

November 20, 2020

To,

**National Stock Exchange of India Limited**  
 Exchange Plaza, 5th Floor, Plot no. C/1,  
 G Block, Bandra – Kurla Complex, Bandra (East),  
 Mumbai - 400 051, India  
**Symbol:** COSMOFILMS  
**ISIN:** INE757A01017

**BSE Limited**  
 Department of Corporate Services  
 Phiroze Jeejeebhoy Towers  
 Dalal Street, Mumbai- 400001, India  
**Scrip Code:** 508814  
**ISIN:** INE757A01017

Dear Sir/ Madam,

**Sub: SUBMISSION OF LETTER OF OFFER DATED NOVEMBER 19, 2020 FOR THE BUYBACK UP TO 12,67,361 (TWELVE LAKHS SIXTY SEVEN THOUSAND THREE HUNDRED AND SIXTY ONE) FULLY PAID-UP EQUITY SHARES OF COSMO FILMS LIMITED (THE “COMPANY”) OF FACE VALUE OF INR 10 EACH (“EQUITY SHARES”), REPRESENTING 6.52% OF THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARES OF THE COMPANY, FROM ALL ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, I.E., MONDAY, NOVEMBER 9, 2020 ON A PROPORTIONATE BASIS, THROUGH THE ‘TENDER OFFER’ PROCESS, AT A PRICE OF INR 576 (INDIAN RUPEES FIVE HUNDRED SEVENTY SIX ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE MAXIMUM AMOUNT NOT EXCEEDING INR 73,00,00,000 (INDIAN RUPEES SEVENTY THREE CRORES ONLY) EXCLUDING THE TRANSACTION COSTS (“BUYBACK”).**

With reference to the captioned Buyback and in furtherance of our earlier intimations regarding submission of Public Announcement dated October 27, 2020 and the Draft Letter of Offer dated November 2, 2020, please find enclosed the Letter of Offer dated November 19, 2020 along with the Tender Forms for demat and physical shareholders.

This is to inform you that pursuant to the SEBI circular bearing reference number SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020 read with SEBI circular bearing reference number SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020, where certain relaxations were granted relating to procedural matters for takeovers and buybacks (“**Relaxation Circulars**”), the Letter of Offer is being dispatched electronically to the eligible shareholders holding equity shares of the Company as on the record date (i.e. November 9, 2020). In line with the mentioned Relaxation Circulars, we request you to upload the Letter of Offer along with the Tender Forms for demat and physical shareholders on your website.

You are requested to take note of the following schedule of activities in relation to the Buyback:

No.	Activity	Day	Date
1	Buyback Opening Date	Friday	November, 27, 2020
2	Buyback Closing Date	Friday	December 11, 2020
3	Last date of receipt of completed Tender Forms and other specified documents including Physical Share certificates (if and as applicable) by the Registrar	Tuesday	December 15, 2020
4	Last date of completion of settlement by the clearing corporation of the Stock Exchange(s)	Tuesday	December 22, 2020

*Note: Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.*

The Letter of Offer and Tender Forms for demat and physical shareholders will be available on the websites of the Company ([www.cosmofilms.com](http://www.cosmofilms.com)), the Registrar to the Buyback ([www.linkintime.co.in](http://www.linkintime.co.in)), the Stock ExchangesNSE ([www.nseindia.com](http://www.nseindia.com)), BSE ([www.bseindia.com](http://www.bseindia.com)) and the Manager to the Buyback ([www.rathi.com](http://www.rathi.com)).

This is for your information and records.

**For and on behalf of Cosmo Films Limited**

JYOTI  Digitally signed  
by JYOTI DIXIT  
DIXIT Date: 2020.11.20  
11:14:42 +05'30'

**Jyoti Dixit**  
**Company Secretary & Compliance Officer**

**Encl: a/a**

**LETTER OF OFFER****THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Letter of Offer is being sent to you as a registered shareholder/ beneficial owner of the Equity Shares of Cosmo Films Limited as on the Record Date in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”). If you require any clarifications about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buyback i.e., Anand Rathi Advisors Limited or the Registrar to the Buyback i.e., Link Intime India Private Limited. Please refer to the section “Definition of Key Terms” on page 3 for the definition of the capitalised terms used herein.

**COSMO FILMS LIMITED**

CIN: L92114DL1976PLC008355

**Registered and Corporate Office:** 1008, DLF Tower-A, Jasola District Centre, New Delhi – 110 025, India.**Tel. No.:** +91-11-49494949 | **Fax No.:** +91-11-49494950**E-mail:** investor.relations@cosmofilms.com | **Website:** www.cosmofilms.com**Company Secretary and Compliance Officer:** Ms. Jyoti Dixit

**OFFER TO BUYBACK UP TO 12,67,361 (TWELVE LAKHS SIXTY SEVEN THOUSAND THREE HUNDRED AND SIXTY ONE) FULLY PAID-UP EQUITY SHARES OF COSMO FILMS LIMITED (THE “COMPANY”) OF FACE VALUE OF INR 10 EACH (“EQUITY SHARES”), REPRESENTING 6.52% OF THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARES OF THE COMPANY, FROM ALL ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, I.E., MONDAY, NOVEMBER 9, 2020 ON A PROPORTIONATE BASIS, THROUGH THE ‘TENDER OFFER’ PROCESS, AT A PRICE OF INR 576 (INDIAN RUPEES FIVE HUNDRED SEVENTY SIX ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE MAXIMUM AMOUNT NOT EXCEEDING INR 73,00,00,000 (INDIAN RUPEES SEVENTY THREE CRORES ONLY) EXCLUDING THE TRANSACTION COSTS (“BUYBACK”).**

- The Buyback is being undertaken in accordance with Article 62 of the Articles of Association of the Company, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, as amended and the SEBI Buyback Regulations. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required under the applicable laws including from the Securities and Exchange Board of India, and/ or the BSE Limited and the National Stock Exchange of India Limited.
- The Buyback Offer Size is INR 73,00,00,000 (Indian Rupees Seventy Three Crores only) excluding the Transaction Costs, which represents 9.69% and 9.95% of the aggregate of the Company’s paid-up equity capital and free reserves (including securities premium) as per the audited financials of the Company as on March 31, 2020, on a standalone and consolidated basis respectively (i.e., the last audited financial statements available as on the date of the Board Resolution approving the Buyback). The Buyback Offer Size is within the statutory limit of 10% of the aggregate of paid-up equity capital and free reserves (including securities premium) of the Company.
- This Letter of Offer will be sent to all Eligible Shareholders (Equity Shareholders as on the Record Date, being Monday, November 9, 2020) in accordance with SEBI Buyback Regulations and such other circulars or notifications as may be prescribed by SEBI, if applicable.
- For details of the procedure for tender and settlement, please refer to the “*Procedure for Tender Offer and Settlement*” on page 44. The Form of Acceptance-cum-Acknowledgement (the “**Tender Form**”) is enclosed together with this Letter of Offer.
- For details of the methodology adopted for the Buyback, please refer to the “*Process and Methodology for the Buyback*” on page 38. For mode of payment of cash consideration to the Eligible Shareholders, please refer to “*Procedure for Tender Offer and Settlement - Method of Settlement*” on page 44.
- A copy of the Public Announcement published on October 28, 2020 and the Draft Letter of Offer is available on the website of the Company i.e. www.cosmofilms.com and on the website of Securities and Exchange Board of India i.e., www.sebi.gov.in. This Letter of Offer (including the Tender Form) shall also be made available on the websites of the Securities and Exchange Board of India i.e., www.sebi.gov.in, the Company i.e., www.cosmofilms.com, the Registrar to the Buyback i.e., www.linkintime.co.in, the Stock Exchanges i.e., www.nseindia.com and www.bseindia.com and the Manager to the Buyback i.e., www.rathi.com.
- Eligible Shareholders are advised to refer to “*Details of Statutory Approvals*” and “*Note on Taxation*” on pages 37 and 49, respectively, before tendering their Equity Shares in the Buyback.

**Manager to the Offer****Registrar to the Offer****ANANDRATHI****Anand Rathi Advisors Limited****10<sup>th</sup> Floor, Trade D Tower, Kamla City,****Senapati Bapat Marg, Lower Parel,****Mumbai - 400 013****Tel: +91-22-6626 6666; Fax: +91-22-6626 6544****Website: www.rathi.com;****Email: cosmo.buyback@rathi.com****Investor grievance e-mail: grievance.ecm@rathi.com****Contact Person: Astha Daga / Adit Gala****SEBI Registration No.: INM000010478****LINK Intime****Link Intime India Private Limited****C-101, 1st Floor, 247 Park, L.B.S. Marg,****Vikhroli (West), Mumbai - 400 083****Tel No.: +91 22 4918 6200****Fax No.: +91 22 4918 6195;****Website: www.linkintime.co.in****Email: cosmofilms.buyback@linkintime.co.in;****Investor grievance e-mail: cosmofilms.buyback@linkintime.co.in****Contact Person: Sumeet Deshpande****SEBI Registration No.: INR000004058****BUYBACK PROGRAMME****BUYBACK OPENS ON**

Friday, November 27, 2020

**BUYBACK CLOSSES ON**

Friday, December 11, 2020

**LAST DATE OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUYBACK**

Tuesday, December 15, 2020

## TABLE OF CONTENTS

1.	SCHEDULE OF ACTIVITIES FOR THE BUYBACK .....	3
2.	DEFINITIONS OF KEY TERMS .....	3
3.	DISCLAIMER CLAUSE.....	7
4.	TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS .....	9
5.	DETAILS OF THE PUBLIC ANNOUNCEMENT .....	15
6.	DETAILS OF THE BUYBACK .....	16
7.	AUTHORITY FOR THE BUYBACK .....	25
8.	NECESSITY OF THE BUYBACK .....	25
9.	MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY .....	26
10.	BASIS OF CALCULATING THE BUYBACK OFFER PRICE .....	28
11.	SOURCES OF FUNDS FOR THE BUYBACK .....	28
12.	DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN .....	29
13.	FIRM FINANCING ARRANGEMENTS .....	29
14.	CAPITAL STRUCTURE AND SHAREHOLDING PATTERN.....	29
15.	BRIEF INFORMATION ABOUT THE COMPANY .....	30
16.	FINANCIAL INFORMATION ABOUT THE COMPANY .....	34
17.	STOCK MARKET DATA.....	35
18.	DETAILS OF THE STATUTORY APPROVALS .....	37
19.	DETAILS OF REGISTRAR TO THE BUYBACK AND COLLECTION CENTRE .....	38
20.	PROCESS AND METHODOLOGY FOR THE BUYBACK .....	38
21.	PROCEDURE FOR TENDER OFFER AND SETTLEMENT .....	44
22.	NOTE ON TAXATION .....	49
23.	DECLARATION BY THE BOARD OF DIRECTORS .....	52
24.	REPORT BY THE COMPANY'S STATUTORY AUDITOR .....	52
25.	DOCUMENTS FOR INSPECTION.....	55
26.	DETAILS OF COMPLIANCE OFFICER .....	56
27.	DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS .....	56
28.	INVESTOR SERVICE CENTRE AND REGISTRAR TO BUYBACK.....	56
29.	MANAGER TO THE BUYBACK.....	57
30.	DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER .....	57
31.	TENDER FORM .....	57

## 1. SCHEDULE OF ACTIVITIES FOR THE BUYBACK

Sl. No.	Activity	Schedule of Activities	
		Day	Date
1.	Date of meeting of the Board of Directors approving the proposal for the Buyback	Monday	October 26, 2020
2.	Date of publication of the Public Announcement for the Buyback in newspapers	Wednesday	October 28, 2020
3.	Record Date for determining the Eligible Shareholders and the Buyback Entitlement	Monday	November 9, 2020
4.	Buyback Opening Date	Friday	November 27, 2020
5.	Buyback Closing Date	Friday	December 11, 2020
6.	Last date of receipt of completed Tender Forms and other specified documents including Physical Share certificates (if and as applicable) by the Registrar	Tuesday	December 15, 2020
7.	Last date of Tender Forms verification by Registrar	Wednesday	December 16, 2020
8.	Last date of intimation to the Stock Exchange regarding Acceptance/ non-acceptance of the tendered Equity Shares by the Registrar	Monday	December 21, 2020
9.	Last date of completion of settlement by the Clearing Corporation of the Stock Exchanges	Tuesday	December 22, 2020
10.	Last date of dispatch of share certificate(s) by the Registrar/ payment to Eligible Shareholder/ return of unaccepted shares to Eligible Shareholders	Tuesday	December 22, 2020
11.	Last date of extinguishment of the Equity Shares bought Back	Tuesday	December 29, 2020

*Note: Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.*

## 2. DEFINITIONS OF KEY TERMS

*This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI Buyback Regulations, the Companies Act, the SEBI Depositories Act, 1996 and the rules and regulations made thereunder.*

Term	Description
Acceptance	Acceptance of Equity Shares, tendered by Eligible Shareholders in the Buyback Offer
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by Designated Stock Exchange in the form of a separate window in accordance with the Specified Procedures
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder up to the extent of Equity Shares held by such Eligible Shareholder on the Record Date.
Articles/AOA	Articles of Association of the Company
Board Meeting	Meeting of the Board of Directors held on October 26, 2020, approving the proposal for the Buyback Offer
Board/ Board of Directors/	Board of directors of the Company (which term shall, unless

<b>Term</b>	<b>Description</b>
Director(s)	repugnant to the context or meaning thereof, be deemed to include a duly authorized committee thereof).
BSE	BSE Limited
Buyback Committee	A committee authorized by the Board (comprising of Mr. Ashok Jaipuria, Chairman and Managing Director, Mr. Anil Kumar Jain. Whole-time Director, Mr. Pratip Chaudhuri, Non-Executive Director, Mr. Neeraj Jain, Chief Financial Officer and Ms. Jyoti Dixit, Company Secretary & Compliance Officer as Members) pursuant to a resolution passed by the Board on October 26, 2020 to exercise its certain powers in relation to the Buyback.
Buyback Closing Date	Friday, December 11, 2020
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback, which is computed based on the number of Equity Shares held by such Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category, to which such Eligible Shareholder belongs.
Buyback Opening Date	Friday, November 27, 2020
Buyback Offer Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., INR 576 (Indian Rupees Five Hundred Seventy Six only) per Equity Share payable in cash.
Buyback Offer Size	Number of Equity Shares proposed to be bought back i.e., 12,67,361 (Twelve Lacs Sixty Seven Thousand Three Hundred and Sixty One) Equity Shares multiplied by the Buyback Offer Price i.e., INR 576 (Indian Rupees Five Hundred Seventy Six only) per Equity Share aggregating to INR 73,00,00,000 (Indian Rupees Seventy Three Crores only), excluding Transaction Costs
“Buyback or Buyback Offer or Buy-back” or “Offer”	Offer by Cosmo Films Limited to buy back up to 12,67,361 (Twelve Lacs Sixty Seven Thousand Three Hundred and Sixty One) fully paid-up Equity Shares of face value of INR 10 each at a price of INR 576 (Indian Rupees Five Hundred Seventy Six only) per Equity Share from all the Eligible Shareholders, through the Tender Offer process on a proportionate basis.
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identity Number.
Companies Act	The Companies Act, 2013, as amended and rules framed thereunder
Company/ Cosmo Films/ “we”	Cosmo Films Limited
Company Demat Account	A demat account held by the Company, wherein Demat Shares bought back in the Buyback would be transferred.
Company’s Broker	Anand Rathi Share & Stock Brokers Limited.
Depositories Act	The Depositories Act, 1996.
Depositories	Together, NSDL and CDSL.
Designated Stock Exchange	BSE Limited
DIN	Director Identification Number
Director(s)	Director(s) of the Company
DP	Depository Participant
Draft Letter of Offer/ Offer Document	The draft letter of offer dated Monday, November 2, 2020, filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the SEBI Buyback Regulations.
DTAA	Double Taxation Avoidance Agreement
Eligible Shareholders	Equity Shareholders eligible to participate in the Buyback and would mean all shareholders/ beneficial owners of the Equity Shares on the Record Date being Monday, November 9, 2020, and do not include such shareholders/ beneficial owners of the Equity Shares who are not permitted under the applicable law to tender shares in the Buyback.
EPS	Earnings per Equity Share

<b>Term</b>	<b>Description</b>
Equity Shares/ Shares	Fully paid-up equity shares of face value of INR 10 (Indian Rupees Ten only) each of the Company
Equity Shareholders/ Shareholders	Shareholder/ beneficial owner of the Equity Shares.
Escrow Account	The Escrow Account opened with IndusInd Bank Limited in the name and style of “ <i>Cosmo Films Limited – Buyback 2020 – Escrow A/c</i> ”
Escrow Agent	IndusInd Bank Limited
Escrow Agreement	The agreement dated Friday, October 30, 2020 entered into between the Company, IndusInd Bank Limited (as Escrow Agent) and Anand Rathi Advisors Limited (as Manager to the Buyback), pursuant to which certain arrangements for Escrow Account is made in relation to the Buyback.
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investor(s)
General Category	Eligible Shareholders other than the Small Shareholders
HUF	Hindu Undivided Family
IT Act/ Income Tax Act	The Income-tax Act, 1961, as amended
INR	Indian Rupees
Letter of Offer	This letter of offer dated November 19, 2020 filed with SEBI, through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the SEBI Buyback Regulations, incorporating the comments received from SEBI on the Draft Letter of Offer.
LTCG	Long-term Capital Gains
“Merchant Banker to the Buyback” or “Merchant Banker” or “Manager to the Buyback”	Anand Rathi Advisors Limited
MCA	Ministry of Corporate Affairs
NA	Not Applicable
Non-Resident Shareholders	Includes Non-resident Indians (NRI) and FIIs / FPIs as defined under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended.
NRI	Non Resident Indian
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited
PAN	Permanent Account Number
Physical Share(s)	Equity Share(s) of the Company in physical form
Public Announcement/PA	Public announcement dated Tuesday, October 27, 2020 in connection with the Buyback which was published on Wednesday, October 28, 2020 in the English national daily newspapers of Business Standard and Hindi national daily newspapers of Business Standard (Hindi also being the regional language where the registered office of the Company is situated).
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom this Letter of Offer (including the Tender Form) will be sent, and who are eligible to participate in the Buyback in accordance with the SEBI Buyback Regulations. The Record Date for the Buyback is Monday, November 9, 2020.
“Registrar to the Buyback” or “Registrar”	Link Intime India Private Limited
Relaxation Circular	SEBI circular bearing number SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020 read with read with SEBI circular No. SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020, as

<b>Term</b>	<b>Description</b>
	applicable
Reserved Category	Small Shareholders eligible to tender Equity Shares in the Buyback.
SEBI	Securities and Exchange Board of India
SEBI Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
Shareholder's Broker	The stock brokers (who is a member of the BSE and/or NSE) of an Eligible Shareholder through whom the order for selling the Equity Shares will be placed in the Acquisition Window
Small Shareholder	As defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares of market value of not more than INR 2,00,000 (Indian Rupees two lakhs only), on the basis of closing price on BSE/ or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date, i.e., Monday, November 9, 2020.
Specified Procedures	The mechanism for acquisition of shares through stock exchange specified by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, issued by SEBI, which prescribes mechanism for acquisition of shares through stock exchange and in accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020
STCG	Short-term Capital Gains
Stock Exchanges	Together, BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed.
Tender Form	Form of Acceptance-cum-Acknowledgement.
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the SEBI Buyback Regulations.
Tendering Period	Period of 10 Working Days from the Buyback Opening Date (Friday, November 27, 2020) till the Buyback Closing Date (Friday, December 11, 2020) (both days inclusive).
Transaction Costs	Any expenses incurred or to be incurred for the Buyback viz. tax on buyback, brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors' fees, printing and dispatch expenses and other incidental and related expenses and charges.
TRS	Transaction Registration Slip
United States / U.S.	The United States of America
Working Day(s)	Working day as defined in the SEBI Buyback Regulations

#### **Certain conventions, currency of presentation, use of financial information and stock market data**

#### **Page Numbers and Paragraph Numbers**

Unless otherwise stated, all references to page numbers and paragraph numbers in this Letter of Offer are to page numbers of this Letter of Offer.

