

CFL/SEC/SE/PS/2019-20/AGM/01

Date: June 28, 2019

The Manager (Listing) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code: 508814	The Manager (Listing) National Stock Exchange of India Ltd. Exchange Plaza, C-1, G Block, Bandra Kurla Complex Mumbai-400 051 Security ID: "COSMOFILMS"
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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 42nd Annual General Meeting of the Company is scheduled to be held on Thursday, July 25, 2019 to transact the Business as stated in the Notice of the Meeting dated May 15, 2019 (attached herewith).

Further the Register of Members and Share Transfer Books will remain closed from Saturday, July 20, 2019 to Thursday, July 25, 2019 (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. July 19, 2019 and the Remote E-Voting period begins on Monday, July 22, 2019 at 10:00 A.M. and ends on Wednesday, July 24, 2019 at 05:00 P.M., during which the Shareholders may cast their vote electronically.

The Dividend for the Financial Year 2018-2019 (If approved by the Shareholders in ensuing A.G.M.) shall be paid/dispatched to the Shareholders on or before August 24, 2019.

You are requested to take the same on your records taking the same as adequate Compliance of relevant Regulation of SEBI (LODR) Regulations, 2015.

Thanking You

Yours faithfully
For **Cosmo Films Limited**
Jyoti Dixit
Company Secretary & Compliance Officer

Encl: Notice of AGM



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, Website: www.cosmofilms.com

NOTICE

Notice is hereby given that the Forty Second (42nd) Annual General Meeting of the members of Cosmo Films Limited will be held at LakshmiPat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi 110016 on Thursday, 25th July, 2019 at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit & Loss Account for the year ended March 31, 2019, and the Balance Sheet as at that date and the report of the Board of Directors and the Auditors of the Company thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Anil Kumar Jain (DIN: 00027911) who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

4. To approve continuation of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) as an Independent Director and to re-appoint him 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 **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof), the Company hereby accords its approval for continuation of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) as an Independent Director on attaining the age of 75 (seventy-five) years on the existing terms and conditions up to the expiry of his present term i.e. 21st May, 2020.

RESOLVED FURTHER 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 Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company hereby accords its approval for the reappointment of Mr. Hoshang Noshirwan Sinor as Independent Non-Executive Director of the Company who meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, for a second term of five consecutive years with effect from 22nd May, 2020 to 21st May, 2025 and whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the applicable provisions of the Companies Act, 2013, the Company hereby accords its approval for continuation of Mr. Hoshang Noshirwan Sinor as an Independent Director on attaining the age of 75 (seventy-five) years on the existing terms and conditions up to the expiry of his second term i.e. 22nd May 2020 to 21st May 2025.”

5. To re-appoint Mr. Har Kishanlal Agrawal (DIN: 00260592) 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 **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 Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company hereby accords its

approval for the reappointment of Mr. Har Kishanlal Agrawal (DIN: 00260592), as Independent Non-Executive Director of the Company who meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, for a second term of five consecutive years with effect from 25th July, 2019 to 24th July, 2024 and whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the applicable provisions of the Companies Act, 2013, the Company hereby accords its approval for continuation of Mr. Har Kishanlal Agrawal as an Independent Director on attaining the age of seventy-five years on the existing terms and conditions up to the expiry of his second term i.e. 24th July, 2024."

6. To reappoint Mr. Ashok Jaipuria (DIN: 00214707) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:-

"**RESOLVED THAT** pursuant to the provisions of section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the said act, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, the Company hereby accords its approval for the reappointment of Mr. Ashok Jaipuria (DIN: 00214707) as Managing Director of the Company, for a period of five years commencing from April 2, 2019.

RESOLVED FURTHER THAT the Company hereby approves the salary, perquisites, allowances and commission as per the existing terms and conditions as set out in the Statement annexed to the Notice convening this Meeting with liberty to the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ashok Jaipuria within the overall limit specified under Section I of Part II of Schedule V to the Companies Act, 2013 or

any statutory modification(s) or re-enactment or substitution thereof from time to time and may exceed the individual/overall limits specified under section 197 and Schedule V to the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profit in any financial year, the remuneration as set out in the Statement annexed to the Notice convening this Meeting, be paid as minimum remuneration in compliance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or any modification or re-enactment or substitution thereof from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of section 196(3) the Company hereby accords its approval enabling Mr. Ashok Jaipuria to continue as Managing Director of the Company beyond the age of 70 (seventy) years within the overall term of five years.

RESOLVED FURTHER THAT the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) be and hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To re-appoint Mr. Anil Kumar Jain (DIN: 00027911) as a Whole-time Director designated as Director-Corporate Affairs and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the said act, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, the Company hereby accords its approval for the reappointment of Mr. Anil Kumar Jain (DIN: 00027911) as Whole-time Director of the Company, for a period of five years commencing from October 1, 2019.

