

COSCO (INDIA) LIMITED (CIN: L25199DL1980PLC010173)

Registered Office: 2/8, Roop Nagar, Delhi-110 007;
Website: www.cosco.in; Email: mail@cosco.in;
Tel: 91-11-23843000; Fax: 91-11-23846000

NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Section 101 of the Companies Act, 2013)

Notice is hereby given that the Forty-Third Annual General Meeting of the Members of Cosco (India) Limited (CIN: L25199DL1980PLC010173) will be held on Friday, the 30th September, 2022 at 12.00 Noon through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

Item 1.

Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on 31st March, 2022 which includes Balance Sheet as at 31st March, 2022, Statement of Profit and Loss, Cash Flow Statement of the Company and Statement of changes in Equity for the year ended 31st March, 2022 along with Notes annexed thereto and the Reports of the Directors' and the Auditors' thereon.

Item 2.

Appointment of Mr. Pankaj Jain (DIN: 00190414) as a director, liable to retire by rotation

To appoint a Director in place of Mr. Pankaj Jain (DIN: 00190414), who retires by rotation and, being eligible, offers himself for re-appointment.

Item 3.

Appointment of Mr. Manish Jain (DIN: 00191593) as a director, liable to retire by rotation

To appoint a Director in place of Mr. Manish Jain (DIN: 00191593), who retires by rotation and, being eligible, offers himself for re-appointment.

Item 4.

Appointment of M/s. Madan & Associates, Chartered Accountants, as Statutory Auditors of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Madan & Associates, Chartered Accountants (Firm Registration No.: 000185N), be and is hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. V.P. Jain & Associates, Chartered Accountants (Firm Registration No.: 015260N), to hold office for a term of five consecutive years from the conclusion of forty third Annual General Meeting till the conclusion of forty eighth Annual General Meeting of the Company to be held in the year 2027, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

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).”

SPECIAL BUSINESS:**Item 5.**

Re-appointment of Ms. Tejal Jain (DIN: 09219682) as an Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the provisions of SEBI (Listing Obligations and Disclosures requirements) regulations, 2015, including any modification or amendment thereof, Articles of Association of the Company, approval and recommendation of the nomination and remuneration committee, and that of the Board, Tejal Jain (DIN: 09219682), who holds office as an Independent Non-Executive Director up to September 30, 2022 be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years with effect from October 1st, 2022 i.e. upto September 30, 2027.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Item 6.

Appointment of Mr. Vineet Bhutani (DIN: 02033791) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any 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), Regulations 16(1)(b), 25(2A) and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any modification or amendment thereof, Articles of Association of the Company, and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Vineet Bhutani (DIN: 02033791), who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, with effect from 1st October 2022, to hold office for a term of five consecutive years i.e. upto 30th September 2027.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Item 7.

Appointment of Mr. Gautam Macker (DIN: 00542563) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any 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), Regulations 16(1)(b), 25(2A) and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any modification or amendment thereof, Articles of Association of the Company, and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Gautam Macker (DIN: 00542563), who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, with effect from 1st October 2022, to hold office for a term of five consecutive years i.e. upto 30th September 2027.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Item 8.

Appointment of Mr. Vivek Sharma (DIN: 00278406) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any 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), Regulations 16(1)(b), 25(2A) and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any modification or amendment thereof, Articles of Association of the Company, and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Vivek Sharma (DIN: 00278406), who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, with effect from 1st October 2022, to hold office for a term of five consecutive years i.e. upto 30th September 2027.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Item 9.

Appointment of Mr. Anurag Gupta (DIN: 00701005) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any 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), Regulations 16(1)(b), 25(2A) and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any modification or amendment thereof, Articles of Association of the Company, and

on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Anurag Gupta (DIN: 00701005), who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, with effect from 1st October 2022, to hold office for a term of five consecutive years i.e. upto 30th September 2027."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Item 10.

