

CFL/SEC/2022-23/JUN/01

June 02, 2022

The Manager (Listing) Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 <b>Scrip Code: 508814</b>	The Manager (Listing) National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex Mumbai-400 051 <b>Security ID: "COSMOFILMS"</b>
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**Sub: Annual General Meeting and Book Closure**

Dear Sir,

In compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please note that the 45<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Wednesday, June 29, 2022 at 3.00 P.M. (IST) through video conferencing to transact the Business as stated in the Notice of the Meeting dated May 09, 2022 (attached herewith).

Further, the Register of Members and Share Transfer Books will remain closed from Thursday, June 23, 2022 to Wednesday, June 29, 2022 (both days inclusive) for the purpose of Annual General Meeting.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing Remote E-Voting facility to all the Shareholders on the cut-off date i.e. Wednesday, June 22, 2022 and the Remote E-Voting period begins on Sunday, June 26, 2022 at 09:00 A.M. and ends on Tuesday, June 28, 2022 at 5:00 P.M., during which the Shareholders may cast their vote electronically. You are requested to take the same on your records taking the same as adequate Compliance of relevant Regulation of SEBI (LODR) Regulations, 2015.

You are requested to take the same on your records.

Thanking You

Yours faithfully  
For **Cosmo Films Limited**



**Jyoti Dixit**  
Company Secretary & Compliance Officer

Encl: as above



## COSMO FILMS LIMITED

Regd. Off: 1008, DLF Tower-A, Jasola District Centre, New Delhi-110025

CIN- L92114DL1976PLC008355

Tel: +91 11 49494949 Fax: +91 11 49494950

e-mail: [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com), Website: [www.cosmofilms.com](http://www.cosmofilms.com)

### NOTICE

Notice is hereby given that the Forty Fifth (45<sup>th</sup>) Annual General Meeting of the members of Cosmo Films Limited will be held on Wednesday, June 29, 2022 at 3:00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anil Kumar Jain, (DIN: 00027911) who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

3. To appoint Mr. Arjun Singh (DIN: 01942319) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Arjun Singh (DIN: 01942319), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period up to October 26, 2026 and shall not be liable to

retire by rotation hereinafter in accordance with the provision of Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board is hereby authorised to do all such acts, deeds, matters and things, as may be necessary and expedient to give effect to this resolution.”

4. To approve remuneration payable to Cost Auditors for the Financial year 2022-23 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Jayant B. Galande, Cost Accountants (Firm Registration Number 100099) appointed as the Cost Auditors of the Company by the Board for audit of the cost accounting records of the Company for the financial year ending March 31, 2023, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

New Delhi  
May 09, 2022

By order of the Board of Directors  
Cosmo Films Limited

#### **Head Office:**

1008, DLF Tower-A  
Jasola District Centre,  
New Delhi- 110025

CIN:- L92114DL1976PLC008355

E-mail:- [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com)

**Jyoti Dixit**  
**Company Secretary**  
**Membership No. F6229**

#### **NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its

- circular dated May 5, 2022, December 14, 2021, December 8, 2021, January 13, 2021 May 5, 2020, April 13, 2020 and April 08, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent via registered email of the shareholder to email of the Company—[investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com).
  4. In compliance with the aforesaid MCA Circulars and relevant SEBI Circulars, Notice of the AGM along with the Annual Report for FY2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY2021-22 will also be available on the Company's website [www.cosmofilms.com](http://www.cosmofilms.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL <https://www.evotingindia.com>.
  5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  6. Explanatory Statement pursuant to Section 102 of the Act, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
  7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
  8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, June 23, 2022 to Wednesday, June 29, 2022 (Both days inclusive).
  9. Members who have not registered their email address with the Company or Depositories, may complete the email registration process as under:
    - (i) The members of the Company holding equity shares of the Company in Demat Form and who have not registered their email addresses may temporarily get their email addresses registered with Alankit Assignments Limited by clicking the link: <https://mailupd.alankit.com> and follow the registration process as guided therein. The members are requested to provide details such as DPID, Client ID/Folio No/ PAN, mobile number and email id. In case of any query, a member may send an email to Alankit at [rta@alankit.com](mailto:rta@alankit.com)
    - (ii) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants by following the procedure prescribed by the Depository Participant.
  10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
  11. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/ HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated

November 3, 2021. Attention of the Members holding shares of the Company in physical form is invited to go through the said important communication under the link at <https://www.cosmofilms.com/updation-of-kyc-details>.