RESOLVED FURTHER THAT the Company hereby approves the salary, perquisites and allowances as per the existing terms and conditions as set out in the Statement annexed to the Notice convening this Meeting with liberty to the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration

Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Anil Kumar Jain within the overall limit specified under Section I of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment or substitution thereof from time to time and may exceed the individual/overall limits specified under section 197 and Schedule V to the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profit in any financial year, the remuneration as set out in the Statement annexed to the Notice convening this Meeting, be paid as minimum remuneration in compliance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or any modification or re-enactment or substitution thereof from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of section 196(3) the Company hereby accords its approval enabling Mr. Anil Kumar Jain to continue as Whole-time Director of the Company beyond the age of 70 (seventy) years within the overall term of five years.

RESOLVED FURTHER THAT the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) be and hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To Change the Classification of Mr. Rajeev Gupta (DIN: 00241501) as Non Independent Non-Executive Director 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 Sections 152 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), the Company hereby accords its approval to classify Mr. Rajeev Gupta (DIN: 00241501) from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company, liable to retire by rotation, effective from 15th May, 2019.

RESOLVED FURTHER THAT the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration

Committee of the Board) be and hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To Change the Classification of Mr. Pratip Chaudhuri (DIN: 00915201) as Non Independent Non-Executive Director 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 Sections 152 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), the Company hereby accords its approval to classify Mr. Pratip Chaudhuri (DIN: 00915201) from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company, liable to retire by rotation, effective from 15th May, 2019.

RESOLVED FURTHER THAT the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) be and hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. To Change the Classification and to appoint Ms. Alpana Parida Shah (DIN: 06796621) as Independent Director 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 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 Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Ms. Alpana Parida (DIN: 06796621), Non-Independent Non-Executive Director of the Company who meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a first term of five consecutive years with effect from 15th May, 2019 to 14th May, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) be and hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. To approve remuneration payable to Cost Auditors for the Financial year 2019-20 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 5255) 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 31st March, 2020, 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 15, 2019**

**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

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

NOTES:

1. **NO SNACK BOXES/GIFTS OF ANY KIND SHALL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING**
2. As a measure of economy, copies of the Annual Report shall not be distributed at the Meeting, therefore members are requested to bring their own copies at the Meeting.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY SHALL NOT BE ENTITLED TO SPEAK AT THE MEETING AND NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
4. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standards on General Meetings, of the person seeking appointment/re-appointment as Director under Item No. 4 to 7 and 10 of the Notice, are also annexed as Annexure hereto.
6. Relevant documents referred to in the proposed resolutions are available for inspection 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.
7. **Voting through electronic means**
 - (a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its member the facility to exercise their right to vote on Resolutions proposed to be considered at the forthcoming Annual General Meeting by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL).
 - (b) That the facility for voting, through Ballot Paper shall also be made available at the Meeting & Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
 - (c) That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again. The instructions for electronic voting are attached separately with the notice of Annual General Meeting.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 20 July, 2019 to Thursday, 25 July, 2019 (Both days inclusive).
10. The record date for the purpose of payment of dividend shall be July 19, 2019. Accordingly, the dividend, as recommended by the Board, if declared and approved at the Annual General Meeting will be paid to those members whose names appear on the Register of Members at the end of day on July 19, 2019. In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership, as per the details to be furnished for the purpose by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on July 19, 2019.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and the Register of Contracts or

arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection by the members.

12. Members, who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
13. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
14. The Members holding shares in physical form are also requested to notify any change in their addresses immediately to the Company's Share Registrar and Transfer Agents **M/s. Alankit Assignments Limited, 3E/7, Alankit House, Jhandewalan Extension, New Delhi - 110 055.**
15. Members / Proxy holders are requested to produce at the entrance of the Auditorium the enclosed admission slip duly completed and signed.
16. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
17. All unpaid or unclaimed dividends upto the year ended 31st March, 2011 have been transferred to Investor Education and Protection Fund (IEPF) established by the Central Government.
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 133781 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 2012 are requested to claim the same by 4th September, 2019. 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 has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded at the "Investors Relations Section" on the website of the Company viz. www.cosmofilms.com.**

19. Dividend for the financial year ended March 31, 2012 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
2011-12	Final Dividend	30/07/2012	05/09/2019
2012-13	Final Dividend	25/09/2013	30/10/2020
2013-14	Final Dividend	25/09/2014	30/10/2021
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

Shareholders who have not encashed the dividend warrant(s) are requested to seek issue of duplicate dividend warrants by writing to the Company. The details of the unpaid / unclaimed amounts lying with the Company as on 03rd August, 2018 (date of last Annual General Meeting) are available on the website of the Company <https://www.cosmofilms.com/unclaimed-dividends> and on Ministry of Corporate Affairs website.

20. Non Resident Indian shareholders are required to inform M/s Alankit Assignments Limited immediately:
 - The change in the residential status on return to India for permanent settlement.
 - The particulars of the Bank Account maintained in India with complete name, branch, account type, account number, and address of the bank, if not furnished earlier.

21. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
22. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the Registrar and Transfer Agents, M/s Alankit Assignments Limited.
23. The details pertaining to the Directors, proposed to be appointed/reappointed in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this notice.
24. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
25. The route map of the location for the venue of Annual General Meeting is attached herewith.

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 SS-2 SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of Director	Mr. Hoshang Noshirwan Sinor	Mr. Har Kishanlal Agrawal	Ms. Alpana Parida Shah
Date of Birth and Age	5 th December, 1944, 74 Years	11 th October, 1947 71 Years	22 nd January, 1963 56 Years
Qualifications	B.Com, LLB	MBA, IIM Ahmedabad	Degree holder in Business Administration from IIM, Ahmedabad and Degree in Economics from St. Stephens, Delhi University
Experience and Nature of Expertise	More than 40 years of Experience in Finance and Banking	More than 40 years of Experience in Strategic Management, Organization Structure and Finance and Trading	More than 20 years of Experience in Branding and Marketing.
Brief Resume	Mr. H. N. Sinor has been a veteran banker, having spent over four decades in public as well as private sector banks like Union Bank of India, Central Bank of India and ICICI Bank. He was MD and CEO of ICICI Bank and after ICICI's merger with ICICI Bank, became Joint MD until his superannuation. He, thereafter, joined Indian Banks' Association as Chief Executive. Mr. Sinor later joined Association of Mutual Funds in India in a similar capacity. Being a veteran banker, Mr. Sinor has worked on a number of Committees at a	Mr. Har Kishanlal Agrawal has been in fields of Strategic Management, Organization Structure, Finance and Training for over four decades. He is an independent management consultant and has consulted several multinationals, large Indian corporate, small entrepreneurial organizations and developmental institutions. He has previously worked in large industrial organizations, both in public and private sectors in India, for a duration of thirteen years. He is a Mechanical Engineer	Ms. Alpana Parida has more than two decades of experience in retail and marketing communications in the US and in India. Currently she is the President of DY Works, India's oldest and largest branding firm. Prior to that she was Head of Marketing with Tanishq, a prominent jewellery brand in India. She conducts branding workshops for large corporates. She graduated from IIM-Ahmedabad in 1985 and has a degree in Economics from St.

	policy level during his long career. Mr. Sinor holds Board position as an Independent Director on a few reputed companies. He is also associated with various charitable and other trusts engaged in social activities.	from University of Jodhpur and has obtained his MBA from Indian Institute of Management, Ahmedabad.	Stephens, Delhi University.
Disclosure of inter-se relationship	Mr. Hoshang Noshirwan Sinor has no inter-se relationship with any Director(s) of the Company	Mr. Har Kishanlal Agrawal has no inter-se relationship with any Director(s) of the Company	Ms. Alpana Parida Shah has no inter-se relationship with any Director(s) of the Company
Terms and Conditions of appointment/re-appointment	Terms and conditions of appointment are as per the resolution at Item No. 4 of the Notice read with explanatory statement thereto	Terms and conditions of appointment are as per the resolution at Item No. 5 of the Notice read with explanatory statement thereto	Terms and conditions of appointment are as per the resolution at Item No. 10 of the Notice read with explanatory statement thereto
Details of Remuneration paid/sought to be paid	Sitting Fees and Commission paid to Mr. Hoshang Noshirwan Sinor given in Corporate Governance Report	Sitting Fees and Commission paid to Mr. Har Kishanlal Agrawal given in Corporate Governance Report	Sitting Fees and Commission paid to Ms. Alpana Parida Shah given in Corporate Governance Report
Date of first appointment on the Board	22 nd May, 2015	13 th January, 2000	14 th February, 2014
No. of Board Meeting attended during the year	3 (Three)	3 (Three)	3 (Three)
Directorship held in other Entities	<ol style="list-style-type: none"> 1. Themis Medicare Limited 2. Tata Investment Corporation Limited 3. Tata Motors Finance Limited 4. Universal Trustees Private Limited 5. TMF Holdings Limited 6. Computer Age Management Services Private Limited 7. Incred Housing Finance Private Limited 8. Incred Financial Services Limited 9. Cams Insurance Repository Services Limited 	NIL	<ol style="list-style-type: none"> 1. GRP Limited 2. Prime Securities Limited 3. S H Kelkar and Company Limited 4. FSN E-Commerce Ventures Private Limited 5. Prime Research and Advisory Limited 6. Primesec Investments Limited 7. DMA Yellow Works Limited
Membership/ Chairmanship of Committees of the Board (includes only Audit Committee and Stakeholders Relationship committee)	<ol style="list-style-type: none"> 1. Themis Medicare Limited <ol style="list-style-type: none"> a) Audit Committee - Member 2. Tata Investment Corporation Limited <ol style="list-style-type: none"> a) Audit Committee - Chairman 3. TMF Holding Limited <ol style="list-style-type: none"> a) Audit Committee - Member 4. Tata Motors Finance Limited <ol style="list-style-type: none"> a) Audit Committee - Member 	NIL	<ol style="list-style-type: none"> 1. Prime Securities Limited <ol style="list-style-type: none"> a) Audit Committee-Member b) Stakeholders Relationship Committee-Chairman 2. S H Kelkar and Company Limited <ol style="list-style-type: none"> a) Stakeholders Relationship Committee-Member 3. GRP Limited