Appointment of Mr. Sudhir Kalra (DIN: 09704840) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any 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), Regulations 16(1)(b), 25(2A) and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any modification or amendment thereof, Articles of Association of the Company, and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sudhir Kalra (DIN: 09704840), who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, with effect from 1st October 2022, to hold office for a term of five consecutive years i.e. upto 30th September 2027."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

NOTES

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December 2021, 21/2021 dated 14th December 2021 and 03/2022 dated 5th May, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 31st December, 2022. In accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020 and in compliance with these Circulars, provisions of the Act, Securities and Exchange Board of India ("SEBI") vide its circular no., SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (collectively "SEBI Circulars") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 43rd AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 43rd AGM shall be the registered office of the Company.

The facility to attend the 43rd AGM of the company through Video Conference/Other Audio Visual means, in compliance with the provisions of MCA Circular as mentioned above by members/shareholders on the date of the AGM will be provided by Company's Registrars and Share Transfer Agents, M/s. Skyline Financial Services Private Limited.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, the members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agents, M/s Skyline Financial Services Private Limited for assistance in this regard.

4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

5. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.cosco.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.

6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1st April 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.cosco.in/investors/holder-of-physical-securities>.

8. Brief resume of Statutory Auditors and 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 D1 to the Directors' Report'. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/reappointment. A Statement pursuant to section 102 of the Act forms a part of this Notice. The Board of Directors has decided that the special business set out under item nos. 5,6,7,8,9 and 10 being considered necessary, be transacted at the Forty-Third AGM of the Company.

9. 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 for receiving all communications including Annual Report, Notices, etc. from the Company electronically.

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.

10. 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. – 01.00 P.M. up to the date of the Annual General Meeting of the Company.

11. Register of Members and the Transfer Books for Equity Shares of the Company shall remain closed from 24th September, 2022 to 30th September, 2022 (Both days inclusive) for the purpose of ascertaining the names of Members.

12. 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. 011-40450193 to 197 ,Fax: +91 11 26812682 E-mail ID:admin@skylinerta.com.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio to facilitate better service. A consolidated share certificate will be issued to such Members after making requisite changes.

14.(i) Members seeking any information with regard to accounts or operations are requested to write to the Company latest by 20th September, 2022 through email on mail@cosco.in. The same will be replied by the Company suitably.

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

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company is, accordingly required to transfer unpaid/ unclaimed dividend amount pertaining to Dividend of FY 2015-16 to the IEPF on 17th September, 2022.

The Company has sent notice on 17th June, 2022 to members having unpaid/ unclaimed dividends before transferring of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded on the website of the Company at www.cosco.in Members who have not encashed Dividend for FY 2015-16, are advised to write to the Company immediately.

Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, equity shares of the Company on which the dividend remained unpaid/ unclaimed for seven consecutive years, are required to be transferred to the IEPF Account during the year 2022, after following the procedure prescribed.

Further, Members who have not claimed/ encashed their dividends in the last seven consecutive years from 2015 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the prescribed procedure under the IEPF Rules.

15. Voting Process :

The Company has appointed C.S Mr. Ravi Sharma,(Membership No. 4468) Partner of M/s. R S M & Co, Practising Company Secretaries, 2E/207, 2nd floor, Caxton House Jhandewalan Extension, New Delhi 110055; As scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent

manner. Members may note that the VC/OAVM facility provided by Skyline Financials Services Private Limited, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle. Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the meeting by following the procedure as mentioned in the notice.

15.1 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 Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, April 13 and May 05, 2020, 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 facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

The Instructions for Members for Remote E-Voting and Joining Annual General Meeting are as under:-

The remote e-voting period begins on 26th September, 2022 at 09:00 A.M. and ends on 29th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2022.

Cast vote electronically using NSDL e-Voting system

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a modewith NSDL. mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Acces to e-Voting” under e-Voting services and you will be able to see e Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/Ideas DirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal

	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e Voting period or joining virtual meeting & voting during the meeting</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 20px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Log-in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.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.
5. 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***

6. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below

Process for those shareholders whose email ids are not registered.

