



"...from engineering to projects"

Date: 08<sup>th</sup> October, 2020

To,  
The Listing Compliance  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Ref.BSE Scrip Code: 543172

Subject: Outcome of the Meeting of Board of Directors held on 08<sup>th</sup>October, 2020 at 03:30 P.M.

Dear Sir/Ma'am,

Pursuant to Regulations 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the said Regulations, we inform you that the Board of Directors of the Company at its meeting held today, i.e. Thursday, October 08, 2020 at the registered office of the Company inter alia, has approved the following items:

1. Fixed the Date, Time and Venue of 10<sup>th</sup> Annual General Meeting (AGM) as Friday, 30<sup>th</sup> October, 2020 at 01:30 P.M. at the Registered Office of the Company situated at Flat No.203, 2nd Floor, Kesarinath Apartments S.V. Road, Opp. Vijay Sales, Goregaon (West) Mumbai – 400 062.
2. Considered and Approved the Calendar of Events for 10<sup>th</sup>Annual General Meeting of the Company.
3. Fixed Closure of Register of Members and Share Transfer Books from Tuesday, 20<sup>th</sup>October, 2020 to Friday, 30<sup>th</sup>October,2020.
4. Considered and approved the appointment of M/S. Jaymin Modi & Co as the Scrutinizer of the proposed Annual General Meeting of the Company.
5. Considered and Approved the Director's Report for the Financial Year ended 31st March, 2020 and Notice of 10<sup>th</sup>Annual General Meeting of the Company.
6. Considered and Approved the appointment of M/s. Ronak Sejal & Associates (Membership No. 140988 & FRN Regn No. 135161W) as the Internal Auditor of the Company for the Financial Year 2020-21pursuant to the provisions of Section 138 of the Companies Act, 2013.

**Cospower Engineering Limited**

**Office :-**

203, Kesarinath Building,  
S.V. Road, Near Filmistan,  
Goregaon West, Mumbai - 400 062.  
Maharashtra State, India.

**Works :-**

Gala No. K/4 Qureshi Estate,  
(Sagar Industrial Estate No. 1)  
Near Parabwadi, Chinchoti, Kolhi,  
Taluka- Vasai, Dist. Palghar, Vasai – 401208.

**Contact Details :-**

Tel. No. : +91-22-40129990  
E-mail : contact@cospowerindia.com  
Website : www.cospowerindia.com



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7. Considered and Approved the re-appointment of M/s. A Biyani & Co., Chartered Accountant as the Statutory Auditor of the Company pursuant to the provisions of Section 139 of the Companies Act, 2013 subject to approval of Shareholders.
8. Considered and Approved the Increase in Borrowing Limits of the Company pursuant to the provisions of Section 180 (1)(c) of the Companies Act, 2013.
9. Considered and Approved the Appointment of the Chairman of the Board of Directors of the Company.
10. Considered and Approved the designation of Mr. Oswald D'souza (DIN: 02711251) from Managing Director to Whole-Time Director of the Company with the immediate effect on the existing terms & conditions subject to approval of Shareholders. Accordingly he will hold office as Whole-Time Director of the Company. The change in designation is being carried out for re-organizing the Board of the Company.

Mr. Oswald R D'Souza, aged 58 years, he is associated with our Company since inception. He has completed his diploma in electrical engineering from department of technical education, Government of Karnataka. He has over 3 decades of experience in Electrical and Engineering Industries. Further he has large amount of experience in business development. He is responsible for the overall functioning of our Company and for maintaining cordial ties with the clients. His vast experience has earned him a name in the local business circles. He has been the main guiding force behind the growth and business strategy of our Company.

11. Considered and Approved the designation of Mr. Felix Kadam (DIN: 02880294) from Whole-Time Director to Managing Director of the Company with the immediate effect on the existing terms & conditions subject to approval of Shareholders. Accordingly he will hold office as Managing Director of the Company. The change in designation is being carried out for re-organizing the Board of the Company.

