

## CFL/SEC/SE/PL/2016-17/AGM 02 August 27, 2016

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"

Sub: <u>Submission of the voting results of the 39th Annual General Meeting (AGM) along with Scrutinizer Report.</u>

Dear Sir,

Please find enclosed herewith the voting results of 39<sup>th</sup> Annual General Meeting of the Members of the Company as required under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the consolidated scrutinizer report.

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

Thanking you

For Cosmo Films Limited

Ivoti Dixit

Company Secretary

Enclosed as above:

COSMO FILMS LIMITED	
VOTING RESULTS	
[Regulation 44(3) of SEBI (Listing Obligations and Disclosure	
Requirements) Regulations, 2015]	
Date of the AGM	26th August ,2016
Total number of shareholders on record date	22247
No. of shareholders present in the meeting either in person or through proxy:	
(a) Promoters and Promoter Group:	
(b) Public:	
	185
No. of Shareholders attended the meeting through Video Conferencing	
(a) Promoters and Promoter Group: (b) Public:	Z.Þ

		Ageno	Agendawise disclosure	losure				
Bosolution No 1	To Consider and Adopt the audited Profit & Loss Account for the year ended Mar	lited Profit & L	oss Account fo	or the year ended Marcl	h 31, 2016, a	nd the Balaı	rch 31, 2016, and the Balance Sheet as at that date and the	at date and the
Nesciation No.1	Report of the Board of Directors and the Auditors of the Company thereon	rs and the Aud	itors of the Co	mpany thereon				
Resolution required: (Ordinary/ Special)	ecial)		Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?	are interested in the agenda/r	resolution?	oN					
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of VotesPolled on outstanding shares	No. of Votes - in	No. of Votes -	% of Votes in % of Votes favour on against on	in % of Votes on against on
	×	(1)	(2)	(3)=[(2)/(1)]* 100	favour	against (5)	polled //(2)]*100	votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		8458439	100.00	8458439	0	100.00	0.00
	Poll	8458439	0.00	0.00	0	0	0.00	0.00
	Total (A)		8458439	100.00	8458439	0	100.00	0.00
Public- Institutions	E-Voting		191772	20.74	191772	0	100.00	0.00
	Poll	924624	0	0.00	0	0	0.00	0.00
	Total (B)		191772	20.74	191772	0	100.00	0.00
Public- Non Institutions	E-Voting	38	62721	0.62	62721	0	100.00	0.00
	Poll*	10057013	467	0.00	467	0	100.00	0.00
	Total (C)		63188	0.63	63188	0	100.00	0.00
Total (A+B+C)	B+C)	19440076	8713399	44.82	8713399	0	100.00	0.00



Resolution No. 2	Re-appointment of Ms. Alpana Parida who retires by rotation.	Parida who r	etires by rotati	on.				
Resolution required: (Ordinary/ Special)	ecial)		Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?	p are interested in the agenda/r	esolution?	No					
Category	Mode of Voting	No. of	No. of valid	% of VotesPolled on	No. of	No. of	% of Votes in % of Votes	% of Votes
		shares held	votes polled	shares held votes polled outstanding shares	Votes - in	Votes -	favour on	on against on
				(3)=[(2)/(1)]* 100	favour	against	votes polled	votes polled
		(1)	(2)		(4)		6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		8458439	100.00	8458439	0	100.00	0.00
	Poll	8458439	0.00	0.00	0	0	0.00	0.00
	Total (A)		8458439	100.00	8458439	0	100.00	0.00
Public- Institutions	E-Voting		191772	20.74	0	191772	0.00	100.00
	Poll	924624	0	0.00	0	0	0.00	0.00
	Total (B)		191772	20.74	0	191772	0.00	100.00
Public- Non Institutions	E-Voting		62721	0.62	62721	0	100.00	0.00
	Poll*	10057013	467	0.00	467	0	100.00	0.00
_	Total (C)		63188	0.63	63188	0	100.00	0.00
Total (A+B+C)	B+C)	19440076	8713399	44.82	8521627	191772	97.80	2.20