	5. Incred Financial Services Pvt Limited a) Audit Committee - Member 6. Incred Housing Finance Pvt Limited a) Audit Committee- Member		a) Audit Committee-Member 4. Primesec Investments Limited a) Audit Committee-Member 5. Prime Research Advisory Limited a) Audit Committee-Member
Number of shares held in the Company	Nil	1000	Nil

Name of Director	Mr. Ashok Jaipuria	Mr. Anil Kumar Jain
Date of Birth and Age	11 th September, 1953, 65 Years	18 th March, 1951, 68 Years
Qualifications	Degree holder in Associate of Arts in Business Administration and Diploma holder in Marketing Sciences	B.Com (H), A.I.C.W.A., CISA
Experience and Nature of Expertise	More than 40 years of Experience in General Management Functions	More than 40 years of Experience in Finance and Accounts
Brief Resume	A first generation entrepreneur with over forty years of experience in the corporate world, Mr. Ashok Jaipuria is the Founder Chairman and Managing Director of Cosmo Films Limited. He is an Independent Director on the Board of Hindustan Sanitaryware. He has been a member of the Board of Governors (BoG) of the Indian Institute of Technology (IIT), Indore, an Executive Committee member of the Federation of Indian Chamber of Commerce and Industry (FICCI), a member of the BoG of IIT Patna and the Institute of Liver and Biliary Sciences. He holds a degree in Associate of Arts in Business Administration and Diploma in Marketing Science. He has been bestowed with an ' Outstanding Achievement Award ' in the year 2013 at the 2 nd Speciality Films & Flexible Packaging Conference, by Chemicals & Petrochemicals Manufacturers Association (CPMA), Mumbai. He has been also awarded with " Best Under a Billion, Forbes Global -200 Best Small Companies for 2003 " by the Forbes Magazine and conferred with an ' Udyog Ratna Award ' by the Government of Himachal Pradesh.	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.
Disclosure of inter-se relationship	Mr. Ashok Jaipuria has no inter-se relationship with any Director(s) of the Company	Mr. Anil Kumar Jain has no inter-se relationship with any Director(s) of the Company
Terms and Conditions of appointment/ re-appointment	Terms and conditions of appointment are as per the resolution at Item No. 6 of the Notice read with explanatory statement thereto	Terms and conditions of appointment are as per the resolution at Item No. 7 of the Notice read with explanatory statement thereto

Details of Remuneration paid/ sought to be paid	Remuneration paid to Mr. Ashok Jaipuria is given in Corporate Governance Report	Remuneration paid to Mr. Anil Kumar Jain is given in Corporate Governance Report
Date of first appointment on the Board	10 th October, 1976	24 th May, 2011
No. of Board Meeting attended during the year	3 (Three)	4 (Four)
Directorship held in other Entities	1. HSIL Limited	1. Cosmo Ferrites Limited 2. Usha International Limited.
Membership/ Chairmanship of Committees of the Board (includes only Audit Committee and Stakeholders Relationship committee)	1. HSIL Limited a) Audit Committee - Member	1. Cosmo Ferrites Limited a) Audit Committee - Member 2. Usha International Limited b) Audit Committee - Member
Number of shares held in the Company	5,98,528 Equity Shares	10,000 Equity Shares

Important Communication to Members

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

STATEMENT 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. 4

The Members of the Company in the 38th Annual General Meeting had appointed Mr. Hoshang Noshirwan Sinor as Independent Director of the Company for a period of five consecutive years effective from 22nd May, 2015.

The Board of Directors of the Company (on the recommendation of HR, Nomination and Remuneration Committee) in its meeting held on 15th May, 2019 subject to approval of members has recommended re-appointment of Mr. Hoshang Noshirwan Sinor as Independent Director of the Company for second consecutive term of 5 years effective from 22nd May, 2020 not being liable to retire by rotation.

The Company has received notice in writing pursuant to

Section 160 of the Act, from a member proposing the candidature of Mr. Hoshang Noshirwan Sinor for the office of Independent Director of the Company.

Mr. Hoshang Noshirwan Sinor is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

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

In the opinion of the Board, Mr. Hoshang Noshirwan Sinor fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Hoshang Noshirwan Sinor is Independent of Management.

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1st April, 2019, continuation of an existing non-executive Director beyond the age of 75

years requires approval of shareholders via special resolution.

Since Mr. Sinor is about to reach the age of 75 years (Date of Birth 5th December 1944), his continuation as Independent Director up to end of the existing term i.e. 21st May, 2020 and for second consecutive term effective from 22nd May, 2020 will require shareholders approval by special resolution.

Brief resume of Mr. Hoshang Noshirwan Sinor, 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 Listing Regulations and SS-2 Secretarial Standards on General Meetings, are provided in the Annexure forming part of this notice.

