

**COSMO FIRST LIMITED**

Regd. Off: 1<sup>st</sup> Floor, Uppal's Plaza, M-6, Jasola District Centre, New Delhi-110025

CIN- L92114DL1976PLC008355

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**NOTICE OF POSTAL BALLOT**

*(Pursuant to Section 110 of the Companies Act, 2013)*

Dear Member(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended from time to time read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations, the resolutions appended below for:

- **Appointment of Ms. Yamini Kumar (Jaipuria) (DIN: 10945858) as a Whole Time Director (Corporate Strategy, ESG & CSR) of the Company**
- **Appointment of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) as a Non-Executive Non-Independent Director of the Company**
- **Change the Classification and to Appoint Mr. Pratip Chaudhuri (DIN:00915201) as Non-Executive Independent Director**

are proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts for the aforesaid approvals and the reasons thereof is annexed hereto for your consideration.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. The remote e-voting process commences from 9:00 a.m (IST) on Tuesday, February 25, 2025 and ends at 5.00 p.m (IST) on Wednesday, March 26, 2025. Shareholders are requested to read the instructions in the Notes under the section "Instructions relating to e-voting" in this postal ballot notice ("**Postal Ballot Notice**") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 pm IST on Wednesday, March 26, 2025 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Board of Directors of the Company, at its meeting held on Tuesday, February 11, 2025 appointed Mr. Sanjiv Aggarwal, Practicing Chartered Accountant (FCA No: 85128), as the Scrutinizer for conducting the postal ballot only through remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Friday, March 28, 2025 and communicated to BSE Limited ("**BSE**"), and National Stock Exchange of India Limited ("**NSE**") (together the "**Stock Exchanges**"), Central Depository Services (India) Limited ("**CDSL**") and will also be displayed on the Company's website [www.cosmofirst.com](http://www.cosmofirst.com)

**Item No. 1**

**Appointment of Ms. Yamini Kumar (Jaipuria) (DIN: 10945858) as a Whole Time Director (Corporate Strategy, ESG & CSR) of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:-

**"RESOLVED THAT** pursuant to the provisions of section 196 and 197 read with Schedule V of the Companies

Act, 2013 and all other applicable provisions, if any, of the said act, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, the Company hereby accords its approval for the appointment of Ms. Yamini Kumar (Jaipuria) (DIN: 10945858) as Whole-time Director (Corporate Strategy, ESG & CSR) of the Company, liable to retire by rotation, for a period of five years commencing from February 12, 2025.

**RESOLVED FURTHER THAT** the Company hereby approves the salary, perquisites and allowances as set out in the Statement annexed to the Notice convening this Meeting with liberty to the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Ms. Yamini Kumar (Jaipuria) within the overall limit specified under Section I of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment or substitution thereof from time to time and may exceed the individual/overall limits specified under section 197 and Schedule V to the Act.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of net profit in any financial year, the remuneration as set out in the Statement annexed to the Notice convening this Meeting, be paid as minimum remuneration in compliance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or any modification or re-enactment or substitution thereof from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) be and hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **Item No. 2**

##### **Appointment of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) as a Non-Executive Non-Independent Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:-

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and all other applicable provisions of the

Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), the Company hereby accords its approval for appointment of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) as Non-Executive Non-Independent Director of the Company, liable to retire by rotation, effective from May 22, 2025

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013, the Company hereby accords its approval for continuation of Mr. Hoshang Noshirwan Sinor as Non-Executive Non-Independent Director beyond the age of seventy-five years on the existing terms and conditions.

**RESOLVED FURTHER THAT** the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) be and hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **Item No. 3**

##### **Change the Classification and to appoint of Mr. Pratip Chaudhuri (DIN:00915201) as Non-Executive Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pratip Chaudhuri (DIN:00915201), Non-Independent Non-Executive Director of the Company who meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from February 11, 2025 to February 10, 2030 and shall not be liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013, the Company hereby accords its approval for continuation of Mr. Pratip Chaudhuri as an Independent Director beyond the age of seventy-five years on the existing terms and conditions.

**RESOLVED FURTHER THAT** the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) is hereby authorised to do all such acts, deeds, matters and things, as may be necessary and expedient to give effect to this resolution.”

