



CFL/SEC/SE/NK/2015-16  
January 11, 2016

The Manager (Listing)  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400 001

The Manager (Listing)  
National Stock Exchange of India Ltd.  
Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra – Kurla Complex  
Mumbai-400 051

**Scrip Code: 508814**

**Security ID: "COSMOFILMS"**

**Sub: Declaration of result of Postal Ballot under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

Mr. Sanjiv Aggarwal, Scrutinizer appointed for Postal Ballot conducted by the Company for the special resolutions as set out in the Notice of Postal ballot dated December 04, 2015 has submitted his report today to the Chairman of the Company.

The Chairman announced the result of postal ballot today at 11:00 a.m. at the registered office of the Company and declared that the special resolutions set out in the Notice of Postal ballot dated December 04, 2015 have been passed by the members with requisite majority.

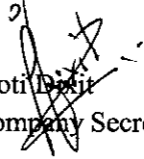
The details of voting as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Resolutions passed through Postal Ballot including E-voting are attached as **Annexure I**.

The Scrutinizer Report is enclosed is attached as **Annexure II**.

You are requested to take the same on your records.

Thanking you

Yours faithfully,  
For **Cosmo Films Limited**

  
Jyoti Bhat  
Company Secretary

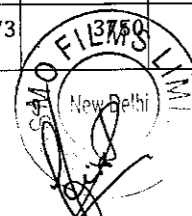
Encl: As above

**Annexure-I****Voting Results**

<b>(Date of AGM)</b> <b>Date of declaration of Postal Ballot Result</b>	11 <sup>th</sup> January, 2016
<b>Total number of shareholders on record date or cut - off date for e-voting purpose (i.e. 4<sup>th</sup> December, 2015)</b>	19955
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	N.A.
<b>Promoter and Promoter Group:</b>	N.A.
<b>Public:</b>	N.A.
<b>No. of Shareholders attended the meeting through Video Conferencing / No. of Shareholders who voted electronically / Physically</b>	
<b>Promoter and Promoter Group:</b>	12
<b>Public:</b>	178

**Agenda- wise Disclosure (Separately for each Agenda item)**

Resolution No. 1		To consider and approve Issue of Further Securities						
Resolution Required: (Ordinary/Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8458439	8458439	100	8458439	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	<b>Total</b>	<b>8458439</b>	<b>8458439</b>	<b>100</b>	<b>8458439</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	304180	244424	80.36	244424	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	<b>Total</b>	<b>304180</b>	<b>244424</b>	<b>80.36</b>	<b>244424</b>	<b>0</b>	<b>100</b>	<b>0</b>
	E-Voting	10632710	60023	0.56	56273		93.75	6.25



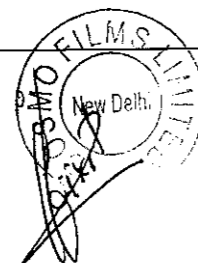
Public - Non Institutions	Postal Ballot*	44747	41819	93.46	40535	1284	96.93	3.07
	Total	10677457	101842	0.95	96808	5034	95.06	4.94
<b>Total</b>		<b>19440076</b>	<b>8804705</b>	<b>45.29</b>	<b>8799671</b>	<b>5034</b>	<b>99.94</b>	<b>0.06</b>

\*Note: 2928 votes out of 44747 votes were invalid/not voted for Resolution No. 1.

Resolution No. 2			Approval of Cosmo Films Employee Stock Option Plan 2015 and grant of Employee Stock Options to the employees of the Company thereunder					
Resolution Required: (Ordinary/Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8458439	8458439	100	8458439	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	<b>Total</b>	<b>8458439</b>	<b>8458439</b>	<b>100</b>	<b>8458439</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	304180	244424	80.36	244424	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	<b>Total</b>	<b>304180</b>	<b>244424</b>	<b>80.36</b>	<b>244424</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Non Institutions	E-Voting	10632710	60023	0.56	59993	30	99.95	0.05
	Postal Ballot*	44747	41777	93.36	40123	1654	96.04	3.96
	<b>Total</b>	<b>10677457</b>	<b>101800</b>	<b>0.95</b>	<b>100116</b>	<b>1684</b>	<b>98.35</b>	<b>1.65</b>
<b>Total</b>		<b>19440076</b>	<b>8804663</b>	<b>45.29</b>	<b>8802979</b>	<b>1684</b>	<b>99.98</b>	<b>0.02</b>

\*Note: 2970 votes out of 44747 votes were invalid/not voted for Resolution No. 2.