#### **Currency and Units of Presentation**

All references to "Rupee(s)", "Rs." Or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India.

#### **Financial and Other Data**



Unless stated or the context requires otherwise, our financial information in this Letter of Offer is derived from the audited results for the fiscal year 2018, 2019, 2020 and six months period ended September 30, 2020.

Our Company's fiscal year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as "Fiscal", "Fiscal Year" or "FY").

All data related to financials are given in INR crores, unless otherwise stated.

### **Stock Market Data**

Unless stated or the context requires otherwise, stock market data included in this Letter of Offer is derived from the websites of the Stock Exchanges.

### **3. DISCLAIMER CLAUSE**

As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback, Anand Rathi Advisors Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act, 2013, as amended and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, Anand Rathi Advisors Limited, has furnished to SEBI a due diligence certificate dated Monday, November 2, 2020, in accordance with the SEBI Regulations 2018, which reads as follows:

*"We have examined various documents and materials contained in the annexure to this Draft Letter of Offer, as part of the due diligence carried out by us in connection with the finalisation of the Public Announcement published on October 28, 2020 and the Draft Letter of Offer dated Monday, November 2, 2020. On the basis of such examination and the discussions with the Company, we hereby state that:*

- *The Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;*
- *All the legal requirements connected with the said Offer including Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, including any amendments, statutory modification(s) or re-enactment(s) thereof for time being in force have been duly complied with;*
- *The disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders of the Company to make a well-informed decision in respect of the captioned Buyback; and*
- *Funds used for the Buyback shall be as per the provisions of the Companies Act, 2013, including any amendments, statutory modification(s) or re-enactment(s) thereof for time being in force."*

The filing of this Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, as amended or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The promoters / directors of the Company declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-

statement/ misrepresentation, the promoters of the Company/ directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the SEBI Buyback Regulations.

The promoters / directors of the Company also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

### **3.1 Disclaimer for U.S. Persons:**

The information contained in this Letter of Offer is exclusively intended for persons who are not U.S. Persons as such term is defined in Regulations of the U.S. Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions. This is not an offer for sale, or a solicitation of an offer to buy in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.

### **3.2 Important notice to all Equity Shareholders:**

This Letter of Offer has been prepared for the purposes of compliance with the SEBI Buyback Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer.

This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. This Letter of Offer shall be dispatched to all Eligible Shareholders (Equity Shareholders as on the Record Date) through email only, in compliance with Relaxation Circular. However, receipt of this Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of this Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Equity Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

### **3.3 Forward Looking Statement**

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Actual results may differ materially from those in such forward-looking statements. The Company and the Manager to the Buyback undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure on market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not confirm exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

#### 4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS

The Buyback has been authorized and approved by the Board of Directors at their meeting held on October 26, 2020. The relevant extracts of the Board resolutions are as follows:

**“RESOLVED THAT** pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, to the extent applicable and other relevant rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (“SEBI Buyback Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations or any amendment(s) thereto) and Article 62 of the Articles of Association of the Company and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”) and/ or other authorities, institutions or bodies (together with SEBI and RBI, the “Appropriate Authorities”), as may be necessary, and subject to such conditions, alterations, amendments and/or modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed, the Board of Directors of the Company (“Board”, which term shall be deemed to include the Buyback Committee of the Board and/ or officials, which the Board may authorise to exercise its powers, including the powers conferred by this resolution) hereby consents and approves the buyback by the Company of its fully paid-up equity shares having a face value of INR 10 (Indian Rupee Ten only) each (“Equity Shares”), not exceeding 12,67,361 (Twelve Lakh Sixty Seven Thousand Three Hundred Sixty One) Equity Shares (representing 6.52% of the total Equity Shares in the paid-up equity capital of the Company as on March 31, 2020) at a price of INR 576 (Indian Rupees Five Hundred Seventy Six only) per Equity Share (“Buyback Offer Price”) payable in cash for an aggregate maximum amount not exceeding INR 73,00,00,000 (Indian Rupees Seventy Three Crores only), excluding tax payable under Income Tax Act, 1961 and any expenses incurred or to be incurred for the buyback viz. brokerage costs, fees, turnover charges, taxes such as tax on buyback, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses, if any, and other incidental and related expenses and charges (“Transaction Costs”) (such maximum amount hereinafter referred to as the “Buyback Offer Size”) which represents 9.69% and 9.95% of the aggregate of the Company’s paid-up capital and free reserves (including securities premium) as on March 31, 2020 on a standalone and consolidated basis respectively, as per the audited financials of the Company for the year ended as on March 31, 2020 from all the equity shareholders/ beneficial owners of the Equity Shares of the Company, including the Promoter(s) (as defined hereinafter) as on the record date Monday, November 09, 2020 (“Record Date”) through the “tender offer” route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the “Buyback”). The term “Promoter” will be such person as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

**RESOLVED FURTHER THAT** as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders (including Promoter(s)) as on Record Date, on a proportionate basis, provided that either fifteen percent of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares which small shareholders are entitled to as per their shareholding, whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.

**RESOLVED FURTHER THAT** the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, Circular

SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, including any amendments or statutory modifications for the time being in force.

**RESOLVED FURTHER THAT** all of the shareholders of the Company, as on the Record Date, including the Promoter(s), may be eligible to participate in the Buy-back, except any shareholders who may be specifically prohibited under the applicable laws by Appropriate Authorities.

**RESOLVED FURTHER THAT** the Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended from time to time and the rules, regulations framed thereunder, if any.

**RESOLVED FURTHER THAT** the draft of the Affidavit for Declaration of Solvency prepared in the prescribed form along with supporting documents, placed before the meeting be and is hereby approved and that Mr. Ashok Jaipuria, Chairman and Managing Director and Mr. Anil Kumar Jain , Director-Corporate Affairs of the Company be and are hereby authorized jointly, to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies, SEBI, and/or any other concerned authorities, as may be necessary in accordance with the applicable laws.

**RESOLVED FURTHER THAT** the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, the Board has formed an opinion:

- that immediately following the date of this resolution, there will be no grounds on which the Company can be found unable to pay its debts.
- that as regards the Company's prospects for the year immediately following the date of this resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the this resolution.
- in forming their opinion for the above purposes, the Board has taken into account the liabilities as if the company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code 2016, as amended (including prospective and contingent liabilities).

**RESOLVED FURTHER THAT** confirmation is hereby made by the Board that:

- all Equity Shares of the Company are fully paid up;
- that the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting;
- the Company shall not raise further capital for a period of six months (or such period as applicable) from the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference share or debentures into equity shares;
- the Company shall not issue any Equity Shares or other specified securities including by way of bonus till the date on which the payment of consideration to shareholders who have accepted the buyback offer is made;
- the Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period;
- the Company shall not buyback its Equity Shares or other specified securities from any person

through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

- the aggregate maximum amount of the Buyback, i.e. INR 73,00,00,000 (Indian Rupees Seventy Three Crores only) does not exceed 10% of the aggregate of the paid-up capital and free reserves (including securities premium) as per the last audited financial statements (both standalone and consolidated) of the Company as on March 31, 2020;
- the number of Equity Shares proposed to be purchased under the Buyback i.e. 12,67,361 (Twelve Lakh Sixty Seven Thousand Three Hundred Sixty One) Equity Shares does not exceed 10% of the total Equity Shares in the paid-up equity capital of the Company;
- there is no scheme of amalgamation or compromise or arrangement pending pursuant to the provisions of the Companies Act, during the process of buyback;
- the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the monies deposited in the escrow account in full or in part shall be forfeited and distributed pro rata amongst the security-holders who accepted the offer and balance, if any, shall be utilized for investor protection in accordance with Buyback Regulations.
- the Company shall not withdraw the Buyback offer after the public announcement of the offer of the Buyback is made;
- the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;
- the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- the Company shall not directly or indirectly purchase its Equity Shares:
  - a. through any subsidiary company including its own subsidiary companies, if any or
  - b. through any investment company or group of investment companies;
- the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
- there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company, in the last three years;
- the Company shall not buy back locked-in Equity Shares or other specified securities, if any, and non-transferable Equity Shares or other specified securities, if any, till the pendency of the lock-in or till the Equity Shares or specified securities become transferable;
- the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves, each on the standalone and consolidated basis,;
- the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;

- the Buyback shall not result in delisting of the Equity Shares from the stock exchanges wherein the Equity Shares of the Company are listed; and
- as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoter(s) , and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoter(s)) from the date of this resolution till the closing of the Buyback offer.

**RESOLVED FURTHER THAT** the Buyback is being proposed in keeping with the Company’s desire to (a) optimize returns to shareholders; (b) enhance overall shareholders value; and (c) optimize the capital structure.

**RESOLVED FURTHER THAT** Mr. Ashok Jaipuria, Chairman and Managing Director, Mr. Anil Kumar Jain, Director-Corporate Affairs, Mr. Neeraj Jain, Chief Financial Officer and Ms. Jyoti Dixit, Company Secretary and Compliance Officer be and are hereby severally authorized to make necessary applications to the statutory, regulatory or governmental authorities as may be required under the applicable law; to sign, execute and deliver all such papers, deeds, documents, agreements, undertakings, declarations and forms, which are necessary and incidental thereto and to do all such acts, deeds, things and matters that may be necessary, expedient or proper with regard to the implementation of the Buyback or for matters incidental thereto in order to successfully complete the Buyback.

**RESOLVED FURTHER THAT** Ms. Jyoti Dixit, Company Secretary and Compliance Officer of the Company, be and is hereby appointed as the Compliance Officer for the Buyback.

**RESOLVED FURTHER THAT** Anand Rathi Advisors Limited, be and is hereby appointed as the Manager to the Buyback and Anand Rathi Share & Stock Broker Limited, as the Stock Broker to the Buyback in accordance with the relevant provisions of the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letters, and that Mr. Anil Kumar Jain, Director-Corporate Affairs, Mr. Neeraj Jain, Chief Financial Officer and Ms. Jyoti Dixit, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to sign the same (including any amendment thereto) for and on behalf of the Company.

**RESOLVED FURTHER THAT** Link Intime India Private Limited, be and is hereby appointed and designated as the Investor Service Centre and Registrar for the Buyback in accordance with the applicable laws including the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letter and Mr. Anil Kumar Jain, Director-Corporate Affairs, Mr. Neeraj Jain, Chief Financial Officer and Ms. Jyoti Dixit , Company Secretary and Compliance Officer of the Company be and are severally authorised to sign the same (including any amendment thereto) for and on behalf of the Company.

**RESOLVED FURTHER THAT** Crawford Bayley & Co., be and is hereby appointed as legal advisor of the Company the purpose of the Buyback

**RESOLVED FURTHER THAT** the BSE Limited, be and is hereby appointed as the designated stock exchange for the purpose of the Buyback.

**RESOLVED FURTHER THAT** the Company shall, before opening of the Buyback offer, create an escrow account, either in form of bank guarantee or cash deposit or a combination thereof, towards security performance of its obligations as may be prescribed under the Companies Act and the SEBI Buyback Regulations and, on such terms, and conditions as the Board or the Buyback Committee thereof may deem fit.

**RESOLVED FURTHER THAT** the draft of the public announcement in respect of the Buyback (the “Public Announcement”), be and is hereby approved, in accordance with the SEBI Buyback Regulations for filing with the SEBI, BSE Limited and National Stock Exchange of India Limited (the “Stock Exchanges”) and such other authorities or persons as may be required by applicable law.

**RESOLVED FURTHER THAT** the Public Announcement (including any modification or amendment or corrigendum thereto) be signed by Mr. Ashok Jaipuria, Chairman and Managing Director, and Mr. Anil

Kumar Jain. Director-Corporate Affairs, along with Jyoti Dixit, Company Secretary and Compliance Officer of the Company.

**RESOLVED FURTHER THAT** Mr. Ashok Jaipuria, Chairman and Managing Director, and Mr. Anil Kumar Jain. Director-Corporate Affairs and Ms. Jyoti Dixit, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to make corrections or alterations, as may be required for purposes of filing the Public Announcement with the SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deed, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

**RESOLVED FURTHER THAT** November 09, 2020 be and is hereby appointed to be the Record Date for the purpose of determining the entitlement and the names of the shareholders who are eligible to participate in the Buyback.

**RESOLVED FURTHER THAT** the powers of the Board in respect of Buyback be and are hereby delegated to the Buyback Committee comprising of Mr. Ashok Jaipuria, Chairman and Managing Director, Mr. Anil Kumar Jain. Director-Corporate Affairs, Mr. Pratip Chaudhuri, Non-Executive Director, Mr. Neeraj Jain, Chief Financial Officer and Ms. Jyoti Dixit, Company Secretary as Members of the Committee (the "Buyback Committee").

**RESOLVED FURTHER THAT** the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members and the Buyback Committee may approve by passing appropriate resolutions (including by way of circular resolution) in connection with the above.

**RESOLVED FURTHER THAT** the Buyback Committee through Committee Meeting or by way of circular Resolutions, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, in relation to the Buyback, including but not limited to:

- finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, record date, entitlement ratio, the timeframe for completion of the Buyback;
- negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;
- determining limits on the participation of the promoter of the Company in the Buyback, if any;
- earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts (including escrow account), special account, and authorizing persons to operate the such accounts;
- appointing and finalizing the terms of designated stock exchange, merchant bankers, brokers, escrow agents, registrars, legal counsel, depository participants, scrutinizer, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- preparing, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including affidavit for declaration of solvency, public announcement, draft and final letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;
- extinguishment of the Equity Shares and filing of certificate of extinguishment required to be filed

in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;

- providing such confirmation and opinions as may be required in relation to the Buyback;
- creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, including any amendments or statutory modifications for the time being in force.
- proposing and accepting any change(s) or modification(s) in the Buyback mechanism and the documents connected with the said Buyback including declaring a reduction/extension of the Buyback offer period, as may be deemed fit and necessary in compliance with applicable law;
- to sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;
- making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
- taking all actions for obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- proposing the final acceptance of Equity Shares tendered under the Buyback process;
- settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
- carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
- to do all such acts, deeds, matters and things incidental and in connection with the Buyback and sign and deliver such documents as may be necessary, desirable and expedient; and
- delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.

**RESOLVED FURTHER THAT** that for the purpose of giving effect to this resolution, Buyback Committee be and is hereby authorized to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback.

**RESOLVED FURTHER THAT** no information/ material likely to have a bearing on the decision of the shareholders has been/shall be suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation,



the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buyback Regulations.

**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buy back any shares, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law.

**RESOLVED FURTHER THAT** the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing the Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that Ms. Jyoti Dixit, Company Secretary and Compliance Officer be and are hereby authorized to authenticate the entries made in the said register.

**RESOLVED FURTHER THAT** the particulars of the Equity Share certificates extinguished and destroyed shall be furnished by the Company to the Stock Exchanges within seven days of such extinguishment or destruction of the certificates and the dematerialised Equity Shares shall be extinguished and destroyed in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Mr. Neeraj Jain, Chief Financial Officer and Ms. Jyoti Dixit, Company Secretary and Compliance Officer, be and is hereby authorized to do all such acts as may be required for this purpose.