**By order of the Board of Directors  
Cosmo First Limited**

**New Delhi  
February 11, 2025**

Head Office: **Jyoti Dixit**  
1<sup>st</sup> Floor, Uppal's Plaza, **Company Secretary**  
M-6, Jasola District Centre, **Membership No. F6229**  
New Delhi- 110025  
CIN:-L92114DL1976PLC008355  
E-mail:- [investor.relations@cosmofirst.com](mailto:investor.relations@cosmofirst.com)

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the Special Business is annexed hereto.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, February 14, 2025.
3. The relevant details, pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director being appointed are also annexed to this Notice.
4. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to participate for the E - voting. Corporate Shareholders intending to authorize their representatives to vote are requested to send a certified copy of the Board resolution / authorization letter via Email at [investor.relations@cosmofirst.com](mailto:investor.relations@cosmofirst.com)
5. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.cosmofirst.com](http://www.cosmofirst.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
6. Members who have not registered their email address with the Company or Depositories, may complete the email registration process as under:
  - (i) The members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Alankit Assignments Limited by clicking the link: <https://mailupd.alankit.com> and follow the registration process as guided therein. The members are requested to provide details such as DPID, Client ID/Folio NO/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to Alankit at [rta@alankit.com](mailto:rta@alankit.com)
  - (ii) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants by following the procedure prescribed by the Depository Participant. The Members holding equity shares in the physical form are requested to submit KYC form mentioning the Folio No., Name, Mobile No., email id along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card to Alankit at [rta@alankit.com](mailto:rta@alankit.com).
7. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 14, 2025 will be considered for the purpose of e-voting.
8. Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended, and Regulation 44 of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/

CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed companies, the Company is pleased to provide e-voting facility to its Members, to exercise their right to vote on the proposed resolution by electronic means. The Company has engaged the services of CDSL as the Authorised Agency to provide e-voting facilities.

9. The e-voting period begins on 9:00 a.m (IST) on Tuesday, February 25, 2025 and ends at 5.00 p.m (IST) on Wednesday, March 26, 2025. During the e-voting period, shareholders' of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday, February 14, 2025, may cast their vote electronically. The e-voting facility shall be disabled by CDSL for voting thereafter. The instructions for e-voting are provided as part of this Postal Ballot Notice ("Instructions relating to E-voting").
10. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Wednesday, March 26, 2025 i.e., the last date specified for receipt of votes through the e-voting process and the said resolution shall deemed to

have been passed as if it is passed at a General Meeting of the Members.

11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Friday, March 28, 2025 and will also be displayed on the website of the Company at [www.cosmofirst.com](http://www.cosmofirst.com) , besides being communicated to the Stock Exchanges and Depository.

**By order of the Board of Directors  
Cosmo First Limited**

**New Delhi  
February 11, 2025**

Head Office:  
1<sup>st</sup> Floor, Uppal's Plaza,  
M-6, Jasola District Centre,  
New Delhi- 110025  
CIN:-L92114DL1976PLC008355  
E-mail:- [investor.relations@cosmofirst.com](mailto:investor.relations@cosmofirst.com)

