

Pee Cee Cosma Sope Limited

CIN: L24241UP1986PLC008344

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POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Voting Starts On	Voting Ends On
Thursday, 22 nd May, 2025 at 09.00 A.M. (IST)	Friday, 20 th June, 2025 at 05.00 P.M. (IST)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the "**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended from time to time read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 9/2023 dated 25th September, 2023, the latest being 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**"), Secretarial Standards on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules, regulations, circulars and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for consideration by the members of the Company for passing by means of Postal Ballot by way of voting through electronic means ("**remote e-voting**") only.

In compliance with MCA Circulars and SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/Depositories/Registrar and Share Transfer Agent ("**RTA**") as on the cut-off date, i.e., of Friday, 16th May, 2025. The details of the procedure to cast the vote form part of the Notes to this Notice.

The remote e-voting period commences from 9.00 A.M. (IST) on Thursday, 22nd May, 2025, and ends at 5.00 P.M. (IST) on Friday, 20th June, 2025. Members are requested to cast their votes through the remote e-voting process not later than Friday, 20th June, 2025, 5:00 P.M. (IST) (the last day to cast vote electronically) post which e-voting module shall be disabled by the NSDL.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to the Notice, for your consideration.

Items of business requiring approval of the Members through Postal Ballot by 'remote e-voting' are given below:

SPECIAL BUSINESS:

Item No. 1: To re-appoint Shri Mayank Jain (DIN: 00112947) as Whole-time 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 196, 197, 198 and 203 read with schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, based on the recommendations of the Nomination & Remuneration Committee and approved by the Board of Directors, Shri Mayank Jain (DIN: 00112947) be and is hereby appointed as the Whole Time Director of the Company designated as Executive Chairman w.e.f. 1st April, 2025 for a period of five years.

Resolved further that the remuneration of Shri Mayank Jain, Whole Time Director be and is hereby approved for a period of 3 years on the following terms and conditions:

1. Maximum Salary upto Rs. 5,00,000 per month (may be altered and varied from time to time by the Board and its Committees as it may, in its discretion, deem fit within the maximum limit).
2. Annual increment in salary, not exceeding 20% per month as may be sanctioned by the Board will be effective from 1st April each year.
3. In addition to salary the Whole Time Director shall also be entitled to the following perquisites and allowances:
 - (i) **Gas, Electricity, Water and Furnishings:** The expenditure incurred by the company on Gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962.
 - (ii) **Medical Reimbursement:** Expenses incurred for self and his family.
 - (iii) **Leave Travel Concession:** Leave as per rules of the company. Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the company.
 - (iv) **Club Fees:** Fees of clubs subject to a maximum of two clubs.
 - (v) **Medical Insurance:** Medical Insurance for self and his family.
4. For the purpose of calculating the above ceiling perquisites will be evaluated as per Income Tax Rules, 1962, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

5. The Whole Time Director shall also be entitled for the following benefits:

- (i) **Car:** Provision for use of Car for Company's business purposes and partly for personal or private purposes.
- (ii) **Telephone:** Provision of Mobile phone and telephone at residence will not be considered as a perquisite but the company shall bill personal long distance calls.
- (iii) **Entertainment Expenses:** Re-imbursement of entertainment expenses actually and properly incurred for the business of the company subject to a reasonable ceiling as may be fixed from time to time.

Shri Mayank Jain shall not be entitled to sitting fees for attending meetings of the Board or any committee or committees thereof.

The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, maximum amount payable to Mr Mayank Jain as a Whole Time Director in accordance with Schedule V of the Companies Act, 2013 or any amendments made thereafter in this regard.

Resolved further that payment/re-imbursement of telephone and/ or mobile phone(s) bills, conveyance, fuel expenses, travel, stay or other out of pocket expenses actually and properly incurred in course of the official duties/business will not be included in the aforesaid remuneration.

Resolved further that in the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.

Resolved further that Shri Mayank Jain shall be the Key Managerial Personnel of the Company as defined under Section 203 of the Companies Act, 2013 read with rules made thereunder.

Resolved further that the Board of Directors of the Company (including any committee/sub-committee of the Board) be and is hereby authorised to assign and delegate, from time to time, such work, duties, power and authorities to the Whole-time Director as it may deem fit and proper.