Mr. Felix S Kadam, aged 43 years, he is associated with our Company since inception. He has done his Diploma in Mechanical – Govt. of Maharashtra. He has over 2 decades of experience in Electrical and Engineering Industries.. He is responsible for our Company's overall business operations, as well as looks after the company's product and business development.

12. Any other Matter with the permission of the Chairman.

## Cospower Engineering Limited

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203, Kesarinath Building,  
S.V. Road, Near Filmistan,  
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Maharashtra State, India.

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Contact Details :-  
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E-mail : contact@cospowerindia.com  
Website : www.cospowerindia.com



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Please Find attached herewith the Following:

Draft Notice of 10<sup>th</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> October, 2020.

We further inform you that the Board Meeting commenced at 03:30 pm today and concluded at 04:30 pm.

Thanking You.

Yours Truly,

For, COSPOWER ENGINEERING LIMITED

Oswald Rosario Dsouza  
Managing Director  
DIN: 02711251



## Cospower Engineering Limited

**Office :-**

203, Kesarinath Building,  
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**Contact Details :-**

Tel. No. : +91-22-40129990  
E-mail : [contact@cospowerindia.com](mailto:contact@cospowerindia.com)  
Website : [www.cospowerindia.com](http://www.cospowerindia.com)

# NOTICE

NOTICE IS HEREBY GIVEN THAT THE 10<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF COSPOWER ENGINEERING LIMITED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT FLAT NO. 203, 2ND FLOOR, KESARINATH APARTMENTS S.V. ROAD, OPP. VIJAY SALES, GOREGAON (WEST) MUMBAI MH 400062 ON OCTOBER 30, 2020, FRIDAY AT 01:30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

## ORDINARY BUSINESS:

### 1. ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.

### 2. ITEM NO. 2 – APPOINTMENT OF MR. OSWALD ROSARIO D'SOUZA AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Oswald Rosario D'Souza (DIN: 02711251), who retires by rotation and being eligible offered himself for re-appointment.

### 3. ITEM NO. 3 – APPOINTMENT OF MR. FELIX SHRIDHAR KADAM AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Felix Shridhar Kadam (DIN: 02880294), who retires by rotation and being eligible offered himself for re-appointment.

### 4. ITEM NO. 4 – APPOINTMENT OF M/S. A BIYANI & CO. AS A STATUTORY AUDITORS OF THE COMPANY

To Consider and approve the Re-appointment of M/S. A BIYANI & CO., Chartered Accountant, as Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued there under, including any amendments, modification, variation or re-enactment thereof, the appointment of M/S. A BIYANI & CO., Chartered Accountant, bearing Firm Registration No. 140489W as the Statutory Auditors of the Company, who shall hold the office for a term of Five Years, from the conclusion of the Annual General Meeting to be held on 30<sup>th</sup> October, 2020.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable an expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.

**5. ITEM NO. 5 - TO DECLARE FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2020.**

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

**“RESOLVED THAT** a dividend at the rate of 12% percent (Viz. Re. 1.20/- per share having face value of Rs. 10/- each) fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2020 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2020.”

**“RESOLVED FURTHER THAT** a dividend at the rate of Re 1.20 Per equity share capital of the company for the year ended 31st March 2020 be paid subject to the approval of the shareholders to those shareholders whose names appear on the register of members as on the date of Book Closing in proportion to the paid up value of the equity shares.”

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby jointly/ severally authorised to do such things, actions and deeds as may be incidental or necessary to give effect to the payment of Final Dividend.”

