

CFL/SE/2022-23/FEB/11
February 28, 2023

The Manager (Listing) BSE 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: "COSMOFIRST"
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Dear Sir

Sub: Extinguishment of equity shares in connection with the Buyback of 10,09,345 equity shares of INR 10/- each ("Equity Share") of Cosmo First 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 10,09,345 fully paid up equity shares of Re. 10/- each (in dematerialized form) as a result of the conclusion of buyback of 10,09,345 equity shares.

We also enclose a copy of the letter dated February 23, 2023 from Central Depository Services Limited confirming the extinguishment of shares and a copy of the certificate dated February 27, 2023 relating to extinguishment of 10,09,345 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 ₹)
Authorised share capital	6,00,00,000	60,00,00,000	6,00,00,000	60,00,00,000
Issued, subscribed and fully paid up share capital	2,72,59,072	27,25,90,720	2,62,49,727	26,24,97,270

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 February 17, 2023 which was published and submitted for your records on February 18, 2023. 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 First Limited**
(Formerly Cosmo Films Limited)

Jyoti Dixit
Company Secretary & Compliance Officer

Encl: a/a

ANNEXURE-A

The shareholding pattern of the Company, prior to the Buy-back (as of the Record Date, being December 14, 2022) 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-Buyback Equity Share Capital
Promoters, promoter group and persons acting in concert (Collectively “the Promoters”)	12,069,104	44.27	11,654,448	44.40
Foreign Investors (Including Non-Resident Indians, FIIs)	1,944,638	7.13	14,595,279	55.60
Financial Institutions/Banks & Mutual Funds promoted by Banks/Institutions and Insurance Companies	256,795	0.94		
Others (Public, Public Bodies Corporate etc.)	12,630,089	46.33		
Shares held by Employee Trust	358,446	1.31		
Total	27,259,072	100.00	26,249,727	100.00

**STATEMENT OF EXTINGUISHMENT OF EQUITY SHARES BY
COSMO FIRST LIMITED (the "Company")**

The certificate is being issued in compliance with requirements of Regulation 11 of Securities Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("Buyback Regulations").

Pursuant to the Public Announcement dated December 2, 2022 which was published on December 5, 2022 ("Public Announcement"), and the Letter of Offer dated January 18, 2023 ("Letter of Offer"), the tendering period for the Buyback opened on January 27, 2023 and closed on February 9, 2023 ("Tendering Period").

The company bought back 10,09,345 fully paid-up equity shares of the face value of ₹ 10/- each ("Equity Shares"), from its existing shareholders, through tender offer route at ₹ 1,070/- per Equity Share. The following are the details of the Equity Shares bought back by the Company during the Tendering Period and destroyed/ extinguished:

A. EQUITY SHARES IN DEMATERISED FORM:

Name of the Depository	Name of the Depository Participant and DP ID No.	Company's Client ID No.	Date of Extinguishment	Number of Equity Shares Extinguished
Central Depository Services (I) Limited	Anand Rathi Share & Stock Broker Limited DP ID - 12010600	05029068	February 22, 2023	10,09,345

B. EQUITY SHARES IN PHYSICAL FORM: Nil

C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED/DESTROYED (A+B)

Total number of Equity Shares extinguished/destroyed (A+B): **10,09,345 Equity Shares**

This is to certify that the above 10,09,345 Equity Shares were extinguished in compliance with and according to the provisions of Regulation 11 of the Buyback Regulations, as amended from time to time.



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<p>For <i>Cosmo First Limited</i></p>  <p><i>Ashok Jaipuria</i> Ashok Jaipuria Chairman and Managing Director DIN: 00214707</p>	<p>For <i>Cosmo First Limited</i></p>  <p><i>Anil Kumar Jain</i> Anil Kumar Jain Whole-time Director DIN: 00027911</p>	<p>For <i>Cosmo First Limited</i></p>  <p><i>Jyoti Dixit</i> Jyoti Dixit Company Secretary and Compliance Officer Membership No.: F6229</p>
<p>In Terms of our Certificate attached, For S. N. Dhawan & CO LLP, Chartered Accountants and Statutory Auditors</p> <p>Firm Reg. No. 000050N/N500045</p>  <p><i>Bhaskar Sen</i> Name: Bhaskar Sen Designation: Partner Membership Number: 096985</p>	<p>For Link Intime India Private Limited Registrar to the Buyback</p>  <p><i>Dnyanesh Gharote</i> Name: Dnyanesh Gharote Designation: Vice President</p>	<p>For Alankit Assignments Limited Registrar and Transfer Agent to the Company</p>  <p><i>J.K. Singla</i> Name: J.K. Singla Designation: Senior Manager</p>

Date: February 27, 2023

Enclosed:

1. Confirmation letter dated February 23, 2023, from CDSL for extinguishment of Equity Shares in the dematerialized form.

CC:

Anand Rathi Advisors Limited
10th Floor, Trade D Tower, Kamla City,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013



Central Depository Services (India) Limited



CDSL/OPS/IPO-CA/2022-23/CA-510276.001

February 23 , 2023

**The Company Secretary,
Cosmo First Limited**
1008, DLF Tower A
Jasola District Centre New 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
510276.001	Debit ISIN INE757A01017	Cosmo First Limited - Equity Shares	22-Feb-2023	1	1009345

Thanking you,

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

Vinifer T Kodia
Asst. Vice President – Operations

c.c Alankit Assignments Limited

**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

To,

The Board of Directors
Cosmo First Limited
(Formerly known as '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 November 28, 2022.
2. The accompanying declaration relating to extinguishment of equity shares bought back through tender offer by Cosmo First 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 under the Buyback offer during the period from 27 January 2023 to 09 February 2023 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 27 February 2023 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 and other records of the Company as at 27 February 2023.
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 and records of the Company as at 27 February 2023 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

B. Sen.

Bhaskar Sen
Partner
Membership No.: 096985
UDIN: 23096985BGXFY17124



Place: Gurugram
Date: 27 February 2023