In the opinion of the Board of Directors, Mr. Hoshang Noshirwan Sinor is a person of high repute, integrity and have rich and varied experience. The Board considers that his continued association would benefit the Company and it is desirable to continue to avail his services.

Copy of the draft letter for appointment of Mr. Hoshang Noshirwan Sinor 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

Except Mr. Hoshang Noshirwan Sinor, 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. 4 of the accompanying Notice of the AGM. Mr. Hoshang Noshirwan Sinor is not related to any Director of the Company.

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

ITEM NO. 5

The Members of the Company in the 37th Annual General Meeting had appointed Mr. Har Kishanlal Agrawal as Independent Director of the Company for a period of five consecutive years upto the conclusion of AGM to be held in 2019

The Board of Directors of the Company (on the recommendation of HR, Nomination and Remuneration

Committee) in its meeting held on 15th May, 2019 subject to approval of members has recommended re-appointment of Mr. Har Kishanlal Agrawal as Independent Director of the Company for consecutive term of 5 years effective from 25th July, 2019 not being liable to retire by rotation.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the candidature of Mr. Har Kishanlal Agrawal for the office of Independent Director of the Company.

Mr. Har Kishanlal Agrawal is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

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

In the opinion of the Board, Mr. Har Kishanlal Agrawal fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Har Kishanlal Agrawal is Independent of Management.

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1st April, 2019, continuation of an existing non-executive Director beyond the age of 75 years requires approval of shareholders via special resolution.

Since Mr. Agrawal would reach the age of 75 years (Date of Birth 11th October, 1947), during his second term as Independent Director effective from 25th July, 2019, his appointment requires shareholders approval by special resolution.

Brief resume of Mr. Har Kishanlal Agrawal, 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 Listing Regulations and SS-2 Secretarial Standards on General Meetings, are provided in the Annexure forming part of this notice.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Har Kishanlal Agrawal would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

Copy of the draft letter for appointment of Mr. Har

Kishanlal Agrawal 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

Except Mr. Har Kishanlal Agrawal, 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. 5 of the accompanying Notice of the AGM. Mr. Hoshang Noshirwan Sinor is not related to any Director of the Company.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM No. 6

The term of Mr. Ashok Jaipuria as Managing Director, expired on April 01, 2019. In the Meeting of the Board of Directors of the Company held on February 13, 2019 the Board of Directors on the recommendation of the HR, Nomination and Remuneration Committee and subject to the approval of Shareholders, reappointed Mr. Ashok Jaipuria for further period of five years, effective from April 02, 2019.

Considering the recommendation of the HR, Nomination and Remuneration Committee, the Board justifies the proposal of his appointment on the following terms & conditions:

Salary:

Rs. 13.50 lacs per month (same as existing). The Board of Directors shall, in its absolute discretion and from time to time revise the salary payable to the Managing Director.

Perquisites:

Perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases) like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; maintenance of accommodation including furniture, fixtures and furnishings, reimbursement of expenses/allowances for utilization of gas, electricity, water, furnishing and repairs, medical reimbursement, premium on personal accident policy, leave travel concession for self and his family including dependents; club fees (maximum of four clubs including admission and membership fees), medical insurance, use of car and

telephone at residence or reimbursement of expenses in lieu thereof, leave with full pay and allowance and the right to accumulate in accordance with the rules of the Company, provident fund, superannuation fund, gratuity and other retirement benefits. The Board of Directors in its absolute discretion may vary the perquisites payable to the Managing Director.

Commission:

As may be determined by the Board of Directors in its absolute discretion within the limits under section 197(1) of the Companies Act, 2013 or any modification or re-enactment or substitution thereof from time to time read with approvals, if any by the shareholders in terms of the said section.

The above remuneration is within the overall limit specified under Section I of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment or substitution thereof from time to time and may exceed the individual/overall limits specified under section 197 and Schedule V to the Act.

In the event of absence or inadequacy of net profit in any financial year, the remuneration as above will be paid as minimum remuneration in compliance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or any modification or re-enactment or substitution thereof from time to time.

Mr. Jaipuria will reach the age of 70 years on 10th September 2023. To ensure the continued availability of his leadership, it is being proposed that he may continue as Managing Director of the Company for the balance term of his appointment viz: 11th September 2023 to 1st April 2024.

Mr. Ashok Jaipuria satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of section 196 of the Act for being eligible for his re-appointment save and except as mentioned herein before. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ashok Jaipuria under section 190 of the Act.

Brief resume of Mr. Ashok Jaipuria, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Listing Regulations and SS-2 Secretarial Standards on General Meeting, are provided in the Annexure forming part of this notice.

The terms and conditions of re-appointment of Mr. Ashok Jaipuria shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Ashok Jaipuria is interested in the resolution set out respectively at Item No. 6 of the Notice, which pertains to his re-appointment and remuneration payable to him.