Resolution No. 3	Ratification of appointment of M/s. Walker Chandiok & Co. LLP as Statutory Auditors and fixing their remuneration for the F.Y. 2016-17	M/s. Walker C	handiok & Co.	LLP as Statutory Audit	ors and fixing	their remu	neration for the	F.Y. 2016-17.
Resolution required: (Ordinary/ Special)	ecial)		Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?	p are interested in the agenda/r	esolution?	No					
Category	Mode of Voting	No. of	No. of valid	% of VotesPolled on	No. of	No. of	% of Votes in % of Votes	% of Votes
		shares held	votes polled	shares held votes polled outstanding shares	Votes - in Votes -	Votes -	favour on	on against on
				(3)=[(2)/(1)]* 100	favour	against	votes polled	votes polled
		(1)	(2)		(4)	(5)	6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		8458439	100.00	8458439	0	100.00	0.00
	Poll	8458439	0.00	0.00	0	0	0.00	0.00
	Total (A)		8458439	100.00	8458439	0	100.00	0.00
Public- Institutions	E-Voting		191772	20.74	191772	0	100.00	0.00
	Poll	924624	0	0.00	0	0	0.00	0.00
	Total (B)		191772	20.74	191772	0	100.00	0.00
Public- Non Institutions	E-Voting		62721	0.62	62721	0	100.00	0.00
	Poll*	10057013	467	0.00	467	0	100.00	0.00
	Total (C)		63188	0.63	63188	0	100.00	0.00
Total (A+B+C)	B+C)	19440076	8713399	44.82	8713399	0	100.00	0.00

0.00	100.00	40	8713359	44.82	8713399	19440076	B+C)	Total (A+B+C)
0.06	99.94	40	63148	0.63	63188		Total (C)	я
0.00	100.00	0	467	0.00	467	10057013	Poll*	
0.06	99.94	40	62681	0.62	62721		E-Voting	Public- Non Institutions
0.00	100.00	0	191772	20.74	191772		Total (B)	21
0.00	0.00	0	0	0.00	0	924624	Poll	
0.00	100.00	0	191772	20.74	191772		E-Voting	Public- Institutions
0.00	100.00	0	8458439	100.00	8458439		Total (A)	
0.00	0.00	0	0	0.00	0.00	8458439	Poll	
0.00	100.00	0	8458439	100.00	8458439		E-Voting	<b>Promoter and Promoter Group</b>
(7)=[(5)/(2)]*100	6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	(5)	(4)		(2)	(1)		
votes polled	votes polled	against	favour	(3)=[(2)/(1)]* 100				
on against on	favour on		Votes - in Votes -	outstanding shares		shares held votes polled		
% of Votes	% of Votes in % of Votes	No. of	No. of	% of VotesPolled on	No. of valid	No. of	Mode of Voting	Category
					No	resolution?	o are interested in the agenda/	Whether promoter/ promoter group are interested in the agenda/resolution?
					Ordinary		ecial)	Resolution required: (Ordinary/ Special)
						2017	FinancialYear ended on 31.03.2017	
		e from	years effective from	σ, l	<b>Executive Dire</b>	nission to Non	Approval for payment of Commission to Non Executive Directors for a period of	Resolution No. 4

Resolution No. 5	Approval of the remuneration payable to Cost Auditors for the FinancialYear 2016-17	payable to Cos	st Auditors for	the FinancialYear 2016	-17.			
Resolution required: (Ordinary/ Special)	ecial)		Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?	o are interested in the agenda/ı	resolution?	No					
Category	Mode of Voting	No. of	No. of valid	% of VotesPolled on	No. of	No. of	% of Votes in % of Votes	% of Votes
		shares held	votes polled	shares held votes polled outstanding shares	Votes - in	Votes -	favour on	on against on
				(3)=[(2)/(1)]* 100	favour	against	votes polled	votes polled
		(1)	(2)		(4)	(5)	6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting		8458439	100.00	8458439	0	100.00	0.00
	Poll	8458439	0.00	0.00	0	0	0.00	0.00
	Total (A)		8458439	100.00	8458439	0	100.00	0.00
Public- Institutions	E-Voting		191772	20.74	191772	0	100.00	0.00
	Poll	924624	0	0.00	0	0	0.00	0.00
	Total (B)		191772	20.74	191772	0	100.00	0.00
Public- Non Institutions	E-Voting		62721	0.62	62721	0	100.00	0.00
	Poll*	10057013	467	0.00	467	0	100.00	0.00
	Total (C)		63188	0.63	63188	0	100.00	0.00
Total (A+B+C)	B+C)	19440076	8713399	44.82	8713399	0	100.00	0.00

