draft letter of appointment of Shri Mohan Lal Mangla as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours

The Board considers that his association with the Company would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to the Re-appointment of Shri Mohan Lal Mangla as an Independent Director, for the approval by the shareholders of the Company

Except Shri Mohan Lal Mangla, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution(s) set out at Item No. 11.

Item No. 12

Shri Vijender Kumar Jain aged 62 is a Non- Executive Independent Director of the Company. He Joined the Board of Directors of the Company w.e.f. 31st October, 2012. He is Chairman of Audit Committee of the Board of Directors of the Company. Shri Vijender Kumar Jain is a Chartered Accountant having vast Experience as practicing in Finance Accounts, Audit, Taxation and Company Law Matters.

Shri Vijender Kumar Jain does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Vijender Kumar Jain was appointed as an Independent Director, not liable to retire by rotation, w.e.f. 1st October, 2014 for term of Three (3) consecutive years upto 30th September, 2017.

The Board recommends the reappointment of Shri Vijender Kumar Jain as Independent Director of the Company for the further period of Five (5) years w.e.f. 1st October 2017 and which Nomination & Remuneration Committee has approved. The Board recommends the Special Resolution(s) for your approval.

The Company has received notice from a member under section 160 of the Companies Act, 2013 proposing Shri Vijender Kumar Jain as a candidate for the office of Director of the Company. Shri Vijender Kumar Jain is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2.

In the opinion of the Board, Shri Vijender Kumar Jain fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of section 149 and Schedule IV of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the draft letter of appointment of Shri Vijender Kumar Jain as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours

The Board considers that his association with the Company would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to the Re-appointment of Shri Vijender Kumar Jain as an Independent Director, for the approval by the shareholders of the Company

Except Shri Vijender Kumar Jain, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution(s) set out at Item No. 12.

Item No. 13

Shri Vijay Kumar Sood aged 74 is a Non- Executive Independent Director of the Company. He Joined the Board of Directors of the Company w.e.f. 01st May, 2007.

Shri Vijay Kumar Sood is Director in Vijay Vallabh Securities Limited. He is a Graduate having 35 years experiences in Armed Forces (Retired as Lt. Col.) and 22 year in Event Management and Sports Goods Promotion.

Shri Vijay Kumar Sood does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Vijay Kumar Sood was appointed as an Independent Director, not liable to retire by rotation, w.e.f. 1st October, 2014 for term of Three (3) consecutive years upto 30th September, 2017.

The Board recommends the reappointment of Shri Vijay Kumar Sood as Independent Director of the Company for the further period of Five (5) years w.e.f. 1st October 2017 and which Nomination & Remuneration Committee has approved. The Board recommends the Special Resolution(s) for your approval.

The Company has received notice from a member under section 160 of the Companies Act, 2013 proposing Shri Vijay Kumar Sood as a candidate for the office of Director of the Company. Shri Vijay Kumar Sood is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2.

In the opinion of the Board, Shri Vijay Kumar Sood fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of section 149 and Schedule IV of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the draft letter of appointment of Shri Vijay Kumar Sood as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours

The Board considers that his association with the Company would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to the Re-appointment of Shri Vijay Kumar Sood as an Independent Director, for the approval by the shareholders of the Company

Except Shri Vijay Kumar Sood, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution(s) set out at Item No. 13.

Registered Office:
2/8, Roop Nagar,
Delhi -110007

Place: Delhi
Date: 21st August, 2017

By order of the Board of Directors

Devinder Kumar Jain
(DIN: 00191539)
Managing Director and CEO

Statement forming part of Notice of 38th Annual General Meeting issued to the Shareholders of the Company pursuant to the requirements of Part II Section II of Schedule V to the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 for Re-appointment and approval of Managerial Remuneration payable to the Whole Time Directors as per Agenda Items Nos. 4, 5, 6 & 7.

