



THE COSMOS CO-OP. BANK LTD.

(Multistate Scheduled Bank)

NOTICE OF 114TH ANNUAL GENERAL MEETING (ONLY FOR SHAREHOLDERS)

Notice is hereby given that the 114th Annual General Meeting (AGM) of the Members of the Bank will be held at Cosmos Tower, Plot No. 6, ICS Colony, University Road, Ganeshkhind, Shivajinagar, Pune-411 007 on Monday, 23rd November 2020, at 11.00 a.m. through Other Audio Visual Means (OAVM) / Video Conferencing (VC) in compliance with the circular no. R-11017/101/2015-L&M dtd. 25th August 2020 issued by Director (Co-operation) with the approval of Central Registrar, Co-operative Societies, New Delhi regarding guidelines on conduct of AGM by Multistate Co-operative Banks, to transact the following business:

1. To confirm the minutes of the 113th Annual General Meeting held on 4th August 2019 and take note of the minutes of Special General Meeting held on 22nd December 2019.
2. A) To consider and adopt-
 - i) Annual Report for the year 2019-2020.
 - ii) Profit and Loss Account for the year ended 31st March 2020.
 - iii) Balance Sheet as on 31st March 2020.B) To review actual utilization of reserves and other funds during the year 2019-2020.
3. To consider the Report of Statutory Auditors and compliance thereof for the year 2019-2020.
4. To appoint Statutory Auditors for the year 2020-2021 and to authorize Board of Directors to decide their remuneration.
5. To take note of the loans and advances outstanding from the Directors and their relatives during the year 2019-2020 (vide section 39 (3) of the Multistate Co-operative Societies Act, 2002).
6. To consider and adopt amendments proposed by Board of Directors to the existing Bye-Laws of the Bank.
7. To sanction leave of absence to those members of the Bank, who are unable to attend 114th Annual General Meeting through OAVM / VC.
8. Any other subject, with the permission of the Hon. Chairman.

Notes:

- A. In view of Covid-19 pandemic, the Central Registrar, Co-operative Societies, New Delhi vide its circular dated 25th August 2020 bearing reference number R-11017/101/2015-L&M, has permitted Multistate Co-operative Banks to hold the Annual General Meeting (AGM) through Other Audio Visual Means (OAVM) or Video Conferencing (VC), without physical presence of Members. In compliance with the terms and conditions mentioned in the said circular, the AGM of the Bank is proposed to be held through OAVM / VC. If the said AGM is interrupted due to any unforeseen circumstances viz technical fallout/network failure, etc. then the meeting will be continued immediately as soon as the system is restored, on the same web platform.
- B. Members are requested to login 30 minutes before the scheduled time of the meeting.
- C. The quorum required for the AGM will be as per the Bye-laws of the Bank. If, within half an hour after the time appointed for the meeting, the quorum is not formed, the meeting would stand adjourned and this adjourned meeting shall be held either on the same day or any other date, time and place as may be decided by the Chairman or the Board Member presiding over the meeting in his absence. In the resumed adjourned meeting, only the business mentioned in the Notice of the Meeting may be transacted irrespective of the quorum.
- D. The AGM will be conducted through OAVM/VC only and Members need not visit the venue of the AGM mentioned above.
- E. In compliance with above referred circular, e-voting (remote voting) system is made available to members for voting on subject matters of AGM. The Bank has appointed National Securities Depository Limited (NSDL) for this purpose.
- F. The detailed notice of AGM and Annual Report 2019-2020 is available on the Bank's website www.cosmosbank.com.
- G. For updating e-mail address and mobile number for 114th AGM, Members were requested to register their email ID and mobile No. with the Bank. However those members who have not yet registered their e-mail ID & mobile number till date are once again requested to submit the same on 114agm@cosmosbank.in on or before 31st October 2020 through its registered e-mail ID. Please note that requests received and updated after 31st October 2020 shall not be eligible for participation in the 114th AGM.
- H. Institutional / Corporate Members (i.e. other than Individuals /HUF) are required to send a scanned copy (PDF/JPEG Format) of its Board or governing body Resolution / authorization etc. authorizing its representative to attend the AGM through OAVM / VC on its behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the 114agm@cosmosbank.in and to the Scrutinizer by e-mail on mandevazecs@gmail.com with a copy marked to evoting@nsdl.co.in through its registered e-mail address. with attested specimen signature

of the duly authorized signatory(ies) who are authorized to vote on or before 31st October 2020

