

CFL/SE/2022-23/JUNE/10

June 29, 2022

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: Proceedings of 45<sup>th</sup> Annual General Meeting (AGM) of the Company held on 29<sup>th</sup> June, 2022 at 3:00 P.M. through Video Conferencing (VC) - Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

This is to inform the Exchange that 45<sup>th</sup> Annual General Meeting of Cosmo Films Limited was held today, 29<sup>th</sup> June, 2022 at 3:00 P.M. through Video Conferencing (VC).

Please find enclosed the following information by way of Annexure in connection with the Proceedings and Voting Results of the AGM:

1. Proceedings of the AGM of the Company - **Annexure A**
2. Voting Results of the business transacted at the AGM - **Annexure B**
3. Report of the Scrutinizer dated 29<sup>th</sup> June, 2022 - **Annexure C**

You are requested to take the above information on record.

Thanking you  
For **Cosmo Films Limited**



Jyoti Dixit  
**Company Secretary**

Encl: as above

**ANNEXURE-A**

**Proceedings of the 45<sup>th</sup> Annual General Meeting of the Company**

The 45<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Cosmo Films Limited (“the Company”) was held on Wednesday, 29<sup>th</sup> June, 2022 at 3.00 p.m. (IST) through Video Conferencing (“VC”). The meeting was held in compliance with the General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 08<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021 and 05<sup>th</sup> May, 2022 respectively issued by the Ministry of Corporate Affairs (MCA) and Circular numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021 and 13<sup>th</sup> May, 2022 respectively issued by the Securities and Exchange Board of India (SEBI) and as per the other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Company Secretary welcomed the Members and informed that this annual general meeting was being held through video conferencing. She informed the members that the Company has taken all feasible steps to ensure that shareholders were provided an opportunity to participate in Annual General Meeting and vote. She briefed the members on important points relating to the participation at the Meeting through VC.

Members were informed that the facility for remote e-voting for all the Resolution mentioned in the notice was provided to the Shareholder as on the cut-off date i.e. 22<sup>nd</sup> June, 2022. She also informed that e-voting was made available at the AGM to those shareholders who had not already voted by means of remote e-voting.

Mr. Sanjeev Aggarwal, Partner of M/s. B. K. Shroff & CO., Chartered Accountants, having office at 3/7B, Asaf Ali Road, New Delhi – 110 002 was acting as scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.

Mr. Ashok Jaipuria, Chairman, Chaired the Meeting. He welcomed the Members and after ascertaining the quorum, called the meeting to order.

He requested the Directors, auditors and management team members who had joined the meeting through Video Conferencing to introduce themselves.

Thereafter, Chairman made his opening remarks with respect to the growth outlook and the operations of the Company.

The Shareholders approved the following resolutions with requisite majority:

Item No.	Particulars	Type of Resolution
<b>Ordinary Business</b>		
1	Adoption of 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.	Ordinary Resolution
2	Approval for Re-appointment of Mr. Anil Kumar Jain, Director (DIN: 00027911) who is liable to retire by rotation.	Ordinary Resolution



<b>Special Business</b>		
3	Appointment of Mr. Arjun Singh (DIN: 01942319) as an Independent Director of the Company.	Special Resolution
7	Approval for remuneration payable to Cost Auditors for the Financial year 2022-23.	Ordinary Resolution

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the operations as well as the financial performance of the Company. The Chairman responded to the questions asked and clarifications sought by the Members.

Members were briefed that the results of the remote e-voting and voting at the AGM, together with the scrutinizer report, would be disclosed to the Stock Exchanges and would be uploaded on the website of the Company as per provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Meeting Concluded with a vote of thanks to members.





ANNEXURE-B

General information about company	
Scrip code	508814
NSE Symbol	COSMOFILMS
MSEI Symbol	
ISIN	INE757A01017
Name of the company	COSMO FILMS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-06-2022
Start time of the meeting	03:00 PM
End time of the meeting	03:52 PM



### Scrutinizer Details

Name of the Scrutinizer	Sanjiv Aggarwal
Firms Name	B.K. SHROFF & CO.
Qualification	CA
Membership Number	85128
Date of Board Meeting in which appointed	09-05-2022
Date of Issuance of Report to the company	29-06-2022



## Voting results

Record date	22-06-2022
Total number of shareholders on record date	45788
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	10
b) Public	91
<b>No. of resolution passed in the meeting</b>	<b>4</b>



## Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		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						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		8012737	100.0000	8012737	0	100.0000	0.0000
	Poll	8012737	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		8012737	100.0000	8012737	0	100.0000	0.0000
Public- Institutions	E-Voting		1037679	82.8094	1037679	0	100.0000	0.0000
	Poll	1253094	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1253094	82.8094	1037679	0	100.0000	0.0000
Public- Non Institutions	E-Voting		396867	4.5588	396867	0	100.0000	0.0000
	Poll	8705534	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		8705534	4.5588	396867	0	100.0000	0.0000
<b>Total</b>	<b>Total</b>	17971365	9447283	52.5685	9447283	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	





## Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Re-appointment of Mr. Anil Kumar Jain (DIN: 00027911) who retires by rotation and being eligible, offers himself for re-appointment						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		8012737	100.0000	8012737	0	100.0000	0.0000
	Poll	8012737	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>8012737</b>	<b>8012737</b>	<b>100.0000</b>	<b>8012737</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		1061702	84.7264	1029597	32105	96.9761	3.0239
	Poll	1253094	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>1253094</b>	<b>1061702</b>	<b>84.7264</b>	<b>1029597</b>	<b>32105</b>	<b>96.9761</b>	<b>3.0239</b>
Public- Non Institutions	E-Voting		396867	4.5588	396866	1	99.9997	0.0003
	Poll	8705534	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>8705534</b>	<b>396867</b>	<b>4.5588</b>	<b>396866</b>	<b>1</b>	<b>99.9997</b>	<b>0.0003</b>
	<b>Total</b>	<b>17971365</b>	<b>9471306</b>	<b>52.7022</b>	<b>9439200</b>	<b>32106</b>	<b>99.6610</b>	<b>0.3390</b>
<b>Whether resolution is Pass or Not.</b>								Yes





### Resolution (3)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered								
Appointment of Mr. Arjun Singh (DIN: 01942319) as an Independent Director								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		8012737	100.0000	8012737	0	100.0000	0.0000
	Poll	8012737	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>8012737</b>	<b>8012737</b>	<b>100.0000</b>	<b>8012737</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting		1061702	84.7264	1029597	32105	96.9761	3.0239
	Poll	1253094	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>1253094</b>	<b>1061702</b>	<b>84.7264</b>	<b>1029597</b>	<b>32105</b>	<b>96.9761</b>	<b>3.0239</b>
Public- Non Institutions	E-Voting		396867	4.5588	396827	40	99.9899	0.0101
	Poll	8705534	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>8705534</b>	<b>396867</b>	<b>4.5588</b>	<b>396827</b>	<b>40</b>	<b>99.9899</b>	<b>0.0101</b>
	<b>Total</b>	<b>17971365</b>	<b>9471306</b>	<b>52.7022</b>	<b>9439161</b>	<b>32145</b>	<b>99.6606</b>	<b>0.3394</b>
Whether resolution is Pass or Not.							Yes	



### Resolution (4)

Resolution required: (Ordinary / Special)		Approval of the remuneration payable to Cost Auditors for the Financial Year 2022-23													
Whether promoter/promoter group are interested in the agenda/resolution?		Ordinary No													
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		8012737	100.0000	8012737	0	100.0000	0.0000							
	Poll	8012737	0	0.0000	0	0	0	0							
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0							
	<b>Total</b>		8012737	8012737	100.0000	8012737	0	100.0000	0.0000						
Public- Institutions	E-Voting		1061702	84.7264	1061702	0	100.0000	0.0000							
	Poll	1253094	0	0.0000	0	0	0	0							
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0							
	<b>Total</b>		1253094	1061702	84.7264	1061702	0	100.0000	0.0000						
Public- Non Institutions	E-Voting		396867	4.5588	396827	40	99.9899	0.0101							
	Poll	8705534	0	0.0000	0	0	0	0							
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0							
	<b>Total</b>		8705534	396867	4.5588	396827	40	99.9899	0.0101						
<b>Total</b>			17971365	52.7022	9471266	40	99.9996	0.0004							
Whether resolution is Pass or Not.															
Yes															





**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]

To,  
The Chairman  
Cosmo Films Limited  
(CIN: L92114DL1976PLC008355)  
1008, DLF Tower-A, Jasola District Centre,  
New Delhi-110025

For Forty Fifth (45th) Annual General Meeting ("AGM") of the Equity Shareholders of COSMO FILMS LIMITED, held on Wednesday 29th day of June, 2022 at 3.00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Dear Sir,

I, SANJIV AGGARWAL, Practicing Chartered Accountant as Partner of M/s. B. K. SHROFF & CO., Chartered Accountants, having office at 3/7B, Asaf Ali Road, New Delhi – 110 002 was appointed as Scrutinizer of COSMO FILMS LIMITED ("the Company") for the purpose of scrutinizing Annual General Meeting (AGM) voting process i.e. remote e-Voting and e-voting during AGM taken on the below mentioned resolution (s) at the Forty Fifth Annual General Meeting of the Equity Shareholders of COSMO FILMS LIMITED, held on Wednesday 29<sup>th</sup> day of June, 2022 at 3.00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