The relatives of Mr. Ashok Jaipuria may be deemed to be interested in the resolution set out at Item Nos. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

ITEM No. 7

The term of Mr. Anil Kumar Jain as Whole-time Director, expires on September 30, 2019. In the Meeting of the Board of Directors of the Company held on May 15, 2019 the Board of Directors on the recommendation of the HR, Nomination and Remuneration Committee and subject to the approval of Shareholders, reappointed Mr. Anil Kumar Jain for further period of five years, effective from October 01, 2019.

Considering the recommendation of the HR, Nomination and Remuneration Committee, the Board justifies the proposal of his appointment on the following terms & conditions:

- I. Salary:** Rs. 150 lacs per annum (same as existing). The Board of Directors shall, in its absolute discretion and from time to time revise the salary payable to the Director-Corporate Affairs.
- II. Perquisites and allowances:** Perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases) like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; maintenance of accommodation including furniture, fixtures and furnishings, reimbursement of expenses/or allowances for utilization of gas, electricity, water, furnishing and repairs, medical reimbursement, premium on personal accident policy, leave travel concession for self and his family including dependents; club fees (maximum of four clubs including admission and membership fees),

medical insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof, leave with full pay and allowance and the right to accumulate in accordance with the rules of the Company, provident fund, superannuation fund, gratuity and other retirement benefits. The Board of Directors in its absolute discretion may vary the perquisites payable to the Whole-time Director.

The above remuneration is within the overall limit specified under Section I of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment or substitution thereof from time to time and may exceed the individual/overall limits specified under section 197 and Schedule V to the Act.

In the event of absence or inadequacy of net profit in any financial year, the remuneration as above will be paid as minimum remuneration in compliance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or any modification or re-enactment or substitution thereof from time to time.

Mr. Jain will reach the age of 70 years on 17th March, 2021. To ensure his continued availability, it is being proposed that he may continue as Whole-time Director of the Company for the balance term of his appointment viz: 18th March 2021 to 30th September, 2024.

Mr. Anil Kumar Jain satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of section 196 of the Act for being eligible for his re-appointment save and except as mentioned herein before. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Anil Kumar under section 190 of the Act.

Brief resume of Mr. Anil Kumar Jain, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Listing Regulations and SS-2 Secretarial Standards on General Meeting, are provided in the Annexure forming part of this notice.

The terms and conditions of re-appointment of Mr. Anil Kumar Jain shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Anil Kumar Jain is interested in the resolutions set out respectively at Item No. 7 of the Notice, which pertains

to his re-appointment and remuneration payable to him. The relatives of Mr. Anil Kumar Jain may be deemed to be interested in the resolutions set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

ITEM NO. 8 & 9

The Members of the Company in the 38th Annual General Meeting had appointed Mr. Pratip Chaudhuri and Mr. Rajeev Gupta as Non-Executive Independent Director of the Company for a period of five consecutive years effective from 10th November, 2014 and 22nd May, 2015 respectively.

The Board of Directors of the Company (on the recommendations of HR, Nomination and Remuneration Committee) in its meeting held on 15th May, 2019, subject to the approval of the members of the Company approved their classification from Non-Executive Independent Director to Non-Executive Non-Independent Director.

Mr. Pratip Chaudhuri and Mr. Rajeev Gupta are not disqualified from being designated as Non Independent Non Executive Director in terms of Section 164 of the Act and have given their consent to act as a Director.

Brief resume of Mr. Pratip Chaudhuri and Mr. Rajeev Gupta, nature of his expertise in specific areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations and SS-2 Secretarial Standards on General Meetings, are provided in the Annexure forming part of this notice.

Copy of the draft letter for appointment of Mr. Pratip Chaudhuri and Mr. Rajeev Gupta as a Non Independent Non Executive 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

Except Mr. Pratip Chaudhuri and Mr. Rajeev Gupta, being an appointee, none of the Directors and Key Managerial

Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 & 9 of the accompanying Notice of the AGM. Mr. Pratip Chaudhuri and Mr. Rajeev Gupta is not related to any Director of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 8 & 9 of the Notice for approval by the shareholders.

ITEM NO. 10

The Members of the Company in the 37th Annual General Meeting had appointed Ms. Alpana Parida Shah as Non-Executive Non-Independent Director of the Company.

The Board of Directors of the Company (on the recommendations of HR, Nomination and Remuneration Committee) in its meeting held on 15th May, 2019, approved her classification from Non-Executive Non-Independent Director to Non-Executive Independent Director. The Board, subject to approval of members has approved appointment of Ms. Alpana Parida Shah as Independent Director of the Company for consecutive term of 5 years effective from 15th May, 2019 not being liable to retire by rotation.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the candidature of Ms. Alpana Parida Shah for the office of Independent Director of the Company.

Ms. Alpana Parida Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has also received a declaration from Ms. Alpana Parida Shah that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Listing Regulations.

In the opinion of the Board, Ms. Alpana Parida Shah fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Alpana Parida Shah is Independent of Management.

