

Cosan Ltd.
Form 6-K
June 22, 2009

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

For the month of June 2009

Commission File Number: 1-33659

COSAN LIMITED
(Translation of registrant's name into English)

Av. Juscelino Kubitschek, 1726 – 6th floor
São Paulo, SP 04543-000 Brazil
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form X	Form
20-F	40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes	No	X
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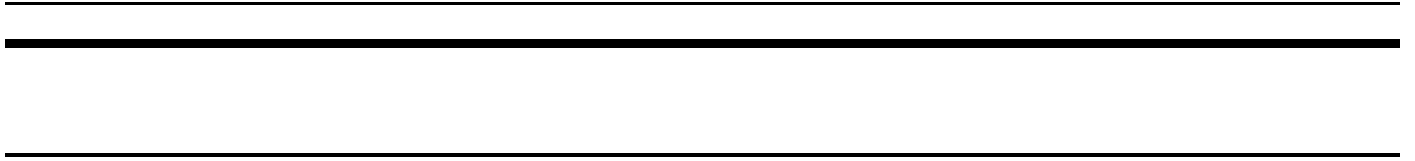
Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes	No	X
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Indicate by check mark whether by furnishing the information contained in this Form, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes	No	X
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If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A



COSAN LIMITED

Item

1. Minutes of the meeting of the Board of Directors of Cosan Limited held on June 19th, 2009
2. Minutes of the meeting of the Board of Directors of Cosan S.A. Indústria e Comércio held on June 19th, 2009
3. Minutes of the Extraordinary General Meeting of Shareholders of Cosan S.A. Indústria e Comércio held on June 18th, 2009
4. Private Instrument of Shareholders' Agreement of Cosan S.A. Indústria e Comércio

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COSAN LIMITED

Date: June 22, 2009

By: /s/ Marcelo Eduardo Martins
Name: Marcelo Eduardo Martins
Title: Chief Financial and
Investor Relations Officer

Item 1

MINUTES of the meeting of the board of directors (the “Board”) of Cosan Limited (the “Company”), held at Av. President Juscelino Kubitschek, 1276, 6th Floor, São Paulo, SP, Brazil on June 19th , 2009 at 10 am (the “Meeting”).

Present: Mailson Ferreira da Nóbrega, Class I Director
José Alexandre Scheinkman, Class I Director
George E. Pataki, Class I Director

Marcus Vinicios Pratini de Moraes, Class II Director
Marcos Marinho Lutz, Class II Director
Marcelo de Souza Scarcela Portela, Class II Director
Burkhard Otto Cordes, Class II Director

Rubens Ometto Silveira Mello, Class III Director
Pedro Isamu Mizutani, Class III Director
Marcelo Eduardo Martins, Class III Director
Luiz Henrique Fraga, Class III Director

1. Chairman

Rubens Ometto Silveira Mello was elected chairman of the Meeting (the “Chairman”) and Marcelo Eduardo Martins acted as secretary (the “Secretary”).

2. Notice

The notice convening the Meeting was taken as read and the Chairman reported that notice had been given to all of the directors in accordance with the bye-laws and that a quorum was present.

3. Minutes

The reading of minutes of previous meetings was deferred.

4. Change of Corporate Administrator

It was noted that on 19th June 2009 Appleby Services (Bermuda) Ltd. had formally been requested to resign as corporate administrators to the Company.

It was RESOLVED that the resignation of Appleby Services (Bermuda) Limited be and is hereby accepted in advance effective on the date of the relevant resignation letters are received by the Company (the “Effective Date”).

It was FURTHER RESOLVED that Compass Administration Services Ltd. be and is hereby appointed as corporate administrators to the Company with effect from the Effective Date.

5. Corporate Administration Services Agreement

It was RESOLVED that, with effect from the Effective Date;

- i) Compass Administration Services Ltd. (“CASL”) be and is hereby appointed as provider of the Company’s corporate secretarial and administration services in place of Appleby Services (Bermuda) Limited.
- ii) the Company be and is hereby authorised to enter into a corporate services agreement (the “Agreement”) with CASL, an affiliate of the law firm of Attride-Stirling & Woloniecki, and that any director or officer be and is hereby authorised to execute the Agreement for and on behalf of the Company; and
- iii) the fee payable to CASL for the provision of corporate administrative services be established having regard to the work done, but at a minimum fee of \$7,500 per annum.

6. Resignation & Appointment of Officers

It was RESOLVED that the resignation of Appleby Services (Bermuda) Ltd. as company secretary with effect from the Effective Date, be and is hereby accepted.

It was FURTHER RESOLVED that Compass Administration Services Ltd. (“CASL”) be and is hereby appointed assistant secretary of the Company with effect from the Effective Date, to hold office until the election of the next board of directors or until their appointment is terminated in accordance with the bye-laws.