**SPECIAL BUSINESS:**

6. ITEM NO. 6 – CHANGE IN DESIGNATION OF MR. OSWALD D’SOUZA (DIN: 02711251) FROM EXISTING MANAGING DIRECTOR TO WHOLE TIME DIRECTOR & CHAIRMAN OF THE COMPANY

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as Special Resolution

“**RESOLVED THAT** in continuance of earlier resolution (s) passed in this regard and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association & Schedule V to the Act (including any statutory modification(s) or reenactment(s) thereof, for time being in force) and all guidelines for managerial remuneration issued by the Central Government from time to time, and subject to such other consent(s)/approval(s) as may be required, approval of the members be and is hereby accorded for change in designation of Mr. Oswald D’souza (DIN: 02711251), who is of the age of 58 years, from “Managing Director” to “Whole Time Director” & “Chairman” of the Board, liable to retire by rotation for the remaining period of his tenure on the other existing terms and conditions of his appointment including remuneration.

**RESOLVED FURTHER THAT** in event of no profits or inadequacy of profits, in any financial year, during the tenure of Mr. Oswald D’souza and during the period of 3 Years commencing from 20<sup>th</sup> February, 2020, the Company shall pay Mr. Oswald D’souza, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives not exceeding the limit laid down in Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of The Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard.

7. ITEM NO. 7 – CHANGE IN DESIGNATION OF MR. FELIX KADAM (DIN: 02880294) FROM EXISTING WHOLE TIME DIRECTOR TO MANAGING DIRECTOR

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as Special Resolution

**"RESOLVED THAT** in continuance of earlier resolution (s) passed in this regard and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association & Schedule V to the Act (including any statutory modification(s) or reenactment(s) thereof, for time being in force) and all guidelines for managerial remuneration issued by the Central Government from time to time, and subject to such other consent(s)/approval(s) as may be required approval of the members be and is hereby accorded for change in designation of Mr. Felix Kadam (DIN: 02880294) from "Whole-time Director" to "Managing Director", liable to retire by rotation on the other existing terms and conditions of his appointment.

**RESOLVED FURTHER THAT** in event of no profits or inadequacy of profits, in any financial year, during the currency of term of Mr. Felix Kadam and during the period of 3 years commencing from 20<sup>th</sup> February, 2020, the Company shall pay Mr. Felix Kadam, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives not exceeding the limit laid down in Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard".

**8. ITEM NO. 8 – TO INCREASE BORROWING LIMITS OF THE COMPANY PURSUANT TO THE PROVISIONS OF SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013**

**"RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the "Board") to borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 25 Crores (Rupees Twenty Five Crores Only).

**RESOLVED FURTHER THAT** the Board or any of its duly constituted committee be and is hereby authorised to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution.”

**Registered Office:**

Flat No.203, 2nd Floor,  
Kesarinath Apartments  
S.V. Road, Opp. Vijay Sales,  
Goregaon (West)  
Mumbai – 400 062.

By order of the Board  
For **COSPOWER ENGINEERING LIMITED**

Sd/-  
Oswald Rosario Dsouza  
Managing Director  
DIN: 01674671

Sd/-  
Felix Shridhar Kadam  
Whole-Time Director  
DIN: 01674721



**NOTES:**

1. Explanatory Statement setting out material facts, pursuant to section 102 of the Companies Act, 2013, in respect of the Special Businesses for Item No. 6, 7 & 8 of the Notice is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY 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 FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

4. The record date for the purpose of determining the eligibility of the Members to attend the 10<sup>th</sup> Annual General Meeting of the Company is 02<sup>nd</sup> October, 2020.

5. The Company has notified closure of register of members and transfer books from Tuesday, 20<sup>th</sup> October, 2020 to Friday, 30<sup>th</sup> October, 2020. (both days inclusive).

6. The Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which from 1st April, 2019 onwards securities can be transferred only in dematerialised form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialised form to eliminate all risks associated with physical shares.
7. The notice of 10<sup>th</sup> Annual General Meeting of the Company and Annual Report 2019-20, circulated to the members, will be made available on the Company’s website at [www.cospowerindia.com](http://www.cospowerindia.com).
8. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith duly filled-in for attending the Annual General Meeting.
9. Members who wish to obtain information of the Company may send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company.
10. Non Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
  - Change in their residential status on return to India for permanent settlement.
  - Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries
12. Annual Report 2019-20 are being sent by permitted mode to all members of the Company. Member may please note that the Annual Report 2019-20 is also available on the Website of the Company viz [www.cospowerindia.com](http://www.cospowerindia.com).
13. Shareholders are requested to bring their copy of the Annual Report to the meeting as

the practice of handling out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.