Resolution No. 3		Approval of extending benefits of Cosmo Films Employee Stock Option Plan 2015 to the employees of Subsidiary Company(ies)					
Resolution Required: (Ordinary/Special)		Special					
Whether promoter/promoter group are interested in the agenda/resolution?		No					



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8458439	8458439	100	8458439	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	<b>Total</b>	<b>8458439</b>	<b>8458439</b>	<b>100</b>	<b>8458439</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	304180	244424	80.36	244424	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	<b>Total</b>	<b>304180</b>	<b>244424</b>	<b>80.36</b>	<b>244424</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Non Institutions	E-Voting	10632710	60023	0.56	59943	80	99.87	0.13
	Postal Ballot	44747	41669	93.12	37541	4128	90.10	9.90
	<b>Total</b>	<b>10677457</b>	<b>101692</b>	<b>0.95</b>	<b>97484</b>	<b>4208</b>	<b>95.86</b>	<b>4.14</b>
<b>Total</b>		<b>19440076</b>	<b>8804555</b>	<b>45.29</b>	<b>8800347</b>	<b>4208</b>	<b>99.95</b>	<b>0.05</b>

\*Note: 3078 votes out of 44747 votes were invalid/not voted for Resolution No. 3.

Resolution No. 4		Authorisation to Cosmo Films ESOP Trust for secondary acquisition of Shares						
Resolution Required: (Ordinary/Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8458439	8458439	100	8458439	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	<b>Total</b>	<b>8458439</b>	<b>8458439</b>	<b>100</b>	<b>8458439</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	304180	244424	80.36	244424	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	<b>Total</b>	<b>304180</b>	<b>244424</b>	<b>80.36</b>	<b>244424</b>	<b>0</b>	<b>100</b>	<b>0</b>

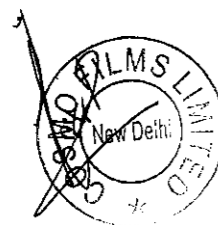


Public - Non Institutions	E-Voting	10632710	60023	0.56	59993	30	99.95	0.05
	Postal Ballot	44747	39927	89.23	37393	2534	93.65	6.35
	<b>Total</b>	<b>10677457</b>	<b>99950</b>	<b>0.93</b>	<b>97386</b>	<b>2564</b>	<b>97.43</b>	<b>2.57</b>
<b>Total</b>		<b>19440076</b>	<b>8802813</b>	<b>45.28</b>	<b>8800249</b>	<b>2564</b>	<b>99.97</b>	<b>0.03</b>

\*Note: 4820 votes out of 44747 votes were invalid/not voted for Resolution No. 4.

Resolution No. 5			Provision of money by the Company for purchase of its own shares by the Trust for the benefit of employees under Cosmo Films Employee Stock Option Plan 2015					
Resolution Required: (Ordinary/Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8458439	8458439	100	8458439	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	<b>Total</b>	<b>8458439</b>	<b>8458439</b>	<b>100</b>	<b>8458439</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	304180	244424	80.36	244424	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	<b>Total</b>	<b>304180</b>	<b>244424</b>	<b>80.36</b>	<b>244424</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Non Institutions	E-Voting	10632710	60023	0.56	59993	30	99.95	0.05
	Postal Ballot*	44747	41669	93.12	39465	2204	94.71	5.29
	<b>Total</b>	<b>10677457</b>	<b>101692</b>	<b>0.95</b>	<b>99458</b>	<b>2234</b>	<b>97.80</b>	<b>2.20</b>
<b>Total</b>		<b>19440076</b>	<b>8804555</b>	<b>45.29</b>	<b>8802321</b>	<b>2234</b>	<b>99.98</b>	<b>0.02</b>

\*Note: 3078 votes out of 44747 votes were invalid/not voted for Resolution No. 5.



You are requested to take note of the same.