7. Resignation and Appointment of Resident Representative

It was RESOLVED that the resignation of as the current resident representative of the Company, with effect from the Effective Date, be and is hereby accepted.

It was FURTHER RESOLVED that, with effect from the Effective Date, Neil Horner be and is hereby appointed resident representative of the Company, to hold

office until the election of the next board of directors or until his appointment is terminated in accordance with the bye-laws.

8. Change of Registered Office

It was RESOLVED that, with effect from the Effective Date, the registered office of the Company be changed from Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda to Crawford House, 50 Cedar Avenue, Hamilton HM 11, Bermuda.

It was FURTHER RESOLVED that, with effect from the Effective Date, the assistant secretary of the Company be and is hereby authorised to file the notice of change of registered office with the Registrar of Companies.

It was FURTHER RESOLVED that Maria Rita de Carvalho Drummond be authorised to give effect to all the resolutions set out in paragraphs 4 to 8 above prior to, during and after the Effective Date, including authority to instruct CASL to file all relevant letters and notices.

9. Increase of Maximum Number of Directors

The Chairman noted that Bye-law 23.12 fixed the maximum number of directors at 11. It was further noted that the Board had power to increase the maximum number as the Board by resolution may from time to time determine.

It is RESOLVED that the maximum number of directors for the purposes of bye-law 23.12 be increased from 11 to 13 with effect from the date of this meeting.

10. Special general meeting to appoint Directors

The Chairman noted that the company proposed to appoint two additional directors to the board.

It is RESOLVED that a special general meeting be convened pursuant to bye-law 18.1 and that notices of the special general meeting be circulated to the shareholders.

In accordance with bye-law 23.9.1, it is RESOLVED that the appointment of two new directors be recommended by the Board to the special general meeting and that these individuals be nominated for election pursuant to bye-law 23.13, as per the names included in the notice for Shareholders Meeting.

11. Declaration of Interests

The Chairman noted that Neil Horner is associated with the law firm of Attride-Stirling & Woloniecki ("ASW") and/or its affiliated company, CASL and as such, the

aforementioned person has an interest declarable under section 97 of the Companies Act 1981, which interest has been declared.

It is RESOLVED that the interests of Neil Horner and any persons elected or appointed in the future as a director or officer of the Company who are associated with ASW and/or CASL, in any contract involving ASW or CASL, be and are hereby noted as declared.

12. Sale of Aviation Fuel Business

The Chairman advised that Cosan S.A. Indústria e Comércio (“Cosan”) had concluded negotiations with Shell Brasil Ltda. for the purchase of 100% of the aviation fuel business of Cosan Combustíveis e Lubrificantes S.A., a subsidiary of Cosan. The transaction closed on 18th June 2009.

The Chairman advised that Cosan had given indications in the past of its intention to sell the aviation fuel business (and other non-core assets), since it is not considered a strategic activity.

It was RESOLVED that the negotiations with Shell Brasil Ltda. for the purchase of 100% of the aviation fuel business of Cosan Combustíveis e Lubrificantes S.A., a subsidiary of Cosan, be and is hereby approved, ratified and confirmed.

It was FURTHER RESOLVED that the actions of the directors and officers taken in connection with above mentioned transaction be and are hereby approved, ratified and confirmed and any further actions required to be taken by the directors and officers of the Company to give effect the above resolution be and are hereby authorised and approved.

13. Nova America S.A. Agroenergia Merger

The Chairman advised that Nova America S.A. Agroenergia (“NAA”) will merge into Cosan. He advised the Board that Cosan signed a binding memorandum of understanding with Rezende Barbosa S.A. Administração e Participações (“Rezende Barbosa”), the controlling shareholder of NAA and of certain other assets related to the trading, logistics and industrialization of sugar and ethanol, as well as to the cogeneration of energy (“Nova America”), to enable a corporate reorganization of both groups that will result in the combination of the activities in the sugar-ethanol sector of Cosan and Nova America through, the merger of Nova America into Cosan (“Corporate Reorganization”). The merger is effective as of June 18th, 2009.

It was RESOLVED that the entering into of the Memorandum of Understandings by Cosan with Rezende Barbosa and the Corporate Reorganization, be and are hereby approved, ratified and confirmed.

It was FURTHER RESOLVED that the actions of the directors and officers taken in connection with above mentioned transaction be and are hereby approved, ratified and confirmed and any further actions required to be taken by the directors and officers of the Company to give effect the above resolution be and are hereby authorised and approved.

14. Enter into Guarantees with Banks on behalf of Nova America S.A. Agroenergia

The Chairman advised that following the merger of Nova America S.A. Agroenergia (“NAA”) into Cosan, the Company will become the new guarantor in financings provided by the banks (“Banks”) listed below. It should be noted that NAA will continue to exist and be the debtor under such financings.