**Registered Office:**

Flat No.203, 2nd Floor,  
Kesarinath Apartments  
S.V. Road, Opp. Vijay Sales,  
Goregaon (West)  
Mumbai – 400 062.

By order of the Board  
For **COSPOWER ENGINEERING LIMITED**

Sd/-  
Oswald Rosario Dsouza  
Managing Director  
DIN: 01674671

Sd/-  
Felix Shridhar Kadam  
Whole-Time Director  
DIN: 01674721

**EXPLANATORY STATEMENT**  
**PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**ITEM NO. 6**

The appointment of Mr. Oswald D'souza (DIN: 02711251) as Managing Director of the Company at the existing terms & conditions including remuneration was approved in the Extra Ordinary General Meeting held on 20<sup>th</sup> February 2020. However in order to facilitate operational convenience, the Board, decided to re-organize the Board in line with the succession plan of the Company by way of changing the designation of Mr. Oswald D'souza from Managing Director to Whole-Time Director of the Company w.e.f. 08<sup>th</sup> October, 2020 for his remaining tenure, subject to shareholders approval. However there is no change in the existing terms & conditions including remuneration and the same is mentioned in the resolution in item no. 6.

The terms & conditions including remuneration are in compliance with Schedule V (Revised) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, herein after referred to as the "Act") including the norms laid down in Sections 196, 197 & other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The statement of disclosure pursuant to section II of Schedule V of the Act including the provisions of SEBI (LODR) Regulations, 2015 is given under title Annexure I in this Notice. None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Oswald D'souza himself including their relatives are concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the resolution as mentioned at item no. 6 above for approval of the Members by way of Special Resolution.

**The material terms of appointment and remuneration as contained in the agreement are given below:**

Details of Remuneration of Mr. Oswald Rosario Dsouza., Whole-Time Director

Fixed Compensation: Up to a maximum of Rs. 18,06,876 /- per annum (Rupees Eighteen Lakhs Six Thousand Eight Hundred and Seventy Six ).

The above remuneration (including perquisites) shall be paid to Mr. Oswald Rosario Dsouza as the minimum remuneration in the event of absence or inadequacy of profits in any financial year of the Company, which is for three years only commencing from 20<sup>th</sup>February, 2020 after that fresh approval of the members required.

**Other Terms:**

Mr. Oswald Rosario Dsouza shall, subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending meetings of the Board.

The appointment can be terminated by Mr. Oswald Rosario Dsouza or the Company, by one party giving to the other 1 (One) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as maybe mutually agreed.

In view of the provisions of Sections 196, 197, 203 and schedule V and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at item no. 6 of the accompanying Notice for the approval of the Members. The appointment of Mr. Oswald Rosario Dsouza is appropriate and in the best interest of the Company.

Copy of the Agreement referred to in the Resolution and the Register maintained in pursuance of Section 189 of the Companies Act, 2013, would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

In terms of Rule 7 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company, shall obtain approval of the Central Government, Ministry of Corporate Affairs, if the remuneration paid to its Whole Time Director/ Executive Director exceeds the limits specified under Section 196, 197 read with Schedule V and applicable rules of the Companies Act, 2013.