**Yours faithfully**  
**for Cosmo Films Limited**

Jyoti Dixit  
**Company Secretary**



# Annexure-II

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

3/7-B, Asaf Ali Road,  
1st Floor, Flat No. 4,  
New Delhi - 110002.  
Phones : 23271407, 23284825, 23284826  
Telefax : 23270362  
E-mail : bkshroffdelhi@yahoo.com  
bkshroffdelhi@rediff.com

## Scrutinizers'Report

The Chairman,  
M/s. Cosmo Films Limited,  
1008, DLF Tower - A,  
Jasola District Centre,  
New Delhi - 110 025

**Sub: Scrutinizers Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated 04.12.2015 through postal ballot.**

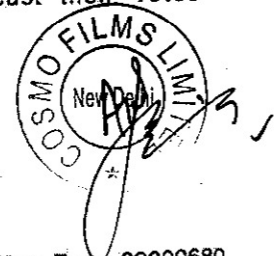
Dear Sir,

I Sanjiv Aggarwal, Practicing Chartered Accountant (FCA 85128), Partner of B.K. Shroff & Co. having office at 3/7-B, Asaf Ali Road, 1<sup>st</sup> Floor, Flat No.4, New Delhi- 110002 was appointed in terms of provision of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 vide resolution passed in the Board Meeting of Cosmo Films Limited ("the Company") held on 04<sup>th</sup> December, 2015, as the scrutinizer for conducting the postal ballot/ e-voting process in a fair and transparent manner relating to Special Resolution(s) with respect to the following business(s):

Resolution Number	Type of Resolution	Resolution
1.	Special	Consider and Approve Issue of Further Securities
2.	Special	Approval of Cosmo Films Employee Stock Option Plan 2015 and Grant of Employee Stock Option to the Employees of the Company thereunder
3.	Special	Approval of Extending Benefits of Cosmo Employee Stock Option Plan 2015 to the Employees of Subsidiary Company(ies)
4.	Special	Authorisation to Cosmo Films ESOP Trust for Secondary acquisition of shares.
5.	Special	Provision of Money by the Company for Purchase of its Own Shares by the Trust for the Benefit of Employee under Cosmo Films Employee Stock Option Plan 2015

### I SUBMIT MY REPORT AS UNDER:

1. The dispatch of postal ballot notice(s), forms along with postage prepaid business reply envelopes to the members whose name(s) appeared on the Registrar of Members/ List of Beneficiaries as on 04<sup>th</sup> December, 2015 was completed on 10<sup>th</sup> December, 2015.
2. In compliance to provisions of Rule 20 and 22 of the Companies (Management and Administration), Rules 2014 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015 the Company has provided e-voting facility to all its Members (including Companies/FIs/FIIs etc.) to enable them to cast their votes electronically.



# B. K. SHROFF & CO.

Chartered Accountants

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1st Floor, Flat No. 4,  
New Delhi - 110002.

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Telefax : 23270362

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

3. The Company has engaged Central Depository Services(India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the Members of the Company.
4. The members exercised their voting either by electronic or physical mode. There was no case wherein member opted for both facilities.
5. The total paid up share capital of the Company as on cut-off date was Rs.194400760 divided into 19440076 equity shares of Re 10/-.
6. The e-voting results were blocked on Saturday, 09<sup>th</sup> January, 2016 at 5:00 P.M.
7. We have downloaded the E-voting report from the CDSL website in respect of members who voted through e-voting.
8. 151 physical ballot forms have been received from the Members and electronic ballot report generated from CDSL has been entered in a register separately maintained for the purpose.
9. All the Postal ballot forms and e votes received upto 5:00 P.M. on 9<sup>th</sup> January, 2016 i.e. last date and time fixed by the Company for receipt of the same, were considered and none of the envelope/ postal ballot forms received after due date were considered for the purpose of this report.
10. The Postal ballot forms and electronic ballots were matched with Register of members of the Company/ list of beneficiaries as on 04th December, 2015.
11. The Register of Postal Ballot was maintained electronically containing details of e-voting and physical voting separately.
12. We have handed over the registers and other records for safe custody to the Company Secretary of the Company
13. After our scrutiny the summary of postal ballot forms and E voting is given below:-

## 1. Special Resolution – Item no. 1-Consider and Approve Issue of Further Securities.

### (i) Voted in favour of the resolution:

Voting	Number of members who voted	Number of votes cast by them	%of total number of valid votes cast
Postal Ballot	102	40535	0.46%
Electronic (e-voting)	38	8759136	99.48%
Total	140	8799671	99.94%





(ii) Voted against the resolution:

Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	38	1284	0.02%
Electronic (e-voting)	1	3750	0.04%
Total	39	5034	0.06%

(iii) Invalid Votes

Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Postal Ballot	11	2928
Electronic (e-voting)	-	-
Total	11	2928

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 1 as set out in the Postal Ballot Notice is passed in favour of the resolution with requisite majority.

