



CORPORATE GOVERNANCE REPORT
(Pursuant to Schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015)

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance implies the method or measures taken to govern the Company in such a manner so as to ensure more accountability of Board of Directors towards the Shareholders and other stakeholders. It have been drawn up defining the role of Board of Directors, establishing director's accountability to the Shareholders, investors and interest group setting out guidelines for more effective and new quality of performance, changing the face of relation between the board and executive officers. Your Company is committed to adopting the best global practices of Corporate Governance. The philosophy of Corporate Governance as manifested in the Company's functioning is to achieve business excellence by enhancing long-term shareholder's value and interest of its entire shareholders.

The Board of Directors of the company have developed and adopted Corporate Governance guidelines in addition to the compliance imposed by the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The Board

ensures that the company has necessary regulatory mechanism so that timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the company is disclosed.

The Company's compliance of Corporate Governance guidelines of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is as follows:

A. COMPOSITION OF THE BOARD AND RECORD OF OTHER DIRECTORSHIPS HELD

The Board of Directors of the company comprises of an optimum combination of Executive and Non-executive Directors headed by Executive Chairman. The present strength of Board of Directors as on 31st March, 2019 is Six (6), out of which one (1) is Executive Directors, One (1) is Non-Independent Non-Executive Director and four (4) are Independent Non-Executive Directors. Therefore, more than half of the Board comprises of Independent Directors. The Independent Directors do not have any pecuniary relationship or transactions with the company, promoters, and management, which may affect their judgment in any manner.

The structure of the Board and record of other directorships and Committee Memberships and Chairmanships as on 31st March, 2019 is as under:

Name/ DIN	Category	Designation	No. of other Directorships held	No. of Chairmanships / Memberships of Other Board Level Committees		Shareholding (as on 31st March 2019)	Relationship with other Director
				Membership	Chairmanship		
Mr. Ambrish Jaipuria (DIN- 00214687)	Executive (Promoter)	Director	-	1	-	1,32,625	NIL
Mr. A. K. Jain (DIN- 00027911)	Non-executive, Non-Independent	Director	2	2	-	450	NIL
Mr. N. K. Gupta (DIN- 00214602)	Non-executive, Independent	Director	2	-	2	NIL	NIL
Dr. Rama kant Dwivedi (DIN- 06922891)	Non-executive, Independent	Director	1	1	1	NIL	NIL
Ms. Jyoti Dixit (DIN- 06953089)	Non-executive, Independent	Director	-	-	1	NIL	NIL
Mr. Janardhan Pralhadrao Gupta (DIN- 07029205)	Non-executive, Independent	Director	-	1	-	NIL	NIL

NOTE:

- (i) The Directorship held by Directors as mention above; does not include Alternate Directorship, Directorship in foreign companies, companies registered under section 8 of the Companies Act, 2013 and private limited companies.
- (ii) Membership(s) / Chairmanship(s) of any of the Audit Committee and Stakeholder Relationship Committee in all public limited companies (including Cosmo Ferrites Limited) have been considered.
- (iii) None of the Directors is a member of more than 10 Board-level committees of public Companies in which they are Directors, nor is a Chairman of more than 5 such committees.
- (iv) None of the Independent Directors of the Company serve as an Independent Director in more than seven Listed Companies and where any Independent Director is serving as whole-time director in any listed company, such director is not serving as Independent Director in more than three listed companies.



Name of other listed entities where Directors of the company are Directors and the category of Directorship:

Name of the Director	DIN	Name of listed entities in which the concerned Director is a Director	Category of Directorship
Mr. Ambrish Jaipuria	00214687	-	-
Mr. Naresh Kumar Gupta	00214602	-	-
Mr. Rama Kant Dwivedi	06922891	Reliable Data Services Limited	Non-Executive-Independent Director
Ms. Jyoti Dixit	06953089	-	-
Mr. Janardhan Pralhadrao Gupta	07029205	-	-
Mr. A.K. Jain	00027911	-	-

I. Skills/Expertise/Competence of the Board Of Directors

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- i) Knowledge on Company's businesses (Soft Ferrites Components and precalcined Ferrites powder) policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates
- ii) Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company
- iii) Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making.
- iv) Financial and Management skills
- v) Technical / Professional skills and specialized knowledge in relation to Company's business

June 25, 2018, August 13, 2018, November 10, 2018 and February 11, 2019. The maximum time gap between any two meetings was not more than four months. The following table gives the attendance record of the Board Meetings.