7. 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.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Annual General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Annual General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by e-mail to contact@csrms.com with a copy marked to evoting@nsdl.co.in.
2. 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 to go through the "Forget User Details/Password? Or "Physical User Reset Password? Option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Question(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 1020 990 and 1800 2244 30 or send a request at evoting@nsdl.co.in or contact Ms. Sarita Mote Assistant Manager National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated e-mail id- evoting@nsdl.co.in , who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's e-mail address mail@cosco.in; sudha@cosco.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mail@cosco.in; sudha@cosco.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested

scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to mail@cosco.in; sudha@cosco.in . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for Members for e-Voting on the day of the Annual General Meeting are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. Members who need assistance before or during the AGM can contact Ms. Sarita Mote, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email id – evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

Instructions for Members for attending the AGM Through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at sudha@cosco.in till September 28, 2022 (12:00 Noon IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The same will be replied by the company suitably. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date of 23rd September, 2022 may obtain the login ID and password by sending a request to Company's Registrar & Share Transfer Agent at admin@skylinerta.com or NSDL at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
7. 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.

- 15.2 The Voting rights of members shall be in proportion to their shares in the paid up equity share 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 AGM through e-voting.
- 15.3 The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.
- 15.4 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 BSE Ltd. where the shares of the Company are listed. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 30, 2022.
16. 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.

By order of the Board of Directors

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

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

Place: Delhi
Date: 26th August, 2022

I. Details in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 2

In terms of Section 152(6) of the Companies Act, 2013, Mr. Pankaj Jain (DIN: 00190414) shall retire by rotation at the forthcoming AGM and being eligible offers himself for re-appointment. Mr. Pankaj was appointed as a Whole-time Director of the Company designated as “Executive Director –for a period of three consecutive years with effect from 1st October, 2020. As per the terms of his appointment, his re-appointment at the 43rd AGM as a director retiring by rotation would not constitute break in his appointment as a Whole-time Director, designated as “Executive Director”.

Mr. Pankaj Jain aged 51 years, holds qualification of B. Com and MBA in Finance and has over 29 years of rich and exhaustive experience in Marketing and Finance.

He has held senior management positions during his career. He joined Cosco (India) Limited in 1998 and held positions of increasing responsibility in the marketing and finance.

Except Mr. Pankaj Jain, and his relatives (to the extent of their shareholding in the Company, if any) none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of the 43rd AGM.

Mr. Pankaj Jain is not related to any Director or Key Managerial Personnel of the Company. Upon his re-appointment as a director, Mr. Pankaj Jain shall continue to hold office as a Whole-time Director. Accordingly, the Board of Directors recommends his re-appointment to the members for their approval by way of an Ordinary Resolution as set out at Item No. 2 of the accompanying Notice of the 43rd AGM.

Item No. 3

In terms of Section 152(6) of the Companies Act, 2013, Mr. Manish Jain (DIN: 00191593) shall retire by rotation at the forthcoming AGM and being eligible offers himself for re-appointment. Mr. Manish was appointed as a Whole-time Director of the Company designated as “Executive Director –for a period of three consecutive years with effect from 1st October, 2020. As per the terms of his appointment, his re-appointment at the 43rd AGM as a director retiring by rotation would not constitute break in his appointment as a Whole-time Director, designated as “Executive Director”.

Mr. Manish Jain aged 52 years, is a qualified Engineer holds MBA degree. He has over 29 years of rich and exhaustive experience in Marketing operations and research and development of new products.

He joined Cosco (India) Limited in 1998 and held positions of increasing responsibility in the marketing and research and development segment of the Company.

Shri Devinder Kumar Jain Managing Director and CEO of the Company being father of Mr. Manish Jain and Mr. Arun Jain Whole Time Director and their relatives (to the extent of their shareholding in the Company, if any) are interested in the resolution set out at Item No. 3, of the Notice.

Upon his re-appointment as a director, Mr. Manish Jain shall continue to hold office as a Whole-time Director. Accordingly, the Board of Directors recommends his re-appointment to the members for their approval by way of an Ordinary Resolution as set out at Item No. 3 of the accompanying Notice of the 43rd AGM.