- I. Members who would like to express their views or speak during the AGM may register themselves as speaker by sending their request from registered e-mail address mentioning their Name, Member Number, Mobile Number to question@cosmosbank.in at least 8 days prior to the date of AGM i.e. up to 16th November, 2020. Only those Members, who have registered themselves as speakers, will be allowed to express their views / speak during the AGM. The Chairperson of the Bank reserves the right to limit the number of speakers depending on availability of time. Any request received after the aforesaid time shall not be considered.
- J. All documents related to the business to be transacted at the AGM will be available for inspection at the Head Office of the Bank. Interested Members may please send their request by email to annualreport@cosmosbank.in at least 15 days prior to the date of AGM, i.e. up to 9th November, 2020.
- K. No member shall be permitted to vote by proxy.
- L. Shareholders who are members of the Bank as on 31st March 2020 are eligible to cast their vote through remote e-voting system.
- M. **CS Shweta Mande**, practicing Company Secretary (FCS 6716 and CP 5447) has been appointed by the Bank as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- N. In case of joint membership, the person whose name stands first in the share certificate, if present, shall have the right to vote. But in his absence, the person whose name stands second in the share certificate, who is present for AGM through OAVM/VC and who is not a minor and is eligible to vote as per the provisions of the Bye-law of the Bank, shall have a right to vote.
- O. Members who have not encashed their dividends for the financial year 2016-17 are requested to do so immediately, They are requested to please note that if the dividend is not encashed on or before 30th July 2021, it would stand forfeited by the Bank and the proceeds thereof would be transferred to the Banks Reserve Fund, as per the provision of the Banks Bye-law No.48 (iv). This intimation by the Bank may be treated as the final notice to the concerned members who are yet to encash their dividends.
- P. AGM shall be convened through OAVM/VC in compliance with provisions of applicable laws read with circular mentioned in point no A. Therefore Notice of the AGM is being sent only through electronic mode to those Members whose e-mail ID and Mobile No. is registered with the Bank.
- Q. The Members can join the AGM through OAVM/VC by following the procedure mentioned in the Notice:-

Step and process to join and vote at the AGM through OAVM/VC:-

The way to attend the meeting and vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 ‘Members’ section.
3. A new screen will open wherein you will have to enter your User ID, your Password which is provided by NSDL on your registered e-mail ID. Further you will also have to verify as per the verification code shown on the screen.
4. Your User ID details as provided by NSDL will comprise of E-Voting Event Number (EVEN) followed by Member No. as given below:

For example your User ID will be:

If Member Number is 001* and EVEN is 114771 then User ID is 114771001*****

5. Your password details are given below:
 - a) 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 by NSDL. Once you retrieve your initial password you need to enter the initial password and the system will force you to change your password.
 - b) How to retrieve your ‘initial password’?
 - (i) If your e-mail ID is registered with the Bank, your initial password is communicated to you on your email – ID. Trace the e-mail sent to you from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 7 digit Folio Number (Registration Number) for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial Password’.
 - (ii) Process for those members whose e-mail IDs are not registered with the Bank for procuring user ID & password and Registration of e-Voting for the resolution set out in this notice, are requested to provide Member No., full Name of Member, scanned copy of the photo ID approved by The Govt. Of India to

114agm@cosmosbank.in. The time limit for such Registration will be 31th October 2020.

6. If you are unable to retrieve or have not received the “initial Password” or have forgotten your password:
 - a) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by above mentioned options, you can send a request at evoting@nsdl.co.in mentioning your Name, Member Number, Date of Birth, PAN, and your registered address.
 - c) 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.

Details of Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then clicking on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Bank for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. 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 “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.
10. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at the download section of www.evoting.nsdl.com or call on toll free no : 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager NSDL on pallavid@nsdl.co.in or evoting@nsdl.co.in or call at 022-24994545

OTHER INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH OAVM/VC ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com/> under members login by using the remote e-voting credentials, The link for VC/OAVM will be available in members login where the EVEN of Bank will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the user ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. A member shall not have more than one vote irrespective of the number of shares held.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

R. The chronology for conducting AGM through OAVM / VC is as below:-

- Monday, 23rd November, 2020 - 11.00 a.m. to 01.00 p.m. - Chairman's Speech and Introduction to Agenda.
- Monday, 23rd November, 2020 - 11.00 a.m. to 05.00 p.m. and Tuesday, 24th November 2020 - 09.00 a.m. to 03.00 p.m. - Members can post query/questions on question@cosmosbank.in electronically.
- Wednesday, 25th November, 2020 - 03.00 p.m. to 05.00 p.m. – The Bank will reply to queries/questions raised by the Members to their respective e-mail ids and the same will be posted on the Bank's Website which will be available to view on the same day between 3.00 pm to 7.00 p.m.
- Thursday, 26th November, 2020 - 09.00 a.m. to Friday, 27th November, 2020 - 05.00 p.m. - Remote e-Voting period.
- The remote e-Voting module shall be disabled by NSDL for voting after the cut-off time and date. Therefore, please note that Members will not be able to cast their vote after the scheduled time.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM through OAVM / VC, unblock the votes cast through remote e-Voting in the presence of two witnesses not in the employment of the Bank and make, within a period not exceeding 24 hours of conclusion of the e-Voting on 27th November 2020, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Chairman of the Bank or a person authorized by him in writing, who shall countersign the same.

- The Chairman or the authorized person shall declare the results of the e-Voting on next working day upon receipt of the report from Scrutinizer and declare along with the report of the scrutinizer on the website of the Bank/NSDL.

Members who need assistance before or during the AGM through VC/OAVM, can contact NSDL on evoting@nsdl.co.in or contact Mr. Pratik Bhatt, Assistant Manager at 022-24994738/ or Ms Pallavi Mhatre, Manager or Mr Amit Vishal at 022-24994360 NSDL. Alternatively, the members can also write to, national Securities Depository Limited, Trade World 'A' Wing, 4th Floor. Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013

BY ORDER OF THE BOARD OF DIRECTORS
Sd/-

Place : Pune (Maharashtra)

I/C Managing Director

Date : 20th Oct. 2020

Registered Office

'Cosmos Tower', Plot No.6, ICS Colony, University Road, Ganeshkhind,
Pune – 411 007