

GAYATRI & ANNAPURNA

1004-1010, 10th Floor, DLF Tower-A, Jasola District Centre, New Delhi-110025
Phone: 49494949 & 49494930 Email Id: mj.tomy@cosmofilms.com

October 4, 2019

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

Dear Sir,

Please find enclosed the disclosure required to be submitted in compliance with SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated 7th August, 2019.

You are requested to take the same on your records.

Thanking You

Yours faithfully
For and on behalf of ourselves and Promoters/PAC



Gayatri and Annapurna
Promoter

Encl: as above

CC: **The Company Secretary**
Cosmo Films Limited
1008, DLF Tower-A,
Jasola District Centre, New Delhi-110025

Annexure - II

Format for disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Cosmo Films Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE and NSE
Name of the promoter(s) / PACs whose shares have been encumbered	1. Ashok Jaipuria 2. Aanchal Jaipuria Bhandari 3. Ambrish Jaipuria 4. Abha Jaipuria 5. Yamini Kumar 6. Pravasi Enterprises Ltd 7. Sunrise Manufacturing Co Ltd 8. Andheri Properties & Finance Limited 9. Mr. Ashok Jaipuria -Registered Owner C/o Gayatri & Annapurana - Beneficial Owner (Firm) 10. Fawkes Management Pvt Ltd - Registered Owner C/o Ashok Jaipuria Private Trust - Beneficial Owner 11. Fawkes Management Pvt Ltd.- Registered Owner C/o Ashok Jaipuria Family Trust -Beneficial Owner
Total promoter shareholding in the listed company	No. of shares -- 8582246 % of total share capital -- 44.15
Encumbered shares as a % of promoter shareholding	58.89%
Whether encumbered share is 50% or more of promoter shareholding	Yes
Whether encumbered share is 20% or more of total share capital	Yes

For Gayatri & Annapurna



Authorised Signatory

Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 1 (Date of creation of encumbrance: 08.03.2016)	Encumbrance 2 (Date of creation of encumbrance: 18.05.2016)	Encumbrance 3 (Date of creation of encumbrance: 21.08.2018)	Encumbrance 4 (Date of creation of encumbrance: 11.02.2019)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, condition or arrangement in the nature of encumbrance)		Covenant in Bank Credit Facility requiring Promoter Group to hold minimum 26% of share capital of the Company during the tenure of the credit facility.	Covenant in Bank Credit Facility requiring Promoter Group to hold minimum 26% of share capital of the Company during the tenure of the credit facility.	Covenant in Bank Credit Facility requiring Promoter Group to hold minimum 26% of share capital of the Company during the tenure of the credit facility.	Covenant in Bank Credit Facility requiring Promoter Group to hold minimum 26% of share capital of the Company during the tenure of the credit facility.
No. and % of shares encumbered		No. of shares: 5054420 % of total share capital: 26%	No. of shares: 5054420 % of total share capital: 26%	No. of shares: 5054420 % of total share capital: 26%	No. of shares: 5054420 % of total share capital: 26%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Lender: EXIM Bank Security Trustee: SBICAP Trustee Company Limited	Lender: Indusind Bank Limited Security Trustee: SBICAP Trustee Company Limited	Lender: ICICI Bank Limited Security Trustee: SBICAP Trustee Company Limited	Lender: ICICI Bank Limited Security Trustee: SBICAP Trustee Company Limited
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES	YES	YES	YES
Names of all other entities in the agreement		Listed company and its group companies 1. Cosmo Films Limited	Listed company and its group companies 1. Cosmo Films Limited	Listed company and its group companies 1. Cosmo Films Limited	Listed company and its group companies 1. Cosmo Films Limited

