

CFL/SEC/SE/PS/2020-21/DEC/03

December 29, 2020

The Manager (Listing) Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code: 508814	The Manager (Listing) National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex Mumbai-400 051 Security ID: “COSMOFILMS”
---	--

Dear Sir

**Sub: Extinguishment of equity shares in connection with the Buyback of 12,67,361 equity shares of INR 10/- each ("Equity Share") of Cosmo Films Limited ("Company")**

In compliance with Regulation 11 of SEBI (Buyback of Securities) Regulations 2018 (“Buyback Regulations”), this is to inform you that the Company has extinguished 12,67,359 fully paid up equity shares of Re. 10/- each (in dematerialized form) and 2 fully paid up equity shares of Re. 10/- each (in physical form) as a result of the conclusion of buyback of 12,67,361 equity shares.

We also enclose a copy of the letter dated December 24, 2020 from Central Depository Services Limited confirming the extinguishment of shares and a copy of the certificate dated December 28, 2020 relating to extinguishment of 12,67,361 equity shares in accordance with the provisions of Regulation 11 of the Buyback Regulations.

In view of the above, the Pre and Post Buy Back capital structure of the Company is as stated below:

Particulars	Pre-Buyback		Post-Buyback	
	No of Equity Shares	Aggregate value at face value of ₹ 10 each (In ₹)	No of Equity Shares	Aggregate value at face value of ₹ 10 each (In ₹)
<b>Authorised share capital</b>	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
<b>Issued, subscribed and fully paid up share capital</b>	1,94,40,076	19,44,00,760	1,81,72,715	18,17,27,150

Further, we would like to confirm that the above extinguishment has been done as per the provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

The number of Equity Shares bought back and the post-Buyback shareholding pattern were disclosed in the Post Buyback Public Announcement dated December 22, 2020 which was published and submitted for your records on December 23, 2020. The same has been reproduced in the ‘Annexure A’ for ease of reference.

You are requested to take the same on your records.

Thanking You

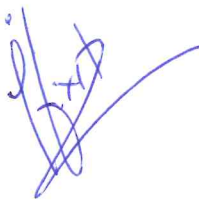
Yours faithfully  
For Cosmo Films Limited

  
Jyoti Dixit  
Company Secretary & Compliance Officer

Encl: a/a

The shareholding pattern of the Company, prior to the Buy-back (as of the Record Date, being November 9, 2020) and post the completion of the Buy-back is as follows:

Particulars	Pre-Buyback		Post Buyback	
	No. of Equity Shares	% to the existing Equity Share Capital	No. of Equity Shares	% to the post-Buy back Equity Share Capital
Promoters, promoter group and persons acting in concert (Collectively "the Promoters")	85,82,246	44.15	80,38,337	44.23
Foreign Investors (Including Non-Resident Indians, FIIs)	8,88,211	4.57	1,01,34,378	55.77
Financial Institutions/Banks & Mutual Funds promoted by Banks/Institutions and Insurance Companies	2,93,598	1.51		
Others (Public, Public Bodies Corporate etc.)	96,76,021	49.77		
<b>Total</b>	<b>1,94,40,076</b>	<b>100.00</b>	<b>1,81,72,715</b>	<b>100.00</b>



**CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY COSMO FILMS LIMITED  
("the Company")**

This certificate is being issued in compliance with the requirements of Regulation 11(iii) of the Securities and Exchange Board of India (Buyback of Securities) regulations, 2018, as amended ("Buyback Regulations") Pursuant to Public Announcement dated October 27, 2020 published on October 28, 2020 and the Letter of Offer dated November 19, 2020, the tendering period for the Buyback of fully paid-up Equity shares of the Company having face value of Rs.10 (Rupees ten only) each ("Equity Shares") from its eligible shareholders commenced from Friday, November 27, 2020 to Friday, December 11, 2020 (both days inclusive). The following are the details of the Equity Shares bought Back by the Company during the said tendering period and extinguished subsequently.

Details of Equity Shares bought back by the Company are as follows:

**A. Particulars of extinguishment of Equity shares bought back in Dematerialised Form:**

Name of the Depository	Date of Extinguishment	DP Name and DP ID	Company's A/C Number	No. of Equity Shares
Central Depository Services (India) Ltd (CDSL)	December 23, 2020	Anand Rathi Share & Stock Broker Limited (12010600)	03982149	12,67,359
<b>Total (A)</b>				12,67,359

**B. Particulars of extinguishment of Equity shares bought back in Physical Form:**

Sr.No.	Registered Folio No.	Certificate No.	Distinctive No. of Equity Shares	No. of Equity Shares Extinguished	Date of Extinguishment
1	28304	101632	7533875 - 7533876	2	December 24, 2020

The total equity shares extinguished in the dematerialised and physical form are as under:

Total number of Equity shares extinguished	12,67,361
--	-----------

It is certified that the above Equity shares of the Company were extinguished in compliance with, and according to the provisions of Regulation 11 of the Buy-back Regulations.