I. General Information:

1. Nature of industry The Company manufactures Sports Balls and deals in Sports Goods and Fitness Equipments & allied items.
2. Date or expected date of commencement of commercial production Existing Company. Already in 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 Not Applicable

- 4 Financial performance based on given indicators

Particulars	Current Year ended 31.03.2017	Previous Year ended 31.03.2016
	(₹ in Lacs)	(₹ in Lacs)
Revenue from operations	13555.76	12593.15
Other Income	121.00	0.63
Total Revenue	13676.76	12593.78
Expenses :		
(a) Cost of Materials Consumed	2003.66	1991.75
(b) Purchase of Stock-in-Trade	6400.81	6370.12
(c) Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	275.58	(491.17)
(d) Employee Benefit Expense	1360.10	1169.68
(e) Financial Costs	372.99	377.87
(f) Depreciation	100.23	93.91
(g) Other expenses	2559.91	2586.96
Total Expenses	13073.28	12099.14
Profit before exceptional and extraordinary items and Tax	603.48	494.64
Exceptional Items- Charge/(Income)	(163.64)	(1.47)
Profit before extraordinary items and Tax	767.12	496.11
Extraordinary Items	-	-
Profit before Tax	767.12	496.11
Tax Expenses		
Current Tax	213.77	186.87
Earlier Year Taxation	10.69	(18.41)
Deferred Tax	(5.46)	(7.31)
Profit for the period from continuing operations	548.12	334.95
Shareholders Funds		
a) Share Capital	416.10	416.10
b) Reserves and Surplus	2618.57	2070.46
Long Term Borrowings (unsecured)	1400.00	1400.00
Long Term Borrowings from NBFC (Secured)	-	9.76
Short Term Borrowings from Banks (Secured)		
a) Working Capital Loan	1880.41	1796.75
b) Others		
(Current Maturity of Long Term Debt from NBFC)	-	9.76
Short Term Borrowings-Unsecured Investments-Non Current	873.95	797.78
	0.05	0.05
	NIL	NIL

5. Foreign Investments or collaborators, if any

II. Information about the Appointees whose remuneration terms have been revised.

(I) Mr. Arun Jain - Whole Time Director

1. Background details :
 - 1.1 D.O.B. : 25th January, 1966
 - 1.2 Age : 51 years
 - 1.3 Qualification : B.E. & M. Tech
 - 1.4 Experience : 25 years of experience
2. Past Remuneration: : Remuneration paid during 2016-17 (Amount in ₹)
 - Salary : 2,040,000
 - HRA : 1,020,000
 - PF (Employer's Contribution) : 21,600
 - Medical Exp. : 105,847
 - Car perk (Valued as per Income Tax Act. : 39,600
 - Other perks and allowances (not included above) :
 - i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
 - ii) Leave encashment;
 - iii) Telephones provided for official use.
3. Recognition or awards : ---
4. Job profile and his suitability : He has vast Experience in Industrial Relations & Management and Research and Development of Rubber & Polymer products.
5. Remuneration proposed : As per details given in the main body of the Resolution(s)
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) : The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it is also commensurate with the nature and size of the Company. No Industry specific comparative data available
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. : Promoter Director Cum Shareholder of the Company. Related to Shri Devinder Kumar Jain, Managing Director and CEO , and Mr. Manish Jain Whole Time Director.
8. Date of First appointment in the Board of the Company. : 01/05/2007
9. Details of Other Directorships, Membership/ Chairmanship of Committees of Boards other Public Limited Company. : NIL
10. No. of Meetings of the Board Attended During FY 2016-17. : 6
11. Number of Shares held in the Company : 66200 as Individual and 500 as Karta of H.U.F

(II) Mr. Manish Jain - Whole Time Director

1. Background details :
 - 1.1 D.O.B. : 17th November, 1970
 - 1.2 Age : 47 years
 - 1.3 Qualification : Qualified Engineer and MBA
 - 1.4 Experience : 24 years of experience
2. Past Remuneration: : Remuneration paid during 2016-17 (Amount in ₹)
 - Salary : 2,040,000
 - HRA : 1,020,000
 - PF (Employer's Contribution) : 21,600
 - Medical Exp. : 103,304
 - Car perk (Valued as per Income Tax Act. : 32,400
 - Other perks and allowances (not included above) :
 - i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
 - ii) Leave encashment;
 - iii) Telephones provided for official use.
3. Recognition or awards : ---
4. Job profile and his suitability : Managing Plant Operations, and Associated with research and development of new products.
5. Remuneration proposed : As per details given in the main body of the Resolution(s)

