



COSCO (INDIA) LIMITED (CIN: L25199DL1980PLC010173)
Registered Office: 2/8, Roop Nagar, Delhi-110007
Website: www.cosco.in; Email: mail@cosco.in; Tel: 91-11-23843000; Fax: 91-11-23846000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Sixth Annual General Meeting of the Members of Cosco (India) Limited (CIN: L25199DL1980PLC010173) will be held on Wednesday, the 30th September, 2015 at 10.30 A.M. at AMITABH, E – 23, 2nd Floor, Bungalow Road, Kamla Nagar, Delhi – 110 007 to transact the following business: -

ORDINARY BUSINESS

Item 1

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on 31st March, 2015 which includes Balance Sheet as at 31st March, 2015, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended 31st March, 2015 and the Reports of the Directors' and the Auditors' thereon.

Item 2

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

Item 3

To appoint a Director in place of Shri Arun Jain (DIN: 01054316), who retires by rotation and, being eligible offers himself for re-appointment.

Item 4

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

"RESOLVED THAT pursuant to the ordinary resolution passed by the members in the last Annual General Meeting held on 30th September, 2014 and provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder as amended from time to time, the appointment of M/s. Madan & Associates, Chartered Accountants (Firm Registration No. 000185N) as Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of 37th Annual General meeting of the Company to be held in the year 2016. Board of Directors be and are hereby authorized to fix their remuneration as may be recommended by Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS

Item 5

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder as in force from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the Company, be and is hereby accorded to the reappointment of Shri Devinder Kumar Jain (DIN: 00191539) as Managing Director and Chief Executive Officer of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 16th March 2016 till 15th March 2019 as per the terms, conditions and remuneration set forth herein.

Remuneration

i. Salary

₹ 1,75,000/- per month w.e.f. 01.04.2015 for the current year ending 31st March 2016 and ₹ 2,15,000/- per month w.e.f. 01.04.2016 with annual increment of ₹ 40,000/- per month.

ii. House Rent allowance

50% of Salary.

Perquisites

Shri Devinder Kumar Jain shall also be eligible to the following perquisites:



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

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

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

- i. Furniture & Furnishing
The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹ 1 lac per annum.
- ii. Medical & Hospitalization
Actual Medical expenses including hospitalization for self and dependent members of family.
- iii. Accident Insurance Premium
Annual premium subject to ceiling of ₹ 10000/- per annum.
- iv. Leave Travel Concession
For self and family as permissible in the Income Tax Act and Rules.
- v. Car with Driver
Shall be provided for use for Company's Business. In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver.
- vi. Telephone (s)
Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use.
- vii. Club(s) Fees & Expenses
Fees and expenses for self and family subject to a maximum of ₹ 1 Lac per annum.

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

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

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

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

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

Item 6

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder as in force from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the Company, be and is hereby accorded to the reappointment of Shri Narinder Kumar Jain (DIN: 00195619) as Managing Director of the Company in the whole time employment of the Company for a period of Three (3) years with effect from 16th March 2016 till 15th March 2019 as per the terms, conditions and remuneration set forth herein.

Remuneration

- i. Salary
₹ 1,75,000/- per month w.e.f. 01.04.2015 for the current year ending 31st March 2016 and ₹ 2,15,000/- per month w.e.f. 01.04.2016 with annual increment of ₹ 40,000/- per month.
- ii. House Rent allowance
50% of Salary.