Resolved further that the Board of Directors and the Nomination and Remuneration Committee of the Company be and are hereby severally authorized to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.

Resolved further that the Board of Directors of the Company (including any committee/sub-committee of the Board) be and are hereby severally authorised to take all necessary steps to give effect to the aforesaid resolution."

**By order of the Board
For Pee Cee Cosma Sope Limited**

**Sd/
Ankur Jain
Managing Director
DIN: 00172356**

**Date: 19th May, 2025
Place: Agra**

Notes:

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the "Act"), setting out all material facts and rationale relating to the resolutions for Item No. 1 in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. Brief profile and other requisite details about the re-appointment of directors, remuneration and other terms of appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed hereto and forms part of this notice.
3. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India on General Meeting, the Members are provided with the facility to cast their vote electronically, through the remote e-voting facility on all the resolutions set forth in this Notice. The Company has engaged National Securities Depository Ltd (NSDL) as e-voting agency for facilitating remote e-voting to enable the Members to cast their votes electronically.
4. In compliance with the MCA Circulars and the SEBI Listing Regulations, the Notice is being sent in electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited ('CDSL') as on the cut-off date, i.e. Friday, 16th May, 2025 and whose email Ids are registered with the Company/ Registrar and Transfer Agent of the Company i.e. Skyline Financial Services Pvt. Ltd. ("RTA" or "Skyline") or Depository Participants ("DP"). The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
5. Members holding shares in physical form and who have not updated their email addresses please send scan copy of a signed request letter in Form ISR-1 mentioning the Folio No., Name and address of the Member, 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 the Company's email address at info@peeceecosma.com or to the email id of Skyline Financial Services Pvt Ltd-Registrar & Share Transfer Agent ("RTA" or "Skyline") of the Company at admin@skylinerta.com / info@skylinerta.com . For the Members holding shares in Demat form, please update your email address through your respective Depository Participant/s.
6. The voting rights of Member(s) for remote e-voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to vote through remote e-voting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. Notice **will also be available on the Company's website at** www.peeceecosma.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depositories Limited ("NSDL") at <https://www.evoting.nsdl.com>.

8. Pursuant to Regulation 44 of the Listing Regulations and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
9. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting i.e. Friday, 20th June, 2025 Members may send their requests to info@peeceecosma.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

10. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING:

- i. E-voting facility will be available during the following period:

Commencement of e-Voting	From 09.00 A.M. IST on Thursday, 22nd May, 2025
End of e-Voting	Upto 05.00 P.M. IST on Friday, 20th June, 2025

The e-Voting module shall be disabled by NSDL upon expiry of aforesaid period.

- ii. During the e-Voting period, shareholders can login at NSDL e-Voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a shareholder, whether partially or otherwise, shareholder shall not be allowed to change it subsequently or cast the vote again.
- iii. The details of the process and manner for e-Voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page

<p>securities in demat mode with NSDL.</p>	<p>click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin: 0 10px;">  <p>App Store</p> </div> <div style="text-align: center; margin: 0 10px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin: 0 10px;">  </div> <div style="text-align: center; margin: 0 10px;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting 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. 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.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <ol style="list-style-type: none"> If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. How to retrieve your 'initial password'? <ol style="list-style-type: none"> If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered. 	
<p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <ol style="list-style-type: none"> Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL. 	
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.	
8. Now, you will have to click on "Login" button.	
9. After you click on the "Login" button, Home page of e-Voting will open.	

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rndregular@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or 022 - 2499 7000 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email id - evoting@nsdl.co.in, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address info@peeceecosma.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@peeceecosma.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@peeceecosma.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method

explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
11. In terms of Listing Regulations, securities of the listed companies can only be transferred in dematerialized form with effect from April 1, 2019 and as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 and further circular on September 26, 2023, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/158, listed companies shall issue securities in dematerialized form only in case of investor service request for matters specified in this circular. In view of the same, shareholders are advised to dematerialize shares held by them in physical form.
12. The Board of Directors of the Company has appointed Mr Debabrata Deb Nath, (Membership No. FCS 7775) Partner, M/s R & D Company Secretaries, Practicing Company Secretaries, as scrutinizer ("Scrutinizer") for conducting the Postal Ballot through remote e-voting in accordance with the provisions of the Act and the Rules and the Listing Regulations in a fair and transparent manner.
13. The Scrutinizer will submit his report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny of the remote E-Voting, and the result of the voting by postal ballot through the Remote E-voting process will be announced by the Chairman, or in his absence any other Director or Key managerial Personnel or a person authorized by him, on or before Tuesday, 24th June, 2025. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
14. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Friday, 20th June, 2025 being the last day of remote e-voting in terms of SS-2 issued by the Institute of Company Secretaries of India. Also, the resolutions passed by members with requisite majority shall be deemed to have been passed at a general meeting of members convened on that behalf.
15. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company (www.peeeecosma.com), NSDL (www.evoting.nsdl.com) and shall be communicated to BSE Limited.

Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013

Item No.1

Shri Mayank Jain has served as the Whole-Time Director of the Company for the past five years, during which the Company has achieved consistent and significant growth under his dynamic leadership.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on February 13, 2025, approved the re-appointment of Shri Mayank Jain as Whole-Time Director of the Company for a further period of five years, in recognition of his extensive experience, leadership capabilities, and valuable contributions to the Company.

His previous term expired on March 31, 2025. In view of his valuable contributions and continued alignment with the Company's strategic objectives and operational needs, the Board has resolved to re-appoint him as Whole-Time Director, effective April 1, 2025.

The Nomination and Remuneration Committee has approved the re-appointment for a term of five years, and the remuneration has been approved for the first three years of this tenure.

The necessary information requires under Schedule V is as mentioned below:

I. GENERAL INFORMATION

(1)	Nature of Industry	Pee Cee Cosma Sope Ltd engaged in the business of manufacturing, sale, purchase of detergent cake, cleaning preparation, soap chips, detergent powder and various toiletry and other products.	
(2)	Date or expected date of commencement of commercial production	The Company is already in existence and is in operation since its inception in 1986.	
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
(4)	Financial Performance of the Company for last 2 years is given below:		
Particulars		Financial Year ended	
		31 st March, 2024	31 st March, 2023
		(Amount in Rs lacs)	
Net Revenue from Operation		13364.31	12451.67
Other Income		60.34	53.39
Total Income		13424.65	12505.06
Total Expenditure		12019.19	12171.79

Profit before tax	1405.46	333.27
Provision for tax	361.09	84.65
Profit after tax	1044.37	248.62
Paid-up Share Capital	264.63	264.63
Reserves and Surplus (excluding revaluation reserve)	3763.84	2772.40
(5) Export performance and net foreign exchange collaborations	The Company is not in exports.	
(6) Foreign investments or collaborators, if any	There was no Foreign investments of foreign collaborations.	

II. INFORMATION ABOUT THE APPOINTEE

(1)	Background details	Shri Mayank Jain is highly educated and running sister concern of the Company in the same line of business. He has more than 20 years of experience in soap and detergent business and other FMCG sector business.
(2)	Past remuneration	<p>Monthly Salary: Rs.2,80,000 with a yearly increment of Rs.15,000 per month only whether paid as Salary, allowance(s) etc.</p> <p>Perquisites:</p> <ul style="list-style-type: none"> a) Gas, Electricity, Water and Furnishings: The expenditure incurred by the company on Gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. b) Medical Reimbursement: Expenses incurred for self and his family. c) Leave Travel Concession: Leave as per rules of the company. Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the company. d) Club Fees: Fees of clubs subject to a maximum of two clubs. e) Medical Insurance: Medical Insurance for self and his family.

