

POSTAL BALLOT FORM

Serial No.

Name of the Member(s) including
Any joint holders, if any:

Registered address of the sole/
First named Member

Registered Folio No.
/DP ID no. /Client ID No.*
(*Applicable to member holding shares
in dematerialized form)

No. of Shares held:

I/We hereby exercise my/our vote in respect of Special Resolution(s) to be passed through postal ballot/e-voting for the business(es) stated in the Postal Ballot Notice of the Company by recording my/our assent or dissent to the said Special Resolutions by placing a (✓) mark in the appropriate box below:

Item No.	Description of the Special Resolutions	No. of Shares for which votes cast	I/we assent to the resolution (For)	I/we dissent to the resolution (Against)
1	To alter/amend the Object Clause, of the Memorandum of Association of the Company.			
2	To adopt new set of Articles of Association of the Company in conformity with the Companies Act, 2013.			

Place:.....

Date:.....

(Signature of the member)

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	USER ID	Password

The e-voting facility will be available from 09.03.2019 (09:00 A.M) to 07.04.2019 (05:00 P.M)

Notes: 1.Please read carefully the instructions printed overleaf before exercising the vote.

2. The Last date for the receipt of Postal Ballot Forms by Scrutinizer is April 07, 2019 at 05:00 P.M.

Instructions

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed, Business Reply Envelope (postage will be borne and paid by the Company). However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode (E-voting) as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the Members. In the case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his/her absence, by the next named Member(s).
4. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
5. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. 5.00 P.M. on 07.04.2019. Any Postal Ballot Form received after this date, it will be considered that no reply from such Member has been received.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at serial no. 6 above.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed, Business Reply Envelope. All such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the cut-off date, i.e. Friday, February 22, 2019.
10. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.

As per Secretarial Standard on General Meetings (SS-2), instances in which the Postal Ballot Form shall be treated as Invalid include the following:

- a. A form other than one issued by the company has been used;
- b. It has not been signed by or on behalf of the Member;
- c. Signature on the postal ballot form doesn't match the specimen signatures with the company;
- d. It is not possible to determine without any doubt the assent or dissent of the Member;
- e. if the Postal ballot form is incomplete or incorrectly filled;
- f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- g. The envelope containing the postal ballot form is received after the last date prescribed;
- h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- j. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
- k. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;

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 POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON:	VOTING ENDS ON:
Date : 09.03.2019	Date : 07.04.2019
Time : 09:00 A.M	Time : 05:00 P.M

To The Members of Cosco (India) Limited

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable Laws, Rules and Regulations, if any, Cosco (India) Limited (the "Company") hereby seeks approval of its Members by way of Special Resolutions through Postal Ballot/E-Voting in respect of the following Special Business(es).

Detailed explanatory statement setting out the material facts concerning the resolutions and instructions for e-voting are annexed to the Notice of Postal Ballot/e-voting (the "Notice").

The Board of Directors (the "Board") in their meeting held on 14.02.2019 had appointed Mr. Ravi Sharma Membership No: FCS 4468, CP No: 3666 Partner of M/s. R S M & Co, Practising Company Secretaries, D-63, JFF Complex, Jhandewalan, New Delhi-110055, as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Form and Return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Form(s) should reach the Scrutinizer not later than 5:00 P.M. on 07.04.2019 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'.

The Scrutinizer will submit his report to the Managing Director and CEO, or by any other director/person authorized by him after completion of the scrutiny of the votes cast through Postal Ballot and E-voting. The result of the Postal Ballot would be announced by the Managing Director and CEO Shri Devinder Kumar Jain , or by any other director/person authorized by him at 5:00 P.M. on or before 09.04.2019 at the Registered Office of the Company situated at-2/8, Roop Nagar, Delhi-110007 . The said result would be displayed at the Registered Office of the Company and on website of the Company.

The members are requested to consider the following Special Resolutions:

Special Business(es):

Item No. 1

To consider and, if thought fit, to pass the following resolution(s), as Special Resolution(s);

To alter/amend the Object Clause, of the Memorandum of Association of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules framed thereunder (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force), or any other applicable Law(s), Regulation(s), Guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock Exchange(s)/appropriate Regulatory and Statutory Authorities, if required, consent of the Members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Memorandum of Association of the Company :

(i) The words 'Companies Act, 1956' wherever it appears in the Memorandum of Association shall be substituted with the words 'Companies Act, 2013'.

(ii) Part A of Clause III of Memorandum of Association be titled as 'The Objects to be pursued by the Company on its Incorporation'.

(iii) Clause III (A) of the Memorandum of Association be altered/amended by adding the following new sub-clauses and be numbered as 4, 5, 6, 7, 8, 9, 10, 11 and 12 after the existing sub-clause number 3.