Perquisites

Shri Narinder Kumar Jain shall also be eligible to the following perquisites:

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

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

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

- i. Furniture & Furnishing
The Company will provide furniture and furnishing for the residential accommodation subject to ceiling of ₹ 1 lac per annum.
- ii. Medical & Hospitalization
Actual Medical expenses including hospitalization for self and dependent members of family.
- iii. Accident Insurance Premium
Annual premium subject to ceiling of ₹ 10000/- per annum.
- iv. Leave Travel Concession
For self and family as permissible in the Income Tax Act and Rules.
- v. Car with Driver
Shall be provided for use for Company's Business. In case driver is not provided then the Company shall reimburse the actual expenses incurred by the Director for engaging a driver.
- vi. Telephone(s)
Telephone(s) shall be provided at the residence for the benefit of Company's business, the cost of which shall be borne/paid by the Company. Mobile Phone (s) to be provided for Company's business use.
- vii. Club(s) Fees & Expenses
Fees and expenses for self and family subject to a maximum of ₹ 1 Lac per annum.

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



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

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

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

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

NOTES

1. **Proxy : A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a Poll on his behalf. A proxy need not be a member of the Company.** Proxies in order to be effective must be received at the office of the Registrar and Share Transfer Agents of the Company M/s Skyline Financial Services Pvt. Ltd., D – 153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020. Duly completed and Signed, not less than Forty Eight hours before the commencement of the Annual General Meeting.

A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies submitted on behalf of Limited Companies, Societies etc., must be supported by appropriate resolution(s)/ authority, as applicable.

Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.

In case, of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.

2. Members/Proxies should bring the duly filled attendance Slip at the Annual General Meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution(s) authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. The explanatory statement under section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting, setting out material facts in respect of the business under item Nos. 5 & 6 are annexed hereto.
4. Brief resume of Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges and relevant provisions of the Companies Act, 2013 are annexed hereto read with the 'Report on Corporate Governance – Annexure E1 to the Directors' Report'. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/ reappointment.
5. In pursuance of the Circulars issued by the Ministry of Corporate Affairs, Government of India, the provisions of the Companies Act 2013 and the Rules made thereunder, electronic copy of the Annual Report for the Financial Year 2014-15 and Notice of the Thirty Sixth Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Annual Report for the financial year 2014-15 and the Notice of the Thirty Sixth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the Thirty Sixth Annual General Meeting and the Annual Report for financial year 2014-15 will also be available on the Company's website i.e. www.cosco.in for their download.

6. 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 your name, folio no. if you are holding shares in physical form/DP Id & Client Id if you are holding shares in dematerialized form.

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

7. All relevant documents referred to in the accompanying Notice and the Explanatory statements are open for inspection at the Registered Office of the Company during normal office hours on all working days except Sundays and Holidays between 10.00 A.M. – 6.00 P.M. up to the date of the Annual General Meeting of the Company. The Register of Directors and Key Managerial Personnel and their Shareholding kept under section 170(1) of the Companies Act, 2013 shall also be open for inspection at the Annual General Meeting of the Company.
8. Register of Members and the Transfer Books for Equity Shares of the Company shall remain closed from 24th September, 2015 to 30th September, 2015 (Both days inclusive) for the purpose of ascertaining the names of Members.
9. Please send all correspondence including requests for transfer/transmission/Demat of Shares, change of address etc. to the Registrar and Share Transfer Agents, M/s Skyline Financial Services Pvt. Ltd., D – 153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020. Ph. 26812682, 26812683. E-mail ID: admin@skylinerta.com.
10. Members holding shares in more than one folio in identical order of names are requested to write to the Registrar and Share Transfer Agents enclosing their share certificates to enable the Company to consolidate their holdings in one folio to facilitate better service.
11. Members seeking any information with regard to accounts or operations are requested to write to the Company latest by 20th September, 2015 so as to enable the management to keep the information ready.

12. Voting Process :

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

- 12.1 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 Clause 35B of the Listing Agreement, the Company is pleased to provide remote e-voting facility to all members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice of the Annual General Meeting (AGM). The Company has availed the remote e-voting services as provided by National Securities Depository Limited (NSDL).