		<p>Additional Benefits</p> <p>a) Car: Provision for use of Car for Company's business purposes and partly for personal or private purposes.</p> <p>b) Telephone: Provision of Mobile phone and telephone at residence will not be considered as a perquisite but the company shall bill personal long distance calls.</p> <p>c) Entertainment Expenses: Reimbursement of entertainment expenses actually and properly incurred for the business of the company subject to a reasonable ceiling as may be fixed from time to time.</p> <p>In the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.</p>
(3)	Recognition or awards	Shri Mayank Jain is a man of rich experience in Soap and detergent industry and real estate industry.
(4)	Job profile and his suitability	Shri Mayank Jain, being the Whole-time Director of the Company is entrusted with substantial powers in relation to normal business matters. He is having rich experience of over 20 years in FMCG sector.
(5)	Remuneration proposed	<p>Maximum Salary upto Rs. 5,00,000 per month (may be altered and varied from time to time by the Board and its Committees as it may, in its discretion, deem fit within the maximum limit).</p> <p>Annual increment in salary, not exceeding 20% per month as may be sanctioned by the Board will be effective from 1st April each year.</p> <p>Perquisites:</p> <p>a) Gas, Electricity, Water and Furnishings: The expenditure incurred by the company on Gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962.</p> <p>b) Medical Reimbursement: Expenses incurred for self and his family.</p> <p>c) Leave Travel Concession: Leave as per rules of the company. Leave Travel</p>

		<p>Concession for self and family once in a year incurred in accordance with the rules of the company.</p> <p>d) Club Fees: Fees of clubs subject to a maximum of two clubs.</p> <p>e) Medical Insurance: Medical Insurance for self and his family.</p> <p>Additional Benefits</p> <p>a) Car: Provision for use of Car for Company's business purposes and partly for personal or private purposes.</p> <p>b) Telephone: Provision of Mobile phone and telephone at residence will not be considered as a perquisite but the company shall bill personal long distance calls.</p> <p>c) Entertainment Expenses: Reimbursement of entertainment expenses actually and properly incurred for the business of the company subject to a reasonable ceiling as may be fixed from time to time.</p> <p>In the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.</p>
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	The appointee is the main promoter of the Company. Save as the managerial remuneration he does not have any other material pecuniary relationship with the Company.

III. OTHER INFORMATION

(1)	Reasons for loss or inadequate profits	The Company is in profit. However fixed remuneration is proposed to be paid as minimum remuneration in the event of loss/absence/inadequacy of profits due to unavoidable circumstances.
(2)	Steps taken or proposed to be taken for improvement	The Company is taking cost cutting measures and exploring new avenues of business to improve profitability
(3)	Expected increase in productivity and profits in measurable terms	The company is expected to have improved sales and profitability figures in the next financial years.

Aforesaid re-appointment of and payment of remuneration to Shri Mayank Jain as Whole-time Director of the Company is subject to the approval of the Members of the Company. Your approval is solicited to the resolution at item no. 1 of the notice.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company except Mr Mayank Jain and his relative are concerned and interested, financially or otherwise, in this resolution.

**By order of the Board
For Pee Cee Cosma Sope Limited**

**Sd/
Ankur Jain
Managing Director
DIN: 00172356**

**Date: 19th May, 2025
Place: Agra**

ANNEXURE TO NOTICE

DISCLOSURE REGARDING APPOINTMENT & RE-APPOINTMENT OF DIRECTORS

[Pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]

**Excludes Directorships in Associations, Foreign and Section 8 Companies.*

Particulars	Mayank Jain
Director Identification Number (DIN)	00112947
Father's Name	Late Shri Mahendra Kumar Jain
Date of Birth/ (Age)	13.11.1976 (49 years)
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	30.08.2019
Address	119, Jaipur House, Shahganj, Agra- 282010, Uttar Pradesh
Designation	Whole-Time Director
Education/Qualification	M.B.A
Nature of Expertise /Experience (including nature of expertise in specific functional areas)/ Brief Resume	He has vast experience of over 20 years in FMCG sector.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Please Refer Notice and Explanatory Statement.
Relationships between the Directors inter-se	Nil
No. of Board Meetings attended during the FY 2024-25 (upto the date of Postal Ballot notice)	4
Terms and conditions of Appointment/Reappointment	Please Refer Notice and Explanatory Statement
Companies in which holds Directorship*	5
Chairmanship/ membership of Committees of the Company	Nil
Chairmanship/ membership in Committees of Board of Directors of other Indian Public Companies	Nil
Listed entities from which has resigned in the past three years.	NA
Shareholding in the Company (No. & %)	65,500 equity shares of Rs. 10/- each & (2.48 %)
Details of Remuneration sought to be paid	Please Refer Notice and Explanatory Statement.
Remuneration last drawn (including sitting fees, If any) (Per Annum)	Please Refer Notice and Explanatory Statement.