For Gayatri & Annapurna



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	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No	No	No	No
Security Cover / Asset Cover	Value of shares on the date of Agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B	Weighted Average Price at BSE as on 08.03.2016 at Rs. 259.04 per Equity Share Rs. 130,92,96,957	Weighted Average Price at BSE as on 18.05.2016 on Rs. 349.40 per Equity Share Rs. 176,60,14,348	Weighted Average Price at BSE as on 21.08.2018 at Rs. 241.78 per Equity Share Rs. 122,20,57,668	Weighted Average Price at BSE as peron 11.02.2019 at Rs. 181 per Equity Share Rs. 91,48,50,020
End use money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule	Rs. 65,00,00,000 2.01:1	Rs. 35,00,00,000 5.05:1	Rs. 50,00,00,000 2.44:1	Rs. 25,00,00,000 3.66:1
		For the benefit of Listed Company – Capital Expenditure/ Capacity Expansion Loan	For the benefit of Listed Company – Capital Expenditure/ Capacity Expansion Loan	For the benefit of Listed Company – Capital Expenditure	For the benefit of Listed Company – General Corporate Purposes/ Long term working capital requirement

For Gayatri G. Annasurua

(Signature)

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	for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)				
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other transaction, condition or arrangement in the nature of encumbrance)	No. and % of shares encumbered	Encumbrance 5 (Date of creation of encumbrance: <u>07.01.2019</u>) Covenant in Bank Credit Facility requiring Promoter Group to hold minimum 26% of share capital of the Company during the tenure of the credit facility.	Encumbrance 6 (Date of creation of encumbrance: <u>09.03.2017</u>) Covenant in Bank Credit Facility requiring Promoter Group to hold minimum 26% of share capital of the Company during the tenure of the credit facility.	Encumbrance 7 (Date of creation of encumbrance: <u>02.05.2017</u>) Covenant in Bank Credit Facility requiring Promoter Group to hold minimum 26% of share capital of the Company during the tenure of the credit facility.	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X) Whether the entity is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Encumbrance 5 (Date of creation of encumbrance: <u>07.01.2019</u>) No. of shares: 5054420 % of total share capital: 26% Lender: Indusind Bank Limited Security Trustee: SBICAP Trustee Company Limited	Encumbrance 6 (Date of creation of encumbrance: <u>09.03.2017</u>) No. of shares: 5054420 % of total share capital: 26% Lender: Rabo Bank Security Trustee: SBICAP Trustee Company Limited	Encumbrance 7 (Date of creation of encumbrance: <u>02.05.2017</u>) No. of shares: 5054420 % of total share capital: 26% Lender: DBS Bank Security Trustee: SBICAP Trustee Company Limited	

For Gayatri & Annapurna
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Names of all other entities in the agreement	Listed company and its group companies	Listed company and its group companies	Listed company and its group companies
Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	1. Cosmo Films Limited	1. Cosmo Films Limited	1. Cosmo Films Limited
Security Cover / Asset Cover	No	No	No
Value of shares on the date of Agreement (A)	Weighted Average Price at BSE as on 07.01.2019 at Rs. 217.06 per Equity Share	Weighted Average Price at BSE as on 09.03.2017 at Rs. 358.36 per Equity Share	Weighted Average Price at BSE as on 02.05.2017 at Rs. 460.70 per Equity Share
Amount involved (against which shares have been encumbered) (B)	Rs. 109,71,12,405	Rs. 181,13,01,951	Rs. 232,85,71,294
Ratio of A / B	1.83:1	6.04:1	11.64:1

For Gayatri & Annapiurna

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End use money	Borrowed amount to be utilized for what purpose – (c) Personal use by promoters and PACs (d) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	For the benefit of Listed Company -- Capital Expenditure/Capacity Enhancement/General Corporate Purposes	For the benefit of Listed Company- Working Capital facility	For the benefit of Listed Company- Working Capital facility
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For Gayatri & Annapurna

For and on behalf of myself & Promoter/PAC


Authorized Signatory
Gayatri & Annapurna

Place: New Delhi

Date: 04.10.2019