DIRECTOR	No. of meetings held	No. of meetings Attended
MR. AMBRISH JAIPURIA	5	4
MR. A.K. JAIN	5	5
DR. RAMA KANT DWIVEDI	5	5
MR. NARESH KUMAR GUPTA	5	5
MS. JYOTI DIXIT	5	5
MR. JANARDHAN PRALHADRAO GUPTA	5	3
*MR. SHREE KANT SOMANY	5	0
*MR. RAKESH NANGIA	5	1

* Mr. Shree Kant Somany ceased to be director w.e.f. October 05, 2018 and Mr. Rakesh Nangia ceased to be director w.e.f. June 13, 2018

B. BOARD MEETINGS:

1. SCHEDULING AND SELECTION OF AGENDA FOR BOARD MEETINGS

The months for holding the Board Meetings in the ensuing year are usually decided in advance and mostly the Board Meetings are held at 1008, DLF Tower-A, Jasola District Centre, New Delhi- 110025 . The Company Secretary drafts the agenda for each meeting, along with explanatory notes, and is distributed in advance to the Directors. The Board meets at least once in a quarter to review the quarterly results and other items on the agenda.

2. BOARD MEETING HELD DURING THE F.Y. 2018-19 AND ATTENDANCE OF DIRECTORS

The Board met five times during the financial year from 1st April, 2018 to 31st March, 2019 on May 18, 2018,

3. ATTENDANCE AT AGM

Following Directors attended the AGM held on 25th August, 2018, at Company's registered office at PO- Jabli, Dist-Solan, H.P. - 173 209

Mr. A. K. Jain

4. AVAILABILITY OF INFORMATION TO THE BOARD

The Board has unfettered and complete access to any information within the company and to any employee of the Company. Necessary information as mentioned in Schedule II of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 has been regularly placed before the Board for its consideration.

C. FAMILIARISATION PROGRAMME FOR DIRECTORS

At the time of appointing a Director, a formal letter of



appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the Compliance required from him under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and other relevant regulations and affirmation taken with respect to the same. The Chairman also has one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further the Company has put in place a system to familiarize the Independent Directors about the Company, its products, business and the on-going events relating to the Company.

The web link for the Familiarisation Programmes for Independent Directors is http://www.cosmoferrites.com/Downloads/Downloads/f321b894-08f4-4719-b1e7-c8ab6f5e48b0_Familiarisation%20Programme%20for%20Independent%20Directors.pdf

D. BOARD LEVEL COMMITTEES

In accordance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the following committees were in operation:

1. Audit Committee
2. Stake Holders Relationship Committee
3. Nomination and Remuneration Committee

1. AUDIT COMMITTEE

• **Terms of reference**

The Audit Committee acts as a link between the Statutory and the Internal Auditors and Board of Directors. The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting process, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's Statutory and Internal Audit Activities. Majority of the members are Non-executive Directors and each member has rich experience in financial sector. The Committee is governed by a charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

• **COMPOSITION OF THE AUDIT COMMITTEE**

The Audit Committee consists of the following four members and every member of the Committee possesses a strong financial management and accounting background.

- Chairman** : Mr. N.K. Gupta,
Members : Mr. A.K. Jain
 Mr. Janardhan Pralhadrao Gupta
 Dr. Rama Kant Dwivedi

• **MEETINGS AND ATTENDANCE DURING THE YEAR**

The Audit Committee met four times during the financial year from 1st April, 2018 to 31st March, 2019 on May 18 2018, August 13, 2018, November 10, 2018 and February 11, 2019. The attendance of Audit Committee members is as follows:-

Name of the Audit Committee Members	Number of Audit Committee Meetings	
	Held during the tenure of Directors	Attended
Mr. N. K. Gupta	4	4
Mr. A. K. Jain	4	4
Mr. Janardhan Gupta	4	3
Dr. Rama Kant Dwivedi	4	4

2. STAKEHOLDER RELATIONSHIP COMMITTEE (SRC)

• **Terms of reference**

Terms of reference of the Stakeholder Relationship Committee are as per the guidelines set out in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that inter-alia include looking into the investors complaints on transfer of shares, non receipt of declared dividends etc and Redressal thereof.

