



COSMO FILMS LIMITED
Regd. Office : 1008, DLF Tower A,
Jasola District Centre, New Delhi - 110025

To
The Members
Cosmo Films Limited

Sub: Abstract and Memorandum under Section 302 of the Companies Act, 1956

Dear Members,

The Board of Directors of the Company had at their meeting held on 14th February 2014, has pursuant to the provision of sections 269, 198, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or reenactment or substitution thereof from time to time) and subject to the approval of Members in General Meeting reappointed Mr. Ashok Jaipuria as the Chairman and Managing Director of the Company for a further period of five (5) years commencing from 2nd April, 2014 to 1st April 2019 and approved the terms of his re-appointment and remuneration.

As required under Section 302 of the Companies Act, 1956, an abstract of the terms of reappointment of Mr. Ashok Jaipuria, as a Chairman and Managing Director of the Company and payment of remuneration thereof with effect from April 2, 2014 and Memorandum of interest is being sent to the shareholders as set out herein below:-

- I. **TENURE:** 2nd April, 2014 to 1st April 2019
- II. **SALARY:** Upto Rs. 4,50,000/- per month
- III. **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 Managing Director.

IV. COMMISSION:

In addition to the salary, perquisites and allowances as above, the Managing Director shall also be entitled to receive commission, as may be determined by the Board of Directors.

V. OTHERS TERMS:

- A. **Minimum Remuneration:** In the event of absence of or inadequacy of net profits in any financial year, the Company do pay to Mr. Ashok Jaipuria, Managing Director, remuneration by way of salary, perquisites and allowance not exceeding the ceiling limit specified under section II of part II of schedule XIII to the Companies Act, 1956 or any statutory modification or reenactment or substitution thereof from time to time.
- B. **Reimbursement of expenses in connection with Company's business:** Mr. Ashok Jaipuria Managing Director, shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenties and other privileges, as from time to time, be available to other senior executives of the Company.

- C. The Board of Directors may increase the remuneration and perquisites of Mr. Ashok Jaipuria, Managing Director from time to time within the limits prescribed under the Companies Act, 1956 and such other guidelines or ceiling fixed by the Government from time to time.

The appointment of Mr. Ashok Jaipuria, pursuant to section 269 & Schedule XIII of the Companies Act, 1956, as Managing Director shall be subject to the approval of shareholders in the next general meeting of the Company.

The above remuneration is within the ceiling laid down in section 198, 269 and 309 read with Schedule XIII to the Companies Act, 1956 as modified by the circulars issued by the Company Law Board / Department of Corporate Affairs, from time to time.

INSPECTION:

Copy of the Resolution passed by the Board of Directors at the meeting held on 14th February, 2014 in respect of the above, is available for inspection at the Registered office of the Company between 2.00 p.m. and 4.00 p.m. on all working days.

MEMORANDUM OF CONCERN OR INTEREST OF DIRECTOR

Except Mr. Ashok Jaipuria, Managing Director of the Company, who be deemed to be concerned or interested in the reappointment and remuneration, none of the other Directors of the Company is, in any way, concerned or interested in the appointment and remuneration.

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

By Order of the Board
For **Cosmo Films Limited**

New Delhi
2nd April, 2014

Jyoti Dixit
Company Secretary

Book-Post

If undelivered please return to :

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