4. To carry on in India and/or abroad the business of Manufacturers, Fabricators, Processors, Producers, Makers, Importers, Exporters, Buyers, Sellers, Traders, Suppliers, Stockists, Agents, Merchants, Distributors and Dealers, Service Providers, in all kinds of Sports Goods and Equipments, Fitness and Wellness Equipments , Health Foods and Supplements, Foot wears, Yarns, Textiles, Apparels, Components and Accessories and Raw Materials of these Products and also to act as Application Designer, Assessment body, Developer and Implementer , Training Provider by setting up and/or running in India and/or abroad coaching and skill development centres, gymnasiums, health clubs, fitness centres, indoor and outdoor stadiums, sports physiotherapy centers, sports bars, aerobic clubs, fitness centres, yoga centres, slimming centers, nutrition clinics, and sports and games clubs in general and to establish , institute, manage and conduct any Foundation , Academy, or Association for promotion and upliftment of Sports.

5. To carry on the business of e-commerce, on line shopping, net marketing and trading, Internet advertising and marketing, creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, but does not include banking and money circulating business.

6. To manufacture and/or deal in all kinds of organic and Inorganic chemicals, plastics, distillates, precipitates, shellac, resins, cellulose, acetate, bakelite, PU, P.V.C natural and synthetic fibers, filaments and textiles, synthetic leather, webbings, canvas, leather cloth and the like and their products and by-products thereof.

7. To carry on the business of manufacturers of and dealers in all kinds of packing and packaging materials and requisites thereof.

8. To act as an export house and/or carriers, forwarding agents, shipping agents, underwriters, and/or undertake all kinds of agency business and to act as selling agents or commission agents for any person, firm or corporation and to act as general contractors including supplies and procurement, and to act as buying agents, surveyors, and selling agents on behalf of importers and exporters and generally to act on their behalf.

9. To act as trustees for foreign or Indian investors.

10. To carry on business of Management and Technical Consultants including arrangers of collaboration and Joint Ventures, Technical Know How in any kind of activity and for any and every body.

11. To carry on the business of leasing, hire purchase and/or otherwise financing of machinery, vehicles and goods, articles or commodities of all and every kinds and description used for domestic and every kinds and description used for domestic and commercial purpose by way of hire purchase or deferred payment or similar transaction and to institute, enter into carry on, subsidies, finance or assist in subsidizing the manufacturing of any such goods and upon any terms whatsoever and to act as financial consultant and provide advisory services to client.

12. To carry on the business of an Investment Company and to buy, sell, underwrite invest in or otherwise acquire, hold and deal in the name of the Company or its nominees shares stocks, debentures, debentures stock, bonds, deposits, hundies, obligations and securities of any kind issued or guaranteed by any company constituted or carrying on business in India or elsewhere or by any Government, State, Public body or authority, firm, units, undertaking or person, trusts, corporations, society in India elsewhere.

(iv) Part B of the Clause III of MOA be titled as 'Matters which are necessary for furtherance of the Objects specified in Part A':

(v) Part C of Clause III of MOA viz. "Other Objects" be deleted.

RESOLVED FURTHER THAT Board be and is hereby authorized to carry out any such modifications / corrections or alterations as may be suggested / ordered by The Registrar of Companies and/or any competent authority while approving the modifications in the Memorandum of Association as passed in the above referred resolutions subject to the condition that corrections/ modifications etc. shall not add anything new or extra which has been approved through this resolutions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to above resolutions."

Item No. 2

To consider and, if thought fit, to pass the following resolution as a Special Resolution(s);

To adopt new set of Articles of Association of the Company in conformity with the Companies Act, 2013.

"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time ("the Act") and subject to approvals, permissions and sanctions from the appropriate authority if any, the Articles of Association of the Company be and are hereby altered to be in the conformity with the provisions of the Companies Act, 2013 as set out hereinafter.

RESOLVED FURTHER THAT the new set of Articles of Associations of the Company, pursuant to the Companies Act, 2013, be and is hereby approved and adopted having Articles No. 1 To 211 in substitution of existing set of Articles of Association having Articles No. 1 to 195.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to above resolutions."