12. Effective from January 1, 2022, any service requests or complaints received from the member, will not be processed by RTA till the required details/ documents (i.e., Postal Address with Pin Code, email address, mobile number, bank account details etc.) are provided to RTA. On or after April 1, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.cosmofilms.com/updation-of-kyc-details>.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the link at <https://www.cosmofilms.com/updation-of-kyc-details>.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before June 27, 2022 through email on [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com). The same will be replied by the Company suitably.
16. All unpaid or unclaimed dividends upto the year ended March 31, 2014 have been transferred to Investor Education and Protection Fund (IEPF) established by the Central Govt.
17. Dividend for the financial year ended March 31, 2015 and thereafter, which remains unclaimed for a period of 7 years will be transferred by the Company to

Investor Education and Protection Fund established by the Central Govt.

Information in respect of such unclaimed dividend when due for transfer to the fund is given below:

Financial Year	Type of dividend	Date of declaration	Due for transfer
2014-15	Final Dividend	06/08/2015	12/09/2022
2015-16	Interim Dividend	14/03/2016	20/04/2023
2016-17	Final Dividend	04/08/2017	10/09/2024
2017-18	Final Dividend	03/08/2018	09/09/2025
2018-19	Final Dividend	25/07/2019	31/08/2026
2019-20	Interim Dividend	13/02/2020	20/03/2027
2020-21	Interim Dividend	27/01/2021	05/03/2028
2021-22	First Interim Dividend	16/09/2021	23/10/2028
2021-22	Second Interim Dividend	25/01/2022	03/03/2029

The Shareholders who have not en-cashed the aforesaid dividends are requested to make their claim to RTA or the Company. The details of the unpaid / unclaimed amounts lying with the Company as on March 31, 2021 are available on the website of the Company <https://www.cosmofilms.com/unclaimed-dividends> and on Ministry of Corporate Affairs' website.

18. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company had transferred 8631 equity shares of Rs. 10 each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years after following the prescribed procedure. **Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2015 are requested to claim the same by September 09, 2022. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company shall individually inform the shareholders concerned and also publish notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due**

for transfer shall be uploaded at the “Investors Relations Section” on the website of the Company viz. [www.cosmofilms.com](http://www.cosmofilms.com).

**19. Voting through electronic means:**

1. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (“CDSL”) on all the resolutions set forth in this Notice. Members who have cast their votes by remote e-voting prior to the AGM may also participate in the AGM through VC but shall not be entitled to cast their vote on such resolutions again. The manner and process of e-voting remotely by members is provided in the instructions for e-voting which forms part of this Notice.
2. The remote e-voting period will commence on Sunday, June 26, 2022 (IST 09:00 a.m.) and will end on Tuesday, June 28, 2022 (IST 05:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Wednesday, June 22, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Wednesday, June 22, 2022.
3. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting

and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

4. Any person who becomes a member of the Company after sending the Notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if a member is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
  5. Detail evoting instructions and instructions for attending the AGM through VC are given separately.
- 20. Other Instructions:**
1. The Board of Directors has appointed Mr. Sanjiv Aggarwal, Practicing Chartered Accountant (FCA No. 85128) as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM, in a fair and transparent manner.
  2. The Scrutinizer shall, immediately after the conclusion of voting at the AGM unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and make, within two working days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
  3. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.cosmofilms.com](http://www.cosmofilms.com) and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