To expedite the process of share transfers the Board has delegated the power of share transfer to Alankit Assignments Limited viz. Registrar and Share Transfer Agents who will attended to the share transfer formalities at least once in a fortnight.

• **COMPOSITION OF SRC**

The Stakeholders Relationship Committee is headed by an Independent Director and presently consisted of the following members as on March 31, 2019.

- Chairman** : Mr. N.K. Gupta
Members : Mr. Ambrish Jaipuria
 Ms. Jyoti Dixit

• **MEETING AND ATTENDANCE DURING THE YEAR**

The Committee met five times during the financial year from 1st April, 2018 to 31st March, 2019 on May 18, 2018, August 13, 2018, October 04, 2018, November 10, 2018 and February 11, 2019. The following table gives the attendance record of the Stakeholder Relationship Committee.



Name of the Director	Number of SRC Meetings	
	Held during the tenure of Directors	Attended
Mr. N.K. Gupta	5	4
Mr. Amrish Jaipuria	5	4
Ms. Jyoti Dixit	4	4

COMPLIANCE OFFICER

The Compliance Officer for this committee, at present, is Mr. Pawan Kumar Lakhotia, Company Secretary.

• SHAREHOLDER'S COMPLAINTS RECEIVED / RESOLVED

During the year from April 01, 2018 to March 31, 2019 the Company received nil complaints from various Investors / Shareholders' relating to non-receipt of Dividend / Bonus Shares / Transfer of Shares / Dematerialization of Shares / Annual Report etc. At the end of March 31, 2019, no complaint was pending for redressal and there were no pending share transfers as on March 31, 2019.

• PENDING SHARE TRANSFER

There are no pending share transfers as on 31/03/2019.

3. NOMINATION AND REMUNERATION COMMITTEE

• TERMS OF REFERENCE

This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees. The terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 as well as section 178 of the Companies Act, 2013.

• COMPOSITION

In compliance with Section 178(1) of the Companies Act, 2013 and Regulation 19 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Nomination and Remuneration Committee and is headed by an Independent Director and consists of the following members:

Chairman : Dr. Rama Kant Dwivedi
Members : Mr. Amrish Jaipuria
 Mr. A.K. Jain
 Mr. Naresh Kumar Gupta

• MEETING AND ATTENDANCE DURING THE YEAR

The Committee met one time during the financial year from 1st April, 2018 to 31st March, 2019 on February 11, 2019. The following table gives the attendance record of the Nomination and Remuneration Committee.

Name of the Director	Number of NRC Meetings	
	Held during the tenure of Directors	Attended
Dr. Rama Kant Dwivedi	1	1
Mr. Amrish Jaipuria	1	1
Mr. A.K. Jain	1	1
Mr. Naresh Kumar Gupta	1	1

• Compliance Officer

The Compliance Officer for this committee, at present, is Mr. Pawan Kumar Lakhotia, Company Secretary.

• REMUNERATION POLICY

Remuneration to Non-Executive Directors

The Non-Executive Directors are paid remuneration by way of Sitting Fees. The Non-Executive Directors are paid sitting fees for each meeting of the Board or Committee of Directors attended by them. The total amount of sitting fees paid during the Financial Year 2018-19 was 3.10 lacs. The Non- Executive Independent Directors do not have any material pecuniary relationship or transactions with the Company. Payment criteria of Non-Executive directors is available on website of the Company. The web link for the same is http://www.cosmoferrites.com/Downloads/Downloads/c371a1a0-19a2-448b-a5ff-a79bc7f176cf_Criteria%20for%20making%20payment%20to%20Non%20Executive%20Directors%20.pdf

Remuneration to Executive Directors

The appointment and remuneration of Whole-time Director is governed by the recommendation of the Nomination and Remuneration Committee, resolutions passed by the Board of Directors and shareholders of the Company. The remuneration package of Whole-time Director comprises of salary, perquisites, allowances, and contributions to Provident and other Retirement Benefit Funds as approved by the shareholders at the General Meetings.

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent.