<b>General Information:</b>	
(a) Nature of industry	Manufacturing Industry (electrical panels, harmonic filters and substation and equipment mounting structure)
(b) Date or expected date of commencement of commercial	Business of the Company started from 2004 , since the Company is in service

production.	industry then the date or expected date of commencement of commercial production is not applicable.
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
(d) Financial performance based on the given indicators.	Financial Year: 2019-20 Gross Revenue: 11,09,61,013 Profit after tax: 80,53,095 Earnings per share: 29.29
(e) Foreign investments or collaborators, if any	Not Applicable
<b>Information about the appointee:</b>	
(a) Background details	He is Diploma Graduate in Electrical Engineering from Government of Karnataka and Diploma Graduate in Marketing and Business Administration from IITC, Mumbai and has high expertise in Electrical Engineering with core competency in power saving and power quality improvement. He is having more than 10 Years of experience in the area of Electrical Engineering, management and administration
(b) Past remuneration	Rs. 11,36,520/- p.a.
(c) Recognition or awards	Not Applicable
(d) Job profile and his suitability	Mr. Oswald Rosario D'Souza [DIN: 02711251] has vast experience in the production & management of operations
(e) Remuneration proposed	It is proposed to pay consolidated remuneration to Mr. Oswald Rosario D'Souza up to Rs. 18,06,876 /- p.a. by way of salary.
(f) Perquisites and Allowances	In addition to fixed Remuneration Mr. Oswald D'Souza shall be entitled to the following allowances, perquisites, benefits, facilities and amenities as per the Policy / Rules of the Company and

	<p>subject to the relevant provisions of the Companies Act, 2013 (collectively called “perquisites and allowances”).</p> <p>These perquisites and allowances may be granted to Mr. Oswald D’Souza in the manner as the Board may decide as per the Policy/Rules of the Company.</p> <ul style="list-style-type: none"> <li>• Leave Travel Allowance.</li> <li>• Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.</li> </ul> <p><b>Explanation:</b> Leave Travel Allowance and other Allowances shall be evaluated at actual cost.</p>
(g) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
(h) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Does not have any pecuniary relationship with the Company except remuneration drawn as Managing Director.
<b>Other Information:</b>	
(a) Reasons of loss or inadequate profits	Not Applicable
(b) Steps taken or proposed to be taken for improvement	Not Applicable.
(c) Expected increase in productivity and profits in measurable terms.	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / re-appointment

Mr. Oswald Rosario Dsouza

Age:	57 Years
Qualification	Diploma Graduate
Experience	More than 10 years
Terms and Conditions of Appointment	<p>i. Tenure of the appointment shall be three years with effect from 20<sup>th</sup>February, 2020.</p> <p>ii. Remuneration mentioned in the agreement is approved for three years with effect from 20<sup>th</sup>February, 2020, after that fresh approval of the members is required.</p> <p>iii. The Whole-Time Director would be employed on a whole-time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the written permission of the Competent Authority in each case.</p> <p>iv. The Whole-Time Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act.</p> <p>v. The Whole-Time Director will cease to be Director on cessation of his employment with the Company.</p>



	vi. The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made there under  vii. The separation from this engagement could be effected by either side giving one month notice.
Last remuneration drawn	Rs. 11,36,520/- p.a.
Date of first appointment on the board	22-09-2010
No. of shares held	5,49,997
Relationship with Directors, Managers &KMP	Relative of Mrs. Janet D'Souza
No of Board Meeting attended during the financial year 2019	12
Other Directorship	1
Chairman/ Member of the Committees of Boards of other companies	Not Applicable

Except Mr. Oswald Rosario D'Souza, being an appointee, none of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

#### **ITEM NO. 7**

The appointment of Mr. Felix Kadam (DIN: 02880294) as Whole-Time Director of the Company at the existing terms & conditions including remuneration was approved in the Extra Ordinary General Meeting held on 20<sup>th</sup> February 2020. However in order to facilitate operational convenience, the Board, on the recommendation of Nomination and Remuneration Committee, decided to re-organize the Board in line with the succession plan of the Company by way of changing the designation of Mr. Felix Kadam from Whole-Time Director to Managing Director of the Company w.e.f. 08<sup>th</sup> October, 2020 for his remaining, subject to shareholders approval. However there is no change in the existing terms & conditions including remuneration and the same is mentioned in the resolution in item no. 7.