Bank	Approximate Value in Million Reais of each Guarantee
Banco do Brasil S.A.	121.107
BNDES	15.193
Banco Bradesco S.A.	222.514
Citibank	43.112
Banco Itau BBA S.A.	336.044
Safra	0.118
Banco Santander S.A.	161.123
Banco Votorantim S.A.	132.117
Banco Fibra S.A.	13.571
Banco Daimler Chrysler	0.416
Banco Volkswagen	0.123

It was RESOLVED to approve the Company becoming the new guarantor for the above mentioned Banks in the aggregate amount of up to R\$1,052,000,000.00 (one billion and fifty two million reais).

It was FURTHER RESOLVED that the actions of the directors and officers taken in connection with above mentioned transaction be and are hereby approved, ratified and confirmed and any further actions required to be taken by the directors and officers of the Company to give effect the above resolution be and are hereby authorised and approved.

15. Issuance of New Bond

The Chairman advised that there is a market opportunity for issuance of a bond in the international capital markets by a subsidiary of the Company in an aggregate amount of up to US\$350 million.

It was RESOLVED to approve the issuance of the bond issuance by a subsidiary of the Company together with guarantees from any affiliate thereof.

It was FURTHER RESOLVED that the actions of the directors and officers taken in connection with above mentioned transaction be and are hereby approved.

16. Pre-Export Finance

The Chairman advised that a subsidiary of the Company may enter into negotiations for a pre-export financing in an aggregate principal amount of up to US\$500 million, including the new operations of Nova America. (“Pre-Export Finance”).

It was RESOLVED to approve the Pre-Export Finance by a subsidiary of the Company.

It was FURTHER RESOLVED that the actions of the directors and officers taken in connection with above mentioned transaction be and are hereby approved.

17. Financial Statement and Deferred Income Taxes

The Chairman submitted Cosan S.A. Industria e Comércio’s results and the budget for the next financial year and a technical study for the realization of the deferred income taxes for the Board’s consideration.

It was RESOLVED to approve the above mentioned matters.

It was FURTHER RESOLVED that the actions of the directors and officers taken in connection with above mentioned be and are hereby approved.

18.

Close

There being no further business to come before the Meeting the proceedings then concluded.

Rubens Ometto Silveira Mello
Chairman

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Item 2

COSAN S.A. INDÚSTRIA E COMÉRCIO

C.N.P.J. No. 50.746.577/0001-15
N.I.R.E. 35.300.177.045

Ata de Reunião do Conselho de Administração,
Realizada em 19 de junho de 2009

1. Data, Horário e Local da Assembléia: Realizada aos 19 dias do mês de junho de 2009, às 10 horas, no escritório administrativo da Companhia, na Avenida Juscelino Kubitschek, 1726, 6º andar, Cidade de São Paulo, Estado de São Paulo.

2. Presenças: Presentes todos os membros do Conselho de Administração da Companhia, a saber: Srs. Rubens Ometto Silveira Mello, Presidente do Conselho de Administração, Pedro Isamu Mizutani, Vice-Presidente do Conselho de Administração, Burkhard Otto Cordes, Marcelo Eduardo Martins; Sylvio Ricardo Pereira de Castro, Marcus Vinícius Pratini de Moraes, Maílson Ferreira da Nóbrega, Serge Varzano and Pedro Luiz Cerize.

3. Convocação: Realizada por mensagem eletrônica e dispensada a publicação em face da presença de todos os membros.

4. Mesa: Presidente: Rubens Ometto Silveira Mello; Secretário: Pedro Isamu Mizutani.

COSAN S.A. INDÚSTRIA E COMÉRCIO

C.N.P.J. No. 50.746.577/0001-15
N.I.R.E. 35.300.177.045

Minutes of the Board of Directors Meeting,
Held on June 19th, 2009

1. Date, Time and Place: Held on the 19th day of June of 2009, at 10 a.m., at the Company's administrative offices located at Avenida Juscelino Kubitschek, 1726, 6th floor, in the City of São Paulo, State of São Paulo.

2. Attendance: All members of the Company's Board of Directors were present, Messrs. Rubens Ometto Silveira Mello, Chairman of the Board of Directors, Pedro Isamu Mizutani, Vice-Chairman of the Board of Directors, Burkhard Otto Cordes, Marcelo Eduardo Martins; Sylvio Ricardo Pereira de Castro, Marcus Vinícius Pratini de Moraes, Maílson Ferreira da Nóbrega, Serge Varzano and Pedro Luiz Cerize.

3. Summons: By electronic mail and released the publication call notice once all members of the Company's Board of Directors are present.