The instructions for remote e-voting are as under:

- a) For Members whose email addresses are registered with the Company/Depository Participant(s)
The members who receive e-mail from NSDL should open the PDF file attached with the e-mail. The said PDF file contains his/her user ID/ Password for e-voting. Please note that the password is an initial password.
- b) For Members whose email addresses are not registered with the Company/Depository Participants
The members who receives AGM Notice in physical form, the "USER-ID" and initial "PASSWORD" for remote e-voting is provided on the covering letter enclosed with Notice of AGM.
- c) In case, any member does not receive 'User-ID' and 'Password' as mentioned in Sr. No. (a) and (b), then, they shall contact the NSDL
on toll free no. 1800-222-990.
- d). The following steps should be followed for casting the vote through remote e-voting (In both the cases mentioned at Sr. No. (a) and (b) above:

- i) Open internet browser and type the following URL: <http://www.evoting.nsdl.com>
 - ii) Click on Shareholder – Login.
 - iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forget your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com.
 - iv) If you are logging in for the first time, please enter the user ID and password provided through e-mail (as per Sr. No (a) above) or in covering letter enclosed with Notice of AGM (as per Sr. No (b) above), as the case may be.
 - v) Password change menu will appear on your screen. Change to a new password of your choice; ensure that it contains a minimum of 8 digit or characters or a combination of both. Please keep your password confidential.
 - vi) Home page of remote e-voting opens. Click on remote e-voting: Active voting cycle.
 - vii) Select “EVEN” (E-Voting Event Number) of “Cosco (India) Limited”.
 - viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - ix) The voting rights of the shareholders shall be reckoned in proportion to their shares held in the total paid up equity share capital of the Company as on cut-off date i.e., 23rd September, 2015.
 - x) Cast your vote by selecting appropriate option and click on “Submit” and “Confirm” when prompted.
 - xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xii) Once you have voted on the resolution, you will not be allowed to change/modify your vote.
 - xiii) Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF format) of the Board Resolution/Authority letter, etc. together with attested specimen signature(s) of duly authorized representative (s), to the Scrutinizer through e-mail at info@csrsm.com or admin@skylinerta.com with a copy marked to evoting@nsdl.co.in. and a copy to sudha@cosco.in, Company Secretary of the company.
 - xiv) Members holding multiple folios/demat accounts shall vote separately for each of the folio /demat accounts.
- e). The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote.
- f) The remote e-voting period shall commence on Saturday, 26th September, 2015 (9:00 A.M.) and ends on Tuesday, 29th September, 2015 (5:00 P.M.). Thereafter, the remote e-voting facility will be blocked.
- g) Any person who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut-off date of 23rd September, 2015, may obtain their user ID and password for e-voting from the Company’s Registrar & Share Transfer Agent or NSDL.
- h) In case of any queries, you may refer the Frequently Asked Question (FAQs) – Shareholders and remote e-voting user manual—Shareholders, available at the downloads section of www.evoting.nsdl.com
- i) You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication.
- j) Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories/Share transfer agent as on cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through Ballot Paper
- 12.2. The facility for voting, through ballot/ polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- 12.3 The Voting rights of members shall be in proportion to their shares in the paid up equity shares capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting through ballot/polling paper.

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- 12.4 The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Ballot Papers and thereafter unlock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The results of remote e-voting and votes casted at the meeting shall be aggregated. The Scrutinizer shall make, within a period not exceeding two days from the conclusion of the AGM; a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of the meeting or a person authorized by him in writing.
- 12.5 The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.cosco.in and on the website of NSDL, immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be communicated to the stock exchanges where the shares of the Company are listed.
13. Pursuant to the provisions of Secretarial Standard -2 of the Institute of Company Secretaries of India The route map along with prominent land mark for easy location of the 36th Annual General Meeting venue printed on the last page of the Annual report

By order of the Board of Directors

Devinder Kumar Jain

(DIN: 00191539)

Managing Director and CEO

Registered Office:

2/8, Roop Nagar,

Delhi -110007

Place: Delhi

Date: 12th August, 2015



Explanatory Statement

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

Item No. 5

Shri Devinder Kumar Jain Aged about 77 Years was re-appointed as Chairman cum Managing Director in the Annual General Meeting of the Shareholders held on 29th September, 2012 for a further period of 3 years w.e.f. 16th March, 2013. His term will expire on 15th March, 2016.

