

CFL/SEC/SE/NK/2015-16

March 31, 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: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015**

Dear Sir,

This is to inform the Exchange that CF (Mauritius) Holding Ltd, Mauritius, a step down wholly owned subsidiary of CF Global Holdings Ltd, Mauritius (the wholly owned subsidiary of Cosmo Films Limited) has been amalgamated with its immediate holding company with effect from 18<sup>th</sup> March 2016. Copy of the Certificate of amalgamation is enclosed. The amalgamation has no effect on shareholding pattern of Cosmo Films Limited.

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company makes the following disclosure as prescribed in Circular No. CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September 2015:

**Amalgamation/Merger**

- (a) Name of the entity forming part of the amalgamation/merger, details in brief such as size, turnover etc.;

CF (Mauritius) Holdings Limited, Mauritius (CFMH) and CF Global Holdings Limited, Mauritius (CFGH)

In terms of the amalgamation certificate, CFMH has merged into CFGH. CFMH was a wholly owned subsidiary of CFGH. CFGH is a wholly owned subsidiary of Cosmo Films Ltd. Cosmo Films Limited is not a party to the amalgamation. The effective date of amalgamation is 18<sup>th</sup> March, 2016. The details of the assets and turnover of these two companies are as under-

Name of the Entity	CFMH	CFGH
Assets as on 31 <sup>st</sup> March 2015	USD 32,95 Million	USD 32.71 Million
Turnover for FY 2014-2015	NIL	NIL

Assets as on 31 <sup>st</sup> December 2015	USD 37.89 Million	USD 37.59 Million
Turnover for nine months ended 31 <sup>st</sup> December 2015	NIL	NIL

- (b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;

Yes the amalgamation is between two related parties of Cosmo Films Limited. The transaction is exempted from the provisions of Companies Act, 2013 being between the two foreign subsidiaries.

- (c) Area of business of the entity(ies);

Investment Companies

- (d) Rationale for amalgamation/ merger;

Administrative Rationalization

- (e) In case of cash consideration – amount or otherwise share exchange ratio;

As CFMH is a wholly owned subsidiary of CFGH, there would be no issue of shares by CFGH to the shareholders of CFMH. The entire paid up capital of CFMH is held by CFGH and stands extinguished on the effective date without any further application, act or deed.

- (f) Brief details of change in shareholding pattern (if any) of listed entity.

Neither CFMH nor CFGH is listed. This amalgamation has no effect on the shareholding pattern of Cosmo Films Limited.

You are requested to take note of the same in your records.

Thanking you

**Yours faithfully,**  
**For Cosmo Films Limited**

  
Jyoti Dixit  
Company Secretary





Republic of Mauritius

# CERTIFICATE OF AMALGAMATION

(Section 249 of the Companies Act)

**Company No. C087606  
C1/GBL**

*This is to certify that*

*as from the 18<sup>th</sup> day of March 2016 an amalgamation is  
effective between the amalgamated company*

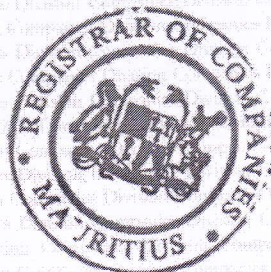
**CF GLOBAL HOLDINGS LTD**

*and the amalgamating company*

**CF (MAURITIUS) HOLDINGS LTD**

*Given under my Hand and Seal of Office in*

*Port Louis, Mauritius on this 30<sup>th</sup> day of March 2016.*



*I. Gundooa (Mrs)*  
**for Registrar of Companies**