**RESOLVED FURTHER THAT** all the Directors of the Company and Ms. Jyoti Dixit, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations; to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

**RESOLVED FURTHER THAT** the common seal of the Company be affixed on relevant documents required to be executed for the Buyback if any, in accordance with the relevant provisions of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** a copy of this Resolution duly certified to be true by any of the Director(s) of the Company or Ms. Jyoti Dixit, Company Secretary and Compliance Officer of the Company be issued as may be necessary to give effect to the above resolutions.

## 5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with Regulation 7(i) of the SEBI Buyback Regulations, the Company has made a Public Announcement for the Buyback which was published on Wednesday, October 28, 2020 in the newspapers mentioned below, which is within two Working Days from the date of Board Meeting approving the Buyback, i.e., October 26, 2020:

Name of the Newspaper	Language	Editions
Business Standard	English	All Edition
Business Standard	Hindi	All editions (Hindi also being the regional language where the registered office of the Company is situated)

A copy of the Public Announcement is available on the Company's website i.e., [www.cosmofilms.com](http://www.cosmofilms.com), the website of SEBI i.e., [www.sebi.gov.in](http://www.sebi.gov.in) and on the websites of Stock Exchanges, i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

The Company will publish further notices or corrigenda to or relating to the Public Announcement, if any, in the abovementioned newspapers.

## 6. DETAILS OF THE BUYBACK

Cosmo Films Limited has announced the offer to Buyback up to 12,67,361 (Twelve Lacs Sixty Seven Thousand Three Hundred and Sixty One) Equity Shares, representing 6.52% of the issued, subscribed and paid-up Equity Shares, from all Eligible shareholders (Equity Shareholders as on the Record Date, being Monday, November 9, 2020) on a proportionate basis, through the ‘tender offer’ process, at a price of INR 576 (Indian Rupees Five Hundred Seventy Six only) per Equity Share, payable in cash, for an aggregate amount not exceeding INR 73,00,00,000 (Indian Rupees Seventy Three Crores only) excluding the Transaction Costs, which represents 9.69% and 9.95% of the aggregate of the Company’s paid-up capital and free reserves (including securities premium) as per the audited financials of the Company as on March 31, 2020, on a standalone and consolidated basis respectively (i.e., the last audited financial statements available as on the date of the Board Resolution approving the Buyback). The Buyback Offer Size is within the statutory limit of 10% of the aggregate of paid-up capital and free reserves (including securities premium) of the Company. The Buyback would involve reservation for Small Shareholders which will be 15% of the number of Equity Shares that the Company proposes to Buyback, or their entitlement, whichever is higher.

The Board of Directors of the Company approved the Buyback on October 26, 2020. The Buyback is being undertaken in accordance with Article 62 of the Articles of Association, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI Buyback Regulations. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required under the applicable laws including from the SEBI and/ or the BSE and NSE.

### 6.1 Shareholding of the promoters, members of the promoter group and persons in control of the Company:

The aggregate shareholding of the (i) promoters; (ii) members of the promoter group; and (ii) persons who are in control of the Company, as on the date of the Board Meeting i.e., October 26, 2020 and date of the Public Announcement i.e., October 27, 2020 is as follows:

Sr. No.	Name of the shareholders	Category	No. of Equity Shares	% of paid-up equity share capital
1.	Ashok Jaipuria	Promoter	3,45,161	1.78
2.	Aanchal Jaipuria Bhandari	Promoter Group	91,720	0.47
3.	Ambrish Jaipuria	Promoter Group	3,52,800	1.81
4.	Abha Jaipuria	Promoter Group	24,200	0.12
5.	Yamini Kumar	Promoter Group	51,000	0.26
6.	Pravasi Enterprises Limited	Promoter Group	5060	0.03
7.	Andheri Properties and Developers Private Limited (Formerly known as Andheri Properties and Finance Limited)	Promoter Group	622	0.00
8.	Ashok Jaipuria – Registered Owner C/o Gayatri & Annapurna – Beneficial Owner	Promoter Group	75,08,216	38.62
9.	Fawkes Management Private Limited (Regd. Owner) Ashok Jaipuria Private Trust (Beneficial Owner)	Promoter Group	100	0.00
10.	Fawkes Management Private Limited (Regd. Owner) Ashok Jaipuria Family Trust (Beneficial Owner)	Promoter Group	2,03,367	1.05
	<b>Total</b>		<b>85,82,246</b>	<b>44.15</b>

6.2 Apart from the individuals covered under Point 6.1 above, shareholding of the directors of the Company (“**Directors**”) and the key managerial personnel of the Company (“**KMPs**”), as on the date of the Public

Announcement i.e. October 27, 2020 is as follows:

Sr. No.	Name of the shareholders	Category	No. of Equity Shares	% of paid-up equity share capital
1	Ashok Jaipuria	Managing Director	3,45,161	1.78
2	Anil Kumar Jain	Whole-time Director	10,000	0.05
3	Hoshang Noshirwan Sinor	Independent Director	NIL	NIL
4	Har Kishanlal Agrawal	Independent Director	1,000	0.00
5	Pratip Chaudhuri	Non-Independent Non-Executive Director	NIL	NIL
6	Anil Wadhwa	Independent Director	NIL	NIL
7	Alpana Parida Shah	Independent Director	NIL	NIL
8	Rakesh Nangia	Independent Director	23,326	0.12
9	Pankaj Poddar	Chief Executive Officer	4,749	0.02
10	Neeraj Jain	Chief Financial Officer	1	0.00
11	Jyoti Dixit	Company Secretary	1	0.00
	<b>Total</b>		<b>3,84,238</b>	<b>1.97</b>

### 6.3 Shareholding of the directors of the promoters where such promoter is a company:

Sr. No.	Name of the Company/Trust	Name of the Director/Trustee	No. of Equity Shares	% of paid-up equity share capital
1.	Pravasi Enterprises Limited	Sohan Lal Bagree	Nil	Nil
		Vijay Kant Saxena	110	0.00
		Rajendra Kumar Sharma	1	0.00
2.	Andheri Properties and Developers Private Limited (Formerly known as Andheri Properties and Finance Limited)	Pramod Kumar Jain	1	0.00
		Bajrang Singh Shekhawat	1	0.00
3.	Fawkes Management Private Limited (Regd. Owner) Ashok Jaipuria Private Trust (Beneficial Owner)	Manoj Kumar Gupta	341	0.00
		Anu Bhakri	Nil	Nil
4.	Fawkes Management Private Limited (Regd. Owner) Ashok Jaipuria Family Trust (Beneficial Owner)	Manoj Kumar Gupta	341	0.00
		Anu Bhakri	Nil	Nil
		<b>Total</b>	<b>454</b>	<b>0.00</b>

### 6.4 Intention of the promoters and members of the promoter group to participate in the Buyback:

- a. In terms of the SEBI Buyback Regulations, the promoters and members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, our promoters and members of the promoter group, vide their letters dated October 26, 2020, have expressed their intention to participate in the Buyback and it may tender up to a maximum number of Equity Shares as detailed below or such lower number of Equity Shares as permitted under SEBI Buyback Regulations:

Sr. No.	Name of the shareholders	Category	Number of Equity Shares held	Maximum no. of Equity Shares which may be tendered
1.	Ashok Jaipuria	Promoter	3,45,161	Upto the entitlement
2.	Aanchal Jaipuria Bhandari	Promoter Group	91,720	Upto the entitlement

3.	Ambrish Jaipuria	Promoter Group	3,52,800	Upto the entitlement
4.	Abha Jaipuria	Promoter Group	24,200	Upto the entitlement
5.	Yamini Kumar	Promoter Group	51,000	Upto the entitlement
6.	Pravasi Enterprises Limited	Promoter Group	5,060	Upto the entitlement
7.	Andheri Properties and Developers Private Limited (Formerly known as Andheri Properties and Finance Limited)	Promoter Group	622	Upto the entitlement
8.	Ashok Jaipuria - Registered Owner C/o Gayatri & Annapurana - Beneficial Owner	Promoter Group	75,08,216	Upto the entitlement
9.	Fawkes Management Private Limited - Registered Owner C/o Ashok Jaipuria Private Trust - Beneficial Owner	Promoter Group	100	Upto the entitlement
10.	Fawkes Management Private Limited - Registered Owner C/o Ashok Jaipuria Family Trust - Beneficial Owner	Promoter Group	2,03,367	Upto the entitlement
	<b>Total</b>		<b>85,82,246</b>	

The details of the date and price of acquisition of the Equity Shares that the promoters and members of the promoter group and persons in control of the Company intends to tender in the Buyback are set forth below:

#### Ashok Jaipuria:

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	Opening as on April 1, 2000	1,48,500	74,26,000	Through purchases/allotments	10	1,48,500
2.	May 14, 2001	82,000	23,78,000	Inter-se transfer from Gayatri & Annapurna	10	2,30,500
3.	March 28, 2003	2,30,500	NIL	Bonus Issue	10	4,61,000
4.	July 22, 2004	(2,100)	NIL	Gift	10	4,58,900
5.	May 3, 2005	15,000	9,98,292	Off- Market purchase	10	4,73,900
6.	May 4, 2005	20,000	13,31,056	Off- Market purchase	10	4,93,900
7.	May 9, 2005	1,261	83,923	Off- Market purchase	10	4,95,161
8.	May 18, 2005	5,000	3,32,764	Off- Market purchase	10	5,00,161
9.	December 11, 2012	(15,000)	NIL	Gift	10	4,85,161
10.	December 11, 2012	(15,000)	NIL	Gift	10	4,70,161
11.	July 23, 2018	5,000	10,39,855	Market Purchase	10	4,75,161
12.	July 24, 2018	4,000	9,16,203	Market Purchase	10	4,79,161
13.	July 25, 2018	4,500	10,27,736	Market Purchase	10	4,83,661
14.	July 26, 2018	2,900	6,70,482	Market Purchase	10	4,86,561
15.	July 27, 2018	10,100	24,72,488	Market Purchase	10	4,96,661
16.	July 30, 2018	12,000	29,23,967	Market Purchase	10	5,08,661
17.	July 31, 2018	8,000	16,06,944	Market Purchase	10	5,16,661
18.	August 1, 2018	12,000	29,80,741	Market Purchase	10	5,28,661
19.	August 2, 2018	4,244	10,52,492	Market Purchase	10	5,32,905
20.	August 13, 2018	10,000	24,04,945	Market Purchase	10	5,42,905
21.	August 14, 2018	10,000	23,82,492	Market Purchase	10	5,52,905
22.	August 16, 2018	2,254	5,36,872	Market Purchase	10	5,55,159

23.	August 17, 2018	4,369	10,57,786	Market Purchase	10	5,59,528
24.	August 20, 2018	10,000	24,47,063	Market Purchase	10	5,69,528
25.	August 21, 2018	10,000	24,48,296	Market Purchase	10	5,79,528
26.	October 1, 2018	3,000	6,78,024	Market Purchase	10	5,82,528
27.	October 3, 2018	5,000	11,79,090	Market Purchase	10	5,87,528
28.	October 4, 2018	6,000	1397,,881	Market Purchase	10	5,93,528
29.	October 5, 2018	2,000	4,52,574	Market Purchase	10	5,95,528
30.	October 8, 2018	3,000	6,95,437	Market Purchase	10	5,98,528
31.	June 25, 2019	(2,03,367)	NIL	Gift to Ashok Jaipuria Family Trust	10	3,95,161
32.	August 25, 2020	(50,000)	NIL	Gift to Yamini Kumar	10	3,45,161
<b>Cumulative Shareholding</b>						<b>3,45,161</b>

*Note: Since specific details of acquisition/sale of equity shares prior to April 1, 2000 are not available, aggregate shareholding as on April 1, 2000 is provided.*

#### **Aanchal Jaipuria Bhandari:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	Opening as on April 1, 2000	44,860	4,63,762	Through purchases/Allotments	10	44,860
2.	March 28, 2003	44,860	NIL	Bonus Issue	10	89,720
3.	June 11, 2007	2,000	NIL	Transmission on dissolution of Aanchal Jaipuria Benefit Trust	10	91,720
<b>Cumulative Shareholding</b>						<b>91,720</b>

*Note: Since specific details of acquisition/sale of equity shares prior to April 1, 2000 are not available, aggregate shareholding as on April 1, 2000 is provided.*

#### **Ambrish Jaipuria:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	Opening as on April 1, 2000	1,97,900	24,08,863	Through purchases/Allotments	10	1,97,900
2.	May 16, 2001	78,000	22,62,000	Interse transfer from Gayatri & Annapurna	10	2,75,900
3.	March 28, 2003	2,75,900	NIL	Bonus issue	10	5,51,800
4.	March 31, 2004	1,000	NIL	Transmission on dissolution of Ambrish Jaipuria Benefit Trust	10	5,52,800
5.	May 25, 2016	(50,000)	1,84,22,571	Interse transfer to Gayatri & Annapurna	10	5,02,800
6.	June 15, 2017	(1,00,000)	4,21,80,909	Market Sale	10	4,02,800
7.	August 19, 2019	(20,000)	45,11,260	Market Sale	10	3,82,800
8.	August 21, 2019	(1,930)	4,23,806	Market Sale	10	3,80,870
9.	August 27, 2019	(12,257)	26,30,259	Market Sale	10	3,68,613
10.	August 28, 2019	(1,585)	3,43,280	Market Sale	10	3,67,028
11.	August 29, 2019	(14,228)	30,46,560	Market Sale	10	3,52,800
<b>Cumulative Shareholding</b>						<b>3,52,800</b>

*Note: Since specific details of acquisition/sale of equity shares prior to April 1, 2000 are not available, aggregate shareholding as on April 1, 2000 is provided.*

**Abha Jaipuria:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	Opening as on April 1, 2000	12,100	1,21,000	Through purchases/Allotments	10	12,100
2.	March 28, 2003	12,100	NIL	Bonus Issue	10	24200
<b>Cumulative Shareholding</b>						<b>24,200</b>

*Note: Since specific details of acquisition/sale of equity shares prior to April 1, 2000 are not available, aggregate shareholding as on April, 1, 2000 is provided.*

**Yamini Kumar:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	June 22, 2017	1,000	4,29,305	Market Purchase	10	1,000
2.	August 25, 2020	50,000	NIL	Gift from Mr. Ashok Jaipuria	10	51,000
<b>Cumulative Shareholding</b>						<b>51,000</b>

**Pravasi Enterprises Limited:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	Opening as on April 1, 2000	4,29,550	1,38,64,966	Through Purchases/Allotments	10	4,29,550
2.	March 15, 2001	6,000	1,80,600	Off-Market Purchase	10	4,35,550
3.	March 28, 2003	4,35,550	NIL	Bonus Issue	10	8,71,100
4.	May 11, 2015	(8,70,000)	1,40,33,100	Inter-se Transfer to Gayatri & Annapurna	10	1,100
5.	August 19, 2015	20,000	36,87,704	Market Purchase	10	21,100
6.	August 20, 2015	20,000	3,53,614	Market Purchase	10	41,100
7.	August 21, 2015	20,000	34,52,092	Market Purchase	10	61,100
8.	August 24, 2015	33,981	52,45,587	Market Purchase	10	95,081
9.	September 1, 2015	36,019	55,00,817	Market Purchase	10	1,31,100
10.	June 18, 2018	(1,30,000)	3,08,91,388	Inter-se Transfer to Gayatri & Annapurna	10	1,100
11.	July 21, 2020	2,680	NIL	Transmission pursuant to the Scheme of Amalgamation of Sunrise Manufacturing Company Limited an erstwhile Promoter Company	10	3,780
12.	July 21, 2020	1,280	NIL	Transmission on Scheme of Amalgamation of	10	5,060

				Hanuman Textile Manufacturing and Investment Co. Limited an erstwhile Promoter Company		
<b>Cumulative Shareholding</b>						<b>5,060</b>

*Note: Since specific details of acquisition/sale of equity shares prior to April 1, 2000 are not available, aggregate shareholding as on April 1, 2000 is provided.*

**Andheri Properties and Developers Private Limited (Formerly known as Andheri Properties and Finance Limited):**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	Opening as on September 30, 2009	4,60,322	2,77,67,824	Through Purchases/Allotments	10	4,60,322
2.	April 8, 2010	(11,273)	14,11,766	Market Sale	10	4,49,049
3.	April 9, 2010	(20,625)	25,70,578	Market Sale	10	4,28,424
4.	April 12, 2010	(12,345)	15,19,602	Market Sale	10	4,16,079
5.	April 13, 2010	(11,050)	13,54,147	Market Sale	10	4,05,029
6.	April 19, 2010	(4,497)	5,35,612	Market Sale	10	4,00,532
7.	April 20, 2010	(3,051)	3,62,481	Market Sale	10	3,97,481
8.	April 21, 2010	(31,564)	38,05,078	Market Sale	10	3,65,917
9.	April 22, 2010	(15,246)	18,40,122	Market Sale	10	3,50,671
10.	April 23, 2010	(11,549)	13,95,503	Market Sale	10	3,39,122
11.	April 26, 2010	(3,408)	4,15,490	Market Sale	10	3,35,714
12.	April 27, 2010	(75,000)	93,48,287	Market Sale	10	2,60,714
13.	April 28, 2010	(25,500)	30,41,564	Market Sale	10	2,35,214
14.	April 29, 2010	(27,176)	32,94,173	Market Sale	10	2,08,038
15.	April 30, 2010	(19,392)	23,55,215	Market Sale	10	1,88,646
16.	May 3, 2010	(22,024)	26,37,533	Market Sale	10	1,66,622
17.	May 4, 2010	(27,000)	32,55,761	Market Sale	10	1,39,622
18.	August 13, 2010	(3,500)	4,46,935	Market Sale	10	1,36,122
19.	August 26, 2010	(5,000)	6,66,856	Market Sale	10	1,31,122
20.	August 27, 2010	(10,000)	13,49,838	Market Sale	10	1,21,122