Brief resume of Ms. Alpana Parida Shah, 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 Listing Regulations and SS-2 Secretarial Standards on General Meetings, are provided in the Annexure forming part of this notice.

Copy of the draft letter for appointment of Ms. Alpana Parida Shah 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

Except Ms. Alpana Parida Shah, 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. 10 of the accompanying Notice of the AGM. Ms. Alpana Parida Shah is not related to any Director of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

ITEM NO. 11

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, 2020 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.

Name of the Cost Auditor	Industry	Audit fees (in lakhs)
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. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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 above.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

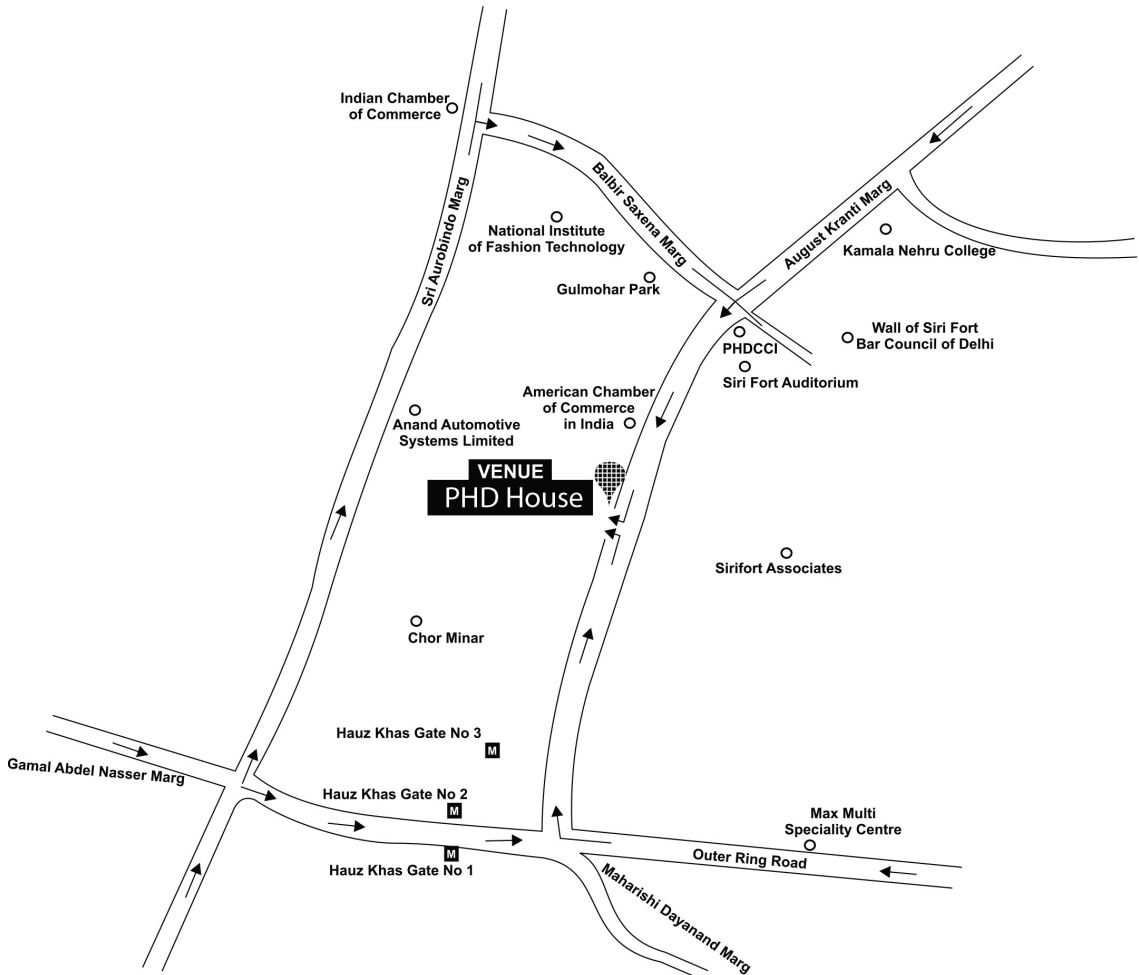
New Delhi **By order of the Board of Directors**
May 15, 2019 **Cosmo Films Limited**

Head Office:
 1008, DLF Tower-A
 Jasola District Centre,
 New Delhi- 110025
 CIN:- L92114DL1976PLC008355
 e-mail:- investor.relations@cosmofilms.com

Jyoti Dixit
Company Secretary
Membership No. F6229

ROUTE MAP OF THE AGM VENUE

PHD House, 4/2 Siri Institutional Area,
August Kranti Marg, New Delhi 110016



COSMO FILMS LTD.