0.00	100.00	0	8713399	44.82	8713399	19440076	3+C)	Total (A+B+C)
0.00	100.00	0	63188	0.63	63188		Total (C)	
0.00	100.00	0	467	0.00	467	10057013	Poll*	
0.00	100.00	0	62721	0.62	62721		E-Voting	Public- Non Institutions
0.00	100.00	0	191772	20.74	191772		Total (B)	
0.00	0.00	0	0	0.00	0	924624	Poll	
0.00	100.00	0	191772	20.74	191772		E-Voting	Public- Institutions
0.00	100.00	0	8458439	100.00	8458439		Total (A)	
0.00	0.00	0	0	0.00	0.00	8458439	Poll	
0.00	100.00	0	8458439	100.00	8458439		E-Voting	Promoter and Promoter Group
(7)=[(5)/(2)]*100	6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	(5)	(4)		(2)	(1)		
votes polled	votes polled	against	favour	(3)=[(2)/(1)]* 100				
on against on	favour on	•	Votes - in Votes -	shares held votes polled outstanding shares	votes polled	shares held		
% of Votes	% of Votes in % of Votes	No. of	No. of	% of VotesPolled on	No. of valid	No. of	Mode of Voting	Category
					No		are interested in the agenda/	Whether promoter/ promoter group are interested in the agenda/resolution?
					Ordinary		ecial)	Resolution required: (Ordinary/ Special)
			ie.	t(s) in a particular moc	ce of documen	arged for servi	Determination of fees to be charged for service of document(s) in a particular mode.	Resolution No. 6



Chartered Accountants

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

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#### **CONSOLIDATED SCRUTINIZER'S REPORT**

[ Pursuant to section 108 & 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 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 Thirty Ninth Annual General Meeting of the Equity Shareholders of COSMO FILMS LIMITED, held on Friday 26th day of August, 2016 at 4.45 P.M." at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi – 110 054

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 110 001 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 voting through poll (Ballot Paper) taken on the below mentioned resolution (s) at the Thirty Ninth Annual General Meeting of the Equity Shareholders of COSMO FILMS LIMITED, held on 26<sup>th</sup> Day of August 2016 at 4.45 p.m. at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi 110 054.
- 1. The e-voting period remained open from Tuesday 23<sup>rd</sup> August, 2016 10.00 a.m.(IST) to Thursday 25<sup>th</sup> August, 2016 5.00 p.m. on the designated website via CDSL e-voting platform.
- 2. The shareholders holding shares as on the "cutoff" date i.e. 19<sup>th</sup> August, 2016 were entitled to vote on the proposed resolutions (item No.1 to 6) as set out in the Notice of the Thirty Ninth AGM of the COSMO FILMS LIMITED.
- 3. Total Issued Share Capital of the company includes 2,76,396 shares held by Cosmo Films ESOP 2015 Trust "ESOP Trust" to be treated as "Non-Promoter Non-Public holding" as per Regulation 9, Chapter II of SEBI (Shares Based Employee Benefits) Regulation 2014 for which voting rights were not available.
- 4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- 5. The poll papers, which were in complete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 6. After Completion of poll at the AGM the vote casted through remote e-voting were unblocked in the presence of two witnesses Ms. Shefali Agrawal and Mr. Tushar Garg who are not in the employment of the Company. They have signed below in confirmation of the votes being un blocked in their presence.