Remuneration Paid to Directors

Following tables gives the details of remuneration paid to directors, during the year from April 01, 2018 to March 31, 2019:

Remuneration to Non- Executive Directors

S. No.	Name of Directors	Sitting Fees
1	Mr. A. K. Jain	75000
2	Mr. Naresh Kumar Gupta	95000
3	Ms. Jyoti Dixit	70000
4	Dr. Rama Kant Dwivedi	75000
5	Mr. Janardhan Pralhadrao Gupta	45000

Remuneration to Executive Director

Mr. Ambrish Jaipuria, C.E.O & Executive Director was paid following remuneration during the year 2018-19:

Particulars of Remuneration	Amount (In Rs.)
Basic Salary	64,00,000
HRA	38,40,000
Others (Provident Fund, Superannuation, Gratuity etc)	24,41,176
Medical Expenses	1,11,195
Vehicle Expenses(Conveyance)	5,14,233
Total :	133,06,604
Performance linked incentives	
Total:	133,06,604
Service contracts, notice period, severance fees	6 month notice period on either side with no severance fees defined
Stock Option details	Nil

E. INDEPENDENT DIRECTORS:

The Company has complied with the definition of Independence as per SEBI (LODR) Regulations, 2015 and according to the Provisions of section 149(6) Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

a) Training of Independent Directors:

Whenever new Non-Executive and Independent Directors are inducted in the Board they are introduced to our Company's culture and they are also introduced to our organization structure, our business, constitution, board procedures, etc.

The appointment letters of Independent Directors has been placed on the Company's website at www.cosmoferrites.com under

http://www.cosmoferrites.com/Downloads/AnnualReport/b56fb537-eb66-4b9d-9a47-94297b98fa0f_LOA.pdf

b) Performance Evaluation of non-executive and Independent Directors

The criteria for performance evaluation cover the areas relevant to the functioning as Independent Directors such as Knowledge, experience, commitment etc. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the Directors who are subject to evaluation had not participated.

All the Non-Executive and Independent Directors are having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

c) Separate Meeting of the Independent Directors

The Independent Directors held a Meeting on 11th February, 2019, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The following issues were discussed:

- I) Reviewed the performance of Executive Directors, non-independent directors and the Board as a whole;
- II) Reviewed the performance of the Chairperson of the Company taking in to account the views of Executive Directors and Non Executive Directors;
- III) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

F. ANNUAL GENERAL MEETING

The date, time, venue of the next Annual General Meeting and the next Book Closure date will be as per the Notice calling the Annual General Meeting.

G. DATES AND VENUE OF PREVIOUS THREE ANNUAL GENERAL MEETINGS.

Financial Year	Place	Date	Special Resolution Passed
2015-16	Jabli, Dist Solan (H.P.), 173209	19.09.2016	No Special Resolutions were Passed
2016-17	Jabli, Dist Solan (H.P.), 173209	25.09.2017	Special Resolution was Passed
2017-18	Jabli, Dist Solan (H.P.), 173209	25.08.2018	Special Resolution was Passed



Details of Resolution passed through postal ballot:

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Notice dated February 11, 2019 was sent to the Members seeking their approval through Postal Ballot for passing of following Special Resolutions:

Approval for continuation of Mr. Naresh Kumar Gupta (DIN: 00214602) as Independent Director

Approval for continuation of Dr. Ram Kant Dwivedi (DIN: 06922891) as an Independent Director

The Special Resolutions passed with the requisite majority.

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H. AFFIRMATIONS AND DISCLOSURES:

Compliance with Mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with all the applicable mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- 1. Related Party Transactions:** All transactions entered into with Related Parties as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013.

All such transactions were reviewed and approved by the Audit Committee. Prior omnibus approvals are granted by the Audit Committee for related party transactions which are of repetitive nature, entered in the ordinary course of business and are on arm's length basis in accordance with the provisions of Companies Act, 2013 read with the Rules issued there under and the Listing Regulations.