(CIN L92114DL1976PLC008355)

1008, DLF TOWER-A, JASOLA DISTRICT CENTRE, NEW DELHI - 110025

PROXY FORM [FORM No. MGT-11]

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

Name of the Members : _____
 Registered Address : _____
 E-mail Id : _____ Folio No/ *Client Id: *DP id : _____
 I/ We, being the member(s) of _____ shares of Cosmo Films Limited, hereby appoint:

- 1).....of.....having e-mail id.....or failing him
- 2).....of.....having e-mail id.....or failing him
- 3).....of.....having e-mail id.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 42nd Annual General Meeting of the Company, to be held on Thursday, 25th July, 2019 at 11.30 A.M. at Lakshmiapat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/ 2 Siri Institutional Area, August Kranti Marg, New Delhi 110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	Description	For	Against
1.	Consider and adopt the audited Profit & Loss Account for the year ended March 31, 2019, and the Balance Sheet as at that date and the Report of the Board of Directors and the Auditors of the Company thereon.		
2.	Declaration of Dividend on Equity Shares of the Company.		
3.	Re-appointment of Mr. Anil Kumar Jain (DIN: 00027911) who retires by rotation.		
4.	Continuation and Re-appointment of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) as an Independent Director.		
5.	Re-appointment of Mr. Har Kishanlal Agrawal (DIN: 00260592) as an Independent Director		
6.	Re-appointment of Mr. Ashok Jaipuria (DIN: 00214707) as Managing Director		
7.	Re-appointment of Mr. Anil Kumar Jain (DIN: 00027911) as a Whole-time Director		
8.	Change the Classification of Mr. Rajeev Gupta (DIN: 00241501) as Non Independent Non-Executive Director		
9.	Change the Classification of Mr. Pratip Chaudhuri (DIN: 00915201) as Non Independent Non-Executive Director		
10.	Change the Classification and appointment of Ms. Alpana Parida Shah (DIN: 06796621) as Independent Director		
11.	Approval of the remuneration payable to Cost Auditors for the Financial Year 2019-20.		

* Applicable for investors holding shares in electronic form.

Signed this.....day of.....2019

Signature of shareholder.....

Affix
Revenue
Stamp

.....
Signature of first proxy holder

.....
Signature of Second proxy holder

.....
Signature of third proxy holder

- Notes:**
- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
 - (2) It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
 - (3) Please complete all details including details of member(s) in above box before submission.
 - (4) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 42nd Annual General Meeting.

COSMO FILMS LTD

(CIN L92114DL1976PLC008355)

1008, DLF TOWER-A, JASOLA DISTRICT CENTRE, NEW DELHI- 110025

ATTENDANCE SLIP

42nd Annual General Meeting – _____

SERIAL NO. :	
NAME AND ADDRESS OF THE SHAREHOLDER :	
User ID--Folio No./ *Client Id: *DP id :	EVSN No :
PAN/E-voting Sequence No. :	No. of Shares :

I certify that I am a member/proxy/authorised representative for the member of the Company
 I hereby record my presence at the **42nd Annual General Meeting** of the Company held on Thursday, 25 July, 2019 at 11:30 A.M at Lakshmiapat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi 110016.

Signature of Shareholder/ Proxy

- Notes:**
- 1) Please fill in this attendance slip and hand it over at the entrance of meeting hall.
 - 2) Member's Signature should be in accordance with the specimen signature registered with the company.
 - 3) Please bring your copy of the annual Report for reference at the meeting.

* Applicable for investor(s) holding shares in electronic form.

The instructions for members for voting electronically are as under:-

- (i) The remote e-voting facility begins on Monday, 22nd July, 2019 from 10.00 A.M. (IST) and ends on Wednesday, 24th July, 2019 at 05:00 P.M. (IST). During the e-voting period, shareholders of the Company holding shares either in physical form or dematerialized form, as on the cut off date i.e. 19th July, 2019 may cast their vote electronically. The remote e-voting facility shall be disabled by CDSL for voting thereafter
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders/Members
- (v) Now enter your User ID:-s
 - (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
- (vi) Next enter the image verification code / captcha code as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below. (Applicable for the Members holding shares in demat form and in physical form)
- (ix) Now, fill up the following details in the appropriate boxes:

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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR 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"> • 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 (v).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then reach directly 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.
- (xii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xiii) Click on the relevant EVSN of "**Cosmo Films Limited**" on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "**Resolutions File Link**" if you wish to view the entire Resolutions.
- (xvi) 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.
- (xvii) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take print out of the voting done by you by clicking on "**Click here to print**" option on the Voting Page.
- (xix) If Demat account holder has forgotten the changed login password then enter the User ID and image verification code/captcha code and click on **Forgot Password** & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) **Note for Institutional Shareholders :**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xxii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 19th July, 2019 may follow the same instructions as mentioned above for e-Voting.
- (xxiii) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on cut-off date of 19th July, 2019.
- (xxiv) The Board of Directors of the Company at their meeting held on 15th May, 2019 has appointed Mr. Sanjiv Aggarwal, Practicing Chartered Accountant (FCA No. 85128) as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner whose e-mail is bkshroffdelhi@yahoo.com
- (xxv) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cosmofilms.com and on the website of CDSL e-Voting and simultaneously communicated to the Stock Exchanges.
- (xxvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.