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Name: Shefali Agrawal

Name: Tushar Garg

I submit our consolidated report of E-voting and voting through ballot (Physical) as under:

The Consolidated result are as under:

- 1. Ordinary Resolution to Consider and Adopt the audited Profit & Loss Account for the year ended March 31, 2016, and the Balance Sheet as at that date and the Report of the Board of Directors and the Auditors of the Company thereon
- (i) Voted infavour of the resolution:

Number of members voting (in	Number	of	votes	cast	%	of	total	number
person or by proxy or through	by them				of	valio	dvotes	cast
E-Voting)								
62	8	3713	399				100.0	00%

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

Number of members voting (in		of	votes				
person or by proxy or through E-Voting)	by them			OT '	valio	votes	cast
NIL	and the second s	NI	L		tagitiki atum atantikin dipili	NI	L

# (iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	276397

- 2 Ordinary Resolution for Re- appointment of Ms. Alpana Parida (DIN:06796621) Director who retires by rotation
- (i) Voted in favour of the resolution:

Number of members voting (in person or by proxy or through E-Voting)	1	of	votes	cast	1	total l votes	
57	8	521	627			 97.8	0%

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

Number of members voting (in person or by proxy or through		of	votes	cast			total d votes	
E-Voting)	by them				Oi.	v Can	7000	, oust
5		191	772				2.20	0%

#### (iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	276397

- 3. Ordinary Resolution for Ratification of appointment of M/s. Walkar Chandlok & Co. LLP. Statutory Auditors and fixing their remuneration for the Financial Year 2016 17.
  - (i) Voted in favour of the resolution:

Number of members voting (in	Number	of	votes	cast	%	of	total	number
person or by proxy or through	in by the	m			of	valid	votes	cast
E-Voting)	-							
62	8	3713	399				100.0	00%

(ii) Voted against the resolution:

Number of members voting (in person or by proxy or through E-Voting)	1	of votes	cast	% of total number of valid votes cast
NIL		NIL		NIL

(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	276397

- 4. Ordinary resolution for Approval for payment of commission to non-executive Directors for the period of 5 years effective from financial year ended 31.03.2017.
  - (i) Voted in favour of the resolution:

Number of members voting (in	Number	of	votes	cast	%	of	total	number
person or by proxy or through	in by the	m			of v	/alid	votes c	ast
E-Voting)								
61	8713359						100.00	%

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## (ii) Voted against the resolution:

Number of members voting (in	Number	of	votes	cast	%	of	total	number
person or by proxy or through	by them				of \	alid '	votes c	ast
E-Voting)								
1	40 N						Vegligib	ole

#### (iii) Invalid Votes

otal number of members (in person by proxy) whose votes were eclared invalid	Total number of votes cast by them
2	276397

# 5. Ordinary Resolution for Approval of the remuneration payable to Cost Auditors for the financial year 2016-17.

## (i) Voted infavour of the resolution:

Number of members voting (in	Number	of	votes	cast	%	of	total	number
person or by proxy or through E-Voting)	in by the	m			of	valid	dvotes	cast
62	8	3713	399				100.0	00%

## (ii) Voted against the resolution:

Number of members voting (in person or by proxy or through E-Voting)		of	votes	cast	}	total d votes	
NIL	NIL					 NI	L

#### (iii) Invalid Votes

Total number of members (in	Total number of votes cast by them
person or by proxy) whose votes	
were declared invalid	
2	276397



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## 6. Ordinary Resolution for Determination of fees to be charged for service of document (s) in a particular mode.

# (i) Voted in favour of the resolution:

Number of members voting (in	Number	of	votes	cast	%	of	total	number
person or by proxy or through	in by the	m			of	valio	dvotes	cast
E-Voting)								
62	8	3713	399				100.0	00%

## (ii) Voted against the resolution:

NIL		NI	L			w not oday 500	NI	L
E-Voting)								
person or by proxy or through	by them				of	valid	votes	cast
Number of members voting (in		of	votes	cast	%	of	total	number

#### (iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them

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

Sd/-Chairman of the Meeting

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