4. Chair: President: Rubens Ometto Silveira Mello; Secretary: Pedro Isamu Mizutani.

5. Ordem do Dia: O Sr. Presidente esclareceu que a presente reunião tinha por finalidade deliberar sobre a seguinte ordem do dia: (i) aprovar as Demonstrações Financeiras e Relatório da Administração correspondentes ao exercício social encerrado em 31 de março de 2009; (ii) aprovar o estudo técnico relativo ao Imposto de Renda e Contribuição Social diferidos; (iii) aprovar o orçamento de capital para o exercício social a encerrar em 31 de março de 2010; (iv) aprovar operações de emissão de dívida pela Companhia e/ou suas controladas; (v) consignar a renúncia do Conselheiro de Administração Serge Varsano, manifestada por escrito nesta data; e (vi) eleger membro para ocupar o cargo vago do citado Conselheiro, no Conselho de Administração, por indicação do Presidente, nos termos do Parágrafo Único do artigo 18 do Estatuto Social.

6. Deliberações Tomadas pela unanimidade dos membros:

I) Apresentadas as Demonstrações Financeiras e o Relatório da Administração correspondentes ao exercício social encerrado em 31 de março de 2009 da Companhia, os mesmos foram aprovados sem ressalvas.

II) Apresentado o estudo técnico preparado com o intuito de respaldar a realização do Imposto de Renda e Contribuição Social diferidos, o mesmo foi aprovado sem ressalvas.

5. Agenda: The Chairman clarified that the purpose of the present meeting was to deliberate on the following agenda: (i) to approve the Financial Statements and Management Report for fiscal year ended March 31, 2009; (ii) to approve the technical study used to support the realization of Deferred Income Taxes; (iii) to approve the capital budget for fiscal year to be ended March 31, 2010; (iv) to approve new debt issuance by the Company and/or its affiliates; (v) record the withdrawal from the Board of Directors of Serge Varsano, as written letter dated from today; and (vi) nominate a member to occupy the vacant position above mentioned at the Board of Directors, by indication of the President, according to the sole paragraph from article 18 from Company's By Law.

6. Deliberations Agreed by the totality of the members:

I) It was presented to the members the Financial Statements and Management Report for fiscal year ended March 31, 2009, which were approved without any remarks.

II) It was presented to the members technical study used to support the realization of Deferred Income Taxes, which was approved without any remarks.

III) Apresentado o orçamento de capital para o exercício social a encerrar em 31 de março de 2010, o mesmo foi aprovado sem ressalvas.

IV) Apresentado o projeto de emissão de dívida pela Companhia e/ou suas controladas no valor de até US\$ 350 milhões de dólares, o mesmo foi aprovado sem ressalvas.

V) Os presentes tomaram conhecimento do pedido de renúncia formulado pelo conselheiro Serge Varsano, conforme correspondência deste, datada nesta data.

VI) Ato contínuo, o Presidente do Conselho de Administração, no exercício de suas funções e nos termos do § único do Artigo 18 do Estatuto Social, nomeou para o cargo vago em decorrência da renúncia acima mencionada, o Sr. ROBERTO DE REZENDE BARBOSA, brasileiro, casado, empresário, portador da cédula de identidade RG/SSP/SP n° 3.431.622, inscrito no CPF sob o n° 368.376.798-72, residente na Fazenda Nova América, s/n°, Bairro Água da Aldeia, no município de Tarumã, Estado de São Paulo, cujo mandato deve vigorar até o fim do mandato unificado dos demais conselheiros, eleitos na Assembléia Geral Ordinária de 29.08.2008.

III) It was presented to the members the capital budget for fiscal year to be ended March 31, 2010, which was approved without any remarks.

IV) It was presented to the members the new debt issuance by the Company and/or its affiliates in an amount of up to US\$ 350 million.

V) The members were made aware of the withdrawal request from office by Mr. Serge Varsano, as written letter dated from today.

VI) The Chairman of the Board of Directors, according to his functions and paragraph unique from article 18 from Company's By Law, elected to join the vacant position above mentioned, Mr. ROBERTO DE REZENDE BARBOSA, Brazilian, married, businessman, bearer of the Identity Card RG/SSP/SP nr. 3.431.622 and CPF/MF nr. 368.376.798-72, resident at Fazenda Nova América, no number, Bairro Água da Aldeia, in the city of Tarumã, State of São Paulo, whose mandate shall be in force until the end of the other counselors' unified mandate, elected at Ordinary General Assembly dated August 29th, 2008.

7. Encerramento: Nada mais havendo a ser tratado, o Sr. Presidente deu por encerrada a reunião, da qual se lavrou a presente ata que, lida e achada conforme, foi por todos assinada.

São Paulo (SP), 19 de junho de 2009.

7. Adjournment: There being no further business to conduct, the Chairman adjourned the meeting, from which the present minutes were written up, which after being read and found in conformity, were signed by all those present.

São Paulo, June 19th, 2009.