21.	August 30, 2010	(6,500)	8,71,185	Market Sale	10	1,14,622
22.	August 31, 2010	(5,000)	6,63,374	Market Sale	10	1,09,622
23.	September 13, 2010	(12,282)	16,13,900	Market Sale	10	97,340
24.	September 14, 2010	(14,718)	19,29,840	Market Sale	10	82,622
25.	September 15, 2010	(8,000)	10,60,993	Market Sale	10	74,622
26.	November 26, 2013	(74,000)	40,03,400	Interse Transfer to Gayatri & Annapurna	10	622
<b>Cumulative Shareholding</b>						<b>622</b>

*Note: Since Andheri Properties and Developers Private Limited became the part of our promoter group on September 30, 2009, specific details of acquisition/sale of equity shares prior to September 30, 2009 are not available, aggregate shareholding as on September 30, 2009 is provided.*

**Ashok Jaipuria - Registered Owner C/o Gayatri & Annapurna - Beneficial Owner:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	Opening as on April 1, 2000	8,52,750	1,88,87,656	Through Purchases/Allotments	10	8,52,750
2.	May 15, 2001	(82,000)	23,78,000	Inter-se Transfer to Ashok Jaipuria	10	7,70,750
3.	May 18, 2001	(78,000)	22,62,000	Inter-se Transfer to Ambrish Jaipuria	10	6,92,750
4.	August 7, 2001	1,00,000	32,30,000	Off Market Purchase	10	7,92,750
5.	September 17, 2001	9,04,686	2,29,79,024	Inter-se Transfer from Sunrise Manufacturing Company Limited	10	16,97,436
6.	December 26, 2001	4,00,012	1,38,20,414	Off Market Purchase	10	20,97,448
7.	December 26, 2001	2,99,990	1,03,64,654	Off Market Purchase	10	23,97,438
8.	March 28, 2003	23,97,438	NIL	Bonus Issue	10	47,94,876
9.	July 4, 2013	2,00,000	1,09,20,000	Inter-se Transfer from Cosmo Ferrites Limited an erstwhile Promoter company	10	49,94,876
10.	July 31, 2013	2,00,000	1,00,70,000	Inter-se Transfer from Cosmo Ferrites Limited an erstwhile Promoter company	10	51,94,876
11.	September 27, 2013	1,50,000	67,95,000	Inter-se Transfer from Cosmo Ferrites Limited an erstwhile Promoter company	10	53,44,876
12.	November 25, 2013	74,000	40,03,400	Inter-se Transfer from Andheri Properties and Developers Private	10	54,18,876



				Limited		
13.	April 22, 2015	3,35,000	28,30,750	Inter-se Transfer from Hanuman Textile Manufacturing and Investment Co. Limited an erstwhile Promoter Company	10	57,53,876
14.	April 30, 2015	5,60,000	60,25,600	Inter-se Transfer from Sunrise Manufacturing Company Limited	10	63,13,876
15.	May 11, 2015	8,70,000	1,40,33,100	Inter-se Transfer from Pravasi Enterprises Limited	10	71,83,876
16.	May 31, 2016	50,000	1,85,27,429	Inter-se Transfer from Ambrish Jaipuria	10	72,33,876
17.	March 17, 2017	(23,89,000)	8,47,47,985	Inter-se Transfer to Hanuman Textile Manufacturing and Investment Co. Limited	10	48,44,876
18.	March 24, 2017	23,89,000	91,21,35,548	Inter-se Transfer from Hanuman Textile Manufacturing and Investment Co. Limited	10	72,33,876
19.	June 18, 2018	1,30,000	3,11,49,611	Inter-se Transfer from Pravasi Enterprises Limited	10	73,63,876
20.	June 22, 2018	6,708	15,30,768	Market Purchase	10	73,70,584
21.	June 25, 2018	10,000	22,88,086	Market Purchase	10	73,80,584
22.	June 26, 2018	5,000	11,48,202	Market Purchase	10	73,85,584
23.	June 27, 2018	8,000	18,36,541	Market Purchase	10	73,93,584
24.	June 28, 2018	10,000	22,74,496	Market Purchase	10	74,03,584
25.	July 20, 2018	21,668	43,35,842	Market Purchase	10	74,25,252
26.	January 28, 2019	2,000	38,74,641	Market Purchase	10	74,27,252
27.	January 29, 2019	8,000	15,39,134	Market Purchase	10	74,35,252
28.	January 30, 2019	2,639	5,03,659	Market Purchase	10	74,37,891
29.	January 31, 2019	7,500	14,54,106	Market Purchase	10	74,45,391
30.	February 1, 2019	5,500	10,78,404	Market Purchase	10	74,50,891
31.	February 4, 2019	4,361	8,28,657	Market Purchase	10	74,55,252
32.	February 20, 2019	5,823	9,95,982	Market Purchase	10	74,61,075
33.	February 21, 2019	2,741	4,85,700	Market Purchase	10	74,63,816
34.	February	3,000	5,59,514	Market Purchase	10	74,66,816

	22, 2019					
35.	February 26, 2019	9,000	16,95,541	Market Purchase	10	74,75,816
36.	February 27, 2019	10,000	18,90,935	Market Purchase	10	74,85,816
37.	February 28, 2019	7,400	13,97,292	Market Purchase	10	74,93,216
38.	March 6, 2019	15,000	30,56,238	Market Purchase	10	75,08,216
<b>Cumulative Shareholding</b>						<b>75,08,216</b>

*Note: Since specific details of acquisition/sale of equity shares prior to April 1, 2000 are not available, aggregate shareholding as on April 1, 2000 is provided.*

**Fawkes Management Private Limited - Registered Owner C/o Ashok Jaipuria Private Trust - Beneficial Owner:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	August 30, 2017	100	43,101	Market Purchase	10	100
<b>Cumulative Shareholding</b>						<b>100</b>

**Fawkes Management Private Limited-Registered Owner C/o Ashok Jaipuria Family Trust -Beneficial Owner:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	June 25, 2019	2,03,367	NIL	Gift from Mr. Ashok Jaipuria	10	2,03,367
<b>Cumulative Shareholding</b>						<b>2,03,367</b>

- b. Except as disclosed below, no Equity Shares have been purchased/ sold/ transferred by (either through the stock exchanges or off market transactions) by any of the (i) promoters; (ii) members of the promoter group and persons who are in control of the Company; (iii) directors of the promoters/ members of the promoter group, where such promoter is a Company and of persons who are in control of the Company during a period of 12 (twelve) months preceding the date of the Public Announcement i.e., October 27, 2020 :

Name of the Shareholder	Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Ashok Jaipuria	(50,000)	Gift	448.15	August 25, 2020	429.40	August 25, 2020
Yamini Kumar	50,000	Gift	448.15	August 25, 2020	429.40	August 25, 2020
Pravasi Enterprises Limited	2,680	Transmission pursuant to the Scheme of Amalgamation of Sunrise Manufacturing Co. Limited an	394.00	July 14, 2020	344.10	July 14, 2020

		erstwhile Promoter Company				
	1,280	Transmission on Scheme of Amalgamation of Hanuman Textile Manufacturing and Investment Co. Limited an erstwhile Promoter Company	394.00	July 14, 2020	344.10	July 14, 2020
Sunrise Manufacturing Company limited	(2,680)	Transmission to Pravasi Enterprises Limited on pursuant to the scheme of amalgamation of the Company	394.00	July 14, 2020	344.10	July 14, 2020
Hanuman Textile Manufacturing and Investment Co. Limited	(1,280)	Transmission to Pravasi Enterprises Limited on pursuant to the scheme of amalgamation of the Company	394.00	July 14, 2020	344.10	July 14, 2020

#### **6.5 Shareholding of the promoters and members of the promoter group post-Buyback and compliance thereof with the SEBI Listing Regulations:**

For details with respect to promoters' and members of the promoter group shareholding post Buyback please refer to paragraph 14 (*Capital Structure and Shareholding Pattern*) on page 29 of this Letter of Offer

Upon completion of the Buyback, the Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid up Equity Share capital as provided under Regulation 38 of the SEBI Listing Regulations.

#### **7. AUTHORITY FOR THE BUYBACK**

The Buyback is being undertaken in accordance with Article 62 of the Articles of Association, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI Buyback Regulations. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required under the applicable laws including from the SEBI and/ or the BSE and NSE.

The Buyback has been authorised by the resolution of the Board of Directors passed at their meeting which was held on Monday, October 26, 2020.

#### **8. NECESSITY OF THE BUYBACK**

8.1 The Buyback is being proposed by the Company to return surplus funds to the equity shareholder/beneficial owner of the Equity Shares ("**Equity Shareholders**"), which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and

cost effective manner. The Company has accumulated free reserves and satisfactory liquidity as represented by its bank balances and marketable securities. The future generation of cash along with borrowings, if any, will support the resources required for investments and other operational requirements of the Company in the coming years. The Buyback provides an opportunity to the Company to return excess cash to the Equity Shareholders and to enhance overall shareholders' value. Additionally, the Company's management strives to increase the Equity Shareholders' value and the Buyback would result in the following benefits, amongst other things:

- The Buyback is generally expected to improve financial ratios like earnings per share, return on capital employed, return on equity, calculated on the basis of financial statements, by reduction in the equity basis of the Company, thereby leading to long term increase in shareholders' value;
- The Buyback will help in achieving an optimal capital structure;
- The Buyback will help the Company to distribute surplus cash to the Equity Shareholders broadly in proportion to their shareholding, thereby, enhancing their overall return;
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of shares as per the entitlement of the shareholders or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback gives an option to the Equity Shareholders to either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment.

8.2 After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend and approve Buyback not exceeding 12,67,361 (Twelve Lacs Sixty Seven Thousand Three Hundred and Sixty One) Equity Shares representing 6.52% of the total paid-up equity capital of the Company at price of INR 576 (Indian Rupees Five Hundred Seventy Six only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding INR 73,00,00,000 (Indian Rupees Seventy Three Crores only) excluding any taxes payable under Income Tax Act, 1961 and any expenses incurred or to be incurred for the Buyback, which represents 9.69% and 9.95% of the aggregate of the Company's paid-up capital and free reserves (including securities premium) as per the audited financials of the Company as on March 31, 2020 on a standalone and consolidated basis respectively (i.e. the last audited financial statements available as on the date of the Board Resolution approving the Buyback).

8.3 The post Buyback debt-equity ratio of the Company will be less than 2:1, as prescribed by Section 68 of the Companies Act, assuming full acceptance by the Shareholders.

## **9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY**

9.1 The Company believes that the Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the current investments. Assuming there is full response to the Buyback, the funds deployed by the Company towards the Buyback would be INR 73,00,00,000 (Indian Rupees Seventy Three Crores only) excluding the Transaction Costs.

9.2 The Buyback will not in any manner impair its ability to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is likely to result in improvement in EPS and enhance the return on equity. The Buyback is being undertaken, inter alia, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the shareholders.

9.3 In terms of the Buyback Regulations, under the tender offer route, the promoter and members of the promoter group have the option to participate in the Buyback. In this regard, the Promoter and members of the promoter group have expressed its intention vide its letters dated October 26, 2020 to participate in the

Buyback and offer up to maximum entitlement or such lower number of Equity Shares in accordance with the SEBI Buyback Regulations. For further details, please refer to “*Details of the Buyback - Intention of the promoters and members of the promoter group to participate in the Buyback*” on page 17.

- 9.4 The Buyback is not expected to result in a change in control or otherwise affect the existing management structure of the Company.
- 9.5 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders (including FIIs and FPIs), Indian financial institutions, banks and other shareholders, the shareholding under each category may undergo a change.
- 9.6 As required under Section 68(2)(d) of the Companies Act, 2013 the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid up Equity Share capital and free reserves post completion of the Buyback, even if the response to the Buyback is to the extent of 100% (full acceptance).
- 9.7 In furtherance to the Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of the promoter group of the Company and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoter and members of promoter group) from the date of Board Meeting approving the Buyback till the closing of the Buyback.
- 9.8 In compliance with the provisions of the SEBI Buyback Regulations and SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2020/69 dated April 23, 2020, the Company shall not raise further capital for a period of 6 (six) months (or such period as applicable in accordance with SEBI Buyback Regulations and circulars issued by SEBI) from the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference share or debentures into equity shares. Further, the Company shall not issue any Equity Shares or other securities including by way of bonus issue till the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations.
- 9.9 Salient financial parameters consequent to the Buyback based on the latest audited results as on March 31, 2020 are set forth below:

Parameter	Standalone		Consolidated	
	Pre-Buyback	Post-Buyback*	Pre-Buyback	Post-Buyback*
Net worth <sup>#</sup> (INR crores)	753.59	680.59	733.68	660.68
Return on Net worth (%)	15.13	16.76	15.46	17.17
Basic EPS (INR)	59.50	63.72	59.19	63.38
Book value per share (INR)	387.65	374.51	377.41	363.56
Price / Earnings Ratio (P/E)**	7.93	7.41	7.97	7.45
Total Debt/ Equity Ratio	0.96	1.06	1.08	1.19

<sup>#</sup>Net worth excludes capital reserve, treasury shares, shares options outstanding account, effective portion of cash flow hedges, currency translation reserve and debt instruments through other comprehensive income

\*The post Buyback numbers are calculated by reducing the net worth by the proposed Buyback of INR 73 crores (assuming full acceptance) without factoring in any other impact to the net worth.

\*\*Share price used to calculate P/E has been taken as closing price of October 26, 2020 on BSE i.e. INR 471.65.

Note: Amounts mentioned in the table above are rounded off

The key ratios have been computed as below:

Key Ratios	Basis
Basic EPS (INR)	Net Profit After Tax attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Book value per share (INR)	Net worth (excluding capital reserve, treasury shares, shares options outstanding account, effective portion of cash flow hedges, currency translation reserve and debt instruments through other comprehensive income) / Number of Equity Shares

	outstanding during the year
Total Debt-Equity Ratio	Total Debt / Net Worth (excluding capital reserve, treasury shares, shares options outstanding account, effective portion of cash flow hedges, currency translation reserve and debt instruments through other comprehensive income)
Return on Net worth (%)	Net Profit After Tax / Net Worth (excluding capital reserve, treasury shares, shares options outstanding account, effective portion of cash flow hedges, currency translation reserve and debt instruments through other comprehensive income)
P/E Ratio	Market Value per Equity Share/ Earnings per Equity Share

## 10. BASIS OF CALCULATING THE BUYBACK OFFER PRICE

10.1 The Buyback Offer Price being INR 576 per Equity Share has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on the Stock Exchanges, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the EPS.

10.2 The Buyback Offer Price i.e., INR 576 per Equity Share represents:

- Premium of 25.31% and 25.37% over the closing price of the Equity Shares on the BSE and NSE, respectively, as on October 19, 2020 (“Intimation Date”), being the date on which Company intimated the Stock Exchanges of its intention to consider the proposal for buyback of shares at the Board Meeting held on October 26, 2020; and
- Premium of 37.66% and 37.65% over the volume weighted average market price of the Equity Shares on BSE and on NSE, respectively, during the three months preceding the Intimation Date.
- Premium of 38.68% and 38.65% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for two weeks preceding the Intimation Date.

10.3 The closing market price of the Equity Shares as on the date of intimation of the date of the Board Meeting i.e. October 19, 2020, was INR 459.65 and INR 459.45 on BSE and NSE, respectively. For trends in the market price of the Equity Shares, please refer to “*Stock Market Data*” on page 35.

10.4 Certain financial ratios as at March 31, 2020 (“Pre-Buyback”) as derived from our audited statements and the corresponding ratios assuming full acceptance of the Buyback (“Post-Buyback”) are set forth below:

Parameter	Pre-Buyback		Post-Buyback*	
	Standalone	Consolidated	Standalone	Consolidated
Return on Net worth (%)	15.13	15.46	16.76	17.17
Basic EPS (INR)	59.50	59.19	63.72	63.38
Book value per share (INR)	387.65	377.41	374.51	363.56

\* Assuming full acceptance of Equity Shares in the Buyback

## 11. SOURCES OF FUNDS FOR THE BUYBACK

11.1 Assuming full acceptance, the funds that would be utilised by the Company for the purpose of the Buyback would be INR 73,00,00,000 (Indian Seventy Three Crore only) excluding the Transaction Costs.

11.2 The funds required for implementation of the Buyback will be sourced from current balances of cash and cash equivalents and/or internal accruals of the Company and/or liquidation of financial instruments held by the Company. The Company will transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the Equity Shares bought back pursuant to the Buyback to the Capital Redemption Reserve Account and details of such transfer will be disclosed in the subsequent audited financial statements of the Company. The Company has neither raised nor does it intend to raise additional debt in connection with the Buyback.

11.3 The Company confirms that the funds for the Buyback will be made available out of its internal accruals and not out of the funds borrowed, if any, from banks and financial institutions.

## 12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

12.1 In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, an Escrow Agreement has been entered into amongst the Company, the Manager to the Buyback and the Escrow Agent.

12.2 In accordance with the SEBI Buyback Regulations, the Company has appointed IndusInd Bank Limited, having its registered office at 2401, Gen. Thimmayya Road, (Cantonment), Pune- 411 001, and acting through its branch, situated at Dr. Gopaldas Bhawan, Barakhamba Road, New Delhi - 110001, as the Escrow Agent for Buyback and an Escrow Agreement has been entered into amongst the Company, the Manager to the Buyback and Escrow Agent on October 30, 2020.

12.3 In accordance with the Escrow Agreement, the Company has opened an Escrow Account in the name and style of "Cosmo Films Limited – Buyback 2020 – Escrow A/c" bearing account number 251008110025 with the Escrow Agent. In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the Company has deposited INR 18,25,00,000 (Rupees Eighteen Crore Twenty Five Lakh only) in cash, being an amount equivalent to the aggregate of 25% of INR 73,00,00,000 (Indian Seventy Three Crores only) in the Escrow Account, by way of security for the fulfillment of its obligations under the Buy-back. In accordance with the SEBI Buyback Regulations, the Manager to the Buyback will be empowered to operate the Escrow Account.