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) : The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it is also commensurate with the nature and size of the Company. No Industry specific comparative data available
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. : Promoter Director Cum Shareholder of the Company. Related to Shri Devinder Kumar Jain, Managing Director and CEO , and Mr. Arun Jain Whole Time Director.
8. Date of First appointment in the Board of the Company. : 01/04/1998
9. Details of Other Directorships, Membership/ Chairmanship of Committees of Boards other Public Limited Company. : NIL
10. No. of Meetings of the Board Attended During FY 2016-17. : 5
11. Number of Shares held in the Company : 73200 as Individual and 12700 as Karta of H.U.F.
- (III) Mr. Pankaj Jain - Whole Time Director**
1. Background details :
- 1.1 D.O.B. : 7th August, 1971
- 1.2 Age : 46 years
- 1.3 Qualification : B.Com & MBA
- 1.4 Experience : 24 years of experience
2. Past Remuneration: : Remuneration paid during 2016-17 (Amount in ₹)
- Salary : 2,040,000
- HRA : 1,020,000
- PF (Employer's Contribution) : 21,600
- Medical Exp. : 107,022
- Car perk (Valued as per Income Tax Act. : 32,400
- Other perks and allowances (not included above) :
- i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- ii) Leave encashment;
- iii) Telephones provided for official use.
3. Recognition or awards : ---
4. Job profile and his suitability : Finance, Marketing and Development of new products.
5. Remuneration proposed : As per details given in the main body of the Resolution(s)
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) : The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it is also commensurate with the nature and size of the Company. No Industry specific comparative data available
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. : Promoter Director Cum Shareholder of the Company. Not Related with any Managerial Personnel.
8. Date of First appointment in the Board of the Company. : 01/04/1998
9. Details of Other Directorships, Membership/ Chairmanship of Committees of Boards other Public Limited Company. : 2 (Two) Member in Stakeholder's Relationship Committee & Corporate Social Responsibility Committee of Cosco (India) Limited.
10. No. of Meetings of the Board Attended During FY 2016-17. : 5
11. Number of Shares held in the Company : 178,640 as Individual and 17,700 as Karta of H.U.F.
- (IV) Mr. Neeraj Jain - Whole Time Director**
1. Background details :
- 1.1 D.O.B. : 3rd October, 1972
- 1.2 Age : 45 years
- 1.3 Qualification : B.E., M.Sc. & MBA
- 1.4 Experience : 23 years of experience

2. Past Remuneration: : Remuneration paid during 2016-17 (Amount in ₹)
- Salary : 2,040,000
- HRA : 1,020,000
- PF (Employer's Contribution) : 21,600
- Medical Exp. : 19,773
- Car perk (Valued as per Income Tax Act. : 32,400
- Other perks and allowances (not included above) :
- i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- ii) Leave encashment;
- iii) Telephones provided for official use.
3. Recognition or awards : ---
4. Job profile and his suitability : International Trade and Sourcing of new products.
5. Remuneration proposed : As per details given in the main body of the Resolution(s)
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) : The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it is also commensurate with the nature and size of the Company. No Industry specific comparative data available
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. : Promoter Director Cum Shareholder of the Company. Related to Shri Narinder Kumar Jain - Managing Director
8. Date of First appointment in the Board of the Company. : 01/04/1998
9. Details of Other Directorships, Membership/ Chairmanship of Committees of Boards other Public Limited Company. : 2 (Two) Member in Stakeholder's Relationship Committee & Corporate Social Responsibility Committee of Cosco (India) Limited.
10. No. of Meetings of the Board Attended During FY 2016-17. : 6
11. Number of Shares held in the Company : 73,400 as Individual and 12,500 as Karta of H.U.F.

(III) Other Information :

1. Reasons of inadequate profits: > Increase in Employee Benefit Expense and other Overheads.
> Competition in Domestic Markets especially in health and fitness segment.
2. Steps taken or proposed to be taken for improvement. : Taking following measures on continuous basis:-
- i) Strengthening marketing network to capitalize on 'Cosco' Brand name and expanding business of health equipments and allied products;
- ii) Scale up new product lines especially Sports footwear ;
- iii) Development and addition of new products & designs,
- iv) Continuous focus on Cost control & Cost cutting in respect of manufactured products, product re-engineering and Sourcing good quality products range at competitive prices ;
- v) Remedial measures to check grey market operators who are producing duplicate products by using company's brand; Changing packing and designs to check duplication;
3. Expected increase in productivity and profit in measurable terms. : Barring unforeseen circumstances Sales Turnover during the current year is likely to increase by about 10% and the Company expects to earn about 4 % net profits before tax.