Item No. 4

In accordance with Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. V.P. Jain & Associates, Chartered Accountants (ICAI Registration No.: 015260N), Statutory Auditors of the Company shall retire at the conclusion of the 43rd AGM of the Company after completion of their term of appointment for 5 years. The Board of Directors of the Company at their meeting held on 26th August

2022, on the recommendation of the Audit Committee, have recommended the appointment of M/s. Madan & Associates, Chartered Accountants (ICAI Registration No.: 000185N) as the Statutory Auditors of the Company in the place of the retiring Auditors, by the members at the 43rd AGM of the Company for a term of five consecutive years from the conclusion of 43rd AGM till the conclusion of 48th AGM of the Company to be held in the year 2027, at an annual remuneration of Rs. 5.5 Lakhs for Audit and Assurance services the year ending 31st March 2023, plus out of pocket expenses and applicable taxes. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors. There is no material change in the remuneration paid to M/s. V. P. Jain & Associates, Chartered Accountants the retiring Statutory Auditors, for the statutory audit conducted for the year ended 31st March 2022 and the remuneration proposed to be paid to M/s. Madan & Associates, Chartered Accountants for the year ending 31st March 2023.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, audit team, audit quality reports, etc., M/s. Madan & Associates, Chartered Accountants has been recommended to be appointed as the Statutory Auditors of the Company.

M/s. Madan & Associates, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. It has its registered office at Kailash Building, K.G. Marg New Delhi-110 001. It is primarily engaged in providing audit and assurance services to its clients.

Pursuant to Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent from M/s. Madan & Associates Chartered Accountants and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Madan & Associates, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the 43rd AGM. Accordingly, the Board of Directors recommends aforesaid appointment to the members for their approval by way of an Ordinary Resolution as set out at Item No. 4 of the accompanying Notice of the 43rd AGM.

II. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Ms. Tejal Jain was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, by the members at the AGM held on September 30, 2021, to hold office up to September 30, 2022. She is due for retirement from the first term as an Independent Director on September 30, 2022. Ms. Tejal Jain, aged about 32 years, is a member of The Institute of Chartered Accountants of India having around 10 years of experience in practice. She has diversified knowledge of finance, taxation and corporate laws and has specialised experience for providing financial, taxation and legal consultancy and expertise in conducting Statutory Audits

The nomination and remuneration committee, at its meeting held on August 26th, 2022, after taking into account the performance evaluation of Ms. Tejal Jain during her first term and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board her reappointment for a second term of five years. The nomination and remuneration committee has considered her diverse skills, leadership capabilities, expertise in governance and finance, among others, as being key requirements for this role.

In view of the above, the nomination and remuneration committee and the Board are of the view that Ms. Tejal Jain possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint her as an Independent Director. Based on the recommendation of the nomination and remuneration committee, the Board, at its meeting held on August 26th, 2022, has recommended the reappointment of Ms. Tejal Jain as an Independent Director, not liable to retire by rotation,

for a second term of five years effective October 1, 2022 to September 30, 2027. In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director may hold office for two consecutive terms.

Ms. Tejal Jain fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16 of the LODR Regulations. The Company has received all statutory disclosures / declarations from Ms. Tejal Jain, including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that She is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Ms. Tejal Jain to the office of Independent Director.

In the opinion of the Board and based on its evaluation, Ms. Tejal Jain fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and LODR Regulations for her reappointment as an Independent Director of the Company and she is independent of the Management of the Company. A copy of the draft letter setting out the terms and conditions for appointment of Independent Director is available for electronic inspection without any fee by the members.

The Resolution seeks the approval of members for the reappointment of Ms. Tejal Jain as an Independent Director of the Company effective October 1, 2022 up to September 30, 2027, pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

No director, key managerial personnel or their relatives except Ms. Tejal Jain, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 5. Board of Directors recommends her appointment to the members for their approval by way of Special Resolution(s) as set out at Item No. 5 of the accompanying Notice of the 43rd AGM.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on 26th August, 2022 has recommended, appointment of Mr. Vineet Bhutani (DIN: 02033791) as an Independent Non-Executive Director of the Company for a term of five consecutive years to hold office from 1st October 2022 to 30th September 2027, to the members for their approval by way of special resolution(s), in terms of the Companies Act, 2013 (“the Act”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Vineet Bhutani consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Mr. Vineet Bhutani, aged 59 years, holds a Bachelors in ELECTRIC ENGG. from M.S.R.I.T Bengaluru also known as RAMAIAH Institute of Technology. He has experience in the area of sales and marketing.

Mr. Vineet Bhutani holds Directorship of the understated Companies:
- Hydrobaths Ramco Marketing Private Limited, New Form India Private Limited, Bravat India Private Limited,

Further, Mr. Vineet Bhutani has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Vineet Bhutani has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Vineet Bhutani is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Vineet Bhutani is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the Management.