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. A statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit Committee for approval.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website weblink of which is provided as below:

<http://www.cosmoferrites.com/Downloads/AnnualReport/Odbca631-17ac-4d55-9ac3->

- The Company has complied with the requirements of stock exchanges or SEBI on matters related to Capital Markets, as applicable. No penalty was levied by these authorities in last three years.
- Code of Conduct:** The Company has adopted a Code of Conduct for the members of the Board of Directors and the senior management of the Company. The Code of Conduct is displayed on the website of the Company. All the directors and the senior management personnel have affirmed compliance with the code for the financial year ended 31st March 2019. A declaration to this effect, signed by the Chief Executive Officer/ Executive Director is annexed to this report.
- Vigil Mechanism/ Whistleblower Policy:** In accordance with requirement of Companies Act as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance. No personnel of the company has been denied access to the Audit Committee. A link to such policy is also provided in the website of the company.
- During the Financial Year ended 31st March, 2019 the Company did not engage in commodity hedging activities.
- During the Financial Year ended 31st March, 2019, the Company did not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A).
- During the Financial Year ended 31st March, 2019 no Independent Director resigned before the expiry of his tenure.
- During the Financial Year ended 31st March, 2019 the Company has not issued any debt instruments or fixed deposit programme involving mobilization of funds, whether in India or abroad.
- A certificate from a company secretary in practice confirming that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority, is annexed to this report.
- There have been no instances of non-acceptance of any recommendations of the any Committee by the Board during the Financial Year under review



11. Total fees of Rs. 8.17 Lakh for financial year 2018-19, for all services, was paid by the Company, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.
12. The necessary certificate under Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this report
13. The Company Secretary has a key role to play in ensuring the Board procedures and statutory compliances are properly followed. A certificate from the Company Secretary indicating the compliance of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been annexed to this report.
14. During the year from April 1, 2018 to March 31, 2019 the Company has not received any complaint under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. At the end of March 31, 2019, no complaint was pending for redressal
15. Management Discussion and Analysis Report - The Management Discussion and Analysis has been discussed in detail separately in this Annual Report.
16. Other disclosures as required SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been given at relevant places in the Annual Report.
17. The Company has fully complied with the applicable requirements specified in Reg. 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46.
18. There has been no instance of non-compliance of any requirement of Corporate Governance Report.

Financial reporting for the quarter ending June 30 , 2019	August 2019
Financial reporting for the quarter ending September 30, 2019	November 2019
Financial reporting for the quarter ending December 31, 2019	February 2020
Financial reporting for the quarter ending March 31, 2020	May 2020

INFORMATION TO SHAREHOLDERS

1. REGISTERED AND CORPORATE OFFICE

Registered Office

P.O. Jabli, District Solan,
Himachal Pradesh- 173 209
Phone: 01792-277231-32/35/36
Fax: 01792-277234

Head Office

517, 5th floor, DLF Tower-A,
Jasola District Centre,
New Delhi-110025
Phone: + 91 11 49398800
Fax: + 91 11 49398801

2. FINANCIAL CALENDAR

The following is the tentative schedule for approval of financial results:

3. WEBSITE

The address of the company's website is www.cosmoferrites.com

4. DIVIDEND PAYMENT DATE

The Board has not recommended any Final Dividend for the Financial Year 2018-19

5. LISTING ON STOCK EXCHANGES

Company's shares are currently listed on the Bombay Stock Exchanges Ltd. (Stock Code 523100).

6. INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)

ISIN is a unique identification number of traded scrip. This number has to be quoted in each transaction relating to the dematerialized equity shares of the company. The ISIN number of the shares of Cosmo Ferrites Ltd. is INE 124B01018.

7. ANNUAL LISTING FEE

Annual Listing Fee for the year 2018-19 has been paid to Bombay Stock Exchange. There are no arrears of listing fees with the Bombay Stock Exchange Limited till date.

8. DEMAT

Your Company's equity shares can be traded on the Stock Exchanges only in dematerialized form with effect from 20th June, 2000. To trade in dematerialized form, investors are required to open a Demat account with Depository participant of their choice. Equity shares of your Company are available for trading in the depository systems, of both the Depositories viz. The National Securities Depositories Limited (NSDL) and the Central Depositories Service (India) Limited (CDSL).

97.25% (i.e. 11699966 Equity Shares) of equity share capital (120,30,000 equity shares) has been dematerialized as on 31st March, 2019.