(IV) Disclosures:

1. All the elements of remuneration package such as salary, benefits, bonuses, stock Options, pension, etc. of all the directors; : Details of Remuneration packages of Mr. Arun Jain, Mr. Manish Jain, Mr. Pankaj Jain & Mr. Neeraj Jain requiring Shareholders approval by Ordinary Resolutions is given in the Resolutions under Agenda items No. 4, 5, 6 & 7.
2. Details of Fixed Component and performance linked incentives along with the performance criteria; : No performance linked incentives.
3. Service contracts, notice period, severance fees; : Being reappointed for 3 years as given in the Resolutions under Agenda items No. 4, 5, 6 & 7, No Notice Period; No severance fees;
4. Stock options 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. : NIL / N.A.

Details of the Directors seeking Appointment/Reappointment at the forthcoming Annual General Meeting in pursuance of the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provisions of the Companies Act, 2013 and Secretarial Standard-2

Name of Director	Ms. Nisha Paul	Shri Mahavir Prasad Gupta
Date of Birth & Age	17 th October, 1960, 57 years	15 th October, 1940, 77 years
Date of Appointment	1 st October, 2014	30 th March, 2003
Expertise in specific Functional/ Professional areas	Experience in Tour & Travel, Human Resource and Public Relations.	Vast Knowledge in the area of Business and Management.
Qualifications	Graduate	Post graduate- Educationist, Former head and Dean of Delhi School of Management Studies.
Details of Directorships held in other Companies	Paul Air Transport Private Limited	Nil
Chairman/Member of the Committee of Board other Public Limited Companies	1(One) Chairman of Corporate Social Responsibility Committee in Cosco (India) Limited	1(One) Member of Audit Committee in Cosco (India) Limited
Number of Meetings of the Board Attended during FY 16-17	4	4
Number of Shares held in the Company	200 as Individual	Nil
Disclosure of relationships between Directors inter-se	Nil	Nil
Name of Director	Shri Sunil Kumar Jain	Shri Mohan Lal Mangla
Date of Birth & Age	1 st January, 1956, 62 years	10 th September, 1940, 77 years
Date of Appointment	30 th March, 2003	7 th October, 1997
Expertise in specific Functional/ Professional areas	Well experienced in Industrial Management	Vast Legal experience including Intellectual property Rights.
Qualifications	Graduate	Law Graduate and Advocate
Details of Directorships held in other Companies	Vijay Vallabh Securities Limited H.B. Velvets Private Limited Jain Cord Industries Private Limited.	Nil
Chairman/Member of the Committee of Board other Public Limited Companies	3 (Three) Member of Audit Committee, Nomination and Remuneration Committee & Chairman of Stakeholder's Relationship Committee in Cosco (India) Limited	1 (One) Chairman of Nomination and Remuneration committee in Cosco (India) Limited
Number of Meetings of the Board Attended during FY 16-17	4	4
Number of Shares held in the Company	Nil	Nil
Disclosure of relationships between Directors inter-se	Nil	Nil
Name of Director	Shri Vijender Kumar Jain	Shri Vijay Kumar Sood
Date of Birth & Age	8 th June, 1955, 62 years	17 th June, 1943, 74 years
Date of Appointment	31 st October, 2012	1 st May, 2007
Expertise in specific Functional/ Professional areas	Vast experience as practicing Chartered Accountant in finance, Accounts, Audit, Taxation, and Company Law Matters.	Vast Experience in Event Management and Sports Goods Promotion
Qualifications	Chartered Accountant	Graduate
Details of Directorships held in other Companies	Nil	Vijay Vallabh Securities Limited
Chairman/Member of the Committee of Board other Public Limited Companies	1(One) Chairman of Audit Committee in Cosco (India) Limited	1 (One) Member in Nomination and Remuneration Committee in Cosco (India) Limited
Number of Meetings of the Board Attended during FY 16-17	4	4
Number of Shares held in the Company	Nil	Nil
Disclosure of relationships between Directors inter-se	Nil	Nil

COSCO (INDIA) LIMITED (CIN: L25199DL1980PLC010173)