**ANNEXURE TO THE NOTICE**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]**

<b>Name of Director</b>	Mr. Anil Kumar Jain	Mr. Arjun Singh
<b>Date of Birth and Age</b>	March 18, 1951 71 Years	November 03, 1960 61 Years
<b>Qualifications</b>	B.Com (H), A.I.C.W.A., CISA	B.Tech, MBA
<b>Experience, Nature of Expertise and Skills and Capabilities</b>	More than 40 years of Experience in Finance & Accounts and General Management	More than 25 years of Experience in Operations and General Management.
<b>Brief Resume</b>	Mr. Jain has over four decades of experience in Finance, Accounts and General Management functions, having worked with Mawana Sugars A.F Ferguson & Co and National Mineral Development Corporation in the past. Currently he is the Director of Corporate Affairs of Cosmo Films. Mr. Jain holds a Commerce degree from Meerut University and an AICWA from ICWAI. He is also a Certified Information System Auditor from Information System Audit and Control Association, USA.	Mr. Singh is currently the Managing Director for Asia and the head of Envestnet   Yodlee's growing operations in India. With more than 25 years of experience of running and growing businesses, he has held senior roles at Aon Hewitt in Asia, WNS, ABN AMRO Bank in Amsterdam, GE Capital Information Services, and ANZ Grindlays Bank in Delhi and Melbourne. Under his leadership, the Envestnet   Yodlee India operation has grown to over fourteen hundred employees, with continually expanding international sales. He has done MBA from IIM Calcutta and a Bachelor's degree in chemical engineering from IIT, Bombay. He is passionate about education and is a trustee at the Om Foundation School for underprivileged children, and was a Board member of the Welham Girls School. He is also on the Advisory Board of SHRM in India.
<b>Disclosure of inter-se relationship</b>	Mr. Anil Kumar Jain has no inter-se relationship with any Director(s) of the Company	Mr. Arjun Singh has no inter-se relationship with any Director(s) of the Company
<b>Terms and conditions of appointment / re-appointment</b>	Appointment as Executive Director subject to retirement by rotation	Terms and conditions of appointment are as per the resolution at Item No.3 of the Notice read with explanatory statement thereto
<b>Details of Remuneration paid/sought to be paid</b>	Remuneration paid to Mr. Anil Kumar Jain is given in Corporate Governance Report.	Sitting Fees and Commission paid to Mr. Arjun Singh given in Corporate Governance Report
<b>Date of First Appointment on the board</b>	May 24, 2011	October 27, 2021
<b>No. of Board Meeting attended during the year</b>	6 (Six)	2 (Two) Mr. Arjun Singh appointed as additional director under the category of Independent Director w.e.f. October 27, 2021.

<b>Directorship held in other entities including listing entities</b>	<ul style="list-style-type: none"> <li>• Usha International Limited</li> <li>• Cosmo Films Inc., USA</li> <li>• CF (Netherlands) Holdings Limited, BV, Netherlands</li> <li>• Cosmo Films Japan G.K.</li> <li>• Cosmo Films Korea Limited</li> <li>• Cosmo Films Poland SP.Z.0.0</li> <li>• Cosmo Films Singapore Pte Ltd.</li> <li>• Cosmo Investment Holding Pvt. (Thailand) Co. Ltd.</li> <li>• Cosmo Speciality Chemicals Pvt Ltd.</li> <li>• Cosmo Speciality Polymers Pvt Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Yodlee Infotech Private Limited</li> <li>• Yodlee Finsoft Private Limited</li> <li>• Finbonacci Softsys Private Limited</li> </ul>
<b>Membership/Chairmanship of committees of other entities</b>	Usha International Ltd a) Audit Committee – Chairman b) Nomination and Remuneration Committee-Member	Nil
<b>Name of Listed entities from which the Director has resigned in the past three years</b>	Cosmo Ferrites Ltd	Nil
<b>Number of shares held in the Company</b>	6500 Equity Shares	Nil

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**ITEM NO. 3**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Arjun Singh as an Additional Director of the Company with effect from October 27, 2021.