## 13. FIRM FINANCING ARRANGEMENTS

13.1 The Company has adequate and firm financial resources to fulfil the obligations under the Buyback and the same has been certified by Manish Jain & Associates, Chartered Accountants (Firm Registration No: 015608N) through their Partner, Neeraj Diwan (Membership Number: 514575), by their certificate dated October 26, 2020. The registered office address of Manish Jain & Associates, Chartered Accountants is Plot no. 290, Phase-I, Industrial Area, Panchkula-134113, Haryana (India) and its telephone no. is +91 9780043314 and its email id is [cadiwanneeraj@gmail.com](mailto:cadiwanneeraj@gmail.com).

13.2 Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the SEBI Buyback Regulations.

## 14. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

14.1 The present and the post-Buyback capital structure of the Company are set forth below:

Particulars	Present	Post completion of Buyback
Authorised share capital	INR 25,00,00,000 (2,50,00,000 Equity Shares)	INR 25,00,00,000 (2,50,00,000 Equity Shares)
Issued, subscribed and fully paid-up share capital	INR 19,44,00,760 (1,94,40,076 Equity Shares)	INR 18,17,27,150 (1,81,72,715 Equity Shares) <sup>#</sup>

<sup>#</sup>Assuming the full Acceptance of the Buyback Offer Size. However, the post-Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

14.2 The Company has not undertaken any buyback of shares in the last three years from the date of this Letter of Offer.

14.3 The Company confirms that:

- All Equity Shares are fully paid-up and there are no partly paid-up shares or calls in arrears;
- There are no outstanding convertible securities; and
- no scheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company

14.4 The shareholding pattern of the Company before the Buyback as on Record Date i.e. November 9, 2020 and after the Buyback, is provided below:

Particulars	Pre-Buyback		Post-Buyback <sup>#</sup>	
	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	85,82,246	44.15	80,38,291	44.23

acting in concert (Collectively “the Promoters”)				
Foreign Investors (Including Non-Resident Indians, FIIs)	8,88,211	4.57	101,34,424	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>

<sup>#</sup>Assuming the full Acceptance of the Buyback Offer Size. However, the post-Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

14.5 Assuming full acceptance of the Buyback, the issued, subscribed and paid-up equity share capital of the Company would be as fully set out in paragraph 14.1 of this Letter of Offer.

14.6 Please refer to paragraph 14.4 of this Letter of Offer for details regarding shareholding (pre and post Buyback) of the promoters and members of the promoter group in the Company.

## 15. BRIEF INFORMATION ABOUT THE COMPANY

15.1 The Company was incorporated on October 7, 1976 pursuant to certificate of Incorporation issued by Registrar of Companies, Delhi & Haryana (“RoC”) dated October 7, 1976 under the Companies Act, 1956. Thereafter, our Company received a certificate of commencement of business from the RoC on January 27, 1977. The registered and corporate office of the Company is located at 1008, DLF Tower-A, Jasola District Centre, New Delhi - 110 025, India.

15.2 The Company is engaged in the business of manufacturer, importer, exporter and dealer of packaging, lamination and labeling films and synthetic paper.

15.3 The Company’s Equity Shares are listed on BSE and NSE since October 28, 1980 and May 25, 1995, respectively. The Equity Shares are currently traded in compulsory dematerialized mode under the trading code(s) 508814 at BSE and COSMOFILMS at NSE. The ISIN of the Equity Shares is INE757A01017.

15.4 *Growth of the Company*: During fiscal year 2020, the Company achieved consolidated revenue of INR 2203.53 crores registering an increase of 2.18% and profit after tax was INR 113.44 crores, registering an increase of 85.63%. For further details on financial information about the Company for the fiscal years 2018, 2019, 2020 and six months period ended September 30, 2020, see “*Financial information about the Company*” on page 34 of this Letter of Offer

15.5 The following table sets forth the history of the equity share capital of the Company:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share	Issue Price per Equity Share	Nature of consideration	Reasons for Allotment	Cumulative number of Equity Share	Cumulative Equity Share Capital (INR)
November 4, 1976	700	10	10	Cash	Subscribers to MOA	700	7000
November 4, 1976*	4,300	10	10	Cash	Allotment	5000	50000
July 21, 1979*	215,000	10	10	Cash	Right Issue	220000	2200000
October 13, 1979*	239,000	10	10	Cash	Right Issue	459000	4590000
September 6, 1980*	441,000	10	10	Cash	Public Issue	900000	9000000
September 12, 1987 to March 2,	1,487,600	10	40	Cash	Right Issue & Public Issue	2387600	23876000



Date of Allotment	Number of Equity Shares	Face Value per Equity Share	Issue Price per Equity Share	Nature of consideration	Reasons for Allotment	Cumulative number of Equity Share	Cumulative Equity Share Capital (INR)
1988*							
September 1, 1992	69,000	10	40	-	Conversion of Part Rupee Loan	2456600	24566000
August 2, 1993*	3,036,850	10	-	-	Conversion of Part-I of Fully Convertible Debentures	5493450	54934500
May 7, 1994	1,000,000	10	65	Cash	Private Placement	6493450	64934500
October 31, 1994	1,000,000	10	150	Cash	Private Placement	7493450	74934500
October 16, 1996	751,204	10	-	-	Conversion of Fully Convertible Debentures	8244654	82446540
November 27, 2002	242,051	10	-	-	Pursuant to Scheme of Amalgamation of Erstwhile Gujarat Propack Limited with the Company	8486705	84867050
March 28, 2003	8,486,705	10	-	-	Bonus Issue	16973410	169734100
December 14, 2004	2,466,666	10	75	Cash	Preferential Allotment	19440076	194400760

*\*We have placed reliance on the disclosures made in the Board minutes and/or financial statements, to ascertain the details of the issue of Equity Shares, the nature of allotment, issue price per equity share and the nature of consideration since the Form 2 for the relevant allotments are neither available in the records of our Company nor are they available in the records of the RoC as certified by CS Shivani Agarwal, Company Secretaries, membership no.36232 and Certificate of Practice no. 18282 in the search report dated October 24, 2020.*

15.6 The following table sets forth details regarding the Board of Directors as on the date of this Letter of Offer:

Name, Qualifications, Occupation, Age (in years) and DIN	Designation	Date of joining/ Appointment/ Reappointment	Other Directorships and designated partnerships in LLPs
<b>Mr. Ashok Jaipuria</b> <b>Qualification:</b> Degree in Associate of Arts in Business Administration from John Quincy Adams College and Diploma in Marketing Sciences from Institute of marketing & Management; <b>Occupation:</b> Business; <b>Age:</b> 67 years; <b>DIN:</b> 00214707	Chairman & Managing Director	October 10, 1976	1. Somany Home Innovation Limited 2. Brilloca Limited
<b>Mr. Anil Kumar Jain</b> <b>Qualification:</b> Bachelor's degree in Commerce from Meerut University,	Whole-time Director	May 24, 2011	1. Usha International Limited 2. Cosmo Speciality

<p>member of the Institute of Cost and Works Accountants of India, Certified Information Systems Auditor from Information Systems Audit and Control Association;</p> <p><b>Occupation:</b> Professional;  <b>Age:</b> 69 years;  <b>DIN:</b> 00027911</p>			<p>Chemicals Private Limited;</p> <p>3. Cosmo Films Inc., USA</p> <p>4. CF (Netherlands) Holdings Limited, BV, Netherlands</p> <p>5. Cosmo Films Japan G.K</p> <p>6. Cosmo Films Korea Limited</p> <p>7. Cosmo Films Poland SO. Z.O.O</p> <p>8. Cosmo Films Singapore Pte. Limited.</p> <p>9. Cosmo Films Holdings Private (Thailand) Co. Limited</p>
<p><b>Mr. Pratip Chaudhuri</b>  <b>Qualifications:</b> Bachelor's degree in Science from University of Delhi, Master's degree in Business and Administration from Panjab University, Certified Associate from the Indian Institute of Bankers;  <b>Occupation:</b> Retired Banker;  <b>Age:</b> 67 years;  <b>DIN:</b> 00915201</p>	<p>Non-Independent Non-Executive Director</p>	<p>November 10, 2014</p>	<p>1. CESC Limited</p> <p>2. Visa Steel Limited</p> <p>3. Firstsource Solutions Limited</p> <p>4. Muthoot Finance Limited</p> <p>5. Spencer's Retail Limited</p> <p>6. IffcoKisan Sanchar Limited</p> <p>7. JagaranMicrofin Private Limited</p> <p>8. Alchemist Asset Reconstruction Company limited</p> <p>9. Dynamic Drilling &amp; Services Private limited;</p> <p>10. First Group USA, Inc.</p> <p>11. MedAssist Holding LLC</p>
<p><b>Mr. Har Kishanlal Agrawal</b>  <b>Qualification:</b> Bachelor's degree in engineering from Jodhpur University, post Graduate Diploma in Business Administration from Indian Institute of Management, Ahmedabad and was award gold medal for scholastic Merit;  <b>Occupation:</b> Professional;  <b>Age:</b> 73 years;  <b>DIN:</b> 00260592</p>	<p>Independent Director</p>	<p>January 13, 2000</p>	<p>NIL</p>
<p><b>Ms. Alpana Parida Shah</b>  <b>Qualification:</b> Bachelors' degree in Arts from Delhi University and Post graduate diploma course in Business Administration from Indian Institute of Management, Ahmedabad</p>	<p>Independent Director</p>	<p>February 14, 2014</p>	<p>1. GRP Limited</p> <p>2. Prime Securities Limited</p> <p>3. S H Kelkar And Company Limited</p> <p>4. Tiivra Ventures</p>

<b>Occupation:</b> Professional <b>Age:</b> 57 years; <b>DIN:</b> 06796621			Private Limited 5. FSN E-Commerce Ventures Private Limited 6. Primesec Investments Limited 7. Brilloca Limited 8. ISAGRO (Asia) Agrochemicals Private Limited
<b>Mr. Hoshang Noshirwan Sinor</b> <b>Qualification:</b> Bachelor's degree in Commerce from Poddar College of Commerce and Economics, Bombay University and bachelor's degree in Law from Siddharth College of Law, Bombay University; ; <b>Occupation:</b> Retired Banker; <b>Age:</b> 75 years; <b>DIN:</b> 00074905	Independent Director	May 22, 2015	1. Themis Medicare Limited 2. Universal Trustees Private Limited
<b>Mr. Anil Wadhwa</b> <b>Qualification:</b> Master Degree in History with specialization in Chinese history and Medieval Indian history and architecture from Delhi University; <b>Occupation:</b> Ex-Diplomat from Indian Foreign Service; <b>Age:</b> 63 years; <b>DIN:</b> 08074310	Independent Director	May 23, 2018	1. HSIL Limited 2. Galfar Engineering & Contracting (India) Private Limited
Mr. Rakesh Nangia <b>Qualification:</b> Bachelor's degree in Commerce from University of Allahabad, Member and Practicing Chartered Accountant of the Institute of Chartered Accountants of India and; <b>Occupation:</b> Professional; <b>Age:</b> 66 years; <b>DIN:</b> 00147386	Independent Director	November 10, 2020	1. True Gainers Network Private Limited; 2. Torrence Capital Advisors Private Limited; 3. The Indo-Canadian Business Chamber; 4. Nangia Andersen India Private Limited; 5. Nangia Andersen Consulting Private Limited; 6. Nangia Insolvency Professionals LLP; 7. Nangia & Co LLP

15.7 The changes in our Board during the three years immediately preceding the date of this Letter of offer are as follows:

Name of the Director	Appointment/ Cessation	Effective Date	Reasons
Anil Wadhwa	Appointment	May 23, 2018	Appointed as Independent Director
Anil Wadhwa	Appointment	August 3, 2018	Regularisation of appointment by shareholders at AGM
Rajeev Gupta	Appointment	May 15, 2019	Change in designation from Non-Executive Independent Director to Non-Executive Non-Independent Director
Pratip Chaudhuri	Appointment	May 15, 2019	Change in designation from Non-Executive Independent Director to

Name of the Director	Appointment/ Cessation	Effective Date	Reasons
			Non-Executive Non-Independent Director
Alpana Parida Shah	Appointment	May 15, 2019	Change in designation from Non-Executive Non-Independent Director to Independent Director
Ashish Guha	Cessation	July 25, 2019	Completion of his term as Director
Vivek Nangia	Cessation	June 25, 2020	Resignation due to new work assignment
Rajeev Gupta	Cessation	August 7, 2020	Retired by rotation, as he did not offer himself for reappointment
Rakesh Nangia	Appointment	November 10, 2020	Appointed as an Additional Director in capacity of Non-Executive Independent Director

Except as mentioned above, there were no changes in our Board during the last three years immediately preceding the date of the Public Announcement.

15.8 The Buyback will not result in any benefit to any directors of the Company, promoters and members of the promoter group and persons in control of the Company except to the extent of their participation in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the equity share capital post Buyback.

## 16. FINANCIAL INFORMATION ABOUT THE COMPANY

16.1 The salient financial information of the Company, as extracted from the audited standalone and consolidated results for the fiscal year 2018, 2019, 2020 and six months period ended September 30, 2020:

INR crores

Particulars	Standalone				Consolidated			
	Fiscal 2018	Fiscal 2019	Fiscal 2020	As on September 30, 2020	Fiscal 2018	Fiscal 2019	Fiscal 2020	As on September 30, 2020
Revenue from Operations (Net)	1,779.07	2,050.39	2,032.12	969.79	1,876.98	2,156.52	2,203.53	1041.07
Other Income	34.84	11.56	19.91	12.88	34.51	20.15	19.46	12.86
Total Income	1,813.91	2,061.95	2,052.03	982.67	1,911.49	2,176.67	2,222.99	1053.93
Total Expense (excluding finance costs, depreciation & amortization, tax and exceptional items)	1,632.82	1,892.76	1,789.61	797.31	1,743.90	1,995.30	1,942.53	862.33
Finance Cost	50.12	51.67	49.39	22.58	52.38	55.97	52.57	23.85
Depreciation & Amortisation	45.50	48.03	49.57	26.22	51.21	53.76	65.05	28.14
Exceptional Items	0	0	0	0	0	0	0	0
Profit before Tax	85.47	69.49	163.46	136.56	64.00	71.64	162.84	139.61
Provision for Tax (including deferred tax)	0.58	11.11	49.42	39.97	(0.43)	10.53	49.40	39.91
Profit after Tax	84.89	58.38	114.04	96.59	64.43	61.11	113.44	99.70
Paid-up equity share capital	19.44	19.44	19.44	19.44	19.44	19.44	19.44	19.44
Reserves and Surplus*	617.64	675.85	725.99	829.40	600.22	660.80	721.48	829.70
Net worth	644.16	688.62	753.59	850.59	622.08	669.27	733.68	833.80
Non-current	405.31	431.94	355.30	379.93	405.31	431.94	355.30	379.93

Particulars	Standalone				Consolidated			
	Fiscal 2018	Fiscal 2019	Fiscal 2020	As on September 30, 2020	Fiscal 2018	Fiscal 2019	Fiscal 2020	As on September 30, 2020
Borrowings								
Current portion of long term borrowings	95.70	107.72	127.64	129.25	95.70	107.72	127.64	129.25
Current borrowings	209.67	202.18	237.94	263.83	287.15	271.62	306.51	308.19
Total debt	710.68	741.84	720.88	773.01	788.16	811.28	789.45	817.37
Net Debt**	617.42	587.36	537.25	506.53	680.87	642.84	583.58	485.37

\*Excluding revaluation reserves and miscellaneous expenditure to the extent not written off.

\*\*Net Debts means total debt minus cash and cash equivalents including liquid investments.

## Key Ratios

Particulars	Standalone				Consolidated			
	Fiscal 2018	Fiscal 2019	Fiscal 2020	As on September 30, 2020	Fiscal 2018	Fiscal 2019	Fiscal 2020	As on September 30, 2020
Basic EPS (INR)	44.30	30.46	59.51	50.85**	33.62	31.89	59.19	52.49**
Diluted EPS (INR)	44.30	30.46	59.51	50.50**	33.62	31.89	59.19	52.13**
Book value per share (INR)	331.36	354.23	387.65	437.55	320.00	344.27	377.41	428.91
Total Debt/ Equity Ratio	1.10	1.08	0.96	0.91	1.27	1.21	1.08	0.98
Net Debt*/ Equity Ratio	0.96	0.85	0.71	0.60	1.09	0.96	0.80	0.58
Return on Net Worth (%)	13.18	8.48	15.13	11.36**	10.36	9.13	15.46	11.96**

\*Net debts means total debt minus cash and cash equivalents including liquid investments

\*\* Not annualised.

The key ratios have been computed as below:

Key Ratios	Basis
Basic EPS (INR)	Net Profit After Tax attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Book value per share (INR)	Net worth (excluding capital reserve, treasury shares, shares options outstanding account, effective portion of cash flow hedges, Currency translation reserve and Debt instruments through other comprehensive income) / Number of Equity Shares outstanding during the year
Total Debt-Equity Ratio	Total Debt / Net Worth (excluding capital reserve, treasury shares, shares options outstanding account, effective portion of cash flow hedges, Currency translation reserve and Debt instruments through other comprehensive income)
Return on Net worth (%)	Net Profit After Tax / Net Worth (excluding capital reserve, treasury shares, shares options outstanding account, effective portion of cash flow hedges, Currency translation reserve and Debt instruments through other comprehensive income)
P/E Ratio	Market Value per Equity Share/ Earnings per Equity Share

16.2 The Company hereby declares that it will comply with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, if it becomes applicable, in connection with the Buyback.