Mr. Vineet Bhutani does not hold by himself or for any other person on a beneficial basis, any shares in the Company. In the opinion of the Board of Directors, Mr. Vineet Bhutani fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company.

The Board of Directors considers that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Vineet Bhutani as an Independent Non-Executive Director for a term of five consecutive years from 1st October 2022 to 30th September, 2027. Mr. Vineet Bhutani would bring with his experience to the Company in the areas sales and marketing. Accordingly, the Board of Directors recommends his appointment to the members for their approval by way of Special Resolution(s) as set out at Item No. 6 of the accompanying Notice of the 43rd AGM. The electronic copy of the draft letter setting out the terms and conditions for appointment of Independent Directors is available on the website of the Company at www.cosco.in.

Except Mr. Vineet Bhutani, 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. 6 of the accompanying Notice of the 43rd AGM. Mr. Vineet Bhutani is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Mr. Vineet Bhutani will be entitled to sitting fees for attending Board meeting(s) of the Board of Directors for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on 26th August, 2022 has recommended, appointment of Mr. Gautam Macker (DIN: 00542563) as an Independent Non-Executive Director of the Company for a term of five consecutive years to hold office from 1st October 2022 to 30th September 2027, to the members for their approval by way of special resolution(s), in terms of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Gautam Macker consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Mr. Gautam Macker, aged 50 years, holds degree in Master in Business Administration (MBA) from - Fore school of Management and Maastricht school of management New Delhi.

He has experience in the area of Business administration and human resources management.

Mr. Gautam Macker holds Directorship of the understated Companies:
-MAC Coatings Private Limited, Brooks Cottages Private Limited, PNGP Land and Infrastructure Private Limited, OWN Interiors Private Limited.

Further, Mr. Gautam Macker has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Gautam Macker has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Gautam Macker is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Gautam Macker is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the Management.

Mr. Gautam Macker does not hold by himself or for any other person on a beneficial basis, any shares in the Company. In the opinion of the Board of Directors, Mr. Gautam Macker fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company.

The Board of Directors considers that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Gautam Macker as an Independent Non-Executive Director for a term of five consecutive years from 1st October 2022 to 30th September, 2027. Mr. Gautam Macker would bring with his experience to the Company in the areas of Business Administration and human resource management. Accordingly, the Board of Directors recommends his appointment to the members for their approval by way of Special Resolution(s) as set out at Item No. 7 of the accompanying Notice of the 43rd AGM. The electronic copy of the draft letter setting out the terms and conditions for appointment of Independent Directors is available on the website of the Company at www.cosco.in.

Except Mr. Gautam Macker, 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. 7 of the accompanying Notice of the 43rd AGM. Mr. Gautam Macker is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Mr. Gautam Macker will be entitled to sitting fees for attending Board meeting(s) of the Board of Directors for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

Item No. 8

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on 26th August, 2022 has recommended, appointment of Mr. Vivek Sharma (DIN: 00278406) as an Independent Non-Executive Director of the Company for a term of five consecutive years to hold office from 1st October 2022 to 30th September 2027, to the members for their approval by way of special resolution(s), in terms of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Vivek Sharma consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Mr. Vivek Sharma, aged 57 years, holds degree in DNB Radiodiagnosis from National Board of Examination New Delhi.

He has experience in the area of health & fitness and business administration. Due to his medical knowledge and clinical experience he can bring a substantial added value in the Board.

Further, Mr. Vivek Sharma has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Vivek Sharma has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Vivek Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Vivek Sharma is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the Management.

Mr. Vivek Sharma holds by himself 100 Equity Shares in the Company. In the opinion of the Board of Directors, Mr. Vivek Sharma fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company.

The Board of Directors considers that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Vivek Sharma as an Independent Non-Executive Director for a term of five consecutive years from 1st October 2022 to 30th September, 2027. Mr. Vivek Sharma would bring with his experience to the Company in the areas of health & fitness and business administration. Accordingly, the Board of Directors recommends his appointment to the members for their approval by way of Special Resolution(s) as set out at Item No. 8 of the accompanying Notice of the 43rd AGM. The electronic copy of the draft letter setting out the terms and conditions for appointment of Independent Directors is available on the website of the Company at www.cosco.in.