In terms of the provisions of Section 161(1) of the Act, Mr. Arjun Singh would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Arjun Singh for the office of Independent Director of the Company.

Mr. Arjun Singh is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from being appointed to the office of

Director by virtue of any order of SEBI or any other such authority. He has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence to be adopted to appoint an Independent Director on the Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a company and shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Arjun Singh that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI Listing Regulations.

In the opinion of the Board, Mr. Arjun Singh fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr Arjun Singh is Independent of Management.

The resolution seeks the approval of members for the appointment of Mr. Arjun Singh as an Independent Director of the Company for a period up to October 26, 2026 pursuant to section 149 and other applicable provision of the Act and the Rules made thereunder. He will not be liable to retire by rotation.

Brief resume of Mr. Arjun Singh, nature of his expertise

in specific areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under SEBI Listing Regulations and SS-2 Secretarial Standards on General Meetings, are provided in the Annexure forming part of this notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Arjun Singh be appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Arjun Singh as an Independent Director setting out the terms and conditions and other relevant documents are available for inspection by members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting and is also available on the website of the Company at [www.cosmofilms.com](http://www.cosmofilms.com)

Except Mr. Arjun Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

#### **ITEM NO. 4**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year

ending March 31, 2023 as per the following details. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be determined by the shareholders of the Company.

<b>Name of the Cost Auditor</b>	<b>Industry</b>	<b>Audit fees</b>
Jayant B. Galande	Organic & Inorganic Chemicals	₹ 2 Lacs

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the shareholders.

**New Delhi  
May 09, 2022**

**By order of the Board of Directors  
Cosmo Films Limited**

**Head Office:**  
1008, DLF Tower-A  
Jasola District Centre,  
New Delhi- 110025  
CIN:- L92114DL1976PLC008355  
E-mail:- [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com)

**Jyoti Dixit  
Company Secretary  
Membership No. F6229**



## I. GENERAL INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC

- i. Member will be provided with a facility to attend the AGM through VC through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of the Company is displayed.
- ii. The facility for joining the AGM through VC will be opened 30 minutes before the time scheduled for the AGM. The facility of participation at the AGM through VC will be made available to at least 1000 members on first-come-first-served basis.
- iii. Members can participate in the AGM through their desktops/smartphones/ laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops/laptops with high speed internet connectivity.
- iv. Please note that members connecting from mobile devices or tablets or through laptops via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- v. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number PAN, email id, mobile number at [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com) from June 25, 2022 (IST 09:00 A.M.) to June 27, 2022 (IST 05:00 P.M.)
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- vii. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance from their registered email address mentioning their name, demat account number/folio number, mobile number at [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com). These queries will be replied by the company suitably by email.

## II. PROCESS AND MANNER FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL SHAREHOLDERS HOLDINGS SECURITIES IN DEMAT MODE

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>

Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click one-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, where in you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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*Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.*

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 10209 90 and 1800 2244 30

**III. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES AND MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- (i) For physical shareholders - Please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card), mobile number by email to RTA of the Company at [rt\\_a@alankit.com](mailto:rt_a@alankit.com).
- (ii) For demat shareholders - Shareholders shall update their email addresses and mobile numbers in respect of electronic holdings with their concerned Depository Participants by following due procedure as advised by them.

#### IV. PROCESS AND MANNER FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholders/Members” tab.
- (iii) Enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID,
  - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (c) Members holding shares in Physical Form should enter Folio Number registered with the company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in DEMAT form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below

<b>For Shareholders holding shares in Demat Form other than Individual and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Registrar of the Company or contact the Registrar/Company.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction as stated above (iii)</li></ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in DEMAT form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Cosmo Films Limited> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If DEMAT account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Facility for Non-Individual Shareholders and Custodians-Remote Voting**
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com) (designated email address by the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

**V. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC AND E-VOTING DURING MEETING**

- i. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. The link for VC to attend the meeting will be available where the EVSN of Company is displayed after successful login as per the instructions mentioned above for remote e-voting.

**If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33.**

**All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.**