**By order of the Board of Directors
For Cosco (India) Limited**

**Sudha Singh
Company Secretary
Membership No: A33371**

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

Place: Delhi

Date: 14.02.2019

Notes:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts for the proposed Resolutions above, is appended herein below along with the Postal Ballot Form for your consideration.
2. The instructions/notes printed overleaf the Postal Ballot Form are an integral part of this Notice. Please read the instructions/notes before exercising the vote.
3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 22nd February, 2019. The voting rights shall also be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the said date.
4. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-Voting. In cases where Members cast their votes through both modes, votes cast electronically ("e-Voting") shall be treated as valid and votes cast through Postal Ballot Forms will be treated as invalid.
5. The Scrutinizer will submit his report to the Managing Director and CEO of the Company or any other person authorised by him, after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Managing Director and CEO or any person authorised by him, on or before 09.04.2019. The results along with the report of the Scrutinizer shall be displayed on the Company's website: www.cosco.in and on the website of NSDL: www.nsd.co.in and shall also be communicated to BSE Limited where the shares of the Company are listed.
6. Members who have registered their e-mail IDs for receipt of documents in electronic form are being sent the Postal Ballot Notice by e-mail to their email address registered with their depository participants / the Company's Registrars and Share Transfer Agents, Skyline Financial Services Pvt. Ltd. Members who receive the Postal Ballot Notice by e-mail, but who wish to vote through physical Postal Ballot Form, can download the same from the website of the Company: www.cosco.in. For Members whose e-mail IDs are not registered, physical copies of this Postal Ballot Notice are being sent by speed post or courier along with a Postal Ballot Form and a postage-prepaid self-addressed Business Reply Envelope. Alternatively, a Member may write to the Company or Skyline Financial Services Pvt. Ltd for obtaining a duplicate Postal Ballot Form at admin@skylinerta.com
7. This Postal Ballot Notice is also placed on the website of the Company and on that of NSDL.
8. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended; and (ii) Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is offering e-Voting facility to all the Members of the Company and the business may be transacted through electronic voting system. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically. A Member may avail of this facility at his discretion as per the instructions provided herein.
9. The e-Voting period shall commence on 09.03.2019 09:00 A.M and end on 07.04.2019 at 5:00 P.M. The e-Voting will be blocked by NSDL thereafter. During this period, Members of the Company holding shares either in physical or dematerialised form, as on the cut-off date, i.e. 22.02.2019 may cast their vote electronically.
10. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
11. The instructions for Members for e-Voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

A. In case of members receiving the Postal Ballot Form by e-mail:

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

The members who receive e-mail from NSDL /RTA 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 Postal ballot form by post, User ID and initial password is provided at the bottom of the Ballot Form.

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 e-voting (In both the cases mentioned at Sr. No. (a) and (b) above:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.

ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- vi. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e- Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Cosco (India) Limited to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Members holding multiple folios/demat accounts shall vote separately for each of the folio /demat accounts.

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

Item No. 1

The Board of Directors of the Company in their meeting held on 14.02.2019 approved to alter/amend the object clause of Memorandum of Association of Company in order to make it compliant with the provisions of the Companies Act, 2013.

The existing Objects clause III of the Memorandum of Association of the Company is divided into three parts and titled as (A) Main Objects to be pursued by the Company on its incorporation, (B) Objects ancillary or incidental to attainment of the main objects and (C) The Other Objects. In terms of Section 4 of the Companies Act, 2013, objects clause III of the Memorandum of Association of the Company shall be divided in two parts (1) the objects to be pursued by the Company on its incorporation and (2) Matters which are necessary for furtherance of the objects specified in clause 3(A).

In view of the above the Board of Directors recommends that the objects clause III of the Memorandum of Association of the Company be amended and sub-divided in two parts as under:

1. Part A - titled as 'The Objects to be pursued by the Company on its Incorporation' and
2. Part B - titled as 'Matters which are necessary for furtherance of the Objects specified in Part A':

Further, to comply with the provisions of the Companies Act, 2013, the Clause III (C) i.e. 'Other Objects' of the existing Memorandum of Association is required to be deleted. These clauses mentioned in Clause III (C) i.e. 'Other Objects' in the existing Memorandum of Association have been redrafted and included in Clause III (A) under the title 'The Objects to be pursued by the Company on its incorporation'.

Further, considering the growth prospects, the company plans to diversify its business as detailed in the proposed resolutions. The amendment aforesaid will enable the Company to carry on business(es), which can be conveniently or advantageously combined with the existing business of the Company.

Pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Act, read with applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause of the Memorandum of Association of the Company requires the approval of the members by means of a Special Resolution. Copy of the existing Memorandum of Association, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any. The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution(s).

Item No. 2

The Board of Directors of the Company in their meeting held on 14.02.2019 approved to adopt a new set of Articles of Association of Company in order to make it compliant with the provisions of the Companies Act, 2013.

The existing Articles of Association ("AOA") of the Company are based on the provisions of the Companies Act, 1956. Members may be aware that the Ministry of Corporate Affairs ("MCA") has notified most of the sections of the Companies Act, 2013 ("the Act") which replace the provisions of the Companies Act, 1956.

The MCA has also notified the Rules pertaining to the notified sections. In order to bring the existing Articles of Association of the Company in line with the provisions of the Companies Act, 2013 the Company will have to make numerous changes in the existing Articles of Association. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company ("New Articles"), in substitution of and to the exclusion of the existing Articles of Association.

Pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Act, read with applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) of the Act, approval of the shareholders of the company by special resolution is required for the adoption of the New Articles of Association to replace the existing Articles of Association.

A copy of the proposed New Articles of Association to be adopted would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting and is also available on the website of the Company at <https://www.cosco.in>

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any. The Board recommends the resolutions under Item No. 2 for approval of the members as a Special Resolution(s).

**By order of the Board of Directors
For Cosco (India) Limited**

Sudha Singh
Company Secretary
Membership No: A33371

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

Place: Delhi

Date: 14.02.2019

Encls: 1. Postal Ballot Form
2. Postage - Prepaid self addressed Business Reply Envelop