**Jyoti Dixit  
Company Secretary  
Membership No. F6229**

**ANNEXURE**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS**

<b>Name of Director</b>	Ms. Yamini Kumar (Jaipuria)	Mr. Hoshang Noshirwan Sinor	Mr. Pratip Chaudhuri
<b>Date of Birth and Age</b>	July 27, 1972 52	December 12, 1944 80	September 12, 1953 71
<b>Qualifications</b>	Master's in international relations from London School of Economics, UK and MBA from American College, London, UK.	B. Com, LLB	B.Sc. (Hons), MBA, CAIIB
<b>Experience, Nature of Expertise and Skills and Capabilities</b>	About 2 decades of experience in Human Resource Management in Europe, Asia and India and about five years experience as Corporate Advisor of the Company.	More than 45 years of experience in Finance & Banking.	More than 4 decades of experience in Banking, National & International Finance.
<b>Brief Resume</b>	<p>Ms. Yamini Kumar (Jaipuria) is an accomplished business leader with rich experience of almost two decades as Vice President, Human Resource of GE Europe, Asia and India. She has been the recipient of over 50 awards for Business Excellence and HR Impact including the coveted GE India President Awards 5 times in her career with GE.</p> <p>For about 5 years, she had been associated with the Company as Corporate Advisor and made significant contributions in transformation of HR function, CSR initiatives, social media etc. She also played a pivotal role in conceptualizing, shaping and guiding the Company's foray into Petcare (Zigly) business.</p> <p>Ms. Yamini Kumar has received several awards and honors for work as Managing Trustee of Cosmo Foundation.</p>	<p>Mr. Sinor has been a veteran banker, having spent over four decades in public as well as private sector banks like Union Bank of India, Central Bank of India and ICICI Bank. He was MD and CEO of ICICI Bank and after the merger of ICICI's with ICICI Bank, become joint MD until his superannuation. He thereafter, joined Indian Bank of Association of Mutual Funds in India in a similar capacity. Being veteran banker Mr. Sinor had worked on number of Committees at a policy level during his long career. Mr. Sinor has held Board position as an Independent Director on many reputed companies. He is also associated with various charitable and other trusts engaged in social activities.</p>	<p>Mr. Chaudhuri is a Certified Associate of Indian Institute of Bankers (CAIIB) and retired as Chairman of State Bank of India, which is one of India's largest banks. He has extensive experience in the fields of Corporate Finance, Treasury, Asset Management and International Banking. He has also been the Chairman of SBI Life Insurance Company Ltd, SBI Mutual Fund, SBI Pension Fund and other subsidiaries of SBI. He was also on the Board of Exim Bank of India. He holds a BSc. (Hons) Degree from St. Stephen's College, Delhi University. He is also a Master in Business Administration from University Business School, Chandigarh.</p>

<b>Disclosure of inter-se relationship</b>	Ms. Yamini Kumar (Jaipuria) is wife of Mr. Ashok Jaipuria and is member of Promoter Group of the Company.	Mr. Sinor has no inter-se relationship with any Director(s) of the Company.	Mr. Chaudhuri has no inter-se relationship with any Director(s) of the Company.
<b>Terms and conditions of appointment / re-appointment</b>	Terms and conditions of appointment are as per the resolution at Item No. 1 of the Notice read with explanatory statement thereto.	Terms and conditions of appointment are as per the resolution at Item No. 2 of the Notice read with explanatory statement thereto.	Terms and conditions of appointment are as per the resolution at Item No. 3 of the Notice read with explanatory statement thereto.
<b>Details of Remuneration paid/ sought to be paid</b>	Details related to Remuneration sought to be paid are as per the Item No. 1 of the Notice read with explanatory statement thereto.	He will be paid Sitting Fees and Commission as payable to other Directors of the Company.	He will be paid Sitting Fees and Commission as payable to other Independent Directors of the Company.
<b>Date of First Appointment on the Board</b>	Nil	May 22, 2015	November 10, 2014
<b>No. of Board Meeting attended during the year</b>	Nil	3 (Three)	4 (Four)
<b>Directorship held in other entities including listing entities</b>	Nil	Universal Trustees Private Ltd.	Spencer's Retail Limited
<b>Membership/ Chairmanship of committees of other entities</b>	Nil	Nil	Spencer's Retails Ltd <ul style="list-style-type: none"> <li>• Audit Committee-Member</li> <li>• Nomination &amp; Remuneration Committee- Member</li> </ul>
<b>Name of Listed entities from which the Director has resigned in the past three years</b>	Nil	Nil	Nil
<b>Number of shares held in the Company</b>	105402 Equity Shares	Nil	Nil

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013**

**Item No. 1**

**Appointment of Ms. Yamini Kumar (Jaipuria) (DIN:10945858) as a Whole Time Director (Corporate Strategy, ESG & CSR) of the Company**

The HR, Nomination and Remuneration Committee in its meeting held on February 11, 2025 observed that Ms. Yamini Kumar (Jaipuria) wife of Mr. Ashok Jaipuria, Chairman & Managing Director of the Company and member of Promoter Group of the Company is an accomplished business leader with rich experience of almost two decades as Vice President, Human Resource of GE Europe, Asia and India. She had been the recipient of over 50 awards for Business Excellence and HR Impact including the coveted GE India President Awards 5 times in her career with GE.