Shri Devinder Kumar Jain has been managing the affairs of the Company effectively for the last many years. The Directors feel that the experience of Shri Devinder Kumar Jain will be of immense help to the Company.

During the previous financial year Shri Devinder Kumar Jain has been appointed as Chief Executive Officer of the Company w.e.f. 31.01.2015.

As per the approval granted by the Shareholders in the Annual General Meeting held on 29th September, 2012, Shri Devinder Kumar Jain is entitled to the Remuneration comprising Salary ₹ 1,75,000/- per month and House Rent allowance @ 50% of the Salary w.e.f. 01.04.2015. In addition to this he is also entitled to the specified perquisites.

The Board recommends the reappointment of Shri Devinder Kumar Jain as Managing Director & Chief Executive Officer of the Company for the further period of 3 years w.e.f. 16th March 2016 and his remuneration w.e.f. 01.04.2015 and for the following year(s) with increment and the other terms & conditions of his appointment as set out in the Resolutions(s) and which Nomination & Remuneration Committee has approved.

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

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs except Shri Narinder Kumar Jain-Managing Director, Shri Arun Jain- Wholetime Director, Shri Manish Jain -Wholetime Director, Shri Neeraj Jain-Wholetime Director and Shri Devinder Kumar Jain himself are concerned or interested in the said Resolution(s).

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

The Board recommends the Resolution(s) for your approval.

Item No. 6

Shri Narinder Kumar Jain Aged about 74 Years was re-appointed as Managing Director in the Annual General Meeting of the Shareholders held on 29th September, 2012 for a further period of 3 years w.e.f. 16th March, 2013. His term will expire on 15th March, 2016.

The Directors feel that the experience of Shri Narinder Kumar Jain in Management, Marketing and Finance will be of immense help to the Company.

As per the approval granted by the Shareholders in the Annual General Meeting held on 29th September, 2012, Shri Narinder Kumar Jain is entitled to the Remuneration comprising Salary ₹ 1,75,000/- per month and House Rent allowance @ 50% of the Salary w.e.f. 01.04.2015. In addition to this he is also entitled to the specified perquisites.

The Board recommends the reappointment of Shri Narinder Kumar Jain as Managing Director of the Company for the further period of 3 years w.e.f. 16th March 2016 and his remuneration w.e.f. 01.04.2015 and for the following year(s) with increment and the other terms & conditions of his appointment as set out in the Resolutions(s) and which Nomination & Remuneration Committee has approved.

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



None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs except Shri Devinder Kumar Jain-Managing Director and CEO, Shri Arun Jain- Whole time Director, Shri Manish Jain –Whole time Director , Shri Neeraj Jain-Whole time Director and Shri Narinder Kumar Jain himself, are concerned or interested in the said Resolution(s).

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

The Board recommends the Resolution(s) for your approval.

By order of the Board of Directors

Devinder Kumar Jain

(DIN: 00191539)

Managing Director and CEO

Registered Office:

2/8, Roop Nagar,

Delhi -110007

Place: Delhi

Date: 12th August, 2015



Statement forming part of Notice of 36Th Annual General Meeting issued to the Shareholders of the Company pursuant to the requirements of Part II Section II of Schedule V to the Companies Act, 2013 for appointment and approval of Managerial Remuneration payable to the Managing Directors as per Agenda Items Nos. 5 & 6 and Clause 49 of the Listing Agreement.