**2. Special Resolution – Item no. 2 - Approval of Cosmo Films Employee Stock Option Plan 2015 and Grant of Employee Stock Options to the employees of the Company thereunder:**

(i) Voted in favour of the resolution:

Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	97	40123	0.46%
Electronic (e-voting)	38	8762856	99.52%
Total	135	8802979	99.98%

(ii) Voted against the resolution:

Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	40	1654	0.02%
Electronic (e-voting)	1	30	-
Total	41	1684	0.02%



(iii) Invalid Votes

Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Postal Ballot	14	2970
Electronic (e-voting)	-	-
Total	14	2970

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 2 as set out in the Postal Ballot Notice is passed in favour of the resolution with requisite majority.

**3 Special Resolution - Item no. 3 - Approval of Extending Benefits of Cosmo Films Employee Stock Option Plan 2015 to the employees of Subsidiary Company(ies)**

(i) Voted in favour of the resolution:

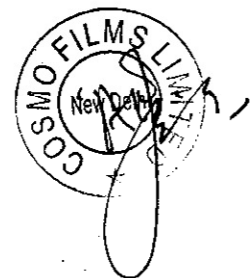
Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	94	37541	0.43%
Electronic (e-voting)	37	8762806	99.52%
Total	131	8800347	99.95%

(ii) Voted against the resolution:

Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	44	4128	0.05%
Electronic (e-voting)	2	80	-
Total	46	4208	0.05%

(iii) Invalid Votes

Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Postal Ballot	13	3078
Electronic (e-voting)	-	-
Total	13	3078



# B. K. SHROFF & CO.

Chartered Accountants

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1st Floor, Flat No. 4,  
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Telefax : 23270362  
E-mail : bkshroffdelhi@yahoo.com  
bkshroffdelhi@rediff.com

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 3 as set out in the Postal Ballot Notice is passed in favour of the resolution with requisite majority.

#### **4. Special Resolution – Item no. 4 - Authorization to Cosmo Films ESOP Trust for secondary acquisition of shares**

##### **(i) Voted in favour of the resolution:**

Voting	Number of members who voted	Number of votes cast by them	%of total number of valid votes cast
Postal Ballot	94	37393	0.45%
Electronic (e-voting)	38	8762856	99.52%
Total	132	8800249	99.97%

##### **(ii) Voted against the resolution:**

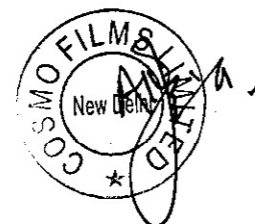
Voting	Number of members who voted	Number of votes cast by them	%of total number of valid votes cast
Postal Ballot	42	2534	0.03%
Electronic (e-voting)	1	30	-
Total	43	2564	0.03%

##### **(iii) Invalid Votes**

Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Postal Ballot	15	4820
Electronic (e-voting)	-	-
Total	15	4820

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 4 as set out in the Postal Ballot Notice is passed in favour of the resolution with requisite majority.

#### **5. Special Resolution– Item no. 5 - Provision of money by the Company for Purchase of its own shares by the Trust for the benefit of Employees under Cosmo Films Employee Stock Option Plan 2015.**



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Chartered Accountants

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1st Floor, Flat No. 4,  
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Telefax : 23270362  
E-mail : bkshroffdelhi@yahoo.com  
bkshroffdelhi@rediff.com

## (i) Voted in favour of the resolution:

Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	98	39465	0.45%
Electronic (e-voting)	38	8762856	99.52%
Total	136	8802321	99.97%

## (ii) Voted against the resolution:

Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	40	2204	0.03%
Electronic (e-voting)	1	30	-
Total	41	2234	0.03%

## (iii) Invalid Votes

Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Postal Ballot	13	3078
Electronic (e-voting)	-	-
Total	13	3078

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Postal Ballot Notice is passed in favour of the resolution with requisite majority. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

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

*Sanjiv Aggarwal*  
SANJIV AGGARWAL

Partner  
Membership No: 85128

Place: New Delhi  
Dated : 11<sup>th</sup> January, 2016