For about five years, she had been associated with the Company as Corporate Advisor and made significant contributions in transformation of HR function, CSR initiatives, social media etc. She also played a pivotal role in conceptualizing, shaping and guiding the Company's foray into Petcare (Zigly) business.

Under her leadership, Cosmo Foundation, the CSR arm of the Company had successfully launched, implemented and sustained several first of its kind initiatives for betterment of education in rural areas, women empowerment and protection of environment. She received several awards and honors for work as Managing Trustee of Cosmo Foundation.

With a view to leverage her rich and diverse experience for future growth of the Company, the HR, Nomination & Remuneration Committee recommended that Ms. Yamini Kumar (Jaipuria) be appointed as Whole Time Director (Corporate Strategy, ESG & CSR) of the Company for the period of 5 years effective from February 12, 2025, liable to retire by rotation.

The appointment being a Related Party Transaction in terms of Section 188 of the Companies Act, 2013 the Audit Committee in its meeting held on February 11, 2025 considered and approved the appointment and the remuneration payable to Ms. Yamini Kumar (Jaipuria) as Whole Time Director (Corporate Strategy, ESG & CSR).

Considering the recommendation of the HR, Nomination and Remuneration Committee and the approval accorded by the Audit Committee, the Board of Directors in their meeting held on February 11, 2025 appointed Ms. Yamini

Kumar (Jaipuria) as Whole Time Director (Corporate Strategy, ESG & CSR) of the Company for the period of 5 years effective from February 12, 2025, liable to retire by rotation on the following terms & conditions subject to the approval of the shareholders by way of Special Resolution-

**Salary**

Rs. 250 lacs per annum plus performance bonus as approved by the Board from time to time.

**Perquisites**

Perquisites (evaluated as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) like medical reimbursement, premium on personal accident policy, leave travel concession; club fees (maximum of two clubs including admission and membership fees), medical insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof, leave with full pay and allowance and the right to accumulate in accordance with the rules of the Company, provident fund, superannuation fund, gratuity, and other retirement benefits.

The Board of Directors, in its absolute discretion, may from time to time revise the salary and perquisites payable to Ms. Yamini Kumar (Jaipuria).

The above remuneration is within the overall limit specified under Section I of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment or substitution thereof from time to time and may exceed the individual/overall limits specified under section 197 and Schedule V to the Act.

In the event of absence or inadequacy of net profit in any financial year, the remuneration as above will be paid as minimum remuneration in compliance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or any modification or reenactment or substitution thereof from time to time.

Ms. Yamini Kumar (Jaipuria) satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of section 196 of the Act for being eligible for her appointment. She is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other such authority. She has given her consent to act as a Director.

The above may be treated as a written memorandum setting out the terms of appointment of Ms. Yamini Kumar (Jaipuria) under section 190 of the Act.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Yamini Kumar (Jaipuria) for the office of Whole Time Director of the Company.

Brief resume of Ms. Yamini Kumar (Jaipuria), nature of her expertise in specific areas, names of companies in which she holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standards on General Meetings are provided in the Annexure forming part of this notice.

The terms and conditions for appointment of Ms. Yamini Kumar (Jaipuria) as as Whole Time Director (Corporate Strategy, ESG & CSR) of the Company and other relevant documents are available for inspection by members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays for the period of remote e-voting.

Ms. Yamini Kumar (Jaipuria) being the appointee and Mr. Ashok Jaipuria being related to her are interested in the resolution set out at item no 1 of the Notice, which pertains to her appointment and remuneration payable to her. The relatives of Ms. Yamini Kumar (Jaipuria) may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, 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. 1 of the accompanying Notice of the Postal Ballot.

The Board recommends the Special Resolution for approval by the shareholders.

## **Item No. 2**

### **Appointment of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) as a Non-Executive Non-Independent Director of the Company**

Mr. Hoshang Noshirwan Sinor will be completing his second term as Independent Director on May 21, 2025. Considering his rich experience and insight, the HR, Nomination and Remuneration Committee in its meeting held on February 11, 2025 recommended that his continued association would be highly beneficial to the Company irrespective that he had crossed the age of seventy-five years. Accordingly, the Committee proposed that Mr. H N Sinor be appointed as Non-Executive Non-Independent Director, liable to retire by rotation.