Except Mr. Vivek Sharma, 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 of the accompanying Notice of the 43rd AGM. Mr. Vivek Sharma is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Mr. Vivek Sharma will be entitled to sitting fees for attending Board meeting(s) of the Board of Directors for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

Item No. 9

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on 26th August, 2022 has recommended, appointment of Mr. Anurag Gupta (DIN: 00701005) as an Independent Non-Executive Director of the Company for a term of five consecutive years to hold office from 1st October 2022 to 30th September 2027, to the members for their approval by way of special resolution(s), in terms of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Anurag Gupta consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Mr. Anurag Gupta, aged 50 years, is graduate from Delhi University. He has experience to his credit in looking after imports- exports and marketing of products.

Mr. Anurag Gupta holds Directorship of the understated Companies:

- Gopala Securities Private Limited, Sunshine Manufacturing LLP.

Further, Mr. Anurag Gupta has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Anurag Gupta has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Anurag Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Anurag Gupta is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the Management.

Mr. Anurag Gupta does not hold by himself or for any other person on a beneficial basis, any shares in the Company. In the opinion of the Board of Directors, Mr. Anurag Gupta fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company.

The Board of Directors considers that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Anurag Gupta as an Independent Non-Executive Director for a term of five consecutive years from 1st October 2022 to 30th September, 2027. Mr. Anurag Gupta would bring with his experience to the Company in the areas of imports- exports and marketing of products. Accordingly, the Board of Directors recommends his appointment to the members for their approval by way of Special Resolution(s) as set out at Item No. 9 of the accompanying Notice of the 43rd AGM. The electronic copy of the draft letter setting out the terms and conditions for appointment of Independent Directors is available on the website of the Company at www.cosco.in.

Except Mr. Anurag Gupta, 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. 9 of the accompanying Notice of the 43rd AGM. Mr. Anurag Gupta is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Mr. Anurag Gupta will be entitled to sitting fees for attending Board meeting(s) of the Board of Directors for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

Item No. 10

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on 26th August, 2022 has recommended, appointment of Mr. Sudhir Kalra (DIN: 09704840) as an Independent Non-Executive Director of the Company for a term of five consecutive years to hold office from 1st October 2022 to 30th September 2027, to the members for their approval by way of special resolution(s), in terms of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Sudhir Kalra consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Mr. Sudhir Kalra, aged 59 years, is graduate in B.A Economics Honours from Sri Ram Collage of Commerce, New Delhi.

He has experience in the field of export, marketing and finance.

Further, Mr. Sudhir Kalra has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Sudhir Kalra has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Sudhir Kalra is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Sudhir Kalra is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the Management.

Mr. Sudhir Kalra does not hold by himself or for any other person on a beneficial basis, any shares in the Company. In the opinion of the Board of Directors, Mr. Sudhir Kalra fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company.

The Board of Directors considers that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Sudhir Kalra as an Independent Non-Executive Director for a term of five consecutive years from 1st October 2022 to 30th September, 2027. Mr. Sudhir Kalra would bring with his experience to the Company in the areas of export, marketing & finance. Accordingly, the Board of Directors recommends his appointment to the members for their approval by way of Special Resolution(s) as set out at Item No. 10 of the accompanying Notice of the 43rd AGM. The electronic copy of the draft letter setting out the terms and conditions for appointment of Independent Directors is available on the website of the Company at www.cosco.in.

Except Mr. Sudhir Kalra, 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. 10 of the accompanying Notice of the 43rd AGM. Mr. Sudhir Kalra is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Mr. Sudhir Kalra will be entitled to sitting fees for attending Board meeting(s) of the Board of Directors for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

Details of the Directors retiring by rotation 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 of ICSI.