I. General Information:

1.	Nature of industry	The Company manufactures Sports Balls and deals in Sports Goods and Fitness Equipments & allied items.		
2.	Date or expected date of commencement of commercial production	Existing Company. Already in commercial production.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance based on given indicators	Particulars		
		FINANCIAL RESULTS	Current Year ended 31.03.2015 (₹ in Lacs)	Previous Year ended 31.03.2014 (₹ in Lacs)
		Revenue from operations	11882.87	10500.40
		Other Income	31.22	53.56
		Total Revenue	11914.09	10553.96
		Expenses :		
		(a) Cost of Materials Consumed	2117.37	2010.75
		(b) Purchase of Stock-in-Trade	6046.10	4826.78
		(c) Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(599.77)	(200.28)
		(d) Employee Benefit Expense	1037.49	966.85
		(e) Financial Costs	390.22	276.74
		(f) Depreciation	90.01	76.18
		(g) Other expenses	2370.60	2066.25
		Total Expenses	11452.02	10023.27
		Profit before Prior Period, exceptional and extraordinary items and Tax	462.07	530.69
		Prior Period Adjustments -Charge	0.84	4.78
		Exceptional Items- Charge/(Income)	(0.63)	129.57
		Profit / (Loss) before extraordinary items and Tax	461.86	396.34
		Extraordinary Items	0.00	0.00
		Profit / (Loss) before Tax	461.86	396.34
		Tax Expenses/(Income) :		
		Current Tax	116.97	78.16
		Deferred Tax	(35.66)	44.66
		Profit / (Loss) for the period from continuing operations	380.55	273.52
		Shareholders Funds		
		a) Share Capital	416.10	416.10
		b) Reserves and Surplus	1785.59	1437.83
		Long Term Borrowings (unsecured)	1423.18	1400.00
		Short Term Borrowings from Banks (Secured)		
		a) Working Capital Loans	1919.10	1561.05
		b) Others	12.07	0.00
		(Current Maturity of Long Term Debt)		
		Short Term Borrowings - Unsecured	646.23	648.33
		Investments-Non Current	0.05	0.05
5.	Foreign investments or collaborators, if any		NIL	NIL

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

(i) Shri Devinder Kumar Jain – Managing Director and Chief Executive Officer

1.	Background details	1.1 Age 77 years 1.2 Qualification B.Sc. 1.3 Experience 54 years of experience										
2.	Past Remuneration	Remuneration paid during 2014–15: <div style="text-align: right;">Amount in Rupees</div> <table border="1" data-bbox="784 604 1372 789"> <thead> <tr> <th>Salary</th> <th>HRA</th> <th>PF (Employer's Contribution)</th> <th>Medical Exp.</th> <th>Car Perk (Valued as per Income Tax Rules)</th> </tr> </thead> <tbody> <tr> <td>1,920,000</td> <td>960,000</td> <td>16,500</td> <td>62,553</td> <td>39600</td> </tr> </tbody> </table> <p>Other Perks and Allowances (not included above) :</p> <ul style="list-style-type: none"> i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service ii) Leave encashment; iii) Telephones provided for official use. 	Salary	HRA	PF (Employer's Contribution)	Medical Exp.	Car Perk (Valued as per Income Tax Rules)	1,920,000	960,000	16,500	62,553	39600
Salary	HRA	PF (Employer's Contribution)	Medical Exp.	Car Perk (Valued as per Income Tax Rules)								
1,920,000	960,000	16,500	62,553	39600								
3.	Recognition or awards	---										
4.	Job profile and his suitability	CEO of the Company, Operational Management, Business Planning, Development & Sourcing of the new products. Managing the affairs of the Company effectively for the last many years.										
5.	Remuneration proposed	As per details given in the main body of the Resolution(s)										
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	No Industry specific comparative data available.										
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Promoter Director Cum Shareholder of the Company. Related to Shri Narinder Kumar Jain, Managing Director, Shri Arun Jain–Whole Time Director and Shri Manish Jain –Whole Time Director. Number of Shares held by him as individual in the Company are 167200 plus 83600 as Karta of H.U.F.										
8.	Date of First appointment in the Board of the Company	25/01/1980										
9.	Details of Other Directorships, Membership/ Chairmanship of Committees of other Boards	Relevant details are attached.										