The terms & conditions including remuneration are in compliance with Schedule V (Revised) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, herein after referred to as the "Act") including the norms laid down in Sections 196, 197 & other applicable provisions of the Companies Act,

2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The statement of disclosure pursuant to section II of Schedule V of the Act including the provisions of SEBI (LODR) Regulations, 2015 is given under title Annexure I in this Notice. None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Felix Kadam himself including their relatives are concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the resolution as mentioned at item no. 7 above for approval of the Members by way of Special Resolution.

The material terms of appointment and remuneration as contained in the agreement are given below:

**Details of Remuneration of Mr. Felix Shridhar Kadam Managing Director:**

<b>Basic Salary /Remuneration</b>	<b>Rs. Rs. 18,06,876 /- per annum</b>
<b>Perquisites and Allowances</b>	<p>In addition to fixed Remuneration Mr. Felix Shridhar Kadam shall be entitled to the following allowances, perquisites, benefits, facilities and amenities as per the Policy / Rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called “perquisites and allowances”).</p> <p>These perquisites and allowances may be granted to Mr. Felix Shridhar Kadam in the manner as the Board may decide as per the Policy/Rules of the Company.</p> <ul style="list-style-type: none"><li>• Leave Travel Allowance.</li><li>• Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.</li></ul>

	<p><b>Explanation:</b>  Leave Travel Allowance and other Allowances shall be evaluated at actual cost.</p>
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The above remuneration (including perquisites) shall be paid to Mr. Felix Shridhar Kadam as the minimum remuneration in the event of absence or inadequacy of profits in any financial year of the Company.

**Other terms:**

Mr. Felix Shridhar Kadam, subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending meetings of the Board.

The appointment can be terminated by Mr. Felix Shridhar Kadam or the Company, by one party giving to the other 1 (One) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as maybe mutually agreed.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at item no.6 of the accompanying Notice for the approval of the Members. The appointment of Mr. Felix Shridhar Kadam is appropriate and in the best interest of the Company.

Copy of the Agreement referred to in the Resolution and the Register maintained in pursuance of Section 189 of the Companies Act, 2013, would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

**Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / re-appointment**

Mr. Felix Shridhar Kadam

Age:	43 Years
Qualification	Diploma in Mechanical and Diploma course in Marketing and Business

	Administration
Experience	More than 10 years
Terms and Conditions of Appointment	<p>i. Tenure of the appointment shall be three years with effect from 20<sup>th</sup>February, 2020.</p> <p>ii. Managing Director will cease to be Director on cessation of his employment with the Company.</p> <p>iii. The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder</p> <p>iv. The separation from this engagement could be effected by either side giving one month notice.</p>
Last remuneration drawn	Rs. 11,36,520/- p.a.
Date of first appointment on the board	22-09-2010
No. of shares held	5,49,998
Relationship with Directors, Managers &KMP	Relative of Mrs. Christbell Kadam
No of Board Meeting attended during the financial year 2019	12
Other Directorship	1
Chairman/ Member of the Committees of Boards of other companies	Not Applicable

Except Mr. Felix Shridhar Kadam, being an appointee, none of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

### **ITEM NO. 8**

Keeping in view the future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other

lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to Rs. 25 Crores for the Company.

Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. Hence, the Special Resolution at Item No. 8 of the Notice is being proposed.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

**Registered Office:**

Flat No.203, 2nd Floor,  
Kesarinath Apartments  
S.V. Road, Opp. Vijay Sales,  
Goregaon (West)  
Mumbai – 400 062.

By order of the Board  
For **COSPOWER ENGINEERING LIMITED**

Sd/-  
Oswald Rosario Dsouza  
Managing Director  
DIN: 01674671

Sd/-  
Felix Shridhar Kadam  
Whole-Time Director  
DIN: 01674721

**COSPOWER ENGINEERING LIMITED**

**Regd off:** Flat No.203, 2nd Floor, Kesarinath Apartments S.V. Road, Opp. Vijay Sales, Goregaon (West) Mumbai – 400 062.