16.3 The Company hereby also declares that it has complied with and will comply with Sections 68, 69 and 70 of the Companies Act, in conception with the Buyback.

## 17. STOCK MARKET DATA

17.1 The Equity Shares are currently traded in compulsory dematerialized mode under the trading symbol/ code(s) 508814 at BSE and COSMOFILMS at NSE. The ISIN of the Equity Shares is INE757A01017.

17.2 The high, low and average market prices in preceding three fiscal years and the monthly high, low and average market prices for the six months preceding the date of the Public Announcement and their corresponding volumes on BSE and NSE are given below:

**BSE:**

Period	High* (INR)	Date of High	Number of Equity Shares traded on that date	Low* (INR)	Date of Low	Number of Equity Shares traded on that date	Average Price* (INR)	Total Volume of Equity Shares traded in the period (No. of Equity Shares)
<i>Preceding three years</i>								
April 1, 2019 to March 31, 2020	357.0	February 26, 2020	93,274	186.3	August 5, 2019	2,303.0	230.4	12,90,311
April 1, 2018 to March 31, 2019	294.0	April 27, 2018	12,766	161.0	February 18, 2019	4,006.0	230.1	9,88,529
April 1, 2017 to March 31, 2018	468.8	April 28, 2017	40,343	237.0	March 26, 2018	12,055.0	377.7	26,30,552
<i>Preceding six months</i>								
October 1, 2020 to October 31, 2020	481.4	October 27, 2020	8,310	396.1	October 9, 2020	4,215	438.4	2,55,685
September 1, 2020 to September 30, 2020	427.0	September 21, 2020	8,701	371.2	September 9, 2020	13,738.0	400.5	1,63,481
August 1, 2020 to August 31, 2020	491.0	August 20, 2020	99,739	385.8	August 31, 2020	17,284.0	441.3	5,30,910
July 1, 2020 to July 31, 2020	426.5	July 29, 2020	24,072	302.0	July 2, 2020	4,838.0	367.7	4,57,666
June 1, 2020 to June 30, 2020	329.4	June 30, 2020	8,251	273.0	June 8, 2020	20,861.0	291.9	1,89,386
May 1, 2020 to May 31, 2020	279.9	May 29, 2020	7,514	238.6	May 5, 2020	3,023.0	254.3	67,143

Source: www.bseindia.com

\*High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.

**NSE:**

Period	High* (INR)	Date of High	Number of Equity Shares traded on that date	Low* (INR)	Date of Low	Number of Equity Shares traded on that date	Average Price* (INR)	Total Volume of Equity Shares traded in the period (No. of Equity Shares)
<i>Preceding three years</i>								
April 1, 2019 to	356.2	February	7,68,295	185.0	May 15,	12,763	230.5	92,78,954

March 31, 2020		26, 2020			2019			
April 1, 2018 to March 31, 2019	295.0	April 27, 2018	66,896	161.9	February 18, 2019	14,421	230.1	61,74,603
April 1, 2017 to March 31, 2018	469.9	April 28, 2017	1,37,798	236.0	March 26, 2018	91,412	377.5	1,34,11,802
<i>Preceding six months</i>								
October 1, 2020 to October 31, 2020	484.0	October 27, 2020	1,92,122	395.0	October 9, 2020	97,981	438.6	32,12,071
September 1, 2020 to September 30, 2020	427.9	September 21, 2020	1,16,396	375.0	September 1, 2020	1,14,674	400.5	19,54,462
August 1, 2020 to August 31, 2020	491.4	August 20, 2020	12,65,729	385.0	August 31, 2020	2,42,270	441.3	8,57,058
July 1, 2020 to July 31, 2020	426.8	July 29, 2020	4,02,156	306.0	July 2, 2020	55,126	369.2	60,67,690
June 1, 2020 to June 30, 2020	329.6	June 30, 2020	99,099	272.9	June 8, 2020	1,10,926	292.3	21,69,526
May 1, 2020 to May 31, 2020	280.0	May 29, 2020	79,458	239.2	May 5, 2020	38,622	254.2	11,36,599

Source: [www.nseindia.com](http://www.nseindia.com)

\*High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.

17.3 The closing market price of the Equity Shares of the Company as on October 23, 2020 i.e., the trading day before October 26, 2020 being the date of Board Meeting approving the Buyback was INR 467.25 per Equity Share on BSE and INR 467.05 per Equity Share on NSE.

17.4 The closing market price of the Equity Shares of the Company as on October 26, 2020 i.e., the date of Board Meeting approving the Buyback was INR 471.65 per Equity share on BSE and INR 472.10 per Equity share on NSE.

17.5 The closing market price of the Equity Shares of the Company as on October 27, 2020 i.e. the date immediately after October 26, 2020, being the date of Board Meeting approving the Buyback and the date of the Public Announcement was INR 469.25 per Equity Share on BSE and INR 470.85 per Equity Share on NSE.

## 18. DETAILS OF THE STATUTORY APPROVALS

18.1 The Buyback will be subject to such necessary approvals as may be required under the applicable laws including from the SEBI and/ or the BSE and the NSE, and the Buyback from Non-Resident Shareholders, erstwhile overseas corporate bodies and other applicable categories will be subject to such approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder.

18.2 The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback. The Company will have the right to make payment in respect of the Equity Shareholders for whom no prior approval from the RBI approval is required and not accept Equity Shares from the Equity Shareholders in respect of whom prior approval from the RBI is required and in the event copies of such approvals are not submitted.

18.3 By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting.

18.4 No other statutory approvals are required by the Company for the Buyback as on the date of this Letter of Offer. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s) and the Company shall obtain such statutory approvals as may be required, from time to time, if any. In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback, if any, shall be intimated to the Stock Exchanges.

## 19. DETAILS OF REGISTRAR TO THE BUYBACK AND COLLECTION CENTRE

Eligible Shareholder who wish to tender their Equity Shares in the Buyback can send by registered post/speed post or courier or hand deliver the Tender Form and all relevant documents along with the TRS generated by the exchange bidding system at the below mentioned collection center of the Registrar to the Buyback by super-scribing the envelope as “Cosmo Films Limited Buyback 2020”, so that the same are received not later than 2 (two) days of Buyback Closing Date (Friday, December 11, 2020) by 5:00 p.m. The Company has appointed Link Intime India Private Limited as the Registrar to the Buyback their contact details are set forth below:

**Link Intime India Private Limited**

C-101, 1st Floor, 247 Park, L.B.S. Marg,

Vikhroli (West), Mumbai - 400 083

**Tel:** +91 22 4918 6200; **Fax:** +91 22 4918 6195

**Email:** cosmofilms.buyback@linkintime.co.in;

**Website:** www.linkintime.co.in

**Investor grievance e-mail:** cosmofilms.buyback@linkintime.co.in

**SEBI Registration No.:** INR000004058

**Contact Person:** Sumeet Deshpande

**Corporate Identity Number:** U67190MH1999PTC118368

**PLEASE NOTE THAT IT IS NOT MANDATORY FOR ELIGIBLE SHAREHOLDERS HOLDING AND TENDERING EQUITY SHARES IN DEMAT FORM TO SUBMIT THE TENDER FORM AND THE TRS.**

**THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.**

**ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.**

## 20. PROCESS AND METHODOLOGY FOR THE BUYBACK

20.1 The Buyback is open to all eligible shareholders, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form (“**Physical Shares**”) and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form (“**Demat Shares**”) (such shareholders are referred as the “**Eligible Shareholders**”). Additionally, the Buyback shall, subject to applicable laws, to be facilitated by tendering of Equity Shares by the shareholders and settlement of the same, through the stock exchange mechanism as specified in the SEBI Circulars.

20.2 The Buyback will be implemented using the “*Mechanism for acquisition of shares through Stock Exchange*” issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee authorised by the Board to exercise its powers in relation to the Buyback, the “**Buyback Committee**”), on such terms and conditions as may be permitted by law from time to time.

20.3 For the implementation of the Buyback, the Company has appointed Anand Rathi Share & Stock Broker Limited as the registered broker (“**Company's Broker**”) through whom the purchases and settlements on account of the Buyback would be made by the Company.



20.4 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.

20.5 The shareholding of the Promoter as of the date of the Public Announcement was 85,82,246 (Eighty Five Lakhs Eighty Two Thousand Two Hundred and Forty Six) Equity Shares which represents 44.15% of the existing total paid-up equity share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer route, the promoters have an option to participate in the Buyback. In this regard, the Promoter has expressed its intention vide its letter dated October 26, 2020 to participate in the Buyback and offer up to maximum entitlement or such lower number of Equity Shares in accordance with the Buyback Regulations.

20.6 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the promoters, members of the promoter group and persons in control post Buyback may increase / decrease from 44.15%, which is the shareholding as at date, to 44.23% of the post Buyback Equity Share capital of the Company and the aggregate shareholding of the public may increase / decrease from 55.85%, which is the public shareholding as at date, to 55.77% of the post Buyback Equity Share capital of the Company

20.7 For implementation of the Buyback, the Company has appointed Anand Rathi Share & Stock Broker Limited as Company's Broker through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



**Name:** Anand Rathi Share & Stock Broker Limited

**CIN:** U67120MH1991PLC064106

**Address:** Express Zone, A Wing, 10th Floor,  
Western Express Highway, Goregaon (East),  
Mumbai - 400 063

**Contact Person:** Roshan Moondra

**Telephone Number:** +91-22-6281 7000

**E-mail Id:** roshanmoondra@rathi.com

**Investor Grievance Email:** grievance@rathi.com

**Website:** www.rathi.com

**SEBI Registration Number:** INZ000170832

20.8 The Company shall request BSE to provide a separate window (the "**Acquisition Window**") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. For the purpose of this Buyback, BSE would be the designated stock exchange ("**Designated Stock Exchange**"). The details of the Acquisition Window will be as specified by BSE from time to time. In the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE, then the Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code ("**UCC**") facility through BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., Anand Rathi Share & Stock Broker Limited to place their bids.

20.9 At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker.

20.10 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("**Shareholder Broker**") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.

20.11 The reporting requirements for Non-Resident Shareholders under the Foreign Exchange Management Act, 1999 and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

20.12 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as “one bid” for the purposes of acceptance.

20.13 The cumulative quantity tendered shall be made available on the website of BSE ([www.bseindia.com](http://www.bseindia.com)) throughout the trading session and will be updated at specific intervals during the tendering period.

**20.14 Record Date, ratio of Buyback and Buyback Entitlement:**

a. As required under the SEBI Buyback Regulations, the Company has fixed November 9, 2020, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders.

b. The Equity Shares to be bought back, as part of the Buyback is divided in to two categories:

(a) reserved category for Small Shareholders (defined under Regulation 2(i)(n) of the SEBI Buyback Regulations as a shareholder, who holds shares or other specified securities whose market value, on the basis of closing price on the recognized stock exchange in which the highest trading volume, as on record date, is not more than INR 2,00,000 (Indian Rupees Two Lakhs only); and

(b) the general category for all other shareholders.

As on the Record Date, the closing price on NSE, i.e. the Stock Exchange having the highest trading volume, was Rs. 462.55 per Equity Share. Accordingly, all Eligible Shareholders holding not more than 432 Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback.

c. The reserved category for Small Shareholders shall be 15% of the number of Equity Shares which the Company proposes to Buyback, or number of Equity Shares entitled as per shareholding of Small Shareholders, whichever is higher, and the same shall be reserved for the small shareholders as part of this Buyback.

d. Based on the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

e. In order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and the Buyback Entitlement. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body - broker” as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

- f. Based on the aforementioned definition, there are 29,254 Small Shareholders of the Company with an aggregate shareholding of 2,443,842 Equity Shares as on the Record Date, which constitutes 12.57% of the outstanding number of Equity Shares of the Company and 192.83% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback.
- g. In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders will be the higher of:
- i) 15% of the number of Equity Shares which the Company proposes to buy back i.e. 15% of 12,67,361 (Twelve Lakh Sixty Seven Thousand Three Hundred Sixty One) Equity Shares which is 1,90,105 (One Lakh Ninety Thousand One Hundred Five) Equity Shares; or
  - ii) The number of Equity Shares entitled as per their shareholding as on the Record Date (i.e.  $(24,43,842 / 1,94,40,076) \times 12,67,361$ ) which is 1,59,322 (One Lakh Fifty Nine Thousand Three Hundred and Twenty two) Equity Shares
- h. All the outstanding Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders since the Promoter also intends to offer its Equity Shares in the Buyback.
- i. Based on the above analysis and in accordance with Regulation 6 of the Buyback Regulations, 1,90,105 Equity Shares have been reserved for the Small Shareholders (“Reserved Portion”) and accordingly, the General Category for all other Eligible Shareholders shall consist of 10,77,256 Equity Shares (“General Portion”).
- j. Based on the above Buyback Entitlements, the ratio of Buyback for both categories is set out below:

Category of Eligible Shareholder	Ratio of Buyback (i.e. Buyback Entitlement)
Reserved category for Small Shareholders	7 Equity Shares for every 90 Equity Share held on the Record Date
General category for all other Eligible Shareholders	9 Equity Share for every 142 Equity Share held on the Record Date

*The ratio of Buyback indicated above is approximate and provides an indication of the Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for reserved category for Small Shareholders is 7.78% and for general category shareholders is 6.34%.*

#### 20.15 Fractional Entitlements

If the Buyback Entitlement under the Buyback, after applying the abovementioned ratios to the Equity Shares held on Record Date is not in the multiple of one Equity Share, then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 12 or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders may tender Additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered Additional Equity Shares.

#### 20.16 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

- i) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.

- ii) After the acceptance as described in Paragraph 20.16(i) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one Equity Share each from such Additional Equity Shares shall be bought back in the Reserved Category.
- iii) After the acceptance as described in Paragraph 20.16(i) and 20.16(ii) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptance per Small Shareholder shall be made in accordance with the Buyback Regulations. Valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with the above, shall be reduced by one.

***Adjustment for fractional results in case of proportionate Acceptance, as described above:***

For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not a multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

**20.17 Basis of Acceptance of Equity Shares validly tendered in the General Category:**

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Shareholders in the General Category in the following order of priority:

- i) Acceptance of 100% Equity Shares from other Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- ii) After the Acceptance as described in Paragraph 20.17(i) above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Shareholders over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholders divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.

***Adjustment for fractional results in case of proportionate acceptance as described above:***

For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect

to such rounding – off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Paragraph 20.17(i) and 20.17(ii).

**20.18 Basis of Acceptance of Equity Shares between Categories:**

- a. In the event the Equity Shares tendered by the Small Shareholders in accordance with the process set out under Paragraph 20.16 (Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders) of this Letter of Offer is less than the Reserved Portion, Additional Equity Shares tendered by the Eligible Shareholders in the General Category over and above their Buyback Entitlement shall, in accordance with the Buyback Regulations, be Accepted in proportion of the Additional Equity Shares tendered by them i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the General Category divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the Reserved Portion.
- b. In the event the Equity Shares tendered by the Eligible Shareholders in the General Category in accordance with the process set out under Paragraph 20.17 (Basis of Acceptance of Equity Shares validly tendered in the General Category) of this Letter of Offer is less than the General Portion, Additional Equity Shares tendered by the Eligible Shareholders in the Reserved Category over and above their Buyback Entitlement shall, in accordance with the Buyback Regulations, be Accepted in proportion of the Additional Equity Shares tendered by them i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the Reserved Category divided by the total Additional Equity Shares validly tendered in the Reserved Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the General Portion.
- c. A Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance, as mentioned above, out of the Equity Shares left to be bought back in the General Category, provided no Acceptance could take place from such Small Shareholder in accordance with the section entitled “Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders”.

**20.19 For avoidance of doubt, it is clarified that:**

- i) The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholders;
- ii) The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and
- iii) The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.

The Eligible Shareholders participation in the Buyback will be voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Eligible Shareholders may also tender a part of their entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholders as on the Record Date.

The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations.

Detailed instructions for participation in the Buyback (tendering of Equity Shares in the Buyback) as well as the relevant time table will be included in this Letter of Offer which will be sent in due course to the Eligible shareholders as on the Record Date and the Company shall comply with the SEBI circular No. SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020, read with SEBI circular No. SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020 on “Relaxations relating to procedural matters - Takeovers and Buy-back”, as applicable.

## **21. PROCEDURE FOR TENDER OFFER AND SETTLEMENT**

### **A. GENERAL**

- 21.1 The Buyback is open to all Eligible Shareholders holding Equity Shares as on Record Date, either in dematerialized form or physical form. The Company proposes to effect the Buyback through a Tender Offer route, on a proportionate basis. This Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be dispatched to the Eligible Shareholders on their registered email ID in accordance with the Relaxation Circular. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in Paragraph 21.10.1 below.
- 21.2 Eligible Shareholder who have registered their email ids with the depositories / the Company, shall dispatch this Letter of Offer through electronic means. In light of the Relaxation Circular, physical copies of this Letter of Offer will not be dispatched. An Eligible Shareholder may access this Letter of Offer, on the website of the Company, the Registrar to the Buyback, the Stock Exchanges and the Manager to the Buyback at <https://www.cosmofilms.com/buyback>, <https://linkintime.co.in/Offer/Default.aspx>, [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.rathi.com](http://www.rathi.com), respectively.
- 21.3 Eligible Shareholder who have not registered their email ids with the depositories / the Company, and who want to know their entitlement can do so by accessing the website of the Registrar at <https://linkintime.co.in/Offer/Default.aspx>.
- 21.4 The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a court for transfer/disposal/sale and/or the title in respect of which is otherwise under dispute or where loss of share certificate has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- 21.5 Eligible Shareholders will have to transfer their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date. In case of multiple demat accounts, Eligible Shareholders can tender the applications separately from each demat account, however, for the purpose of calculating their Buyback Entitlement, such applications will be clubbed in accordance with Paragraph 20.14(e) above. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback.
- 21.6 As disclosed in Paragraph 20 (Process and Methodology of Buyback) of this Letter of Offer, the Equity Shares proposed to be bought as a part of the Buyback are divided into 2 (two) categories; (i) Reserved Category for Small Shareholders, and (ii) the General Category for other Eligible Shareholders, and the Buyback Entitlement of an Eligible Shareholders in each category shall be calculated accordingly.