*Ajay*  
*Ad*

<p><b>For Cosmo Films Limited</b></p> <p><i>Ashok</i></p>  <p>Name: Ashok Japuria Chairman &amp; Managing Director (DIN:) 00214707</p>	<p><b>For Cosmo Films Limited</b></p> <p><i>Anil</i></p>  <p>Name: Anil Kumar Jain Wholetime Director (DIN:) 00027911</p>
<p><b>In terms of our certificate attached, For S.N. Dhawan &amp; CO LLP, Chartered Accountants and Statutory Auditors</b> Registration No. 000050N/N500045</p> <p><i>Saxena</i></p>  <p>Name: Rajeev K. Saxena Designation: Partner Membership No. 077974</p>	<p><b>For Link Intime India Private Limited</b> Registrar to the Buyback</p> <p><i>Dnyanesh</i></p>  <p>Name: Dnyanesh Gharote Designation: Vice President</p>
<p><b>For Alankit Assignments Limited</b> Registrar to the Company</p> <p><i>K. Singla</i></p>  <p>Name: K. Singla Designation: Senior Manager</p>	

Date: December 28, 2020

Enclosed: Confirmation from Depository for extinguishment of Equity Shares in dematerialised format.



December 24 , 2020

CDSL/OPS/IPO-CA/2020-21/CA-416357.002

**The Company Secretary,**  
**Cosmo Films Limited**  
1008  
Dlf Tower A  
Jasola District Centre New Delhi, Delhi,  
India - 110025

Dear Sir,

**Sub:- Buyback**

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

CA Seq. No.	ISIN	Type Of Security	Date Effected	No. of Records	No. of Securities
416357.002	Debit ISIN INE757A01017	Cosmo Films Limited - Equity Shares	23-Dec-2020	1	1267359

Thanking you,

Yours faithfully,  
For **Central Depository Services (India) Limited**

**Nilesh Tawde**  
**Deputy Manager – Operations**

**c.c Alankit Assignments Limited**

Digitally signed by Nilesh Aba Tawde  
Date: 2020.12.24 13:01:03 +05:30

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi  
Marg, Lower Parel (East), Mumbai - 400013.

Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443

Website : [www.cdslindia.com](http://www.cdslindia.com)

To,

The Board of Directors  
Cosmo Films Limited  
1008, DLF Tower -A, Jasola District Centre  
New Delhi- 110025

**Independent Auditor's Certificate in respect of extinguishment of equity shares which were bought-back, pursuant to the requirements of Regulation 11 of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) ('Buyback Regulations')**

1. This Certificate is issued in accordance with the terms of our engagement letter dated 18 September 2020.
2. The accompanying declaration relating to extinguishment of equity shares bought back through tender offer by Cosmo Films Limited ('the Company') ('Certificate of Extinguishment') to be submitted pursuant to the requirements of Regulation 11 of the Buyback Regulations, has been prepared by the Company and verified by us.

**Management's Responsibility for the Certificate of Extinguishment**

3. The preparation of the Certificate of Extinguishment is the responsibility of the Management of the Company, including the creation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Certificate of Extinguishment.
4. The Management is responsible for extinguishment/cancellation of equity shares bought back through tender offer including those held in dematerialised form under the Buyback offer during the period from 27 November 2020 to 11 December 2020 as set out in the Certificate of Extinguishment.
5. The Management is also responsible for ensuring extinguishment/cancellation of equity shares and that the Company complies with the requirements of the Buyback Regulations and the Companies Act, 2013 ('the Act') in relation to buy back of equity shares and for providing all the information to the Securities Exchange Board of India.

**Auditors Responsibility**

6. Pursuant to the Regulation 11 of the Buyback Regulations, it is our responsibility to examine and inspect the books and other records of the Company as at 28 December 2020 and certify that the particulars of equity shares bought back and extinguished/cancelled as detailed in the Certificate of Extinguishment are in agreement with the unaudited books of account and other records of the Company as at 28 December 2020.
7. The books and records for the period referred above are subject to audit pursuant to the requirements under the Act.



8. We conducted our examination of the Certificate of Extinguishment in accordance with the Guidance note on Reports or Certificates for Special Purposes, issued by the ICAI ('Guidance Note'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

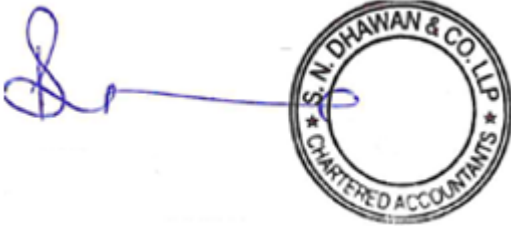
### **Opinion**

10. Based on our examination and inspection as above, to the best of our knowledge and the information and explanations, we certify that the shares bought back through tender offer have been extinguished/cancelled as detailed in the accompanying Certificate of Extinguishment, is in agreement with the unaudited books of account and records of the Company as at 28 December 2020 and the extinguishment is in compliance and in accordance with the provisions of Regulation 11 of the Buyback Regulations.

### **Restriction on Use**

11. This Certificate has been issued at the request of the Company solely for use of the Board of Directors of the Company and for submission to the Securities Exchange Board of India pursuant to the Buyback Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other party to whom our report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For **S.N. Dhawan & CO LLP**  
Chartered Accountants  
Firm Registration No.: 000050N/N500045



**Rajeev K Saxena**  
Partner  
Membership No.: 077974  
UDIN: 20077974AAAAIC5190

Place: Noida  
Date: 28 December 2020