CIN: U31908MH2010PLC208016

**PROXY FORM**

**Form No. MGT-11**

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

**Name of the Company: COSPOWER ENGINEERING LIMITED**

**CIN:** U31908MH2010PLC208016

**Registered Office:** Flat No.203, 2nd Floor, Kesarinath Apartments S.V. Road, Opp. Vijay Sales, Goregaon (West) Mumbai – 400 062.

Website: www.cospowerindia.com

Email: accounts@cospowerindia.com, cs@cel.net.in

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Email Id \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Email Id \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10<sup>th</sup> Annual General Meeting of Cospower Engineering Limited to be held on the 30<sup>th</sup> day of October, 2020 at 01.30 P.M. on Friday at Flat No.203, 2nd Floor, Kesarinath Apartments S.V. Road, Opp. Vijay Sales, Goregaon (West) Mumbai – 400 062 nd at any adjournment thereof in respect of such Resolutions as are indicated below:

Resol .No.	Resolution	Vote (optional, see note no. 3) (please mention no. of shares)	
		For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2020, together		

	with the Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint a director in place of Mr. Oswald Rosario D'Souza (DIN: 02711251), who retires by rotation and, being eligible, seeks reappointment		
3.	To appoint a director in place of Mr. Mr. Felix Shridhar Kadam (DIN: 02880294), who retires by rotation and, being eligible, seeks reappointment		
4.	To Appoint M/S. A biyani & co. as a Statutory Auditors of the Company		
5.	To declare final dividend for the Financial Year ended 31st March 2020.		
<b>Special Business</b>			
6.	Change in designation of Mr. Oswald D'souza (DIN: 02711251) from Managing Director to Whole-Time Director of the Company		
7.	Change in designation of Mr. Felix Kadam (DIN: 02880294) from Whole-Time Director to Managing Director of the Company		
8.	To increase borrowing limits of the Company pursuant to the provisions of section 180 (1)(C) of the Companies Act, 2013.		

Signed this..... day of..... 2020

Signature of shareholder .....

Signature of Proxy holder(s) .....

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.
3. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be

Affix Rs. 1 Revenue Stamp
------------------------------------

entitled to

**COSPOWER ENGINEERING LIMITED**

**Regd off:** Flat No.203, 2nd Floor, Kesarinath Apartments S.V. Road, Opp. Vijay Sales,  
Goregaon (West) Mumbai – 400 062.  
CIN: U31908MH2010PLC208016

**ATTENDANCE SLIP**

To be handed over at the entrance of the Meeting Hall

For Physical Holding	For Electronic Form (Demat) NSDL/CDSL		No. of Shares Held
LF No.	DP ID	CLIENT ID	

I hereby record my presence at the Annual General Meeting of the Company, being held on Friday, the 30<sup>th</sup> October, 2020 at 01:30 P.M. at Flat No. 203, 2nd Floor, Kesarinath Apartments S.V. Road, Opp. Vijay Sales, Goregaon (West) Mumbai – 400 062.

<b>FULL NAME AND ADDRESS OF THE MEMBER/JOINT MEMBER(S) / PROXY (IN CAPITAL LETTERS):</b>

<b>IF PROXY, FULL NAME AND ADDRESS OF MEMBER/JOINT MEMBER(S) (IN BLOCK CAPITAL LETTERS):</b>

\_\_\_\_\_  
**Name of the Member/ Proxy**  
**Signature of the Member/ Proxy**  
**(in Block Letters)**

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.

2. Electronic copy of the Annual Report including notice of Annual General Meeting for the financial year ended on 31.03.2020 and Attendance Slip along with Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.



# ROUTE MAP TOWARDS THE VENUE