(ii) Shri Narinder Kumar Jain – Managing Director

1.	Background details	1.1 Age 1.2 Qualification 1.3 Experience	74 years Graduate and Diploma in International Marketing 49 years of experience										
2.	Past Remuneration	Remuneration paid during 2014–15: Amount in Rupees <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Salary</th> <th>HRA</th> <th>PF (Employer's Contribution)</th> <th>Medical Exp.</th> <th>Car Perk (Valued as per Income Tax Rules)</th> </tr> </thead> <tbody> <tr> <td>1,920,000</td> <td>960,000</td> <td>16,500</td> <td>58,880</td> <td>39600</td> </tr> </tbody> </table> <p>Other Perks and Allowances (not included above) :</p> <ul style="list-style-type: none"> i) Gratuity payable at a rate not exceeding half month's salary for each completed year of service; ii) Leave encashment; iii) Telephones provided for official use. 		Salary	HRA	PF (Employer's Contribution)	Medical Exp.	Car Perk (Valued as per Income Tax Rules)	1,920,000	960,000	16,500	58,880	39600
Salary	HRA	PF (Employer's Contribution)	Medical Exp.	Car Perk (Valued as per Income Tax Rules)									
1,920,000	960,000	16,500	58,880	39600									
3.	Recognition or awards	---											
4.	Job profile and his suitability	Marketing and Financial Planning and Management, Formulating business Strategies , Public relation. Well Experienced in Management, Marketing and Finance.											
5.	Remuneration proposed	As per details given in the main body of the Resolution(s)											
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	No Industry specific comparative data available.											
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Promoter Director Cum Shareholder of the Company. Related to Shri Devinder Kumar Jain –Managing Director and CEO, and Shri Neeraj Jain- Whole Time Director. Number of Shares held by him in the Company as individual are 167200 plus 83600 as Karta of H.U.F.											
8.	Date of First appointment in the Board of the Company	29/09/1989											
9.	Details of Other Directorships, Membership/ Chairmanship of Committees of other Boards	Relevant details are attached.											

III. OTHER INFORMATION

1.	Reasons of inadequate profits	> Increase in Financial and other Costs; > Competition in Domestic and International Markets.
2.	Expected increase in productivity and profit in measurable terms.	Taking following measures on continuous basis: - i. Further Strengthening marketing network to capitalize on 'Cosco' Brand name and expanding business of health equipments and allied products ; ii. Cost control & Cost cutting in respect of manufactured products, product re-engineering and Sourcing good quality products range at competitive prices ; iii. Development and addition of new products & designs, iv. Taking remedial measures against grey market operators who are producing duplicate products by using company's brand; Changing packing and designs to check duplication;
3.	Expected increase in productivity and profit in measurable terms.	Barring unforeseen circumstances Sales Turnover during the current year is likely to increase by about 12% and the Company expects to earn about 3.25 % net profits.

IV. DISCLOSURES:

1.	All the elements of remuneration package such as salary, benefits, bonuses, stock Options, pension, etc. of all the directors;	Details of Remuneration packages of Shri Devinder Kumar Jain and Shri Narinder Kumar Jain requiring Shareholders approval by Special Resolutions is given in the Resolutions under Agenda items No. 5 & 6 .
2.	Details of Fixed Component and performance linked incentives along with the performance criteria;	No performance linked incentives.
3.	Service contracts, notice period, severance fees;	Being reappointed for 3 years as given in the Resolutions under Agenda items No. 5 & 6, No Notice Period; No severance fees;
4.	Stock options details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	NIL /N.A.