21.7 After Accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in any other category.

21.8 Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined in this Letter of Offer.

21.9 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by such Eligible Shareholder as on the Record Date.

21.10 The Buyback shall be implemented in accordance with the provisions of the Companies Act, the Buyback Regulations, the SEBI Circulars and as may be determined by the Board (including the Buyback Committee) and on such terms and conditions as may be permitted by law from time to time.

**THE NON-RECEIPT OF THIS LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THIS LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THIS BUYBACK OFFER.**

**21.10.1 In case of non-receipt of this Letter of Offer and the Tender Form:**

- 1. In case the Eligible Shareholder holds Equity Shares in dematerialised form:** Eligible Shareholder(s) have been sent this Letter of Offer and the Tender Form only through electronic means in accordance with the Relaxation Circular. In case of non-receipt of Letter of Offer, Eligible Shareholder(s) can access this Letter of Offer on the website of the Company, the Registrar to the Buyback, the Stock Exchanges and the Manager to the Buyback at <https://www.cosmofilms.com/buyback>, <https://linkintime.co.in/Offer/Default.aspx>, [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.rathi.com](http://www.rathi.com), respectively. Further, An Eligible Shareholder who wishes obtain a copy of this Letter of Offer and the Tender Form, they may send a request to the Company, Registrar or Manager at the email id mentioned at the cover page of this Letter of Offer stating the name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a copy of this Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may also participate in the Buyback by downloading the Tender Form from the website of the Registrar to the Buyback by providing his / her / its application in writing on a plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
- 2. In case the Eligible Shareholder holds Equity Shares in physical form:** Eligible Shareholder(s) have been sent this Letter of Offer and the Tender Form only through electronic means in accordance with the Relaxation Circular. In case of non-receipt of Letter of Offer, Eligible Shareholder(s) can access this Letter of Offer on the website of the Company, the Registrar to the Buyback, the Stock Exchanges and the Manager to the Buyback at <https://www.cosmofilms.com/buyback>, <https://linkintime.co.in/Offer/Default.aspx>, [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.rathi.com](http://www.rathi.com), respectively. Further, An Eligible Shareholder who wishes obtain a copy of this Letter of Offer, they may send a request to the Company, Registrar or Manager at the

email id mentioned at the cover page of this Letter of Offer stating the name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a copy of this Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may also participate in the Buyback by downloading the Tender Form from the website of the Registrar to the Buyback. An Eligible Shareholder may participate in the Buyback by providing his / her / its application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date i.e. Friday, December 11, 2020, (by 5 p.m.). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such Tender Forms are liable to be rejected under this Buyback.

#### 21.11 Procedure to be followed by Eligible Shareholders holding Demat Shares:

- (a) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- (b) The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to the Indian Clearing Corporation Limited ("**Clearing Corporation**"), by using the early pay in mechanism prior to placing the bid by the Shareholder Broker. The details of the special account shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation.
- (c) For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Seller Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- (d) Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
  - i. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
  - ii. Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and
  - iii. In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
- (e) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.
- (f) **In case of demat Equity Shares, submission of Tender Form and TRS is not required.** After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.



- (g) In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.
- (h) The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of Equity Shares by the Company.
- (i) The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Member.

#### 21.12 Procedure to be followed by Eligible Shareholders holding Physical Shares:

- (a) In accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the physical shareholders are allowed to tender their shares in the Buyback. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
- (b) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- (c) Based on these documents, the concerned Shareholder Broker shall place an order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- (d) Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. Link Intime India Private Limited (at the address mentioned at paragraph 28 below) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "*Cosmo Films Limited Buyback 2020*". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker in case of hand delivery.
- (e) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.

- (f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

#### 21.13 Additional requirements in respect of tenders by the Non-Resident Shareholders:

- a. While tendering their Equity Shares under the Buyback, all Eligible Shareholders Being Non-Resident Shareholders (FIIs/ FPIs) shall enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- b. In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder's authorised dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g. NRE a/c) as specified by RBI in its approval. In case the Non-Resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares Accepted in the Buyback.
- c. Notwithstanding anything contained in this Letter of Offer, if any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

#### B. ACCEPTANCE OF ORDERS

The Registrar to the Buyback shall provide details of order Acceptance to the BSE Clearing within specified timelines.

#### C. METHOD OF SETTLEMENT

Upon finalisation of the basis of acceptance as per SEBI Buyback Regulations:

- (a) The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule.
- (b) The settlements of fund obligation for Demat and Physical Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("**RBI**")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.
- (c) The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "**Company Demat Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- (d) The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback.
- (e) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical

Shares accepted by the Company are less than the Physical Shares tendered by the shareholder in the Buyback.

- (f) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.
- (g) The Shareholder Broker would issue contract note to the Eligible Shareholders tendering Equity Shares in the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (h) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- (i) The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

#### **D. Special Account opened with the BSE Clearing**

The details of transfer of the Demat Shares to the special account by trading member or custodians shall be informed in the issue opening circular that will be issued by the BSE or the BSE Clearing.

#### **E. Rejection criteria**

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

- a) the Equity Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or
- b) there a name mismatch in the dematerialised account of the Eligible Shareholder; or
- c) there exists any restraint order of a court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or
- d) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours December 15, 2020 (by 5 p.m.); or
- e) If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company; or
- f) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or
- g) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- h) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

## **22. NOTE ON TAXATION**

Disclosures in this section are based on expert opinion sought by the Company from M/s Manish Jain & Associates, Chartered Accountants.

**To,**

**The Board of Directors**  
**COSMO FILMS LIMITED**  
1008, DLF Tower-A, Jasola District Centre,  
New Delhi – 110 025, India

Dear Sir/ Madam,

**Sub: Certificate on note on taxation for Buyback of Shares of the company.**

In connection with the Buyback of shares of the company, we, M/s Manish Jain & Associates, Chartered Accountants, have received a request from the Company to provide necessary information on taxation law applicable for Buy-back of shares. We are giving you following notes on taxation for Buyback of Shares applicable for the company.

**Note on Taxation for Buyback of Shares**

THE FOLLOWING SUMMARY OF THE TAX CONSIDERATIONS IS BASED ON THE READING OF THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT IMPLICATIONS ON THESE TAX CONSIDERATIONS.

FINANCE (NO. 2) ACT, 2019 HAS AMENDED THE PROVISIONS OF SECTION 115QA OF THE INCOME TAX ACT, 1961 BY OMITTING THE WORDS “NOT BEING SHARES LISTED ON A RECOGNISED STOCK EXCHANGE”. THE EFFECT OF THIS OMISSION IS THAT THE PROVISIONS OF SECTION 115QA RELATING TO THE BUY BACK OF SHARES, WHICH WERE HITHERTO NOT APPLICABLE TO THE BUY BACK OF SHARES WHICH WERE LISTED ON A RECOGNISED STOCK EXCHANGE, HAVE NOW BECOME APPLICABLE EVEN TO THE BUY BACK OF SHARES LISTED ON A RECOGNISED STOCK EXCHANGE. SECTION 115QA HAS BEEN FURTHER AMENDED BY TAXATION LAWS (AMENDMENT) ACT, 2019 TO STATE THAT THE PROVISIONS OF SECTION 115QA ARE APPLICABLE IN RESPECT OF ALL THE BUY BACKS OF SHARES LISTED ON A RECOGNISED STOCK EXCHANGE WHOSE PUBLIC ACCOUNCEMENT HAS BEEN MADE AFTER 5 JULY 2019.

IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND EXPLICITLY DISOWNS ANY LIABILITY ARISING OUT OF ANY ACTION INCLUDING A TAX POSITION TAKEN BY THE ELIGIBLE SHAREHOLDER BY RELYING ON THIS SUMMARY. THE SUMMARY OF TAX CONSIDERATIONS RELATING TO BUY BACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GENERAL GUIDANCE PURPOSES ONLY.

**1. GENERAL:**

The Indian tax year runs from 1st April to 31st March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act 1961 (‘Income Tax Act’ or ‘ITA’). A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. In case of shares of a Company, the source of income from shares would depend on the ‘situs’ of the shares. As per judicial precedents, generally the “situs” of the shares is where company is “incorporated” and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double

Tax Avoidance Agreement (“DTAA”) subject to satisfaction of the relevant conditions including non-applicability of General Anti-Avoidance Rule (“GAAR”) and providing and maintaining necessary information and documents as prescribed under the ITA. The summary of tax implications on buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

**2. INCOME TAX PROVISIONS IN RESPECT OF BUY BACK OF SHARES LISTED ON THE RECOGNISED STOCK EXCHANGE (BUY BACK WHOSE PUBLIC ACCOUNCEMENT HAS BEEN MADE AFTER 5TH JULY 2019) CONSIDERING RELEVANT AMENDMENTS UNDER THE FINANCE (NO. 2) ACT, 2019) AND TAXATION LAWS (AMENDMENT) ACT, 2019**

a. Section 115QA of the Act provides for the levy of additional Income-tax at the rate of twenty per cent (as increased by surcharge and Health and Education cess, as applicable) of the distributed income on account of buyback of shares of all domestic Indian companies including listed companies i.e. companies whose shares are listed on a recognized stock exchange. In respect of listed companies, the provisions of section 115QA are applicable in respect of all the buy backs of shares whose public announcement has been made after 5 July 2019. Accordingly, the Company would be subject to an additional Income-tax at the rate of twenty per cent (as increased by surcharge and Health and Education cess, as applicable) of the distributed income on account of buyback of shares. "Distributed income" means the consideration paid by the company on buy-back of shares as reduced by the amount, which was received by the company for issue of such shares, determined in the manner as may be prescribed.

b. As additional income-tax has been levied on the company under Section 115QA of the Act, the consequential income arising in the hands of shareholders has been exempted from tax under sub-section (34A) of section 10 of the Act. Accordingly, any income arising in the hands of shareholder on account of buyback of shares shall be exempt from tax under sub-section (34A) of section 10 of the Act. The said income will be exempted in the hands of the shareholder irrespective of the class/residential status of the shareholder and purpose for which shares are held (i.e. as “Investments” or “Stock in Trade”).

c. In view of the above and in the absence of any specific provision under the Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to shareholders pursuant to the Buyback.

d. While the income arising to the shareholder on account of buy back of shares as referred to in section 115QA is exempt from tax under the provisions of the amended section 10(34A), the same may be subject to tax in the country of residence for non-resident shareholders as per the tax laws of that country subject to provisions of Double Taxation Avoidance Agreement, if any.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein.

Yours faithfully,

For and on behalf of  
Manish Jain & Associates  
Chartered Accountants  
Firm Registration No: 015608N

Neeraj Diwan  
Partner  
Membership No.: 514575  
UDIN: 20514575AAAAIL9011  
Place: Panchkula  
Date: 26-10-2020

## 23. DECLARATION BY THE BOARD OF DIRECTORS

### Declaration as required under clause (ix) and clause (x) of Schedule I to the SEBI Buyback Regulations:

- 23.1 The Board confirms that there are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Companies Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company, as applicable.
- 23.2 The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion:
- that immediately following the date of the Board Meeting (i.e., October 26, 2020), there are no grounds on which the Company can be found unable to pay its debts;
  - that as regards the Company's prospects for the year immediately following the date of the Board Meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and the Company will not be rendered insolvent within a period of one year period from the date of the Board Meeting; and
  - in forming their opinion for the above purposes, the Board has taken into account the liabilities as if the company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016, each as amended (including prospective and contingent liabilities).

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting of held on October 26, 2020.

### For and on behalf of the Board of Directors of Cosmo Films Limited

Sd/-  
Ashok Jaipuria  
Chairman and Managing Director  
DIN: 00214707

Sd/-  
Anil Kumar Jain Whole-time Director  
DIN: 00027911

## 24. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated October 26, 2020 received from S.N. Dhawan & CO LLP (Firm's Registration No. 00050N/N500045, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

To,

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

Dear Sirs,

**Statutory Auditor's Report in respect of proposed buyback of equity shares pursuant to the requirements of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) ('Buyback Regulations')**

1. This Report is issued in accordance with the terms of our engagement letter dated September 18, 2020.

2. The Board of Directors of **Cosmo Films Limited** ('the Company') have approved a proposal for buy-back of equity shares by the Company at its meeting held on October 26, 2020, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 as amended ('the Act') and the Buyback Regulations.
3. We have been requested by the Management of the Company to provide a report on the accompanying Statement of Permissible Capital Payment (including securities premium) ('Annexure') as at March 31, 2020 (the 'Statement') prepared by the Management of the Company, which we have initialled for identification purposes only.

#### **Management's Responsibility for the Statement**

4. The preparation of the Statement in accordance with the provisions of the Act and the compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment (including securities premium), the preparation 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 Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares and will not be rendered insolvent within a period of one year from the said date and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016. Further, a declaration is signed by two directors of the Company in this respect in accordance with the requirements of the Section 68(6) of the Act and the Buyback Regulations.

#### **Auditors Responsibility**

6. Pursuant to the requirements of clause (xi) of Schedule I of the Buyback Regulations, it is our responsibility to provide a reasonable assurance:
  - i. Whether we have inquired into the state of affairs of the Company in relation to its latest audited standalone financial statements and the consolidated financial statements as at and for the year ended March 31, 2020 (the 'Audited Financial Statements') ;
  - ii. Whether the amount of permissible capital payment (including securities premium) as stated in Annexure for the proposed buyback of equity shares has been properly determined considering the Audited Financial Statements and is within the permissible limit and computed in accordance with the provisions of Section 68(2) of the Act; and Regulation 4(i) of the Buyback Regulations; and
  - iii. Whether the Board of Directors of the Company, in their meeting held on October 26, 2020, have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations on reasonable grounds that the Company will be able to pay its debts from the above-mentioned date and will not, having regard to its state of affairs be rendered insolvent within a period of one year from the aforesaid date.

The Audited Financial Statements referred to in paragraph 6 above, have been audited by the predecessor auditor, Walker Chandiook & Co LLP, Chartered Accountants, on which the said firm of Chartered Accountants have issued an unmodified audit opinion vide their report dated June 4, 2020. We have relied upon their report for the purposes of issuing our Certificate.

7. We conducted our examination of the Statement in accordance with the Guidance note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ('ICAI') (the 'Guidance Note'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. 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.

9. We have also obtained appropriate representations from the Company's management.

### Opinion

10. Based on enquiries conducted and our examination as above, and the information and explanations given to us, we report that:

- i. We have enquired into the state of affairs of the Company in relation to its Audited Financial Statements which has been approved by the Board of Directors of the Company on June 4, 2020.
- ii. The amount of permissible capital payment (including securities premium) towards the proposed buy back of equity shares as computed in the Statement, in our view has been properly determined in accordance with Section 68(2) of the Act and Regulation 4(i) of the Buyback Regulations. The amounts of share capital and free reserves, as given in the in the Annexure have been extracted from the Audited Financial Statements.
- iii. The Board of Directors of the Company, in their meeting held on October 26, 2020 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares and will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the said date.

### Restriction on Use

11. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act, and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) may be submitted to the manager for the said buy back, each for the purpose of extinguishment of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations. Therefore, this report is not intended to be and should not be used by anyone other than the above-mentioned purpose without our prior consent in writing. Further, we assume no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.N. Dhawan & CO LLP**

Chartered Accountants

Firm Registration No.: 00050N/N500045

**Rajeev K Saxena**

Partner

Membership No. 077974

UDIN: 20077974AAAAFA7753

Place: Noida

Date: October 26, 2020

### Annexure

#### Statement of permissible capital payment

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) of the Companies Act, 2013 and Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 as amended ("Buyback Regulations") based on audited standalone and consolidated financial statements as at March 31, 2020.

(INR in Crores)

Particulars	Amount extracted from the latest audited	Amount extracted from the latest audited
-------------	--	--



	<b>standalone financial statements as at March 31, 2020</b>	<b>consolidated financial statements as at March 31, 2020</b>
<b>Paid up Equity Share Capital (X)</b>	19.44	19.44
Free Reserves*		
- General Reserve	290.08	278.11
- Securities Premium	31.26	31.26
- Retained earnings	412.81	404.87
<b>Total Free Reserves (Y)</b>	734.15	714.24
Total of Paid up Equity Share Capital and Free Reserves (X+Y)	753.59	733.68
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 5(i)(b) of the Buyback Regulations (10% of the paid-up equity capital and free reserves)		73.37
Amount approved by Board at its meeting held on October 26, 2020 approving the buy back, based on the audited financial statements for the year ended March 31, 2020		73.00

*\*Free reserves as defined in Section 2(43) of the Act read along with Explanation II provided in Section 68 of the Act.*

Yours faithfully,  
For **Cosmo Films Limited**

#### **Authorised Signatory**

Place: New Delhi  
Date: October 26, 2020

## **25. DOCUMENTS FOR INSPECTION**

Copies of the following documents will be available for inspection at the Registered Office of the Company at 1008, DLF Tower-A, Jasola District Centre, New Delhi – 110 025, India between 10.30 a.m. and 5.00 p.m. on any day, except Saturday, Sunday and public holidays, and on the website of the Company ([www.cosmofilms.com](http://www.cosmofilms.com)) in accordance with the SEBI Buyback Regulations, Relaxation Circular and such other circulars, or notification, as may be applicable, during the Tendering Period:

1. Certificate of Incorporation;
2. Memorandum and Articles of Association of the Company
3. Annual reports of the Company for the fiscal years ended March 31, 2020, 2019 and 2018 and unaudited consolidated and standalone financial statements of the Company for six months period ended September 30, 2020;
4. Resolution passed by the Board of Directors at the meeting held on October 26, 2020 approving the proposal for Buyback;
5. Copy of Report dated October 26, 2020 received from S.N. Dhawan & Co. LLP, Chartered Accountants, the Statutory Auditor of the Company, in terms of clause (xi) of Schedule I to the SEBI Buyback Regulations;
6. Copy of Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed

under Section 68(6) of the Companies Act;

7. Copy of Escrow Agreement dated October 30, 2020 entered into amongst the Company, the Manager to the Buyback and the Escrow Agent;
8. Copy of the certificate from Manish Jain & Associates, Chartered Accountants, dated October 26, 2020, certifying that the Company has adequate funds for the purposes of Buyback;
9. Copy of Public Announcement for Buyback published on October 28, 2020 in the English national daily newspapers of Business Standard and Hindi national daily newspapers of Business Standard (Hindi being the regional language of Delhi wherein the registered office of the Company is located); and
10. Observations from SEBI on the Draft Letter of Offer issued by its letter no. SEBI/HO/CFD/DCR1/OW/P/2020/19376/1 dated November 12, 2020.