Name of Director	Mr. Pankaj Jain (DIN:00190414)	Mr. Manish Jain (DIN:00191593)
Date of Birth & Age	7 th August, 1971, 51 Years	17 th November, 1970, 52 Years
Date of Appointment	1 st April, 1998	1 st April, 1998
Expertise in specific Functional/Professional areas	Finance and Marketing and development of new products for International market.	Managing Plant operations and production and associated with research and developments of new products
Qualifications	B.Com and MBA	Qualified Engineer and MBA
Details of Directorships held in other Companies	The Sports Goods Export Promotion Council.	-
Chairman/Member of the Committee of Board other Public Limited Companies	Member of Stakeholder's Relationship Committee and Corporate Social responsibility Committee in Cosco (India) Limited	Nil
Number of Meetings of the Board Attended during FY 21-22	6	5
Number of Shares held in the Company	3,14,140 Equity Shares in his individual capacity and 17,700 Equity Shares as Karta of Pankaj Jain H.U.F.	91,400 Equity Shares in his Individual capacity and 12,700 Equity Shares as Karta of Manish Jain H.U.F.
Disclosure of relationships between Directors inter-se	Not related to any Director or KMP	Shri Devinder Kumar Jain (Father), Mr. Arun Jain (Brother)

Name of Director	Ms. Tejal Jain (DIN:09219682)	Mr. Vineet Bhutani (DIN:02033791)
Date of Birth & Age	9 th October, 1990, 32 Years	20 th June, 1963, 59 Years
Date of Appointment	30 th June, 2021 (1st Term)	1 st October, 2022
Expertise in specific Functional/Professional areas	Diversified knowledge of finance, taxation and corporate laws and has specialised experience for providing financial, taxation and legal consultancy. Expertise in conducting Statutory Audit.	Experience in the area of sales and marketing.
Qualifications	Member of the Institute of Chartered Accountants of India (ICAI)	Bachelor in ELECTRIC ENGG. from M.S.R.I.T Bengaluru also known as RAMAIAH Institute of Technology.
Details of Directorships held in other Companies	-	-Hydrobaths Ramco Marketing Private Limited, -New Form India Private Limited, -Bravat India Private Limited.
Chairman/Member of the Committee of Board other Public Limited Companies	Chairperson of Stakeholder's Relationship Committee in Cosco (India) Limited	-
Number of Meetings of the Board Attended during FY 21-22	4	-
Number of Shares held in the Company	-	-
Disclosure of relationships between Directors inter-se	Not related to any Director or KMP	Not related to any Director or KMP

Name of Director	Mr. Gautam Macker (DIN:00542563)	Mr. Vivek Sharma (DIN:00278406)
Date of Birth & Age	12 th January, 1972, 50 Years	15 th August, 1965, 57 Years
Date of Appointment	1 st October, 2022	1 st October, 2022
Expertise in specific Functional/Professional areas	Experience in the area of Business administration and human resource management.	Experience in the area of administration and health & fitness
Qualifications	Master in Business Administration (MBA) from FORE School of Management New Delhi.	DNB Radiodiagnosis from National Board of Examination New Delhi.
Details of Directorships held in other Companies	-MAC Coatings Private Limited, -Brooks Cottages Private Limited, -PNGP Land and Infrastructure Private Limited, -OWN Interiors Private Limited.	-
Chairman/Member of the Committee of Board other Public Limited Companies	-	-
Number of Meetings of the Board Attended during FY 21-22	-	-
Number of Shares held in the Company	-	100 Equity Shares in his individual capacity
Disclosure of relationships between Directors inter-se	Not related to any Director or KMP	Not related to any Director or KMP

Name of Director	Mr. Anurag Gupta (DIN:00701005)	Mr. Sudhir Kalra (DIN:09704840)
Date of Birth & Age	20 th November, 1971, 50 Years	4 th December, 1962, 59 Years
Date of Appointment	1 st October, 2022	1 st October, 2022
Expertise in specific Functional/Professional areas	Experience in imports- exports and marketing of products	Experience in the field of export, marketing and finance.
Qualifications	Graduate from Delhi University.	Graduate in B.A Economics Honours from Sri Ram Collage of Commerce New Delhi.
Details of Directorships held in other Companies	- Sunshine Manufacturing LLP - Gopala Securities Private Limited	-
Chairman/Member of the Committee of Board other Public Limited Companies	-	-
Number of Meetings of the Board Attended during FY 21-22	-	-
Number of Shares held in the Company	-	-
Disclosure of relationships between Directors inter-se	Not related to any Director or KMP	Not related to any Director or KMP