The Board of Directors of the Company (on the recommendations of HR, Nomination and Remuneration Committee) in its meeting held on February 11, 2025, approved his appointment as an additional director under the category of Non-Executive and Non-Independent Director of the Company effective from May 22, 2025, liable to retire by rotation subject to the approval of the shareholders of the Company by way of Special Resolution.

Since Mr. Sinor has crossed the age of 75 years (Date of Birth December 05, 1944), his appointment as Non-Executive and Non-Independent Director requires shareholders approval by Special Resolution in accordance with Regulation 17(1A) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sinor for the office of Non-Executive Non- Independent Director of the Company.

Mr. Sinor is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other such authority. He has given his consent to act as a Director.

Brief resume of Mr. Sinor, nature of his expertise in specific areas, names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standards on General Meetings are provided in the Annexure forming part of this notice.

The terms and conditions for appointment of Mr. Sinor as an Non-Executive and Non-Independent Director and other relevant documents are available for inspection by members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays for the period of remote e-voting.

Mr. Sinor being the appointee is interested in the resolution set out at Item No. 2 of the Notice, which pertains to his appointment. The relatives of Mr. Sinor may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, 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.

The Board recommends the Special Resolution for approval by the shareholders.

### **Item No. 3**

#### **Change the Classification and to appoint Mr. Pratip Chaudhuri (DIN:00915201) as Non-Executive Independent Director**

The Members of the Company in the 42<sup>nd</sup> Annual General Meeting had appointed Mr. Pratip Chaudhuri as Non-Executive Non-Independent Director of the Company.

The HR, Nomination and Remuneration Committee in its meeting held on February 11, 2025 recommended to change the classification of Mr. Pratip Chaudhuri from Non-Executive Non-Independent Director to Non-Executive Independent Director for a term of five consecutive years effective from February 11, 2025.

The Board of Directors of the Company (on the recommendations of HR, Nomination and Remuneration Committee) in its meeting held on February 11, 2025, approved the reclassification and appointment of Mr. Pratip Chaudhuri as Independent Director of the Company for a term of five consecutive years effective from February 11, 2025, not being liable to retire by rotation subject to the approval of the shareholders of the Company by way of Special Resolution.

Since Mr. Chaudhuri would cross the age of seventy five years (Date of Birth September 12, 1953), during his tenure as Independent Director, his appointment requires shareholders approval by Special Resolution in accordance with Regulation 17(1A) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the candidature of Mr. Pratip Chaudhuri for the office of Independent Director of the Company.

Mr. Pratip Chaudhuri is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other such authority. He has given his consent to act as a Director.

The Company has received a declaration from Mr. Pratip Chaudhuri that he meets the criteria of independence as prescribed both under Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Pratip Chaudhuri fulfills

the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Chaudhuri is Independent of Management.

Brief resume of Mr. Pratip Chaudhuri, nature of his expertise in specific areas, names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standards on General Meetings are provided in the Annexure forming part of this notice.

Copy of the draft letter for appointment of Mr. Pratip Chaudhuri as an Independent Director setting out the terms and conditions and other relevant documents are available for inspection by members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays for the period of remote e-voting and is also available on the website of the Company at [www.cosmofirst.com](http://www.cosmofirst.com)

Mr. Pratip Chaudhuri being an appointee is interested in the resolution set out at Item No. 3 of the Notice, which pertains to his appointment. The relatives of Mr. Pratip Chaudhuri may be deemed to be interested in the said resolution to the extent of his shareholding interest, if any, in the Company.

Save and except the above, 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. 3 of the accompanying Notice.

The Board recommends the Special Resolution for approval by the shareholders.

#### **INSTRUCTIONS RELATING TO E-VOTING:**

##### **I. PROCESS AND MANNER FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE**

- (i) The voting period begins on Tuesday, February 25, 2025 from 9:00 a.m. (IST) and ends on Wednesday, March 26, 2025 at 05:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, February 14, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/**

**Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**STEP-1 Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iii) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not</li> </ul>

	recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the

image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor.relations@cosmofirst.com](mailto:investor.relations@cosmofirst.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 [rta@alankit.com](mailto:rta@alankit.com) / [investor.relations@cosmofirst.com](mailto:investor.relations@cosmofirst.com)
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.**

**All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911**