9. SHARE TRANSFER SYSTEM

To expedite the process of share transfers the Board has delegated the power of share transfer to Alankit Assignments Limited viz. Registrar and Share Transfer



Agents who will attend to the share transfer formalities at least once in a fortnight. Share transfer in physical form and other communication regarding share certificate, change of address, etc may be addressed at:

M/s Alankit Assignments Limited,

Alankit House
3E/7 Jhandewalan Extension
New Delhi- 110055
Ph: +91 11 42541234 Fax: +9111 42541967
Contact Person: Mr. Vijay Pratap Singh

10. ADDRESS FOR CORRESPONDENCE:

i. Investors' Correspondence may be addressed to the Following:

Company Secretary & Compliance Officer
Cosmo Ferrites Limited,
517, DLF Tower-A,
Jasola District Centre
New Delhi-110025
e-mail:investorservices@cosmoferrites.com
Fax: 91-1792-277234

ii. Queries Relating to Financial Statement of the company may be addressed to the following:

Mr. Ramesh Chand
Chief Financial officer
Cosmo Ferrites Limited,
P.O. Jabli, Dist. Solan, Himachal Pradesh-173209
e-mail: ramesh_c@cosmoferrites.com
Fax: 91-1792-277234

9. INVESTOR COMMUNICATION

The Company publishes quarterly audited results in Financial Express and Himachal Dastak (Hindi). The information relating to the company results is also available on other major financial and capital market related websites.

The Company ensures that its Financial Results are sent to the concerned Stock Exchanges immediately after the same has been considered and taken on record by the Board of Directors. The Company also ensures that these Results are promptly and prominently displayed on the Company's website www.cosmoferrites.com

12. DISCLOSURE ON LEGAL PROCEEDINGS

There is no pending case relating to any disputes with shareholders, in which the company has been made a party.

13. OUTSTANDING STOCK OPTION

There are no outstanding warrants or convertible instruments or stock options to employees as on March 31, 2019.

14. ANALYSIS OF SHAREHOLDERS' COMPLAINTS RECEIVED DURING 2018-19

The Company generally clears the investors' complaints within a period of 7 days from the date of receipt. All the complaints received during the year have been replied.

There were nil complaint received and replied/disposed off during the year 2018-19.

15. SHARE PERFORMANCE CHART

Stock price on the Bombay Stock Exchange on the closing date of month of financial year 2018-19:

Month	Share Price (Rs.)	High (Rs.)	Low (Rs.)	No. of Shares traded
April 2018	23.2	28.95	21.1	34849
May 2018	18.25	23.85	18.25	39125
June 2018	19.6	22.95	16.55	49118
July 2018	19.1	21	15.4	56840
Aug. 2018	19.2	24.9	17.05	101675
Sept. 2018	25.25	31.85	18.5	369616
Oct. 2018	20.7	27.4	20.25	64357
Nov. 2018	18.15	23.2	18	30966
Dec. 2018	19.35	20.65	17.1	29242
Jan. 2019	16.95	21.4	16.6	32658
Feb. 2019	16.95	19	15.5	25362
March 2019	14.8	17.85	14.8	17556
TOTAL				851364



16. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2019

Following tables give the data on shareholding according to types of shareholders and class of shareholders.

Distribution of the shareholdings according to type of shareholders

Particulars	March 31, 2019		March 31, 2018	
	Number of Shares	% Holding	Number of Shares	% Holding
Promoters	7637500	63.49	7637500	63.49
Person acting in concert	Nil	Nil	Nil	Nil
Institutional Investors	7400	0.06	7400	0.06
Others	4385100	36.45	4385100	36.45
Total	12030000	100	12030000	100

Distribution of shareholding according to the number of shares

Particulars		As on 31st March, 2019				As on 31st March, 2018			
S. No.	No. of equity shares held	No. of shareholders	% of Total holders	No. of Shares	% of share capital	No. of shareholders	% of Total holders	No. of Shares	% of share capital
1	Up to 5000	4946	97.94	1847447	15.30	4932	97.95	1823634	15.16
2	5001 to 20000	75	1.48	752456	6.50	73	1.45	737052	6.13
3	20001 to 30000	9	0.19	223094	1.80	8	0.16	200025	1.66
4	30001 to 40000	6	0.12	219864	1.80	5	0.10	183714	1.53
5	40001 to 50000	1	0.02	48182	0.40	2	0.04	87225	0.72
6	50001 to 100000	5	0.09	331475	2.70	9	0.18	589313	4.90
7	100001 and Above	8	0.15	8607482	71.60	6	0.12	8409037	69.90
	Total	5050	100	12030000	100	5035	100	12030000	100

Note: - 200000 Preference Share of Rs. 100 allotted on private placement basis which is not listed on Stock exchange