Registered Office: 2/8, Roop Nagar, Delhi-110007;

Website: www.cosco.in; Email: mail@cosco.in; Tel: 91-11-23843000; Fax: 91-11-23846000

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

PROXY FORM (FORM NO. MGT-11)

Name of the Member(s)	
Registered Address:	
Folio No./ DP ID- Client ID	
E-mail-ID:	
No. of Shares held	

I/We being the member(s) holding.....Shares of the above named Company, hereby appoint:

1. Name	2. Name	3. Name
Address:	Address:	Address:
Email ID	Email ID	Email ID
Signature.....	Signature.....	Signature.....
or failing him/her person named in Col. 2/3	or failing him/her person named in Col. 3	

As my/our proxy to attend and vote (on a poll) for me/us and my/ our behalf at the 38th Annual General Meeting of the Company, to be held on Friday, the 29th day of September, 2017 at 10.30 AM at Amitabh, E-23 , Bungalow Road, Kamla Nagar, Delhi-110007 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Item No.	Description of Resolutions	No. of Equity shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Business :				
1.	To adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2017 and the Reports of the Directors' and the Auditors' thereon.			
2.	To Re- appoint Mr. Neeraj Jain (DIN: 00190592) as Director , who retires by rotation.			
3.	Appointment of M/s. V.P. Jain & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of five consecutive years and fix their Remuneration.			
Special Business :				
4.	Re-appointment of Mr. Arun Jain as Whole Time Director of the Company			
5.	Re-appointment of Mr. Manish Jain as Whole Time Director of the Company.			
6.	Re-appointment of Mr. Pankaj Jain as Whole Time Director of the Company.			
7.	Re-appointment of Mr. Neeraj Jain as Whole Time Director of the Company.			
8.	Re-appointment of Ms. Nisha Paul as Independent Director of the Company.			
9.	Re-appointment of Shri Mahavir Prasad Gupta as Independent Director of the Company.			
10.	Re-appointment of Shri Sunil Kumar Jain as Independent Director of the Company.			
11.	Re-appointment of Shri Mohan Lal Mangla as Independent Director of the Company.			
12.	Re-appointment of Shri Vijender Kumar Jain as Independent Director of the Company.			
13.	Re-appointment of Shri Vijay Kumar Sood as Independent Director of the Company.			

Signed this.....day of.....2017

Signature of Proxy Holder(s) _____ Signature of Share Holder_____

Affix
Revenue
Stamp

- Notes:**
- This Form of Proxy in order to be effective should be duly completed and deposited at the office of the and Share Transfer Agents of the Company M/s. Skyline Financial Services Pvt. Ltd., D 153A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi 110020. Duly completed and Signed, not less than Forty Eight hours before the commencement of the Annual General Meeting (on or before 27th September, 2017 10.30 A.M. IST).
 - The Proxy Form should be signed across the revenue stamp as per specimen signatures registered with RTA/Depository Participant (DP).
 - It is optional to put 'X' in the appropriate column against the Resolution(s) indicated in the Box. If you leave 'For' or 'Against' Column Blank against any or all Resolution(s), your proxy will be entitled to Vote in the manner as He/She thinks appropriate.

COSCO (INDIA) LIMITED (CIN : L25199DL1980PLC010173)

Registered Office : 2/8, Roop Nagar, Delhi-110007
 Website : www.cosco.in; Email : mail@cosco.in; Tel. : 91-11-23843000; Fax : 91-11-23846000

ATTENDANCE SLIP

(Please complete the Attendance Slip and hand it over at the entrance of the Meeting hall)

Name of the Attending Member (IN BLOCK LETTERS)	
Registered Address:	
Folio No./DP ID- Client ID	
E-mail-ID:	
No. of Shares held	
Name of Proxy Attending Meeting (IN BLOCK LETTERS), if the Proxy attends instead of the Member	

I hereby record my attendance at the Thirty Eighth Annual General Meeting of the Company being held on Friday, the 29th day of September, 2017 at 10.30 AM at Amitabh, E-23, Bungalow Road, Kamla Nagar, Delhi-110007 or at any adjournment thereof.

Signature of Shareholder/Proxy

[ROUTE MAP AND PROMIENT LANDMARK]



If undelivered please return to:
Cosco (India) Limited
 2/8, Roop Nagar
 Delhi 110007