1. The remote e-voting period remained open from Sunday, June 26, 2022 (IST 09:00 a.m.) to Tuesday, June 28, 2022 (IST 05:00 p.m.) on the designated website via CDSL e-voting platform.
2. The shareholders holding shares as on the "cutoff" date i.e. Wednesday, June 22, 2022 were entitled to vote on the proposed resolutions (item No.1 to 4) as set out in the Notice of the Forty Fifth AGM of the COSMO FILMS LIMITED.
3. Total Issued Share Capital of the Company includes 201350 Shares held by Cosmo Films ESOP 2015 Trust "ESOP Trust" to be treated as "Non-Promoter Non-Public holding" as per Regulation 3(9), Chapter II of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for which voting rights were not available.
4. Total issued share capital of the company includes 175086 shares on which dividend has remained unpaid or unclaimed and have been transferred to Investors Education and Protection Fund pursuant to Section 124 (6) of the companies Act 2013. The shareholders have lost their right to attend and vote at the annual general meeting till the voting rights are active again.



5. After the conclusion of e-voting at the AGM, first the votes cast during the AGM were unblocked and thereafter the votes cast through remote e-voting were unblocked in the presence of two witnesses Mr. Naval Kishore Sharma and Ms. Saumya Malik who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Naval*

Name: Naval Kishore Sharma

*Saumya Malik*

Name: Saumya Malik

6. I submit our consolidated report of remote e-voting and e-voting during AGM as under:

1. **Ordinary Resolution - 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.**

- (i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E-Voting	233	94,47,018	100.00%
E-Voting during AGM	3	265	0.00%
Total	236	94,47,283	100.00%

- (ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E-Voting	Nil	Nil	Nil
E-Voting during AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil





(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes Cast by them
Remote E -Voting	Nil	Nil
E-Voting during AGM	Nil	Nil
Total	Nil	Nil

**2 Ordinary Resolution - 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.**

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E -Voting	232	94,38,935	99.66%
E-Voting during AGM	3	265	0.00%
Total	235	94,39,200	99.66%

(ii) Voted against the resolution:

Mode of Voting	Number of member voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E -Voting	2	32,106	0.34%
E-Voting during AGM	Nil	Nil	Nil
Total	2	32,106	0.34%



(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes Cast by them
Remote E-Voting	Nil	Nil
E-Voting during AGM	Nil	Nil
Total	Nil	Nil

**3 Special Resolution - To appoint Mr. Arjun Singh (DIN: 01942319) as an Independent Director.**

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E-Voting	231	94,38,896	99.66%
E-Voting during AGM	3	265	0.00%
Total	234	94,39,161	99.66%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E-Voting	3	32,145	0.34%
E-Voting during AGM	Nil	Nil	Nil
Total	3	32,145	0.34%



(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes Cast by them
Remote E-Voting	Nil	Nil
E-Voting during AGM	Nil	Nil
Total	Nil	Nil

**4 Ordinary Resolution - To approve remuneration payable to Cost Auditors for the Financial year 2022-23.**

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E-Voting	232	94,71,001	100.00%
E-Voting during AGM	3	265	0.00%
Total	235	94,71,266	100.00%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E-Voting	2	40	0.00%
E-Voting during AGM	Nil	Nil	Nil
Total	2	40	0.00%

(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes Cast by them
Remote E-Voting	Nil	Nil
E-Voting during AGM	Nil	Nil
Total	Nil	Nil

Therefore, the aforesaid resolutions 1 to 4 are approved with requisite majority.



**B. K. SHROFF & CO.**  
Chartered Accountants

3/7-B, Asaf Ali Road,  
1st Floor, Flat No. 4,  
New Delhi - 110002.

Phones : 23271407, 23284825, 23284826  
23270362, 42831400

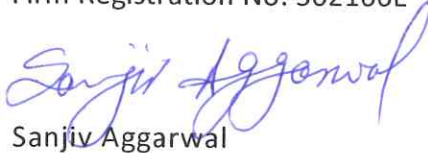
E-mail : bkshroffdelhi@yahoo.com  
bkshroffdelhi@rediff.com

7. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully

For B. K. SHROFF & CO.  
Chartered Accountants  
Firm Registration No: 302166E



Sanjiv Aggarwal

Partner

Membership No: 85128

Place New Delhi

Dated: 29.06.2022

UDIN: 22085128ALXNDA5973



Sd/-

Chairman/Authorized Signatory