## 26. DETAILS OF COMPLIANCE OFFICER

The Company has appointed Jyoti Dixit as the compliance officer for the purpose of the Buyback (“**Compliance Officer**”). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, on all working days except Saturday, Sunday and public holidays during office hours i.e., 10:00 a.m. to 5:00 p.m.:

### **Jyoti Dixit**

Company Secretary and Compliance Officer

### **Cosmo Films Limited**

1008, DLF Tower-A, Jasola District Centre,  
New Delhi – 110 025, India.

**Tel No.:** +91- 11- 49494949 extention: 912

**Fax No.:** +91-11-49494950

**Email:** jyoti.dixit@cosmofilms.com

## 27. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

- a. In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach either of the Compliance Officer, Manager to the Buyback, Registrar to the Buyback for redressal thereof.
- b. If the Company makes any default in complying with Sections 68, 69, 70 of the Companies Act including the rules thereunder, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as applicable.
- c. The address of the concerned office of the Registrar of Companies is as follows:

The Registrar of Companies (National Capital Territory of Delhi & Haryana)  
4thFloor, IFCI Tower,  
61, Nehru Place,  
New Delhi – 110019, India.

## 28. INVESTOR SERVICE CENTRE AND REGISTRAR TO BUYBACK

In case of any query, the shareholders may contact to Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 9.30 a.m. to 5.30 p.m. at the following address:



**Link Intime India Private Limited**  
C-101, 1st Floor, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai - 400 083

**Tel:** +91 22 4918 6200; **Fax:** +91 22 4918 6195  
**Email:** cosmofilms.buyback@linkintime.co.in  
**Website:** www.linkintime.co.in  
**Investor grievance e-mail:**  
cosmofilms.buyback@linkintime.co.in  
**SEBI Registration No.:** INR000004058  
**Contact Person: Sumeet Deshpande**  
**Corporate Identity Number:** U67190MH1999PTC118368

## 29. MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback:



**Anand Rathi Advisors Limited**  
**10th Floor, Trade D Tower, Kamla City,**  
**Senapati Bapat Marg, Lower Parel,**  
**Mumbai - 400 013**  
**Tel:** +91-22-6626 6666; **Fax:** +91-22-6626 6544  
**Email:** cosmo.buyback@rathi.com; **Website:** www.rathi.com;  
**Investor grievance e-mail:** grievance.ecm@rathi.com  
**SEBI Registration No.:** INM000010478  
**Contact Person:** Astha Daga / Adit Gala  
**CIN:** U17100MH1987PLC043579

## 30. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THIS LETTER OF OFFER

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors accept full responsibility for the information contained in this Letter of Offer and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on October 26, 2020.

### For and on behalf of the Board of Directors of Cosmo Films Limited

*Sd/-*  
Ashok Jaipuria  
Chairman and Managing  
Director  
**DIN:** 00214707

*Sd/-*  
Mr. Anil Kumar Jain  
Whole-time Director  
**DIN:** 00027911

*Sd/-*  
Jyoti Dixit  
Company Secretary & Compliance  
Officer  
Membership no. F6229

Date: November 19, 2020  
Place: New Delhi

## 31. TENDER FORM

- 31.1 Tender Form (for Eligible Shareholders holding Equity Shares in dematerialized form) – **Annexure I**
- 31.2 Tender Form (for Eligible Shareholders holding Equity Shares in physical form) – **Annexure II**
- 31.3 Form No. SH-4 – Securities Transfer Form -**Annexure III**

**ANNEXURE I – TENDER FORM ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN  
DEMATERIALIZED FORM  
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**

**Bid Number:**

**Date:**

<b>BUY-BACK OPENS:</b>		Friday, November 27, 2020		
<b>BUY-BACK CLOSES ON:</b>		Friday, December 11, 2020		
<b>For Registrar use</b>				
<b>Inward No.</b>	<b>Date</b>	<b>Stamp</b>		
<b>Status (please tick appropriate box)</b>				
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII	
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>	NRI/OCB	
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank/ FI	
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP	
<input type="checkbox"/>		<input type="checkbox"/>	Insurance Co.	
<input type="checkbox"/>		<input type="checkbox"/>	FVCI	
<input type="checkbox"/>		<input type="checkbox"/>	Pension/ PF	
<input type="checkbox"/>		<input type="checkbox"/>	Others (specify)	
<b>India Tax Residency Status: Please tick appropriate box</b>				
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>	Non-Resident in India	
<input type="checkbox"/>		<input type="checkbox"/>	Resident of _____ (Shareholder to fill the country of residence)	
<b>Route of Investment (For NR Shareholders only)</b>				
<input type="checkbox"/>	Portfolio Investment Scheme		<input type="checkbox"/>	Foreign Investment Scheme

To,

**Cosmo Films Limited**

C/o Link Intime India Private Limited  
C-101, 1st Floor, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai - 400 083

Dear Sir/ Madam,

**Sub: Letter of Offer dated November 19, 2020 to Buyback up to 12,67,361 Equity Shares of Cosmo Films Limited (the “Company”) at a price of INR 576 (Indian Rupees Five Hundred Seventy Six only) per Equity Share (the “Buyback Offer Price”) payable in cash**

- I / We having read and understood the Letter of Offer issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per the Stock Exchange mechanism.
- I / We agree to receive, at my own risk, the invalid / unaccepted Equity Shares under the Buyback in the demat a/c from where I / we have tendered the Equity Shares in the Buyback.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, SEBI Buyback Regulations and any other applicable laws.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me/us. I/We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me/us on buyback of shares. I/We also undertake to provide the Company, the relevant details in respect of the taxability/non-taxability of the proceeds arising on buyback of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
- Details of Equity Shares held and tendered / offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (November 9, 2020)		
Number of Equity Shared Entitled for		

Buy-back(Buy-back Entitlement)		
Number of Equity Shares offered for Buy-back (Including Additional Shares, if any)		

*Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 20 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

12. Applicable for all Non-resident shareholders.

- I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

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**ACKNOWLEDGMENT SLIP: COSMO FILMS LIMITED BUYBACK OFFER 2020**

*(To be filled by the Equity Shareholder) (Subject to verification)*

DP ID		Client ID	
Received from Mr./Ms./Mrs.			
<b>Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>			
No. of Equity Shares offered for Buyback (In Figures)		(in words)	
Please quote Client ID No. & DP ID No. for all future correspondence		Stamp of Broker	

13. Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "Cosmo Films Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the SEBI Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

14. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CSDL
Name of the Depository Participant				
DP ID No.				
Client ID No. with the DP				

15. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

\*Corporate must affix rubber stamp and sign

**Instructions:**

**This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned**

**in the Letter of Offer and this Tender Form**

1. This Offer will open on Friday, November 27, 2020 and close on Friday, December 11, 2020.
2. This Tender form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. Shareholders who desire to tender their equity shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder's Broker by indicating the details of equity shares they intend to tender under the Buyback.
4. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents:
  - i. Approval from the appropriate authority for such merger;
  - ii. The scheme of merger; and
  - iii. The requisite form filed with MCA intimating the merger.
5. **The Buyback shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
6. The Equity Shares tendered in the Offer shall be rejected if (i) the Equity Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or (ii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in demat form; or (iii) if there is a name mismatch in the demat account of the Eligible Shareholder and PAN; The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the SEBI Buyback Regulations.
7. Eligible Shareholders to whom the Offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
8. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
9. By agreeing to participate in the Buyback the NR and NRI shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
10. Eligible Sellers have to fill up the EVENT number issued by Depository in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered for Buyback Offer.
11. In the event of non-receipt of the Letter of Offer by an Eligible Shareholder, the Eligible Shareholder holding Equity Shares may participate in the Buyback by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buyback.
12. **For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.**

*All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.*

-----Tear along this line-----

**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE  
ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR  
CLIENT ID AND DP ID:**

**Investor Service Centre:**

**COSMO FILMS LIMITED BUYBACK OFFER 2020**

**Link Intime India Private Limited**

**C-101, 1st Floor, 247 Park, L.B.S. Marg,**

**Vikhroli (West), Mumbai - 400 083**

**Tel No.: +91 22 4918 6200**

**Fax No.: +91 22 4918 6195;**

**Website: [www.linkintime.co.in](http://www.linkintime.co.in)**

**Email: [cosmofilms.buyback@linkintime.co.in](mailto:cosmofilms.buyback@linkintime.co.in);**

**Investor grievance e-mail: [cosmofilms.buyback@linkintime.co.in](mailto:cosmofilms.buyback@linkintime.co.in)**

**Contact Person: Sumeet Deshpande**

**SEBI Registration No.: INR000004058**

**ANNEXURE II – TENDER FORM FOR ELIGIBLE SHAREHOLDERS HOLDING PHYSICAL SHARES**

**FORM OF ACCEPTANCE-CUM ACKNOWLEDGEMENT**

**Bid Number:**

**Date:**

<b>BUY-BACK OPENS:</b>		<b>Friday, November 27, 2020</b>	
<b>BUY-BACK CLOSSES ON:</b>		<b>Friday, December 11, 2020</b>	
<b>For Registrar use</b>			
<b>Inward No.</b>	<b>Date</b>	<b>Stamp</b>	
<b>Status (please tick appropriate box)</b>			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>	NRI/OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank/ FI
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP
<input type="checkbox"/>		<input type="checkbox"/>	Insurance Co.
<input type="checkbox"/>		<input type="checkbox"/>	FVCI
<input type="checkbox"/>		<input type="checkbox"/>	Pension/ PF
<input type="checkbox"/>		<input type="checkbox"/>	Others (specify)
<b>India Tax Residency Status: Please tick appropriate box</b>			
<input type="checkbox"/>	<b>Resident in India</b>	<input type="checkbox"/>	<b>Non-Resident in India</b>
<input type="checkbox"/>		<input type="checkbox"/>	<b>Resident of _____ (Shareholder to fill the country of residence)</b>
<b>Route of Investment (For NR Shareholders only)</b>			
<input type="checkbox"/>	<b>Portfolio Investment Scheme</b>		<input type="checkbox"/>
<input type="checkbox"/>			<b>Foreign Investment Scheme</b>

To,

**Cosmo Films Limited**

C/o Link Intime India Private Limited  
C-101, 1st Floor, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai - 400 083

Dear Sir/ Madam,

**Sub: Letter of Offer dated November 19, 2020 to Buyback up to 12,67,361 Equity Shares of Cosmo Films Limited (the “Company”) at a price of INR 576 (Indian Rupees Five Hundred Seventy Six only) per Equity Share (the “Buyback Offer Price”) payable in cash**

- I / We having read and understood the Letter of Offer issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per the Stock Exchange mechanism.
- I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback
- I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, SEBI Buyback Regulations and any other applicable laws.
- Details of Equity Shares held and tendered / offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (November 9, 2020)		
Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares offered for Buy-back (Including Additional Shares, if any)		

**Note:** An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 20 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

13. Applicable for all Non-resident shareholders.

- I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

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**ACKNOWLEDGMENT SLIP: COSMO FILMS LIMITED BUYBACK OFFER 2020**

*(To be filled by the Equity Shareholder) (Subject to verification)*

Folio No.	
Received from Mr./Ms./Mrs.	
<b>Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>	
No. of Equity Shares offered for Buyback (In Figures)	(in words)
Please quote Folio No. for all future correspondence	Stamp of Broker

14. Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "Cosmo Films Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the SEBI Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

15. Details of Share Certificates enclosed: \_\_\_\_\_ Total no. of Share Certificates submitted \_\_\_\_\_

Sr. No.	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Equity Shares
			From	To	
1					
2					
<b>Total</b>					

*In case the number of folios and share certificates exceed four nos., please attach a separate sheet giving details in the same format as above.*

16. Equity Shareholders Bank Details:

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)



17. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

Power of Attorney		Corporate Authorization
Succession Certificate		Permanent Account Number (PAN Card)
Self-attested copy of Permanent Account Number (PAN Card)		TRS
Others (please specify)		Others (please specify)

18. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

\*Corporate must affix rubber stamp and sign

#### Instructions:

**This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form**

1. This Offer will open on Friday, November 27, 2020 and close on Friday, December 11, 2020.
2. This Tender form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should submit the following documents to their Shareholder Broker. The Eligible Shareholders / Shareholder Broker in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents by 5:00 p.m. on Tuesday, December 15, 2020 directly to the Registrar shall result in the rejection of the tendered Equity Shares: (i) the Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) original share certificates; (iii) valid share transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company; (iv) self-attested copy of the Shareholder's PAN Card; (v) any other relevant documents such as (but not limited to (a) duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form; (b) notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased; and (c) necessary corporate authorisations, such as board resolutions etc., in case of companies); (vi) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
4. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date i.e. Friday, December 11, 2020 by 5:00 p.m.
5. For procedure followed by Eligible Shareholders for tendering shares in the buyback, please refer to Paragraph 21 of the Letter of Offer.
6. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar & transfer Agent of the Company, if any person other than the Eligible Seller has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Seller is deceased; and (iii) Necessary corporate authorizations, such as Board Resolutions etc., in case of companies.
7. All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others: (a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company; (b) nonsubmission of Notarized copy of death certificate and succession certificate / probated/Will, as applicable in case any Eligible Shareholder has deceased; (c) if the Eligible Shareholder(s) tender the Equity Shares but the Registrar does not receive the share certificate; (d) in case the signature on the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar; (e) if necessary corporate authorizations under official stamp are not accompanied with tender form; (f) if the transmission of the Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or (g) the Form SH-4 is not witnessed.
8. All documents sent by the seller member/ custodian will be at their own risk and the seller member/ custodian is advised to adequately safeguard their interests in this regard. For the procedure to be followed by Equity Shareholders

- for tendering in the Buyback Offer, please refer to Paragraph 20 of the Letter of Offer.
9. By agreeing to participate in the Buyback the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

*All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.*

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**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE  
ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR  
CLIENT ID AND DP ID:**

**Investor Service Centre:**

**COSMO FILMS LIMITED BUYBACK OFFER 2020**

**Link Intime India Private Limited**

**C-101, 1st Floor, 247 Park, L.B.S. Marg,**

**Vikhroli (West), Mumbai - 400 083**

**Tel No.: +91 22 4918 6200**

**Fax No.: +91 22 4918 6195;**

**Website: [www.linkintime.co.in](http://www.linkintime.co.in)**

**Email: [cosmofilms.buyback@linkintime.co.in](mailto:cosmofilms.buyback@linkintime.co.in);**

**Investor grievance e-mail: [cosmofilms.buyback@linkintime.co.in](mailto:cosmofilms.buyback@linkintime.co.in)**

**Contact Person: Sumeet Deshpande**

**SEBI Registration No.: INR000004058**

**Annexure III - Form No. SH-4**  
**Securities Transfer Form**  
**Pursuant to section 56 of the Companies act, 2013 and sub-rule (1) of rule 11 of the**  
**Companies (Share Capital and Debentures) Rules 2014**

**Date of execution**.....

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

**CIN:** L92114DL1976PLC008355  
**Name of the company (in full):** Cosmo Films Limited  
**Name of the Stock Exchange where the company is listed, if any:** BSE Limited and National Stock Exchange of India Limited

**DESCRIPTION OF SECURITIES:**

Kind/Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	₹ 10/-	₹ 10/-	₹ 10/-

No. of Securities being Transferred		Consideration Received (Rs)	
In figures	In words	In words	In figures

Distinctive Number	From			
	To			
Corresponding Certificate Nos:				

**TRANSFEROR' S PARTICULARS**

Registered Folio Number	
Name(s) in full	Seller Signature (s)
1.	
2.	
3.	
I, hereby confirm that the Transferor has signed before me.	Witness Signature
Name and Address of Witness	

**TRANSFEREE' S PARTICULARS**

Name in full (1)	Father's/ Mother's / Spouse Name (2)	Address & E-mail id (3)
Cosmo Films Limited	N.A.	
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		

Folio No. of Transferee: \_\_\_\_\_

Specimen Signature of Transferee

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

Value of stamp affixed: \_\_\_\_\_ (Rs.)

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Copy of PAN Card of all the Transferees (For all listed Cos.)
- (4) Other, Specify.....

Stamps:

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<p>For office use only</p> <p>Checked by _____ Signature tallies by _____</p> <p>Entered in the Register of Transfer on _____ vide Transfer No. _____</p> <p>Approval Date _____ Power of attorney/Probate/Death Certificate/Letter of administration Registered on _____ at No. _____</p>
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