Details of the Directors seeking appointment/reappointment at the forthcoming Annual General Meeting in pursuance of the Clause 49 of the listing Agreement and Secretarial Standard-2

Name of Director	Shri Devinder Kumar Jain	Shri Narinder Kumar Jain
Date of Birth	9th June, 1938 , 77 Years	5th July, 1941, 74 Years
Date of Appointment	25th January, 1980	29th September, 1989
Expertise in specific Functional/Professional areas	Corporate Management, Production Processes, Business Planning, Development & Sourcing of the new products	Marketing, Financial Planning and Management, Formulating business Strategies , Public Relations.
Qualifications	B. Sc.	Graduate and Diploma in International Marketing
Details of Directorships held in other Companies	Vijay Vallabh Securities Limited (upto 30th June, 2014). Cosco International Private Limited DDN Polymers Pvt Ltd Navendu Investment Company Private Limited Radhaphool Fin-Investments Pvt Ltd Cosco Polymer Lanka (Private) Limited Company under Liquidation.	Vijay Vallabh Securities Limited (upto 30th June, 2014). Cosco International Private Limited DDN Polymers Pvt Ltd Navendu Investment Company Private Limited Radhaphool Fin-Investments Pvt Ltd Cosco Polymer Lanka (Private) Limited Company under Liquidation
Chairman/Member of the Committee of Board other Public Limited Companies	Nil	Nil
Number of Meetings of the Board Attended during FY 14-15	8	7
Number of Shares held in the Company	167200 as Individual plus 83600 as Karta of H.U.F.	167200 as Individual plus 83600 as Karta of H.U.F

Name of Director	Shri. Neeraj Jain	Shri. Arun Jain
Date of Birth	3rd October, 1972, 43 Years	25th January, 1966, 49 Years
Date of Appointment	1st April, 1998	1st May, 2007
Expertise in specific Functional/Professional areas	International Trade and Sourcing of the new products	Research & Development of Rubber & Polymer Products
Qualifications	B.E., M.Sc. & MBA	B.E. & M. Tech
Details of Directorships held in other Companies	Cosco International Pvt. Ltd.	Cosco Polymer Industries Pvt. Ltd. (upto 15th March, 2015). Cosco Polymer Lanka (Private) Limited Company under Liquidation
Chairman/Member of the Committee of Board other Public Limited Companies	Cosco International Pvt. Ltd.	Nil
Number of Meetings of the Board Attended during FY 14-15	8	7
Number of Shares held in the Company	91500 as Individual plus 12500 as Karta of H.U.F	84300 as Individual plus 500 as Karta of H.U.F

To,
M/s Skyline Financial Services Pvt. Ltd
Unit : Cosco (India) Limited
D – 153 A, 1st Floor,
Okhla Industrial Area, Phase – I,
New Delhi – 110020

Updation of Shareholder Information

I/We request you to record the following information against my/ our Folio No.

General Information:

Folio No..	
Name of the first named Shareholder:	
PAN:*	
CIN/ Registration No. (applicable to Corporate Shareholders)	
Tele No. with STD Code	
Mobile No.	
Email id:	

- Self attested copy of the document(s) enclosed

Bank details

IFSC (11 digit)	
MICR: (9 digit)	
Bank A/c Type:	
Bank A/c No..*	
Name of the Bank:	
Bank Branch Address:	

* A blank cancelled cheque is enclosed to enable verification of bank details

I/We hereby declared that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company /RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place . I/We understand that the above details shall be maintained till I / We hold the securities under the above mentioned Folio.No./Beneficiary account.

Place:

Date

Signature of Sole/First holder



COSCO (INDIA) LIMITED

Registered office: 2/8, Roop Nagar, Delhi – 110007

ATTENDANCE SLIP

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

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

I hereby record my attendance at the Thirty Sixth Annual General Meeting of the Company being held on Wednesday, the 30th day of September, 2015 at 10.30 AM at Amitabh, E-23 , 2nd Floor, Bungalow Road, Kamla Nagar, Delhi-110007 or at any adjournment thereof.

Signature of Shareholder/Proxy

ROUTE MAP

